

FILE COPY



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

Company No. 5177227

The Registrar of Companies for England and Wales hereby certifies that
THE INDIAN GYMKHANA CLUB TRUST 2004

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 12th July 2004



N05177227I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

HC007B



Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

THE INDIAN GYIKHANA CLUB ~~CHARITABLE~~
TRUST 2004

I, SUTANTAR KUTAR SONI

of THE TOWERS, WALTON LANE, SHEPPERTON TW17 8LQ

† 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

Declared at

40 CRAWFORD STREET, LONDON W1

Day Month Year

On

15 06 2004

JANSONS
SOLICITORS
40 Crawford Street,
London W1H 2BB

● Please print name.

before me ●

CHRISTOPHER ANTHONY HODGES

Signed

C.A. Hodges

Date

15/06/2004

† 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.



A02
COMPANIES HOUSE
A07
COMPANIES HOUSE
0578
09/07/04
0369
22/06/04

Form revised June 1998

R EVANS
INTERCHANGE LEGAL ADVISORY SERVICE
HAMPSTEAD TOWN HALL CENTRE
213 HAVERSTOCK HILL
LONDON NW3 4QP
DX number Tel: 020 7632 5860 Fax: 020 7813 7493
EMAIL: legal@interchange.org.uk

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

THE UNIVERSITY OF CHICAGO
LIBRARY
540 EAST 58TH STREET
CHICAGO, ILL. 60637
TEL: 773-936-5000
FAX: 773-936-5001



Companies House

for the record

Please complete in typescript,
or in bold black capitals.

CHFP000

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

THE
INDIAN GYIKHANA CLUB ~~CHARITABLE~~
TRUST 2004

I, SUMAN KUMAR SONI
of THE TOWERS, HALTON LANE, SHEPPERTON TWIF 848

† 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

Declared at

40 Crawford Street, London W1

Day Month Year

on

3 0 0 4 2 0 0 4

JANSONS
SOLICITORS

40 Crawford Street,
London W1H 2BB

● Please print name.

before me ●

CHRISTOPHER ANTHONY HODGET

Signed

C. A. Hodges

Date

30-04-04

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 an



A02
COMPANIES HOUSE
A07
COMPANIES HOUSE
A03
COMPANIES HOUSE

0579
09/07/04
0366
22/06/04
0146
07/06/04

Form revised June 1998

R EVANS
INTERCHANGE LOCAL ACTION SERVICE
HAMPSTEAD TOWN HALL CENTRE
213 RAVENSCROFT HILL
LONDON N4 6PU
DX number Tel: 020 7080 1000 DX exchange 612 7403

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

THE
INDIAN GYMKHANA CLUB ~~CHARITABLE~~
TRUST 2004

Proposed Registered Office

(PO Box numbers only, are not acceptable)

INDIAN GYMKHANA CLUB

THORNBURY AVENUE

Post town

OSTERLEY

County / Region

MIDDLESEX

Postcode

TW7 4ND

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

ROBERT EVANS

Address

INDEPENDENCE LEGAL AGENCY SERVICE

HALESTED TOWN HALL CENTRE

210 FAYERS ROAD

Post town

LOUGHBOROUGH

County / Region

7 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

tl
s



A02
COMPANIES HOUSE

A07
COMPANIES HOUSE

A03
COMPANIES HOUSE

0580

09/07/04

0001

22/06/04

0147

07/06/04

Form April 2002

As Above

Tel 020 7692 5867

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, 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

Company Secretary (see notes 1-5)

Company name ^{THE} INDIAN GYIKHANA CLUB ~~CHAIRMAN~~ TRUST 2004

NAME *Style / Title MR *Honours etc

* Voluntary details

Forename(s) SUTANTAR KUMAR

Surname SONI

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 ††

☐

THE TOWERS

WALTON LANE

Post town SHEPPERTON

County / Region MIDDLESEX Postcode TW17 8LD

Country UNITED KINGDOM

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

Consent



Date 15.03.04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title SIR *Honours etc MBE

Forename(s) GULAM

Surname NOON

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 ††

☐

25 QUEEN ANN'S GATE

ST. JAMES PARK

Post town LONDON

County / Region UK Postcode SW1H 8BU

Country

Date of birth

Day Month Year 24 01 2004 Nationality BRITISH

Business occupation

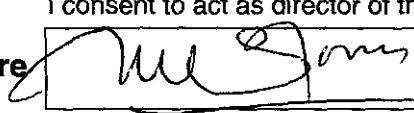
1936 COMPANY DIRECTOR

Other directorships

See attached list

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

Consent signature



Date

29th March 04

Company Secretary (see notes 1-5)

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

CHFP000

Company Name

THE INDIAN GYOTKANA CLUB ~~GARIBOLD~~ TRUST 2004

NAME *Style / Title

Mr.

*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

Mrs.

*Honours etc

Forename(s)

SMITA

Surname

PATEL

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

08/04/1938

Nationality

BRITISH

Business occupation

RETIRED

Other directorships

RETIRED NONE

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

Consent signature

Smita Patel

Date

10/02/04

Directors (see notes 1-5)

Please list directors in alphabetical order

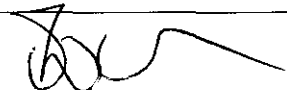
NAME	*Style / Title	M_w		*Honours etc	
Forename(s)		NATHU RAM			
Surname		PURI			
Previous forename(s)					
Previous surname(s)					
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address †	6 UNION ROAD 365 Mapperley Plains			
	<input type="checkbox"/>				
Post town		NOTTINGHAM			
County / Region		NG	Postcode	NG3 5RS	
Country					
Date of birth		Day	Month	Year	Nationality
		20	11	1939	Indian.
Business occupation		Business/Entrepreneur			
Other directorships		See attached list			
I consent to act as director of the company named on page 1					
Consent signature		N.R. Qm.		Date	19/03/04

This section must be signed by

Either

an agent on behalf of all subscribers

Signed



Date

5th April 2004

Or the subscribers

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

Signed

Date

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.

Sir Gulam Noon MBE

Directorships U.K.

- i) Noon Group Limited
- ii) Noon Products Limited
- iii) Noon (Restaurants) Limited
- iv) Noon Consultancy Limited
- v) Bombay Halwa Limited
- vi) W T Foods Limited – Executive Director
- vii) W T (Holdings) Limited
- viii) W T Tiger 3 Limited
- ix) W T Tiger 2 Limited
- x) Polygon Resident's Association Ltd
- xi) The British Food Trust Limited
- xii) London Chamber of Commerce & Industry
- xiii) Britalia Travel Limited
- xiv) Britalia Investments Ltd
- xv) Travel Express Ltd
- xvi) Sage Nutritionals Ltd
- xvii) CARE International UK
- xviii) Garden Estates Ltd
- xix) Thornbury Estates Limited

DIRECTORSHIPS NR Puri

19.03.2004

Ancefin Limited
Autoforge Limited
Blugilt Fabrics Limited
Blugilt Holdings Limited
Blugilt International Limited
Blugilt Limited
Claretdene Technologies Limited
Cooper & Jones Limited
Creditoffer Limited
Doorlock Limited
Georgian Goodacre Holdings Limited
Glasspera Limited
Grainwave Developments Limited
HCML (Holdings) Limited
Jaymor Limited
MM Nominees Limited
MM Secretariat Limited
Melham Holdings Limited
Mellham Limited
Melton Medes Group Limited
Melton Medes Limited
Melton Medes Pension Trustees Limited
Purico Limited
Robert Fletcher & Son Limited
Skerritt Properties Limited
Total Acceptance Limited
Tournex Plc

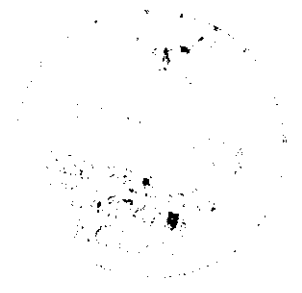
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5175227

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

THE INDIAN GYMKHANA CLUB TRUST 2004



1. NAME

The name of the Company (hereinafter called "the Company") is The Indian Gymkhana Club Trust 2004.

2. REGISTERED OFFICE

The registered office of the Company will be in England and Wales.

3. OBJECTS

The objects for which the Company is formed are:

- (i) the relief of poverty, sickness and distress and the promotion of health particularly by the provision of medical care and facilities;
- (ii) the advancement of education of persons living in India so as to improve their social conditions, health, employment training opportunities and life skills as a means of promoting self dependency and self reliance; and
- (iii) to provide and manage or assist in the provision and management of facilities for recreation or other leisure time occupation in the interests of social welfare with the object of improving the conditions of life for the inhabitants of the London Borough of Hounslow and adjoining areas without distinction of sex or of political, religious or other opinions.

4. POWERS

- 4.1 The Company will have the following powers which can only be exercised in furtherance of its objects:
- 4.2 to supply advice and guidance to those engaged in carrying out the objects of the Company.
- 4.3 to train or assist with the training those concerned with the carrying out of the objects.



- 4.4 to liaise and work with other agencies or organisations having similar aims, to encourage the provision and development of appropriate support and services. and where appropriate merge with other charities having similar aims.
- 4.5 to carry on primary purpose trading.
- 4.6 to seek donations or gifts for the Company by personal or written appeals, public events and other ways.
- 4.7 to affiliate to any charity having similar objects.
- 4.8 to support or oppose any change in the law which may affect the Company's objects (or the achievement of them) and to comment publicly on social political or economic issues which relate to the Company's objects or their achievement.
- 4.9 to collect information about issues relevant to the purposes of the company and make it available to interested people and organisations.
- 4.10 to create and/or produce performances exhibitions entertainments workshops courses and other educational events using any available medium.
- 4.11 to write create and/or publish text or material using any available medium.
- 4.12 to draw, accept, factor or discount cheques and negotiable or other instruments and to operate bank or other accounts in the name of the Company.
- 4.13 to employ staff, agents or consultants (not being directors of the Company) and to make provision for their proper payment including any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their dependants.
- 4.14 subject to such consents as may be required by law.
- 4.15.1 to purchase, take on lease or in exchange, hire or otherwise acquire any property, assets, rights or privileges, and to construct, maintain and alter any buildings or works.
- 4.15.2 to sell, let, licence, mortgage or dispose of all or any of the property or assets of the Company.
- 4.15.3 to carry out any charitable trusts which may lawfully be done by the Company.
- 4.15.4 to borrow or raise money for the purposes of the Company on such terms and on such security as it shall think fit, but the Company shall not undertake any permanent trading activities (other than primary purpose trading) in raising funds to achieve its charitable objects.
- 4.15.5 to lend money on such terms and subject to such security as may be thought fit.

- 4.15.6 to invest the monies of the Company not immediately required for its purposes in any way as it shall think fit and to take professional investment advice where necessary.
- 4.16 to establish and support or help in the establishment and support of any charitable organisation and to subscribe or guarantee money for charitable purposes.
- 4.17 to establish local branches elsewhere in the United Kingdom.
- 4.18 to insure and arrange insurance cover to indemnify its officers servants voluntary workers and members from and against all such risks as it shall think fit.
- 4.19 to do all other lawful things as shall further any or all of the above objects.

5. RESTRICTIONS ON DISTRIBUTIONS

- 5.1 The income and property of the Company shall be applied towards achieving the objects of the Company as set out in this Memorandum of Association. No part shall be paid or transferred directly or indirectly to the members of the Company and no director shall be appointed to any office of the Company paid by salary or fees or receive any payment or other financial benefit from the Company.
- 5.2 provided that nothing in this Clause 5 shall prevent the payment in good faith by the Company:
 - 5.2.1 of reasonable and proper payment for any services rendered to the Company by any member, officer or servant of the Company who is not a director;
 - 5.2.2 of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of that director, when instructed by the Company to act in a professional capacity on its behalf provided that:
 - 5.2.2.1 only a minority of the directors shall benefit from this provision; and
 - 5.2.2.2 a director shall withdraw from any meeting at which that director's appointment or payment, or that of any partner of that director, is being discussed.
 - 5.2.3 of interest on money lent by any member or director of the Company at a reasonable rate;
 - 5.2.4 of reasonable and proper rent for premises let or licensed to the Company by any member or director;
 - 5.2.5 of money or money's worth to a company of which a director is a member, but not if that director owns more than one hundredth of the issued capital of that company;
 - 5.2.6 of reasonable and proper out-of-pocket expenses to any director;

- 5.2.7 (if the directors properly consider it is reasonable and appropriate) of any insurance premium to cover the liability of any of the directors for any negligence, default, breach of duty or breach of trust in relation to the company provided that the insurance shall not extend to any claim arising from any act or omission which any of the directors knew or should reasonably have known was a breach of trust or which was done by any director recklessly.

6. LIMITATION OF LIABILITY

- 6.1 The liability of the members is limited.

7. GUARANTEE

- 7.1 If the Company is wound up while a person is a member, or within one year after that person ceases to be a member, that person undertakes to contribute such amount as may be required (not exceeding £1) for

- 7.1.1 payment of the debts and liabilities of the Company contracted before that person ceases to be a member, and of the costs, charges and expenses of winding up, and

- 7.1.2 the adjustment among themselves of the rights of those contributing to the debts and liabilities.

8. WINDING UP

- 8.1 If the Company is wound up and any assets are left after all its debts and liabilities have been satisfied these assets will not be distributed among the members of the Company. Instead, they will be given to some other charity or charities with similar objects to the Company and whose governing document forbids the distribution of income and property to at least the same extent as is set out in Clause 5 of this Memorandum. The charity or charities will be determined by the members of the Company at or before the time of winding up, failing which the assets will be given to some other charitable object.

We the several persons whose Names Addresses and Descriptions are subscribed are
desirous of being formed into a Company in pursuance of this Memorandum of
Association

Names, Addresses and Descriptions of Subscribers

SUTANTAR KUMAR SONI
THE TOWERS.
WALTON LANE
SHEPPERTON
TWIT 8LD.
ACCOUNTANT.



Mrs Simla Patel
19 Hill Crescent
Harrow Middx.
HA1 2PW
Refred

Simla Patel

Dated: 26-04-04

Witness to the above Signatures: 

Name: R. J. Patel
Address: Wooten Hall
Wooten Road
ISLEWORTH
MIDDLESEX
TW4 7 6ED

THE COMPANIES ACTS 1985 & 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

- of -

THE INDIAN GYMKHANA CLUB TRUST 2004

1. DEFINITIONS AND INTERPRETATION

1.1 In these Articles the words in the first column of the Table below shall bear the meaning opposite them in the second column unless they are out of context:

WORDS	MEANINGS
the Act	The Companies Act 1985 including any statutory alteration or re-enactment thereof.
address	means in relation to electronic communications any number or address used for the purpose of such communications.
these Articles	These Articles of Association and the regulations of the Company from time to time in force.
the directors	The directors of the Company (and "director" has a corresponding meaning.)
electronic communication	means the same as in the Electronic Communications Act 2000.
the secretary	Any person appointed to perform the duties of the secretary of the Company.
the office	The registered office of the Company.
the United Kingdom	Great Britain and Northern Ireland.
month	Calendar Month.
clear days	in relation to the period of a notice means the periods excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
in writing	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.
1.2	Singular words shall include the plural and vice versa.
1.3	A "person" or "people" shall include organisations whether unincorporated or incorporated.

- 1.4 Subject to the above, any words or expressions defined in the Act shall have the same meanings in these Articles unless they are obviously out of context.

2. PURPOSES

- 2.1 The Company is established for the purposes expressed in the Memorandum of Association.

3. MEMBERSHIP

- 3.1 The Members of the Company are the subscribers to the Memorandum of Association and membership will normally be limited to the Directors who may nevertheless invite such other persons as they deem fit to be members of the Company.

- 3.2 Every member of the Company shall either:

- 3.2.1 sign a written consent to become a member; or

- 3.2.2 sign the register of members on becoming a member.

- 3.3 Failure to pay any subscription or any other sum due to the Company within six months of it falling due shall result in the disqualification of a member.

- 3.4 The directors shall have the right for good reason to end the membership of any member provided always that the member shall have a right to be heard before a final decision is made.

- 3.5 Membership is not transferable, and ends on the member's death.

- 3.6 A member may resign by giving notice in writing to the secretary

4. GENERAL MEETINGS

- 4.1 The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be fixed by the Company and the notices calling it shall say that it is the Annual General Meeting, provided that

- 4.1.1 the first Annual General Meeting must be called within 18 months of the Company being formed;

- 4.1.2 every Annual General Meeting except the first shall be held within fifteen months of the previous one;

- 4.1.3 if the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold another one in the year following incorporation.

- 4.2 An Extraordinary General Meeting is a General Meeting which is not an Annual General Meeting.

- 4.3 Extraordinary general meetings may be called:

- 4.3.1 by the directors whenever they think fit;

- 4.3.2. by members representing at least 10 per cent of the total voting rights in the Company;
- 4.3.3 by any director or any member of the Company if at any time there are not enough directors in the United Kingdom to form a quorum.
- 4.4 Notice must be given to the members directors and auditors of the Company. The notices shall:
 - 4.4.1 give twenty-one clear days' notice in writing at the least for every Annual General Meeting and of every meeting called to pass a Special Resolution;
 - 4.4.2 give fourteen clear days' notice in writing at the least for every other General Meeting;
 - 4.4.3 state the place, the day and the hour of meeting, and in the case of special business the general nature of that business.
- 4.5 If a meeting of the Company is called by shorter notice than that required by these Articles it will be treated as duly called if it is so agreed:-
 - 4.5.1 in the case of the Annual General Meeting by all the members entitled to attend and vote; and
 - 4.5.2 in the case of any other meeting by a majority of the members entitled to attend and vote at the meeting who also represent at least 95% of the total voting rights of all the members.
- 4.6 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice will not invalidate any business done at any meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 Ordinary Business at an Annual General Meeting is:
 - 5.1.1 the consideration of the income and expenditure account and balance sheet
 - 5.1.2 the reports of the directors and the Auditors
 - 5.1.3 the election of directors in the place of those retiring, and
 - 5.1.4 the appointment of the Auditors
 - 5.1.5 the fixing of the Auditors' fees
- 5.2 Special Business is all business done at an Extraordinary General Meeting and all business done at an Annual General Meeting except Ordinary Business.
- 5.3 No business shall be done at any General Meeting unless a quorum of members is present when the meeting starts. A quorum is three of the members present and voting, but if a quorum is not present half an hour after the General Meeting was due to start, or if during the meeting a quorum ceases to be present, then
 - 5.3.1 if the meeting was called pursuant to Article 4.3.2 it shall be cancelled;

5.3.2 in any other case it shall be adjourned to the same day in the next week, at the same time and place, or at such other place as the directors may decide.

5.3.3 if a quorum is not present half an hour after the adjourned meeting was due to start the members present shall be a quorum.

5.4 The Chair (if any) of the directors shall chair every General Meeting, but if

5.4.1 there is no Chair, or

5.4.2 the Chair is not present fifteen minutes after the time the meeting was due to start, or

5.4.3 the Chair does not want to preside

then the members present and entitled to vote shall choose a director to chair the meeting, but if none of the directors present will take the chair, the members present and entitled to vote shall choose a member of the Company who is present to take the chair.

5.5 A director shall be entitled to attend and speak at any General Meeting even if that director is not a member of the Company

5.6 The Chair 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

5.6.1 no business shall be done at any adjourned meeting other than the business left unfinished at the adjourned meeting;

5.6.2 if a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same way as for an original meeting. Otherwise the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

6. VOTING

6.1 Subject to Article 6.7 every member shall have one vote.

6.2.1 No member shall be entitled to vote at a General Meeting unless all monies owed by that member to the Company have been paid.

6.3 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded by;

6.3.1 the Chair; or

6.3.2 three members having the right to vote at the meeting; or

6.3.3 a member or members representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting,

6.4 Unless a poll is demanded a declaration by the Chair of the meeting that a resolution has been carried or lost by a particular majority or unanimously which is entered in the minute book of the Company will be conclusive evidence of the fact.

- 6.5 The demand for a poll may be withdrawn.
- 6.6 If a poll is demanded under Article 6.3 it will be taken at such time and place and in such a way as the Chair of the meeting shall direct and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- 6.7 If the votes are equal, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.

7. BOARD OF DIRECTORS

- 7.1 The number of directors shall never be less than 3 and the maximum number shall be determined by a General Meeting.
- 7.2 The first directors are the people named on the statement delivered to the Registrar of Companies in accordance with the Act.
- 7.3 The directors may at any time co-opt any person (who need not be a member of the Company) as a director, either to fill a casual vacancy or by way of addition to their number, provided that the maximum referred to in Article 7.1 is not exceeded. Any member so co-opted shall retain office only until the next Annual General Meeting, but shall then be eligible for re-appointment.
- 7.4 The directors shall have the power to:
- 7.4.1 manage the business of the Company and pay expenses incurred in the promotion and formation of the Company as they think fit,
- 7.4.2 exercise all the powers of the Company which are not required by the Act, or these Articles, or any regulation made by the Company in General Meeting to be exercised by the Company in General Meeting.
- 7.4.3 no regulation shall invalidate any act of the directors done before the requirement is made which would have been valid if that regulation had not been made.
- 7.5 In the exercise of their powers and in the management of the business of the Company the directors must remember that they are charity trustees within the meaning of Section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.
- 7.6 The directors may act even if there are vacancies but if the number of directors reduced to less than the minimum number referred to in Article 7.1 they can only act for the purposes of:
- 7.6.1 admitting persons to membership of the Company; or
- 7.6.2 filling up vacancies in their body; or
- 7.6.3 summoning a General Meeting.
- 7.7 All cheques and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise made in such a way as the directors shall decide.

- 7.8 The directors shall cause minutes to be made:
- 7.8.1 of all appointments of officers made by the directors;
- 7.8.2 of the names of the directors present at each directors meeting;
- 7.8.3 of all resolutions and proceedings at all meetings of the Company, and of the directors, including the names of the directors present at each such meeting,
- and the minutes of any meeting, if they are signed by the Chair of the meeting (or by the Chair of the following meeting), will be conclusive evidence of the facts stated in the minutes.

8. DISQUALIFICATION OF DIRECTORS

The office of director shall be vacated if a director:

- 8.1 ceases to be a director by virtue of any provision in the Act or is disqualified from acting as a director by law; or
- 8.2 becomes unable by reason of mental disorder illness or injury to manage and administer the director's own property and affairs; or
- 8.3 is directly or indirectly involved in any contract with the Company and fails to declare the nature of the director's interest by giving notice at the first meeting at which the contract is discussed or at the first meeting after the director becomes involved in the contract; or
- 8.4 resigns by notice in writing to the Company; or
- 8.5 is removed from office by a resolution duly passed pursuant to Section 303 of the Act; or
- 8.6 fails without reasonable excuse to attend three consecutive meetings of the directors; or
- 8.7 is felt by a two thirds majority of directors present at a specially convened meeting that the director concerned is acting in such a way as either to be against the best interests of the Company or which might damage the Company's reputation.

9. ROTATION OF DIRECTORS

- 9.1 At the first Annual General Meeting and at each following Annual General Meeting one-third of the directors for the time being (or if their number is not a multiple of three then the number nearest to one-third) shall retire from office.
- 9.2 The directors to retire shall be those who have been longest in office since their last election or appointment. As between directors of equal seniority the directors to retire shall be selected by lot unless they agree otherwise. A retiring director shall be eligible for re-election.
- 9.3 At the meeting at which a director retires the Company may appoint a new director in place of the retiring director. If standing for re-election the retiring director shall be deemed to have been re-elected, unless at the meeting:
- 9.3.1 it is expressly resolved not to replace the retiring director; or

9.3.2 a resolution for the re-election of the retiring director shall have been put to the meeting and lost.

9.4 The Company may in General Meeting increase the number of directors, and decide in what rotation the additional directors shall retire, and may make the appointments necessary for effecting any such increase.

10 PROCEEDINGS OF THE DIRECTORS

10.1 The directors may

10.1.1 meet together to do the Company's business

10.1.2 adjourn and otherwise regulate their meetings as they think fit,

10.1.3 determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the directors shall never be less than three.

10.2 Questions arising at any meeting shall be decided by a majority of votes. If the votes are equal the Chair shall have a second or casting vote.

10.3 A director may (and on the request of a director the secretary will) call a meeting of the directors by notice served upon the directors. A director whose address in the register of directors is outside the United Kingdom shall not be entitled to notice of a meeting unless that director has given the Company an address in the United Kingdom at which notices can be served.

10.4 The directors may

10.4.1 elect a Chair who shall be entitled to chair all meetings of the directors at which the Chair shall be present,

10.4.2 determine how long the Chair will hold office,

10.4.3 choose one of their number to chair the meeting if

10.4.3.1 the Chair is not present within fifteen minutes after the time appointed for holding the meeting; or

10.4.3.2 the Chair does not want to preside.

10.5 A meeting of the directors at which a quorum is present can exercise all the powers which all the directors have.

10.6 The directors may delegate any of their powers to sub-committees consisting of such directors and others as they think fit, and any committee so formed shall

10.6.1 observe any regulations imposed on it by the directors; and

10.6.2 conduct its meetings in accordance with these Articles so far as applicable; and

10.6.3 report to the directors on any decisions taken as soon as possible; and

- 10.6.4 not exceed any budget which has been approved in advance by the directors.
- 10.7 All acts done in good faith by any meeting of the directors or by any committee of the directors, or by any person acting as a director, shall be valid even if:
- 10.7.1 it is discovered later that the appointment or continuance in office of any director was faulty; or
- 10.7.2 they or any of them were disqualified from holding office or had retired.
- 10.8 A resolution in writing signed by all directors shall be as valid as if it had been passed at a valid meeting of the directors. A resolution signed by all members of any committee of directors shall be valid as if it had been passed at a valid meeting of that committee.

11. SECRETARY

- 11.1 The secretary shall be appointed and removed by the directors on such terms and conditions as they may think fit, and the provisions of Section 283 of the Act shall apply and be observed;
- 11.2 The directors may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting;
- 11.3 No director shall occupy the salaried position of secretary.
- 11.4 A director who is also the secretary cannot sign a document in both capacities

12. COMPANY ACCOUNTS AND ANNUAL RETURN

- 12.1 The directors must comply with their duties under the Act to prepare accounts and an Annual Return and to send them to the Registrar of Companies

13. CHARITIES ACT ANNUAL REPORT AND RETURN

- 13.1 The directors must comply with their obligations under the Charities Act 1993 or any statutory re-enactment or modification thereof to prepare an annual report and an annual return and to send them to the Charity Commissioners.

14. NOTICES

- 14.1. Notices to be given to or by any person pursuant to the Articles shall either be in writing or by an electronic communication.
- 14.2. The Company may give any notice to a Company member either:
- (a) personally; or
 - (b) by leaving it at his or her registered address; or
 - (u) by sending it by post; or
 - (d) by an electronic communication to an address duly notified by the person concerned.
- 14.3. Notice of every General Meeting shall be given in any authorised manner to:

- (a) every Company member or Director except those members who have not supplied to the Company an address for giving of notices to them; and
- (b) the auditor for the time being of the Company.

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

14.4. A Company member or Director present in person 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.

14.5. 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 at the expiration of 48 hours after either the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

15. REGULATIONS

15.1 The directors may from time to time make such rules or bye laws as they may think fit for the proper conduct and management of the Company.

16 INDEMNITY

16.1 Subject to the provisions of the Act, and without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by that person:

16.1.1 in defending any civil or criminal proceedings in which judgement is given in that person's favour or which results in acquittal; or

16.1.2 in connection with any application in which relief is granted to that person by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

17. WINDING UP

17.1 Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if it was set out in full in these Articles.

Names, Addresses and Descriptions of Subscribers

SUTANTAR KUMAR SONI
THE TOWERS
WILTON LANE
SHEPPERTON
TW17 8LQ.
ACCOUNTANT.



MRS SMITA N PATEL
19 HILL CRESCENT
HADDON
MIDDY
HAT 1.2m.
Retired.

Smile Patel

Dated: 26-04-04

Witness to the above Signatures:



Name: R. T. Patel
Address:

WORTH HALL
Water Road
ISLEWORTH
MIDDY
TW7 6ER.