

COMPANY NUMBER 2513874

THE COMPANIES ACT 1985  
AND  
THE COMPANIES ACT 1989

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

**MEMORANDUM & ARTICLES OF ASSOCIATION OF:**

ASYLUM AID

Incorporated the 20th day of June, 1990.



The London Law Agency Limited

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MEMORANDUM OF ASSOCIATION  
OF ASYLUM AID

- 1 The name of the Company (hereinafter called "the Association") is "ASYLUM AID".
- 2 The registered office of the Association will be situated in England.
- 3 The Association is established for the following purposes for the benefit of those seeking asylum in the UK or those already granted refugee status by UK immigration authorities, and the dependants of such asylum seekers and refugees:
  - (A) to relieve their conditions of need, hardship or distress (including by providing them with legal advice and representation)
  - (B) to preserve and protect their physical and mental health
  - (C) to advance their education and training so as to advance them in life and assist in their rehabilitation within a new community
  - (D) to advance public education about the position of asylum seekers and refugees and the situations which give rise to refugee movements."
- 4 In furtherance of the foregoing objects, but not further or otherwise, the Association shall have the following powers:
  - A To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter buildings or erections.
  - B Subject to such consents as may be required by law to sell, mortgage, dispose of or turn to account all or any of the property of the Association.
  - C To borrow or raise money for the objects of the Association on such terms and with such consents as are by law required and on such security as may be thought fit.

- D To raise funds by appealing for and inviting contributions whether periodical or otherwise from any person by way of donation, covenant, grant, loan, legacy or subscription and to accept donations on any special trusts in connection with the Association provided that the Association shall not undertake any permanent trading activity in raising funds for its object.
- E Subject to the provisions of Clause 5 hereof to engage and pay any person or persons whether on a full-time or part-time basis and whether as a consultant or as an employee to supervise, organise, carry on the work of and advise the Association and make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and other dependents.
- F To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or properties 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.
- G To enter into any arrangements with any authorities local or otherwise that are conducive to the Association's objects and to obtain from any such authorities any rights, privileges and concessions which it may be desirable for the purposes of the said objects to obtain and carry out, exercise and comply with such arrangements, rights, privileges and concessions.
- H To procure to be written, printed, published, issued and circulated gratuitously or otherwise any reports, periodicals, books, pamphlets, leaflets cinematograph or phonographic records, radio or television programmes or other audio-visual materials as may be required for the promotion of the objects of the Association.
- I To provide or cause to be provided by suitably qualified persons, advice on immigration and welfare law, rights and representation before courts and tribunals.
- J To provide or cause to be provided assistance with housing and accommodation for those refugees in need of same and to provide advice for those seeking such housing and accommodation.
- K To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
- L To amalgamate with any company, institution, society, or association which shall be charitable at law and have objects altogether or mainly similar to that of the Association and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Association by this Memorandum of Association.

- M To undertake and execute any charitable trust which may lawfully be undertaken by the Association.
- N To pay out of the funds of the Association the proper costs, charges and expenses of and incidental to the formation and registration of the Association.
- O To do all other lawful and charitable things as will further the object of the Association.

Provided that:

- (i) In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with or invest the same in such manner as is allowed by law having regard to such trusts.
- (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales the Association 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 Council of Management or Governing Body of the Association 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 Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commission over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and severally to such control or authority as if the Association were not incorporated.

5 The income and property of the Association shall be applied solely towards the promotion of its objects or within the powers set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Association and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or moneys worth from the Association provided that nothing herein shall prevent any payment in good faith by the Association:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association;
- (b) of interest on money lent by any member of the Association or of its Council of Management or Governing Body at a rate per annum not exceeding two per cent less than base lending rate of a clearing bank to be selected by the Council of Management or Governing Body or three per cent whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Association; and
- (d) of reasonable out-of-pocket expenses to members of its Council of Management or Governing Body.

6 The liability of the members is limited.

7 No addition, alteration or amendment shall be made to or in the provisions of the Memorandum and Articles of Association for the time being in force as shall make the Association a company to which Section 30 of the Act does not apply or cause the Association to cease to be a charity at law.

8 Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being 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 debts and liabilities of the Association contracted before he or she ceases to be a member of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves such sum as may be required not exceeding £5.

9 If upon the winding up or dissolution of the Association there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the object of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provisions, then to some charitable object.

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

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NAMES AND ADDRESSES OF SUBSCRIBERS

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THE HONOURABLE FRANCIS DAVID LANGHORNE ASTOR  
9 Cavendish Avenue, London, NW8 9JD

PRUDENCE MARY DINES  
48 Brownlow Road, London, N11

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Dated the 7<sup>th</sup> day of June 1990

Witness to the above signatures:-

BENEDICT MICHAEL BIRNBERG  
103 Borough High Street  
London SE1 1NN

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ARTICLES OF ASSOCIATION  
OF

ASYLUM AID

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GENERAL

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meanings 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
These presents	These Articles of Association and the regulations of the Association
The Association	The above named Company
The Board	The Board of the Association
The Office	The registered office of the Association
The Seal	The common seal of the Association
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 reproducing words in a visible form

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

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

Words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The Association is established for the purposes expressed in the Memorandum of Association.

#### MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members.
4. Individual membership of the Association shall be open to individual persons who support the object of the Association and are admitted to membership by the Board and corporate membership of the Association shall be open to corporations, firms, organisations and associations which support the object of the Association and are admitted to membership by the Board. A corporate member shall be entitled to appoint a nominated representative to represent it in all proceedings of the Association and to exercise all voting and other rights of the corporate member he or she represents and a corporate member may give notice in writing to the Secretary of the Association to confirm or revoke the appointment of the nominated representative at any time.
5. The Board shall have the right to approve or reject applications for membership and for good and sufficient reason to terminate such individual or corporate membership provided that the individual member concerned or the nominated representative of such corporate member shall have the right to be heard by the Board before a final decision is made.
6. The Board may levy an annual subscription payable by all members and such subscription shall apply for the year following the Annual General Meeting. The Board may levy different annual subscriptions for different categories of members. Membership shall lapse if the subscription is unpaid one month after it is due.
7. A member shall cease to be a member:-
  - (i) if being an individual member he or she resigns by notice in writing to the Secretary;
  - (ii) if being a corporate member it gives notice of resignation in writing to the Secretary;
  - (iii) if being a corporate member the corporate member is dissolved or ceases to function;



- (iv) if a member is removed by ordinary resolution of the Association passed at a meeting at which notice showing the intention to propose a resolution in that behalf has been duly given and the member (or in the case of a corporate member its nominated representative) has been given an opportunity to address the meeting.
8. Subject as aforesaid the Board of the Association may by ordinary resolution make rules from time to time in relation to membership and may at any time vary or annul any rules so made. All rules for the time being in force shall be binding on all members and shall have full effect accordingly.

#### GENERAL MEETINGS

9. The Association 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 Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
11. The Board 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 the Act.
12. Twenty-one days' notice in writing at least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at the least of every other General meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of the business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under the Act entitled to receive such notices from the Association; 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 think fit.
13. 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 heard at any meeting.

## PROCEEDINGS AT GENERAL MEETINGS

14. 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 Board and of the Auditors, the election of members of the Board in place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
15. 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 five members personally present shall be a quorum.
16. If within half an hour of 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 Chairperson may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
17. The Chairperson (if any) of the Board shall preside as Chairperson at every General Meeting, but if there be no such Chairperson, or if at any meeting he or she shall not be present within fifteen minutes from the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board or if no such member be present, or if all members of the Board present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
18. The Chairperson, if any, with the consent of any meeting at which a quorum is present may (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.
19. 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 Chairperson or by at least three members present in person and unless a poll be so demanded a declaration by the Chairperson of the meeting that a resolution has been carried, or carried by a particular majority or lost and an entry to that effect in the minute book of the Association 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.

20. Subject to the provisions of Article 22, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairperson 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.
21. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
23. 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 the poll has been demanded.
24. 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 (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.
25. Subject as hereinafter provided, every member whether individual or corporate shall have one vote.
26. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his, her or its membership, shall be entitled to vote on any question at any General Meeting.

#### BOARD

27. The first members of the Board shall be appointed in writing by the subscribers to the Memorandum of Association.
28. Until otherwise determined by a General Meeting, the number of members of the Board shall not be less than five nor more than fifteen.
29.
  - a) Members of the Board (excluding co-opted members) shall be elected by the Association for terms of office expiring at the third Annual General Meeting after their election.
  - b) Members of the Board whose terms of office expire in the manner set out in a) above shall be eligible for re-election at the Annual General Meeting at which their term of office expires.
  - c) At the meeting at which the term of office of a member of the Board expires the Association may fill the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself or herself 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 an election to such office shall have been held and lost by the retiring member.

- d) In the case of Board members retiring or becoming ineligible for membership of the Board or of the Association before the expiry of their term of office, the Association may at a General Meeting fill the vacated office by electing a member of the Association to complete the term of office of the retired member.
30. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board 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 or her intention to propose such a person and of his or her willingness to be elected. The prescribed time above-mentioned shall be 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.
31. The Board may from time to time and at any time co-opt any member of the Association as a member of the Board to fill any vacancy in the Board provided that the number of members so appointed does not exceed five or one third of the membership of the board at the time of co-option. Such member shall serve until the conclusion of the next Annual General Meeting, but he or she shall then be eligible for re-election.
32. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Board.

#### DISQUALIFICATION OF MEMBERS OF THE BOARD

33. The office of a member of the Board shall be vacated:-
- (i) If he or she ceases to be a member of the Board by virtue of any provision of the Act or becomes prohibited by law from becoming a member of the Board.
  - (ii) If he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally.
  - (iii) If he or she resigns his or her office by notice to the Secretary, or
  - (iv) If without leave he or she is absent otherwise than on the affairs of the Association from meetings of the Board for such period not being less than six consecutive months determined by the Board.
34. In addition and without prejudice to the provisions of Section 303 of the Act the Association may by extraordinary resolution remove any member of the

Board before the expiration of his or her period of office and may by ordinary resolution appoint another qualified member in his or her stead; but any person so appointed shall retain office so long only as the member in whose place he or she is appointed would have held the same if he or she had not been removed.

#### PROCEEDINGS OF THE BOARD

35. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be one third of the total membership of the Board or three members whichever is the greater and this shall include co-opted members.
36. Not less than two members of the Board may and on their request the Secretary shall at any time summon a meeting of the Board by notice served upon the several members of the Board.
37. The Board shall from time to time elect a Chairperson who shall be entitled to preside at all meetings of the Board at which he or she shall be present and may determine for what period he or she is to hold office but if no such Chairperson be elected, or if at any meeting the Chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their members to be Chairperson of the meeting.
38. A meeting of the Board at which a quorum is present shall be competent to exercise all authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally.
39. The Board may delegate any of their powers to committees consisting of such member or members of the Association 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 Board and any such committees shall report back to the Board at regular intervals. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superceded by any regulations made by the Board. Each such committee shall appoint a co-ordinator who shall preside at meetings of the said committee.
40. All acts bona fide done by any meeting of the Board or by any committee of the Board or by any person acting as a member of the Board 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 member of the Board.
41. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, and all

business transacted at such meetings and any such minutes of any meeting, if purporting to be signed by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

42. A resolution in writing signed by all members for the time being of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

#### SECRETARY

43. Subject to the Act the Secretary shall be appointed by the Board 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 the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy secretary and a person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### THE SEAL

44. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two members of the Board and of the Secretary and the said members and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any person or persons bona fide dealing with the Association such signature shall be conclusive evidence of the fact that the seal has been properly affixed.

#### ACCOUNTS

45. The Board shall cause accounting records to be kept in accordance with the requirements of the Act.
46. 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 Board shall think fit, and shall always be open to the inspection of the officers of the Association.
47. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by the Act or authorised by the Board or by the Association in General Meeting.

48. At the Annual General Meeting in every year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of the General Meetings in the manner in which notices are hereinafter directed to be served. The Auditor's report shall be open to inspection and be read before the meeting as required by the Act.

#### AUDIT

49. Once at least in every year the accounts of the Association 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.
50. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Board being treated as the Directors mentioned in those provisions.

#### NOTICES

51. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
52. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him or her, shall be entitled to have notices served upon him or her 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 in the United Kingdom shall be entitled to receive notices from the Association.
53. 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 as a pre-paid letter.
54. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these presents.

## PATRONS

55. The Board may invite a distinguished person or persons to accept appointment as a patron or patrons of the Association upon such terms as shall be thought fit and may revoke the appointment of such person or persons.



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NAMES AND ADDRESSES OF SUBSCRIBERS

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THE HONOURABLE FRANCIS DAVID LANGHORNE ASTOR  
9 Cavendish Avenue, London, NW8 9JD

PRUDENCE MARY DINES  
48 Brownlow Road, London N11

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Dated the 7<sup>th</sup> day of June 1990

Witness to the above Signatures:-

BENEDICT MICHAEL BIRNBERG  
103 Borough High Street  
London SE1 1NN