

FILE COPY



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

Company No. 4929648

The Registrar of Companies for England and Wales hereby certifies that
ASSOCIATION OF MUSLIM SCHOOLS, UK

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 13th October 2003



N04929648T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

* Solicitor

12



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

ASSOCIATION OF MUSLIM SCHOOLS
UK

I,

CHRISTOPHER JOHN MEARS

of

245 COLLEGE RD, NORWICH, NR2 3JD

† Please delete as appropriate.

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

Chris Mears

Declared at

SEHGAL + CO SOLICITORS, 1 NEXUS HOUSE, 456
STRATFORD ROAD, SPARKHILL, BIRMINGHAM,

B11 4AE

Day Month Year

On

07 11 2003

① Please print name.

before me ①

MR. TAREQ SAEED ALI

Signed

Tareq

Date

07/10/03

† 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.

Julie Woodfine
Co-operatives^{UK}
Holyoake House
Hanover Street
Manchester, M60 0AS
tel. 0161 246 2959

DX r



A05
COMPANIES HOUSE

0238

10/10/03

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

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

Company Name in full

ASSOCIATION OF MUSLIM
SCHOOLS, UK

Proposed Registered Office

(PO Box numbers only, are not acceptable)

512 BERRIDGE RD WEST

Post town

NOTTINGHAM

County / Region

NOTTINGHAMSHIRE

Postcode

NG7 5JU

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

Julie Woodfine

Address

Co-operatives^{UK}

Holyoake House

Hanover Street

Manchester, M60 0AS

tel. 0161 246 2959

Post town

County / Region

Postcode

Number of continuation sheets attached

1

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

DX n

Julie Woodfine
Co-operatives^{UK}
Holyoake House
Hanover Street
Manchester, M60 0AS
tel. 0161 246 2959



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COMPANIES HOUSE

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for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

Association of Muslim Schools, Uk

NAME *Style / Title

MR.

*Honours etc /

* Voluntary details

Forename(s)

CHRISTOPHER JOHN

Surname

MEARS

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

245 College Rd

Post town

NORWICH

County / Region

NORFOLK

Postcode

NR 2 3 JD

Country

UK

I consent to act as secretary of the company named on page 1

Consent

Chris Mears

Date

7/10/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc /

Forename(s)

ANWAR HUSSAIN

Surname

TELADIA

Previous forename(s)

Previous surname(s)

Address ††

84 STONELEIGH ROAD,

PERRY BARR,

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

Postcode

B20 3AU

Country

ENGLAND

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

Date of birth

25 06 1954

Nationality

BRITISH.

Business occupation

SCHOOL MANAGER

Other directorships

/

I consent to act as director of the company named on page 1

Consent signature

ahf teladia

Date

07-10-03

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company Name

ASSOCIATION OF MUSLIM SCHOOLS, UK

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address †

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address †

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME *Style / Title

MR.

*Honours etc

Forename(s)

MAHMOOD MOHAMMED

Surname

SACHA

Previous forename(s)

Previous surname(s)

Address †

28 BRIGHT STREET.

KINGSHILL DARLASTON.

Post town

County / Region

WEST MIDLANDS

Postcode

WS10 9HX

Country

U.K.

Day Month Year

Date of birth

20111958

Nationality

BRITISH.

Business occupation

SCHOOL MANAGER

Other directorships

/

I consent to act as director of the company named on page 1

Consent signature

H. M. Sacha

Date

07-10-2003

This section must be signed by
Either

an agent on behalf
of all subscribers

Signed

Date

Or the subscribers

Signed

Date

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

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. Directors 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.



Companies House

for the record

Please complete in typescript,
or in bold black capitals.

CHFP000

solicitor

30(5)(a)

**Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfyngedig"**

Company Name in full

**ASSOCIATION OF MUSLIM
SCHOOLS, UK**

I, **CHRISTOPHER JOHN MEARS**

of **215 COLLEGE RD, NORWICH, NR2 3JD, UK**

† Please delete as appropriate.

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

Chris Mears

Declared at

SEHGAL & CO SOLICITORS, 1 NEXUS HOUSE, 456

STRATFORD ROAD, SPARKHILL, BIRMINGHAM, B11 4AE
Day Month Year

on

07/10/2003

• Please print name.

before me •

MR TAREQ SALEEM ALI

Signed

Tareq Ali

Date

07/10/03

A Commissioner for Oaths or Notary Public or Solicitor

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.

§ Julie Woodfine
Co-operatives^{UK}
Holyoake House
Hanover Street
Manchester, M60 0AS
tel. 0161 246 2959

DX

1100

SPARKHILL



A05
COMPANIES HOUSE

0233
10/10/03

ge

When you have completed and signed the form please send it to the
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for companies registered in England and Wales
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

2003

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The Companies Acts 1985 & 1989

COMPANY LIMITED BY GUARANTEE

Memorandum of Association of

Association of Muslim Schools, UK



4929648.

1. The name of the Company is "Association of Muslim Schools, UK" (hereinafter called "the Company").
2. The Registered Office of the Company will be situated in England and Wales.
3. The objects of the Company shall be to promote and advance the education of children and young people attending full-time Muslim Faith schools according to the teachings of the Qur'an and the Sunnah, and to improve the provision and effectiveness of said schools by providing advice, guidance and support to said schools and those wishing to establish Muslim schools.
4. The Company shall, in all its activities, be consistent with Islamic Shari'ah and all financial transactions of the Company shall be by any halal means.
5. In furtherance of the above objects, but not otherwise, the Company shall have the following powers:
 - a) To open and operate bank accounts and other facilities for banking in the name of the Company;
 - b) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects;
 - c) To construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects;
 - d) To publish and circulate books, pamphlets, reports, leaflets, journals and instructional matter;
 - e) To purchase or otherwise acquire or found and to carry on schools and training courses, and to run lectures, seminars, conferences, courses, exhibitions and meetings;
 - f) To receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the objects of the Company or any of them and to hold funds in trust for same;
 - g) Subject to such consents, if any, as may be required by law, to borrow or raise money for the Company on such terms and on such security as may be thought fit;



- h) To establish and support or aid in the establishment and support or to amalgamate with any other organisation concerned with the education of Muslims, in particular to assist in the establishment of Muslim Schools, and Regional Associations of Muslim Schools and any other charitable institutions or associations with similar objects to the Company, and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects;
- i) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may be necessary to its objects;
- j) To invest the monies of the Company not immediately required for its own 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 for the time being may be imposed or required by law and subject also as provided in this Memorandum;
- k) To engage or employ such personnel (not being members of the Shura Council), whether as employees, consultants, advisers or however, as may be required for the promotion of the objects of the Company;
- l) To accept loans lent by any member of the Company (or of its Shura Council) provided that such loans shall be accepted on an interest free basis;
- m) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them;
- n) To pay any premium in respect of any indemnity insurance to cover the liability of the members of the Shura Council (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence default, breach of trust or breach of duty of which they may be guilty in relation to the Company; (ii) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986: Provided that any such insurance in the case of (i) above shall not extend to any claim arising from any act or omission which the members of the Shura Council knew to be a breach of trust or breach of duty or which was committed by the members of the Shura Council in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the members of the Shura Council in their capacity as directors of the Company and in the case of (ii) shall not extend to any liability to make such a contribution, where the basis of the Shura Council member's liability in her/his knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.

PROVIDED THAT:

- o) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

- p) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
6. In carrying out its objects the Company shall promote equality of opportunity and oppose discrimination on the grounds of race, age, gender, religion, culture, disability, ethnic origin or nationality.
7. The income and property of the Company from whatever source derived shall be applied solely towards the promotion of its objects set forth in this Memorandum of Association, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever by way of profit to the members of the Company:
- PROVIDED THAT nothing shall prevent any payment in good faith by the Company:
- a) Of the usual professional charges for business done by any Shura Council member who is a solicitor, accountant or other person engaged in a profession, or by any partner of her or his, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the members of the Shura Council benefit under this provision and that a member of the Shura Council shall withdraw from any meeting at which her or his appointment or remuneration, or that of her or his partner, is under discussion;
 - b) Of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Shura Council) for any services rendered to the Company;
 - c) Of grants, loans, donations or any other kind of financial assistance to any individual, organisation, firm, company, society or statutory authority which is a member of the Company or is represented on the Shura Council, provided any assistance is in respect of charitable activities in furtherance of the objects of the Company;
 - d) Of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Shura Council holding not more than 1/100th part of the capital of the company;
 - e) Of reasonable and proper rent for premises demised or let by any member of the Company (or of its Shura Council);
 - f) To any member of the Shura Council in respect of reasonable out-of-pocket expenses;
 - g) The payment of any premium as permitted by clause 5(m)
8. The liability of the members is limited.
9. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time it is a member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which it ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding £1.00.

10. In the event of the winding up or dissolution of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed amongst the members of the Company, but shall be transferred in the furtherance of its objects to some other charitable institution or institutions having objects similar to or compatible with any of the objects of the Company, including such institutions which may be members of the Company, as may be determined by a General Meeting at the time of or prior to the winding up or dissolution of the Company.
11. No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall cause the Company to cease to be a charity in law or shall cause the Company to become a company to which section 30 of the Companies Act 1985 does not apply.

-© Co-operativesUK/EML/2003-

We, the several bodies whose names and addresses are below subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association:

NAMES AND ADDRESSES OF SUBSCRIBERS
AND SIGNATURES OF AUTHORIZED OFFICERS

Name of company, society or charity

BIRCHFIELD INDEPENDENT GIRLS SCHOOL

Company/Charity Reg. No. 1053283

Address: 30 BEACON HILL
ASTON BIRMINGHAM B66JU

Signed for & on behalf of the aforementioned body:

ahf felahi

Name: ANWAR HUSSAIN TEADIA

A duly authorized officer

Name of company, society or charity:

PALFREY GIRLS SCHOOL

Company/Charity Reg. No.

Address: QUEEN MARY STREET
PALFREY WALSALL WS14AB

Signed for & on behalf of the aforementioned body:

MAHMOOD

Name: MAHMOOD MOHAMMED SACHA

A duly authorized officer

Name of company, society or charity

LEICESTER ISLAMIC ACADEMY

Company/Charity Reg. No. 702652

Address: 320 LONDON ROAD
LEICESTER LE2 2PS

Signed for & on behalf of the aforementioned body:

MUKADAM

Name: MOHAMED HUSSEIN MUKADAM

A duly authorized officer

Name of company, society or charity:

Company/Charity Reg. No.

Address:

Signed for & on behalf of the aforementioned body:

.....

Name:

A duly authorized officer

DATED THIS 7th DAY OF OCT. 2003

WITNESS TO THE ABOVE SIGNATURES

Name: CHRISTOPHER JOHN MEARS

Signature: Chris Mears

Occupation: Administrator

Address: 265 COLLEGE RD

NORWICH, NR2 3JD

The Companies Acts 1985 & 1989

COMPANY LIMITED BY GUARANTEE

Articles of Association of

Association of Muslim Schools, UK

Interpretations

1. In these Articles:

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.

"The Shura Council" means all those persons appointed to perform the duties of directors of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"Employee" means anyone holding a contract of employment with the Company to perform at least eight hours of work per week for the Company.

"The Seal" means the common seal of the Company.

"In writing" shall be taken to include references to printing, photocopying and other modes of representing or reproducing words in a visible form.

"Islamic terminology" referred to in these Memorandum and Articles of Association shall be interpreted and accepted by those who follow the Sunnah of Prophet Muhammad (peace be upon him) and Al-Khulafa Al-Rashidun (the Rightly-Guided successors to the Prophet – peace be upon him).

"A Muslim" means a person who believes in the unity and oneness of Almighty Allah and in the absolute and unqualified finality of the Prophethood of Muhammad (peace be upon him), the last of the prophets, and who does not believe in, or recognise as, any person who has claimed or claims to be – in any sense of the words – a prophet after Prophet Muhammad (peace be upon him).

"Muslim School" means any full-time school the control of which is vested in Muslim individuals or organisations.

"The Majlis" (Assembly) shall mean the General Meetings of the members of the Company.

"Amir" shall mean the person elected to carry out the function of a Chairperson.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

Any statutory instruments or regulations from time to time in force shall be deemed to apply to this Company, whether or not these Articles have been amended to comply with such instrument or regulation.

Members

2. The first members of the Company shall be the Subscribers to the Memorandum of Association.
3. The Shura Council may at its absolute discretion admit to membership any Muslim School who fulfil the definition laid out in Article 1, who have paid or agreed to pay the annual subscription as determined from time to time by the Shura Council.
4. Members shall appoint a representative who shall, during the continuance of her/his appointment, be entitled to exercise in any meeting of the Majlis of the Company all such rights and powers as the corporate body, association or statutory body would exercise if it were an individual person. Each member shall send to the Secretary of the Company written notification of their choice of representative. No person under eighteen years of age or who is prevented by law from being a company director shall be appointed as a representative of a member. Members shall be able to send up to three representatives provided that each member holds only one vote.

Register of Members

5. The Company shall maintain a Register of Members in which shall be recorded the name, address and email address of every member and the dates on which it became a member and on which it ceased to be a member. A member shall consent as such by a duly authorised officer signing on its behalf either a written consent to become a member or the Register of Members. A member shall notify the Secretary in writing within seven days of a change to its name or address.

Cessation of Membership

6. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
7. A member shall cease to be a member immediately that it:
 - a) ceases to fulfil any of the qualifications for membership as specified in these articles or by the Shura Council from time to time; or
 - b) resigns in writing to the Secretary; or
 - c) fails to pay the annual subscription in force from time to time;
 - d) is wound up or goes into liquidation; or

- e) is expelled from membership by a vote of at least two-thirds of the Shura Council provided that any member to be so expelled shall have the opportunity to make representation at the meeting where the decision is made; or

Majlis

- 8. The Company shall in each calendar year hold a meeting of the Majlis as its Annual Majlis (Annual General Meeting), and shall specify the meeting as such in the notices calling it. Every Annual Majlis except the first shall be held not more than fifteen months after the holding of the last preceding Annual Majlis, the first Annual Majlis shall be held within eighteen months of incorporation.
- 9. The business of the Annual Majlis shall comprise:
 - a) the consideration of the Report and Accounts presented by the Shura Council;
 - b) the appointment of the members of the Shura Council;
 - c) the appointment and the fixing of the remuneration of the Auditor or Auditors (if any); and
 - d) such other business as may have been specified in the notices calling the meeting.
- 10. All meetings of the Majlis other than the Annual Majlis shall be called Extraordinary Meetings of the Majlis.
- 11. The Shura Council may whenever they think fit convene an Extraordinary Meeting of the Majlis, or an Extraordinary Meeting of the Majlis may be convened by ten per cent of the members of the Company, as provided by section 368 of the Act.
- 12. Decisions at the meetings of the Majlis shall be made by passing resolutions:
 - a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is defined as one passed by a majority of not less than three-fourths of those members of the Company present and voting at a meeting of the Majlis. No amendment may be made to the objects of the Company without the prior consent of the Charity Commission.
 - b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of members present and voting.

Notices

- 13. All meetings of the Majlis shall be called by at least twenty-one clear days notice.

14. Notice of every meeting of the Majlis shall be given in writing or via email, provided that the member in question has given their prior approval to this, to every member of the Company and to the auditors and to such other persons who are entitled to receive notice and shall be sent by post or via email to each member at the address recorded in the Register of Members and to other persons at their Registered Office.
15. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact date, time and place of the meeting. In the case of a meeting of the Majlis which is to consider a Special Resolution, such resolution shall be specified in the notices calling that meeting and in the case of all other meetings of the Majlis the general nature of the business to be raised shall be specified.
16. Where notice is sent by post or email, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.
17. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at Meetings of the Majlis

18. Only one vote may be cast by each or on behalf of each member on any particular resolution. Any person, who is the named representative of a member of the Company, may act as proxy for a member who is absent from the meeting provided that any person claiming to act as proxy for any member shall produce written authorisation signed by the member in question to act as proxy on her/his behalf. Alternatively, a member may email the identity of their proxy to the Secretary provided that such an email is validated and authenticated using procedures agreed in a meeting of the Majlis. A proxy may be instructed by the member for whom s/he is acting to vote this way or that on a particular resolution, or may be authorised to vote in accordance with her/his own judgement.
19. A member shall declare an interest in, and shall not debate or vote in respect of any matter in which s/he has a personal material or financial interest and shall withdraw from any meeting where such a matter is discussed.
20. No business shall be transacted at a meeting of the Majlis unless a quorum of members is present. Ten members or ten per cent of the membership, whichever is the greater, shall constitute a quorum.
21. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Shura Council

may direct and all members shall be given such notice as is practicable of the adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum.

22. At every meeting of the Majlis the Amir of the Company shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting then the members present shall choose one of their number to be Amir of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
23. The Amir may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
24. At any meeting of the Majlis a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two member representatives present in person.
25. Unless a secret ballot be so demanded, a declaration by the Amir that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions.
26. If a secret ballot is duly demanded it shall be taken in such a manner as the Amir directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
27. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
28. In the case of an equality of votes, whether on a show of hands or on a ballot, the Amir of the meeting shall have a second or casting vote.
29. Subject to the provisions of this Article, a resolution in writing signed on behalf of all the members for the time being shall be valid and effective as if the same had been passed at a meeting of the Majlis duly convened and held and may consist of several similar documents each signed on behalf of one or more members. A copy of any resolution passed in accordance with this Article shall be sent to the Company's auditors. If within seven days of receiving such copy

the auditors inform the Company that the resolution concerns them and they require the question to be brought to a meeting of the Majlis, then the resolution shall not have effect but shall be brought to a meeting of the Majlis duly convened. If the auditors do not so inform the Company then the resolution shall have effect seven days after the copy was received by the auditors, or immediately upon the auditors informing the Company that they do not require a meeting of the Majlis to be called.

30. The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Honorary Officers

31. The Company shall have an Amir and such other Honorary Officers as it sees fit elected by the members of the Shura Council at their first meeting following the Annual Majlis. Officers shall retire after the conclusion of the next Annual Majlis following their election but shall be eligible for re-election.

Shura Council

32. The Company shall have a Shura Council comprising not less than ten and not more than twenty persons elected by and from the members at the Annual Majlis. The Company shall endeavour to ensure that women are encouraged to nominate and be nominated to take places on the Shura Council.
33. The Shura Council also have the power to co-opt persons for their appropriate skills and experience of benefit to the Company and also to fill casual vacancies on the Shura Council, provided that such co-opted persons shall not act as company directors in law, shall not have a vote and shall not count for the purposes of a quorum.
34. The first Shura Council of the Company shall be appointed by the subscribers to the Memorandum of Association.
35. For the avoidance of doubt, members of the Shura Council are directors of the Company within the meaning of the Act, and charity trustees in charity law.
36. Procedures for the election and co-option of Shura Council members shall be determined from time to time by the Shura Council.
37. At the first and every Annual Majlis all members of the Shura Council shall stand down. A retiring Shura Council member shall be eligible for re-election. Co-opted members of the Shura Council shall retire at the Annual Majlis following their appointment but shall be eligible for further co-option.
38. Under no circumstances shall any of the following serve as members of the Shura Council:

- (a) employees of the Company;
 - (b) persons aged less than eighteen years;
 - (c) persons who are bankrupt or who are otherwise disqualified by law from serving as company directors;
 - (d) persons who have an unspent conviction involving dishonesty or deception or who are otherwise disqualified by law from serving as charity trustees.
39. A Shura Council member shall declare an interest in and shall not debate or vote in respect of any matter in which s/he has a personal, financial or material interest and shall withdraw from any meeting where such a matter is discussed.
40. Shura Council members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Shura Council or Majlis of the Company or in connection with the business of the Company, but otherwise - subject to Memorandum 7 of the Memorandum of Association- shall receive no remuneration.
41. The office of Shura Council member shall be immediately vacated if s/he:
- a) resigns her/his office in writing to the Company; or
 - b) is the representative of a member and that member revokes her/his appointment as representative; or
 - c) is the representative of a member and that member ceases to be such; or
 - d) in the opinion of the Shura Council, fails to declare her/his interest in any contract as referred to in these articles; or
 - e) is absent from three successive meetings of the Shura Council without special leave of absence from the Shura Council and they pass a resolution that s/he has by reason of such absence vacated office, provided that any member to be so expelled shall be first given the opportunity to make representation to the Shura Council; or
 - f) is disqualified by law from being a trustee of a charity or director of a company; or
 - g) she/he is, or may be, suffering from mental disorder and either:-
 - (i) she/he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for her/his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to her/his property or affairs; or
 - h) is removed from office by resolution of the Company in Majlis in accordance with Section 303 of the Act.

Powers and Duties of the Shura Council

42. The affairs of the Company shall be managed by the Shura Council who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in a meeting of Majlis.
43. No regulation made by the Company in meetings of the Majlis shall invalidate any prior act of the Shura Council which would have been valid had that regulation not been made.
44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Shura Council shall from time to time direct, provided that all instruments of expenditure above a certain limit set from time to time by the Shura Council must be signed by at least two members of the Shura Council.
45. Without prior prejudice to its general powers, the Shura Council may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company subject to such consents as may be required by law.

Proceedings of the Shura Council

46. Members of the Shura Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit.
47. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Amir of the meeting shall have a casting vote.
48. Two Shura Council members may, and the Secretary on the requisition of two Shura Council members shall summon a meeting of the Shura Council by giving seven days notice to all Shura Council members. It shall not be necessary to give notice of a meeting of the Shura Council to any of its members for the time being absent from the United Kingdom.
49. The quorum necessary for the transaction of the business of the Shura Council shall be six Shura Council members or one-third of the Shura Council, whichever is the greater.
50. The Shura Council may act regardless of any vacancy in their body, but, if and so long as their number is less than the minimum prescribed in these Articles, the Shura Council may act for the purposes of increasing the number of Shura

Council members to that number, or of summoning a meeting of the Majlis of the Company, but for no other purpose.

51. At every Shura Council meeting the Amir of the Company shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting then the other Shura Council members present shall choose one of their number to be Amir of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
52. The Shura Council shall cause accurate records to be made, in books provided for that purpose, of:
 - a) the name, details, and date of appointment of all persons appointed to office;
 - b) the names of the Shura Council members, officers, members and other persons present at all meetings of the Majlis, Shura Council and Sub-Committee meetings of the Company;
 - c) minutes of all proceedings and resolutions at all meetings of the Majlis, Shura Council and Sub-Committee meetings of the Company;
 - d) all applications of the Seal to any document.
53. All such records and minutes shall be open to inspection during normal working hours by the representative of any member of the Company and by any person authorised by the Company in a meeting of the Majlis.
54. The Shura Council may delegate any of their powers to Sub-Committees consisting of such members of their body and others as they think fit; any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Shura Council which regulations shall always include provision for regular and prompt reports to the Shura Council.
55. All acts done by any meeting of the Shura Council or by any person acting as a member of the Shura Council shall, should it be afterwards discovered that there was some defect in the appointment of any such Shura Council member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Shura Council member.
56. A resolution in writing, signed by all the Shura Council members who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Shura Council, and may consist of several similar documents signed by one or more Shura Council members.
57. The Shura Council may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Secretary

58. The Shura Council shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
59. No remuneration may be paid to a Secretary who is also a member of the Shura Council.
60. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Shura Council member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

61. If the Company has a Seal, it shall only be used by the authority of the Shura Council and every instrument to which the Seal shall be applied shall be signed by a Shura Council member and shall be countersigned by the Secretary or by a second Shura Council member. Every such application of the Seal shall be minuted.

Accounts

62. The Shura Council shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
 - a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
 - b) all sales and purchases of goods by the Company;
 - c) the assets and liabilities of the Company;
 - d) Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
63. The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Shura Council thinks fit, and shall always be open to the inspection of all members and officers and by other persons authorised by the Company in a meeting of the Majlis.
64. The Shura Council shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Company in a meeting of the Majlis such income and expenditure accounts, balance sheets, and any reports referred to in those sections.
65. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in a meeting of the Majlis, together with a copy of the Auditor's report and Shura Council report shall not

less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent, or emailed (provided that the prior consent of the member has been given), to every member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

Audit

66. Subject to such statutory regulations from time to time in force, and unless the Company is eligible for and has determined to apply the small company audit exemptions, once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
67. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Not for Profit Status

68. Clause 7 of the Memorandum of Association relating to the not-for-profit nature of the Company shall have effect as if the provisions thereof were repeated in these Articles.

Regulations

69. The Company, in a meeting of the Majlis or the Shura Council, may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise provided that such regulations are not inconsistent with the Memorandum and Articles of Association, or amounting to such an addition or alteration which could only legally be made by Special Resolution, as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Shura Council and sub-committees. All members of the Company and the Shura Council shall be bound by such regulations whether or not they have received a copy of them.

Indemnity

70. Subject to section 310 of the Act, in the execution of the objects of the Company no member of the Shura Council or the Secretary or other officer of the Company shall be liable for any loss to the property of the Company arising by reason of any improper investment made in good faith (so long as s/he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them in good faith (provided reasonable supervision shall have been exercised) although the employment of

such agent was strictly not necessary by reason of any mistake or omission made in good faith by any of the above persons or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the person(s) in question.

Dissolution

71. Clause 10 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

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NAMES AND ADDRESSES OF SUBSCRIBERS
AND SIGNATURES OF AUTHORIZED OFFICERS

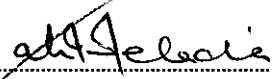
Name of company, society or charity:

BIRCHFIELD INDEPENDENT GIRLS SCHOOL

Company/Charity Reg. No. 1053283

Address: 30 BEACON HILL
ASTON, BIRMINGHAM B663U

Signed for & on behalf of the aforementioned body:


Name: ANWAR HUSSAIN TEADIA

A duly authorized officer

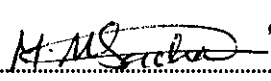
Name of company, society or charity:

PAUFREY GIRLS SCHOOL

Company/Charity Reg. No.

Address: QUEEN MARY STREET
PAUFREY WALSALL WS14AB

Signed for & on behalf of the aforementioned body:


Name: MAHMOUD MOHAMMED SACHA

A duly authorized officer


Name of company, society or charity:

LEICESTER ISLAMIC ACADEMY

Company/Charity Reg. No. 702652

Address: 320 LONDON ROAD
LEICESTER LE2 2PJ

Signed for & on behalf of the aforementioned body:


Name: MOHAMED HUSSEIN MUKADAM

A duly authorized officer

Name of company, society or charity:

.....

Company/Charity Reg. No.

Address:

.....

Signed for & on behalf of the aforementioned body:

Name:

A duly authorized officer

DATED THIS 7th DAY OF Oct 2003

WITNESS TO THE ABOVE SIGNATURES

Name: CHRISTOPHER JOHN MEARS Address: 245 COLLEGE RD
Signature: Chris Mears NORWICH NR2 3JD
Occupation: Administrator