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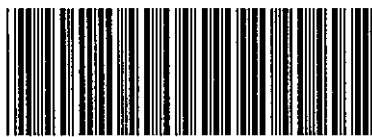
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3524935

The Registrar of Companies for England and Wales hereby certifies that  
THE BANGLADESH MULTI-PURPOSE CENTRE

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

Given at Companies House, Cardiff, the 10th March 1998



\*N03524935I\*

  
MRS. L. PARRY

For the Registrar of Companies



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

HC007B

**OYEZ**

Please complete in  
typescript, or in  
bold black capitals.

**12**

## Declaration on Application for Registration

Company Name in full

THE BANGLADESH MULTI-PURPOSE CENTRE

**\*F0120C10\***

1. PHILIP ANTHONY BLUNDELL

of 356 NEW BOW ROAD RUGBY.

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

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

Declarant's signature

Declared at

67 WOODLANDS ROAD SPARKHILL BIRMINGHAM

the

30<sup>th</sup> 12<sup>th</sup>

day of

JANUARY FEBRUARY

One thousand nine hundred and ninety

EIGHT

\*Please print name.

before me\*

SARAH HAYES

Signed

Date

20/1/98 12/2/98

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

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

SARAH HAYES SOLICITOR

67 WOODLANDS ROAD SPARKHILL BIRMINGHAM

B11 4ET

Tel 0121 777 0178

DX number

DX exchange



A25 \*A72YT3GT\* 258  
COMPANIES HOUSE 05/02/98

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

**Companies House, Crown Way, Cardiff, CF4 3UZ**for companies registered in England and Wales **DX 33050 Cardiff**

or

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

for companies registered in Scotland

**DX 235 Edinburgh****OYEZ**

The Solicitors' Law Stationery Society Ltd, Oyez House, 7 Spa Road, London SE16 3QQ

**Companies 12**

1995 Edition  
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OYEZ

Please complete in  
typescript, or in  
bold black capitals.



\*F030AC10\*

Company  
Name in full

THE BANGLADESH MULTI-PURPOSE CENTRE

I, PHILIP ANTHONY BLUNDELL

of 356 NEWBOLD ROAD RUGBY

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

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

Declarant's signature

*[Signature]*

Declared at

*declared*

the

67 WOODLANDS ROAD SPARKHILL BIRMINGHAM

30<sup>th</sup> 12<sup>th</sup>

day of

JANUARY February

One thousand nine hundred and ninety

EIGHT

\*Please print name.

before me\*

SARAH HATES

Signed

*[Signature]*

Date

30/1/98 12/2/98

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

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

SARAH HATES

67 WOODLANDS ROAD SPARKHILL BIRMINGHAM

B1 1ET.

Tel 0121 777 078

DX number

DX exchange

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

Companies House, Crown Way, Cardiff, CF4 3UZ

for companies registered in England and Wales DX 33050 Cardiff  
or

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

for companies registered in Scotland DX 235 Edinburgh



A25 \*A72YS3GS\* 257  
COMPANIES HOUSE 05/02/98

OYEZ

The Solicitors' Law Stationery Society Ltd, Oyez House, 7 Spa Road, London SE16 3QQ

Companies 30(5)(a)

1995 Edition  
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**OYEZ**

Please complete in  
typescript, or in  
bold black capitals.

Notes on completion appear on final page.



**\*F0100C10\***

**Proposed Registered Office**  
(PO Box numbers only, are not acceptable)

**Company  
Name in full**

THE BANGLADESH MULTI-PURPOSE CENTRE

136 - 148 VICTORIA ROAD

ASTON

**Post town**

BIRMINGHAM

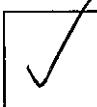
**County/Region**

WEST MIDLANDS

**Postcode**

B6 5HH

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



**Agent's Name**

SARAH HAYES SOLICITOR

**Address**

67 WOODLANDS ROAD

SPARKHILL

**Post town**

BIRMINGHAM

**County/Region**

WEST MIDLANDS

**Postcode**

B11 4EJ

**Number of continuation sheets attached.**

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

SARAH HAYES SOLICITOR

67 WOODLANDS ROAD, SPARKHILL, BIRMINGHAM

B11 4EJ

Tel 0121 777 0178

**DX number**

**DX exchange**

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

**Companies House, Crown Way, Cardiff, CF4 3UZ**

for companies registered in England and Wales

**DX 33050 Cardiff**

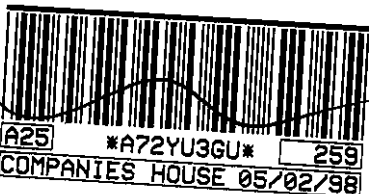
or

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

for companies registered in Scotland

**DX 235 Edinburgh**

[P.T.O.]



A25 \*A72YU3GU\* 259  
COMPANIES HOUSE 05/02/98

**Company Secretary** (see notes 1-5)

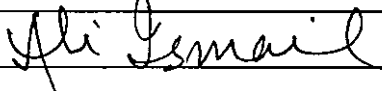
Company Name		MR. BANGLADESH MULTI-PURPOSE CENTRE BLUNDELL			
*Voluntary details.	NAME	*Style/Title	MR	*Honours etc.	
	Forename(s)	PHILIP ANTHONY			
	Surname	BLUNDELL			
	Previous forename(s)	/			
	Previous surname(s)	/			
Address		356 NEWBOLD ROAD			
Usual residential address					
For a corporation, give the registered or principal office address.		Post town	RUGBY		
	County/Region	WARWKS.	Postcode	CN 21 1EG	
	Country	ENGLAND			
I consent to act as secretary of the company named on page 1					
Consent signature		[Signature]		Date	28 JAN 98

**Directors** (see notes 1-5)

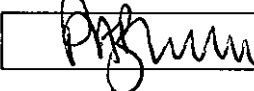
Please list directors in alphabetical order.

NAME		*Style/Title	MR	*Honours etc.	
	Forename(s)	PHILIP ANTHONY			
	Surname	BLUNDELL			
	Previous forename(s)	/			
	Previous surname(s)	/			
Address		356 NEWBOLD RD.			
Usual residential address					
For a corporation, give the registered or principal office address.		Post town	RUGBY		
	County/Region	WARWKS	Postcode	CN 21 1EG	
	Country	ENGLAND			
	Date of birth	Day	Month	Year	Nationality
		22	08	42	BRITISH
Business occupation		CHIEF EXECUTIVE - CITY CHALLENGE			
Other directorships		NONE			
I consent to act as director of the company named on page 1					
Consent signature		[Signature]		Date	28th JAN 98

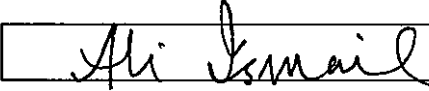
**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style/Title</b>	<b>*Honours etc.</b>	
	MR		
<b>*Voluntary details.</b>	<b>Forename(s)</b>	ALI	
	<b>Surname</b>	ISMAIL	
	<b>Previous forename(s)</b>	—	
	<b>Previous surname(s)</b>	—	
<b>Address</b>	15 HINDLOW CLOSE		
<b>Usual residential address</b>	NICHILLS		
For a corporation, give the registered or principal office address.	<b>Post town</b>	BIRMINGHAM	
	<b>County/Region</b>	<b>Postcode</b>	B7 4LT
	<b>Country</b>	ENGLAND	
	<b>Date of birth</b>	<b>Nationality</b>	
	Day Month Year		
	15 8 37	BRITISH	
<b>Business occupation</b>	BUSINESS		
<b>Other directorships</b>	NONE		
	I consent to act as director of the company named on page 1		
<b>Consent signature</b>		<b>Date</b>	28th Jan 98

**This section must be signed by**Either  
an agent on behalf  
of all subscribers

Signed		Date	28th JAN 98.
--------	---	------	--------------

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

Signed		Date	28th Jan 98
--------	--	------	-------------

Signed		Date	
--------	--	------	--

Signed		Date	
--------	--	------	--

Signed		Date	
--------	--	------	--

Signed		Date	
--------	--	------	--

Signed		Date	
--------	--	------	--

# Notes

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

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

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

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

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

Address:

Give the usual residential address.

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

Subscribers:

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

2. Directors known by another description:

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

3. Director's details:

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

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

4. Other directorships:

–Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**

–dormant,

–a parent company which wholly owned the company making the return,

–a wholly owned subsidiary of the company making the return, or

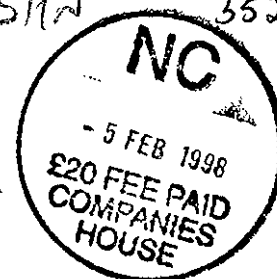
–another wholly owned subsidiary of the same parent company.

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

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

00528/511W

3524935



# MEMORANDUM AND ARTICLES OF ASSOCIATION FOR A CHARITABLE COMPANY

Memorandum of Association of the Bangladesh Multi-Purpose Centre

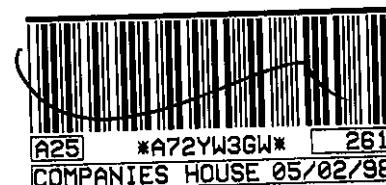
0031784

1. Name:

The Company's name is the Bangladesh Multi-Purpose Centre.

2 Registered Office:

The Association's registered office will be in England



3. Object:

The Company is established for charitable purposes only, to promote the health, and welfare of the Bangladesh Community generally.

4 Powers:

In order to achieve the objects set out at clause 3 above but not for any other purposes the Association may do the following:

- i.) give financial help to any charitable organisation or organisations to promote the welfare of the Beneficiaries.
- ii) to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that the Association shall not undertake any permanent trading activity in raising funds for the above mentioned charitable objects.
- iii.) obtain information from and provide information to, work alongside and co-ordinate the activities of any other charitable organisation or organisations working in the interests of the Beneficiaries.
- iv.) in the interests of social welfare and with a view to improving the conditions of life of the Beneficiaries provide procure or assist in the provision of recreation facilities or other leisure time occupations for the benefit of the Beneficiaries.
- v.) write or cause to be written, and print, publish, issue and circulate, whether in the form of the printed written word, or on tape or computer or in any other appropriate format, free of charge or for payment any reports or periodicals, books, pamphlets or leaflets, or other documents.
- vi.) arrange and provide for or join in arranging or providing for the holding of exhibitions, meetings, lectures and classes.
- vii.) promote, encourage or undertake research followed by the publication of the results of such research either for a charge or no charge;
- viii.) provide and maintain training and other programmes which offer an alternative to unemployment for the benefit of the Beneficiaries whether



alone or in partnership with other organisations.

- ix.) to do all such other lawful things as should further the object of the Company.
- x.) to borrow and raise money to further the objects of the Company in such a way and on security as the Company may think fit.
- xi.) to invest whatever money the Company does not require immediately to further its objects in or upon whatever investments, securities and property the trustees consider appropriate, subject nevertheless to any conditions and consents required or imposed by the law.
- xii.) to purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any building or erections which the Company may think necessary for the promotion of its objects.
- xiii.) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its object.
- xiv.) subject to clause 4 of this document to employ and pay such architects, surveyors, solicitors and other professional people, workmen, clerk and other staff as are necessary for the furtherance of the objects of the Company.
- xv.) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- xvi.) to subscribe to, become a member or, or amalgamate or co-operate with any other charitable organisation, institution, society or association which has similar objects to those of the Company ( xv.) to do all such other lawful things as should further the object of the Company.

5 The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing in this document shall prevent any payment in good faith by the Charity;

- i.) of reasonable and proper payment for any service rendered to the Company by any member, officer or servant of the Company who is not a member of the Council of management.;
- ii.) of interest on money lent by any member or trustee of the Company at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council of management or Governing Body.;

- iii.) of fees, payment or the benefit in money or money's worth to any company of which a member of the Council of management may also be a member holding not more than 1/100th part of the issued capital of that company;
- iv.) of reasonable and proper rent for premises demised or let by any member of the Company or it; Council of management or Governing Body.
- v) to any member of the Company; Council of management of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Company agrees to contribute whatever is required, not exceeding £1, to the Company's assets if the Association is wound up either,
- i.) while that person is a member; or
  - ii.) within one year after that person has ceased to be a member.

for payment of the Company's debts and liabilities which the Company contracted to pay before the person ceased to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of contribution among themselves

8.

8.1 Subject to the following provisions of this clause the Memorandum and Articles of Association may be altered by a resolution passed by not less than 75% of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed

8.2 No amendment may be made to clauses 1, 3 and 9 of the Memorandum of Association or clause 53 of the Articles of Association without the prior permission of the Charity Commission

8.3 No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

8.4 The Committee should promptly send to the Charity Commissioners a copy of any amendment made under this clause.

9. If the Company is wound up or dissolved and after all its debts and liabilities have been paid there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charity or charities having objects similar to the Objects set out in clause 3 above,

the constitutions of which charity or charities prevent the distribution of the income and property to an extent at least as great as is imposed on the Company by Clause 5 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable project.

We the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures, Names and Addresses of Subscribers



P. A. BLUNDELL

356 NEWBOWD RD.  
RUGBY  
CV21 1EY.



ALI ISMAIL

15 HINDLOW CLOSE  
NICHOLS  
BIRMINGHAM  
B7 4LT

Dated: 28th January 1998

Witness to the above Signatures:



Name:

MATTHUD HASAN

Address:

16 SERPENTINE ROAD  
ASTON  
BIRMINGHAM B6.

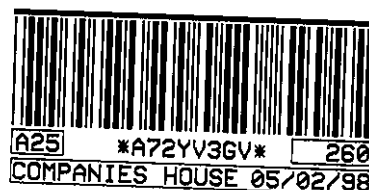
Occupation

CENTRE MANAGER

**The Companies Acts 1985 and 1989**  
**Company Limited by Guarantee and not having a Share Capital**  
**Articles of Association of**  
**THE Bangladesh Multi Purpose Centre**

**Interpretation**

1. In these articles :



"the Company" means The Bangladesh Multi Purpose Centre which is the company intended to be regulated by these articles;

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

"the Articles" means these Articles of Association of the Company;

"clear days" in relation to the period of a notice means that the day when the notice is given, or deemed to be given, and the day in respect of which it is given or on which it is to take effect, is excluded from the calculation of the period

"executed" includes any method of execution, including signing and sealing,

"the Memorandum" means the Memorandum of Association of the Company;

"office" means the registered office of the Company

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

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

"the Board" means the Board of Directors of the Company.

"the Directors" means the directors of the Company (and "Director" has a corresponding meaning);

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

"organisation" and "member organisation" means any group, association, society or other body, whether incorporated or not, which is run with the intention of making no profit and which is eligible to be a member of the Company under the terms of article 3.

'Membership Book' means the record of members which shall be kept as a paper record or as a computer record;

'authorised person' means someone with authority to act on behalf of an organisation;

'duly authorised representative' means the person appointed by a member to act on its behalf in respect of the Company; ('duly appointed representatives' has a corresponding meaning);

'Bangladesh Council' means the voluntary and charitable organisation set up by Birmingham City Council's former Race Relations Unit in 1988 to act as a corporate consultative mechanism between the City Council and Birmingham's Bangladesh Community and which organisation forms part of the Standing Consultative Forum for Birmingham City Council.

'member of the Bangladesh Community' means a person, or the spouse of a person, born in Bangladesh or who can trace her or his origins to Bangladesh ('members of the Bangladesh Community' shall have a corresponding meaning);

'the City Council' means Birmingham City Council or such other body as shall replace it;

'youth organisation' means any organisation working with young people between the ages of 18 and 25 including, but not exclusively, those within the Bangladesh Community;

words importing the masculine gender only shall include the feminine gender;

words and expressions referring to writing unless the context requires otherwise include references to printing, lithography, and other methods of representing or reproducing words in a visible form;

any reference to any act, statutory instrument or other piece of legislation shall include any modification or re enactment of that statute;

Subject to the meanings set out above, words or expressions contained in these Articles shall, unless it is obviously not the case from the context, mean the same as those words, or expressions do in the Act.

## **Objects**

2. The Company is established for the objects set out in the Memorandum of Association.

## **Members**

3.
  - 3.1 The first members of the Company shall be the subscribers to the Memorandum and Articles of Association. The Company may admit to membership such other organisations as it wishes in accordance with the rules of the Company.
  - 3.2 The following shall be the initial members of the company:
    - i) the Bangladesh Council

- ii) Birmingham City Council
- iii) the Training and Enterprise Council
- iv) Business in the Community
- v) the person nominated by youth organisations as their representative under the provisions of clause 3.3.

3.3 Each member of the Company shall be entitled to appoint duly authorised representatives in the following numbers:

- i) the Bangladesh Council shall elect 7 duly authorised representatives, one of whom shall be a woman;
- ii) the City Council shall nominate two duly authorised representatives, one from the Economic Development Department and one from the Department of Leisure and Community Services. One of these two representatives shall be a woman.
- iii) the Training and Enterprise Council shall nominate one duly authorised representative, which representative shall be nominated by the Chief Executive of the Training and Enterprise Council or in whatever other manner the Chief Executive may determine.
- iv) Business in the Community shall nominate two duly authorised representatives, one of whom shall be a woman. Such representatives shall be appointed by the Chief Executive of business in the Community or in whatever other manner the Chief Executive may determine.

3.3 3.3.1 In addition to the members appointed under the provisions of Article 3.2 above, there shall be a duly authorised representative of the youth organisations within the community.

3.3.2 Saathi House, or such other organisation as the Board shall determine from time to time, shall be invited to nominate a representative of youth organisations to the Board. It may make its nomination in whatever way it considers appropriate but shall have due regard to the youth clubs registered with the City Council within the area and those operating through local colleges.

3.3 No person employed and paid by the Company may also be a duly authorised representative of any member of the Company.

3.4 No organisation shall be admitted as a member of the Company unless its application for membership is approved unanimously by the Board and it complies with the requirements of any rules which may be in force with regard to membership.

3.5 The secretary of a new member shall notify the Secretary of the name of its duly authorised representative or representatives. Such notification shall be supported by evidence of the duly authorised representative's or representatives' status. The person so authorised shall be entitled to exercise the same powers on behalf of the organisation which she or he represents as the organisation could exercise if it were an individual member of the Company.

- 3.6 Members of the Company shall be entitled through their duly elected representatives to attend and vote at all meetings, including Board meetings, of the Company and to exercise all other rights of members set out in these Articles.
- 3.7 Unless the members of the Board or the Company in General Meeting use their powers in Article 68 to make an alternative rule, the Board has absolute discretion to allow any member of the Company to resign provided that the number of members is not reduced to 2 or less by a member resigning.
- 3.8 If a member wishes to resign it shall notify the Secretary in writing and shall be deemed to have resigned 28 days after the date on which the Secretary receives the written notification.

#### **Termination of Membership**

4. A member shall cease to be a member if:
- i) It ceases to be an organisation
  - ii) It resigns
  - iii) It fails to nominate a representative within three months after becoming a member.
  - iv) Its representative(s) fails to attend an Annual General Meeting of the Company for two years consecutively.
  - v) It fails to respond to notices sent to the last known address of the member within three months of the said notice being dispatched. A notice must require the member to which it is sent to confirm to the Secretary in writing whether or not it wishes to remain a member of the Company. If there is a reasonable explanation for this failure the member shall be reinstated. The Board's decision as to what constitutes a reasonable decision shall be final.
  - vi) It carries out such actions or activities as shall in the opinion of the majority of the members of the Board bring the Company into disrepute.
  - vii) Its representative, or any one of them, becomes permanently incapable by reason of mental disorder, illness or injury of managing and administering hers or his own affairs and the organisation which is so represented refuses or, for whatever reason, fails to elect an alternative representative
  - viii) It becomes insolvent or makes any arrangement or composition with its creditors generally.
  - ix) It acts in the opinion of the majority of the Board against the best interests of the Company, in which respect the Board of Director's decision shall be final.
- 5.1 Where a member is expelled under the provisions of clauses 4(iv) - 4(ix), the member shall be notified of its expulsion in writing within seven days of the decision having been made

- 5.2 The member shall have a right to appeal the decision which appeal shall be made in writing to the Secretary within fourteen days.
- 5.3 The Board will consider the appeal at its next full meeting after the date of the appeal being submitted to the Secretary. The duly authorised representatives of the member shall withdraw from any board meeting or part of a Board meeting at which such appeal is considered and shall not be able to contribute to the discussion or vote in relation to the appeal save as stated below. The Directors, excluding those directors who are also representatives of the member, shall then notify the member of the outcome of the appeal within seven days of its meeting. The member's representative and any other person the member wishes to send to represent it may attend the meeting of the Directors at which the appeal is to be considered.
- 5.4 The Board shall notify the member of its decision in writing within seven days of making its decision. The notification to the member shall contain the reasons why the Board has so decided.

### **General Meetings**

- 6.
- 6.1 The Company shall hold an Annual General Meeting each year in addition to any other meetings in that year.
- 6.2 Notices calling an Annual General Meeting shall state that the meeting to which they relate is an Annual General Meeting.
- 6.3 Not more than fifteen months shall pass between any two Annual General Meetings of the Company
- 6.4 So long as the Company holds its first Annual General Meeting within eighteen months of incorporation as a company limited by guarantee it need not hold an Annual General Meeting in the first year of its incorporation or in the following year.
- 6.5 The Board shall decide when and where an Annual General Meeting shall take place.
- 6.6 All General Meetings called for the purpose of discussing business matters of the Company and which are not Annual General Meetings shall be called General Meetings.

In addition to General Meetings the Company shall be entitled to call sector group meetings subject to the rules set out in these articles.

### **7**

- 7.1 The Board may call general meetings. In addition, if 75% of the members of the Company request that a general meeting is called, the Board shall take immediate steps to convene a General Meeting for a date not later than four weeks after they have received the request.
- 7.2 If there are not within the United Kingdom sufficient Board Members to call a General Meeting, any Director or any member of the Company may call a General Meeting

## **Notice of General Meetings**

- 8.
- 8.1 Twenty one clear days notice will be given of any meeting, whether an Annual General Meeting or a General Meeting, called with the intention of passing a special resolution
- 8.2 Fourteen clear days notice will be given of all other general meetings but a general meeting may be called by shorter notice if it is so agreed :
  - i) in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
  - ii) in the case of any other meeting by a majority of 95 per cent of those members entitled to attend and vote,
- 8.3 The notice shall be in writing and shall state the date, time and place of the meeting and the general nature of the business to be transacted. Where the meeting is an Annual General Meeting, the notice shall state that it is the Company's Annual General Meeting.
- 8.4 The notice shall be given to all members of the Company and to Directors and auditors. It shall be the responsibility of the member to notify its duly authorised representatives of the date, time and agenda of meetings.
- 8.5 It is open to the Board to invite whoever it wishes to attend meetings but such persons shall not be entitled to vote.
9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **Proceedings at general meetings**

- 10 The following business shall be dealt with at each Annual General Meeting of the Company;
  - i) the consideration of the accounts and balance sheets,
  - ii) the reports of the Board and auditors,
  - iii) the declaration by members of their nominees to the Board;
  - iv) the appointment of and the fixing of the payment of the auditors
11. No business shall be transacted at either an Annual General Meeting or a General Meeting unless a quorum is present . A quorum means 50% of the duly authorised representatives entitled to vote upon the business to be transacted.
12. If a quorum is not present within half an hour from the time at which the meeting is due to start or if during a meeting a quorum ceases to be present, the meeting shall;

- i) if called at the request of members, be dissolved;
- ii) if called by any other means be adjourned to the same day in the next week at the same time and place or to whatever date, time and place the Board decides.
- iii) in the event that an adjourned meeting is not quorate the officers of the Board present shall make such decision as needs to be made and their decision ratified by the next Board meeting

### **Chair of meetings**

- 13. The chair, if any, and in the absence of the Chair the vice chair, if any, of the Board shall act as chair of every general meeting of the Company. If there is no chair or vice chair or the chair or vice chair are not willing to act or if the chair or vice chair are not present within fifteen minutes after the time at which the meeting is due to start the Directors present shall elect one of their number to be chair. If there is only one Director present and willing to act she or he shall be chair.
- 14. If no Director is willing to act as chair, or if no Director is present within thirty minutes after the time at which the meeting was due to start, the members present and entitled to vote shall choose one of their number to be chair of the meeting.

### **Adjournments**

- 15.
- 15.1 The chair may, with the consent of a meeting at which a quorum is present (and shall if requested to do so by the meeting), adjourn the meeting to whatever time and place, she or he considers appropriate, provided that all persons entitled to attend the adjourned meeting shall receive at least seven days notice of the adjourned meeting. No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 15.2 Notice of the adjourned meeting shall be given to all members of the Company

### **Poll or show of members voting card**

- 16. A resolution put to the vote of either an Annual General Meeting or a General Meeting shall be by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded in the way set out below. Subject to the provisions of the Act, a poll may be demanded by:
  - i) the chair; or
  - ii) at least two duly authorised representatives having the right to vote at the meeting and being present, or
  - iii) one tenth of the duly authorised representatives entitled to vote at the meeting, present in person
- 17. Unless a poll is demanded a declaration by the chair that a resolution has on the show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting

shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

18. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of voting cards declared before the demand for the poll was made.
19. A poll shall be taken as the chair directs. The chair may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

#### **Chair's casting vote**

20. Where the votes are equal in favour of and against the resolution, whether on a show of hands or on a poll, the chair shall be entitled to a second vote in addition to any other vote she or he might have.
21.
  - 21.1 A poll demanded on the election of a chair or on a question of an adjournment shall be taken immediately.
  - 21.2 A poll demanded on any other question shall be taken either:
    - i.) immediately; or
    - ii.) when and where the chair directs.
  - 21.3 The demand for a poll shall not prevent that part of the meeting to which the poll does not relate continuing.
  - 21.4 If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

#### **Avoiding meetings**

22. A resolution in writing and signed by all members entitled to attend and vote at General Meetings shall be as valid and effective as if that resolution had been passed at a general meeting of the Company duly convened and held.

#### **Votes of members**

23. Every member shall have one vote except that the chair may have a second vote in the circumstances set out in Article 20
24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is made, and every vote not disallowed at the meeting shall be valid. Any objection made at the meeting shall be referred to the chair whose decision shall be final and conclusive.
25. On a poll votes may be given personally.

26

- 26.1 The Board shall consist of a maximum of 15 people made up as follows:
- 26.1.1 the duly authorised representatives appointed under the provisions of clause 3.2;
  - 26.1.2 a representative of youth organisations appointed under the provisions of clause 3.3;
  - 26.1.2 two co-opted directors who shall be co-opted in accordance with the provisions of Articles 26.2 and 26.3 below.
- 26.2 In the event that the Board members appointed under the provisions of Article 26.1 do not include five women, the Board shall co-opt two women to complete its number.
- 26.3 In the event that the Board members appointed under the provisions of Article 26.1 do include five women, the Board shall co-opt to ensure that the members of the Bangladesh Community are properly represented on the Board or may leave the places vacant.
- 26.4 A co-opted director shall be entitled to vote and behave in every respect as if she or he had been appointed under Article 26.1 and shall remain a director in office until required to retire by rotation under the provisions of Article 39.
- 27 The members of the Board may be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any sub committee or General Meetings of the Company or in connection with the business of the Company. Such payments are subject to the discretion of the Board and the Board's decision on whether to make such payments is final.

### **Powers and Duties of the Board**

28.

- 28.1 Subject to;
- i) the provisions of the Act,
  - ii) the Memorandum of Association,
  - iii) the Articles of Association, and
  - iv) any directions given by the members of the Company passing a special resolution at a general meeting

The Board shall manage the Company. No alterations to the Memorandum and Articles of Association and no direction given by the members passing a special resolution as in 30 (iv) above shall make any act done by the members of the Board before the alteration was made or the direction given, invalid.

- 28.2 If these Articles of Association give the Directors special powers, those special powers shall not override the powers given to the Directors in this Article 28.
- 28.3 A meeting of the Board at which a quorum is present may exercise all the powers held

by the Board.

29

29.1 In addition to all powers expressly given to the Board by these Articles of Association and without reducing their general powers under these Articles the Directors shall have the following powers:

- i) to pay all expenses incurred in promoting and registering the company;
- ii) to spend the funds of the Company in such a way as they consider most beneficial provided that all expenditure is for the purpose of achieving the Company's objects;
- iii) to borrow money, and to mortgage or charge its undertaking and property, or any part of it, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party;
- iv) to invest in the name of the Company whatever part of the Company's funds they consider appropriate and to direct the sale or transfer of any of the Company's investments and to spend the proceeds of any sale of the Company's investments to promote the objects of the Company;
- v) to enter into contracts on behalf of the Company and any such contract shall be signed by at least two members of the Board.

30 The Treasurer shall, notwithstanding the provisions of Article 30 above, be able to enter into contracts up to a value of £500 without seeking other authority.

### **Minutes**

31. The Secretary shall ensure that minutes are made in special minute books, which books may be retained on computer or by hand, provided for the purpose:-
- i) of all appointments of officers made by the Board;
  - ii) of the names of the members of the Board attending each meeting and of those attending any sub committee of the Board
  - iii) of all resolutions and proceedings of the Company including Annual General Meetings, General Meetings, meetings of Directors and of sub-committees.

### **Disqualification and removal of management Directors**

32. A Director shall cease to hold office if she or he:

- i) ceases to be a Director because of any provision in the Act or is disqualified from acting as a Director of a charity by of section 45 of the Charities Act 1992;
- ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering hers or his own affairs;

- iii) resigns hers or his office by giving notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect); or
- iv) is absent for a period of one year from meetings, whether she or he has submitted apologies to the Secretary or not and that the Directors resolve that hers or his office be vacated;
- v) ceases to be the duly authorised representative of a member
- vi) is directly or indirectly interested in any contract with the Company and fails to declare the nature of hers or his interest in the way required by the Act.
- vii) becomes bankrupt or makes any arrangement or composition with hers or his creditors generally.
- viii) acts in such a way as to bring the Company into disrepute or in a way which in the opinion of the Directors is against the best interests of the Company
- ix) is the duly authorised representative of an organisation which ceases to exist

33

- 33.1 A member of the Board shall not vote in respect of any contract in which she or he is interested or any matter arising as a result of that contract. If she or he does vote, the vote shall not be counted.
- 33.2 A member of the Board nominated under the provisions of Article 26 shall not vote in connection with any matter in which the member's nominating body has an interest or in which the organisation of which she or he is a duly authorised representative has an interest and shall absent themselves from that part of any Board meeting in which such a matter is discussed.
- 34. In the event that a Director shall be asked to resign, such decision shall be made by unanimous decision of the remaining members of the Board. The Board shall delegate one of its officers to communicate its decision in writing to the said Director.
- 35 In the event that a Director is asked to resign under the provisions of Article 34 above, she or he shall not be able to stand for re election for a period of three years.

### **Appointment and retirement of Directors**

36

- 36.1 The initial directors of the Company shall be appointed in accordance with Article 26.
- 36.2 It shall be the responsibility of each member and other nominating bodies to ensure that it has carried out its election/nomination process and notified the Secretary in writing of the names and addresses of its nominees at least 30 days before its Annual General Meeting.
- 36.3 In addition, the Bangladesh Council shall notify the Secretary of the results of its elections for nominees to the Board.

- 37.1 Initial Directors of the Company shall remain in post for a minimum of three years. Thereafter:

37.1.1 those two nominees of the Bangladesh Council to the Board who received the least votes in the elections for nominees shall retire together with one representative of the City Council and one representative of Business in the Community at the third Annual General Meeting of the Company;

37.1.2 those two nominees of the Bangladesh Council to the Board who received the next least votes in the initial elections for nominees and one of the nominees of Business in the Community and the City Council shall retire at the fourth Annual General Meeting of the Company;

37.1.3 those nominees of the Bangladesh Council to the Board who received the most votes in the initial elections for nominees shall retire at the fifth Annual General Meeting of the Company;

- 37.2 Thereafter, at each Annual General Meeting one third of the Directors shall retire from office or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office.
38. Subject to the provisions of the Act and Article 37 above the members of the Board to retire by rotation shall be those who have been longest in office since their last appointment or reappointment.
39. A retiring Director shall be eligible for re-nomination.
40. If a Director retires as set out in article 40 at an AGM the nominating body may nominate another person to fill the vacated position on the Board.
41. If no alternative person is nominated, the person who retired shall be considered to have been re-nominated to the Board, if she or he agrees to be re-nominated in this way.
42. It is open to the Board to decide not to fill any vacancy made by a Director who retires provided that 75% of the Board members agree to the decision not to fill a vacancy.
43. It is also open to a nominating body or sector group to refuse to reappoint the Director who has retired.

## NOTICES

44

- 44.1 Not less than seven nor more than twenty-eight clear days before the date a general meeting is to be held notice shall be given to everyone entitled to receive notice of the meeting of,
- i.) any person (other than a Director retiring by rotation at the meeting) who is nominated for appointment or reappointment as a Director; or
- 44.2 The notice shall give the particulars of that person which is required to be included in the

Company's register of Directors.

- 45 The Company may increase or reduce the number of members of the Board, by ordinary resolution and may also decide in what rotation the increased or reduced number is to retire from office

46

- 46.1 The Board shall have the power to appoint any person to be a member of the Board at any time to fill a casual vacancy or as an addition to the existing members of the Board.
- 46.2 The total number of members on the Board shall not at any time exceed any maximum number fixed in accordance with these Articles.
- 46.3 Any member of the Board appointed under this article 46 shall hold office only until the next following Annual General Meeting. She or he shall be eligible for re-election at that Annual General Meeting.
- 46.4 Any person appointed in this way shall not be taken into account in determining the members of the Board who are required by rotation to retire at such a meeting.

#### **Directors interests**

- 47 Except to the extent permitted by Clause 5 of the Memorandum, no Director shall take or hold any interest in property belonging to the Company or receive payment or be interested except as a Director in any other contract to which the Company is a party.

#### **Proceedings of Board**

48

- 48.1 Subject to the provisions of these Articles, the Board may conduct its activities as it considers appropriate.
- 48.2 A Director may, and the secretary at the request of a Director shall, call a meeting of the Board.
- 48.3 It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
- 48.4 Questions arising at a meeting shall be decided by a majority of votes. Where the votes for and against a resolution are equal, the chair shall have a second or casting vote.
- 48.5 The quorum for the transaction of the business of the Directors may be fixed by the Directors but shall not be less than six.
- 49 The Directors may act even if there are vacancies on the Board. If the number of Board is less than the number fixed as a quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.

50.

- 50.1 The Board may appoint one of their number to be the chair of their meetings and may at any time remove him from that office. Unless she or he is unwilling to do so, the Director

appointed as chair shall preside at every meeting of the Board at which she or he is present.

- 50.2 If there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within fifteen minutes after the time at which the meeting was due to start the Directors present may appoint one of their number to be chair of the meeting.

51.

- 51.1 The Directors may set up one or more sub-committees consisting of whichever duly authorised representatives they consider appropriate and may invite other persons e.g. representatives of organisations using the facilities of the Company, to sit on sub committees whether or not they are members of the Company.

- 51.2 All acts and proceedings of any sub-committees shall be fully and promptly reported to the Board and shall be subject to any rules and regulations made by the Board

- 51.3 A sub committee shall have no power to spend money on behalf of the Company. It shall be entitled to make recommendations to the Board only.

- 51.4 A sub committee may elect a chair of its meetings provided that such chair is also a Director of the Company. If no such chair is elected, or if the chair is not present within fifteen minutes of the time at which the meeting was due to start, the members of the sub committee shall elect another member of the sub committee to chair the meeting.

- 51.5 A sub committee may meet and adjourn as it thinks appropriate. Questions arising at any meeting shall be determined by a majority of votes of the members present, and where there are equal votes, for and against a proposal, the chair shall have the casting vote.

52. All acts done by a meeting of Directors or a committee of Directors, shall even though it is discovered after the meeting that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been correctly appointed and was qualified and had continued to be a Director and had been entitled to vote.

53. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of sub committee meeting shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a sub committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors .

#### **Bank Accounts**

54

- 54.1 Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall clearly state the name of the Company.

- 54.2 All cheques and orders for the payment of money from any bank account of the Company shall be signed by at least two officers of the Company.

### **Secretary and other office holders**

55.

55.1 The Secretary shall be appointed at whatever payment (if the secretary is not a Director) and upon whatever other conditions the Board considers appropriate.

55.2 The Board may remove any office holder it appoints

55.3 No member of the Board may occupy the salaried position of secretary.

56. A provision of the Act or these Articles requiring or authorising a thing done by or to a member of the Board and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Board and as or in place of, the secretary.

### **The Seal**

57.

57.1 The Board shall make sure that the company seal, if the Company owns such a seal, is kept in a safe place.

57.2 The seal shall only be used by the authority of the Board or of a committee of the Committee authorised by the Board. The Directors may decide and state who shall sign any document to which the seal is affixed and unless they decide otherwise it shall be signed by a Director and either the Secretary or a second Director.

### **Accounts**

58. Accounts shall be prepared in accordance with the provisions of part VII of the Act.

### **Annual Report**

59. The Directors shall comply with their obligations under the Charities Act 1992 with regard to the preparation of an annual report and sending it to the Charity Commissioners.

### **Annual Return**

60. The Directors shall comply with their obligations under the Charities Act 1992 with regard to the preparation of an annual return and sending it to the charity commissioners.

61.

61.1 The accounting records shall be kept at the registered office of the Company or, subject to Sections 12(6) and (7) of the Companies Act 1976, at such other place or places as the Board thinks appropriate,

61.2 The accounting records shall always be open to the inspection of the full members of the Company.

62

62.1 The Board shall determine, where and when and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board,

63.

63.1 Not less than twenty one days before the date on which a meeting is due to be held the following documents shall be sent to every member and every nominating organisation whether or not a member of the Company and every holder of debentures of the Company:

- i) a copy of every balance sheet (including every document required by law to be annexed to a balance sheet which is to be laid before the Company in General Meeting);
- ii) a copy of the auditor's report,
- iii) a copy of Board of Director's report,

Provided that this Article shall not require a copy of those documents to be sent to any member or nominating body of whose address the Company is not aware.

### **Notices**

64. Any notice to be given to or by any member or duly authorised representative or Board member under these Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.

65.

65.1 The Company may give any notice to a member or a duly authorised representative or a Board member either personally or by sending it by post in a prepaid envelope addressed to the member at hers or his registered address or by leaving it at that address.

65.2 A member which has a registered address not within the United Kingdom and which gives the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

65.3 A member present by its duly authorised representative at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

66. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given 47 hours after the envelope containing it was posted.

67. Notice of every general meeting shall be given in any way set out above to:-

- i) every member except those who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

- ii) every body entitled to nominate a director or directors which is not a member;
- iii) every person being the insolvency practitioner or other similar officer of a where the member but for its insolvency would be entitled to receive notice of the meeting;
- iv) the auditor for the time being of the Company; and
- iv.) each member of the Board.

No other person shall be entitled to receive notices of General Meetings.

## Rules


68.

68.1 The Directors may make such rules or bye laws as they consider necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate :

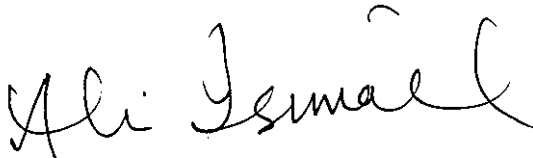
- i.) the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- ii.) the conduct of members of the Company in relation to one another, and to the Company's servants;
- iii.) the setting aside of the whole or any part or parts of the Company's premises at particular time or times or for any particular purpose or purposes;
- iv.) the procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the Articles;
- v.) generally, all such matters as are commonly the subject matter of company rules.

68.2 The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Directors shall adopt whatever methods they consider appropriate to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

Subscribers names and addresses

  
PABUNDALL  
356 NEWBOLD RD  
RUGBY

17

  
15 HINDLOW CLOSE  
NICHILLS  
BIRMINGHAM  
B 7 4 L J

WITNESSED BY: MAHMUD HASAN (SECRETARY) 14 SEPTEMBER 2000 ASHRAF HAMID (DIRECTOR)