

# Constitution

## Muslim Khoja Shia Ithna-Asheri Community of Leicester

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'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 provided that two-thirds of the members present vote in favour at an extraordinary general meeting called for the purpose:
- (a) 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;
  - (b) Issue guarantees and securities in favour of third parties;
  - (c) Take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (d) Buy, Sell, or otherwise dispose of all or any part of the property belonging to the CIO or its subsidiaries provided that in exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the 2011 Act;
- 4.1.2 Employ and remunerate such staff as are necessary for carrying out the work of the CIO.

The CIO may employ or remunerate a Governing Board or Management Committee member only to the extent that it is permitted to do so by clause 6 (Benefits and payments to the Governing Board, Management Committee and connected persons) and provided it complies with the conditions of that clause;

- 4.1.3 To arrange, provide and propagate religious and socio-economic functions and religious and secular education which includes promoting languages;
- 4.1.4 To perform marriage ceremonies and burial rites in accordance with the Shia Ithna-Asheri faith;
- 4.1.5 To coordinate and unify the customs, conventions and observations of the Shia Ithna-Asheri faith;
- 4.1.6 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;
- 4.1.7 To work in cooperation with other Shia Ithna-Asheri Muslim Communities and other organisations;
- 4.1.8 To educate and further understand Khoja heritage, history, culture and its principles in order to pass such understanding down to successive generations; and
- 4.1.9 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 Governing Board member or Management 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 Governing Board 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 member of the Governing Board, Management Committee or connected person receiving any benefit or payment which is authorised by clause 6.

## **6 Benefits and payments to Governing Board or Management Committee members and connected persons**

- 6.1 No member of the Governing Board or Management 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 Governing Board or Management Committee members or connected persons' benefits.**

- 6.2.1 A Governing Board or Management 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 Governing Board or Management 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 Governing Board or Management 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 Governing Board or Management Committee member or connected person.
- 6.2.4 A Governing Board or Management Committee member or connected person may receive rent for premises let by the Governing Board or Management 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 Governing Board or Management 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 Governing Board or Management 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 Governing Board or Management 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 Governing Board or Management 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 Governing Board or Management 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 Governing Board or Management Committee member or connected person. In reaching that decision the Governing Board or Management Committee members must balance the advantage of contracting with a Governing Board or Management 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 Governing Board or Management Committee members is present at the meeting;
- (f) The reason for their decision is recorded in the Governing Board or Management Committee meeting minutes; and
- (g) A majority of the Governing Board or Management 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 37 (Interpretation).

#### **7 Conflicts of interest and conflicts of loyalty**

7.1 A Governing Board or Management 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 Governing Board or Management 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 Governing Board or Management 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.

## **THE MEMBERS**

### **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 Management Committee :

- (a) Require applications for membership to be made in writing using the application form determined by the Management 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 Management 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 Management Committee unless they hold an official elected and/or nominated position.
- (f) To undergo and pass a Disclosure and Barring Service (DBS) check if working with children or vulnerable people as part of his or her activities as a member of the CIO or otherwise required to complete one, and to renew the check of intervals of no more than two (2) years. This requirement also applies to Informal or associate (non-voting) members, see 9.6.

#### **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 Management 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 Management 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 Management 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 Management 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 Governing Body and Management 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 Governing Body and Management Committee shall decide the result. The quorum for the Management Committee at the meeting shall be the same as required for Management 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 The President may at their sole discretion waive or reduce the subscription fee for an existing member or an applicant on compassionate grounds.

9.5.4 All members shall be required to pay the amount of subscription due on 01 April of each year. A member who fails to pay the subscription within six months of the due date will be referred to the Management Committee by the Honorary Treasurer with a view to suspension or termination of membership.

9.5.5 A member who has membership arrears loses their right to be recorded within the quorum of meetings (general, extraordinary, or annual), nor take part in said meetings, nor hold a position as a Governing Body or Management Committee member.

## **9.6 Informal or associate (non-voting) membership**

- 9.6.1 The Management 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 4.1.1, 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 Governing Board or Management Committee member must be taken in accordance with clause 14.2;
- 10.2.2 Any decision to amend this constitution must be taken in accordance with clause 35 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 36 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 Governing Board or Management 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 Governing Body detailing significant issues and a summary of events during their term;

- (e) Receiving a report from the Honorary Secretary on behalf of the Management Committee detailing significant issues and a summary of events during the year;
- (f) Receiving a report from the Honorary Secretary on behalf of Sub-Committees detailing summary of events during the year;
- (g) Receiving from the Honorary Treasurer, the audited financial statements of the preceding year and a financial summary;
- (h) Receiving a report on membership from the Honorary Treasurer;
- (i) Review of subscription fees;
- (j) Appointing Auditors or Accountants for the CIO;
- ~~(k) Transacting any other business specified in the notice calling the annual general meeting;~~
- (l) The election of Governing Board members (Charity Trustees) to fill any vacant positions.
- ~~(k) (Every other AGM), electing the new Governing Board; and~~
- (m) Electing the new Management Committee. The election of the new Management Committee, except for the Chairlady, who will be elected by ladies' members within 1 month following the AGM. 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 Management Committee and matters arising there from; and
- (f) Sub-Committee reports (where applicable).

## **11.2 Calling general meetings**

11.2.1 The Governing Board acting through the Management 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 Governing Board acting through the Management 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 as determined by the Governing Body.

### **11.3 Notice of general meetings**

- 11.3.1 The Governing Board acting through the Management 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 Governing Board acting through the Management 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 90% of all members present, any resolution may be proposed and passed at the meeting even though the requirements of clauses 11.3.1 and 11.3.2 have not been met. This clause 11.3.3 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 a member of the Governing Board or the Management 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 forty (40) 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 60 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 meeting commences with a quorum, any subsequent lack of quorum shall not nullify any resolutions adopted during such proceedings.

~~11.5.5~~ 11.5.6 All general meetings shall be held in person except where in-person attendance is impossible or not practical in the circumstances e.g., during a pandemic. Except where the Governing Board has resolved that the requirement in the preceding sentence has been met, any eligible member who wishes to attend remotely forfeits their right to vote or stand for any CIO positions.

### **11.6 Voting at general meetings**

- 11.6.1 Any decision other than one falling within clause 4.1.1 and 10.2 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (on a show of hands or secret ballot where requested by a CIO member present at the meeting) ~~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.
- 11.7.3 If the chair rejects the motion and there is a seconder 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.

## **THE GOVERNING BOARD**

### **12 The Governing Board**

12.1 The Governing Board 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 Governing Board member:

12.1.1 To exercise his or her powers and to perform his or her functions in his or her capacity as a Governing Board 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 Governing Board 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 Governing Board**

12.2.1 Every Governing Board member must be a member of the CIO.

12.2.2 No individual may be appointed as a Governing Board member of the CIO:

- (a) Unless he or she demonstrates a strong commitment to fulfilling the Objects;  
or
- (b) If he or she has been convicted of an offence involving moral turpitude,  
deception or dishonesty;
- (c) If he or she is currently a serving Management Committee member; or
- (d) If he or she would otherwise cease to be a Governing Board member under  
clause 14.
- (e) Unless aged 25 or over.
- (f) Unless he or she has been a member of the CIO for a continuous period of  
5 years or more.
- (g) Unless he or she has signed the Trustee Eligibility and Responsibility  
Declaration form as recommended by the Charity Commission, Charity  
trustee: declaration of eligibility and responsibility - GOV.UK.

12.2.3 The Hon Secretary is responsible to ensure all elected Governing Board members sign the Trustee Eligibility form on the day of election or, where this is not possible, within fourteen (14) days of holding office. In further compliance to the requirements of the Trustee Eligibility Declaration form, the Hon Secretary, six (6) weeks from the date of the trustee election, must carry out trustee eligibility checks the law requires and ensure, on the basis of those checks, that the Governing Board is satisfied that the people acting as Charity Trustees are both eligible and suitable to act as trustees of this charity. The process of signing the Trustee Eligibility and Responsibility form, along with trustee eligibility checks, must take place after every AGM, i.e., every two (2) years, to ensure continued eligibility.

### **12.3 Number of Governing Board members**

12.3.1 There must be at least four (4) Governing Board members. If the number falls below this minimum, the remaining Governing Board members may act only to call a meeting of the members to appoint a new Governing Board member.

12.3.2 The maximum number of Governing Board members is five (5).

12.3.3 The term for each elected member of the Governing Board shall be four (4) years from the date of election ~~(noting that Governing Board member elections take place only at every other AGM).~~

### **12.4 First Governing Board members**

12.4.1 The first Governing Board<sup>1</sup> members of the CIO are:

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

<sup>1</sup> NB. This is a historic position confirming the first Governing Board members on incorporation of the CIO only.

### **13 Information for new Governing Board members**

13.1 The Governing Board will make available to each new Governing Board member, on or before his or her first appointment:

13.1.1 A copy of the current version of this constitution; and

13.1.2 A copy of the CIO's latest Trustees' Annual Report and statement of accounts.

### **14 Retirement and removal of a Governing Board member**

14.1 A Governing Board member ceases to hold office if he or she:

14.1.1 Fails to meet the eligibility criteria, including the requirements outlined in the Trustee Eligibility Declaration, see 12.2.2, g, -during ~~their his or her~~ term of office;

14.1.2 Retires by notifying the CIO in writing (but only if enough Governing Board members will remain in office when the notice of resignation takes effect to form a quorum for meetings);

14.1.3 Is absent without the permission of the other Governing Board members from two consecutive Governing Board meetings and the Governing Board resolve that his or her office be vacated;

14.1.4 Dies;

14.1.5 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 Governing Board member and may remain so for more than three months;

14.1.6 Is removed by the members of the CIO in accordance with clauses 14.2 and 14.3; or

14.1.7 Is disqualified from acting as a Governing Board member by virtue of sections 178-180 of the 2011 Act (or any statutory re-enactment or modification of that provision).

14.2 A Governing Board member shall be removed from office if a resolution to remove that Governing Board 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.

14.3 A resolution to remove a Governing Board member in accordance with clause 14.2 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 Reappointment of Governing Board members**

15.1 A Governing Board member whose term expires is eligible for reappointment save that any Governing Board member who has served for two consecutive terms may not be

reappointed as a Governing Board member for a third consecutive term immediately but may be reappointed after an interval of two years.

~~15.1 Any person who retires as a Governing Board member is eligible for reappointment save that any Governing Board member who has served for two consecutive terms may not be reappointed as a Governing Board member for a third consecutive term but may be reappointed after an interval of two years.~~

## **16 Taking of decisions by Governing Board**

16.1 Any decision may be taken either:

16.1.1 At a meeting of the Governing Board; or

16.1.2 By resolution in writing or electronic form agreed by the Governing Board 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 Governing Board member has signified their agreement.

## **17 Powers of the Governing Board**

17.1 The decision of the Governing Board in all matters of the CIO shall be in the context of the objects of the CIO.

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

17.3 The Governing Board 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.

17.4 The Governing Board shall be the sole authority for the interpretation of the Constitution.

17.5 The Governing Board shall be responsible for ensuring the correct application of by-laws.

17.6 The working of the Governing Board and the Management Committee shall be run in accordance with the constitution and any prevailing by-laws at the time.

## **18 Meetings and proceedings of the Governing Board**

**18.1** The Governing Board must meet at least every six months and shall invite senior Management Committee members to such meetings.

### **18.2 Calling meetings**

18.2.1 Any Governing Board member may call a meeting of the Governing Board.

18.2.2 Subject to that, the Governing Board shall decide how their meetings are to be called, and what notice is required.

### **18.3 Chairing of meetings**

18.3.1 The Governing Board may appoint one of their number to chair their meetings and may at

any time revoke such appointment. If no one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Governing Board members present may appoint one of their number to chair that meeting.

#### **18.4 Procedure at meetings**

- 18.4.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three Governing Board members, or such larger number as the Governing Board members may decide from time to time. A Governing Board member shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- 18.4.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.

#### **18.5 Participation in meetings by electronic means**

- 18.5.1 A meeting may be held by suitable electronic means agreed by the Governing Board members in which each participant may communicate with all the other participants.
- 18.5.2 Any Governing Board member participating at a meeting by suitable electronic means agreed by the Governing Board members in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- 18.5.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

### **19 Saving provisions**

- 19.1 Subject to clause 19.2, all decisions of the Governing Board members, or of a committee of the Governing Board, shall be valid notwithstanding the participation in any vote of a Governing Board member:
- 19.1.1 who was disqualified from holding office;
- 19.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 19.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if, without the vote of that Governing Board member and that Governing Board member being counted in the quorum, the decision has been made by a majority of the Governing Board member at a quorate meeting.
- 19.2 Clause 19.1 does not permit a Governing Board member to keep any benefit that may be conferred upon him or her by a resolution of the Governing Board members or of a committee of Governing Board members if, but clause 19.1, the resolution would have been void, or if the Governing Board members has not complied with clause 7 (Conflicts of interest).

### **20 Delegation by the Governing Board**

- 20.1 The Governing Board delegates their powers and functions (excluding those set out in clauses 4.1.1) to a committee (the **Management Committee**) and to committees to be

known as Sub-Committees and shall determine the terms and conditions on which the delegation is made. The Governing Board may at any time alter those terms and conditions, or revoke the delegation.

20.2 The power granted by clause 20.1 is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Governing Board, but is subject to the following requirements:

20.2.1 The acts and proceedings of the Management Committee or a Sub-Committee must be brought to the attention of the Governing Board at meetings called in accordance with clause 18.1; and

20.2.2 The Governing Board shall from time to time review the arrangements which they have made for the delegation of their powers.

## **THE MANAGEMENT COMMITTEE AND SUB-COMMITTEES**

### **21 Eligibility for Management Committee**

21.1.1 Every Management Committee member must be a member of the CIO.

21.1.2 No individual may be appointed as a Management Committee member of the CIO:

(a) Unless he or she demonstrates a strong commitment to fulfilling the Objects;  
or

(b) If he or she has been convicted of an offence involving moral turpitude, deception or dishonesty; or

(c) If he or she is under 18 years of age; except for the President who must be 25 years of age or over.

(d) If he or she would otherwise cease to be a Management Committee members under clause 25.

(e) Unless, in the case of the positions of; President, Vice President, Hon Secretary, Hon Treasurer, Assistant Treasurer and Chairlady, the person concerned has been a member of the CIO for a continuous period of two (2) years or more.

### **22 Appointment of the Management Committee**

22.1 The Management 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 23.1, Management Committee members shall be eligible for reappointment.

22.2 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; ~~and~~
- (j) Sub-Committee Liaison Officer; and
- (j)(k) Chairlady.

22.3 The retiring Management Committee and the Sub-Committees, following elections at the AGM, shall be required to attend the first meeting of the newly elected Management Committee to be convened within fourteen (14) days after the AGM. At this meeting, the retiring Management Committee shall handover all necessary equipment and information relating to the CIO to the new Management Committee. Also at this meeting, the Legal Sub-Committee shall explain to the newly elected Management Committee all of the implications of the CIO Constitution and byelaws and clarify any clauses of the CIO Constitution.

22.4 In the event of a vacancy on the Management Committee between AGMs, the Management Committee shall fill the vacancy and such person shall hold office as a member of the Management Committee until the next AGM.

### **The roles and functions of the Management Committee**

#### **22.5 President**

22.5.1 The President shall be the administrative head of the CIO and shall preside over the general and Management Committee meetings when present.

22.5.2 The President shall direct the Honorary Secretary to convene the general, Governing Board and Management Committee meetings as and when necessary.

22.5.3 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.

22.5.4 The President shall ensure that his duties and that of Management Committee members are executed to a satisfactory and acceptable level as per the constitution and bye-laws prevailing at the time.

#### **22.6 Vice President**

22.6.1 In the absence of the President, the powers, duties and rights of the President shall vest in the Vice President.

22.6.2 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).

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

### **22.7 Honorary Secretary**

- 22.7.1 The Honorary Secretary shall keep and maintain a register of members which shall be open for inspection at all reasonable times on request by any fully paid member and in any case no later than 7 days from the date of request.
- 22.7.2 The Honorary Secretary shall display a list of fully paid members as of 1st April each year on the Jamaat Notice Board. This shall be displayed no later than 10th April each year and shall be displayed without amendment or update till the following year, 10th April.
- 22.7.3 The Honorary Secretary shall keep all records of the CIO and deal with all correspondence in accordance with the direction of the President, the Governing Board and the Management Committee.
- 22.7.4 The Honorary Secretary shall keep a record of the minutes of all general, Governing Board and Committee meetings.
- 22.7.5 The Honorary Secretary shall convene all meetings as directed by the President.
- 22.7.6 The Honorary Secretary shall prepare the annual general meeting report of the state of affairs of the CIO and after its approval by the Governing Board and the Committee as appropriate, present the same to the CIO at the AGM.
- 22.7.7 The Honorary Secretary shall distribute the minutes and where necessary, any progress reports to the members within four (4) weeks following any general meetings.
- 22.7.8 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.
- 22.7.9 The Honorary Secretary may delegate any of the above duties to the Assistant Secretary.

### **22.8 Assistant Secretary**

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

### **22.9 Honorary Treasurer**

- 22.9.1 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 Governing Board and the Management Committee from time to time.
- 22.9.2 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.
- 22.9.3 The Honorary Treasurer shall keep account of all receipts and payments and maintain proper books of accounts and furnish them to the Governing Board and the Management Committee and the auditors as and when necessary.
- 22.9.4 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.

- 22.9.5 The Honorary Secretary shall maintain up-to-date membership payment records and alert the Governing Board and the Management Committee of any member falling into arrears.
- 22.9.6 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.
- 22.9.7 The Honorary Treasurer shall be responsible for maintaining the financial records of all subsidiary companies of the CIO.

#### **22.10 Assistant Treasurer**

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

#### **22.11 Head of Programs and Audio Video Services**

- 22.11.1 The Head of Programs and Audio Video Services shall:
- (a) be responsible for ensuring that any timetables, schedules or planners for events and programs are prepared, as and when required, in advance and advertised to members and co-ordinated with any relevant committee members and sub-committees.
  - (b) ensure Audio and Video services, resources and staff are, as and when required, available to manage and administer Audio and Video requirements for any required period, event or program.
  - (c) ensure for the provision of a Jamaat website to remain updated as a means of communicating Jamaat related activity to members and the public and to monitor its content to ensure nothing is published therein which is detrimental to the interests of the Jamaat or in breach of law.

#### **22.12 Head of Economic and Investment Planning**

- 22.12.1 The Head of Economic and Investment Planning shall:
- (a) be bound by the guidelines provided for by the Charities Act (2006) in the use of Charitable Funds for Investments.
  - (b) be responsible on behalf of the Committee to oversee and manage the Jamaats assets and investments.
  - (c) be responsible on behalf of the Committee to investigate, develop, propose and where applicable prepare schemes and plans of development with a view to improve and enhance the existing assets and investments of the Jamaat with an overall purpose of achieving economic upliftment of the Jamaat's investments and assets and the provision of services to members.
  - (d) For the purposes of achieving the above aims and when necessary seek expert assistance and advice whether legal, financial or otherwise.

#### **22.13 Maintenance, Security and Health & Safety Officer**

22.13.1 The Maintenance, Security and Health & Safety Officer shall:

- (a) be responsible to maintain the security of MKSI Leicester Jamaat Premises and to provide for the upkeep, restoration and repair of their fabric and the maintenance of the services therein and ensure adequate provision of furniture and fittings of such MKSI Leicester Jamaat Premises and its maintenance and cleaning
- (b) ensure MKSI Leicester Jamaat Premises meet the requirements of fire, health and safety as required by any legal or regulatory bodies including meeting the fire, health and safety requirements of MKSI Leicester Jamaat Premises insurers

#### **22.14 Sub-Committee Liaison Officer**

22.14.1 The Sub-Committee Liaison Officer shall:

- (a) represent the view of all sub-committees at Management Committee meetings
- (b) liaise any communication or decisions of the Management Committee to the relevant subcommittee

#### **22.15 Chairlady**

22.15.1 The Chairlady shall be the administrative head of the Ladies Sub-committee.

22.15.2 The Chairlady shall ensure that the necessary provisions, including the provision of lady reciters, are made for the remembrance and continuation of all religious dates and events as per the Islamic calendar.

22.15.3 The Chairlady shall ensure that her duties and that of her Committee members are executed to a satisfactory and acceptable level as per the constitution and bye-laws prevailing at the time.

### **23 Reappointment of Management Committee members**

23.1 Any person who retires as a Management 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.

### **24 Information for new Management Committee members**

24.1 The Management Committee will make available to each new Management Committee member, on or before his or her first appointment:

24.1.1 A copy of the current version of this constitution; and

24.1.2 A copy of the CIO's latest Trustees' Annual Report and statement of accounts.

### **25 Retirement and removal of a Management Committee member**

25.1 A Management Committee member ceases to hold office if he or she:

25.1.1 Fails to meet the eligibility criteria during his or her term of office;

- 25.1.2 Retires by notifying the CIO in writing (but only if enough Management Committee members will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - 25.1.3 Is absent without the permission of the other Management Committee members from two consecutive meetings and the Management Committee resolve that his or her office be vacated;
  - 25.1.4 Dies;
  - 25.1.5 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 Management Committee member and may remain so for more than three months;
  - 25.1.6 Is removed by the members of the CIO in accordance with clauses 25.2 and 25.3; or
  - 25.1.7 if he or she was a Governing Board member, would be disqualified from acting as a Governing Board member by virtue of sections 178-180 of the 2011 Act (or any statutory re-enactment or modification of that provision).
- 25.2 A Management Committee member shall be removed from office if a resolution to remove that Management 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.
- 25.3 A resolution to remove a Management Committee member in accordance with clause 25.2 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.

## **26 Sub-Committees**

- 26.1.1 The CIO shall, if determined by the Management 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.
- 26.1.2 Each Sub-Committee shall, subject to any general directions of the Management Committee, be in immediate charge of affairs of the particular function of the CIO for which it is responsible.
- 26.1.3 When establishing each Sub-Committee, the Management Committee shall determine which decisions of a Sub-Committee must be ratified by the Management Committee and the Management Committee may amend this delegation from time-to-time.
- 26.1.4 Each Sub-Committee shall be responsible to the Management Committee on behalf of the Governing Board and liaise with it at all times and keep the Sub-Committee Liaison Officer informed.

26.1.5 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 Management Committee.

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

## **27 Meetings of the Management Committee**

### **27.1 Calling meetings**

27.1.1 The Management Committee shall meet at least once a month to review the affairs of the CIO and to plan its activities. The Honorary Secretary shall notify the Management Committee members of the proposed meeting at least seven (7) days prior to the meeting.

27.1.2 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 27.1.2 shall be waived.

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

### **27.2 Chairing of meetings**

27.2.1 The President shall chair meetings of the Management 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.

### **27.3 Procedure at meetings**

27.3.1 The quorum is six (6) Management Committee members.

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

27.3.3 If at any time, a sufficient number of Management 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.

## **MISCELLANEOUS**

### **28 Execution of documents**

28.1 The CIO shall execute documents by signature.

28.2 A document is validly executed by signature if it is signed by at least two of the Governing Board members.

### **29 Use of electronic communications**

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

- 29.1.1 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
- 29.1.2 Any requirements to provide information to the Charity Commission in a particular form or manner.

## **29.2 To the CIO**

- 29.2.1 Any member or a Governing Board 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.

## **29.3 By the CIO**

- 29.3.1 Any member or a Governing Board 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.
- 29.3.2 The Governing Board 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 Governing Board members notice of their meetings in accordance with clause 18.2 (Calling meetings).
- 29.3.3 The Governing Board members must:
  - (a) Take reasonable steps to ensure that members and Governing Board 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 Governing Board member who has not consented to receive communications in electronic form.

## **30 Keeping of Registers**

- 30.1 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 Governing Board members.
- 30.2 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.

## **31 Minutes**

- 31.1 Minutes shall be kept of all:
  - 31.1.1 Proceedings at general meetings of the CIO;
  - 31.1.2 Meetings of the Governing Board, Management Committee and Sub-Committees including:
    - (a) The names of the those present at the meeting;
    - (b) The decisions made at the meetings;
    - (c) Where appropriate the reasons for the decisions; and

- (d) Decisions made otherwise than in meetings.

### **32 Accounting records, accounts, annual reports and returns, register maintenance**

- 32.1 The Governing Board 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.
- 32.2 The Governing Board 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.
- 32.3 All the financial statements of the CIO shall be audited or independently examined by the auditors or accountants appointed at the AGM.
- 32.4 An audited copy of the financial statements approved by the Governing Board shall be presented for approval at the AGM.

### **33 Rules**

- 33.1 The Management 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.

### **34 Disputes**

- 34.1 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.

### **35 Amendment of constitution**

- 35.1 As provided by sections 224-227 of the 2011 Act:
- 35.1.1 This constitution can only be amended by a resolution passed by a 75% 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. The Management Committee shall circulate the proposed amendment, of which notice has duly been given, at least two (2) weeks prior to the meeting at which the amendment proposed is discussed. It shall not however, be incumbent upon the Management Committee to call a meeting immediately after the expiration of four (4) weeks from the date of notice given.

- 35.1.2 Any alteration of clause 3 (Objects), clause 36 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Governing Board 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.

- 35.1.3 No amendment that is inconsistent with the provisions of the 2011 Act or the General Regulations shall be valid.
- 35.1.4 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.

## **36 Voluntary winding up or dissolution**

36.1 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:

36.1.1 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'~~ six (6) weeks notice has been given to those eligible to attend and vote by a resolution passed by ~~a~~ ninety (90) % of the CIO membership majority of those present and voting.

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

36.2.1 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.

36.2.2 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.

36.3 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:

36.3.1 The Governing Board 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 Governing Board that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
- (c) A statement by the Governing Board 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.

36.3.2 The Governing Board 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 Governing Board member of the CIO who was not privy to the application.

36.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## **37 Interpretation**

37.1 In this constitution:

37.1.1 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 37.1.1(a) above;

- (c) A person carrying on business in partnership with a Committee member or with any person falling within clauses 37.1.1(a) or 37.1.1(b) above;
- (d) An institution which is controlled:
  - (i) By a Committee member or any connected person falling within clauses 37.1.1(a), (b), or (c) above; or
  - (ii) By two or more persons falling within clause 37.1.1(d) (i), when taken together.
- (e) A body corporate in which:
  - (i) A Committee member or any connected person falling within clauses 37.1.1(a) to (c) has a substantial interest; or
  - (ii) Two or more persons falling within clauses 37.1.1 (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.

37.1.2 General Regulations means the Charitable Incorporated Organisations (General) Regulations 2012.

37.1.3 Governing Board member means a member of the Governing Board who is a charity trustee of the CIO.

37.1.4 Governing Board means the ~~charity~~ Charity trustees-Trustees collectively.

37.1.5 Dissolution Regulations means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

37.1.6 The Communications Provisions means the Communications Provision s in Part 9, Chapter 4 of the General Regulations.

37.1.7 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.

37.1.8 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).