

FILE COPY



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

Company No. 4361627

The Registrar of Companies for England and Wales hereby certifies that
ASYLUM WELCOME

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 28th January 2002



N04361627G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

ASYLUM WELCOME

I, DANIELLE MARIA BATTIGELLI

of LINNELLS SOLICITORS, GREYFRIARS COURT, PARADISE SQUARE,
OXFORD, OX1 1BB

† 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

Day Month Year

On

21 4 2002

● Please print name.

before me ●

James Rogers

Signed

Date

24/1/02

† 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.

Linnells

Greyfriars Court,, Paradise Square,, Oxford, OX1 1BB

Tel 01865 248607

DX number DX: 723000 DX exchange Oxford 5



A20
COMPANIES HOUSE

A5QZG7SJ

0502
26/01/02

Je

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

Package: 'Laserform'
by Laserform International Ltd.

30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHFP025

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

Company Name in full

ASYLUM WELCOME

I, DANIELLE MARIA BATTIGELLI

of LINNELLS SOLICITORS, GREYFRIARS COURT, PARADISE SQUARE,
OXFORD, OX1 1BB

† 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

73 Fairclough Road, Oxford OX4 1TA

Day Month Year

on

24 01 2002

① Please print name.

before me ①

JAMES ROGERS

Signed

James Rogers

Date

24/1/02

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.

Linnells

Greyfriars Court,, Paradise Square,, Oxford, OX1 1BB

Tel 01865 248607

DX number DX: 723000 DX exchange Oxford 5

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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 records

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

ASYLUM WELCOME ✓

Proposed Registered Office

(PO Box numbers only, are not acceptable)

276a Cowley Road

Post town

Oxford

County / Region

Oxon

Postcode

OX4 1UR

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

LINNELLS

Address

Greyfriars Court

Paradise Square

Post town

Oxford

County / Region

Oxon

Postcode

OX1 1BB

Number of continuation sheets attached

12

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.

Danielle Battigelli

Linnells Solicitors, Greyfriars Court, Paradise

Square, Oxford Te 01865 254218

DX number 723000 DX exchange Oxford



A20
COMPANIES HOUSE

Form revised July 1990

0501
26/01/02

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

CHWP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, 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

n/a

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

0 6 0 2 1 9 3 4

Nationality

British

Business occupation

Barrister

Other directorships

None

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

Consent signature

Date

23/1/02

CHWP000

Company name

NAME *Style / Title

MS

*Honours

* Voluntary details

Forename(s)

OLIVE

Surname

GEARING

Previous forename(s)

Previous surname(s)

ANDERSON

Address

110 LIME WALK, HEADINGTON

Usual residential address

For a corporation, give the registered or principal office address.

Post town

OXFORD

County / Region

OXON

Postcode

OX3 7AF

Country

UK

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

Consent signature

O. Gearing

Date

23/1/02

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

n/a

Forename(s)

John

Surname

Cammack

Previous forename(s)

n/a

Previous surname(s)

n/a

Address

51 Lime Walk

Usual residential address

For a corporation, give the registered or principal office address.

Post town

Headington

Oxford

County / Region

Oxon

Postcode

OX3 7AB

Country

UK

Day Month Year

Date of birth

01 05 1953

Nationality

British

Business occupation

Lecturer

Other directorships

None

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

Consent signature

John Cammack

Date

23/1/02.

Company Secretary (see notes 1-5)

Company name	Asylum Welcome		
NAME *Style / Title	Ms	*Honours etc	n/a
* Voluntary details Forename(s)	Patricia		
Surname	Sellick		
Previous forename(s)	n/a		
Previous surname(s)	n/a		
Address	25 Vicarage Road		
Usual residential address For a corporation, give the registered or principal office address.			
Post town	Oxford		
County / Region	Oxon	Postcode	OX1 4RB
Country	uk		
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	Mr	*Honours etc	n/a
Forename(s)	Samuel Patrick Charles		
Surname	Clarke		
Previous forename(s)	n/a		
Previous surname(s)	n/a		
Address	56 Victoria Road		
Usual residential address For a corporation, give the registered or principal office address.	Summertown		
Post town	Oxford		
County / Region	Oxon	Postcode	OX2 7QD
Country	UK		
Date of birth	Day 06	Month 04	Year 1948
Nationality	British		
Business occupation	Charity Director		
Other directorships	Friends of the Earth Ltd, Ethical Property Company Plc		
	Friends of the Earth Trust Ltd, Able Types Ltd.		
I consent to act as director of the company named on page 1			
Consent signature	Sam. Clarke	Date	23/1/02

Company Secretary (see notes 1-5)**Form 10 Continuation Sheet**

CHWP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

For a corporation, 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

Mr

*Honours etc n/a

Forename(s)

Ionel

Surname

Dumitrascu

Previous forename(s)

n/a

Previous surname(s)

Ciuperca

Address

86 James Street

Usual residential address

For a corporation, give the registered or principal office address.

Post town

Oxford

County / Region

Oxon

Postcode

OX4 1EX

Country

UK

Day Month Year

Date of birth

2 8 0 9 1 9 6 2

Nationality

Romanian

Business occupation

Voluntary worker

Other directorships

None

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

Consent signature**Date**

23/1/02

CHWP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, 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

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

0 9 0 8 1 9 3 7

Nationality British

Business occupation

Retired Events organiser

Other directorships

none

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

Consent signature

Date

13/1/2002

CHWP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, 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

Mr

*Honours etc n/a

Forename(s)

Sam Kayitana Kamari

Surname

kayitana

Previous forename(s)

n/a

Previous surname(s)

n/a

Address

28 Garsington Road

Usual residential address

For a corporation, give the registered or principal office address.

Post town

Oxford

County / Region

Oxon

Postcode

OX4 2LG

Country

UK

Day Month Year

Date of birth

1 8 0 6 1 9 5 8

Nationality

Rwandan

Business occupation

Industrial Worker

Other directorships

none

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

Consent signature

Date

23/01/02

CHWP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, 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

Dr.

*Honours etc n/a

Forename(s)

Robert McGovern

Surname

Purdie

Previous forename(s)

n/a

Previous surname(s)

n/a

Address

28 Slade Close

Usual residential address

For a corporation, give the registered or principal office address.

Post town

oxford

County / Region

Oxon

Postcode

OX3 7DY

Country

uk

Day Month Year

Date of birth

0 9 0 9 1 9 4 0

Nationality British

Business occupation

Tutor in Politics

Other directorships

None

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

Consent signature

R. McGovern Purdie

Date

23/01/02

CHWP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, 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 n/a

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

1 6 1 2 1 9 4 4

Nationality British

Business occupation

Social Service Training Manager

Other directorships

none

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

Consent signature

Date

28.1.2002.

CHWP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, 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

Ms

*Honours etc n/a

Forename(s)

Janet Katherine

Surname

Penrose

Previous forename(s)

n/a

Previous surname(s)

n/a

Address

6 Percy Street

Usual residential address

For a corporation, give the registered or principal office address.

Post town

Oxford

County / Region

Oxon

Postcode

OX4 3AA

Country

UK

Day Month Year

Date of birth

0 4 0 3 1 9 5 4

Nationality

British

Business occupation

Policy Advisor, Oxfam

Other directorships

None

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

Consent signature

Date

25.01.02

CHWP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, 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

Ms

*Honours etc n/a

Forename(s)

Elizabeth Ann

Surname

Wincott

Previous forename(s)

n/a

Previous surname(s)

Given

Address

50 Hayfield Road

Usual residential address

For a corporation, give the registered or principal office address.

Post town

Oxford

County / Region

Oxon

Postcode

OX2 6TU

Country

UK

Day Month Year

Date of birth

2 3 0 2 1 9 4 1

Nationality British

Business occupation

Health Care Consultant

Other directorships

Thames Valley Partnership

The Homeopathic Trust


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

Consent signature

Date

23/1/02

Directors (continued) (see notes 1-5)

NAME	*Style / Title	Mrs		*Honours etc	n/a	
* Voluntary details	Forename(s)	Diana Jane				
	Surname	Tickell				
	Previous forename(s)	n/a				
	Previous surname(s)	n/a				
Address	77 Old High Street					
Usual residential address	Headington					
For a corporation, give the registered or principal office address.	Post town	Oxford				
	County / Region	Oxon	Postcode	OX3 9HT		
	Country	UK				
	Date of birth	Day	Month	Year	Nationality	British
		1	2	0	4	1
		9	3	4		
	Business occupation	Teacher				
	Other directorships	none				
	I consent to act as director of the company named on page 1					
Consent signature					Date	23/1/02

This section must be signed by


Either

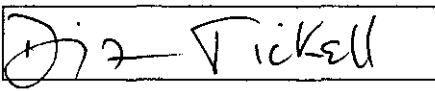
an agent on behalf of all subscribers

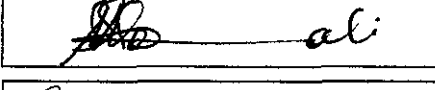
Signed **Date**

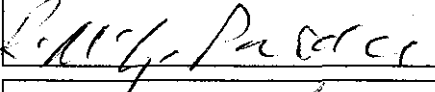
Or the subscribers

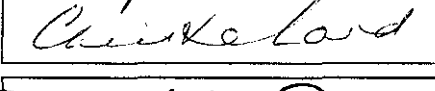
(i.e those who signed as members on the memorandum of association).

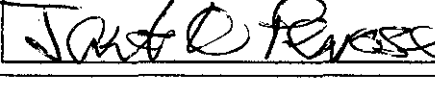
Signed  **Date** 23/1/02

Signed  **Date** 23/1/02

Signed  **Date** 23/1/02

Signed  **Date** 23/1/02

Signed  **Date** 23/1/02

Signed  **Date** 23/1/02

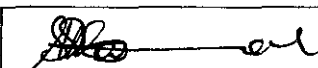
Directors (continued) (see notes 1-5)

NAME	*Style / Title	Mrs		*Honours etc	n/a	
* Voluntary details	Forename(s)	Diana Jane				
	Surname	Tickell				
	Previous forename(s)	n/a				
	Previous surname(s)	n/a				
Address	77 Old High Street					
Usual residential address	Headington					
For a corporation, give the registered or principal office address.	Post town	Oxford				
	County / Region	Oxon	Postcode	OX3 9HT		
	Country	UK				
	Date of birth	Day	Month	Year		Nationality
		1	2	0	4	1
		9	3	4	British	
	Business occupation	Teacher				
	Other directorships	none				
I consent to act as director of the company named on page 1						
Consent signature	Diana Tickell				Date	

This section must be signed by


Either

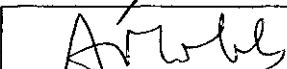
an agent on behalf of all subscribers

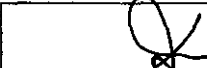
Signed  Date 23/1/02

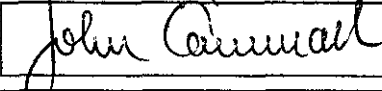
Or the subscribers



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



Signed  Date 23/1/02

Signed  Date 23/1/02

Signed  Date 23/1/02

Signed  Date 23/1/02

Signed  Date 

Signed  Date 

NW
110613

Companies Acts 1985 & 1989

059585

Company limited by guarantee and
not having a share capital

04361627

Memorandum of Association of

ASYLUM WELCOME ✓

1. NAME

The name of the Company is ASYLUM WELCOME
(the Charity) ✓

2. REGISTERED OFFICE

The registered office of the Charity is to be in England and Wales

3. OBJECTS

The charity's objects are to provide charitable assistance for the relief of poverty, sickness and distress and for educational purposes, for the benefit of asylum seekers, refugees and those who are or have been or may be detained by the immigration authorities, principally for those living in or having a connection with Oxfordshire or detained at Campsfield House.

4. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects:

4.1 Power to provide practical support, counselling, interpretation, information, visiting and advisory services, legal advice and assistance, educational services, training and assistance with access to such services, medical advice and assistance with access to such advice, support to families and young people and other services as may be appropriate

4.2 Power to promote and support asylum seekers and refugees and an understanding of their needs.

4.3 To promote or carry out research

4.4 To provide advice

4.5 To publish or distribute information

4.6 To co-operate with other bodies

4.7 To support, administer or set up other charities

4.8 To raise funds (but not by means of taxable trading)

4.9 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)

4.10 To acquire or hire property of any kind

4.11 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)



A20
COMPANIES HOUSE

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26/01/02

Not all chemicals are safe...Find out why:

http://www.foe.co.uk/campaigns/safer_chemicals/

Support Friends of the Earth

https://www.foe.co.uk/join_index.html?email_staff

- 4.12 To make grants or loans of money and to give guarantees
- 4.13 To set aside funds for special purposes or as reserves against future expenditure
- 4.14 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.15 To delegate the management of investments to a financial expert, but only on terms that:
 - 4.15.1 the investment policy is set down in writing for the financial expert by the Trustees
 - 4.15.2 every transaction is reported promptly to the Trustees
 - 4.15.3 the performance of the investments is reviewed regularly with the trustees
 - 4.15.4 the Trustees are entitled to cancel the delegation arrangement at any time
 - 4.15.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4.15.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
 - 4.15.7 the financial expert must not do anything outside the powers of the Trustees
- 4.16 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.17 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.18 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4.19 Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4.20 To enter into contracts to provide services to or on behalf of other bodies
- 4.21 To establish subsidiary companies to assist or act as agents for the Charity
- 4.22 To pay the costs of forming the Charity
- 4.23 To do anything else within the law which promotes or helps to promote the Objects

5. BENEFITS TO MEMBERS AND TRUSTEES

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but
 - 5.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied
 - 5.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity
 - 5.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity

- 5.1.4 individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
 - 5.2.1 as mentioned in clauses 4.16, 5.1.2, 5.1.3 or 5.3.
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding
 - 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- 5.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
 - 5.3.1 the goods or services are actually required by the Charity
 - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4
 - 5.3.3 no more than one half of the Trustees are subject to such a contract in any financial year
- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
 - 5.4.1 declare an interest at or before discussion begins on the matter and, if a User Trustee, declare whether such interest is direct or indirect
 - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information or unless a majority of the Trustees agree that the interests of the User Trustee are indirect and that the User Trustee affected may remain
 - 5.4.3 not be counted in the quorum for that part of the meeting unless a majority of the Trustees agree that a User Trustee is indirectly affected and may be counted in the quorum
 - 5.4.4 withdraw during the vote and have no vote on the matter unless a majority of the Trustees agree that a User Trustee is indirectly affected and may vote on the matter
- 5.5 This clause may not be amended without the prior written consent of the Commission

6. LIMITED LIABILITY

The liability of members is limited

7. GUARANTEE

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

8. DISSOLUTION

8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects

8.1.2 directly for the Objects or charitable purposes within or similar to the Objects

8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance

8.2 A final report and statement of account must be sent to the Commission

9. INTERPRETATION


9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.

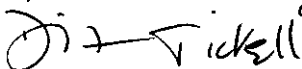
9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

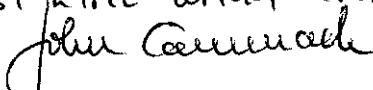
We wish to be formed into a company under this Memorandum of Association

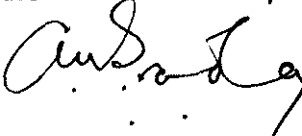
NAMES & ADDRESSES OF SUBSCRIBERS: SIGNATURES OF SUBSCRIBERS

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Signature 

Name Tony Bradley
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Signature MARCHAM, ABBINGDON
OX 13 6QG


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23/1/02

Witness name
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Signature Date

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Name Bob Purdie
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Signature Bob Purdie

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Name Elizabeth Wincott
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Signature Elizabeth Wincott

Witness name
Address
Signature Date

Name Ionel Dumitrascu
Address 8 JAMES STREET, OXFORD OX4 1EX
Signature Ionel Dumitrascu

Witness name
Address
Signature Date

Name
Address
Signature

Witness name
Address
Signature Date

Witness to all of the above signatures

SAM CAMARI
50 VICTORIA ROAD OXFORD OX2 7QD 23/1/02

Company limited by guarantee and not having a share capital

ARTICLES OF ASSOCIATION OF

ASYLUM WELCOME

1. MEMBERSHIP

- 1.1 The number of members with which the company proposes to be registered is unlimited
- 1.2 The Charity must maintain a register of members
- 1.3 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who
 - 1.3.1 as at the date of incorporation of the company is a member of the unincorporated association called Asylum Welcome and Detainees Support constituted under the constitution adopted on 2 July 1996 or
 - 1.3.2 applies to the Charity in the form required by the Trustees
 - 1.3.3 is approved by the Trustees and
 - 1.3.4 signs the Register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative
- 1.4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
- 1.5 Membership is terminated if the member concerned
 - 1.5.1 gives written notice of resignation to the Charity
 - 1.5.2 dies or (in the case of an organisation) ceases to exist
 - 1.5.3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due) or
 - 1.5.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
- 1.6 Membership of the Charity is not transferable

2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General

- meetings are called on at least clear 21 days written notice specifying the business to be discussed
- 2.2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least 10, or 5% of the members if greater
 - 2.3 The Chair or (if the Chair is unable or unwilling to do so) the deputy Chair or some other member elected by those present presides at a general meeting
 - 2.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
 - 2.5 Except for the chair of the meeting, who has a second or casting vote, every member present in person or through an authorised representative has one vote on each issue
 - 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
 - 2.7 The Charity must hold an AGM in every year which all members are entitled to attend.
 - 2.8 At an AGM the members:
 - 2.8.1 receive the accounts of the Charity for the previous financial year
 - 2.8.2 receive the Trustees' report on the Charity's activities since the previous AGM
 - 2.8.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation
 - 2.8.4 elect persons to be Trustees to fill the vacancies arising
 - 2.8.5 appoint auditors for the Charity
 - 2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity and
 - 2.8.7 discuss and determine any issues of policy or deal with any other business put before them
 - 2.9 Any general meeting which is not an AGM is an EGM
 - 2.10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least 25 members or 10% of the members which ever is the greater.

3. THE TRUSTEES

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds
- 3.2 The Trustees when complete consist of at least six and not more than 12 individuals, all of whom must be members
- 3.3 The subscribers to the Memorandum are the first Trustees of the Charity.
- 3.4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees
- 3.5 One third (or the number nearest one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots

- 3.6 A Trustee's term of office automatically terminates if he or she:
- 3.6.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 3.6.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 3.6.3 is absent from three consecutive meetings of the Trustees, except with the permission of the Trustees
 - 3.6.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM)
 - 3.6.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office) or
 - 3.6.6 is removed by resolution passed by at least 15 of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.
- 3.7 The Trustees may at any time co-opt up to three persons being persons duly qualified to be appointed as a Trustee to fill a vacancy in their number or as a Trustee additional to the number stated in clause 3.2 above, but a co-opted Trustee holds office only until the next AGM
- 3.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

4. PROCEEDINGS OF TRUSTEES

- 4.1 The Trustees must hold at least three meetings each year
- 4.2 A quorum at a meeting of the Trustees is one-third of the number of Trustees
- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 4.4 The Chair or (if the Chair is unable or unwilling to do so) the deputy Chair or some other Trustee chosen by the Trustees present presides at each meeting
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4.6 Except for the chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

5. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity:

- 5.1 to appoint (and remove) any person (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act

- 5.2 to appoint a Chair, deputy Chair, Treasurer and other honorary officers from among their number
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)
- 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 5.7 to establish procedures to assist the resolution of disputes within the Charity
- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting

6. RECORDS & ACCOUNTS

- 6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 6.1.1 annual reports
 - 6.1.2 annual returns
 - 6.1.3 annual statements of account
- 6.2 The Trustees must keep proper records of
 - 6.2.1 all proceedings at general meetings
 - 6.2.2 all proceedings at meetings of the Trustees
 - 6.2.3 all reports of committees and
 - 6.2.4 all professional advice obtained
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

7. NOTICES

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in Oxfordshire or any newsletter distributed by the Charity
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members

- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 7.3.2 two clear days after being sent by first class post to that address
 - 7.3.3 three clear days after being sent by second class or overseas post to that address
 - 7.3.4 on the date of publication of a newspaper containing the notice
 - 7.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,
 - 7.3.6 as soon as the member acknowledges actual receipt
- 7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

8. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

9. INTERPRETATION

In the Memorandum in and in these Articles:

- 9.1 'The Act' means the Companies Act 1985
- 'AGM' means an annual general meeting of the Charity
- 'area of benefit' means principally but not exclusively Oxfordshire
- 'these Articles' means these articles of association
- 'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary
- 'Chair' means the chair of the Trustees and 'deputy Chair' means the deputy chair of the Trustees
- 'the Charity' means the company governed by these Articles
- 'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993
- 'clear day' means 24 hours from midnight following the relevant event
- 'the Commission' means the Charity Commissioners for England and Wales
- 'EGM' means an extraordinary general meeting of the Charity
- 'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986
- 'material benefit' means a benefit which may not be financial but has a monetary value
- 'member' and 'membership' refer to membership of the Charity
- 'Memorandum' means the Charity's Memorandum of Association
- 'month' means calendar month
- 'the Objects' means the Objects of the Charity as defined in clause 3 of the Memorandum

"Personal Interest" means a personal interest of a Trustee in a decision in relation to which he or a relative or any firm, company or organisation of which he is a member or employee ("his Associates") may receive or lose a benefit, or in relation to which the nature or quantity of the benefit may be changed as a result of the decision. (A benefit may be a service, a payment of any kind, a facility etc.) A personal interest is said to be direct if it results in the Trustee or his Associate receiving a benefit not shared with other beneficiaries. Other personal interests are indirect.

'Secretary' means the Secretary of the Charity

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

'Trustee' means a director of the Charity and 'Trustees' means all of the directors.

"User Trustee" means a Trustee who uses or benefits from the Charity's services or facilities, whether provided by the Charity on a voluntary basis or as a contractual service.

'written' or 'in writing' refers to a legible document on paper including a fax message


'year' means calendar year

9.2 Expressions defined in the Act have the same meaning

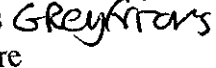
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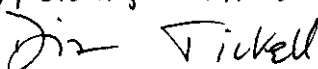
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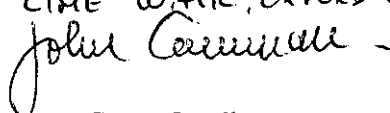
Name Sam Clarke
Address 20, OXFORD
Signature 

Witnesses

Witness name D. Battigelli
Address Greyfriars Court, Paradise Square
Signature 
Date Oxford OX1 1BS
23/1/02

Name Diana Tickell
Address 77 Old High St. Headington OXFORD
Signature  OX3 9HT

Witness name
Address
Signature
Date

Name John Cammack
Address 51 Lime Walk, OXFORD OX3 7NB
Signature 

Witness name
Address
Signature
Date

Name Tony Bradley
Address (MORLAND) SHEEPSTEAD ROAD,
Signature MARCHAM, ABINGDON
OX13 6QG

Witness name
Address
Signature
Date



Subscribers

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Name Anne Mobbs
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Signature *[Signature]* OX2 6BB

Name Jan Penrose
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Signature *[Signature]*

Name Bob Purdie
Address 28 Shute Close, OXFORD OX3 7DY
Signature *Bob Purdie*

Name Elizabeth Wincott
Address *Se* 10 Maple Rd Garsington OX4 2BT
Signature *[Signature]*

Name Ionel Dumitrascu
Address 86 JAMES STREET, OXFORD OX1 1EX
Signature *[Signature]*

Name
Address
Signature

Witnesses

Witness name
Address
Signature Date

Witness name
Address
Signature Date ✓

Witness name
Address
Signature Date

Witness name
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Signature Date

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Signature Date

Witness name
Address
Signature Date

Witness name
Address
Signature Date

Witness name
Address
Signature Date

Witness to all of the above signatures
[Signature]

Sam Clarke
52 Victoria Road Oxford OX2 7WD

23/1/02