

**ISLAMIC  
FORUM  
TRUST**

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United Kingdom

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**THE COMPANIES ACT 2006  
SPECIAL RESOLUTION**

**Islamic Forum Trust (Company No 6353941)**

**ADOPTION OF REVISIONS TO MEMORANDUM AND ARTICLES OF  
ASSOCIATION**

At a special meeting of the members of the above named company, duly convened and held at the IFT offices in 3<sup>rd</sup> floor, 38-44 Whitechapel Road, London E1 1JX on the 4<sup>th</sup> June 2016 at 11 00 am

**The following Special Resolutions were duly passed:**

- 1 Replace Islamic Forum Europe with Muslim Community Association in the Articles of Association
- 2 Change clause 2 (1) of the Articles to "The membership of the Charity shall be made up of the members from time to time of the Shoora (Consultative) Council of the Muslim Community Association "
- 3 Change clause 25 to At the annual general meeting in 2017 and every alternate annual general meeting thereafter the members shall elect or select from amongst themselves not less than 5 and no more than 9 members to serve as trustees
- 4 Change clause 25 (1) to The members will elect or select a Chairman, a Secretary and a Treasurer from the trustees who shall hold the office from the conclusion of that meeting for two years unless removed by a majority of the members at a Special General Meeting
- 5 Replace "Executive Committee" with " Board of Trustees"
- 6 Change clause 25 (3) to All trustees shall retire from office together at the end of the biennial general meeting next after the date on which they came into office but they may be re-elected or re-appointed
- 7 Change clause 25 (6) to No person shall be entitled to act as a trustee whether on a first or on any subsequent entry into office until after signing a declaration of acceptance and of willingness to act in the charitable trusts of the Trust

DATED 4<sup>th</sup> June 2016

SIGNED

Nessar Ahmed

Nessar Ahmed  
Chairman – Islamic Forum Trust

TUESDAY



A05 \*A5A4MB95\* 28/06/2016 #392  
COMPANIES HOUSE

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Company No: 6353941

The Companies Acts 1985 and 1989  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE  
CAPITAL

# Memorandum and Articles of Association of Islamic Forum Trust

(Incorporated the 28<sup>th</sup> day of August 2007)

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The Companies Acts 1985 and 1989  
Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of Islamic Forum Trust

The name of the Charity is the Islamic Forum Trust and was constituted as the successor to an unincorporated charity also known as Islamic Forum Trust (which was first constituted on the 2<sup>nd</sup> December 1993) in order to promote the charitable objects (listed below) of the Muslim Community Association

- 1 The Company's name is Islamic Forum Trust (and in this document it is called "the Charity")
- 2 The Charity's registered office is to be situated in England and Wales
3. The Charity's objects ("the Objects) are,
  - 1) To promote the religious education of Muslims and non Muslims in the Islamic faith.
  - 2) To promote justice and equality amongst all Muslims and non Muslims irrespective of race, culture and other differences.
  - 3) To relieve poverty and sickness of Muslims either in the UK or abroad
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers -
  - 1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
  - 2) to raise funds and to invite and receive contribution, Provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - 3) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property,
  - 4) subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees" as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants,

- 5) to establish or support any charitable trust, trading companies, associations or institutions formed for all or any of the Objects,
- 6) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 7) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity,
- 8) to do all such other lawful things as are necessary for the achievement of the Objects
- 9) subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed

5 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity, Provided that nothing in this document shall prevent any payment in good faith by the Charity,

- 1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf, Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting of the trustees at which his or her own instruction or remuneration, or that of his or her partner, is under discussion,
- 2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee,
- 3) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees,
- 4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of that company,
- 5) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee,
- 6) to any trustee of reasonable out-of-pocket expenses

6 The liability of the members is limited

- 7 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1 00) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves
- 8 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

The Companies Acts 1985 and 1989

Company limited by Guarantee and not having a Share Capital

**Articles of Association of Islamic Forum Trust**

**Interpretation**

1 In these articles

“the Charity” means the company intended to be regulated by these articles,

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,

“the articles” means these Articles of Association of the Charity,

“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;

“executed” includes any mode of execution;

“the memorandum” means the memorandum of association of the Charity,

“Muslim Community Association” means the unincorporated body known as Muslim Community Association a copy of their constitution being annexed hereto,

“The Shoora (Consultative) Council of Muslim Community Association” means the Shoora (Consultative) Council of Muslim Community Association as defined in the annexed constitution or any successor constitution adopted by Muslim Community Association

“office” means the registered office of the Charity,

“the seal” means the common seal of the Charity if it has one,

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“the trustees” means the directors of the Charity and who shall together be known as the Board of Trustees (and “trustee” has a corresponding meaning),

“the United Kingdom” means Great Britain and Northern Ireland, and words importing the masculine gender only shall include the feminine gender,

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act

## **Members**

- 2 (1) The membership of the Charity shall be made up of the members from time to time of the Shoora (Consultative) Council of Muslim Community Association
- (2) Every member shall have one vote
- (3) Unless the Trustees or the Charity in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

## **General meetings of the Trustees**

4. (1) The Board of Trustees shall hold at least four ordinary meetings each year
- (2) The chairman shall act as chairman at meetings of the Board of Trustees. If the chairman is absent from any meeting, the members of the Board of Trustees present shall choose one of their members to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Board of Trustees for the time being or three members of the Board of Trustees whichever is the greater are present at the meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Board of Trustees present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote
- (5) The Board of Trustees shall keep minutes in books kept for the purpose of proceedings at meetings of the Board of Trustees and any sub-committee.
- (6) The Board of Trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution
- (7) The Board of Trustees may appoint one or more sub-committees consisting of three or more members of the Board of Trustees for the purpose of making any inquiry of supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board of Trustees

## **General Meetings of the Charity**

- 5 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meetings as such in the notices calling it, and not more than eighteen months shall elapse between the date of one annual general meeting of the Charity and that of the next; Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Board of Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6 The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee of the Charity may call a general meeting.

## **Notice of general meetings of the Charity**

- 7 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed,
  - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the trustees and auditors.

- 8 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



### **Proceedings at general meetings**

- 9 No business shall be transacted at any meeting unless a quorum is present. A quorum shall be present when at least one third of the number of members of the Charity for the time being or three members of the Charity whichever is the greater are present at the meeting.
- 10 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand 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.
- 11 The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
12. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 13 A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 14 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
15. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of a result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded,
  - (1) by the chairman, or
  - (2) by at least two members having the right to vote at the meeting, or
  - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
16. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 17 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 18 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 19 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.
- 20 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 21 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### **Vote of members**

22. Every member shall have one vote.
- 23 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 24 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## **Trustees**

25 At the annual general meeting in 2017 and every alternate annual general meeting thereafter the members shall elect or select from amongst themselves not less than 5 and no more than 9 members to serve as trustees

- (1) The members will elect or select a Chairman, a Secretary and a Treasurer from the trustees who shall hold the office from the conclusion of that meeting for two years unless removed by a majority of the members at a Special General Meeting
  - (2) The members may in addition appoint not more than five co-opted members but so that no one may be appointed as a co-opted member if, as a result more than one-fifth of the members of the Board of Trustees would be co-opted members any such co-opted member need not be a member of the Charity (but shall have specialist skills required by the Charity). Each appointment of a co-opted member shall be made at a meeting of the Board of Trustees called under this Constitution and shall also take effect from the end of that meeting unless the appointment is to fill a place which has not been vacated, in which case the appointment shall run from the date when the post becomes vacant.
  - (3) All trustees shall retire from office together at the end of the biennial general meeting next after the date on which they came into office but they may be re-elected or re-appointed
  - (4) The proceedings of the Board of Trustees meeting shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member
  - (5) Nobody shall be appointed as a trustee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause
  - (6) No person shall be entitled to act as a trustee whether on a first or on any subsequent entry into office until after signing a declaration of acceptance and of willingness to act in the charitable trusts of the Trust.
- 26 The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles Future trustees shall be appointed as provided subsequently in the articles

## **Powers of trustees/directors**

- 27 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have valid if that alteration had not been made or that direction had not been given The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of Board of

Trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

28 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely

- (1) to expand the funds 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 as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity,
- (2) to enter into contracts on behalf of the Charity
- (3) to provide indemnity insurance to cover the liability of the trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity. Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as trustees to the Charity
- (4) The Board of Trustees may by majority vote and for good reason terminate the membership of any individual provided that the individual concerned shall have the right to be heard by the Board of Trustees accompanied by a friend before a final decision is made

#### **Appointment and retirement of trustees**

29 At the first annual general meeting all the trustees shall retire from office

30 No person may be appointed as a trustee;

- (1) if they are under the age of eighteen years unless the Charity is a registered company, or
- (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 34

31 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee

32 The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause

the number of Board of Trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following biennial general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such biennial general meeting, he shall vacate office at the conclusion thereof.

- 33 Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

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

34. A trustee shall cease to hold office if he

- (1) 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),
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
- (3) resigns his office 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); or
- (5) is absent without the permission of the trustees from 3 consecutive meetings and the trustees resolve that his office be vacated
- (6) Engages in any trade or activity that is deemed to conflict with Islamic principles or bring the Trust into disrepute;

#### **Trustees' expenses**

- 35 The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

#### **Trustees' appointments**

- 36 Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.

- 37 Except to the extent permitted by Clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party

#### **Proceedings of Board of Trustees**

- 38 Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the Board of Trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote
- 39 The trustees may act notwithstanding any vacancies in their number, but, 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.
- 40 The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of Board of Trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting
- 41 The Board of Trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such subcommittees shall be fully and promptly reported to the trustees
- 42 All acts done by a meeting of Board of Trustees, or a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
- 43 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of Board of Trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of Board of Trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees

44. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and order for the payment of money from such account shall be signed by at least two trustees

#### **Secretary**

- 45 Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

#### **Minutes**

46. The trustees shall keep minutes in books kept for the purpose
- (1) of all appointments of officers made by the trustees, and
  - (2) of all proceedings at meetings of the Charity and of the trustees and of committee of trustees including the names of the trustees present at each such meeting

#### **The seal**

- 47 The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee

#### **Accounts**

- 48 Accounts shall be prepared in accordance with the provisions of Part VII of the Act

#### **Annual Report**

- 49 The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners

#### **Annual Return**

50. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

### **Notices**

- 51 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Board of Trustees need not be in writing
- 52 The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company 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 any notice from the Charity
- 53 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
- 54 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 48 hours after the envelope containing it was posted

### **Indemnity**

- 55 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 judgement 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 for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity

### **Rules**

- 56 (1) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient 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 foregoing, they may be such rules or bye laws regulate.
- (i) the admission and classification of members of the Charity (including the admission of organisations to membership) 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,



- (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants,
  - (iii) 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,
  - (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles,
  - (v) generally, all such matters as are commonly the subject matter of company rules
- (2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles

In the name of Allah, most Merciful, most Compassionate

## CONSTITUTION

### MUSLIM COMMUNITY ASSOCIATION

#### 1. NAME

The name of the organisation is Muslim Community Association ("MCA")

#### 2. AREA OF WORK AND THE HEAD OFFICE

Muslim Community Association's area of work will be across Europe and the Head Office shall be based in London

#### 3: AQEEDA: Fundamental Belief

The organisation's 'aqeeda (belief) is 'There is no god but Allah, Muhammad (pbuh) is the Messenger of Allah

#### 4. OBJECTS

The objects of Muslim Community Association are to

- a Striving for the pleasure of Allah by worshipping Him and serving humanity
- b Bring about spiritual, moral and social renewal through the values enshrined in the Islamic faith
- c Encourage and facilitate Muslims to be active participants in society, for the benefit of all

#### 5. PRINCIPLES

When taking decisions and formulating policies and procedures, Muslim Community Association shall always comply with

- a) Islamic principles based on Qur'an, Sunnah and Islamic teachings
- b) UK and European law, as applicable

#### 6 PROGRAMMES

The work programme of Muslim Community Association shall consist of

- a) **Da'wah: Outreach and Awareness** Inviting people to the path of Allah (swt) and a better understanding of Islam
- b) **Jama'ah: Collective Community Endeavour:** Organising Muslims to work collectively in the spirit of brotherhood and for unity
- c) **Tarbiyah: Training and Development:** Providing Islamic education and training to bring people closer to Allah (swt) as well as equipping members with essential knowledge and skills to better serve the community
- d) **Birr: Promoting the Common Good:** Building a peaceful and cohesive community by working for the common good and addressing social ills
- e) **'Adl: Seeking Fairness and Justice:** Working for fairness, justice and human dignity, irrespective of race religion and colour

## **7. MEMBERSHIP**

Membership of MCA is open to Muslims residing in the UK

### **7 1 Associate Member**

Any Muslim who fulfils the following criteria may be accepted as an Associate Member

- a) Shares MCA's objectives and principles, and
- b) Actively engages in implementing MCA's work programmes, and
- c) Makes a regular financial contribution

### **7 2 Member**

An Associate Member shall be accepted as a [full] Member if s/he fulfils the following criteria

- a) Is dedicated to MCA's work, and
- b) Follows Islamic principles based on Qur'an, Sunnah and Islamic teachings, and
- c) Maintains organisational discipline, and
- d) Has his/her application for Membership accepted by the Shoora Council (Consultative Committee)

### **7 3 Procedure to become a Member**

- a) An Associate Member may apply for [full] Membership by submitting a completed Member's application form, with the recommendation of his/her regional and/ or branch president (as appropriate) to the Membership Committee (appointed by the Shoora Council) Council)
- b) The Membership Committee will forward the application with its recommendation to the Central President (CP), who will then present the application to the Shoora Council. The Shoora Council may either decide on the application or delegate the task to the Central Executive Committee
- c) New Members must take the Member's Oath either before the Shoora Council, CP or his representative, or at any other forum approved by the CP

## **8. MEMBERS' CONFERENCE**

8 1 A Members' Conference must be convened at least once a year

8 2 The Members' Conference must approve the following

- a) Annual report of MCA activities,
- b) Finance report

8 3 Members are entitled to ask questions and discuss issues related to MCA activities, policies and practices, whilst observing Islamic etiquettes

8 4 The Members' Conference shall resolve any difference of opinion between the Central President and the Shoora Council

## **9. SHOORA COUNCIL (CONSULTATIVE COUNCIL)**

9 1 The Shoora Council must be elected by the Members' Conference through a secret ballot

9 1 1 The Shoora Council is elected for a term of two years

9 1 2 The outgoing Shoora Council shall decide the number of people to be elected to the new Shoora Council, which will not be less than fifteen (15) or more than twenty-one (21)

9 1 3 The Shoora Council may make co-options as long as the co-opted members do not exceed one-third (1/3) of the elected members

9 1 4 The newly formed Shoora Council must consist of at least three (3) women and at least two (2) new members

9 1 5 Only Members can be elected or co-opted onto the Shoora Council

9 1 6 The Advisory Council members cannot be elected or co-opted to the Shoora Council

9 2 Shoora Council members are required to take the oath of office

- 9 2 1 The newly elected Shoora Council members shall take the oath at the Members' Conference or at the first meeting of the Shoora Council
- 9 2 2 Co-opted members (if any) shall take their oaths at their first Shoora Council meeting
- 9 3 The Central President shall chair all Shoora Council meetings
  - 9 3 1 In the absence of the Central President, the General Secretary will chair the Shoora Council meeting
  - 9 3 2 In the absence of the General Secretary, any Shoora Council member may chair the meeting with the consent of the majority of the Shoora Council
- 9 4 The Shoora Council shall formulate the policies and procedures for the organisation, and advise and assist the Central President as required
- 9 5 The Shoora Council has the power to establish and dissolve MCA projects, associations, companies and trusts to meet the objects of MCA
  - 9 5 1 The Shoora Council may delegate this power to the regions, branches and departments, if required
- 9 6 The Shoora Council must
  - a) Approve the annual central plan and budget
  - b) Analyse and evaluate the work of the Central President and the Central Executive Committee
- 9 7 The Shoora Council must meet at least twice a year
- 9 8 The quorum for Shoora Council meetings is 50% (fifty percent)
- 9 9 The Shoora Council and its members shall collectively and individually have the following duties
  - 9 9 1 Ensure the Central President, Central Executive Committee and Members of IFE follow the constitution, and apply the highest ethical standards, when taking decisions and formulating policies
  - 9 9 2 Attend Shoora Council meetings regularly
  - 9 9 3 Express their own and sincere opinion, and to the best of their knowledge, faith and conscience
- 9 9 4 Refrain from, and deter others from creating factions or groups within the organisation
- 9 10 A member of the Shoora Council will have automatically resigned their membership of the body and their position declared vacant, if
  - a) They submit their resignation, and it is accepted by the Central President, or
  - b) Their membership is suspended /terminated, or
  - c) They fail to attend two consecutive Shoora Council meetings without a valid reason
- 9 11 If one or more positions of the Shoora Council become vacant, the position/s may be filled by elections or selection

## **10. CENTRAL PRESIDENT**

- 10 1 The Central President must be elected by the Members' Conference
  - 10 1 1 The newly elected Shoora Council members shall be the only eligible candidates for Central President
  - 10 1 2 The retiring Shoora Council may bar any Member to be elected as the Central President for any valid reasons
  - 10 1 3 The Members shall elect the Central President for a fixed term of two years, through a secret ballot
  - 10 1 4 A Member cannot be elected as Central President for more than two consecutive sessions
- 10 2 The newly elected or re-elected Central President will take the oath of office, at the Members' Conference or at the first Shoora Council meeting
- 10 3 All members must follow and obey the Central President in decisions that are consistent with Islamic principles and this constitution

#### **14. AFFILIATES**

- 14 1 MCA may accept other organisations, which have similar aims and objects, as affiliated organisations
- 14 2 The affiliated organisations must have their own governing documents and where appropriate be registered locally
- 14 3 MCA shall provide advice, support and guidance to its affiliated organisations
- 14 4 The affiliated organisations shall pay an annual affiliation fee, set by the MCA Central Executive Committee

#### **15. FINANCE (BAIT AL-MAAL)**

- 15 1 MCA, its regions and branches may open and maintain bank accounts in the name of the organisation or branch for the proper management of their income and expenditure
  - 15 1 1 All organisational bank accounts must have at least three authorised signatories (from the serving members of the respective executive committee) and two signatories required to authorise payments
  - 15 1 2 The sources of income for MCA and its regions/branches shall be
    - a) Monthly contributions from members and any additional voluntary contributions,
    - b) Investment income (from assets),
    - c) Donations from well-wishers,
    - d) Profits from the sale of books, publications and other materials,
    - e) Affiliation fees,
    - f) Any other legal sources approved by the Shoora Council
  - 15 1 3 MCA regions/branches will be required to make a contribution to the MCA central budget, the amount and frequency of which will be decided by the Shoora Council
- 15 2 The Central President, Region Presidents and Branch presidents are responsible for the approval of all expenditure within their respective areas of work
  - 15 2 1 Although each region/branch president is primarily accountable to their respective executive committees and Members, they are ultimately accountable to the Central President for their financial management and activities
  - 15 2 2 Accurate records of all income and receipts for all expenditure must be maintained in accordance with standard accounting practice by MCA, its regions branches, departments and projects
- 15 3 MCA, its regions, branches, projects and departments must produce annual financial reports for their relevant supervisory body
- 15 4 The Central President in consultation with the Shoora Council may devise other appropriate methods for monitoring region, branch and departmental financial records and management

#### **16. ELECTIONS**

- 16 1 The Shoora Council will appoint an Election Commission consisting of an Election Commissioner and at least two Assistant Commissioners
  - 16 1 1 The Election Commission must conduct the election of the Shoora Council and Central President in accordance with the stipulations of this constitution and the format devised by the Shoora Council
  - 16 1 2 The Shoora Council will formulate the mechanisms and policies for the conduct of all other elections, as required
- 16 2 To seek a position or any attempt, directly or indirectly, to be elected into such a position will disqualify the individual for that or other similar posts
  - 16 2 1 Direct and/or indirect canvassing is not allowed for any MCA elections
  - 16 2 2 The creation of any groups in favour of or against any person is also not allowed
  - 16 2 3 Breach of clause 16 2 shall be considered a serious disciplinary matter

- b) Islamic scholars/personalities, and/or
- c) People with specialist knowledge or expertise

- 12 2 The Advisory Council, its size and membership will be decided by the outgoing Shoora Council and must not be more than one-third (1/3) of the elected Shoora Council
- 12 3 The new Shoora Council may add further members to the Advisory Council, without exceeding the maximum number stated in clause 12 2
- 12 4 The Advisory Council members shall be invited to Shoora Council meetings and any other meetings deemed necessary
- 12 5 Appointment to the Advisory Council is for a fixed term of two (2) years, which can be renewed
- 12 6 Membership of the Advisory Council may be revised or terminated by the Shoora Council

### **13. REGIONS, BRANCHES AND UNITS**

13 1 1 A region shall consist of at least 3 branches.

13 1 2 A branch may be formed in any city, town or locality of the United Kingdom (UK), if there is at least one Member, two Units and six Associate Members

- 13 2 More than one branch may be formed in an area if required.
- 13 3 A Unit shall consist of at least three Members/Associate Members
- 13 4 Young Muslim Organisation UK and Muslmaat UK are a part of MCA; however they shall have separate Terms of Reference, which must be consistent with this constitution
- 13 5 The Central President, in consultation with the Shoora Council, may suspend or dissolve any region/branch should the need arise
- 13 6 The duties of presidents of regions are as follows
  - 13 6 1 Lead the work of the region and encourage and ensure its members carry out their responsibilities
  - 13 6 2 Plan and implement central directives including the central plan
  - 13 6 3 To supervise and support the work of their branches and units

- 13 7 The duties of branch presidents are as follows

13 7 1 Lead the work of the branch and encourage and ensure its members carry out their responsibilities

13 7 2 Plan and implement central and region directives according to the central plan

13 7 3 To supervise and support the work of their branch units

- 13 8 Region/Branch Executive Committees

13 8 1 The region president in consultation with the Central President or his representative must form a Region Executive Committee

13 8 2 The branch president in consultation with the Central President and respective region president must form a Branch Executive Committee

13 8 3 The principles of clause 11, with the exception of 11 2 and 11 5, shall apply here for the region/branch level

- 13 9 The Central President in consultation with the Shoora Council may remove from office a branch president if s/he loses the respective membership qualities or the confidence of the majority of the branch Members or fails to carry out his/her responsibilities
- 13 10 The Central President in consultation with the Shoora Council has the power to appoint people to various positions and offices in branches and departments, and thus override sub-clauses requiring those positions to be filled by elections

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  - 16 2 1 Direct and/or indirect canvassing is not allowed for any MCA elections
  - 16 2 2 The creation of any groups in favour of or against any person is also not allowed
  - 16 2 3 Breach of clause 16 2 shall be considered a serious disciplinary matter.

- 16 3 Before electing and appointing any person to a responsible position in the organisation, consideration should be given to the individual's practice of Islam, knowledge and understanding of Islam, ability to maintain balance in their decisions and conduct, farsightedness, creativity, broadmindedness, capacity and trustworthiness

16 3 1 Additional consideration should be given to an individual's conduct with other members and whether it is on the basis of justice and fairness

- 16 4 The person or people with the highest number of votes shall be duly elected

16 4 1 In the event of a tie during the election for Central President, the five names who received the most number of votes shall be presented as the panel of candidates in a second round of the election

16 4 2 In the event of a tie in the Shoora Council election, the tie shall be broken by drawing lots (Qur'ah)

## **17. MEETINGS AND DECISIONS**

- 17 1 All internal meetings of MCA shall be chaired by the relevant president/in-charge of the body, and in his or her absence, the principles of clause 9 3 will apply

- 17 2 Unless stated otherwise in this constitution, the quorum for meetings shall be 50% (half) of those eligible to attend and vote

- 17 3 Unless stated otherwise in this constitution, to be considered valid, all decisions require a simple majority [of those eligible] voting in favour

- 17 4 All significant decisions taken must be minuted by the relevant body, recording at least the date of the meeting, the decisions taken and those in attendance

## **18. RESIGNATION AND TERMINATION OF MEMBERSHIP**

- 18 1 A branch president in consultation with the branch executive committee may suspend or terminate an Associate Member for the following reasons:

- a) Conduct or activities contrary to MCA's policies and principles, and/or
- b) Evident loss of interest in MCA's activities

18 1 1 Suspension or termination of a person's Associate membership can only be appealed to the Central President or his representative, whose decision is final

- 18 2 The Central President may suspend a Member for a period of no less than one (1) month and no more than three (3) months for any one of the following reasons

- a) Conduct or activities contrary to the principles and policies of MCA,
- b) Conduct or activities which may bring the organisation into disrepute,
- c) Loss of interest in the activities of MCA,
- d) Attempt to create subgroups within the organisation,
- e) If found to be in violation of the conditions of Membership, either partially or in full
- f) Absent from the UK for a period of more than twelve (12) consecutive months

- 18 3 The following procedure must be followed by the Central President to terminate the membership of a Member

- a) If the problem is not rectified within the period, the suspension period may be extended for a further three (3) months
- b) If the suspended Member has not rectified the problem, during this additional suspension period, the Central President may terminate his/her membership in consultation with the Shoora Council
- c) In exceptional circumstances, a person's membership may be terminated with immediate effect by the Central President in consultation with the Shoora Council

- 18 4 A Member shall be given the opportunity to defend himself/herself prior to the termination of their membership, before the Shoora Council or a body appointed by the Shoora Council

- 18 5 The Shoora Council may review its decision of termination upon the request of the relevant Member



## **19. CONFLICT OF INTERESTS**

MCA must have in place a conflict of interests policy, which records the financial and material interests of all office holders, and requires appropriate actions to mitigate any actual or potential conflict of interests

## **20. POLITICAL ENGAGEMENT**

- 20 1 MCA is a non-partisan community organisation, however, it encourages its members to exercise their democratic rights and fulfil their civic duties. MCA decisions, actions or policies should not compromise this position
- 20 2 Members who wish to stand as a candidate in a parliamentary/local election must resign their membership at least six (6) months prior to the relevant elections, in normal circumstances
- 20 3 Members who wish to hold official positions with political parties must also resign their MCA membership twelve (12) months prior to the relevant internal party elections, appointments or selections
- 20 4 Elected members or candidates must wait at least six (6) months after leaving office or the elections before they can re-apply for MCA membership

## **21. INTERPRETATION OF THE CONSTITUTION**

If the need arises for an explicit interpretation of any part of this constitution the understanding and decision of the Shoora Council will be the final

## **22. CONSTITUTIONAL AMENDMENTS**

Any amendments to this constitution will require the approval of (in this order)

- a) A two-thirds (2/3) majority of Shoora Council members present and voting at a Shoora Council meeting, and
- b) A simple majority of the MCA Members present and voting at a Members' Conference

- 22 2 Any Member of MCA may submit a written proposal to the Shoora Council for an amendment

22 2 1 The proposed amendment should be submitted through the Central President

22 2 2 The Shoora Council shall consider and vote on all proposed constitutional amendments

- 22 3 A notice of at least fourteen (14) calendar days prior to the Shoora Council meeting, stating the exact wording of the proposed amendment, must be given for it to be considered in the Shoora Council as well as the central Members' Conference

## **23. DISSOLUTION**

23 1 If it becomes necessary MCA shall be dissolved, if approved by (in the following order).

- a) A two-thirds (2/3) majority of the Shoora Council; and
- b) A two-thirds (2/3) majority of the MCA Members present and voting at a Members' Conference

23.2 If the decision to dissolve is approved, any assets remaining after the satisfaction of any proper debts and liabilities must be donated by the Shoora Council to an organisation with similar objects

## **24. SESSION**

Each session or term of Islamic Forum of Europe will begin on 1st October