

Company Number 5188387

The Companies Act 1985 and 1989

Company limited by shares

Written Resolution

-of-

Indian Community Centre Foundation (Nottingham) Limited

We, the undersigned being all the members for the time being of the above Company entitled to receive notice of and to attend and vote at general meetings HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall pursuant to Regulation 53 of Table A (which regulation is embodied in the Articles of Association of the Company), for all purposes be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held -

Resolution

That

- 1 The memorandum of association be amended by the deletion of paragraph 3 and the insertion of the following paragraph 3 in substitution -
 - "3 The Company's objects are -
 - 3 1 to hold Shares in Indian Community Centre (Property) Limited,
 - 3 2 to apply for charitable status and operate the Company as a Charity for the promotion of the Indian culture and good race relations in the city of Nottingham, the county of Nottinghamshire and neighbourhoods of Long Eaton, Sandiacre, Heanor, Ilkeston and Sawley by educating, and promoting social interaction between, people of different ethnic origins and promoting the relief of poverty or social and ethnic disadvantage,
 - 3 3 to do all such things that and incidental or conducive to the above objects "
- 2 The articles of association contained in the printed document produced to the meeting and for the purpose of identification signed by the Chairman be and the same are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company

WEDNESDAY



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22/08/2007

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COMPANIES HOUSE

DATED this 8th day of May

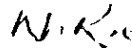
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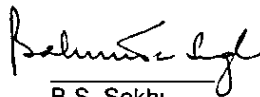
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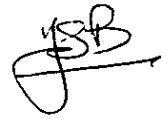
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Company Number 5188387

The Companies Acts 1985 and 1989
Company Limited by Shares

Memorandum of Association

of

Indian Community Centre Foundation (Nottingham) Limited

Adopted this 8th day of May 2007

The Companies Acts 1985 and 1989

Company limited by guarantee and not having a Share Capital

Memorandum of association

Of

Indian Community Centre Foundation (Nottingham) Limited

- 1 The company's name is "Indian Community Centre Foundation (Nottingham) Limited "
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are -
 - 3 1 To hold Shares in Indian Community Centre (Property) Limited,
 - 3 2 to apply for charitable status and operate the Company as a Charity for the promotion of the Indian culture and good race relations in the city of Nottingham, the county of Nottinghamshire and neighbourhoods of Long Eaton, Sandiacre, Heanor, Ilkeston and Sawley by educating, and promoting social interaction between, people of different ethnic origins and promoting the relief of poverty or social and ethnic disadvantage,
 - 3 3 to do all such things that and incidental or conducive to the above objects
- 4 In pursuit of its objects described above the Company shall not carry on any trade or business nor shall it undertake any obligation or incur any liability to any person save for its obligations as a holder of B Shares of Indian Community Centre (Property) Limited
- 5 The income and property of the Company shall be applied solely towards the promotion of the objectives of the Foundation as set forth in this Memorandum of Association and no portion shall be paid or transferred directly or indirectly by way of divided, bonus or otherwise by way of profit to the members of the Foundation provided that nothing in this Clause shall prevent the payment in good faith of reasonable and proper remuneration to an officer or servant of the Foundation nor prevent the payment of interest at a rate not exceeding the reasonable market rate on money lent or reasonable and proper rent for premises demised or let by any member to the Foundation
- 6 The liability of the members is limited

- 7 Every member of the Foundation undertakes to contribute such amount (not exceeding £1) to the Foundation's assets if it is wound up while he is a member or within one year after he ceases to be a member as may be required for payment of the Foundation's debts and liabilities contracted before he ceases to be a member and the costs, charges and expenses of winding up, and for the adjustment of the rights of contributors among themselves
- 8 If on the winding up of the Foundation there remains any surplus after the satisfaction of all debts and liabilities, the surplus shall not be distributed amongst the member of the Foundation but shall be given or transferred to some other body (whether or not it is a member of the Foundation) having objects similar to those of the Foundation

The Companies Acts 1985 To 1989
Private Company Limited By Guarantee

Articles Of Association

of

Indian Community Centre Foundation (Nottingham) Limited

1 Interpretation

In these articles

"the Foundation"	means the company intended to be regulated by these articles,
"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,
"the Articles"	means these Articles of Association of the Foundation,
"clear days"	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
"Executed"	includes any mode of execution,
"ICCA"	Indian Community Centre Association
"the Memorandum"	means the memorandum of association of the Foundation,
"Office"	means the registered office of the Foundation,
"Permitted Organisation"	an organisation who has the same or substantially similar objects to the ICCA and who offers membership of that organisation to the members of the ICCA
"the Seal"	means the common seal of the Foundation if it has one,
"Secretary"	means the secretary of the Foundation or any other person appointed to perform the duties of the secretary of the Foundation, including a joint, assistant or deputy secretary,
"the trustees"	means the directors of the Foundation (and 'trustee' has a corresponding meaning),
"the United Kingdom"	means Great Britain and Northern Ireland, and words importing the masculine gender only shall include the feminine gender

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act

2 Members

- 2 1 The subscribers to the Memorandum and such other persons or organisations as are nominated by the general committee of the ICCA and admitted to membership shall be members of the Foundation. No person shall be admitted as a member of the Foundation unless his application for membership is approved by the trustees
- 2 2 The maximum number of members at any one time shall be seven
- 2 3 The trustees may in their absolute discretion permit any member of the Foundation to retire, provided that after such retirement the number of members is not less than two

3 General meetings

- 3 1 The Foundation shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Foundation and that of the next. Provided that so long as the Foundation holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings
- 3 2 The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Foundation may call a general meeting

4 Notice Of General Meetings

- 4 1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed
 - 4 1 1 in the case of an annual general meeting, by all the members entitled to attend and vote, and
 - 4 1 2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members
- 4 2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such
- 4 3 The notice shall be given to all the members and to the trustees and auditors

4 4 In these Articles words or expressions the definitions of which are contained or referred to in the Act shall be construed as having the meaning thereby attributed to them but excluding any statutory modification thereof not in force on the date of adoption of these Articles

4 5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

5 Proceedings at General Meetings

5 1 No business shall be transacted at any meeting unless a quorum is present Two persons entitled to vote upon the business to be transacted shall be a quorum

5 2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine

5 3 The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman

5 4 If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman

5 5 A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting

5 6 The chairman may, with the consent of a 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 business which might properly have been transacted at the meeting had adjournment not taken place When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted Otherwise it shall not be necessary to give any such notice

5 7 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded Subject to the provisions of the Act, a poll may be demanded

5 7 1 by the chairman, or

5 7 2 by at least two members having the right to vote at the meeting, or

5 7 3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

5 8 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an

entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

- 5 9 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 5 10 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 5 11 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 5 12 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 5 13 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

6 Votes of Members

- 6 1 Subject to Article 5 11, every member shall have one vote.
- 6 2 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Foundation have been paid.
- 6 3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 6 4 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Foundation at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 6 5 Any organisation which is a member of the Foundation may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Foundation, and the person so authorised shall be entitled to exercise the same powers on behalf of

the organisation which he represents as the organisation could exercise if it were an individual member of the Foundation

7 Trustees

7 1 The number of trustees shall be not less than three but not more than seven

8 Powers of Trustees

8 1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Foundation shall be managed by the trustees who may exercise all the powers of the Foundation. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the Articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees

8 2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the trustees shall have the power to expend the funds of the Foundation in such manner as they shall consider most beneficial for the achievement of the objects,

9 Appointment and Retirement of Trustees

9 1 The trustees shall be appointed by the general committee of the ICCA who shall make such appointment by notice in writing signed by them and left at the registered office of the Company. In the event of the insolvency or winding up of the ICCA, the trustees shall be appointed by a Permitted Organisation

9 2 A trustee appointed in accordance with sub-clause 9 shall hold office for five years from the date of his appointment but without prejudice to the provisions of Article 9 2

9 3 A trustee who vacates office shall be replaced by a trustee nominated in accordance with Article 9 above and a trustee who vacates office by reason of the expiry of the term of his appointment (but not otherwise) shall be eligible for reappointment

9 4 No person may be appointed as a trustee

9 4 1 if he is under the age of eighteen years, or

9 4 2 in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 10

9 4 3 if he is a trustee or an officer of any organization which occupies any property owned or leased by the Foundation

10 Disqualification and Removal of Trustees

10 1 A trustee shall cease to hold office if he

- 10 1 1 ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
- 10 1 2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
- 10 1 3 resigns his office by notice to the Foundation (but only if at least two trustees will remain in office when the notice of resignation is to take effect), or
- 10 1 4 is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated

11 Trustees' Remuneration

- 11 1 The trustees shall not be entitled to any remuneration and shall bear their own expenses of attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties

12 Trustees' Appointments

- 12 1 No trustee shall take or hold any interest in property belonging to the Foundation or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Foundation is a party

13 Proceedings of Trustees

- 13 1 Subject to the provisions of the Articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 13 2 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than two trustees.
- 13 3 The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 13 4 The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
- 13 5 The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee provided that

all acts and proceedings of any such subcommittees shall be fully and promptly reported to the trustees

13 6 All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote

13 7 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees

13 8 Any bank account in which any part of the assets of the Foundation is deposited shall be operated by the trustees and shall indicate the name of the Foundation. All cheques and orders for the payment of money from such account shall be signed by at least two trustees

14 Secretary

14 1 Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

15 Minutes

15 1 The trustees shall keep minutes in books kept for the purpose

15 1 1 of all appointments of officers made by the trustees, and

15 1 2 of all proceedings at meetings of the Foundation and of the trustees and of committees of trustees including the names of the trustees present at each such meeting

16 The Seal

16 1 The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee

17 Accounts

17 1 Accounts shall be prepared in accordance with the provisions of Part VII of the Act

18 Annual Report

18 1 The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners

19 Annual Return

- 19 1 The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

20 Notices

- 20 1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing
- 20 2 The Foundation may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Foundation an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Foundation
- 20 3 A member present in person at any meeting of the Foundation shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called
- 20 4 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 the envelope containing it was posted

21 Indemnity

- 21 1 Subject to the provisions of the Act every trustee or other officer or auditor of the Foundation shall be indemnified out of the assets of the Foundation against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Foundation