

CONSTITUTION

Adopted 25th November 2007

PART 1

1 Adoption of the Constitution.

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2 The Name and Logo.

- (1) The association's name is Anjuman-e-Ja'fariyya Shia Ithna-Ashari Muslim Community of Watford (and in this document it is called the Jamaat).
- (2) The logo of the Jamaat is approved in general meeting and no alteration shall be made in any shape, form or colour without the approval of the Jamaat at a duly convened general meeting.

3 The Objects.

The Jamaat's objects (the Objects) are:

- (1) the advancement of the religion of Islam in accordance with the tenets of the Shia Ithna-Ashari faith (which expression means the laws and rules of the Holy Quran and Sunnah in accordance with Fiqh-e-Ja'fariyya as interpreted by the living Marja' of Taqlid of the Shia Ithna-Ashari faith) and the advancement of the education of Muslim children and adults based on the Shia Ithna-Ashari faith. In this document community (the Community) means all those persons in the United Kingdom and throughout the world who are of the Shia Ithna-Ashari faith.

4 Application of the Income and Property.

- (1) The income and property of the Jamaat shall be applied solely towards the promotion of the Objects.
- (2) A member of the Executive Committee may pay out of, or be reimbursed from, the property of the Jamaat reasonable expenses properly incurred by him or her when acting on behalf of the Jamaat.
- (3) None of the income or property of the Jamaat may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Jamaat. This does not prevent:
 - (a) a member who is not also a member of the Executive Committee from receiving reasonable and proper remuneration for any goods or services supplied to the Jamaat;

- (b) a member of the Executive Committee from:
 - (i) buying goods or services from the Jamaat upon the same terms as other members or members of the public;
 - (ii) receiving a benefit from the Jamaat in the capacity of a beneficiary of the Jamaat, provided that member of the Executive Committee comply with the provisions of sub clause (6) of this clause, or as a member of the Jamaat and upon the same terms as other members;
- (c) the purchase of indemnity insurance for members of the Executive Committee against any liability that by virtue of any rule of law would otherwise attach to an elected member of the Executive Committee or other Office Bearer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Jamaat but excluding:
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the member of the Executive Committee or other Office Bearer;
 - (iii) liabilities to the Jamaat that result from conduct that the member of the Executive Committee or other Office Bearer knew or ought to have known was not in the best interests of the Jamaat or in respect of which the person concerned did not care whether that conduct was in the best interests of the Jamaat or not.
- (4) No member of the Executive Committee may be paid or receive any other benefit for being a member of the Executive Committee.
- (5) A member of the Executive Committee may:
 - (a) sell goods, services or any interest in land to the Jamaat;
 - (b) be employed by or receive any remuneration from the Jamaat;
 - (c) receive any other financial benefit from the Jamaat,
 if:
 - (d) he or she is not prevented from so doing by sub-clause (4) of this clause; and
 - (e) the benefit is permitted by sub-clause (3) of this clause; or
 - (f) the benefit is authorised by the Executive Committee in accordance with the conditions in sub-clause (6) of this clause.
- (6) (a) If it is proposed that a member of the Executive Committee should receive a benefit from the Jamaat that is not already permitted under sub-clause (3) of this clause, he or she must:
 - (i) declare his or her interest in the proposal;
 - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - (iii) not be counted in determining whether the meeting is quorate;
 - (iv) not vote on the proposal.

- (b) In cases covered by sub-clause (5) of this clause, those members of the Executive Committees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Jamaat to contract with or employ that member of the Executive Committee rather than with someone who is not a member of the Executive Committee and they must record the reason for their decision in the minutes. In reaching that decision the Executive Committee must balance the advantage of contracting with or employing a member of the Executive Committee against the disadvantage of doing so (especially the loss of the member of the Executive Committee's services as a result of dealing with the member of the Executive Committee's conflict of interest).
 - (c) The Executive Committee may only authorise a transaction falling within paragraphs 5(a) - (c) of this clause if the Executive Committee comprises a majority of Executive Committee members who have not received any such benefit.
 - (d) If the Executive Committee fail to follow this procedure, the resolution to confer a benefit upon the member of the Executive Committee will be void and the member of the Executive Committee must repay to the Jamaat the value of any benefit received by the member of the Executive Committee from the Jamaat.
- (7) A member of the Executive Committee must absent himself or herself from any discussions of the Executive Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Jamaat and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
 - (8) In this Clause, "member of the Executive Committee" shall include any person firm or company connected with the member of the Executive Committee.

5 Dissolution.

- (1) If the members resolve to dissolve the Jamaat the Executive Committee will remain in office as Jamaat members of the Executive Committee and be responsible for winding up the affairs of the Jamaat in accordance with this clause. Resolution to dissolve the Jamaat shall require the assent of 90% of the members present and voting at an Annual or Special General Meeting of the General Body. A resolution for the dissolution of the Jamaat must be received at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days notice of such resolution must be given by the Secretary to the membership and must include the resolution proposed.
- (2) The Executive Committee must collect in all the assets of the Jamaat and must pay or make provision for all the liabilities of the Jamaat.
- (3) The Executive Committee must apply any remaining property or money as directed by the Marja' of Taqlid provided that it is:
 - (a) directly for the Objects;
 - (b) by transfer to any charity or charities for purposes the same as or similar to the Jamaat;
 - (c) in such other manner as the Charity Commissioners for England and Wales ("the Commission") may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Jamaat specifying the manner in which the Executive Committee are to apply the remaining property or assets of the Jamaat and the Executive Committee must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.

- (5) In no circumstances shall the net assets of the Jamaat be paid to or distributed among the members of the Jamaat.
- (6) The Executive Committee must notify the Commission promptly that the Jamaat has been dissolved. If the Executive Committee are obliged to send the Jamaat's accounts to the Commission for the accounting period which ended before its dissolution, they must send to the Commission the Jamaat's final accounts.

6 Amendments.

- (1) Notwithstanding anything hereinbefore contained alterations to this constitution shall require the assent of two-thirds of the members present and voting at Annual or Special General Meeting of the General Body. A resolution for the alteration of the constitution must be received must be received by the Secretary at least 21 days before the meeting at which the Resolution is to be brought forward. At least 14 days notice of such meeting must be given by the Secretary to the membership and must include notice of the alteration proposed. Provided that no alteration to the objects of the Jamaat, the procedure for the dissolution of the Jamaat or this clause shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall been obtained; and no alteration shall be made which would have the effect of causing the Jamaat to cease to be a charity at law.
- (2) A copy of any resolution amending this constitution must be sent to the Commission within twenty one days of it being passed.

PART 2

7 Membership.

- (1) Membership is open to persons over eighteen or organisations subject to the sub-clauses under this clause and who are approved by the Executive Committee
- (2)
 - (a) The Executive Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Jamaat to refuse the application.
 - (b) The Executive Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The Executive Committee must consider any written representations the applicant may make about the decision. The Executive Committee's decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The Executive Committee must keep a register of names and addresses of the members which must be made available to any full member upon request in writing stating the reason(s) for doing so. The Executive Committee shall be obliged to provide the names and addresses of the full members of the Jamaat but not associate members
- (5) There are two types of membership available:
 - (a) full membership; and
 - (b) associate membership
- (6) Full membership is open to individuals over eighteen who are of the Shia Ithna-Ashari faith or organisations with similar objects as the Jamaat, who are approved by the Executive Committee. A full member shall enjoy full rights as a member of the Jamaat under the provisions of this constitution.
 - (a) The types of full membership are:
 - (i) family membership: This means husband and wife, and children who are under eighteen, if any. Family membership shall give entitlement to the husband to vote and stand for election as a member of the Executive Committee or Holding Trustee and the wife to vote for the Co-ordinators of the Ladies Committee and Youth Girls Committee only. A child shall enjoy rights as a junior member of the Jamaat but shall not have the right to vote at a general meeting or the right to be elected as a member of the Executive Committee or a Holding Trustee.
 - (ii) single membership: This means an individual over eighteen who is not married or an authorised representative of an organisation. Standard membership shall give entitlement to males to vote and stand for election as a member of the Executive Committee or Holding Trustee and the females to vote for the Co-ordinators of the Ladies Committee and Youth Girls Committee only.
 - (iii) honorary membership: The Executive Committee may confer honorary membership on any person or organisation, at its discretion, who it deems would be of benefit to the Jamaat to further its Objects subject to approval by the Jamaat in general meeting. A Honorary member shall be a member for life and enjoy all rights as a full member.

- (7) Associate membership is open to individuals who are not of the Shia Ithna-Ashari faith or organisations, who are approved by the Executive Committee.
 - (a) Associate membership shall not confer any rights except that it shall give entitlement to the individual or organisation to enjoy such services and facilities made available from time to time for the benefit of associate members of the Jamaat.
 - (b) Associate members shall at all times abide by the terms governing the provision of such services and facilities and entitlement to the same shall be approved at the discretion of the Executive Committee only.
- (8) Membership fees shall be as devised by the Executive Committee and payable on application or on renewal.

8 Termination of Membership.

Membership is terminated if:

- (1) the member dies or, if it is an organisation, whose objects are no longer similar to that of the Jamaat's Objects or ceases to exist;
- (2) the member resigns by written notice to the Jamaat unless, after the resignation, there would be less than twenty five full members;
- (3) any sum due from the member to the Jamaat is not paid in full of it falling due;
- (4) the member is removed from membership by a resolution of the Executive Committee that it is in the best interests of the Jamaat that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Executive Committee at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Jamaat) has been allowed to make representations to the meeting.
 - (c) associate membership may be terminated at any time, without reason and sub-clauses (4) (a) and (4) (b) shall not apply in the case of associate members.
- (5) in the case of a full member ceases to be of the Shia Ithna-Ashari faith or in the case of an organisation ceases to have similar objects to the Jamaat

9 General meetings.

- (1) The Jamaat must hold a general meeting within twelve months of the date of the adoption of this constitution and approval of the same by the Commission has been obtained.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general (AGM) meetings shall be called special general meetings (SGM).
- (4) The Executive Committee may call a special general meeting at any time.

- (5) The Executive Committee must call a special general meeting if requested to do so in writing by at least twenty five full members or one third of the full membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Executive Committee fail to hold the meeting within twenty eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

10 Notice.

- (1) The minimum period of notice required to hold any general meeting of the Jamaat is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may also be called by shorter notice,
 - (a) if it is so agreed by all the members of the Executive Committee; or
 - (b) if it is so agreed by all the full members entitled to attend and vote
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the full members and to the Executive Committee.

11 Quorum.

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is;
 - twenty five full members entitled to vote upon the business to be conducted at the meeting; or
 - one third of the total full membership at the time, whichever is the greater.
- (3) The authorised representative of a full member organisation shall be counted in the quorum.
- (4) If: (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Executive Committee shall determine.
- (5) The Executive Committee must reconvene the meeting and must give at least seven clear days notice of the reconvened meeting stating the date, time and place of the meeting.
- (6) If no quorum is present at the reconvened meeting within thirty minutes of the time specified for the start of the meeting the full members present at that time shall constitute the quorum for that meeting.

12 Chair.

- (1) General meetings shall be chaired by the person who has been elected as the President or in his absence the Vice President or in his absence the Secretary General or in his absence the Treasurer.
- (2) If there is no such person or he or she is not present within thirty minutes of the time appointed for the meeting a member of the Executive Committee nominated by the Executive Committee shall chair the meeting.

- (3) If there is only one member of the Executive Committee present and willing to act, he or she shall chair the meeting.
- (4) If no member of the Executive Committee is present and willing to chair the meeting within thirty minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

13 Adjournments.

- (1) The full members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

14 Votes.

- (1) Each full member present at a general meeting shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have. Votes by proxy or by postal ballot shall not be allowed.
- (2) A member shall only have the right to vote if he or she has been a full member of the Jamaat for a continuous period of at least six months from time of receipt of application.
- (3) The Executive Committee shall appoint at least two or more returning officers solely for the purpose of ensuring a fair ballot and shall return the results of the ballot to the Executive Committee. Returning officers may be members or non-members of the Jamaat but in any case shall not have the right to vote.
- (4) The casting of votes is allowed only and when direction is given by the chair. Voting shall be by a show of hands or if requested by two or more full members or if directed by the chair by secret ballot.

15 Representatives of Other Bodies.

- (1) Any organisation that is a full member of the Jamaat may nominate any person to act as its representative at any meeting of the Jamaat.
- (2) The organisation must give written notice to the Jamaat of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Jamaat. The nominee may continue to represent the organisation until written notice to the contrary is received by the Jamaat.
- (3) Any notice given to the Jamaat will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Jamaat shall not be required to consider whether the nominee has been properly appointed by the organisation.

16 The Executive Committee and Holding Trustees

- (1) The Jamaat and its property shall be managed and administered by a committee comprising the Office Bearers and other full members elected in accordance with this constitution. The Office Bearers and other members of the committee shall be the Executive Committee of the Jamaat and in this constitution are together called "the Executive Committee".
- (2) The Executive Committee is comprised of the following
 - (a) Office Bearers:
 - (i) a President: who shall be the administrative head of the Jamaat. The President shall be responsible for ensuring the formulation of the strategic plan, its implementation in co-ordinating the work plan to further the Objects of the Jamaat. The President will take the chair in all meetings of the Executive Committee and general meetings of the Jamaat.
 - (ii) a Vice-President: who will assist the President and in his absence shall assume all the powers of the President including acting as the chair in all meetings of the Executive Committee and in general meetings. If the office of the President is vacated for whatever reason, the Vice-President shall automatically take up the office of the President.
 - (iii) a Secretary General (nominated by the President and approved by the Jamaat in general meeting): who shall be responsible for the administrative affairs of the Jamaat including issuing all notices, circulation of agendas, the recording of minutes of meetings and dealing with general correspondence of the Jamaat.
 - (iv) a Treasurer: who shall be responsible for keeping accurate and up to date records of the financial affairs of the Jamaat. The Treasurer shall produce a quarterly financial report for the approval of the Executive Committee and audited annual accounts for the approval of the Jamaat in annual general meetings.
 - (b) and a number of other elected members of the Executive Committee that shall be equal to the number of permanent committees stated under clause 21 (7). The Executive Committee shall have the powers to appoint such elected members of the Executive Committee to the permanent committees under clause 21 (7) as follows:
 - (i) Co-ordinator of the Capital Project Committee: shall have responsibility for the planning and implementation of the Capital Project to develop to its full and to completion the property at al-Zahra Centre, 84-86 Merton Road, Watford, WD18 0WY (the Centre) in accordance with the processes and procedures of the World Federation for Capital Projects.
 - (ii) Co-ordinator of the Tableegh and Education Committee: shall be responsible for the advancement of both religious and secular education within the Community including the madressa of the Jamaat.
 - (iii) Co-ordinator of the Youth Boys Committee: shall be responsible for the setting up of and maintaining regular programmes relevant to the youth of the Community to further the Objects of the Jamaat.
 - (iv) Co-ordinator of the Ladies Committee: shall be elected to the Executive Committee through a separate election to elect the chairperson of the ladies committee. The chairperson shall be responsible for the setting up of and maintaining regular programmes relevant to the ladies of the Community to further the Objects of the Jamaat.
 - (v) Co-ordinator of the Social and Welfare Committee: shall be responsible for the furtherance of the Objects for the relief of poverty and disease and the social and welfare needs of the Community.

- (vi) Co-ordinator of the Volunteers Committee: shall be responsible for the upkeep and maintenance of the Centre. He or she shall also be responsible for providing volunteers to facilitate events and programmes held at the Centre.
 - (vii) Co-ordinator of the Special Projects Committee: shall be responsible for one-off projects delegated to him or her by the Executive Committee.
 - (viii) Co-ordinator of the Youth Girls Committee: shall be responsible for the setting up of and maintaining regular programmes relevant to the youth of the Community to further the Objects of the Jamaat.
- (3) A member of the Executive Committee must be a full member of the Jamaat or the authorised representative of an organisation that is a full member of the Jamaat. An Office Bearer may only be appointed to the Executive Committee if he or she has been a continuous full member of the Jamaat for a period of at least four years.
 - (4) No one may be appointed an elected member of the Executive Committee if he or she would be disqualified from acting under the provisions of Clause 19.
 - (5) The number of members of the Executive Committee shall be not less than five but (unless otherwise determined by a resolution of the Jamaat in general meeting) shall not be subject to any maximum.
 - (6) A member of the Executive Committee may not appoint anyone to act on his or her behalf in the capacity of a member of the Executive Committee.
 - (7) The Jamaat shall have not less than three but not more than five Holding Trustees of which two trustees shall be lifetime Holding Trustees appointed by the Jamaat in general meeting and three trustees shall be Holding Trustees elected by the Jamaat in general meeting. Holding Trustees must be over the age of forty.
 - (8) A Holding Trustee must be a full member of the Jamaat or the authorised representative of an organisation that is a full member of the Jamaat.
 - (9) No one may be appointed a Holding Trustee if he or she would be disqualified from acting under the provisions of Clause 19.
 - (10) A holding trustee may not appoint anyone to act on his or her behalf in the capacity of a Holding Trustee.

17 The Appointment of Members of the Executive Committee and Holding Trustees.

- (1) Notwithstanding anything hereinbefore the Jamaat in general meeting shall elect the Office Bearers and the other members of the Executive Committee and Holding Trustees. Office Bearers and the other members of the Executive Committee shall hold office for a period of two years and Holding Trustees shall hold office for a period of 4 years except life-time Holding Trustees. The President shall hold office for no more than two consecutive terms but may be re-elected to the office of the President thereafter.
- (2) The Executive Committee may appoint any full member who is willing to act as a member of the Executive Committee if a member of the Executive Committee ceases to hold office in accordance with clause 19. Subject to paragraph 5(b) of this clause, they may also appoint members of the Executive Committee to act as Office Bearers. All appointments shall be effective for the period of the term remaining only.
- (3) Each member of the Executive Committee shall retire with effect from the conclusion of the annual general meeting after two years after his or her appointment and Holding Trustees, except life-time Holding Trustees, shall retire with effect from the conclusion of the annual general meeting after four years after his or her appointment but shall be eligible for re-election at that annual general meeting subject to sub-clauses (1) – (2) of this clause.
- (4) (a) No-one may be elected a member of the Executive Committee or a Holding Trustee at any annual general meeting unless prior to the meeting the Jamaat is given a notice that:

- (i) is signed by at least two full members entitled to vote at the meeting;
 - (ii) states the members intention to propose the appointment of a person as a member of the Executive Committee or a Holding Trustee;
 - (iii) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (b) if only one person is proposed as a member of the Executive Committee or Holding Trustee, that person shall be deemed to be elected unopposed.
 - (c) if more than one person is proposed as a member of the Executive Committee or Holding Trustee, an election shall take place in the general meeting.
 - (d) a willing person may be proposed by at least two full members for more than one position in the Executive Committee but may be elected to only one position in the Executive Committee. A person can not hold office in the Executive Committee and as a Holding Trustee.
 - (e) if no notice is received to propose a person to a vacant position in the Executive Committee or a vacant position for a Holding Trustee, at least two full members may propose to appointment a willing person from amongst those present in the general meeting .
- (5) (a) The appointment of a member of the Executive Committee, whether by the Jamaat in general meeting or by the other members of the Executive Committee, must not cause the number of members to exceed any number fixed in accordance with this constitution as the maximum number of members of the Executive Committee.
 - (b) The Executive Committee may not appoint a person to be a member of the Executive Committee or an Office Bearer if a person has already been elected or appointed to that office and has not vacated the office.

18 Powers and Responsibilities of the Executive Committee and Holding Trustees.

- (1) (a) The Executive Committee must manage the business of the Jamaat and they have the following powers in order to further the Objects (but not for any other purpose):
 - (i) to raise funds, receive contributions, donations and gifts. In doing so, the Executive Committee must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (ii) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (iii) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (iv) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - (v) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

- (vi) to obtain and pay for such goods and services as are necessary for carrying out the work of the Jamaat including but not limited to obtaining or appointing and paying for the services of a religious scholar or scholars and other professional persons or bodies. Any project or single item of expenditure of over ten thousand pounds shall require the prior written approval of the majority of Holding Trustees and any project or single item of expenditure of over twenty five thousand pounds shall require the approval of the Jamaat by resolution in general meeting.
 - (vii) to open and operate such bank and other accounts as the Executive Committee consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000. Cheques must be signed by the Treasurer and counter-signed by the President or in his absence the Vice-President;
 - (viii) to give direction to the Holding Trustees to exercise powers in this clause, sub-clause 1 (b) (i) – (iv) and to do all such other lawful things as are necessary for the achievement of the Objects.
- (b) The Holding Trustees, subject to resolution by the Jamaat in general meeting and in accordance with the directions of the Executive Committee, have the following powers in order to further the Objects (but not for any other purpose):
- (i) to raise funds, receive contributions, donations and gifts. In doing so, the Holding Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (ii) to buy, take on lease or in exchange, hire or otherwise acquire any property. The Executive Committee shall maintain and equip it for use;
 - (iii) to sell, lease or otherwise dispose of all or any part of the property belonging to the Jamaat. In exercising this power, trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
 - (iv) to borrow money and to charge the whole or any part of the property belonging to the Jamaat as security for repayment of the money borrowed. Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee.
- (3) Any meeting of the Executive Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Executive Committee.
- (4) The Executive Committee shall fulfil their responsibilities to the Jamaat which includes, but is not limited to, the following as a minimum in order to further the Objects (but not for any other purpose):
- (a) To convene its first meeting within thirty days of being elected at a duly convened general meeting and to convene regular Executive Committee meetings every four weeks thereafter.
 - (b) To complete the period of transition of handover from the outgoing Executive Committee to the newly elected Executive Committee within thirty days of being elected. Outgoing members of the Executive Committee must handover all property of the Jamaat to the newly elected Executive Committee, give their full co-operation and assistance to the newly elected Executive Committee during the transition period.

- (c) To formulate, publish and distribute to full members of the Jamaat, a strategic plan within ninety days of having been elected at a duly convened general meeting. The strategic plan shall outline the work plan of the Executive Committee for the period it has been elected. It shall include the work plan of the Office Bearers, permanent committees and sub-committees, if any, and show clearly how the Executive Committee plans to further the Objects during its elected term.
- (d) To review and update the strategic plan at meetings of the Executive Committee.
- (e) To publish and distribute updates as to progress made on the strategic plan to full members of the Jamaat within six months of being elected and every six months thereafter including in annual general meetings of the Jamaat.
- (f) To advance, disseminate and spread the teachings of the religion of Islam by arranging, holding and or running regular madressa, classes, lectures and such programmes within the Community.
- (g) To encourage the practice of the religion of Islam by arranging and holding all Islamic religious services, ceremonies, prayers and all majalis programmes promptly throughout the Islamic calendar.
- (h) To ensure an active programme for the relief of poverty and disease in the Community and to meet the social and welfare needs of the Community particularly the elderly.

19 Disqualification and removal of members of the Executive Committee and Holding Trustees.

- (1) A member of the Executive Committee or a Holding Trustee shall cease to hold office if he or she:
 - (a) is disqualified from acting by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (b) ceases to be a full member of the Jamaat;
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (d) resigns as a member of the Executive Committee by notice to the Jamaat (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect);
 - (e) is absent without the permission of the Executive Committee from all their meetings held within a period of four consecutive months and the Executive Committee resolve that his or her office be vacated.
 - (f) dies or, if it is an organisation, ceases to exist;
 - (g) ceases to be of the Shia Ithna-Ashari faith or in the case of an organisation ceases to have similar objects to the Jamaat;
- (2) Where the Jamaat is not satisfied with the performance of the Executive Committee, the Jamaat in general meeting shall have the power to dismiss the whole of that committee and to elect a new Executive Committee.
- (3) Where the Executive Committee or the Jamaat is not satisfied with the performance of one or more members of the Executive Committee, the Jamaat in a General Meeting shall have the power to dismiss that member or members and to elect a new member or members to the Executive Committee.

- (4) In the event that a meeting of the Executive Committee or an annual general meeting has lapsed for a period of four weeks of its due date, it shall be incumbent on the Secretary General to give notice to call a general meeting for the purposes of electing a new Executive Committee of the Jamaat.

20 Proceedings of the Executive Committee.

- (1) The Executive Committee may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any two members of the Executive Committee may call an emergency meeting of the Executive Committee.
- (3) The Secretary General must call an emergency meeting of the Executive Committee if requested to do so by at least two members of the Executive Committee. The President may direct the Secretary General to call a meeting of the Executive Committee at any time.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the Executive Committee unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be at least 3 members or the number nearest to one third (rounded up) of the total number of members of the Executive Committee, whichever is the greater or such larger number as may be decided from time to time by the Executive Committee.
- (8) A member of the Executive Committee shall not be counted in the quorum present when any decision is made about a matter upon which that member of the Executive Committee is not entitled to vote.
- (9) If the number of members of the Executive Committee is less than the number fixed as the quorum, the continuing members of the Executive Committees may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the President shall chair meetings of the Executive Committee or in his absence the Vice President or in his absence the Secretary General or in his absence the Treasurer. If there is no such person or he or she is not present within thirty minutes of the time appointed for the meeting, members of the Executive Committee present may appoint one of their number to chair the meeting.
- (12) The person appointed to chair meetings of the Executive Committee shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Executive Committee.
- (13) A resolution in writing signed by all the Executive Committee entitled to receive notice of a meeting of the Executive Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a permanent committee or sub-committee of the Executive Committee duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by all the members of the Executive Committee or (as the case may be) a permanent committee or sub-committee of the Executive Committee.

21 Permanent Committees and Sub-committees.

- (1) The Executive Committee may delegate any of their powers or functions to a permanent committee or a sub-committee of two or more members of the Executive Committee but the terms of any such delegation must be recorded in the minute book.
- (2) The Executive Committee may impose conditions when delegating, including the conditions that:
 - the relevant powers are to be exercised exclusively by the permanent committee or sub-committee to whom they delegate;
 - no expenditure may be incurred on behalf of the Jamaat except in accordance with a budget previously agreed with the Executive Committee.
- (3) The Executive Committee may revoke or alter a delegation.
- (4) All acts and proceedings of any permanent committee or any sub-committees must be fully and promptly reported to the Executive Committee.
- (5) The Jamaat may resolve to appoint permanent committees at a general meeting to meet the Objects of the Jamaat and it shall be binding on the Executive Committee to support the work of such permanent committees.
- (6) The Executive Committee, at a duly convened meeting of the Executive Committee, shall appoint elected members of the Executive Committee as Co-ordinators of such permanent committees. The Co-ordinator of each permanent committee shall have responsibility to form, from amongst the full members of the Jamaat or members of the Executive Committee, his or her team to carry out the work of the permanent committee.
- (7) The permanent committees appointed by the Jamaat are:
 - (a) Capital Project Committee
 - (b) Education Committee
 - (c) Youth Committee
 - (d) Ladies Committee
 - (e) Social and Welfare Committee
 - (f) Volunteers Committee
 - (g) Special Projects Committee
 - (h) Youth Girls Committee
- (8) Permanent committees may only be revoked or altered by the Jamaat at a duly convened general meeting

22 Irregularities in Proceedings.

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of the Executive Committee, or of a committee of the Executive Committee, shall be valid notwithstanding the participation in any vote of a member of the Executive Committee:
 - who was disqualified from holding office;

- who had previously retired or who had been obliged by the constitution to vacate office;
- 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 member of the Executive Committee; and
- that member of the Executive Committee being counted in the quorum, the decision has been made by a majority of the Executive Committee at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a member of the Executive Committee to keep any benefit that may be conferred upon him or her by a resolution of the Executive Committee or of a committee of the Executive Committee if the resolution would otherwise have been void.

(3) No resolution or act of:

- (a) the Executive Committee; or
- (b) any committee of the Executive Committee; or
- (c) the Jamaat in general meeting,

shall be invalidated by reason of the failure to give notice to any member of the Executive Committee or member of the Jamaat or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Jamaat.

23 Minutes.

The Executive Committee must keep minutes of all:

- (1) appointments of Office Bearers and members of the Executive Committee made by the Executive Committee;
- (2) proceedings at duly convened general meetings of the Jamaat;
- (3) meetings of the Executive Committee and meetings of any committees of the Executive Committee including:
 - the names of the members present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

24 Annual Report, Return and Accounts.

- (1) The Executive Committee must comply with their obligations under the Charities Act 1993 with regard to:
 - (a) the keeping of accounting records for the Jamaat;
 - (b) the preparation of annual statements of account for the Jamaat;
 - (c) the transmission of the statements of account to the Jamaat two weeks prior to an annual general meeting;

- (d) the preparation of an annual report and its transmission to the Commission;
- (e) the preparation of an annual return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Executive Committee are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.
- (3) The Jamaat shall approve annual accounts and appoint auditors in annual general meetings and such appointment shall be on-going until such time the Jamaat in an annual general meeting approves and appoints a change of auditors.
- (4) The financial year of the Jamaat shall be from the 1st of October to the 30th of September in each and every year.
- (5) Subject to a written request, any five full members of the Jamaat shall collectively have the right to inspect the accounts of the Jamaat by appointment with the Treasurer. The Executive Committee shall be obliged to make available the accounts for inspection within 21 days but not including the accounts of the current or last quarter period.

25 Registered particulars.

The Executive Committee must notify the Commission promptly of any changes to the Jamaat's entry on the Central Register of Charities.

26 Property.

- (1) The Executive Committee must ensure the title to:
 - (a) all land held by or in trust for the Jamaat is vested in not less three full members appointed by the Jamaat in general meeting as Holding Trustees; and
 - (b) all investments held by or on behalf of the Jamaat, is vested in not less that three full members appointed by the Jamaat in general meeting as Holding Trustees.
- (2) The terms of the appointment of any Holding Trustees must provide that they may act only in accordance with lawful directions of the Executive Committee and that if they do so they will not be liable for the acts and defaults of the Executive Committee or of the full members of the Jamaat.

27 Repair and insurance.

The Executive Committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Jamaat (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

28 Notices.

- (1) Any notice required by this constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) Notice may be given to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Jamaat or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Jamaat.
- (4) A member present in person at any meeting of the Jamaat shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that a notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.
 - (c) A notice shall be deemed to be given 72 hours after the envelope containing it was posted or, in the case of an electronic communication, 72 hours after it was sent.

29 Rules.

- (1) The Executive Committee may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Jamaat (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Jamaat in relation to one another, and to the Jamaat's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Jamaat's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Executive Committee in so far as such procedure is not regulated by this constitution;

- (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Jamaat to be kept in electronic form and require a member of the Executive Committee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Jamaat in general meeting has the power to alter, add to or repeal the rules or bye-laws.
 - (4) The Executive Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Jamaat.
 - (5) The rules or bye-laws shall be binding on all members of the Jamaat. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

Certification

I certify this is a true copy of the constitution of Anjuman-e-Ja'fariyya following the AGM on Saturday, 2nd January 2010.

Mr. Shabbir H Shah.
President - Anjuman-e-Ja'fariyya.