

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

In the Name of Allah, the Merciful, the Compassionate

ARTICLES OF ASSOCIATION OF “AL-BARAKA WELFARE TRUST INTERNATIONAL”



Company No: 12830044

Incorporated: 21st August 2020

Registered office: 83 Ombersley Road Sparkbrook, Birmingham, United Kingdom, B12 8UT

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1. NAME

- 1.1 The name of the Company is “**Al-Baraka Welfare Trust International**”, hereinafter called “the Charity”.

2. INTERPRETATION

- 2.1 In this Articles:

‘address’ means a postal address or, for the purposes of electronic communication, a fax number, an e-mail 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 the articles;

‘the Objects’ means the principal objects set out in the Articles;

‘the office’ means the registered office of the Charity;

‘clear days’ in relation to the period of a notice means a 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 and 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 directors’ means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

‘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;

‘the memorandum’ means the charity’s memorandum of association;

‘officers’ includes the directors and the secretary (if any);

‘the Board’ means the Directors of the Charity;

‘the Directors’ means the directors of the Charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

‘the seal’ means the common seal of the charity if it has one;

‘secretary’ means any person appointed to perform the duties of the secretary of the charity;

‘the United Kingdom’ means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution 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.

3. REGISTERED OFFICE

3.1 The Charity's registered office is to be situated in England.

4. LIABILITY OF MEMBERS

4.1 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:

- (a) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

5. OBJECTS

The charity's objects ('Objects') are specifically restricted to the following:

- 5.1 The prevention or relief of poverty, distress and suffering amongst people in any part of the world by providing grants, items and services to individuals in need and/or charities or other organisation working to prevent or relieve poverty.
- 5.2 The prevention or relief of poverty or financial hardship anywhere in the world by providing or assisting in the provision of education, training, skills development, healthcare, rehabilitation (after natural disaster) projects and all the necessary support designed to enable individual to generate a sustainable income and be self-sufficient.
- 5.3 The relief of financial need and suffering amongst victims of natural or other kinds of disasters in the form of money or other means deemed suitable for persons, bodies, organisations and or countries affected, including the provision or assistance to needy people in matters of medical treatment and accommodation.

6. GENERAL POWERS

- 6.1 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:
 - 6.1.1 to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - 6.1.2 to launch such appeals for funds and assistance as it shall consider necessary and appropriate in order to ensure the continuance of its charitable work;
 - 6.1.3 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 6.1.4 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;

- 6.1.5 to borrow money and to charge the whole or any part of the property belonging to the charity 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;
- 6.1.6 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 6.1.7 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 6.1.8 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity; The directors may assist anybody or bodies especially other charitable organisations whose purposes are the same as or similar to those of the Charity, financially or otherwise, PROVIDED ALWAYS that such assistance is in accordance with the Objects;
- 6.1.9 to accept gifts and to raise funds;
- 6.1.10 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 6.1.11 to employ any employee or voluntary worker and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- 6.1.12 to appoint any lawyer, executive, administrator, manager, agent or accountant or other such person to manage the Charity and to pay to such person or persons who are appointed suitable remuneration and commission for their services at the usual professional rates;
- 6.1.13 to delegate to anyone working for the Charity such matters relating to the day-to-day management of the Charity or any project initiated and co-ordinated by the Charity as they shall in their absolute discretion think it;
- 6.1.14 to:
 - (a) deposit or invest surplus funds which cannot immediately be allocated and applied in accordance with the Objects; the directors may invest such surplus in such investments as may for the time being be permitted in law (with any consents as by law required) particularly but not exclusively by purchasing land and premises in order to generate income for the Objects of the Charity.
 - (b) any income derived from investments made is to be allocated and applied in accordance with the Objects
 - (c) employ a professional fund-manager; and
 - (d) 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;

- 6.1.15 to insure the property of the organisation against any foreseeable risk and take-out other insurance policies to protect the organisation when required;
- 6.1.16 to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;
- 6.1.17 to do anything else within the law which promotes or help to promote the object;
- 6.1.18 to cause to be written and print publish issue and circulate gratuitously or otherwise any reports or papers periodicals books pamphlets leaflets or other documents, films, recorded tapes or disks whether audio or visual or both, including periodical reports on the work of the Charity;
- 6.1.19 subject to any consents required by law, to establish, acquire or utilise any internet radio or television network including all premises, equipment and personnel as are necessary for the proper pursuit of the Objects;
- 6.1.20 subject to any consents required by law to borrow, or donate money PROVIDED THAT no usurious transaction including charging interest is entered into as defined by the Shari'ah;
- 6.1.21 to borrow or utilise any money, equipment facility, service or property on such terms as the Board shall think it;

Application of income and property

- 6.2 The income and property of the charity shall be applied solely towards the promotion of the Objects.
- 6.3 (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

(b) A director 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; which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity PROVIDED THAT any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Board (or any of them) knew to be a breach of trust or breach of duty or which was committed in reckless disregard of whether it was a breach of trust or breach of duty or not;

(c) A director may receive an indemnity from the charity in the circumstances specified in article 57.

(d) A director may not receive any other benefit or payment unless it is authorised by article 7.
- 6.4 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 director 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.

- 6.5 To raise, collect and receive money funds and chattels of any description from any organisation person or persons whomsoever by way of contributions, donations, legacies, interest free loans, subscriptions, grants, payroll giving and any other lawful method including public appeals through the media (with any consents as by law required) and to accept and receive gifts of property of any description (whether subject to any special trusts or not) PROVIDED THAT in raising such funds and assets the Charity shall not undertake any substantial permanent trading activities and shall comply with any relevant statutory regulations.
- 6.6 To accept any of the aforementioned contributions, donations, legacies, grants and gifts of funds, chattels and property on any special trusts in connection with the Charity so that any contribution, donation, grant or gift so accepted shall be held subject to the terms and conditions of the gift.
- 6.7 The income and assets of the Charity shall be applied solely towards the promotion of the Objects, including the purchase of land and premises both for the use of the Charity and in order to generate income, and the maintenance, repair, insurance and general upkeep of the same and the payment of all outgoings including the payment of the administrative staff thereof and the general expenses of carrying on and managing the same including the payment of any telephone, office, stationery and equipment, electricity, gas and water bills and any rates and taxes of an annual or recurring nature payable in respect of the aforesaid land and premises.

7. BENEFITS AND PAYMENTS TO CHARITY DIRECTORS AND CONNECTED PERSONS

7.1 General provisions

No director 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 prior written consent of the Charity Commission has been obtained.

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

7.2 Scope and powers permitting directors' or connected persons' benefits

- a) A director 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 directors do not benefit in this way.
- (b) A director 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 (7.3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- (d) A director or connected person will not receive interest on money lent to the charity. Any money lent to the charity will be interest free as defined by the Shari'ah;
- (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director 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.

7.3 Payment for supply of goods only – controls

The charity and its directors may only rely upon the authority provided by sub-clause (7.2) (c) of this article if each of the following conditions is 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 directors (as the case may be) and the director 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 directors 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 director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director 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 directors is present at the meeting.

(f) The reason for their decision is recorded by the directors in the minute book.

(g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

7.4 In sub-clauses (7.2) and (7.3) 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 directors to the board of the company.

(b) 'connected person' includes any person within the definition in article 61 'Interpretation'.

Declaration of directors' interests

7.5 A director 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 director must absent himself or herself from any discussions of the charity directors 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).

7.6 Conflicts of interests and conflicts of loyalties

If a conflict of interests arises for a director 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 directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted director 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 director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

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 director or to a connected person.

8. MEMBERS

8.1 The subscribers to the memorandum are the first members of the charity.

(a) Member shall be Muslims from Ahle Sunnah Wal Jamat.

(b) The directors shall be full members of the Charity.

- (c) new members must be approved by the existing members/ directors.
- (d) membership is not transferable.
- (e) The directors must keep a register of names and addresses of the members.

8.2 The first subscribers shall be those persons named in the Memorandum of Association and notified to Companies House as the first subscribers of the Charity as defined and required by sections 7 to 13 of the Companies Act 2006.

Termination of membership

Membership is terminated if:

- 8.3 the member dies or, if it is an organisation, ceases to exist;
- 8.4 the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- 8.5 any sum due from the member to the charity is not paid in full within six months of it falling due;
- 8.6 the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) 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 meeting.

9. GENERAL MEETINGS

- 9.1 The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 9.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 9.3 The directors may call a general meeting at any time.
- 9.4 The minimum periods of notice required to hold a general meeting of the charity are:
 - (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other general meetings.
- 9.5 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

- 9.6 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. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22.
- 9.7 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.
- 9.8 The minimum periods of notice required to hold a general meeting of the charity are:
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other general meetings.
- 9.9 Any notice to be given to or by any person pursuant to the Articles shall be in writing or must be given in electronic form;
- 9.10 The Charity may give any notice either personally or by sending it by first class post in a prepaid envelope addressed to the person at his or her last known address or by leaving it at that address or by giving it in electronic form to the person's address.
- 9.11 Proof that an 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 7 days after the envelope containing it was posted.
- 9.12 Any notice sent by means of electronic transmission including fax or email shall be confirmed as having been received provided receipt is acknowledged by the person to whom it was sent.
- 9.13 The notice must be given to all the members and to the directors and auditors.
- 9.14 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.

Proceedings at general meetings

- 9.15 No business shall be transacted at any general meeting unless a quorum is present.
- 9.16 A quorum is:
- (a) 3 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - (b) one tenth of the total membership at the time whichever is the greater.
- 9.17 The authorised representative of a member organisation shall be counted in the quorum. If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting;
- or

(b) during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the directors shall determine.

- 9.18 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 9.19 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 9.20 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- 9.21 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- 9.22 If there is only one director present and willing to act, he or she shall chair the meeting.
- 9.23 If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 9.24 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 9.25 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.
- 9.26 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.
- 9.27 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 9.28 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 in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 9.29 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

- 9.30 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.
- 9.31 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. 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.
- 9.32 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.
- 9.33 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. 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.
- 9.34 The poll must be taken within thirty days after it has been demanded. 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. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

10. WRITTEN RESOLUTIONS

- 10.1 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.
- 10.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement

11. FINANCES

- 11.1 The Board may from time to time open and maintain in the name of the Charity a bank account or bank accounts at such bank or banks as they shall from time to time decide and may at any time pay any monies forming part of the funds and assets of the Charity to the credit of any such account or accounts or place the same on deposit with any bank or banker and all cheques and orders for the payment of money can be signed by a single director.

- 11.2 The Board may select any one of their number to act as signatories to operate the accounts of the Charity and to execute in the name of the Charity and on behalf of the Board all assurances or other deeds or instruments for giving effect to any decisions, resolutions or transactions to which the Charity is a party.

Annual Accounts

- 11.3 The directors 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
- 11.4 The directors must keep accounting records as required by the Companies Act.

Annual Report and Annual Return and Register of Charities

- 11.5 The directors must comply with the requirements of the Charities Act 2011 with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- 11.6 The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

Minutes

- 11.7 The directors must keep minutes of all:
- (a) appointments of officers made by the directors;
 - (b) proceedings at meetings of the charity;
 - (c) meetings of the directors and committees of directors including:
 - i. the names of the directors present at the meeting;
 - ii. the decisions made at the meetings; and
 - iii. where appropriate the reasons for the decisions.

Seal

- 11.8 If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director

Means of communication to be used

- 11.9 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.
- 11.10 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 11.11 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.
- 11.12 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.
 - (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.
- 11.13 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.
- 11.14 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.
- 11.15 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 11.16 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.
- 11.17 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.

12. DIRECTORS

- 12.1 The number of directors shall not be less than three but shall not be subject to any maximum limit;
- 12.2 A director must be a natural person aged 18 years or older;
- 12.3 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 39;
- 12.4 The directors shall be Muslims from Ahle Sunnah Wal Jamat;
- 12.5 The directors shall be full members of the Charity;
- 12.6 The first directors shall be those persons named in the Memorandum of Association and notified to Companies House as the first directors of the Charity as defined and required by sections 7 to 13 of the Companies Act 2006;
- 12.7 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors;
- 12.8 Future directors shall be appointed as provided subsequently in the Articles;

Powers of Directors

- 12.9 The directors 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;
- 12.10 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors;
- 12.11 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors;
- 12.12 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the directors shall have the following powers, namely:
 - (a) to expend the funds and assets of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds and assets as they may see fit and to direct the sale of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and
 - (b) to enter into contracts on behalf of the Charity.

Appointment of Directors

- 12.13 The charity may by ordinary resolution:
 - (a) appoint a person who is willing to act to be a director; and
- 12.14 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be

put to the meeting to appoint a director.

12.15 The directors may appoint a person who is willing to act to be a director.

12.16 The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

Retirement of directors

12.17 If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

Disqualification and Removal of Directors

12.18 A Director shall cease to hold office if he or she

- a) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- b) 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);
- c) ceases to be a member of the charity;
- d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- e) resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
- f) is absent without the permission of the directors from all their meetings held within a period of 12 consecutive months and the directors resolve that his or her office be vacated.

Directors' Remuneration and Expenses

12.19 Subject to the provisions of the Companies Acts and to Article above the directors shall be entitled, subject to application to an agreement by the directors, to indemnify and reimburse themselves out of the funds of the Charity for any expenses or liabilities which they may reasonably incur in the performance or exercise of their duties and powers herein;

12.20 The directors must not be paid any remuneration unless it is authorised by article 7;

12.21 The directors shall take or hold any interest in property belonging to the Charity or receive remuneration for their services from the funds of the Charity or be interested otherwise than as a director in any other contract to which the Charity is a party.

Proceedings of Directors

12.22 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

12.23 The following regulations shall govern the procedure of the directors:

- (a) Any director may call a meeting of the directors.
- (b) The directors shall select from among themselves a chairman by at least a two thirds majority resolution of all the existing directors.
- (c) If the number of directors is less than the number fixed as the quorum, the

continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

- (d) Where a majority of the directors wish to appoint a new chairman or to discharge an existing chairman at any meeting then any such appointment or discharge shall only be made by at least a two thirds majority resolution of all the existing directors.
- (e) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- (f) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- (g) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- (h) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants
- (i) The directors shall hold meetings at least once in every six months and at such other times and in such places as they shall from time to time decide and a simple majority of directors may at any time convene a special meeting of the directors upon at least 14 clear days' notice being given to the other directors of the matters to be discussed.
- (j) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. ['Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.]
- (k) The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
- (l) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- (m) A meeting of directors may be conducted by way of conference call via telephone video web-cam or satellite link PROVIDED ALWAYS that everyone involved can at least hear each other speak simultaneously;
- (n) If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- (o) At any meeting of the directors those present shall appoint one of their members to chair that meeting by a simple majority vote.
- (p) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- (q) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.
- (r) The Board shall provide and keep a minute book in which shall be entered:

- i. all appointments of officers made by the directors;
- ii. all proceedings at meetings of the Charity and of the Board and of committees of directors including the names of the Directors present at each such meeting, the decisions made at the meetings and where appropriate the reasons for the decisions; and which shall be signed by the chairperson at the conclusion of each meeting or at some future meeting if the minutes shall have been duly confirmed.

Delegation

12.24 The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.

12.25 The directors 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 directors.

12.26 The directors may revoke or alter a delegation.

12.27 All acts and proceedings of any committees must be fully and promptly reported to the directors.

Validity of directors' decisions

12.28 Subject to article 14.29, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution 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 director; and
- (e) that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

12.29 Article 14.28 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 14.28, the resolution would have been void, or if the director has not complied with article 8.

13. SECRETARY

13.1 Subject to the provisions of the Companies Acts, a Secretary (if any) shall be appointed by the directors for such term, at such remuneration (if not a director) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by the

directors.

14. INDEMNITY

- 14.1 In the exercise of the powers and duties contained herein and in the execution of the trusts hereof no director shall be liable for any loss to the property of the Charity arising by any improper investment made in good faith or for the negligence or fraud of any agent or servant employed by him or her or any other director hereof in good faith although the employment of such agent was strictly not necessary or expedient or by reason of any mistake or omission made in good faith by any director hereof or by reason of any other matter or thing except wilful and individual fraud or wrongdoing or wrongful omission on the part of the director who was sought to be made liable.
- 14.2 Subject to the provisions of the Companies Acts every director or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

15. INSURANCE

- 15.1 The directors may decide to purchase and maintain insurance, at the expense of the Charity, for the benefit of any director or former director in respect of any loss or liability which has been or may be incurred in connection with the exercise of that director's duties or powers.

16. RULES

- 16.1 The directors 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.
- 16.2 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 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;
 - (c) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (d) generally, all such matters as are commonly the subject matter of company rules.
- 16.3 The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 16.4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.

16.5 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.

17. DISPUTES

17.1 If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

18. DISSOLUTION

18.1 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.

18.2 Subject to any such resolution of the members of the charity, the directors 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.

18.3 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 60(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

19. GENERAL

19.1 The decisions and actions of the directors shall at all times be in accordance with and within the boundaries laid down by the Noble Qur'an and the Sunnah of the Prophet Muhammad (PBUH)

19.2 The decisions and actions of the directors shall at all times be governed by the relevant laws of England and where any of the Charity's activities take place in countries other than England the relevant laws of these countries are to be respected and obeyed.

19.3 The provisions of the Articles relating to the Objects of the Charity may not be altered by the directors without the prior consent in writing of the Charity Commissioners.

19.4 The provisions of the Articles relating to the administration of the Charity and of any

project initiated and co-ordinated by the Charity may be altered by the directors (with any consents as by law required) where such alteration would result in a more effective and efficient administration of the Charity and of any project initiated and co-ordinated by the Charity.

20. JURISDICTION:

20.1 These Articles shall be construed and administered in accordance with the England and Wales Charity Law.

21. INTERPRETATION

21.1 In article 7, 'connected person' means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the director;
- (b) the spouse or civil partner of the director or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the director or with any person falling within sub-clause (a) or (b) above;

21.2 an institution which is controlled –

- (a) by the director 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

21.3 a body corporate in which –

- (a) the director or any connected person falling within sub-clauses (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.

SIGNED by the Directors of the Al-Baraka Welfare Trust International on the 14th day of February 2022

Qari Muhammad Farhan

farhan



Anser Mahmood

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Anisa Shaheen

A. SHAHEEN





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