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Please do not write in
this binding margin ↓

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the
requirements on application for registration
of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

For official use

Company number

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1593454/1

Please complete legibly,
preferably in black type,
or bold block lettering.* Insert full name of
company

Name of Company

REFUGEE ACTION	*
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I, ROSEMARY MARTIN-JONES
of Lincoln House, 296/302 High Holborn, London, WC1V 7JXdo solemnly and sincerely declare that I am [†] a Solicitor of the Supreme Court
engaged in the formationof* Refugee Action† Please indicate whether
you are a Solicitor of
the Supreme Court (or
in Scotland 'a Solicitor')
engaged in the formation
of the company, or a
person named as director
or secretary of the
company in the statement
delivered under section 21
of the Companies Act 1976and that all the requirements of the Companies Acts 1948 to 1980 in respect of the
registration of the said company and of matters precedent and incidental thereto have
been complied with.And I make this solemn Declaration conscientiously believing the same to be true and by
virtue of the provisions of the Statutory Declarations Act 1835Declared at LINCOLN HOUSE
296/302 HIGH HOLBORN
LONDON WC1V 7JXthe Thirtieth day of SeptemberOne thousand nine hundred and eighty one

Signature of Declarant

R M Martin-Jones

before me Frank CurryA Commissioner for Oaths SOLICITOR‡ or Notary
Public or Justice of the
Peace or Solicitor having
the powers conferred on
a Commissioner for OathsPresenter's name, address and
reference (if any)KENNETH BROWN BAKER
BAKER,
Lincoln House,
296/302 High Holborn,
London, WC1V 7JX.
(Ref: 34)For official use
New companies section

Post room

Form F130 (No. 41a)

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25 Bedford Row
London WC1R 4HF
December 1980

THE COMPANIES ACTS 1948 to 1980



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

1593454/2

MEMORANDUM OF ASSOCIATION

- OF -

REFUGEE ACTION

1. The name of the Company (hereinafter called "the Association") is "REFUGEE ACTION".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are the relief of persons who have become displaced persons or refugees from the countries of their origin or domicile by reason of hostilities, persecution, oppression, discrimination, natural disasters or other like causes, and their families and dependants who are in conditions of need, hardship and distress.

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise namely:-

- (A) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (B) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (C) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
- (D) To borrow or raise money on such terms and on such security as may be thought fit.
- (E) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

Witness the hand of the Registrar

- (F) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (G) To issue appeals for and collect money and goods in kind, and to organise concerts, exhibitions, sports or entertainments of any kind for the purpose of raising funds for carrying out the objects of the Association, or for making known the objects and activities of the Association, and for developing public support for those objects.
- (H) To apply for and obtain any Royal Charter, Act of Parliament or other authority necessary or expedient in order to enable the Association to attain any of its objects or modification of its constitution in order better to attain any of such objects.
- (I) To do all such other things as are necessary for the attainment or furtherance of the said objects or any of them.

Provided that:-

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

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend,

bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:-

- (A) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association;
- (B) of interest on money lent by any member of the Association or of its Council of Management or Governing Body at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England or 3 per cent whichever is the greater;
- (C) of reasonable and proper rent for premises demised or let by any member of the Association or its Council of Management or Governing Body;
- (D) to any member of its Council of Management or Governing Body of out-of-pocket expenses;
- (E) to a company of which a member of the Association or of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some other charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Francis L. L. L.
65 Highway New Park
London N5
Anthropologist

Russell Franklin
73 Clarence Av
London SW4.
Social Worker.

Timothy Briggs
MANN'S COTTAGE, SOUTH STOKE
READING, BERKS
CHARTERED ACCOUNTANT

DATED this 16th day of September 1981

WITNESS to the above signatures:-

Caroline Donell

Spadgers, Kilmington, Warminster, WILTS.

Secretary

1593454 / 3



DEPARTMENT OF TRADE

LICENCE granted by the Secretary of State

pursuant to Section 19(1) of the Companies Act, 1948

WHEREAS it has been proved to the satisfaction of the Secretary of State for Trade
that REFUGEE ACTION

an Association about to be formed as a limited company under the Companies Act,
1948, is to be formed for promoting objects of the nature contemplated by Section 19
of that Act, and that it is the intention of the said Association that the income and
property of the said Association whencesoever derived shall be applied solely
towards the promotion of the objects of the said Association as set forth in its
Memorandum of Association and that no portion thereof shall be paid or transferred,
directly or indirectly, by way of dividend or bonus to the members of the said
Association

NOW, THEREFORE, in consideration of the provisions and conditions contained in
the Memorandum and Articles of Association of the said Association as subscribed
by THREE members thereof on the SIXTEENTH
day of SEPTEMBER 1981, and on the conditions annexed hereto, the Secretary
of State in exercise of his powers under subsection (1) of the said Section 19, does
by this licence direct that REFUGEE ACTION

be registered as a company with limited liability, without the addition of the word
"Limited" to its name.

SIGNED this FIFTH day of OCTOBER 1981

N. H. Bahmani

Authorised by the Secretary of State

1 No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles for the time being in force, unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales.

2 No addition, alteration or amendment shall be made to or in Clauses Four or Seven of the Memorandum of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Secretary of State for Trade.

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

A R T I C L E S O F A S S O C I A T I O N

- O F -

REFUGEE ACTION

PRELIMINARY

1. In these Articles, unless there be something in the subject or context inconsistent therewith:-

"The Association" means the above-name Company.

"Member" means member of the Association.

"The Council" means the Council for the time being of the Association.

"These Articles" means these Articles of Association or other the regulations of the Association for the time being in force.

"The Statutes" means the Companies Acts 1948 to 1980 and every other Act for the time being in force concerning companies and affecting the Company.

Expressions referring to writing shall be construed as including references to printing and other modes of representing or reproducing words in visible form.

Words importing the singular number only include the plural and vice versa, words importing the masculine include the feminine, and words importing persons include corporations.

Words or expressions defined in the Statutes shall bear the same meanings in these Articles.

2. The number of members which which the Association proposes to be registered is 50, but the Council may from time to time register an increase of members.

MEMBERSHIP

3. It shall rest with the Council to determine who shall be admitted to membership and on what terms. The provisions of Section 110 of the Companies Act 1948 shall be observed by the

Association and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The rights and privileges of a member shall be personal, and shall not be transferable or transmissible by any means.

5. A member may at any time, by notice in writing to the Association, resign his membership, and he shall thereupon cease to be a member.

6. The Council may enrol or authorise the enrolment of persons as "Associates of Refugee Action", who shall not be members of the Association, upon such terms including payment of a subscription as the Council think fit.

GENERAL MEETINGS

7. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Association and subsequently once in every calendar year in addition to any other meetings in that year at such time (not being more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Council. Such General Meetings shall be called Annual General Meetings, and shall be so described in the notices convening the meetings, and all other meetings shall be called Extraordinary General Meetings.

8. The Council may, whenever they think fit, and shall on requisition in accordance with the Statutes convene an Extraordinary General Meeting.

9. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' written notice, and any other General Meeting shall be called by at least fourteen days' written notice, and the notice shall be exclusive both of the day upon which it is served or deemed to be served and of the day for which it is given. A notice shall specify the place, the day, and the hour of the meeting, and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned to the Auditors and to all members of the Association other than any members who under the provisions of these Articles are not entitled to receive the same. With the consent in writing of all the members for the time being or (in the case of a meeting other than an Annual General Meeting) of such proportion of the members as prescribed by the Statutes, a General Meeting may be convened on shorter notice than that specified above, and in such manner as such members may think fit.

10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. The business of an Annual General Meeting shall be to receive and consider the accounts presented by the Council and the reports of the Council and of the Auditors, to elect members of the Council in place of those retiring by rotation, the

appointment and remuneration of the Auditors, and any other business which under these Articles is required to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

12. Three members personally present shall be a quorum for a General Meeting.

13. If within half-an-hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to such day in the next week, and to such time and place as the Chairman may appoint. At any adjourned meeting the members present, whatever their number, shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

14. The Chairman of the Council, or in his absence the Vice-Chairman (if any), shall be entitled to take the chair at every General Meeting, or if there be no Chairman or Vice-Chairman, or if at any meeting neither the Chairman nor the Vice-Chairman shall be present at the time appointed for holding such meeting, or if neither of them shall be willing to act as Chairman, the members present shall choose another member of the Council as Chairman, and if no member of the Council be present, or if all the members of the Council present decline to take the chair, then the members present shall choose one of their number to be Chairman.

15. The Chairman may, with the consent of the meeting, adjourn any General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

16. Every question submitted to a General Meeting shall be decided in the first instance by a show of hands, and in case of an equality of votes, the Chairman shall both on a show of hands and at a poll, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

17. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two Members present in person, or by a Member or Members present in person and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the Meeting that a resolution has on a show of hands been carried or lost and any entry to that effect in the minute book of the Association shall be conclusive evidence of the fact.

18. If a poll is demanded as aforesaid, it shall be taken (subject to Article 20) in such manner and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

20. Any poll duly demanded on the election of a Chairman of a meeting, or any question of adjournment, shall be taken at the meeting without adjournment.

VOTES OF MEMBERS

21. Every member shall have one vote, which shall be given personally and not by proxy.

COUNCIL

22. The number of the members of the Council shall not be less than five nor more than twenty and no person shall serve on the Council unless he shall be a member of the Association.

23. The Association in General Meeting may from time to time increase or reduce the number of members of the Council, and may also determine in what rotation such increased or reduced number is to go out of office.

24. The Council shall have power from time to time and at any time to appoint any member of the Association to be a member of the Council, but so that the total number of the members of the Council shall not at any time exceed the maximum number fixed as above.

25. The members of the Council shall act without remuneration.

26. The continuing members of the Council may act notwithstanding any vacancy in their body, provided always that if their number is reduced below five the continuing members may act for the purpose of increasing their number to five or of convening a General Meeting but not for any other purpose.

27. The office of a member of the Council shall be vacated:-

- (A) If he becomes bankrupt, or suspends payments, or compounds with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Association.
- (D) If by notice in writing to the Association he resigns his office.
- (E) If he becomes prohibited from holding office by any order made under the Statutes.
- (F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Companies Act 1948.
- (G) If he absents himself for a period of twelve calendar months from the meetings of the Council without special leave of absence from the Council.

28. The Association shall not be subject to Section 185 of the Companies Act 1948, and accordingly no person shall be ineligible for appointment or election as a member of the Council and no member of the Council shall be liable to vacate his office by reason of his attaining or having attained the age of seventy or any other age.

ROTATION OF MEMBERS OF THE COUNCIL

29. At every Annual General Meeting one third of the members of the Council, or if their number is not a multiple of three then the number nearest to but not exceeding one third shall retire from office. A retiring member of the Council shall retain his office until the end of the meeting at which his successor is elected.

30. The members of the Council to retire at the General Meeting in any year shall be those who have been longest in office. As between two or more members who have been in office an equal length of time the member or members to retire shall in default of agreement between them be determined by lot. The length of time a member of the Council has been in office shall be computed from his last election or appointment where he has previously vacated office. A retiring member of the Council shall be eligible for re-election.

31. Subject as hereinafter provided the Association at any General Meeting at which any members of the Council retire in manner aforesaid shall fill up the vacated offices by electing a like number of persons to be members of the Council.

32. If at any General Meeting at which an election of members of the Council ought to take place the places of the retiring members of the Council are not filled up, the retiring members of the Council, or such of them as have not had their places filled up and may be willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of members of the Council, or as regards any such retiring member a resolution to re-elect him shall have been put to the meeting and not carried.

33. In addition and without prejudice to the provisions of Section 184 of the Companies Act 1948 the Association may, by an Extraordinary Resolution, remove any member of the Council before the expiration of his period of office and may, by an Ordinary Resolution, appoint another qualified person in his stead. The person so appointed shall hold office during such time only as the member of the Council in whose place he is appointed would have held the same if he had not been removed, but this provision shall not prevent him from being eligible for re-election.

34. No person, other than a retiring member of the Council shall, unless recommended by the Council for election, be elected a member of the Council at any General Meeting unless he or some other member intending to propose him, has at least three days before the meeting, left at the registered office of the Association a notice in writing under his hand signifying his candidature for the office or the intention of such member to propose him, together in the latter case with a notice signed by

the person intended to be proposed stating his willingness to accept the office.

PROCEEDINGS OF THE COUNCIL

35. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Five or such less number, as the members of the Association shall from time to time determine in General Meeting, of the members of the Council for the time being shall form a quorum, but so that in no case shall less than three members constitute a quorum. The Chairman of the Council may at any time, and the General Secretary, upon the request of any three members of the Council, shall convene a meeting of the Council. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote. A member of the Council who is not in the United Kingdom shall not be entitled to a notice of a meeting of the Council.

36. The Council may elect from their number a Chairman and Vice-Chairman of their meetings, and determine the period for which they are respectively to hold office. The Chairman (if any) shall be the Chairman at all meetings at which he shall be present, and in his absence the Vice-Chairman (if any) shall be the Chairman, if he shall be present, but if there be no such Chairman or Vice-Chairman, or if at any meeting neither the Chairman nor the Vice-Chairman is present at the time appointed for holding the same, the members of the Council present shall choose some one of their number to be Chairman of such meeting.

37. A meeting of the members of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Association for the time being vested in or exercisable by the Council generally.

38. The Council may delegate any of their powers to committees, consisting of such member or members of their body as they think fit. Any Committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Council.

39. The meetings and proceedings of any such Committee, consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council so far as the same are applicable thereto, and are not superseded by any regulations made by the Council under the last preceding clause.

40. All acts done at any meeting of the Council, or of a Committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of such member of the Council, or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

41. A resolution in writing signed or agreed to by letter or telegram by all the members for the time being of the Council, or of a Committee of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council, or of such Committee duly called and constituted.

POWERS OF THE COUNCIL

42. The management of the business of the Association shall be vested in the Council, and the Council, in addition to the powers and authorities by these presents expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute directed or required to be done by the Association in General Meeting, but subject nevertheless to the provisions of every statute applicable to them and of these Articles, and to any regulations from time to time made by the Association in General Meeting, provided that no such regulation shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

43. Without prejudice to the general powers conferred by the last preceding clause, and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, it is hereby expressly declared that the Council shall have the following powers (that is to say) power:-

- (1) To purchase or otherwise acquire for the Association any property, rights or privileges which the Association is authorised to acquire at or for such price or consideration, and generally on such terms and conditions as they think fit.
- (2) To establish in the United Kingdom or elsewhere any local branches, local councils or committees for the management of any of the affairs or property of the Association or for the purpose of promoting and co-ordinating the objects of the Association or any of them to appoint any persons, whether members of the Council or of the Association or not, to be members of any such local branch, local council or committee and to delegate to any such local branch, local council or committee any of the powers, authorities and discretions vested in the Council together with a power to appoint or co-opt any person to such body and a power of sub-delegation and to remove any person so appointed or co-opted (whether by the Council or by such local branch, local council or committee as the case may be) and to annul or vary any such delegation, but so that no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Provided always that no resolution of any meeting of any such local branch, local council or committee (other than a resolution which purports only to offer advice to the Council) shall have any validity or effect unless (a) a majority of the members present at the meeting and entitled to vote are members of the Association, or (b) such resolution is confirmed by the Council.

- (3) To appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents, and servants for permanent, temporary, or special services as they may from time to time think fit, and to determine their duties and powers, and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.
- (4) To appoint any person or persons, corporation or corporations, to accept and hold in trust for the Association any property belonging to the Association or in which it is interested or for any other purposes.
- (5) To borrow or raise any moneys for the purposes of the Association upon such terms and on such securities as may be deemed expedient.
- (6) To institute, conduct, defend, compound, or abandon any legal proceedings by and against the Association or its officers, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.
- (7) Subject to the provisions of the Memorandum so far as regards profits (if any), and subject to the jurisdiction of the Ministry of Education or the Charity Commissioners, to execute, in the name and on behalf of the Association in favour of any member of the Council, or other person who may incur, or be about to incur any personal liability for the benefit of the Association, such mortgages of the Association's property (present and future) as they think fit, and any such mortgage may contain a power of sale, and such other powers, covenants and provisions as shall be agreed on.
- (8) To set aside such sums as they think proper as a reserve fund to meet contingencies, or for preparing, improving and maintaining any of the property of the Association, and for other purposes as the Council shall in their absolute discretion think conducive to the interests of the Association, and to invest the several sums so set aside upon such investments as they may think fit, and from time to time deal with and vary such investments, and dispose of all or any part thereof for the benefit of the Association, and to divide the reserve fund into such special funds as they think fit, and to employ the reserve fund or any part thereof in the business of the Association, and that without being bound to keep the same separate from the other assets.
- (9) To enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds, and things in the name and on behalf of the Association as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Association.

44. The Council may from time to time appoint any persons, whether members of the Association or not, to be patrons, President, and Vice-Presidents respectively of the Association.

45. The Council may from time to time appoint any persons, whether members of the Association or not, to be Honorary Associates of the Council for such periods as may be thought proper or until such appointment is terminated by the Council. Honorary Associates of the Council shall be entitled to receive notice of, and to attend meetings of the Council in an advisory capacity, but shall not be entitled to vote.

SUBSIDIARY COMPANIES

46. The Association, its nominees, its officers and members of the Council and persons otherwise concerned in the management of the Association shall not hold in aggregate more than 40 per cent of the voting rights in any Company which is a subsidiary company of the Association unless such company shall provide by its Articles of Association:-

(a) that all its profits available for distribution as dividend are to be paid to the Association to be applied towards the promotion and carrying out of the objects of the Association;

(b) that no member of the Council or person otherwise concerned in the management of the Association shall hold any salaried office or employment in the Company;

(c) that no member of the Council or person otherwise concerned in the management of the Association shall enter into any contract with the company, other than a contract which, if entered into with the Association would not have involved any infringement of Clause 4 of the Association's Memorandum of Association;

(d) that the Auditors of the company shall include in their annual report a statement showing whether to the best of their knowledge and belief the above provisions have been complied with.

ACCOUNTS

47. The Council shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

48. The Accounting records shall be kept at the office or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Council shall think fit and shall always be open to the inspection of the Members of the Council.

49. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association of any of them shall be open to the inspection of Members not being members of the Council, and no Member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

50. The Council shall from time to time in accordance with the provisions of the Companies Acts 1948 to 1976 cause to be prepared and to be laid before the Association in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in these Acts.

51. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Association in General Meeting together with a copy of the Auditors' report shall not less than twenty-one days before the date of the Meeting, subject nevertheless to the provisions of Section 158(1)(c) of the Companies Act 1948, be sent to the Auditors and to every Member of the Association entitled to receive notices of General Meetings of the Association provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.

52. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Companies Act 1948 as amended by the Companies Act 1967 and Sections 14 to 20 of the Companies Act 1976.

SECRETARY

53. Subject to the provisions of the Statutes the Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as consistent with the provisions of Clause 4 of the Memorandum of Association they may think fit; and any Secretary so appointed may be removed by them.

54. A provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as, or in place of, the Secretary and the provisions of Sections 177 and 179 of the Companies Act 1948 shall apply to be observed

SEAL

55. The Council shall provide for the safe custody of the Seal of the Association, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary, or by some person appointed by the Council for that purpose.

NOTICES

56. A notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such member at his registered place of address.

57. Any member whose registered address is out of the United Kingdom may name an address in the United Kingdom at which notices may be served upon him, and all notices served at such address shall be deemed to be well served. If he shall not have named such an address he shall not be entitled to any notices.

58. Any notice if served by post shall be deemed to have been served on the day following that on which it was posted, and in proving such service it shall be sufficient to prove that the notice was properly addressed, prepaid and posted.

59. The signature to any notice to be given by the Association may be written or printed.

WINDING UP

60. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have the same validity and effect as if the same were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Lynda E. Holm
65 Highbury New Park London N5
Anthropologist

Rachel Tankin
73 Clarence Ave
London SW4.
Social Worker.

Timothy Thurgood
MANN'S COTTAGE,
SOUTH STOKE, READING, BERKS

CHARTERED ACCOUNTANT

DATED this 16th day of September 1981

WITNESS to the above signatures:-

Caroline Donell
Spadgers, Kilmington, Warminster, WILTS

Secretary

Statement of first directors and secretary and intended situation of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold black lettering

*delete if
inappropriate

Company number

1593454/4

Name of Company

REFUGEE ACTION

limited*

The intended situation of the registered office of the company
on incorporation is as stated below

157 Clapham Road

London SW9 OPT

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

☐

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

☐

Presentor's
reference (if any) :

KENNETH BROWN BAKER BAKER

Lincoln House,
296/302 High Holborn
London WC1V 7JX

(Ref : 34)

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21 (2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form

Name (note 2)	Timothy NORMANBY Phipps	Business occupation	CHARTERED ACCOUNTANT
Former name(s) (note 3)	-	Nationality	British
Address (note 4)	MANN'S COTTAGE, SOUTH STAKE, READING, BERKS	Date of birth (where applicable) (note 5)	N/A
Particulars of other directorships (note 5)	NONE		
I hereby consent to act as director of the company named on page 1			
Signature	Timothy Phipps	Date	16 th Sept. 1981

Name (note 2)	Rachel Jenkins	Business occupation	Social Worker
Former name(s) (note 3)	-	Nationality	British
Address (note 4)	73 Clarence Ave London SW4	Date of birth (where applicable) (note 6)	N/A
Particulars of other directorships (note 5)	None		
I hereby consent to act as director of the company named on page 1			
Signature	R Jenkins	Date	16 th Sept '81

Name (note 2)	Felicity Edholm	Business occupation	ANTHROPOLOGIST
Former name(s) (note 3)	-	Nationality	BRITISH
Address (note 4)	65 Highbury New Park London N5	Date of birth (where applicable) (note 6)	N/A
Particulars of other directorships (note 5)	None		
I hereby consent to act as director of the company named on page 1			
Signature	Felicity Edholm	Date	16 th Sept 81

do not
in this
margin

Important
particulars
given are
referred to
section 21 (2) (b)
the Companies
1976 and
section 200(3) of
Companies Act
1981. Please read
notes on page 4
before completing
part of the form

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	Helen O'Hare
Former name(s) (note 3)	-
Address (notes 4 & 7)	12 Richmond Mansions Old Brompton Road London SW5
I hereby consent to act as secretary of the company named on page 1	
Signature	Helen O'Hare
Date	18th Sept. 1981

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

as required by
section 21 (3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

delete as
appropriate

Signature Timothy Higgins [Subscriber] [Agent] Date 16th Sept. 1981

Signature Rachel Jenkins [Subscriber] [Agent] Date 16th Sept 81

Signature Kathy Edgell [Subscriber] Date 16th Sept 81

Signature _____ [Subscriber] Date _____

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1593454

I hereby certify that

REFUGEE ACTION

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 26TH OCTOBER 1981

A handwritten signature in dark ink, appearing to read 'E. Wilson'.

Assistant Registrar of Companies