

ARTICLES OF ASSOCIATION COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
(Company number: 05461960)

ARTICLES OF ASSOCIATION OF THE CHRISTIAN MUSLIM FORUM

1 Definitions and interpretation

In these articles:

- 1.1 'Act' means the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts;
- 1.2 '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;
- 1.3 'Charity' means the above named Charity;
- 1.4 'Office' means the registered office of the Charity;
- 1.5 'Seal' means the common seal of the Charity;
- 1.6 'Secretary' means any person appointed to perform the duties of the secretary of the Charity;
- 1.7 "The Founding Patron" means the Archbishop of Canterbury
- 1.8 'Trustees' means those members of the Charity appointed under Article 3.1.1, 3.1.2 and 3.1.3
- 1.9 'United Kingdom' means Great Britain and Northern Ireland;
- 1.10 expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form including electronic means of communication through the internet;
- 1.11 unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these articles become binding on the Charity;
- 1.12 words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.

2 Objects

The Charity is established for the objects expressed in the memorandum of association.

3 Members and Trustees

- 3.1 Membership of the Charity shall be as follows:-
 - 3.1.1 One member from the Christian community shall be appointed by the Founding Patron in consultation with appropriate Christian representative groups
 - 3.1.2 One member from the Muslim community shall be appointed by the Founding Patron in consultation with appropriate Muslim representative groups
 - 3.1.3 Up to eight other members elected by a General Meeting, provided that an equal number of Christian and Muslim members are elected under this sub-clause
 - 3.1.4 The Presidents appointed under clause 7.1 of these Articles.
- 3.2 The members of the Charity appointed under clause 3.1.1, 3.1.2 and 3.1.3 of these Articles shall be the Trustees of the Charity.
- 3.3 Every person admitted to membership of the Charity shall either sign a written consent to become a member or sign the register of members and those elected as trustees shall sign a declaration of willingness and eligibility to serve as a Charity Trustee before he or she may vote at any Trustees' meeting.
- 3.4 Every member Trustee shall serve for a term of four years and shall be eligible for re-election or re-appointment except that no Trustee may serve for more than two consecutive terms nor for more than four terms in total.
- 3.5 In the case of a casual vacancy any replacement member shall serve only for the period remaining for the person whom he or she replaced
- 3.6 Unless the Trustees or the Charity in general meeting shall make other provision pursuant to the powers contained in these Articles, the Trustees may in their absolute discretion permit any member of the Charity to retire whereupon a further appointment shall be made as soon as practicable. Where the vacancy so created is for a Trustee appointed under clause 3.1.3 of these articles, the Trustees may appoint a Trustee to serve as such until the next General Meeting, such service not being counted as part of a four-year term of office.
- 3.7 The Members shall be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from Trustee meetings or general meetings of the Charity or in connection with agreed business of the Charity.

- 3.8 A Trustee's term of office automatically terminates if he or she:
- 3.8.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 3.8.2 ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or
 - 3.8.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - 3.8.4 resigns his office by written notice to the Charity; or
 - 3.8.5 is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest as required by Section 317 of the Act; or
 - 3.8.6 is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated;
 - 3.8.7 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM)
 - 3.8.8 is removed by resolution passed by at least 2/3rds of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views
- 3.9 A Trustee shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted.

4 General meetings

- 4.1 Members are entitled to attend general meetings personally. General meetings are called on at least 21 clear days' written notice specifying the business to be discussed
- 4.2 There is a quorum at a general meeting if the number of members personally present is at least 2
- 4.3 One of the Co-Chairs of the Charity or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 4.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 4.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person has one vote on each issue
- 4.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature and by direction of the Trustees as to authentication. Electronic means may be used for transmission of such documents and "signature" shall be interpreted in accordance with such direction)
- 4.7 The Charity must hold an Annual General Meeting ('AGM') in every year which all members are entitled to attend and vote and which all Vice Presidents are entitled to attend. The first AGM must be held within 18 months of the Charity's incorporation.
- 4.8 At an AGM the members:
 - 4.8.1 receive the accounts of the Charity for the previous financial year
 - 4.8.2 receive the Trustees' report of the Charity's activities since the previous AGM
 - 4.8.3 accept the retirement of those Trustees who wish to retire or whose term of office has concluded
 - 4.8.4 note or prompt the nomination of or elect persons to be Trustees to fill the vacancies arising
 - 4.8.5 appoint auditors for the Charity
 - 4.8.6 may confer on (with his or her consent and the prior consent of the Founding Patron) or remove from (with the prior consent of the Founding Patron) any individual the honorary title of Patron of the Charity and
 - 4.8.7 discuss and determine any issues of policy or deal with any other business before them
- 4.9 Any general meeting which is not an AGM is an Extraordinary General Meeting ('EGM')
- 4.10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least three members
- 4.11 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

5 Powers and duties of the Trustees

- 5.1 The business of the Charity shall be managed by the Trustees who may pay all expenses incurred in the formation of the Charity, and may exercise all such powers of the Charity as are not required to be exercised by the Charity in general meeting. Any such requirement may be imposed either by the Act or by these articles or by any regulation made by the Charity in general meeting; but no such regulation shall invalidate any prior act of the Trustees which would have been valid if that regulation had not been made;

- 5.2 All cheques and other negotiable instruments, and all receipts for money paid to the Charity, shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time determine provided that all cheques shall be signed by not less than two authorised signatories;
- 5.3 The Trustees shall cause minutes to be made:
 - 5.3.1 of all appointments of officers;
 - 5.3.2 of the names of the Trustees present at each Trustees' meeting;
 - 5.3.3 of all resolutions and proceedings at all meetings of the Charity.
- 5.4 The Trustees may exercise all the powers of the Charity to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Charity or of any third party.

6 Proceedings of the Trustees

- 6.1 The Trustees must hold at least three meetings each year and such meetings may be conducted by telephone or video conference or some other remote means that allow all trustees to participate in the meeting.
- 6.2 The Trustees may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chair shall have a second or casting vote. The Chairman may, and the Secretary on the request of any two Trustees shall, at any time summon a Trustees meeting.
- 6.3 The quorum necessary for the transaction of the business of the Trustees may be fixed by the Trustees and, unless so fixed, shall be four;
- 6.4 The Trustees may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the articles of the Charity as the necessary quorum of members, the remaining Trustees may act for the purpose of prompting the restoration of the number of members to that number, or of summoning a general meeting of the Charity, but for no other purpose;
- 6.5 The two co-Chairpersons of the Charity, one Christian and one Muslim, shall be elected by the Trustees and shall serve for a period of two years renewable, with the consent of the Trustees, for a further period of two years (but not further without a break in office). If neither of the Chairpersons is present within 5 minutes of the time appointed for holding a meeting, or if he or she so requests, the Trustees present may choose one of their number to chair the meeting;
- 6.6 The Trustees may delegate any of their powers to committees consisting of such persons as they think fit (but at least one member of every committee must be a Trustee); any committee so formed shall conform to any regulations that may be imposed on it by the Trustees and shall report all acts and proceedings to the Trustees fully and promptly;
- 6.7 A committee may elect a chair of its meetings; if no such chair is elected, or, if at any meeting the chair is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;
- 6.8 A committee may meet and adjourn as it thinks proper and no meeting of any subcommittee shall be quorate if not attended by the Trustee or at least one of the Trustees appointed to be a member of it.
- 6.9 Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chair shall have a second or casting vote;
- 6.10 All acts done by any meeting of the Trustees or by a committee, or by any person acting as a Trustee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee;
- 6.11 A resolution in writing, signed by all the Trustees entitled to receive notice of a Trustees meeting, shall be as valid and effectual as if it had been passed at a Trustees meeting duly convened and held, and may consist of several documents in like form each signed by one or more Trustees.

7 Presidents and Vice-Presidents

- 7.1 The function of the Presidents and Vice Presidents shall be to advise the Trustees in the performance of their duties in accordance with the Charity's objects and generally to further the objects of the Charity
- 7.2 The Trustees shall appoint up to eight Presidents of the Charity, being:
 - 7.2.1 the two persons referred to in Article 3.1
 - 7.2.2 three further persons, who are leaders of the Christian community acknowledged as such by the Founding Patron
 - 7.2.3 three further persons who are leaders of the Muslim community represented as such to the Founding Patron and acknowledged by him
- 7.3 The Presidents shall serve for a term of four years, renewable for one further term of four years.

- 7.4 The Trustees may appoint any individual (with his or her consent) to the role of Vice President of the Charity and may withdraw any such appointments at their absolute discretion.

8 Secretary

- 8.1 Subject to Section 293 of the Act, the Trustees shall appoint a Secretary and any Secretary so appointed may be removed by them
- 8.2 A provision of the Act or of these articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as Trustee and as, or in place of, the Secretary.

9 The Seal

The Trustees shall provide for the safe custody of the seal if any, which shall be used only by the authority of the Trustees or of a sub-committee authorised by the Trustees in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some other person appointed by the Trustees for the purpose.

10 Accounts

- 10.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- 10.1.1 annual reports
 - 10.1.2 annual returns
 - 10.1.3 annual statements of account
- 10.2 The Trustees must keep proper records of:
- 10.2.1 all proceedings at general meetings
 - 10.2.2 all proceedings at meetings of the Trustees
 - 10.2.3 all reports of committees; and
 - 10.2.4 all professional advice obtained
- 10.3 Accounting records relating to the Charity must be made available for inspection by the Founding Patron or by any person duly authorised by him and by any Trustee at any reasonable time during normal office hours

11 Notices

- 11.1 Any notice to be given to or by any person pursuant to the articles shall be in writing
- 11.2 The Charity may give any notice to a member either personally or by sending it by post to him or to his registered address or by leaving it at that address or by sending it to a suitably secure e-mail address provided by the member. A member whose registered address is not within the United Kingdom and who gives the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive notices from the Charity by post;
- 11.3 Notice of every general meeting shall be given in any manner authorised by these articles to:
- 11.3.1 every member except those members who (having no registered address within the United Kingdom) have not supplied the Charity with either an e-mail address or an address within the United Kingdom for the giving of notices to them;
 - 11.3.2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
 - 11.3.3 the auditor for the time being of the Charity; and
 - 11.3.4 the Founding Patron or a representative designated by him
- No other person shall be entitled to receive notice of general meetings;
- 11.4 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called;
- 11.5 Proof that an e-mail was sent or that envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or the e-mail sent.

12 Indemnity

Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

13 Dissolution

Clause 7 of the memorandum of association relating to the winding-up and dissolution of the Charity shall have effect as if its provisions were repeated in these articles.

14 Rules or byelaws

- 14.1 The Trustees may from time to time with the approval in writing of the Founding Patron make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the above, it may by such rules or byelaws regulate:
- 14.1.1 the admission and classification of members of the Charity, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 14.1.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees;
 - 14.1.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - 14.1.4 the procedure at general meetings and meetings of the Trustees and sub-committees in so far as such procedure is not regulated by these articles; and
 - 14.1.5 generally all such matters as are commonly the subject matter of Charity rules;
- 14.2 The Charity in general meeting with the approval in writing of the Founding Patron shall have power to alter or repeal the rules or byelaws and to make additions to them, and the Trustees shall adopt such means as it deems sufficient to bring to the notice of members of the Charity all such rules or byelaws, which so long as they shall be in force, shall be binding on all members of the Charity provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or articles of association of the Charity.

Dated the 20th day of May 2005

Revised 14 October 2019(signatures, addresses and descriptions of original subscribers)

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Witness to the above signatures

(signature, address and description of witness)