

## **CONSTITUTION**

### **The Khoja Shia Ithna-Asheri (South London) Jamaat**

#### **In the name of Allah (SWT), the Beneficent, the Merciful**

#### **1. NAME**

The name of this organisation is The Khoja Shia Ithna-Asheri (South London) Jamaat (and shall be referred to in this Constitution as the "**Jamaat**").

#### **2. REGISTERED OFFICE**

The registered office of the Jamaat shall be at 26 Estreham Road, Streatham, London, SW16 5PQ or such other place in London as may be designated by the members at an AGM. In the event that the Executive Committee considers that the registered office of the Jamaat needs to be changed, they shall give 30 days' notice to the members and at the end of such period the Executive Committee may designate another place in London as the registered office of the Jamaat. Such re-designation shall be ratified by the members at the next AGM following the Executive Committee's decision.

#### **3. OBJECTS**

##### **3.1 The Objects of the Jamaat are to:**

- (a) promote and advance by such means as are according to the law of England and Wales exclusively charitable, the Islamic religion in accordance with the principles of the Shia Ithna-Asheri faith
- (b) provide for the relief of poverty amongst the Muslims of the Shia Ithna-Asheri faith
- (c) provide for relief of those among Muslims of the Shia Ithna-Asheri faith in need by reason of youth, age, ill-health, disability, financial hardship or other disadvantage
- (d) advance education among Muslims of the Shia Ithna-Asheri faith
- (e) educate on and further understand Khoja heritage, history and culture, and
- (f) do all such other things in the United Kingdom that may benefit the Shia Ithna-Asheri community in a way recognised as charitable,

in each case by exclusively charitable means in accordance with the law of England and Wales (the "**Objects**").

##### **3.2 The Executive Committee shall hold the capital and income to apply the income and all or such parts of the capital, at such time or times and in such manner to or for the benefit of the Objects as the Executive Committee may in their discretion think fit, provided however that no part of the property and funds of the Jamaat may be**

used for the benefit of any member of the Executive Committee or Connected Person.

#### **4. POWERS**

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

- 4.1 To encourage the practice of the Islamic religion as taught by the Shia Ithna-Asheri school throughout the world and in particular amongst the Khoja community.
- 4.2 To spread knowledge of the Islamic religion as taught by the Shia Ithna-Asheri school with a view to gaining adherents.
- 4.3 To establish and maintain Mosques, Imambaras and other places of worship.
- 4.4 To hold and arrange Islamic religious services and ceremonies and in particular the performance of nikah and civil wedding ceremonies and funeral ceremonies.
- 4.5 To provide religious education in the principles of the Islamic faith as taught by the Shia Ithna-Asheri school.
- 4.6 To pay or assist in paying the funeral expenses of deceased Muslims (whether or not members of the Khoja community) who have died in straitened circumstances.
- 4.7 To establish, take over, maintain, endow or otherwise assist in the formation of religious or educational establishments where the Islamic religion is taught in accordance with the principles laid down by the Shia Ithna-Asheri faith, so long as the objects of such establishments are exclusively charitable.
- 4.8 To receive donations whether impressed with any special trust (provided that where such donation is impressed with a special trust, such trust is exclusively charitable) or not, but always to be held and applied for the promotion of the Objects.
- 4.9 To promote or carry out research.
- 4.10 To provide advice.
- 4.11 To publish or distribute information.
- 4.12 To co-operate with other bodies.
- 4.13 To support, administer or set up other charities.
- 4.14 To raise funds (but not by means of Taxable Trading).
- 4.15 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act and when applicable only after the members have ratified a decision to borrow money (whether secured or unsecured) in accordance with clause 6.11).
- 4.16 To acquire or hire property of any kind.

- 4.17 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 4.18 To make grants or loans of money and to give guarantees after conducting robust due diligence.
- 4.19 To set aside funds for special purposes or as reserves against future expenditure.
- 4.20 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a Financial Expert as the Executive Committee considers necessary and having regard to the suitability of investments and the need for diversification).
- 4.21 To delegate the management of investments to a Financial Expert, but only on terms that:
  - (a) the investment policy is recorded in writing for the Financial Expert by the Executive Committee
  - (b) every transaction is reported promptly to the Executive Committee
  - (c) the performance of the investments is reviewed regularly with the Executive Committee
  - (d) the Executive Committee is entitled to cancel the delegation arrangement at any time
  - (e) the investment policy and the delegation arrangement are reviewed at least once a year
  - (f) all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are reported promptly to the Executive Committee on receipt, and
  - (g) the Financial Expert must not do anything outside the powers of the Executive Committee.
- 4.22 To insure the property of the Jamaat against any foreseeable risk and take out other insurance policies to protect the Jamaat when required.
- 4.23 Subject to clause 16.3, to employ paid or unpaid agents, staff or advisers.
- 4.24 To enter into contracts to provide services to or on behalf of other bodies.
- 4.25 To establish or acquire subsidiary companies, other companies or entities and to acquire, merge with or enter into a partnership or joint venture arrangement with any other Jamaat in pursuance of any of the Objects and to assist or act as agents for the Jamaat.
- 4.26 To do anything else in accordance with the law of England and Wales which promotes or helps to promote the Objects.

## 5. MEMBERSHIP

5.1 Membership is open to any individual man or woman who is a Khoja Shia Ithna-Asheri who has attained the age of 18 years and who is interested in promoting the Objects. Membership shall also be open to the non-Khoja spouse of a member of the Khoja community provided the spouse professes the Shia Ithna-Asheri faith and is interested in promoting the Objects, and the children of such a marriage on attaining the age of 18 years shall also be eligible for membership.

5.2 Subject to clause 5.1, the Executive Committee may in their discretion establish different classes of membership being:

- (a) general members
- (b) life members
- (c) student members
- (d) members over the age of 65
- (e) unwaged members
- (f) family members,

and prescribe their respective privileges and set the amounts of any subscriptions, but any addition or removal to the classes of membership shall follow the procedure set out in clause 20 of this Constitution.

In this Constitution, "**member**" shall be construed accordingly.

5.3 The Executive Committee shall prescribe the procedure for application for membership of the Jamaat.

5.4 The Executive Committee must keep a register of members and shall endeavour to keep it up-to-date.

5.5 Every member shall be required to pay the annual subscription fee (as fixed at general meetings from time to time) within three months' of 1st Muharram or such other period as the Executive Committee may in their discretion reasonably designate.

5.6 A member whose subscription is three months in arrears ceases to be a member but shall be reinstated on payment of the amount due, subject to the ordinary review of such member's membership by the Executive Committee.

5.7 A member may resign at any time by giving written notice to the Honorary Secretary, but shall remain liable for any amounts outstanding to the Jamaat.

5.8 The Executive Committee may by resolution terminate the membership of any member on the ground that in their reasonable opinion the member's continued membership would be harmful to the Jamaat. The Executive Committee may only pass such a resolution after notifying the member in writing and considering the

matter in the light of any written representations which the member puts forward within 14 Clear Days after receiving notice. The member will have a right of appeal to an appropriately constituted three member body within 14 Clear Days from the date of the Executive Committee resolution terminating such member's membership. The three member body will be completely independent of the Executive Committee where the Executive Committee and the member whose membership has been terminated shall each be entitled to appoint one member of such body, with such two appointed members then jointly appointing a third member of such body, each of whom must be completely independent of the Executive Committee.

- 5.9 Membership of the Jamaat is not transferable and shall cease automatically if a member ceases to be a Muslim professing the Shia Ithna-Asheri faith.
- 5.10 No appeal for donations shall be made by a member or members without the prior written consent of the Executive Committee.

## **6. GENERAL MEETINGS**

- 6.1 Members are entitled to attend general meetings of the Jamaat in person. General meetings are called on at least 21 Clear Days' written notice to the members specifying the business to be transacted.
- 6.2 There is a quorum at a general meeting if the number of members physically present is at least 20.
- 6.3 If a meeting commences with a quorum, any subsequent lack of quorum during the proceedings shall not nullify the meeting provided that if within half an hour of the time appointed for any general meeting a quorum is not present, then the chairman shall adjourn the meeting to a date and/or time and/or place fixed by the chairman. At the reconvening of the adjourned meeting no quorum shall be required provided that no business shall be transacted at the reconvened meeting referred to in this clause 6.3 other than that of which the members have been given notice, unless allowed by the chairman.
- 6.4 The President or (if the President is unable or unwilling to do so) the Vice-President presides at a general meeting and shall be the chairman of the meeting.
- 6.5 Except where otherwise provided by this Constitution, every issue at a general meeting is determined by a simple majority of votes cast by the members present in person by way of a show of hands.
- 6.6 Except for the chairman of the meeting, who has a second or casting vote, and unless otherwise stipulated by the Executive Committee, every member present in person is entitled to one vote on every issue.
- 6.7 Prior to the commencement of voting, if a secret ballot is demanded by a member, the chairman shall allow this.
- 6.8 An AGM must be held every year, during the first weekend in June unless it is not possible because (i) it is a public holiday in the United Kingdom either the Friday before and/or the Monday after, or (ii) that day is an auspicious day according to the Shia Ithna-Asheri Calendar in which case the Honorary Secretary will notify the

members of the change to the first possible weekend thereafter at least three months before the revised date for the AGM.

6.9 At an AGM the members:

- (a) adopt the minutes of the previous AGM and any other general meetings held in the interim
- (b) receive the audited accounts of the Jamaat for the previous Financial Year
- (c) receive the report of the Executive Committee on the Jamaat's activities since the previous AGM
- (d) approve the budget for the forthcoming Financial Year, which the Executive Committee must subsequently use its best endeavours to adhere to
- (e) accept the retirement of those members of the Executive Committee who wish to retire or are retiring at the end of a two year term
- (f) elect individuals to fill the vacancies arising in the Executive Committee (for the avoidance of doubt, a member shall not be barred from being elected as a member of the Executive Committee in his absence if the prior written consent of such member is produced at an AGM where such an election is being held or is deposited with the Honorary Secretary before the time of such AGM)
- (g) appoint an auditor or Independent Examiner for the Jamaat where required
- (h) set the amounts of subscriptions, and
- (i) discuss and determine any issues of policy or deal with any other business put before them by the Executive Committee,

provided further that at an AGM where the Office Bearers of the Executive Committee are to be elected, there shall also be the election of the Electoral Commissioner and two Returning Officers to form the Electoral Team.

6.10 Any proposal by the Executive Committee to spend £10,000 or more on any project shall require the prior approval of the members passed by a simple majority.

6.11 Any proposal by the Executive Committee to incur any indebtedness shall require the prior approval of the members passed by a two-thirds majority.

6.12 Any general meeting which is not an AGM is an EGM or a SGM.

## **7. STANDING ORDERS**

### **7.1 Order of Business**

- (a) Unless otherwise agreed by the members present at an AGM, the order of business at every AGM shall be as follows:

- (i) Recitation from the Holy Quran and translation thereof.
- (ii) The matters set out in clause 6.9 as appropriate.
- (iii) Motions on which due notice is given in accordance with clause 7.3.
- (iv) Motions on which no due notice is given in accordance with clause 7.4.
- (v) Any other business.

## 7.2 Order of Debate

- (a) Any member speaking on a motion from the floor shall at all times address the chairman.
- (b) A member who speaks shall direct his speech strictly to the motion under discussion, or to an amendment or to a point of order.
- (c) A member shall not address the meeting more than once on any motion or any amendments unless otherwise authorised by the chairman, but the mover of any original proposition may reply, and in his reply shall strictly confine himself to answering previous speakers, and shall not introduce any new matter into the debate, provided always that a member may speak to a point of order, or for the purpose of making a personal explanation.
- (d) No speech shall exceed five minutes in length, except in the case of a mover of an original motion when the period shall not exceed 10 minutes. These periods may however be extended at the discretion of the chairman.
- (e) A motion or amendment once made and seconded shall not be altered or withdrawn without the consent of the chairman.

## 7.3 Motions – Notice of Motion

A member who wishes to propose a resolution at the AGM shall give notice thereof in writing to the Honorary Secretary not less than 14 days before the date of such AGM, stating clearly the nature and substance of the proposed motion. If a motion of which notice has been given be not moved and seconded when it comes in due course before the meeting, it shall be treated as withdrawn, and shall not thereafter, subject to clause 7.4, be moved without fresh notice.

## 7.4 Motions Without Notice

- (a) At any meetings the chairman may at his discretion permit a member to introduce a motion of which no due notice has been given.
- (b) Every such motion or amendment shall be moved and seconded and shall be reduced to writing if required by the chairman and shall be read to the meeting before it is further discussed or put to the vote.

## 7.5 Amendments to Motions

- (a) Every amendment shall be relevant to the motion upon which it is moved.
- (b) Whenever an amendment upon an original motion has been moved and seconded, no second or subsequent amendment shall be moved until the first amendment shall have been disposed of, but notice of any number of amendments may be given.
- (c) An amendment shall be either addition to, omissions of or an addition and omission of words to the original motion.
- (d) If any amendment be carried, the motion as amended shall take the place of the original motion and shall become the question upon which any further amendments may be moved.
- (e) If any amendments be rejected, other amendments may be moved on the original motion.

## **8. EXTRAORDINARY GENERAL MEETINGS**

8.1 An EGM may be called at any time by the President acting alone, or by the Executive Committee, on at least 21 Clear Days' written notice to the members. The President or the Executive Committee (as applicable) shall include in the notice calling the meeting an explanation of:

- (a) why the matters to be considered must be considered by the members in advance of the next AGM of the Jamaat, and
- (b) any proposed motion to be voted on at the meeting.

8.2 If the members wish to call an EGM, at least 30 of the members of the Jamaat must each sign and shall deliver to the Honorary Secretary a written request to the Executive Committee, setting out the matter or matters of importance or urgency to be discussed at an EGM.

8.3 The members' written request shall contain the name, address and telephone number of the proposer and three supporters of the request to call an EGM.

8.4 No business shall be transacted at an EGM other than that of which notice is given when calling the EGM, unless permitted by the chairman.

## **9. EXTRAORDINARY GENERAL MEETINGS: CALLED BY ANY THREE MEMBERS OF THE EXECUTIVE COMMITTEE**

In the event that a new Executive Committee fails to be elected as set out in clause 11.10, any three members of the Executive Committee (in order of priority reflecting the order in which such members are listed in clause 11.3) shall, within four weeks of the date of the AGM, call an EGM in order to elect members of the Executive Committee. Such EGM shall be called on 21 Clear Days' written notice and shall be arranged and conducted in accordance with the procedures established in accordance with clause 15.8.



## **10. SPECIAL GENERAL MEETINGS**

A SGM may be called by the Executive Committee on at least five Clear Days' written notice to the members when it considers that a matter or matters of great importance and urgency must be discussed and resolved upon by the members, and when such matter or matters cannot await the usual time required for the convening of an EGM. No business shall be transacted at a SGM other than that of which notice has been given.

## **11. THE EXECUTIVE COMMITTEE**

- 11.1 The Executive Committee have control of the Jamaat and its property and funds.
- 11.2 The full number of the Executive Committee is at least three and not more than 12 individuals, all of whom must be members provided further that the Executive Committee shall comprise of at least one-third of each gender.
- 11.3 The Executive Committee shall consist of:
  - (a) the President
  - (b) the Vice-President
  - (c) the Honorary Secretary
  - (d) the Honorary Treasurer
  - (e) the Assistant Secretary
  - (f) the Assistant Treasurer
  - (g) the Director of Programmes
  - (h) the Assistant Director of Programmes, and
  - (i) four Committee Members,all of whom shall be elected by the members and provided further that the President shall be elected in accordance with clause 13.
- 11.4 The duties of the members of the Executive Committee shall be as set out in the rules of the Jamaat.
- 11.5 The gender with the lowest representation in the Executive Committee shall appoint a chairperson from amongst themselves to form and lead a sub-committee representing that gender's interests in the Jamaat for the duration of that Executive Committee's term of office.
- 11.6 In the event that there is an equal number of each gender present on the Executive Committee, the gender opposite to that of the President shall appoint a chairperson amongst themselves to form and lead a sub-committee in accordance with clause 11.5.

- 11.7 Subject to clauses 11.11 and 11.12, a member of the Executive Committee appointed by the members shall hold office for a term of up to two years from the date of his or her appointment.
- 11.8 All members of the Executive Committee shall retire at the AGM which falls on the second anniversary of the AGM at which they were elected to the Executive Committee.
- 11.9 Subject to clauses 11.11 and 11.12, a member of the Executive Committee who retires but who remains qualified may be re-appointed.
- 11.10 In the event that the members of the Jamaat fail to elect as members of the Executive Committee the minimum number of individuals required by clause 11.2, any three members of the Executive Committee (in order of priority reflecting the order in which such members are listed in clause 11.3), shall make arrangements for the election of a new Executive Committee in accordance with clause 9. Notwithstanding the foregoing, until a new Executive Committee is elected, the members of the Executive Committee shall not retire at the AGM and shall carry on the necessary management of any urgent business of the Jamaat.
- 11.11 Subject to clause 11.10, a member of the Executive Committee may serve a maximum of two terms, of up to two years per term. A member of the Executive Committee who has completed two continuous terms of service will not be eligible to be re-elected as a member of the Executive Committee until one term after his or her retirement at an AGM.
- 11.12 Notwithstanding clause 11.11, a member of the Executive Committee who is not an Office Bearer in his or her first term and second term, is entitled to be elected as an Office Bearer. Such an individual may, therefore, serve a maximum of two terms, of up to two years per term provided he or she is an Office Bearer in the third term. A member of the Executive Committee who has completed two continuous terms of service in accordance with this clause 11.12 will not be eligible to be re-elected as a member of the Executive Committee until one term after his or her retirement at an AGM.
- 11.13 Every member of the Executive Committee after election or re-election must sign a declaration of willingness to act as a Charity Trustee of the Jamaat before he or she may act as a member of the Executive Committee.
- 11.14 The Executive Committee may at any time co-opt any individual who is eligible as a member of the Executive Committee to fill a vacancy in their number (save in relation to the office of President) (subject to the maximum number permitted by clause 11.2) as an additional member of the Executive Committee, but an individual so co-opted holds office only until the next AGM.
- 11.15 Members falling under any one or more of the categories shall not be eligible for nomination to the Executive Committee:
  - (a) a registered medical practitioner who is treating a member gives a written opinion to the Jamaat stating that he or she has become physically or mentally incapable of acting as a Charity Trustee and may remain so for three months

- (b) being convicted of an offence involving dishonesty or deception (unless such offence has been spent under the Rehabilitation of Offenders Act 1974 or, if not, where the Commission has exercised its power to waive disqualification from being a Charity Trustee)
- (c) being adjudged bankrupt (unless the Commission has exercised its power to waive disqualification from being a Charity Trustee)
- (d) not having been a member of the Jamaat for at least 12 months immediately preceding his/her nomination, and/or
- (e) in the case of the President, is under 25 years of age.

11.16 An individual automatically ceases to be a member of the Executive Committee if:

- (a) he or she is disqualified under the Charities Act from acting as a Charity Trustee
- (b) a registered medical practitioner who is treating that person gives a written opinion to the Jamaat that he or she has become physically or mentally incapable of acting as a Charity Trustee and may remain so for three months
- (c) he or she is absent without notice from four consecutive meetings of the Executive Committee and is asked by a majority of the other members of the Executive Committee to resign
- (d) he or she ceases to be a member of the Jamaat
- (e) he or she resigns by written notice to the members of the Executive Committee (but only if at least two such members will remain in office)
- (f) he or she is removed by a resolution passed by all the other members of the Executive Committee after they have invited the views of the individual concerned and considered the matter in the light of any such views.

11.17 In the event that the President and three other members of the Executive Committee resign within seven days of one another, the entire Executive Committee shall be automatically dissolved and a general meeting shall be called within one month of the resignations for the election of a new Executive Committee. Notwithstanding the foregoing, until a new Executive Committee is elected, the remaining members of the Executive Committee shall carry on the necessary management of any urgent business of the Jamaat.

11.18 In the event that all members of the Executive Committee resign or are automatically disqualified in accordance with clause 11.16, an EGM shall be called within seven Clear Days to appoint an interim Executive Committee to carry on all urgent business of the Jamaat until formal elections of a new Executive Committee take place in accordance with clause 11.3.

11.19 A retiring member of the Executive Committee is entitled on written request to an indemnity from continuing members of the Executive Committee at the expense of the Jamaat in respect of any liabilities properly incurred while he or she held office.

11.20 A technical defect in the appointment of a member of the Executive Committee of which the remaining members of the Executive Committee are unaware at the time does not invalidate decisions taken at a meeting.

## **12. THE ELECTORAL TEAM**

12.1 The Electoral Team shall consist of the Electoral Commissioner and two Returning Officers.

12.2 The Electoral Team shall primarily be responsible for overseeing the election of the post of President in accordance with clause 13 and shall further be responsible for overseeing the election of the remaining members of the Executive Committee at any such AGM (but for the avoidance of doubt, the Electoral Team shall not be responsible for overseeing the election of the post of the Electoral Commissioner and the two Returning Officers).

12.3 Any member attending the AGM at which the Electoral Team is elected shall be eligible to stand for the post of the Electoral Commissioner and the two Returning Officers.

12.4 The Electoral Team shall be headed by the Electoral Commissioner but in the event that the Electoral Commissioner is unable to fulfill the role, the responsibility for leading the Electoral Team shall fall to the first Returning Officer and failing that to the second Returning Officer in the order they were elected. If the position of any of the Electoral Commissioner and the Returning Officers is vacant for whatever reason then this should be filled at the next AGM.

12.5 During the transitional period (being the period between the adoption of this Constitution and the next AGM at which the Office Bearers of the Jamaat are elected) the election of the Electoral Team shall take place as soon as practicable after the adoption of this Constitution and can be at the same AGM if required.

## **13. ELECTION FOR THE ROLE OF PRESIDENT**

13.1 At least eight weeks before the end of the term of office of the President, the Electoral Team shall issue a notice to all members inviting written nominations to be sent to the Electoral Team within 15 Clear Days (the "**Closing Date**") of such notice for a candidate for the office of the President to serve for the next two years.

13.2 Any member can be nominated by another member as a candidate for the post of President by sending a written nomination to the Electoral Team. Any nomination shall be accompanied by a written statement from the member nominated signifying his or her consent to such nomination and confirmation of his or her membership status as per the requirements of clause 5 of this Constitution. The nomination shall also be accompanied by a written supporting statement from the nominated member, outlining their suitability for the post of President.

13.3 The Electoral Team shall within a period of seven days after the Closing Date, send to the members, notification of all nominations received and facilitate and oversee the voting process during a period of no more than seven days in accordance with the byelaws stipulated from time to time by the Electoral Team (under the provisions of clause 15.8), which shall not be less than three weeks from the date of

notification. The Electoral Commissioner shall declare within seven days of the closing of the ballot the results of the voting process and the name of the candidate that has attained the highest number of votes.

- 13.4 If the Electoral Team does not receive any written nomination by the Closing Date, the Electoral Team shall send a notice extending the period for written nominations for the office of President for a further five Clear Days. If no nominations are received by the end of such period, the Electoral Team shall inform every member that the election of the President will take place at the AGM. If for any other unforeseen circumstance or reason, the Electoral Team is unable to facilitate the election of the President in accordance with this clause, the election for the post of the President will take place at the AGM.
- 13.5 Any notice issued by the Electoral Team shall be signed by each member of the Electoral Team and shall simultaneously be placed on the Jamaat website, as well as circulated in a timely manner electronically with other Jamaat communications.
- 13.6 The Electoral Team will liaise with the Executive Committee as necessary. It is also incumbent upon the Executive Committee to liaise and co-operate practicably with the Electoral Team to ensure timely election for the President.
- 13.7 Each member, subject to fulfilling the requirements set out in clause 5 of this Constitution, shall be entitled to cast one vote for the post of President within the stipulated three day period as announced by the Electoral Team. The voting process shall only take place in accordance with any rules and procedures laid down by the Executive Committee.

#### **14. PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- 14.1 The Executive Committee must hold at least 10 meetings each year, taking place every six weeks. Each meeting shall be called on at least seven days' notice or such other shorter period of notice as may be agreed unanimously by the Executive Committee.
- 14.2 Upon a requisition by at least three members of the Executive Committee, the Honorary Secretary shall call a meeting within seven days of the receipt of such a requisition.
- 14.3 A quorum at a meeting of the Executive Committee is six, of whom at least two shall be Office Bearers.
- 14.4 The President or (if the President is unable or unwilling to do so) any other member of the Executive Committee chosen by the members of the Executive Committee present presides at each meeting of the Executive Committee.
- 14.5 Every issue may be determined by a simple majority of the votes cast at a meeting of the Executive Committee, but a resolution which is in writing and signed by all the members of the Executive Committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

- 14.6 Except for the President of the meeting, who has a second or casting vote, every member of the Executive Committee has one vote on each issue.
- 14.7 A procedural defect of which the Executive Committee is unaware at the time does not invalidate decisions taken at a meeting of the Executive Committee.

## **15. DECISION-MAKING OF THE EXECUTIVE COMMITTEE**

The Executive Committee has the following powers in the administration of the Jamaat:

- 15.1 To appoint other honorary officers from among their number.
- 15.2 To delegate any of their functions to sub-committees consisting of two or more individuals appointed by them (but at least two members of every such sub-committee must be members of the Executive Committee and they shall perform the roles of co-ordinator and chair of such sub-committee). All proceedings of sub-committees must be reported promptly by the co-ordinator to the Executive Committee and all expenditure by a sub-committee shall require the prior approval of the Executive Committee.
- 15.3 To invite organisations under the umbrella of the Jamaat to attend meetings of the Executive Committee. For the avoidance of doubt, such organisations are not members of the Executive Committee, they shall not count towards the quorum for a meeting, they shall not have any power to vote on a matter and they shall leave the meeting when the Executive Committee votes on a matter.
- 15.4 To make standing orders consistent with this Constitution to govern proceedings at general meetings.
- 15.5 To make rules consistent with this Constitution to govern their proceedings and proceedings of sub-committees.
- 15.6 To make regulations consistent with this Constitution to govern the administration of the Jamaat, including the operation of bank accounts and the commitment of funds.
- 15.7 To resolve, or establish procedures to assist the resolution of, disputes within the Jamaat.
- 15.8 To establish procedures for the conduct of elections to appoint members of the Executive Committee.
- 15.9 To establish procedures for the selection, nomination, training and integration of members of the Executive Committee as well as those who are interested to become members of the Executive Committee.
- 15.10 Upon being approached on matters relating to inter alia marriage, divorce, death, maintenance, guardianship, legitimacy and succession, the Executive Committee shall consider and direct in accordance with law as applicable in the United Kingdom and the Shia Ithna-Asheri Sharia. The Executive Committee may in its discretion obtain expert advice on such law and Sharia.

## **16. BENEFITS TO MEMBERS AND THE EXECUTIVE COMMITTEE**

- 16.1 The property and funds of the Jamaat must only be used for promoting the Objects and do not belong to the members or the members of the Executive Committee. The following provisions of this clause take effect subject to the proviso to clause 3.2.
- 16.2 No member of the Executive Committee or their Connected Person may receive any payment of money or other Material Benefit (whether direct or indirect) from the Jamaat, except:
- (a) in accordance with clause 16.3
  - (b) reimbursement of reasonable out-of-pocket expenses (including authorised accommodation and travel costs) actually incurred in the administration of the Jamaat
  - (c) a reasonable rent or hiring fee for property let or hired to the Jamaat
  - (d) an indemnity in respect of any liability properly incurred arising out of or in connection with the member of the Executive Committee's role in the running of the Jamaat (including the costs of a successful defence to criminal proceedings)
  - (e) payment to a company in which the member of the Executive Committee has no more than a one per cent shareholding
  - (f) the benefit of Indemnity Insurance, and
  - (g) in exceptional cases, other payments or benefits (but only with the prior written approval of the Commission).
- 16.3 A member of the Executive Committee may not be an employee of the Jamaat, but a member of the Executive Committee or a Connected Person may enter into a contract with the Executive Committee to supply goods or services to the Jamaat in return for a payment or other Material Benefit, but only if:
- (a) the goods or services are actually required by the Jamaat and the Executive Committee decides that it is in the best interests of the Jamaat to enter into the contract
  - (b) the nature and level of the remuneration for such goods and services is no more than is reasonable in relation to the value of the goods or services and is set at a meeting of the Executive Committee in accordance with the procedure in clause 16.5, and
  - (c) no more than a minority of the members of the Executive Committee are interested in such a contract in any Financial Year.
- 16.4 A member of the Executive Committee or member may receive goods or services supplied by the Jamaat on the same terms as a person who is not a member of the Executive Committee.

- 16.5 Whenever a member of the Executive Committee or Connected Person has a personal interest in a matter to be discussed at a meeting of the Executive Committee or a sub-committee, the member of the Executive Committee concerned must:
- (a) declare the nature and extent of the interest before the meeting or at the meeting before discussion on the matter begins
  - (b) be absent from the meeting for the duration of the Executive Committee's or sub-committee's discussion of such interest unless expressly invited to remain by the Executive Committee or sub-committee in order to provide information
  - (c) not to be counted in the quorum for the part of the meeting where such interest is discussed, and
  - (d) be absent during the vote on such interest and have no vote on such interest.

## **17. PROPERTY AND FUNDS**

- 17.1 Funds which are not required for immediate use (including those which will be required for use at a future date) must be placed on deposit or invested in accordance with clause 4.20 until needed.
- 17.2 Investments and other property of the Jamaat (including but not limited to all the freehold and leasehold land and premises) shall be held in the names of the President, Vice-President and the Honorary Secretary, who shall together act as ex officio Holding Trustees for the Jamaat, failing which, investments and other property of the Jamaat may be held:
- (a) in the names of the members of the Executive Committee for the time being (or in name of the Executive Committee if incorporated under the Charities Act)
  - (b) in the name of a nominee company acting under the control of the Executive Committee or of a Financial Expert acting on their instructions
  - (c) in the name of a Trust Corporation as a Holding Trustee for the Jamaat, which must be appointed (and may be removed) by deed executed by the Executive Committee, and
  - (d) in the case of land, by the Official Custodian for Charities under an order of the Commission or the Court.
- 17.3 Documents and physical assets may be deposited with any company registered or having a place of business in England and Wales as Custodian.
- 17.4 Any nominee company acting under clause 17.2(b), any Trust Corporation appointed under clause 17.2(c) and any Custodian appointed under clause 17.3 may be paid reasonable fees.



## **18. RECORDS & ACCOUNTS**

- 18.1 The Executive Committee must comply with the requirements of the Charities Act as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:
- (a) annual returns
  - (b) annual reports, and
  - (c) annual statements of account,
- each of which requires prior approval of the members.
- 18.2 The Executive Committee must keep proper records of:
- (a) all proceedings at general meetings
  - (b) all proceedings at meetings of the Executive Committee
  - (c) all reports of sub-committees, and
  - (d) all professional advice obtained.
- 18.3 Accounting records relating to the Jamaat must be made available for inspection by any member of the Executive Committee at any time during normal office hours and may be made available for inspection by members if the Executive Committee so decide. Notwithstanding the generality of the foregoing, bi-annual unaudited management accounts must be made available for inspection by the members and in any event shall also be displayed on the Jamaat's noticeboard and be circulated in the Jamaat's bulletin within 60 days of the end of the relevant quarter.
- 18.4 A copy of the latest available statement of the Jamaat's income and expenses must be supplied on request to any member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Jamaat's reasonable costs.

## **19. NOTICES**

- 19.1 Notices under this Constitution may be sent by hand, by post or by suitable electronic means or on the Jamaat's website.
- 19.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address). The electronic address to which a member is entitled to receive notices is the electronic address noted in the register of members (or, if none, the last known electronic address).
- 19.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
- (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address

- (b) two Clear Days after being sent by first class post to that address
  - (c) three Clear Days after being sent by second class post or overseas post to that address
  - (d) on the date on which it is posted on the Jamaat's website provided a link to it is also sent by electronic means to the members
  - (e) on being handed to the member personally, or
  - (f) if earlier, as soon as the member acknowledges actual receipt.
- 19.4 A technical defect in the giving of notice of which the members or the Executive Committee are unaware at the time does not invalidate decisions taken at a meeting.

## **20. AMENDMENTS**

This Constitution may be amended at a general meeting by two-thirds of the votes cast, but:

- 20.1 If the members (as opposed to the Executive Committee) propose to amend the Constitution, three members shall give notice of the proposal in writing to the Honorary Secretary, setting out the changes proposed and the reasons for those changes. The notice in writing must be received by the Honorary Secretary at least six weeks before the general meeting at which the resolution to amend the Constitution shall be considered.
- 20.2 The members must be given 21 Clear Days' notice of any proposed amendments to the Constitution.
- 20.3 No amendment is valid if it would make a Fundamental Change to the Objects or to this clause 20 or destroy the charitable status of the Jamaat without the prior written consent of the Commission.
- 20.4 Clause 16 may not be amended without the prior written consent of the Commission.
- 20.5 If an amendment proposed by the members (as opposed to one proposed by the Executive Committee) fails to be passed by the members in a general meeting, the members shall not be permitted to propose a similar amendment to the Constitution until after the expiration of six months from the date of the general meeting at which the proposed amendment was considered. For the avoidance of doubt, the provisions of this clause shall not apply to any amendments proposed by the Executive Committee.

## **21. INCORPORATION**

- 21.1 The Executive Committee may apply to the Commission under the Charities Act for a certificate of incorporation but only after consulting the members at a general meeting in accordance with clause 21.2.
- 21.2 The members at a general meeting may authorise the Executive Committee to transfer the assets and liabilities of the Jamaat to a limited company or to a

charitable incorporated organisation established for exclusively charitable purposes within, the same as or similar to the Objects and of which the members of the Jamaat will be entitled to be members.

- 21.3 On a transfer under clause 21.2, the Executive Committee must ensure that all necessary steps are taken as to:
- (a) the transfer of land and other property
  - (b) the novation of contracts of employment and transfer of pension rights, and
  - (c) the trusteeship of any property held for special purposes.

## **22. DISSOLUTION**

- 22.1 The Jamaat shall not be dissolved except by a resolution passed at an EGM by a unanimous vote of the members present. The quorum for an EGM to consider the dissolution of the Jamaat shall be 75% of the members. If the members decide to dissolve the Jamaat, the Executive Committee will remain in office as Charity Trustees and will be responsible for the orderly winding up of the Jamaat's affairs.
- 22.2 After making provision for all outstanding liabilities of the Jamaat, the Executive Committee must apply the remaining property and funds in one or more of the following ways:
- (a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
  - (b) directly for the Objects or charitable purposes within or similar to the Objects, or
  - (c) in such other manner consistent with charitable status as the Commission may approve in writing in advance.
- 22.3 A final report and statement of account relating to the Jamaat must be sent to the Commission.

## **23. INTERPRETATION**

- 23.1 In this Constitution:
- (a) "**AGM**" means an annual general meeting of the Jamaat;
  - (b) "**Charity Trustee**" has the meaning prescribed by the Charities Act;
  - (c) "**the Charities Act**" means the Charities Acts 1992 to 2011;
  - (d) "**Clear Day**" does not include the day on which notice is given or the day of the meeting or other event;
  - (e) "**Closing Date**" has the meaning given in clause 13.1;
  - (f) "**the Commission**" means the Charity Commission for England and Wales;

- (g) "**Connected Person**" means any spouse, civil partner, cohabitee, parent, child, brother, sister, grandparent or grandchild of a member of the Executive Committee, any Firm of which a member of the Executive Committee is a member or employee or a company of which a member of the Executive Committee is a director, employee or shareholder being beneficially entitled to more than one per cent of the share capital;
- (h) "**Custodian**" has the meaning prescribed by section 17(2) of the Trustee Act 2000;
- (i) "**EGM**" means a general meeting of the members of the Jamaat called in accordance with clause 8 which is not an AGM or a SGM;
- (j) "**Electoral Commissioner**" means the individual appointed as Electoral Commissioner in accordance with clause 12;
- (k) "**Electoral Team**" means the individuals appointed as Electoral Commissioner and Returning Officers in accordance with clause 12;
- (l) "**Financial Expert**" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- (m) "**Financial Year**" means the Jamaat's financial year;
- (n) "**Firm**" includes a limited liability partnership;
- (o) "**Fundamental Change**" means such a change as would not have been within the reasonable contemplation of a person making a donation to the Jamaat;
- (p) "**Holding Trustee**" means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal;
- (q) "**Indemnity Insurance**" means insurance against personal liability incurred by any member of the Executive Committee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the member of the Executive Committee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- (r) "**Independent Examiner**" has the meaning prescribed by the Charities Act;
- (s) "**the Jamaat**" means the charity comprised in this Constitution;
- (t) "**Material Benefit**" means a benefit which may not be financial but has a monetary value;
- (u) "**member**" and "**membership**" refer to membership of the Jamaat;
- (v) "**months**" means calendar months;
- (w) "**the Objects**" means the charitable objects of the Jamaat set out in clause 3;

- (x) "**Office Bearers**" means the office of the President, Vice-President, Honorary Secretary, Assistant Secretary, Honorary Treasurer and Assistant Treasurer for the time being and "**Office Bearer**" means any one of them.
- (y) "**the President**" means the president of the Jamaat elected at the AGM for the time being;
- (z) "**Returning Officers**" means each of the individuals appointed as Returning Officers in accordance with clause 12;
- (aa) "**SGM**" means a general meeting of the members of the Jamaat called in accordance with clause 10 and which is not an AGM or an EGM;
- (bb) "**Taxable Trading**" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects;
- (cc) "**Trust Corporation**" has the meaning prescribed by section 205(1)(cxxviii) of the Law of Property Act 1925 (but does not include the Public Trustee);
- (dd) "**written**" or "**in writing**" refers to a legible document on paper including a fax message; and
- (ee) "**year**" means calendar year.

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

ADOPTED AT A MEETING HELD AT *[PLACE]* ON *[DATE]*

SIGNED

Name .....

Signature .....

*[name and signature of President]*

WITNESSED

Name .....

Address .....

.....

.....

Occupation .....

Signature .....

*[name, address, occupation and signature of witness]*