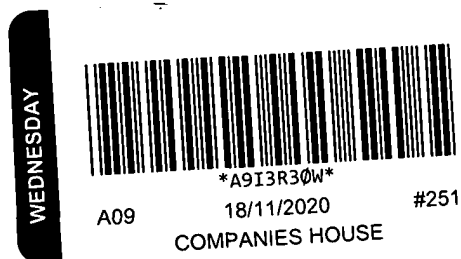
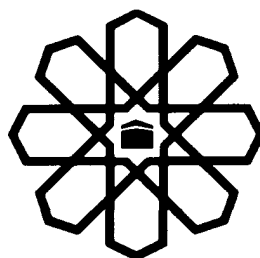




# **Articles of Association of the East London Mosque Trust**



*As amended 7 November 2020*

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East London Mosque Trust is a charity (1122613)  
and a company limited by guarantee (468317)  
registered in England & Wales



Charitable Company not having a share capital

## ARTICLES OF ASSOCIATION OF EAST LONDON MOSQUE TRUST

These revised Articles of Association build on the legacy of our forebears. The London Mosque Fund, the precursor of the East London Mosque Trust, was established in 1910 and registered as a Trust in 1926 with the objective of building and maintaining a mosque in London. In 1949 the East London Mosque Trust was incorporated to act as the sole trustee of the London Mosque Fund, then in 2007 the East London Mosque Trust replaced the London Mosque Fund.

- 1 The company's name is East London Mosque Trust (and in this document it is called the "Charity").

### Interpretation

- 2 In these articles:
  - "address" means a postal address or, for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the Charity;
  - "the articles" means the Charity's Articles of Association;
  - "the Charity" means the company intended to be regulated by these articles;
  - "clear days" in relation to the period of a notice means the period excluding
    - the day when the notice is given or deemed to be given; and
    - the day for which it is given or on which it is to take effect;
  - "the Commission" means the Charity Commission for England & Wales;
  - "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;
  - "the trustees" means the directors of the Charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011, who shall also be together known as the Board of Trustees;
  - "document" includes, unless otherwise specified, any document sent or supplied in electronic form;
  - "electronic form" has the meaning given in section 1168 of the Companies Act 2006;
  - "officers" includes the trustees and the secretary (if any);
  - "secretary" means any person appointed to perform the duties of the secretary of the Charity;
  - "connected person" means:
    - (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
    - (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
    - (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
    - (4) an institution which is controlled –
      - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
      - (b) by two or more persons falling within sub-clause 4(a), when taken together
    - (5) a body corporate in which –
      - (a) the trustee or any connected person falling within subclauses (1) to (3) has a substantial interest; or
      - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
      - (c) Sections 350–352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.



"the United Kingdom" means Great Britain and Northern Ireland; and words importing the one gender only shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in these articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when these Articles becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### Liability of members

- 3 The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
  - (1) payment of the Charity's debts and liabilities incurred before he, she or it ceases to be a member;
  - (2) payment of the costs, charges and expenses of winding up; and
  - (3) adjustment of the rights of the contributories among themselves.

### Objects

- 4 The Charity's objects ("Objects") are to:
  - (1) Advance the Islamic faith for the benefit of the public by maintaining and managing a community centre and mosque in London;
  - (2) Advance education and to provide facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for the general public, and in particular the Muslim community;
  - (3) Promote such other charitable purposes as may from time to time be determined.

### Powers

- 5 The Charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Charity has power:
  - (1) to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011, and with the guiding principles of Islam;
  - (4) to borrow money and to charge the whole or any part of the property belonging to the Charity, other than any place of worship, as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
  - (5) to affiliate and cooperate with other charities, voluntary bodies and statutory authorities, and to exchange information and advice with them;
  - (6) to establish or support any charitable companies, trusts, associations, organisations or institutions formed for any of the charitable purposes included in the Objects;
  - (7) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a trustee only to the



extent it is permitted by article 7 and provided it complies with the conditions in that article;

- (8) to:
- (a) deposit or invest funds;
  - (b) employ a professional fund-manager; and
  - (c) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

### **Application of income and property**

- 6 (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Charity.
- (b) A trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (c) A trustee may receive an indemnity from the Charity in the circumstances specified in article 48.
- (d) A trustee may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a trustee receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
  - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

### **Benefits and payments to trustees and connected persons**

- 7 (1) General provisions

No trustee or connected person may:

- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
  - (b) sell goods, services, or any interest in land to the Charity;
  - (c) be employed by, or receive any remuneration from, the Charity;
  - (d) receive any other financial benefit from the Charity;
- unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the Charity Commission.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

#### **Scope and powers permitting trustees' or connected persons' benefits**

- (2) (a) A trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the trustees do not benefit in this way.
- (b) A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a trustee or connected person may provide the Charity with goods that are not supplied in connection



with services provided to the Charity by the trustee or connected person.

- (d) A trustee or connected person may receive rent for premises let by the trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (e) A trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

#### **Payment for supply of goods only – controls**

- (3) The Charity and its trustees may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions are satisfied:
  - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its trustees (as the case may be) and the trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Charity.
  - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - (c) The other trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
  - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
  - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
  - (f) The reason for their decision is recorded by the trustees in the minute book.
  - (g) A majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 7.
- (4) In sub-clauses (2) and (3) of this article:
  - (a) 'Charity' includes any company in which the Charity:
    - (i) holds more than 50% of the shares; or
    - (ii) controls more than 50% of the voting rights attached to the shares; or
    - (iii) has the right to appoint one or more trustees to the Board of the company.
  - (b) 'connected person' includes any person within the definition in article 2 'Interpretation'.

#### **Declaration of trustees' interests**

- 8 A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A trustee must absent himself or herself from any discussions of the Charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).



### Conflicts of interests and conflicts of loyalties

- 9 (1) If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - (b) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
  - (c) the unconflicted trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

### Members

- 10 (1) Membership of the Charity shall be open to:
- (a) individuals who are:
    - (i) approved by the trustees as being Muslims of good Islamic character, and are interested in and willing to contribute to or actively further the objects of the Charity; and
    - (ii) approved by members at a general meeting of the Charity.
- and
- (b) the chairman, vice chairman and secretary of Jamiat-ul-Muslimin (the Charity's volunteers), who shall be members so long as they hold those offices.
- (2) The membership shall be no less than 50 and must not exceed 99.
- (3) Membership is not transferable.
- (4) The trustees must keep a register of names and addresses of the members.

### Termination of membership

- 11 Membership is terminated if:
- (1) the member dies or;
  - (2) the member resigns by written notice to the Charity;
  - (3) the member is removed from membership by a resolution of the members at a general meeting, provided that:
    - (a) the trustees pass a resolution that it is in the best interests of the Charity that his membership is terminated;
    - (b) the member has been given at least fourteen days' notice in writing of any meeting where such a resolution is proposed, and the reasons why it has been proposed;
    - (c) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meetings.

### General meetings

- 12 (1) The Charity shall hold an annual general meeting each year in addition to any other general meetings in that year.
- (2) An annual general meeting must be held no later than eight (8) months from the date of the financial year end.
- 13 The trustees may call general meetings at any time.



### Notice of general meetings

- 14 (1) The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice of a general meeting at which a special resolution is to be proposed must:
- (a) specify the intention to propose a special resolution; and
  - (b) include the text of the special resolution.
- (5) The notice shall be given to all the members and to the trustees and auditors.
- 15 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

### Proceedings at general meetings

- 16 (1) A meeting may be held by audio or video means, in which each participant is able to communicate with all the other participants.
- (2) No business shall be transacted at any meeting unless a quorum is present. 'Present' includes being present by audio or video means agreed by the trustees in which a participant or participants may communicate with all the other participants.
- (3) A quorum is:
- (a) 20 members present and entitled to vote upon the business to be conducted at the meeting; or
  - (b) one third of the total membership at the time whichever is the greater.
- 17 If:
- (1) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (2) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
- 18 (1) General meetings shall be chaired by the Chairman or in his absence some other trustee nominated by the trustees.
- (2) If neither the Chairman nor such other nominated trustee (if any) is present within fifteen minutes of the time appointed for the meeting, a trustee nominated by the trustees present shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present must choose one of their number to chair the meeting.
- 19 (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.



- (4) If a meeting is adjourned by a resolution of the members for more than fourteen days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 20 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting; or
  - (b) by at least two members present and having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 21 Trustees who are not members are entitled to attend and speak at any general meeting of the Charity.

### Written resolutions

- 22 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

### Vote of members

- 23 (1) Every member shall have one vote.





- (2) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 24 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

### **Trustees**

- 25
  - (1) A trustee must be a natural person aged 18 years or older.
  - (2) No one may be elected or appointed a trustee if he or she would be disqualified from acting under the provisions of article 33.
  - (3) No one may be elected or appointed a trustee if he or she is employed by the Charity.
- 26 The minimum number of trustees shall be 9 and the maximum number of trustees shall be 15.
- 27
  - (1) The positions of Chairman and Honorary Secretary must be filled by elected trustees of the Charity.
  - (2) Any other positions created by the trustees from time to time may be filled by any trustees of the Charity.
  - (3) A trustee may serve in each of the positions of Chairman, Honorary Secretary, or any other positions created by the trustees of the Charity, for a maximum term of six years in total (consecutive or otherwise).
  - (4) Only the years from the annual general meeting of 2015 shall be counted towards the maximum term a trustee may serve.
- 28 A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees.

### **Powers of trustees**

- 29
  - (1) The trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
  - (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
  - (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

### **Retirement of trustees**

- 30
  - (1) At the annual general meeting in 2013, and every alternate annual general meeting thereafter, all the trustees must retire from office upon conclusion of the meeting.
  - (2) Trustees may be re-elected or re-appointed, provided they have not already served a maximum of twenty years (from the annual general meeting of 2015), consecutive or otherwise.

### **Election and appointment of trustees**

- 31 At the annual general meeting in 2013, and every alternate annual general meeting thereafter, the members shall, by secret ballot, elect 10 members of the Charity to serve as trustees.
- 32 The trustees may appoint additional trustees, provided there are no more than 5 appointed trustees at any given time.

### **Disqualification and removal of trustees**

- 33 A trustee shall cease to hold office if he or she:
  - (1) ceases to be a trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a trustee;



- (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a trustee by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
- (5) is absent without the permission of the trustees from 3 consecutive meetings of the trustees, and the trustees resolve that his or her office be vacated; or
- (6) engages in any activity or trade that is deemed to conflict with Islamic principles, is found to have committed serious misconduct, fails to meet the Charity's requirements to serve as a trustee, or brings the Charity into disrepute, and the trustees resolve that his or her office be vacated.

### **Remuneration of trustees**

34 The trustees must not be paid any remuneration unless it is authorised by article 7.

### **Proceedings of trustees**

- 35 (1) There shall be at least 4 meetings of the trustees each year.
- (2) The trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (3) The Chairman shall call a meeting if half of the trustees request a meeting of the trustees, upon not less than seven days' notice being given to the other trustees.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by audio or video means, in which each participant is able to communicate with all the other participants.
- 36 (1) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by audio or video means agreed by the trustees in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be five trustees.
- (3) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- 37 (1) If the number of elected trustees falls below 5, the continuing trustees or trustee must call a general meeting for the purpose of filling vacancies, to be held within 28 days.
- (2) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 38 (1) If the Chairman is not present, the trustees shall appoint a trustee to chair their meetings and may at any time revoke such appointment.
- (2) If no one has been appointed to chair meetings of the trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the trustees.



### Delegation

- 39 (1) The trustees may delegate any of their powers or functions to a committee consisting of at least two trustees, but the terms of any delegation must be recorded in the minute book.
- (2) The trustees may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

### Validity of trustees' decisions

- 40 (1) Subject to article 40(2), all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the articles to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- (d) the vote of that trustee; and
  - (e) that trustee being counted in the quorum;
- the decision has been made by a majority of the trustees at a quorate meeting.
- (2) Article 40 (1) does not permit a trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for article 40 (1), the resolution would have been void, or if the trustees has not complied with article 8.

### Minutes

- 41 The trustees must keep minutes of all:
- (1) appointments of officers made by the trustees;
  - (2) proceedings at meetings of the Charity;
  - (3) meetings of the trustees and committees of trustees including:
    - (a) the names of the committee members present at the meeting;
    - (b) the decisions made at the meetings; and
    - (c) where appropriate the reasons for the decisions.

### Accounts

- 42 (1) The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The trustees must keep accounting records as required by the Companies Act.

### Means of communication to be used

- 43 (1) Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Act 2006



provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

- (2) Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.
- 44 Any notice to be given to or by any person pursuant to the articles:
  - (1) must be in writing; or
  - (2) must be given in electronic form.
- 45 (1) The Charity may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form to the member's address; or
  - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
  - (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 46 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 47 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
  - (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.

### Indemnity

- 48 (1) The Charity may indemnify a relevant trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a 'relevant trustee' means any trustee or former trustee of the Charity.

### Rules

- 49 (1) The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
  - (a) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - (b) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;



- (c) generally, all such matters as are commonly the subject matter of Charity rules.
  - (3) Any bye laws regulating the admission of members of the Charity and the rights and privileges of members, and any fees or payments to be made by members, must be passed by an ordinary resolution at a general meeting.
  - (4) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
  - (5) The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
  - (6) The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.
- 50 The articles may be amended by a special resolution at a general meeting, subject to any conditions under section 198 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

### Disputes

- 51
- (1) Any obligation or power granted to the Charity under the terms of these articles will be exercised in accordance to the laws of England and Wales and also in accordance to the principles and morals of Islam.
  - (2) In the event of any dispute, the interpretations of such principles will be determined by a committee of 3 Muslim scholars of Islam, chosen by the trustees, whose decision shall be final and without appeal.

### Dissolution

- 52
- (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
    - (a) directly for the Objects; or
    - (b) by transfer to any charity or charities for purposes similar to the Objects; or
    - (c) to any charity or charities for use for particular purposes that fall within the Objects.
  - (2) Subject to any such resolution of the members of the Charity, the trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
    - (a) directly for the Objects; or
    - (b) by transfer to any charity or charities for purposes similar to the Objects; or
    - (c) to any charity or charities for use for particular purposes that fall within the Objects.
  - (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no resolution in accordance with article 52 (1) is passed by the members or the trustees the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.