



FILE COPY

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

Company No. 8915055

The Registrar of Companies for England and Wales, hereby certifies that

ICFR LTD

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **27th February 2014**



N08915055K



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

00115210



Companies House

A fee is payable with this form
Please see 'How to pay' on the last page

☒ What this form is for
You may use this form to register a
private or public company

☐ What this form is NOT for
You cannot use this form to register
a limited liability partnership
this, please use form LL

WEDNESDAY



A33

A32JH0W3

26/02/2014

COMPANIES HOUSE

#57

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

ICFR LTD

For official use

--	--	--	--	--	--	--	--

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number	WESTGATE HOUSE LEVEL 7
Street	WESTGATE ROAD
Post town	EALING
County/Region	LONDON
Postcode	W5 1 1 Y Y

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1	<p>I wish to adopt one of the following model articles in its entirety Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares <input checked="" type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p>
Option 2	<p>I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p>
Option 3	<p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application</p>

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1. For a corporate secretary, go to Section C1. For a director who is an individual, go to Section D1. For a corporate director, go to Section E1.

Secretary

B1

Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2

Secretary's service address ③

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3

Signature ④

I consent to act as secretary of the proposed company named in Section A1.

Signature	<div>Signature</div> <div>X</div>
-----------	-----------------------------------

④ Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary**C1 Corporate secretary appointments ①**

	Please use this section to list all the corporate secretary appointments taken on formation
Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3 only**

→ No Complete **Section C4 only**

C3 EEA companies ②

	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register
Where the company/firm is registered ③	
Registration number	

② EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4 Non-EEA companies

	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
Registration number	

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5 Signature ⑤

	I consent to act as secretary of the proposed company named in Section A1
Signature	<div>Signature</div> <div>X</div>

⑤ Signature

The person named above consents to act as corporate secretary of the proposed company

IN01

Application to register a company

Director

D1 Director appointments ①

Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5													
Title*	MR												
Full forename(s)	ANAS												
Surname	ALTIKRITI												
Former name(s) ②													
Country/State of residence ③	ENGLAND												
Nationality	BRITISH												
Date of birth	<table border="1"><tr><td>d</td><td>0</td><td>9</td><td>m</td><td>0</td><td>9</td><td>y</td><td>1</td><td>9</td><td>y</td><td>6</td><td>8</td></tr></table>	d	0	9	m	0	9	y	1	9	y	6	8
d	0	9	m	0	9	y	1	9	y	6	8		
Business occupation (if any) ④	DIRECTOR												

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	WESTGATE HOUSE LEVEL 7
Street	WESTGATE ROAD
	EALING
Post town	LONDON
County/Region	
Postcode	W3 1Y Y
Country	

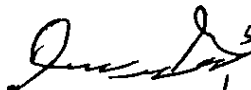
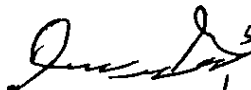
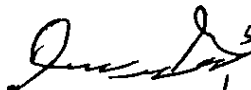
⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ⑥

I consent to act as director of the proposed company named in Section A1					
Signature	<table border="1"><tr><td>Signature</td><td>X</td><td></td><td>X</td></tr></table>	Signature	X		X
Signature	X		X		

⑥ Signature

The person named above consents to act as director of the proposed company.

Director

D1 Director appointments ^①

Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	
Full forename(s)	
Surname	
Former name(s) ^②	
Country/State of residence ^③	
Nationality	
Date of birth	<div>d</div> <div>d</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>/</div> <div>y</div>
Business occupation (if any) ^④	

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ^⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	
Street	
Post town	
County/Region	
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ^⑥

I consent to act as director of the proposed company named in Section A1	
Signature	<div>Signature</div> <div>X</div>

⑥ Signature

The person named above consents to act as director of the proposed company.

Corporate director**E1****Corporate director appointments** ①

Please use this section to list all the corporate directors taken on formation

Name of corporate
body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2**Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete **Section E3 only**→ No Complete **Section E4 only****E3****EEA companies** ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/
firm is registered ③

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**E4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ④If applicable, the
registration number**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5**Signature** ⑤I consent to act as director of the proposed company named in **Section A1**

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate director of the proposed company

IN01

Application to register a company

Part 3**Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to **Part 4 (Statement of guarantee)****F1****Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

F3**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ❹

❹ **Total aggregate nominal value**
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc

❶ Including both the nominal value and any
share premium

❷ Total number of issued shares in this class

❸ Number of shares issued multiplied by
nominal value of each share**Continuation Pages**Please use a Statement of Capital continuation
page if necessary

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share		
Prescribed particulars ❶		<p>❶ Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

INU 1 Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to **Part 5** (Statement of compliance)**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	ANAS
Surname ①	ALTIKRITI
Address ②	72 Borrowdale Avenue Harrow Middlesex
Postcode	H A 3 7 P Z
Amount guaranteed ③	£1 (one sterling pound)

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

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Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name

Please use capital letters

❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)


H1

Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X	 X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

INU 1
Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2		Statement of compliance delivered by an agent	
		Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
Country			
		I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X	

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Application to register a company

**Presenter information**

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

Contact name I Soyam

Company name Soyam & Co

Address 32 store street

stratford

Post town London

County/Region

Postcode E15 1PU

Country

DX

Telephone

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
☐ At the agents address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses

**How to pay**

A fee is payable on this form

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of ICFR LTD

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber

Authentication by each subscriber

Anas Altikriti



Dated

25 /2 / 2014

WEDNESDAY



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26/02/2014

#58

COMPANIES HOUSE

The Companies Act 2006

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

Articles of Association
of
ICFR LTD

The Companies Act 2006
Company Limited by Guarantee and not having
a Share Capital

Article of Association of
ICFR Ltd

- 1 The Company's name is ICFR Ltd
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects ("the Objects") are
 - a) To document cases of human rights violations and defend victims via domestic and international law and also by using the UN human rights mechanisms
 - b) To use media, lobbying parliaments and pressure groups to impose pressure on governments to end its violations
 - c) To provide legal counsel and psychological support for victims of human rights violations
 - d) Income applied to promoted objects
- 4 Each member is entitled to one vote in any circumstances
- 5 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she ceases to be a member, and of the costs charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves
- 6 If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other Company or Companies having objects similar to the objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed in the Company by Clause 5 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object
- 7 In furtherance of the Objects but not otherwise the Company may exercise the following powers
 - a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company
 - b) to raise funds and to invite and receive contributions, provided that in raising funds the company shall not undertake any substantial permanent trading activities and shall confirm to any relevant statutory regulations
 - c) to acquire, alter, improve and (subject to such consent as may be required by law) to change or otherwise dispose of property,
 - d) subject to clause 5 below to employ such staff, who shall not be directors of the Company (hereinafter referred to as "the Trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable necessary
 - e) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects,
 - f) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them,
 - g) to pay out of the funds of the company the costs, charges and expenses of and incidental to the formation and registration of the Company,
 - h) to do all such other lawful things as are necessary for the achievement of the Objects

- 8 The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or moneys worth from the Company. Provided that nothing in this document shall prevent any payment in good faith by the Company
- (1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers when instructed by the Company to act in a professional capacity on its behalf provided that at no time shall a majority of the trustee benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner is under discussion,
 - (2) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a trustee,
 - (3) of interest on money lent by any member of the Company or trustee at a reasonable and proper rate per annum not exceeding 2 percent less than the published base lending rate of a clearing bank to be selected by the trustees,
 - (4) of fees, remuneration or other benefit in money or moneys worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company,
 - (5) of reasonable and proper rent for premises demised or let by any member of the company of a trustee,
 - (6) to any trustee of reasonable out-of-pocket expenses
- 9 The Liability of the members is limited

Members

- (a) The subscribers to the memorandum and such other persons or organizations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Company. No person shall be admitted a member of the Company unless his application for membership is approved by the trustees
- (b) Unless the trustees or the Company in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of the Company to retire, provided that after such retirement the number of members is not less than two

General meetings.

- 1 The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times

and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

- 2 The trustees may call general meeting and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Company may call a general meeting.

Notice of general meetings.

- 3 An annual, general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it so agreed.

(1) in the case of annual general meeting by all the members entitled to attend and vote, and

(2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority to gather holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors.

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

Proceedings at general meetings

- 5 No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorized representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
- 6 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
- 7 The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and if there is only one trustee present and willing to act, he shall be chairman.
- 8 If no trustee is willing to act as chairman or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their numbers to be chairman.

- 9 A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting
- 10 The chairman may, with the consent of a meeting at which a quorum is present (shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 11 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded
 - (1) by the chairman, or
 - (2) by at least two members having the right to vote at the meeting, or
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- 12 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against the resolution.
- 13 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 14 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 15 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 16 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 17 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

- 18 Subject to Article 17, every member shall have one vote
- 19 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid
- 20 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at

the meeting shall be valid. Any objection made in due shall be referred to the chairman whose decision shall be final and conclusive.

- 21 A vote given or poll demanded by the duly authorized representative of a member organization shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company by the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time and appointed for taking the poll.
- 22 Any organization which is a member of the Company may by resolution of its Council or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the organization which he represents as the organization could exercise if it were an individual member of the Company.

Trustees.

- 23 The number of trustees shall be not less than one but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 24 The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future trustees shall be appointed as provided subsequently in the articles.

Power of trustees.

- 25 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the trustees who may exercise all the powers of the Company. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by the articles shall not be limited by a special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
- 26 In addition to all powers hereby expressly conferred upon them and without detracting from the generally of their own powers under the articles the trustees shall have the following powers, namely:
 - (1) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the company.
 - (2) to enter into contracts on behalf of the Company.

Appointment and retirement of trustees.

- 27 At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office, but, if there is only one trustee who is subject to retirement by rotation, he shall retire.

- 28 Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 29 If the Company at the meeting at which a trustee retires by rotation does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost
- 30 No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless
- (1) he is recommended by the trustees, or
 - (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member of qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of trustees together with notice executed by that person of his willingness to be appointed or reappointed
- 31 No person may be appointed as a trustee
- (1) unless he has attained the age of 18 years, or
 - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38
- 32 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustee for appointment or reappointment as a given to the Company of the intention to propose him at the meeting for appointment or reappointment as a trustee The notice shall give the particulars of that person which would if he were so appointed or reappointed, to be required to be included in the Company's register of trustees
- 33 subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire
- 34 The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees A trustee so appointed shall hold office until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof
- 35 Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed

Disqualification and removal of trustees.

- 36 A trustee shall cease to hold office if he
- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),

- (2) becomes incapable by reason of mental disorders, illness or injury of managing and administering his own affairs,
- (3) resigns his office by notice to the Company (but only if at least two trustees will remain in the office when the notice of resignation is to take effect), or
- (4) is absent without the permission of the trustees from all their meetings held within a period of six months and trustees resolve that his office be vacated

Trustees' expenses.

- 37 The trustees may be paid all reasonable traveling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration

Trustees' appointments.

- 38 Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Company. Any such appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation
- 39 Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a trustee in any other contracts to which the Company is a party

Proceedings of trustees.

- 40 Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Question arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote
- 41 The quorum for the transaction of the business of the trustee may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater
- 42 The trustee may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting
- 43 The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting
- 44 The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making an inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees
- 45 All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not

entitled to vote, be as valid as if every such person had been duly appointed and was disqualified and had continued to be a trustee and had been entitled to vote

- 46 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more trustees.
- 47 Any bank account in which any part of the assets of the Company is deposited shall be operated by the trustees and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

Secretary.

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

Minutes.

- 49 The trustees shall keep minutes in books kept for the purpose
- (1) of all appointments of officers made by the trustees, and
 - (2) of all proceedings at meetings of the Company and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

The seal.

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

Accounts.

- 51 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report.

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

Annual Return

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

Notices.

- 54 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
- 55 The Company may give any notice to a member either personally or by sending it in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives the company an address within the United Kingdom at which notices may be given to him shall

be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company

- 56 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called
- 57 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

Indemnity

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

Rules

- 59 (1) The trustees may from time to time make such rules or by laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing, they may by such rules or by laws regulate

- (i) the admission and classification of members of the Company (including the admission of organizations to membership) and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members
- (ii) the conduct of members of the Company in relation to one another, and to the Company's servants,
- (iii) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purposes,
- (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedures is not regulated by the articles,
- (v) generally, all such matters as are commonly the subject matter of company rules

(2) The Company in general meeting shall have power to alter, add to or repeal the rules or by laws and trustees shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or by laws, which shall be binding on all members of the Company. Provided that no rule or by law shall be inconsistent with, or shall affect or repeal anything contained in the memorandum or the articles

