

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Memorandum of Association

of

GATWICK DETAINEES WELFARE GROUP

1. The name of the Company (and in this document it is called "the Charity") is GATWICK DETAINEES WELFARE GROUP.
2. The registered office of the Charity is to be situated in England and Wales.
3. The object ("the Object") for which the Charity is established is :

to give charitable relief to immigrants and refugees who are suffering hardship, distress or are in need.

In furtherance of its Object but not otherwise the Charity may exercise the following powers :

- (a) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (b) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity.
- (c) to undertake and execute any charitable trusts which may lawfully be undertaken by the Charity.
- (d) to borrow or raise money on such terms and on such security as may be thought fit.
- (e) to invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

- (f) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (g) to do all such other things as are incidental to the attainment of furtherance of the said Object.

Provided that: -

- (i) in case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) the Charity's Object shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - (iii) In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Trustees or Governing Body of the Charity shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Trustees or Governing Body have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Trustees or Governing Body, but they shall as regard any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.
3. The Charity will to seek, obtain and pay for indemnity insurance provided that such indemnity insurance does not extend to any loss arising from any act or omission which the trustees know to be a breach of trust or breach of duty or which was committed by the trustees in reckless disregard of whether it was a breach or duty or not.
4. The income and property of the Charity shall be applied solely towards the promotion of its Object as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Charity and no member of its Trustees or Governing Body 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 herein shall prevent any payment in good faith by the Charity: -

- (a) of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a member of its Trustees or Governing Body) for any

services rendered to the Charity;

- (b) of interest at a rate not exceeding (1) per cent. per annum above the Bank of England base rate on money lent or reasonable and proper rent for premises demised or let by any member of the Charity or of its Trustees or Governing Body;
 - (c) to any member of its Trustees or Governing Body of out-of-pocket expenses;
 - (d) to a company of which a member of the Charity or of its Trustees or Governing Body may be a member holding not more than one hundredth part of the capital of such company.
5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Charity shall cease to be a company to which section 30 of the Companies Act 1985 applies.
6. The liability of the members is limited.
7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1/One pound) to the assets of the Charity if it should be wound up while s/he is a member or within one year after s/he ceases to be a member, for payment of the Charity's debts and liabilities contracted before s/he 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.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

DATED

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association of

GATWICK DETAINEES WELFARE GROUP

GENERAL

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

| WORDS | MEANINGS |
|--------------------|--|
| The Act | The Companies Act 1985 and every statutory Modification and re-enactment thereof for the time being in force. |
| These Articles | These Articles of Association, and the regulations of the Charity from time to time in force. |
| The Charity | The above-named Company. |
| The Trustees | The Board of Directors for the time being of the Charity |
| Officers | Those holding the positions of Chair, Vice Chair, Secretary and Treasurer. |
| The Office | The registered office of the Charity. |
| The United Kingdom | Great Britain and Northern Ireland. |
| Month | Calendar month. |
| In writing | Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form. |
| Clear days | In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect. |

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

The Charity is established for the purpose expressed in the Memorandum of Association.

MEMBERS

2. Membership shall be open to those, all volunteers and to staff of the Charity, who subscribe to the Memorandum of Association. No person shall be admitted as a member of the Charity unless s/he is approved by the Trustees. Every person who wishes to become a member shall deliver to the Charity an application using a standard form and be willing to be subject to a code of conduct. There shall be no membership fee.
3. A member may at any time withdraw from the Charity by giving at least seven clear days' notice to the Charity provided that after such withdrawal the number of members is not less than two. Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

4. The Charity shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees, and shall specify the meeting as such in the notices calling it.
5. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
6. The Trustees may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.
7. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution or an Elective Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Charity; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
8. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 10 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Trustees and of the Auditors, the election of Trustees in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 11 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten members personally present shall be a quorum.
- 12 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the Trustees may determine.
- 13 The Chair (if any) of the Trustees shall preside as Chair at every General Meeting, but if there be no such Chair, or if at any meeting s/he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose a Trustee, or if no such member be present, or if all the Trustees present decline to take the chair, they shall choose some member of the Charity who shall be present to preside.
- 14 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 15 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least (two) members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 16 Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of

the meeting at which the poll was demanded.

- 17 No poll shall be demanded on the election of a Chair of a meeting or on any question of adjournment.
- 18 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the Meeting shall be entitled to a second casting vote.
- 19 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 20 Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Charity duly convened and held.

VOTES OF MEMBERS

- 21 Subject as hereinafter provided, every member shall have one vote.
- 22 Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, at any General Meeting.
- 23 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.
- 24 Votes may be given on a poll either personally or by proxy. On a show of hands, a member present only by proxy, shall have no vote. A proxy need not be a member.
- 25 The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing.
- 26 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 27 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

28 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"I _____
"of _____
"a member of _____
"hereby appoint , _____
"of _____
"and failing him, _____,
"of _____,
"as my proxy to vote for me on my behalf at the
"(Annual Extraordinary,) General Meeting of the
"Charity to be held on
"20 _____, and at any adjournment thereof.
"Signed on _____ 20 _____."

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

TRUSTEES

- 29 Until otherwise determined by a General Meeting, the number of Trustees shall not be less than three nor more than twelve.
- 30 The first Trustees shall be as named in the Statement delivered to the Registrar of Companies pursuant to section 10 of the Act.
- 31 The Trustees may from time to time and at any time appoint any member of the Charity as a Trustee, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his/her office only until the next Annual General Meeting, but s/he shall then be eligible for re-election.
- 32 No person who is not a member of the Charity shall in any circumstances be eligible to hold office as a Trustee.

POWERS OF TRUSTEES

33 The business of the Charity shall be managed by the Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Charity as they think fit, and may exercise all such powers of the Charity, and do on behalf of the Charity all such acts as may be exercised and done by the Charity, and as are not by the Act or by the Articles required to be exercised or done by the Charity in General Meeting subject nevertheless to any regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Charity in General Meeting; but no

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

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

SECRETARY

- 35 Subject to the provisions of the Act the Secretary shall be appointed by the Trustees for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE COMMON SEAL

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

DISQUALIFICATION OF TRUSTEES

- 37 The office of a Trustee shall be vacated -
- (a) If s/he becomes bankrupt or makes any arrangement of composition with his/her creditors generally.
 - (b) If s/he becomes of unsound mind.
 - (c) If s/he ceases to be a member of the Charity.
 - (d) If by notice in writing to the Charity s/he resigns his/her office.
 - (e) If s/he ceases to hold by virtue of any provision of the Act or s/he becomes prohibited by law from being a Director of a Company.
 - (f) If s/he attends less than three meetings of the Trustees in a twelve month period without good reason s/he may be required to resign.
 - (g) If s/he brings the Charity into disrepute and/or is in breach of the Trustees Code of Conduct.

ROTATION OF TRUSTEES

- 38 At the first Annual General Meeting and at any Annual General Meeting to be held in any subsequent year, one-third of the Trustees for the time being, or if their number is not a multiple of three then the number nearest to one third, shall offer themselves for re-election.
- 39 The Trustees to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his/her last election or appointment. A retiring Trustee shall be eligible for re-election.
- 40 The Charity may, at the meeting at which a Trustee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
- 41 No person not being a Trustee retiring at the meeting shall, unless recommended by the Trustees for election, be eligible for election to be a Trustee at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his/her intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his/her willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
- 42 The Charity may from time to time in General Meeting increase or reduce the number of Trustees, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 43 In addition and without prejudice to the provisions of section 303 of the Act, the Charity may by Extraordinary Resolution remove any Trustee before the expiration of his/her period of office, and may by an Ordinary Resolution appoint another qualified member in his/her stead; but any person so appointed shall retain his/her office so long only as the member in whose place s/he is appointed would have held the same if s/he had not been removed.

PROCEEDINGS OF THE TRUSTEES

- 44 The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined a quorum shall be half the total number of trustees rounded up to the nearest whole number. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of

votes the Chair shall have a second or casting vote.

- 45 A Trustee may, and on the request of a Trustee the Secretary shall, at any time, summon a meeting of Trustees by notice served upon the several Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 46 The Trustees shall from time to time elect a Chair who shall be entitled to preside at all meetings of the Trustees at which s/he shall be present, and may determine for what period s/he is to hold office, but if no such Chair be elected, or if at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Trustees present shall choose one of their number to be Chair of the meeting.
- 47 A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Charity for the time being vested in the Trustees generally.
- 48 The Trustees may delegate any of their powers to committees consisting of such Trustee or Trustees as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees.
- 49 All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees, or by any person acting as a Trustee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee.
- 50 The Trustees shall cause proper records to be kept of all Written Resolutions (and of the signatures). The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Charity and of the Trustees and of committees of the Trustees, and all business transacted at such meetings. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Trustee or by the Secretary shall be evidence of the proceedings shall be deemed to be complied with. Any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 51 A resolution in writing signed by all the members for the time being of the Trustees or of any committee of the Trustees who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted.

ACCOUNTS

- 52 The Trustees shall cause accounting records to be kept in accordance with the requirements of the Act.
- 53 The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Trustees shall think fit, and shall always be open to the inspection of the officers of the Charity.
- 54 The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Charity or any of them shall be open to the inspection of members not being officers of the Charity, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Charity except as conferred by statute or authorised by the Trustees or by the Charity in General Meeting.
- 55 The Trustees shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Trustees shall send a copy of the annual reports together with a copy of the Trustees' report for that financial year and a copy of the Auditors' report on those accounts to the Auditors and to every person entitled to receive the same in accordance with section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with section 241 of the Act, or, where there is in force an election by Elective Resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

AUDIT

- 56 In accordance with the provisions of the Act once at least in every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 57 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the Trustees being treated for all purposes as the Directors mentioned in those provisions.

NOTICES

- 58 A notice may be served by the Charity upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his/her registered address as appearing in the register of members.
- 59 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Charity an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an

address within the United Kingdom shall be entitled to receive notices from the Charity.

- 60 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

DISSOLUTION

- 61 If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity, but shall be transferred either to some other institution (whether or not a member of the Charity) having objects similar to the Object of the Charity, or to some institution (whether or not a member of the Charity) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution.

NAMES AND ADDRESSES OF SUBSCRIBERS

DATED