

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

Pursuant to section 12(3) of the Companies Act 1985

Please do not write  
in this margin

To the Registrar of Companies

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

\* Insert full name  
of company.

For official use

--	--	--	--

For official use

2365572
---------

Name of Company

* ISLAMIC RELIEF
------------------

I, RICHARD ALAN BOLTON  
of 83 NEWHALL STREET  
BIRMINGHAM

† Delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
~~[person named as secretary or director of the company in the statement delivered to the Registrar~~  
~~under section 10(2)]† and that all the requirements of the above Act 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 provisions of the Statutory Declarations Act 1835

Declared at 67 Newhall St Birmingham  
in the County of West Midlands

Declarant to sign below

the fourteenth day of March  
One thousand nine hundred and eighty-nine.

before me JWH Justice  
A Commissioner for Oaths† Solicitor.

† Or Notary Public or  
Justice of the Peace  
or Solicitor having  
the powers conferred  
on a Commissioner  
for Oaths.

Presentor's name, address and  
reference (if any):

BETTINSONS  
Solicitors  
83/5 Newhall Street,  
Birmingham B3 1LP

RAB

For official use

New companies section

Post room

COMPANY HOUSE  
16 MAR 1989

M

50

# G

COMPANIES FORM No. 30(5)(a)

## Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

# 30(5)(a)

Please do not  
write in  
this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

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

For official use

Company number


--

Name of company

* ISLAMIC RELIEF
------------------

**Note**

This declaration  
should accompany  
the application for  
the registration of  
the company

\*Insert full name  
of company

I, RICHARD ALAN BOLTON  
of 83 NEWHALL STREET  
BIRMINGHAM B3 1LP

Delete as  
appropriate

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

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

Declared at 67 Newhall St, Birmingham  
in the County of West Midlands

Declarant to sign below

the fourteenth day of March  
One thousand ~~nine~~ hundred and eighty-nine  
before me [Signature]

[Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and  
reference (if any):

BETTINSONS  
Solicitors  
83/5 Newhall Street,  
Birmingham B3 1LP

RAB

For official use  
New Companies Section

Post room

COMPANIES HOUSE	
16 MAR 1989	
M	58



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

Companies G30(5)(a)

1985 Edition  
12 85 F5450  
5017979

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

# 10

Pursuant to section 10 of the Companies Act 1985

Please do not write in this margin

To the Registrar of Companies

For official use

Name of Company

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

\* Insert full name of company

* ISLAMIC RELIEF
------------------

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

517 MOSELEY ROAD	
BIRMINGHAM	
Postcode	B12 8BR

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

X

BETTINSONS	
83/5 NEWHALL STREET	
BIRMINGHAM	Postcode B3 1LP

Number of continuation sheets attached (see Note 1)

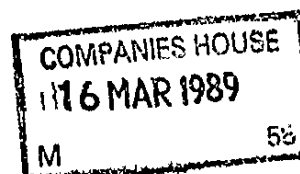
Presentor's name, address and reference (if any):

Bettinsons  
Solicitors  
83/5 Newhall Street  
BIRMINGHAM B3 1LP

REF: RAB

For official use  
General section

Postroom

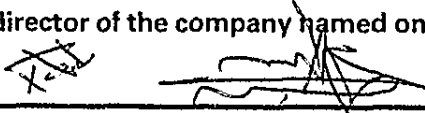


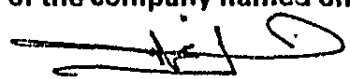
Directors of the company (note 2) are as follows:

write in this margin

Name (Note 3) DR. HANY ABDULGAWAD ELBANA		Business occupation Medical Doctor	
Previous name(s) (Note 3) —		Nationality BRITISH	
Address (Note 4) 34 GEORGE RD. SEELY OAK BIRMINGHAM		Date of birth (where applicable) (Note 6) 9-12-1950	
B29	Postcode		
Other directorships <sup>(1)</sup>			
I consent to act as director of the company named on page 1			
Signature Hany ElBana		Date 14-3-89	

(1) Enter particulars of other directorships held or previously held (see Note 5) if this space is insufficient use continuation sheet

Name (Note 3) Dr. Mostafa Fahmy TOLBA (C MOSTAFA FAHMY TOLBA)		Business occupation SURGEON	
Previous name(s) (Note 3)		Nationality EGYPTIAN	
Address (Note 4) 116 STRATHMORE CT. PARK RD. LONDON		Date of birth (where applicable) (Note 6) 15/8/1954	
	Postcode	NW8	
Other directorships <sup>(1)</sup>			
I consent to act as director of the company named on page 1			
Signature 		Date 14-3-89	

Name (Note 3) Mohamed EL ALFY		Business occupation BUSINESSMAN	
Previous name(s) (Note 3)		Nationality BRITISH	
Address (Note 4) 26 TIPTON DRIVE CROYDON		Date of birth (where applicable) (Note 6) 1/10/49	
	Postcode	CR0 5JY	
Other directorships <sup>(1)</sup>			
I consent to act as director of the company named on page 1			
Signature 		Date 14-3-89	

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

# Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation Sheet No. ....  
to Form No. 10

Company number

Name of Company

\* Insert full name  
of company

*	ISLAMIC RELIEF
---	----------------

Particulars of other directors (continued)

Name (note 3)	GOTBAH	Business occupation	
"MOHAMMAD ABDULLAH GOTBAH"		POSTGRADUATE STUDENT	
Previous name(s) (note 3)	MOHAMMAD ABDULLAH	Nationality	
Address (note 4)	62 FEATHERSTONE ROAD	QATARI	
NEWTON HALL, DURHAM		Date of birth (where applicable) (note 6)	1-12-1954
	Postcode	DH1 5YW	

I consent to act as director of the company named above (notes 9 and 10)

Signature



Date 14-3-89

Particulars of other directorships

† Delete if  
inappropriate

continued overle



**Statement of first directors and  
secretary and intended situation  
of registered office (continuation)**

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

Continuation Sheet No. ....  
to Form No. 10

Company number

Name of Company

\* Insert full name  
of company

*	ISLAMIC RELIEF
---	----------------

Particulars of other directors (continued)

Name (note 3) ABDALLA MOHAMED BUSIN		Business occupation GENERAL MANAGER	
Previous name(s) (note 3)		Nationality LIBYAN	
Address (note 4) 30 MANOR HOUSE DRIVE		Date of birth (where applicable) (note 6) 6-10-1934	
London	Postcode	NW6 7DF	
I consent to act as director of the company named above (notes 9 and 10)			
Signature		Date 14-3-89	

Particulars of other directorships

continued overleaf†

† Delete if  
inappropriate

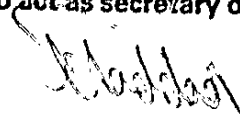
Companies 10 (cont)



Waterlow Publishers Limited, Maxwell House,  
74 Worship Street, London EC2A 2EN

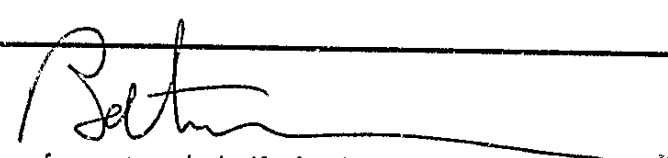
A two-page form issued in August 1995

Please complete legibly; preferably in black type or bold block lettering.

Name (Notes 3 & 7)	
Dr E.A. ELHaddad (Essam Ahmed)	
Previous name(s) (Note 3)	
Address (Notes 4 & 7)	
27 Tennyson Road	
Birmingham	
Postcode	B10 0HA
I consent to act as secretary of the company named on page 1	
Signature	Date
	14-3-89

Name (Notes 3 & 7)	
Previous name(s) (Note 3)	
Address (Notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

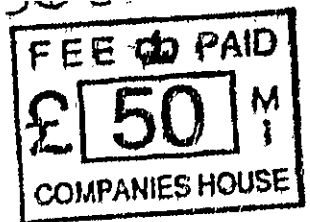
delete if the form is signed by the subscribers

	
Signature of agent on behalf of subscribers	Date
	14-3-89

delete if the form is signed by an agent on behalf of the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date



COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

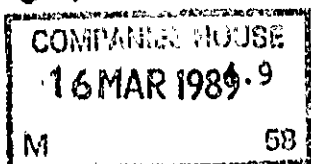
of

ISLAMIC RELIEF

1. The name of the Company is Islamic Relief.
  2. The Registered Office of the Company will be situate in England.
  3. The object for which the Company is established is the relief of poverty in any part of the world.
  4. In furtherance of the above object but not further or otherwise the Company shall have the power to:-
    - 4.1 provide gratuitously or otherwise money, clothing, food, medicines and materials of all kinds to people in need either directly or indirectly through governments, relief agencies and other intermediaries.
    - 4.2 establish, operate or help to establish and operate training centres, schools, hospitals, clinics, drainage and irrigation and other schemes which will directly relieve the need of poor refugees and victims of natural disasters.
    - 4.3 arrange and provide for or join in arranging and providing for the holding of meetings, lectures, classes and exhibitions.
    - 4.4 procure to be written and print, publish, issue and circulate gratuitously or otherwise any reports, periodicals, books, pamphlets, leaflets or other documents.
    - 4.5 promote, encourage or undertake organised research and experimental work and to disseminate the results of that research.
    - 4.6 purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
    - 4.7 employ all such officers and servants as may be required for the purpose of the Company not being members of the Executive Committee of the Company.
    - 4.8 sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company.
- undertake and execute any charitable trusts which may lawfully

N/W  
£50

043820





be undertaken by the Company.

- 4.10 borrow or raise money on such terms and on such security as may be thought fit.
- 4.11 invest the moneys of the Company not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- 4.12 establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- 4.13 do all such other things as are necessary for the attainment or furtherance of the said object.

PROVIDED THAT:-

- (i) 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.
  - (ii) The object of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisation of employers.
  - (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Executive Committee or governing body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or governing body have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Executive Committee or governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Company and no member of its Executive Committee or governing body shall be appointed to any office of the Company paid by

salary or fees or receive any remuneration or other benefit in money or monies worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company.

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Executive or Governing body) for any services rendered to the Company.
- (b)
  - (i) of interest on money lent by any member of the Company or of its Executive or governing body at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Executive or governing body.
  - (ii) of reasonable and proper rent for premises demised or let by any member of the Company or of its Executive or governing body.
- (c) to any member of its Executive or governing body of reasonable out of pocket expenses.
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Company or of its Executive or governing body may be a member holding not more than 100th part of the capital of such company.

AND provided also that any member of the Company's Executive or governing body being a Solicitor, Accountant, Surveyor, Architect or other person engaged in any profession shall be entitled to charge and be paid all usual professional or other charges for work done by him or his firm in connection with the work of the Company BUT no such person shall vote upon or participate in any discussion concerning his payment or prospective payment by the Company.

- 6. 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 make the Company a company to which Section 30 of the Companies Act 1985 does not apply.
- 7. The liability of the Members is limited.
- 8. Every Member undertakes to contribute pro rata the sum of up to £1 to the assets of the Company in the event of its being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of contributories amongst themselves.
- 9. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or

their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and in so far as effect cannot be given to such provision then to some other charitable object.

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

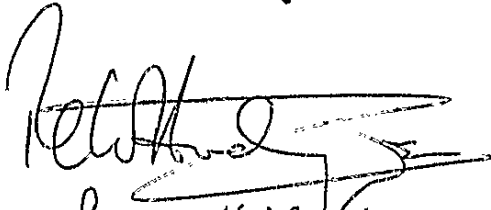
---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---



RICHARD ALAN BOLTON  
83 NEWHALL STREET  
BIRMINGHAM B3 1LP  
SOLICITOR



PETER HODGSON  
83 GLENHALL STREET  
BIRMINGHAM B3 1LP  
Solicitor

---

DATED this 14th day of March 1989

WITNESS to the above signatures: T. A. Yates  
THERESA AM YATES  
19 BIRCH RD  
OLD BURY, WARLEY

---

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

of

ISLAMIC RELIEF

---

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS	MEANING
The Acts	The Companies Act 1985 and every other Act for the time being in force concerning companies and affecting the Association.
The Act	The Companies Act 1985.
These presents	These Articles of Association, and the regulations of the Company from time to time in force.
The Company	The above-named Company.
The Executive	The Executive Committee for the time being of the Company.
The Office	The registered office of the Company.
The Seal	The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Year	Calendar year.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

The expression "Secretary" shall include any person appointed by the Executive to perform any of the duties of the Secretary.

Subject as aforesaid, any words or expressions defined in the Acts shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of members with which the Company proposes to be registered is 500, but the Executive may from time to time register an increase of members.
3. The provisions of Section 352 and 353 of the Act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Company is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Executive shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company.
6. (A) An Application for membership may be approved or rejected by the Executive. The Executive shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made.  
(B) Unless the members of the Executive or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 49 the Executive may in its absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than 5.

#### GENERAL MEETINGS

7. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
8. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

9. The Executive may whenever they think fit convene an Extraordinary General Meetings, and Extraordinary General Meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.
10. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Acts entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Acts in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at the Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Executive and of the Auditors, the election of member of the Executive and other officers in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided one third of all members having the right to vote at the Meeting shall be a quorum. In order to constitute a quorum members must be personally present.
14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Executive may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
15. The Chairman (if any) of the Executive failing whom the Vice-Chairman shall preside as Chairman at every General Meeting, but if there be no such Chairman or Vice-Chairman, or if at any meeting neither shall be present within fifteen

minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Executive, or if no such member be present, or if all the members of the Executive present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

16. The Chairman 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
18. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at an adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude to vitiate the resolution.
19. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
21. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.



## VOTES OF MEMBERS

22. Subject as hereinafter provided, every member shall have one vote.
23. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question at any General Meeting.
24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any Such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
25. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A proxy need not be a member.
26. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf.
27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument purposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
29. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit.

## ISLAMIC RELIEF

"I,	"
"of	"
"a member of the above named Company	"

"hereby appoint " "  
"of " "  
"and failing him, " "  
"of " "  
"to vote for me and on my behalf at the (Annual or  
Extraordinary, Adjourned, as the case may be)  
"General Meeting of the Company to be  
"held on the " "  
"day of " "  
"and at every adjournment thereof "

As witness my hand this            day of            19    ".

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## CORPORATIONS ACTING BY REPRESENTATIVES

30. Any corporation or other body which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

EXECUTIVE COMMITTEE

31. Until otherwise determined by a General Meeting by Ordinary Resolution, the number of members of the Executive shall not be less than 5 nor more than 25 and they shall be the Directors of the Company.
32. The Executive shall have power at any time and from time to time to appoint any person to be a member of the Executive either to fill a casual vacancy or as an additional member of the Executive but so that the total number of members of the Executive shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any person so appointed shall hold office until the next Annual General Meeting and shall then be eligible for re-election.

## POWERS OF THE EXECUTIVE

33. The business of the Company shall be managed by the Executive who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provision of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no

regulation made by the Company in General Meeting shall invalidate any prior act of the Executive which would have been valid if such regulation had not been made.

34. The members for the time being of the Executive may act notwithstanding any vacancy in their body; provided always that in case the members of the Executive shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Executive for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### SECRETARY

35. The Secretary shall be appointed by the Executive for such time, at such remuneration (in the case of a Secretary who is not a member of the Executive) and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Executive 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.

#### THE SEAL

36. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Executive, and in the presence of at least two members of the Executive and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE

37. The office of a member of the Executive shall be vacated automatically.
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - (B) If he becomes of unsound mind.
  - (C) If by notice in writing to the Company he resigns his office.
  - (D) If he ceases to hold office by reason of any order made under sections 295, 296, 297, 298 or 299 of the Act.
  - (E) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act.

#### REMOVAL OF MEMBERS OF THE EXECUTIVE

38. In addition and without prejudice to the provisions of section

303 of the Act, the Company may by Extraordinary Resolution remove any elected member of the Executive before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

#### ROTATION OF ELECTED MEMBERS OF THE EXECUTIVE

39. At the first Annual General Meeting all the members of the Executive shall retire from office and at each subsequent Annual General meeting, one quarter of the members of the Executive for the time being or if their number is not a multiple of four then the number nearest to but not greater than one quarter shall retire from office.
40. The members of the Executive to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority the members to retire shall in the absence of agreement be determined by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Executive shall be eligible for re-election.
41. The Company may, at any time at which a member of the Executive retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
42. No person not being a member of the Executive retiring at the meeting shall, unless recommended by the Executive for election, be eligible for election to membership of the Executive at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four or more than twenty eight intervening days.
43. The Company may from time to time in General Meeting increase or reduce the number of elected members of the Executive and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.

#### PROCEEDINGS OF THE EXECUTIVE

44. (a) The Executive may meet together for the dispatch of business, adjourn and otherwise regulate their meetings

as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

- (b) If within half an hour from the time appointed for the holding of a meeting of the Executive a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
45. The Executive may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Executive. Any such regulations may provide for or authorise the co-option to the committee of people not being members of the Company or of the Executive and for such co-opted members to have voting rights as members of the committee. All decisions and actions taken under the delegated powers shall be reported fully and regularly to the Executive.
46. The meetings and proceedings of any committee shall be governed by the provisions of these presents regulating the meeting and proceedings of the Executive so far as the same are applicable and are not superseded by any regulations made by the Executive.
47. All acts done by any meeting of the Executive or a committee thereof, or by any person acting as a member of the Executive or committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment or continuance in office of any member of the Executive or committee or person acting as such or that any such member or person was disqualified or had vacated office or was 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 member of the Executive or committee and had been entitled to vote.
48. A member of the Executive may, and on the request of a member of the Executive the Secretary shall, at any time, summon a meeting of the Executive by notice served upon the several members of the Executive. A member of the Executive who is absent from the United Kingdom shall not be entitled to notice of a meeting.
49. The Executive shall from time to time elect from amongst the members of the Executive a Chairman who shall be entitled to preside at all meetings of the Executive at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to

presides, the members of the Executive present shall choose one of their number to be Chairman of the meeting.

50. A meeting of the Executive at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Executive generally.
51. The Executive shall cause proper minutes to be made of all appointments of officers made by the Executive and of the proceedings of all meetings of the Company and of the Executive and of committees of the Executive, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
52. A resolution in writing signed by all the members for the time being of the Executive or of any committee of the Executive who are entitled to receive notice of a meeting of the Executive or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Executive or of such committee duly convened and constituted.
53. The Executive shall have power from time to time to adopt and make, alter or revoke, byelaws for the regulation of the Company and otherwise for the furtherance of the purposes for which the Company is established, provided that such byelaws are not repugnant to the Memorandum or Articles of Association. All such byelaws for the time being in force shall be binding upon all members until the same shall be varied or set aside by an Ordinary Resolution of the Company. No member shall be absolved from such byelaws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Executive to make byelaws on other matters the following shall be deemed to be matters which may be governed by byelaws within the meaning of this Article, that is to say:-
  - (A) As to the persons eligible for membership of the Company.
  - (B) As to the conditions on which person shall be admitted to membership of the Company.
  - (C) As to entrance fees (if any) payable in respect of membership of the Company.
  - (D) As to the annual, quarterly or other subscriptions or payments to be payable by the members of the Company.
  - (E) As to the manner in which membership of the Company may be terminated or shall determine.
  - (F) As to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on, members of the Company.

- (G) As to committees of members and others in connection with various branches of the company's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees.

Provided always that no byelaw as to the manner in which membership may be terminated shall have any validity or effect unless it provides that any member whose membership is proposed to be terminated shall be given a proper opportunity of attending and being heard at any meeting to which such proposal is to be submitted.

#### BORROWING POWERS

54. The Executive may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Provided that the aggregate amount for the time being outstanding of moneys borrowed or secured by the Company shall not at any time without the previous sanction of an Ordinary Resolution of the Company exceed £10,000 but no person dealing with the Company shall be concerned to see or enquire whether this limit is observed and no debt incurred or security given in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had at the time when the debt was incurred or security given express notice that the said limit had been or would thereby be exceeded.

#### ACCOUNT

55. Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Acts shall be kept at the Office, or at such other place within the United Kingdom as the Executive think fit, and shall at all times be open to inspection by members of the Executive. Subject as aforesaid no member of the Company or other person shall have any right of inspecting any account or book or document of the Company except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the Executive.
56. A copy of every balance sheet and income and expenditure account which is to be laid before the Company in General Meeting (including every document required by law to be comprised therein or attached or annexed thereto) shall not less than twenty-one days before the date of the meeting be sent to every member of, and, holder of debentures of, the Company and to the Auditors and any other persons entitled to receive notices of General Meetings. Provided that this Article shall not require a copy of these documents to be sent to more than one of joint holders or to any person who is not entitled to receive notices of meetings and of whose address the Company is not aware.

#### AUDIT

57. 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.

58. Auditors shall be appointed and their duties regulated in accordance with the Acts.

#### NOTICES

59. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
60. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Acts, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
61. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### INDEMNITY

62. Subject to the provisions of the Acts and of the Memorandum of Association every member of the Executive, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified out of the funds of the Company against all costs, losses, expenses, and liabilities sustained or incurred by him in or in connection with the discharge or execution, in good faith, of his duties or in relation thereto.

#### DISSOLUTION

63. Upon the winding up of the Company the provisions of Clause 9 of the Memorandum of Association shall have effect and be observed as if the same were repeated herein.



---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

*R A Bolton*

RICHARD ALAN BOLTON  
83 NEWHALL STREET  
BIRMINGHAM B3 1LP  
SOLICITOR

*P Hodgson*

PETER HODGSON  
83/85 NEWHALL STREET  
BIRMINGHAM B3 1LP  
SOLICITOR

---

Dated this 14th day of March 1989

WITNESS TO the above signatures:-

*T.A. Yates*  
THERESA ANN YATES  
19 BIRCH RD  
- 18 DUDBURY, WARLEY



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

No. 2365572

I hereby certify that

ISLAMIC RELIEF

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

Given under my hand at the Companies Registration Office,  
Cardiff the 28 MARCH 1989

*S. M. Phillips*  
S. M. PHILLIPS

an authorised officer

**G**

# **Notice of new accounting reference date given during the course of an accounting reference period**

**225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies  
(Address overleaf - Note 6)

Company number

225 70

\* Insert full name of company

Name of company

ISLAND RENT

**Note**  
Details of day and month in 2, 3 and 4 should be the same  
Please read notes 1 to 5 overleaf before completing this form

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 1 2

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 1 1 9 9 1

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is \_\_\_\_\_

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_ and it is still in force.

† Insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

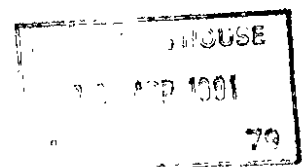
6. Signed Nancy Libana Designation† \_\_\_\_\_ Date \_\_\_\_\_

Presentor's name address  
telephone number and reference (if any):

For official use  
DEB

Post room

M. HASNAIN & CO.  
CHARTERED ACCOUNTANTS  
GOOCH HOUSE,  
178-182 GOOCH ST.,  
BIRMINGHAM. B5 7HE.  
TEL. NO. 021-622-1369





**M. HASNAIN & CO.**  
**ACCOUNTANTS**

'NETWORK HOUSE'  
174-178 BARFORD STREET,  
BIRMINGHAM, B5 7EP

TEL: 021-622-1369  
FAX: 021-622-3069

Associates: Williamson & Co; Chartered Accountants & Registered Auditors

YOUR REF:

OUR REF: I.120/PJW/MSA/IB

DATE: 8 March 1994

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

Dear Sirs

ISLAMIC RELIEF LIMITED

COMPANY REGISTRATION NUMBER: 02365572

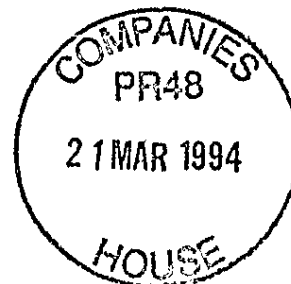
We hereby inform you that we resigned as auditors of the above named company on 27 January 1994.

We enclose herewith the following document for the company concerned.

- 1) A statement of circumstances regarding the resignation in accordance with Section 394 of the Companies Act 1989.

Yours faithfully

M. Hasnain & Co.



Encl.

2365572

TO THE MEMBERS OF  
ISLAMIC RELIEF LIMITED

We hereby give our notice of resignation as Auditors of the company. There are no matters which need to be drawn to the attention of creditors or members regarding our decision.

NETWORK HOUSE

174-178 BARFORD STREET

BIRMINGHAM B5 7EP

---

27 JANUARY 1994

M. Hasnain & Co.

M HASNAIN & CO

