

Constitution

Muslim Khoja Shia Ithna-Asheri Community of Leicester



MKSI LEICESTER

'Association' model Constitution

of

Muslim Khoja Shia Ithna-Asheri Community of Leicester

1 Name

1.1 The name of the Charitable Incorporated Organisation (the **CIO**) is Muslim Khoja Shia Ithna-Asheri Community of Leicester.

2 National location of principal office

2.1 The principal office of the CIO is in England.

3 Objects

3.1 The objects of the CIO are, for the public benefit, to:

- 3.1.1 Advance the Muslim religion in the city of Leicester and elsewhere in accordance with the doctrines of the Shia Ithna-Asheri faith;
- 3.1.2 Advance education in particular, but not exclusively, concerning the languages of Urdu, Gujarati and Arabic;
- 3.1.3 Provide for the benefit of the inhabitants of Leicester and the surrounding area facilities in the interests of social welfare for recreation and other leisure time occupation with the object of improving the conditions of life of the said inhabitants; and
- 3.1.4 Promoting knowledge and mutual understanding between the Khoja Shia Ithna-Asheri Community and different racial groups.

4 Powers

4.1 The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO has power to:

- 4.1.1 Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 (the 2011 Act), if it wishes to mortgage land;
- 4.1.2 Issue guarantees and securities in favour of third parties;
- 4.1.3 Take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.1.4 Buy, Sell, or otherwise dispose of all or any part of the property belonging to the CIO or its subsidiaries provided that two-thirds of the members present vote in favour of the disposal at an extraordinary general meeting called for that purpose and in exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the 2011 Act;

- 4.1.5 Employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate an Committee member only to the extent that it is permitted to do so by clause 6 (Benefits and payments to Committee members and connected persons) and provided it complies with the conditions of that clause;
- 4.1.6 To arrange, provide and propagate religious and socio-economic functions and religious and secular education which includes promoting languages;
- 4.1.7 To perform marriage ceremonies and burial rites in accordance with the Shia Ithna-Asheri faith;
- 4.1.8 To coordinate and unify the customs, conventions and observations of the Shia Ithna-Asheri faith;
- 4.1.9 To raise funds and invite and receive contributions from any person(s), organisation(s) or institution(s) whatsoever by way of subscriptions, donations or otherwise provided that the CIO shall not undertake any permanent trading activities in raising funds for the objects;
- 4.1.10 To work in cooperation with other Shia Ithna-Asheri Muslim Communities and other organisations;
- 4.1.11 To educate and further understand Khoja heritage, history, culture and its principles in order to pass such understanding down to successive generations; and
- 4.1.12 To do all such other lawful things as are necessary for the achievement of the objects.

5 Application of income and property

- 5.1 The income and property of the CIO must be applied solely towards the promotion of the objects.
 - 5.1.1 A Committee member is entitled to be reimbursed from the property of the CIO reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
 - 5.1.2 A Committee member may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the 2011 Act.
- 5.2 None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.
- 5.3 Nothing in this clause shall prevent a Committee member or connected person receiving any benefit or payment which is authorised by clause 6.

6 Benefits and payments to Committee members and connected persons

- 6.1 No Committee member or connected person may:

- 6.1.1 Buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- 6.1.2 Sell goods, services, or any interest in land to the CIO;
- 6.1.3 Be employed by, or receive any remuneration from the CIO; or
- 6.1.4 Receive any other financial benefit from the CIO.

unless the payment or benefit is permitted by clause 6.2 or authorised by the court or the Charity Commission. In this clause, a financial benefit means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 Scope and powers permitting Committee members or connected persons' benefits.

- 6.2.1 A Committee member or connected person may receive a benefit from the CIO as a beneficiary provided that it is available generally to the beneficiaries of the CIO.
- 6.2.2 A Committee member 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 CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the 2011 Act.
- 6.2.3 Subject to clause 6.3.1 a Committee member or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by a Committee member or connected person.
- 6.2.4 A Committee member or connected person may receive rent for premises let by the Committee member or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The Committee member concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 6.2.5 A Committee member or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

6.3 Payment for supply of goods only - controls

- 6.3.1 The CIO and Committee member may only rely upon the authority provided by clause 6.2.3 if each of the following conditions are satisfied:
 - (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the Committee member or connected person supplying the goods (the supplier);
 - (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 Committee members are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a Committee member or connected person. In reaching that decision the Committee members must balance the advantage of contracting with a

Committee member 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 CIO;
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Committee members is present at the meeting;
- (f) The reason for their decision is recorded in the Committee meeting minutes; and
- (g) A majority of the Committee members then in office are not in receipt of remuneration or payments authorised by clause 6.

6.4 Interpretation

6.4.1 In clauses 6.2 and 6.3 of this clause:

- (a) The CIO includes any company in which the CIO:
 - (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 set out in clause 30 (Interpretation).

7 Conflicts of interest and conflicts of loyalty

7.1 A Committee member must:

- 7.1.1 Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- 7.1.2 Absent himself or herself from any vote of the Committee in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

7.2 Any Committee member absenting himself or herself from any vote in accordance with this clause must not be counted as part of the quorum in any decision of the Committee on the matter.

8 Liability of members to contribute to the assets of the CIO if it is wound up

- 8.1 If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9 Membership of the CIO

9.1 Admission of new members

9.1.1 Eligibility

Membership of the CIO is open to all Khoja Shia Ithna-Asheri persons over the age of eighteen (18) years. Anyone interested in applying for membership of the CIO is confirming that they are interested in furthering its purposes, and acceptance of the duties of members as set out in clause 9.3.

It is highly recommended for all those eligible for membership to become members of the CIO from the age of eighteen (18) years.

Existing non-Khoja members or their spouse or progeny of Muslim Khoja Shia Ithna-Asheri Community of Leicester (registered charity number 509416) pre-dating the adoption of the constitution adopted on 23rd November 2008 shall have the same constitutional rights as a Khoja Shia Ithna-Asheri

9.1.2 Admission procedure

The Committee:

- (a) Require applications for membership to be made in writing using the application form determined by the Committee from time to time;
- (b) Shall, if they approve an application for membership, notify the applicant of their decision within three months of receiving a fully completed application form; and
- (c) May refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so. The Committee shall not be required to provide reason for refusal.

- 9.1.3 If an application for membership is refused, the applicant may reapply for membership at the expiry of three months from such refusal.

- 9.1.4 All applicants shall undertake to pay the subscription fee and /or such other dues as may be prescribed from time to time and undertake to observe the CIO Constitution and any rules or byelaws of the CIO.

9.2 Transfer of membership

- 9.2.1 Membership of the CIO cannot be transferred to anyone else.

9.3 Duty of members

- 9.3.1 It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO and:

- (a) To abide by the CIO's Constitution and applicable rules and byelaws prevailing at the time;
- (b) To be able to vote on CIO matters and enjoy full representation at general meetings;
- (c) To enjoy all other rights and privileges offered by the CIO for its members;
- (d) To be able to stand and take up any elected and/or nominated positions; and
- (e) Not to represent the CIO in any official capacity or functions without prior written approval from the Committee unless they hold an official elected and/or nominated position.

9.4 Termination of membership

9.4.1 Membership of the CIO comes to an end if:

- (a) The member dies; or
- (b) The member sends a notice of resignation to the Honorary Secretary; or
- (c) Any sum of money owed by the member to the CIO is not paid in full within one hundred twenty (120) days from the date it is due; or
- (d) The Committee decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a two-thirds majority resolution to that effect; or
- (e) The member ceases to be a Muslim professing the Shia Ithna-Asheri faith.

9.4.2 Pursuant to clause 9.4.1(d), the Committee may terminate the membership of any member of the CIO following the procedure set out in clause 9.4.3 who is responsible for:

- (a) Performing or causing to perform, whether directly or indirectly, grave acts or omissions harmful to the interest and ideals of the Shia Ithna-Asheri faith;
- (b) Carrying out, or threatening to carry out, or inciting others to carry out violent acts on the MKSI Leicester Jamaat Premises or other properties of the CIO and its subsidiaries;
- (c) Providing any external, whether legal, authoritative or governing bodies, including bodies such as the Council of European Jamaats and The World Federation of Khoja Shia Ithana-Asheri Communities, inaccurate or incomplete detrimental information about the CIO or its affairs or any information which brings the CIO into disrepute without first gaining formal written approval by the Committee; or
- (d) Causing wilful damage to any part of the MKSI Leicester Jamaat Premises or other properties of the CIO and its subsidiaries (and payment of

compensation for damage caused may not absolve the individual(s) from disciplinary procedures defined herein).

- 9.4.3 Before the Committee take any decision to remove someone from membership of the CIO in accordance with clause 9.4.1(d):
- (a) A complaint must be made in writing to the Honorary Secretary within thirty (30) days of the suspected act(s) or knowledge of the act(s);
 - (b) Within fourteen (14) days of receiving the written complaint, the member(s) against whom the complaint is received shall be given written notice by the Honorary Secretary to attend a meeting with the Committee. This shall be held not earlier than 15 days (15) days and no later than twenty-eight (28) days after the issue of the written notice;
 - (c) A member who refuses to act on the written notice may be liable to termination of membership;
 - (d) At the meeting, the member(s) concerned shall be given every reasonable opportunity to defend themselves personally or by representation. Having heard the evidence, a two-thirds (2/3) majority verdict of the Committee shall decide the result. The quorum for the Committee at the meeting shall be the same as required for Committee meetings.
- 9.4.4 Any member who resigns or is removed shall remain liable for any outstanding dues and subscriptions.
- 9.4.5 Subscriptions or dues paid by a resigning member or a member whose membership is otherwise terminated shall not be refundable.

9.5 Membership fees

- 9.5.1 The CIO may require members to pay reasonable subscription fees and dues to the CIO.
- 9.5.2 Any person admitted to be a member shall forthwith pay the subscription pro rata for the current year. The subscription rates will be fixed by the members at the annual general meeting.
- 9.5.3 A full time student under the age of twenty four (24) years may be eligible for membership at a reduced rate of 50% at the sole discretion of the Committee.
- 9.5.4 A senior citizen over the age of sixty five (65) years may be eligible for membership at a reduced rate of 50% at the sole discretion of the Committee.
- 9.5.5 The spouse of an existing member may be eligible for membership at a reduced rate of 50% at the sole discretion of the Committee.
- 9.5.6 The Committee may at their sole discretion waive or reduce the subscription fee for an existing member or an applicant on compassionate grounds.
- 9.5.7 All members shall be required to pay the amount of subscription due on 01 January of each year. A member who fails to pay the subscription by 31 March

will receive a written overdue notification from the Honorary Secretary. Failure to pay the subscription within one hundred twenty (120) days from the date it is due shall automatically terminate the membership in accordance with clause 9.4.1(c).

9.6 Informal or associate (non-voting) membership

9.6.1 The Committee may create associate or other classes of non-voting membership (including, for the avoidance of doubt, 'Associate Members' who are non-Khoja Shia Ithna-Asheris), and may determine the rights and obligations of any such classes (including payment of fees), and the conditions for admission to, and termination of any such class.

9.6.2 Save for references in clause 9.6.1, other references in this constitution to members and membership do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10 Members' decisions

10.1 Except for those decisions that must be taken in a particular way as indicated in clause 10.2 and clause 4.1.4, decisions of the members of the CIO shall be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

10.2 Decisions that must be taken in a particular way:

10.2.1 Any decision to remove a Committee member must be taken in accordance with clause 15.2;

10.2.2 Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution); and

10.2.3 Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the 2011 Act.

11 General meetings of members

The general meeting shall be the supreme and final authority over all affairs of the CIO and it shall have the power by resolution passed by the majority to confirm, reverse, alter or defer the decisions made by the Committee.

All general meetings must be held in accordance with the following provisions.

11.1 Types of general meeting

11.1.1 There must be an annual general meeting (**AGM**) every two (2) years and this must be held within two (2) months following the end of the respective financial year.

11.1.2 The suggested agenda at the AGM shall be as follows:

- (a) Recitation of the Holy Quran;
- (b) Adoption of minutes from the previous General Meeting;
- (c) Matters arising therefrom;
- (d) Receiving a report from the Honorary Secretary on behalf of the Committee detailing significant issues and a summary of events during the year;
- (e) Receiving a report from the Honorary Secretary on behalf of Sub-Committees detailing summary of events during the year;
- (f) Receiving from the Honorary Treasurer, the audited financial statements of the preceding year and a financial summary;
- (g) Receiving a report on membership from the Honorary Treasurer;
- (h) Review of subscription fees;
- (i) Appointing Auditors or Accountants for the CIO;
- (j) Transacting any other business specified in the notice calling the annual general meeting; and
- (k) Electing the new Committee.

11.1.3 Other general meetings of the CIO may be held at any time and shall be known as extraordinary general meetings.

11.1.4 The suggested order of business common to every general meeting (excluding an AGM) of the CIO shall be as follows:

- (a) Recitation of the Holy Quran;
- (b) Confirmation and adoption of the minutes of the last meeting (where applicable) and matters arising there from;
- (c) Receiving a progress report from the Honorary Secretary and matters arising there from;
- (d) Receiving a financial summary report from the Honorary Treasurer and matters arising there from;
- (e) Receiving a report from the Committee and matters arising there from; and
- (f) Sub-Committee reports (where applicable).

11.2 Calling general meetings

11.2.1 The Committee:

- (a) Must call the AGM of the CIO in accordance with clause 11.1.1, and identify it as such in the notice of the meeting; and
- (b) May call any other general meeting of the members at any time.

11.2.2 The Committee must, within twenty eight (28) days, call a general meeting of the CIO if:

- (a) They receive a request to do so from at least 15% of the members; and
- (b) The request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

11.2.3 If, at the time of any such request, there has not been any general meeting of the CIO for more than 15 months, then clause 11.2.2(a) shall have effect as if 5% were substituted for 15%.

11.2.4 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

11.2.5 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

11.3 Notice of general meetings

11.3.1 The Committee must give at least 14 clear days' notice of any general meeting (excluding an AGM) to all of the members.

11.3.2 The Committee must give at least 21 clear days' notice of every AGM to all of the members.

11.3.3 If it is agreed by not less than 70% of all members present, any resolution may be proposed and passed at the meeting even though the requirements of clause 11.3.1 have not been met. This clause 11.3.2 does not apply where a specified period of notice is strictly required by another clause in this constitution, by the 2011 Act or by the General Regulations.

11.3.4 The notice of any general meeting must:

- (a) State the time and date of the meeting;
- (b) Give the address at which the meeting is to take place;
- (c) Give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- (d) If a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration.

11.3.5 Notices and communications can be via letter, email or announcements.

11.3.6 The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

11.4 Chairing of general meetings

11.4.1 All general meetings shall be chaired by the President or the President may delegate this function to another member of the Committee. If the President is

unable to be present then the chair shall be taken by the Vice President and in the absence of both, the chair shall be taken by the Honorary Secretary.

11.5 Quorum at general meetings

- 11.5.1 No business may be transacted at any general meeting of the CIO unless a quorum is present when the meeting starts.
- 11.5.2 Subject to the following provisions the quorum shall be thirty (30) members.
- 11.5.3 Where the general meeting has been requested by members in accordance with clause 11.2.2, the chair will close the meeting if the quorum is not achieved within 15 minutes.
- 11.5.4 If a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting and should notify the members of when the meeting will resume which must be within fourteen (14) days.
- 11.5.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- 11.5.6 If a meeting commences with a quorum, any subsequent lack of quorum shall not nullify any resolutions adopted during such proceedings.

11.6 Voting at general meetings

- 11.6.1 Any decision other than one falling within clause 4.1.4 and 10.2 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes (on a show of hands) cast at the meeting.
- 11.6.2 Every member has one vote.
- 11.6.3 In the event of an equality of votes, the chair of the meeting shall have a second, or casting vote.
- 11.6.4 Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.
- 11.6.5 Proxy voting shall not be allowed.

11.7 Motion

- 11.7.1 If a member wishes to move any resolution at the AGM, they shall give notice thereof in writing to the Honorary Secretary not less than fourteen (14) clear days before the date of such meeting.
- 11.7.2 At any time the Chair may at their discretion, permit a member to introduce a motion of which no notice has been given. Every such motion or amendment must be moved and seconded by another member and shall be produced in writing if required by the chair and shall be read to the meeting before it is further discussed or put to vote. If the chair rejects the motion and there is a

seconded for the motion, then the proposal shall be put to a vote for it to be deliberated upon attaining a simple majority.

11.8 Amendments

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

11.9 Order of debate

- 11.9.1 Any member speaking on a motion from the floor shall at all times address the chair;
- 11.9.2 A member who speaks shall direct the speech strictly to the motion under discussion, or to an amendment to be proposed by the member or to a question of order;
- 11.9.3 A member, unless authorised by the chair, shall address the meeting only once on any motion or amendment. However, the mover of any original proposition may respond, provided any new matter is not introduced into the debate and the response is confined to answering the previous speaker. A member may also speak on any point of order or for any purpose of making a personal explanation;
- 11.9.4 No speech shall exceed five (5) minutes in length, except in case of a mover of an original motion where the period shall not exceed ten (10) minutes. These periods may be extended at the discretion of the chair; and
- 11.9.5 A motion or amendment once made and seconded shall not be altered without the consent of the chair.

12 The Committee

12.1 Functions and duties of the Committee:

The Committee shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each Committee member:

- 12.1.1 To exercise his or her powers and to perform his or her functions in his or her capacity as a Committee member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- 12.1.2 To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (a) Any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (b) If he or she acts as a Committee member of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

12.2 Eligibility for Committee

- 12.2.1 Every Committee member must be a member of the CIO.
- 12.2.2 No individual may be appointed as a Committee member of the CIO:
 - (a) Unless he or she demonstrates a strong commitment to fulfilling the Objects; or
 - (b) Has been convicted of an offence involving moral turpitude, deception or dishonesty; or
 - (c) Would otherwise cease to be a Committee member under clause 16.1.
- 12.2.3 In the case of an individual being appointed as the President or the Vice President of the CIO, he or she must not be under the age of 25 years.

12.3 Number of Committee members

- 12.3.1 There must be at least two Committee members. If the number falls below this minimum, the remaining Committee members may act only to call a meeting of the Committee, or appoint a new Committee member.
- 12.3.2 The maximum number of Committee members is 16. The Committee may not appoint any Committee member if as a result the number of Committee members would exceed the maximum.
- 12.3.3 When complete, the Committee shall comprise as below:
 - (a) President;
 - (b) Vice President;
 - (c) Honorary Secretary;
 - (d) Assistant Secretary;
 - (e) Honorary Treasurer;

- (f) Assistant Treasurer;
- (g) Head of Programs and Audio Video Services;
- (h) Head of Economic and Investment Planning;
- (i) Maintenance, Security and Health & Safety Officer;
- (j) Sub-Committee Liaison Officer; and
- (k) Centre Facilities Manager.

12.4 First Committee members

12.4.1 The first Committee members of the CIO are:

- (a) Gibriel Jeraj (President);
- (b) Sameer Barkatali Rajani (Honorary Secretary);
- (c) Mohammed Rafique Bhojani; and
- (d) Asad Somani.

12.5 President

- 12.5.1 The President shall be the administrative head of the CIO and shall preside over the general and Committee meetings when present.
- 12.5.2 The President shall direct the Honorary Secretary to convene the general and Committee meetings as and when necessary.
- 12.5.3 The President shall ensure that the necessary provisions, including the provision of reciters, are made for the remembrance and continuation of all religious dates and events as per the Islamic calendar.
- 12.5.4 The President shall ensure that his duties and that of Committee members are executed to a satisfactory and acceptable level as per the constitution and by-laws prevailing at the time.

12.6 Vice President

- 12.6.1 In the absence of the President, the powers, duties and rights of the President shall vest in the Vice President.
- 12.6.2 The Vice President shall be the CIO representative at meetings of the Council of European Jamaats and the World Federation of Khoja Shia Ithna-Asheri Communities or any other organisation which the CIO is a member of. The Vice President shall then report back to the CIO at the first gathering after attending the meeting(s) giving a summary of the proceedings. Should the President be in attendance at the meeting, the President shall represent the CIO and be responsible for giving a summary of proceedings to members at the first gathering after the meeting(s).

12.6.3 5.2.3 On all other occasions, the Vice President shall assist the President as and when required.

12.7 Honorary Secretary

- 12.7.1 The Honorary Secretary shall keep all records of the CIO and deal with all correspondence in accordance with the direction of the President and the Committee.
- 12.7.2 The Honorary Secretary shall keep a record of the minutes of all general and Committee meetings.
- 12.7.3 The Honorary Secretary shall convene all meetings as directed by the President.
- 12.7.4 The Honorary Secretary shall prepare the annual general meeting report of the state of affairs of the CIO and after its approval by the Committee, present the same to the CIO at the AGM.
- 12.7.5 The Honorary Secretary shall distribute the minutes and where necessary, any progress reports to the members within four (4) weeks following any general meetings.
- 12.7.6 The Honorary Secretary shall distribute the minutes of the previous annual general meeting to the members no less than three (3) weeks before the next AGM.
- 12.7.7 The Honorary Secretary may delegate any of the above duties to the Assistant Secretary.

12.8 Assistant Secretary

- 12.8.1 The Assistant Secretary shall assist and deputise for the Honorary Secretary as and when required.
- 12.8.2 In the absence of the Honorary Secretary, the duties of the Honorary Secretary shall be vested in the Assistant Secretary.

12.9 Honorary Treasurer

- 12.9.1 The Honorary Treasurer shall be in charge of recording all financial transactions and dealings of the CIO, maintain a record thereof and submit such records to the Committee from time to time.
- 12.9.2 The Honorary Treasurer shall deposit all monies received of the CIO with its bankers or other designated financial institutions, if any, at the earliest opportunity.
- 12.9.3 The Honorary Treasurer shall keep account of all receipts and payments and maintain proper books of accounts and furnish them to the Committee and the auditors as and when necessary.

- 12.9.4 The Honorary Treasurer shall present at the AGM a summary of the audited income and expenditure account and a balance sheet from the date of the last audited accounts up to the following 31 March.
- 12.9.5 The Honorary Secretary shall maintain up-to-date membership payment records and alert the Committee of any member falling into arrears.
- 12.9.6 Within ten (10) months of the end of the applicable financial year or such time as may be required by law, the Honorary Treasurer shall submit the required Annual Return to the Charity Commission.
- 12.9.7 The Honorary Treasurer shall be responsible for maintaining the financial records of all subsidiary companies of the CIO.

12.10 Assistant Treasurer

- 12.10.1 The Assistant Treasurer shall assist and deputise for the Honorary Treasurer as and when required to do so.
- 12.10.2 In the absence of the Honorary Treasurer, the duties of the Honorary Treasurer shall be vested in the Assistant Treasurer.

13 Appointment of the Committee

- 13.1 The Committee shall be elected by the members of the CIO at the AGM and shall hold office until the end of the AGM of the CIO following the AGM at which they were appointed. Subject to clause 16.1, Committee members shall be eligible for reappointment.
- 13.2 The Sub-Committees and the retiring Committee, following elections at the AGM, shall be required to attend the first meeting of the newly elected Committee to be convened within fourteen (14) days after the AGM. At this meeting, the retiring Committee shall handover all necessary equipment and information relating to the CIO to the new Committee. Also at this meeting, the Legal Sub-Committee shall explain to the newly elected Committee all of the implications of the CIO Constitution and byelaws and clarify any clauses of the CIO Constitution.

14 Information for new Committee members

- 14.1 The Committee will make available to each new Committee member, on or before his or her first appointment:
 - 14.1.1 A copy of the current version of this constitution; and
 - 14.1.2 A copy of the CIO's latest Trustees' Annual Report and statement of accounts.

15 Retirement and removal of Committee member

- 15.1 A Committee member ceases to hold office if he or she:
 - 15.1.1 Fails to meet the eligibility criteria during his or her term of office;

- 15.1.2 Retires by notifying the CIO in writing (but only if enough Committee members will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - 15.1.3 Is absent without the permission of the President from two consecutive meetings and the Committee resolve that his or her office be vacated;
 - 15.1.4 Dies;
 - 15.1.5 In the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Committee member and may remain so for more than three months;
 - 15.1.6 Is removed by the members of the CIO in accordance with clauses 15.2 and 15.3;
or
 - 15.1.7 Is disqualified from acting as a Committee member by virtue of sections 178-180 of the 2011 Act (or any statutory re-enactment or modification of that provision).
- 15.2 A Committee member shall be removed from office if a resolution to remove that Committee member is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds (2/3) majority of votes cast at the meeting.
- 15.3 A resolution to remove a Committee member in accordance with clause 15.2 shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.
- 15.4 Should the President resign, the Vice-President shall assume the vacant President's position immediately. The new President (former Vice President) shall select a new Vice-President from the Committee subject to the eligibility criteria. This shall be within twenty-one (21) days of taking up the new position or before vacating the position of their new position as President, whichever is sooner.
- 15.5 Should any member of the Committee resign or a vacancy in the Committee arise (for a post other than President, Honorary Secretary or Honorary Treasurer) the vacant post(s) shall be advertised to fully paid members and the vacant position(s) subsequently filled by the President within twenty-one (21) days of the resignation(s). A member filling such a vacancy shall hold office until the next AGM and be subject to the eligibility criteria.
- 15.6 Any resignations and appointments to the Committee shall be notified to the members by the Honorary Secretary forthwith but no later than seven (7) days.

16 Reappointment of Committee members

- 16.1 Any person who retires as a Committee member is eligible for reappointment save that a President who has served for two consecutive terms may not be reappointed for the same position for a third consecutive term but may be reappointed after an interval of two years.

17 Taking of decisions by Committee

17.1 Any decision may be taken either:

17.1.1 At a meeting of the Committee; or

17.1.2 By resolution in writing or electronic form agreed by the Committee members, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Committee member has signified their agreement.

18 Powers of the Committee

18.1 The decision of the Committee in all matters of the CIO shall be in the context of the objects of the CIO.

18.2 The Committee may invite members who have specialist knowledge or advice to meetings provided that they have no power to vote.

18.3 The Committee shall have the power to incur all the expenses necessary for the proper and efficient management of the CIO and for the carrying out the objects and activities of the CIO.

18.4 The Committee shall be the sole authority for the interpretation of the Constitution

18.5 The Committee shall be responsible for ensuring the correct application of bye-law

18.6 The working of the Committee shall be run in accordance with the constitution and any prevailing bye-laws at the time

19 Delegation by the Committee

19.1 The Committee may delegate any of their powers or functions to a committee or committees to be known as Sub-Committees and, if they do, they shall determine the terms and conditions on which the delegation is made. The Committee may at any time alter those terms and conditions, or revoke the delegation.

19.2 The power granted by clause 19.1 is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Committee, but is subject to the following requirements:

19.2.1 A committee may consist of two or more persons;

19.2.2 The acts and proceedings of any committee must be brought to the attention of the Committee as a whole as soon as is reasonably practicable; and

19.2.3 The Committee shall from time to time review the arrangements which they have made for the delegation of their powers.

19.3 Sub-Committees

19.3.1 The CIO shall, if determined by the Committee, have the following Sub-Committees:

(a) Ladies Sub-Committee;

- (b) Burial Sub-Committee;
- (c) Youth Sub-Committee;
- (d) Taboot Sub-Committee; and
- (e) Legal Affairs Sub-Committee.

19.3.2 Each Sub-Committee shall, subject to any general directions of the Committee, be in immediate charge of affairs of the particular function of the CIO for which it is responsible.

19.3.3 When establishing each Sub-Committee, the Committee shall determine which decisions of a Sub-Committee must be ratified by the Committee and the Committee may amend this delegation from time-to-time.

19.3.4 Each Sub-Committee shall be responsible to the Committee and liaise with it at all times and keep the Sub-Committee Liaison Officer informed.

19.3.5 Sub-Committees, appointed by the CIO shall not make any formal applications or take formal decisions, e.g., planning and investments, with any external bodies such as Local Councils, Financial Institutions, Government Departments etc., without written approval from the Committee.

19.3.6 Each Sub-Committee shall be run in accordance with guidelines and terms of reference provided by the Committee.

20 Meetings of the Committee

20.1 Calling meetings

20.1.1 The Committee shall meet at least once a month to review the affairs of the CIO and to plan its activities.

20.1.2 The Honorary Secretary shall notify the Committee members of the proposed meeting at least seven (7) days prior to the meeting.

20.1.3 In case of an emergency, the Honorary Secretary with the consent of the President or in absence the Vice President or during the absence of both shall call an emergency meeting and the notice required in clause 20.1.2 shall be waived.

20.1.4 Upon a requisition by at least four Committee members notified in writing to the President, the President shall direct the Honorary Secretary to summon a meeting to discuss the matters raised.

20.2 Chairing of meetings

20.2.1 The President shall chair meetings of the Committee. If the President is unable or unwilling to do so, the Vice President shall do so. If the Vice President is unable or unwilling to do so, the Honorary Secretary shall do so.

20.3 Procedure at meetings

20.3.1 The quorum is seven (7) Committee members.

20.3.2 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

20.3.3 If at any time, a sufficient number of Committee members to form a quorum are not present, or if despite fulfilling the quorum requirements the President, Vice President and Honorary Secretary are absent; the meeting shall be adjourned and resumed on a later date decided by the President or the Vice President.

21 Execution of documents

21.1 The CIO shall execute documents by signature.

21.2 A document is validly executed by signature if it is signed by at least two of the following Committee members: President, Vice President, Honorary Secretary, Assistant Secretary, Honorary Treasurer or Assistant Treasurer.

22 Use of electronic communications

22.1 The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

22.1.1 The requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form; and

22.1.2 Any requirements to provide information to the Charity Commission in a particular form or manner.

22.2 To the CIO

22.2.1 Any member or a Committee member of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

22.3 By the CIO

22.3.1 Any member or a Committee member of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

22.3.2 The Committee members may, subject to compliance with any legal requirements, by means of publication on its website:

(a) Provide the members with the notice referred to in clause 11.3 (Notice of general meetings); and

(b) Give Committee members notice of their meetings in accordance with clause 20.1 (Calling meetings).

22.3.3 The Committee members must:

(a) Take reasonable steps to ensure that members and Committee members are promptly notified of the publication of any such notice; and

- (b) Send any such notice in hard copy form to any member or a Committee member who has not consented to receive communications in electronic form.

23 Keeping of Registers

- 23.1 The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and Committee members.
- 23.2 The register of members shall be open for inspection at all reasonable times on request by any member and in any case no later than seven (7) days from the date of a written request.

24 Minutes

- 24.1 The Honorary Secretary must keep minutes of all:
 - 24.1.1 Appointments of officers made by the Committee;
 - 24.1.2 Proceedings at general meetings of the CIO; and
 - 24.1.3 Meetings of the Committee and committees of the Committee including:
 - (a) The names of the Committee members present at the meeting;
 - (b) The decisions made at the meetings;
 - (c) Where appropriate the reasons for the decisions; and
 - (d) Decisions made by the Committee otherwise than in meetings.

25 Accounting records, accounts, annual reports and returns, register maintenance

- 25.1 The Committee must comply with the requirements of the 2011 Act with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- 25.2 The Committee must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.
- 25.3 All the financial statements of the CIO shall be audited or independently examined by the auditors or accountants appointed at the AGM.
- 25.4 An audited copy of the financial statements approved by the Committee shall be presented for approval at the AGM.

26 Rules

- 26.1 The Committee may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this

constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

27 Disputes

27.1 If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, 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.

28 Amendment of constitution

28.1 As provided by sections 224-227 of the 2011 Act:

28.1.1 This constitution can only be amended by a resolution passed by a two-thirds (2/3) majority of those present and voting at a general meeting of the CIO called in accordance with clause 11.3 (General meetings of members).

Proposals for amendments to the constitution can be made by members. Notice must be given in writing to the Honorary Secretary enclosing a copy of the proposed amendment at least six (6) weeks before a General Meeting.

28.1.2 Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Committee members or members of the CIO or persons connected with them, requires the prior written consent of the Commission and which should be obtained using the online form available at <https://www.gov.uk/change-your-charitys-details> or any subsequent mechanism as determined by the Commission from time-to-time.

28.1.3 No amendment that is inconsistent with the provisions of the 2011 Act or the General Regulations shall be valid.

28.1.4 A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the Charity Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

29 Voluntary winding up or dissolution

29.1 As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

29.1.1 At a general meeting of the CIO called in accordance with clause 11.3 (General meetings of members), of which not less than fourteen (14) days' notice has been given to those eligible to attend and vote by a resolution passed by a ninety (90) % majority of those present and voting.

29.2 Subject to the payment of all the CIO's debts:

- 29.2.1 Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, shall contain a provision directing how any remaining assets of the CIO shall be applied.
- 29.2.2 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO as approved by the members.
- 29.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
- 29.3.1 The Committee must send with their application to the Commission:
- (a) A copy of the resolution passed by the members of the CIO;
 - (b) A declaration by the Committee that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (c) A statement by the Committee setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution.
- 29.3.2 The Committee must ensure that a copy of the application is sent within seven (7) days to every member and employee of the CIO, and to any Committee member of the CIO who was not privy to the application.
- 29.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30 Interpretation

30.1 In this constitution:

30.1.1 Connected person means:

- (a) A child, parent, grandchild, grandparent, brother or sister of a Committee member;
- (b) The spouse or civil partner of a Committee member or of any person falling within clause 30.1.1(a) above;
- (c) A person carrying on business in partnership with a Committee member or with any person falling within clauses 30.1.1(a) or 30.1.1(b) above;
- (d) An institution which is controlled:
 - (i) By a Committee member or any connected person falling within clauses 30.1.1(a), (b), or (c) above; or
 - (ii) By two or more persons falling within clause 30.1.1(d) (i), when taken together.
- (e) A body corporate in which:

- (i) A Committee member or any connected person falling within clauses 30.1.1(a) to (c) has a substantial interest; or
- (ii) Two or more persons falling within clauses 30.1.1 (e)(i) who, when taken together, have a substantial interest.

Section 118 of the 2011 Act apply for the purposes of interpreting the terms used in this constitution.

- 30.1.2 General Regulations means the Charitable Incorporated Organisations (General) Regulations 2012.
- 30.1.3 Dissolution Regulations means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
- 30.1.4 The Communications Provisions means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.
- 30.1.5 Committee member means a member of the Committee who is a charity trustee of the CIO.
- 30.1.6 Committee means the charity trustees collectively.
- 30.1.7 Khoja includes such person, or their spouse, or any parent or grandparent of such person or their spouse who is Shia Ithna-Asheri originating from Gujrat in India.
- 30.1.8 Shia Ithna-Asheri means Shia Muslims who believe in the Wilayat (power and authority) and immediate successorship of Imam Ali (AS) after the death of the Holy Prophet (PBUH) and believe in the twelve infallible imams (AS).