

In the Name of Allah, the Beneficent, the Merciful

**The Companies Act 1985 and 1989
Company Ltd by Guarantee and not having
a Share Capital**

Memorandum of Association of Altrincham Muslim Association

A. NAME

The Company's name is Altrincham Muslim Association (and in this document it is called "the Charity").

B. ADDRESS

The charity's registered office is situated at 6, Pennine Drive, Bowdon, Altrincham, Cheshire, WA14 4NH.

1. NOW THIS MEMORANDUM WITNESS as follows:

- 1.1 The trustees, as defined in the articles, shall hold the capital and investments money or other property received for, or on behalf of, the Charity upon trust to be used for such charitable purposes as are hereinafter declared.
- 1.2 The management committee means, the management committee appointed by the trustees, and may include trustees, subject to the conditions of this memorandum and articles.

2. OBJECTS OF THE CHARITY

- 2.1 To promote the benefit of the inhabitants and primarily the Muslims inhabitants of Altrincham, Cheshire and the surrounding areas without distinction and in particular:

- 2.2 To advance the Islamic faith in accordance with the Qur'an and the Sunnah of Prophet Muhammad (peace be upon him);
- 2.3 To advance the education of the general public, and in particular those of the Muslim community
- 2.4 To provide facilities for recreation or other leisure time occupation for the said inhabitants in the interests of social welfare with the object of improving their conditions of life
- 2.5 To establish or secure the establishment of a centre and to maintain and manage the same in furtherance of the above objects

3. POWERS

In furtherance of the Objects, but not otherwise, the Charity may exercise the following powers:

- 3.1 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 Charity.
- 3.2 To raise funds and to invite and to receive contributions: provided that in raising the funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory requirements;
- 3.3 To hire, acquire, maintain, alter, improve, and (subject to such consents as may be required by law) to charge or otherwise dispose of property or land.
- 3.4 To appoint, or dismiss, as occasion may require, a management committee responsible for managing the day to day affairs of the Charity, provided all such proceedings of a such a management committee are reported back to the trustees regularly and no funds of the Charity are expended without the authority of the trustees.
- 3.5 To appoint, or dismiss, as occasion may require, any officer, servant, member or volunteer engaged in any capacity within any facility or activity provided by the Charity.

- 3.6 Subject to clauses in section 4 below, to employ such staff, who shall not be the trustees but may be part of the management committee (as mentioned in clauses 3.4. and 3.5) or be members of the Charity, as are necessary for the proper pursuit of the objects, and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants.
- 3.7 To establish, support any charitable trusts, associations or institutions formed for all or any of the objects.
- 3.8 To co-operate with other charities, voluntary bodies and statutory authorities operating in the furtherance of the objects or similar charitable purposes and to exchange information and advice with them.
- 3.9 To ensure provision of facilities and amenities to implement above objects.
- 3.10 To appoint with a corporation entitled to as “Custodian Trustee of Charitable Trusts” to be the custodian trustee of the Charity and from time to time, as occasion may require, to dismiss any corporation so appointed and to appoint another corporation so entitled to be the custodian trustee of the Charity.
- 3.11 To invest funds of the Charity in any of the investments which are in accordance with the Islamic Laws (Sharia). Any such investment should be non-interest based and should never produce a return in the form of interest.
- 3.12 To insure any property for the time being forming part of the Charity Fund to fulfil their legal obligations in respect thereof to the extent as the trustees in their absolute discretion think fit against fire, theft or any other risks against which the trustees in their absolute discretion consider it proper to insure but the trustees will be under no duty to see that such insurance is taken out or kept up.
- 3.13 To borrow interest free any money required for any of the purposes of the Charity and subject to such consent as may be required by law to charge all or any property for the time being belonging to the Charity or the income of any such property with the payment of any money so borrowed and the mortgagee’s costs in such manner and on such terms as the trustees shall

think proper and so that no mortgagee shall be concerned to enquire as to the property or amount or purpose of any such borrowing.

- 3.14 To change the name of the Charity.
- 3.15 To register any investment held by the Charity Fund in the names of the trustees and to hold any investment in bearer form.
- 3.16 To arrange and provide for or join in arranging and providing for: holding of exhibitions, meetings, lectures, seminars, conferences and education and training courses; publications; computer training facilities; employment advice; prayer facilities; washing facilities for the deceased; elderly luncheon facilities; recreational and social facilities for young people; community health advice; a reference library; and counselling facilities for young people.
- 3.17 To do all such lawful things, provided they do not contravene Islamic Law (Sharia) as defined, as are necessary for the achievement of the objects.
- 3.18 The Trustees shall have the power to provide indemnity insurance for themselves out of the income of the Charity in accordance with clause 4.4.

4 INCOME AND PROPERTY

The income and the property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be transferred directly or indirectly, by way of profit to the trustees, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent payment in good faith by the Charity:

- 4.1 of reasonable and proper remuneration for any services rendered to the Charity by any member or officer of the Charity who is not a trustee;
- 4.2 of reasonable and proper rent for premises demised or let by any trustee, although the said trustee(s) will in such cases not be act as both trustee and landlord;
- 4.3 to any trustee of reasonable out-of-pocket expenses.

4.4 Of any premium in respect of any indemnity insurance to cover liability of the directors which by virtue of any rule of the law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or a breach of duty and not provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.

5. The liability of the trustees is limited.
6. Every trustee of the charity undertakes to contribute such amount as may be required (not exceeding £10) to the assets of the Charity 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 Charity's debts and liabilities contracted before he or she ceases to be a member, and of costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
7. In the event of dissolution of the Charity any assets remaining after the satisfaction of all its debts and liabilities shall be given to other charitable institution or institutions having similar objects to the Charity as the trustees shall decide. (The use of any centre, in particular a prayer place, shall not be altered as a result of the dissolution of the Charity).
8. The provision of this memorandum may be amended or altered by supplemented memorandum provided that no alteration shall be made to clause 2 without the authority or the requirement of the Charity Commissioners of England and Wales.

We, the persons whose names and addresses are written below wish to be formed into a company under this memorandum of association.

Names, Addresses and Signatures of Subscribers

Dated:

Witness to above Signatures:

Name:

Address:

Occupation:

The Companies Act 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Articles of Association of Altrincham Muslim Association

Interpretation

1. In these articles:

“the Charity” means the company to be regulated by these articles;

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“the Articles” mean the Articles of association of the Charity;

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which its is given or on which it is to take effect;

“executed” includes any mode of execution;

“the memorandum” means the memorandum of association of the Charity;

“office” means the registered office of the Charity;

“the seal” means the common seal of the Charity;

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“the trustees” means the directors of the Charity (and “trustee” has a corresponding

meaning);

“the management committee” refers to employed or voluntary members responsible for the day to day running of the Charity;

“United Kingdom” means Great Britain and Northern Ireland;

“Muhammad (peace be upon him)” refers to the Prophet of Islam, born in Makkah, Arabia 571AD the son of Abdullah and the Grandson of Abdul Mutalib;

“Qur'an” refers to the book of Islam revealed to Muhammad in its complete form between 609-632 AD;

“Sunnah” refers to the sayings, practises and guidance given by Muhammad (peace be upon him);

“Sharia” means the Islamic law as applied by the trustees in collaboration with Islamic scholars appointed by the trustees;

“the Waqf” means the endowment fund of the Charity;

words importing the masculine gender only shall include the feminine gender.

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

Members

2. The Subscribers to the memorandum shall be members of the Charity until such time as they cease to be trustees. Future trustees shall be admitted as members of the Charity for the lifetime of their role as trustees of the Charity.

3. Unless the trustees or the Charity in general meeting shall make a provision under Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire provided that after such retirement the number of members is not less than seven.
4. The members shall be of the Muslim faith and their appointment shall be conditioned upon the undertaking that all their actions in connection with the Charity and otherwise shall be firmly governed by the principles laid down by the Qur'an and the Sunnah of the Prophet Muhammad (peace be upon him).

General meetings

5. The Charity 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 notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first general annual meeting within eighteen months of incorporation, it need not hold it in the year of 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.
6. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than four weeks after receipt of the requisition.

Notice of general meetings

7. 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 days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (1) in the case of an 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 the number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of all the total voting rights at the meeting of all the members.

The notice shall specify the time and the place of the meeting and the general nature of the business to be transacted and, in 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.

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

Proceedings at general meetings

9. No business shall be transacted at any meeting unless a quorum is present. Six persons entitled to vote upon the business to be transacted, each being a member shall constitute a quorum.
10. If a quorum is not present within forty five minutes from the time appointed for the meeting, or if during the meeting a quorum ceases to be present the meeting shall stand adjourned to such time or place as the trustees may determine.
11. The chairman of the trustees, if any, 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 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 as their chairman. For the meeting to proceed there must be a quorum of at least six trustees or two thirds of the trustees, whichever the greater.
12. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

13. The chairman may, with the consent of a meeting at which quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business which might have been properly 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.
14. A resolution put to the vote of the 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 demanded. Subject to the provision of the Act, a poll may be demanded:
 - (1) by the chairman; or
 - (2) by at least three members having the right to vote at the meeting; or
15. 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 an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.
16. The demand for a poll may be withdrawn, before the poll is taken, but only with consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of the show of hands declared before the demand of the poll.
17. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and a place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
18. In the case of equality of votes, whether on the 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.
19. A poll demanded on the election of the chairman or on the question of adjournment must 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 twenty-one days after the poll is demanded. The

demand for a poll shall not prevent continuance of the 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 show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

20. 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.

Vote of members

21. Subject to Article 18, every member shall have one vote.
22. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
23. No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
24. A vote given or a poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless the notice of determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll is demanded or (in the case of poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Trustees

- 25 The number of trustees shall not be less than seven (at least two of whom must be female members of the Charity) but (unless otherwise determined by ordinary

resolution) shall not be more than ten (at least three of whom must be female members of the Charity).

- 26.** No two trustees shall be close relations (i.e. spouse, parent/child, sibling, uncle/aunt, nephew/niece, cousin, or in-law)
- 27.** 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.
- 28.** The trustees shall be of the Muslim faith and their appointment shall be conditioned upon the undertaking that all their actions in connection with the Charity and otherwise shall be firmly governed by the principles laid down by the Qur'an and the Sunnah of the Prophet Muhammad (peace be upon him).

Powers of trustees

- 29.** Subject to the provisions of the Act, the memorandum and the articles and any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. 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 alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which quorum is present may exercise all the powers exercisable by the trustees.
- 30.** In addition to all the powers hereby expressly conferred upon them and without detracting from the generality of the powers under the articles the trustees shall have the following powers, namely:
 - (1) to expend the funds of the Charity in such a manner as they shall consider beneficial for the achievement of the objects and to invest in the name of the Charity 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 Charity;

(2) to enter into contracts on behalf of the Charity;

(3) to carry all transactions in such a manner that do not contravene the Islamic law (Sharia), except when they are required by the Act and the Charities Act 1992 (or any statutory re-enactments or modifications of those Acts) .

Appointment and retirement of trustees

31. The trustees will serve a fixed three-year term.. After the completion of his term in office such a trustee shall retire. A retired trustee may stand for re-selection for the next three-year term. The procedure of re-appointing retired trustees shall be outlined in the Standing Orders of the Charity. Only one third or three (whichever is the smaller) of the first trustees will retire after the first three years (decided by drawing lots). Of the remainder, one half or three (whichever is the smaller) will retire after the first four years (decided by drawing lots). The remaining trustees (who would not have retired) will retire after five years. From the sixth year on, all trustees will revert to a three-year term.

32. If the Charity at a meeting at which a trustee retires does not fill the vacancy of the retiring trustee, he 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.

33. No person other than a trustee retiring due to not being selected as the two-thirds of the Charity forming the new Charity, shall be appointed or reappointed a trustee at any general meeting unless he is recommended by the trustees.

34. No person can be appointed as a trustee:

(1) unless he has attained the age of eighteen 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 39.

35. 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 at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting and in respect of whom notice has been duly given to the Charity 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, be required to be included in the Charity's register of trustees.

36. Subject as aforesaid, the Charity 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.

37. 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 only until the next following general meeting and shall not be taken into account in determining the trustees who are to retire at the meeting. If not reappointed at the general meeting, he shall vacate office at the conclusion thereof.

38. Subject to aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees

39. A trustee shall cease to hold office if he:

(1) ceases to be trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the

Charities Act 1992 (or any statutory re-enactment or modification of that provision);

- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by notice to the Charity(but only if at least five trustees remain in 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 the trustees' resolve that his office be vacated
- (5) Convicted of any criminal offences, including drink-driving offences.
- (6) Acts in contravention of the wording or spirit of the objects and articles of the charity. This will require the approval of two thirds or six of the trustees, whichever is the greater.

Trustees' expenses

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

Trustees' appointments

41. Subject to the provisions of the Act and clause 4 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of the managing director or to any other unremunerated executive office in the Charity. Any such appointment may be made upon such terms as the trustees determine. Any 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.

42. No trustee or immediate relative shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

43. All property purchased for the benefit of the Charity shall be used as such and at no time shall an individual or trustee acquire personal benefit, nor shall the property rest in the name of the individual

Proceedings of trustees

43. 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. Questions arising at a meeting shall be decided by a majority of votes. In case of equality of votes, the chairman shall have a second or casting vote.

44. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than two thirds of their number or six trustees, whichever is the greater.

45. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

46. 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 the 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 the chairman of the meeting.

47. 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 the sub-committee: provided that all

acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.

- 48.** All acts done by a meeting of the 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 has been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
- 49.** A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form; each signed by one or more of the trustees.
- 50.** Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

Secretary

- 51.** 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 the conditions as they may think fit; and they may remove any secretary so appointed.

Minutes

- 52.** 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 Charity and of the trustees and of committees of the trustees including the names of the trustees present at each such meeting.

Accounts

53. Accounts shall be prepared in accordance with the provisions of part VII of the Act..

Annual Report

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

Annual Return

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

Notices

56. 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.

57. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address

58. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

59. 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

60. Subject to the provisions of the act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending in any proceedings, whether civil or criminal, in which judgement 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 Charity in relation to the affairs of the Charity.

Rules

61. (1) The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity 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 bye laws regulate :

- (i) the admission and classification of members of the Charity 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 Charity in relation to one another , and to the Charity's servants;
- (iii) the setting aside of whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

(iv) the procedure of general meetings and meetings of the trustees and the committees of the trustees in so far as such procedure is not regulated by the articles.

(v) Generally, all such matters as are commonly the subject matter of company rules.

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

Names, Addresses and Signatures of Subscribers

Dated:

Witness to above Signatures:

Name:

Address:

Occupation: