

# Constitution

**The Khoja Shia Ithna-Asheri Muslim Community of Birmingham**

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'Association' model Constitution

of

The Khoja Shia Ithna-Asheri Muslim Community of Birmingham

## **1 Name**

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

## **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 Islam in accordance with the Khoja interpretation of the Shia Ithna-Asheri Jafferi faith; and

3.1.2 Advance education in Khoja Shia Ithna-Asheri Jafferi heritage, history, culture and principles.

## **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 Arrange, provide and propagate religious and socio-economic functions and religious and secular education;

4.1.2 Coordinate and unify the customs, conventions and observations of the Shia Ithna-Asheri Jafferi faith;

4.1.3 Perform marriage ceremonies and burial rites in accordance with the Shia Ithna-Asheri Jafferi faith;

4.1.4 Educate and further understand Khoja heritage, history, culture and its principles in order to pass such understanding down to successive generations;

4.1.5 Sell, lease or otherwise dispose of all or any part of the property belonging to the CIO or its subsidiaries save that no property shall be sold or exchanged unless seventy five percent (75%) of the members present vote in favour at an extraordinary general meeting specifically called for that purpose. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the 2011 Act;

4.1.6 Work in cooperation with other Shia Ithna-Asheri Jafferi Muslim Communities and other organisations;

4.1.7 Employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate an Executive Committee member only to the extent that it is permitted to do so by clause 6 (Benefits and payments to Executive Committee members and connected persons) and provided it complies with the conditions of that clause;

- 4.1.8 Borrow money and to charge the whole or any part of its property (excluding the Birmingham Premises) as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 (the 2011 Act), if it wishes to mortgage land;
- 4.1.9 Issue guarantees and securities in favour of third parties;
- 4.1.10 Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.1.11 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;
- 4.1.12 Handle and manage at its own discretion, but in accordance with the English Law, such charitable trusts of Members, that have been handed over to the CIO for their management;
- 4.1.13 Buy, rent, build and maintain centres, mosques and such other infrastructure as may be necessary from time to time for the furtherance of the objects of the CIO;
- 4.1.14 Utilise funds, restricted and unrestricted, to further the interest of the CIO (in accordance with such restrictions, if applicable); and
- 4.1.15 Do all such other things within the Law, including the purchase, sale and receipt of rent from real estate and other investments and the setting up, continuance or disposal of any body corporate, as are necessary for the attainment of the above mentioned objects in the opinion of the Executive Committee.

## **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 An Executive 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 An Executive Committee member may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the 2011 Act.
- 5.2 None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.
- 5.3 Nothing in this clause shall prevent an Executive Committee member or connected person receiving any benefit or payment which is authorised by clause 6.

## **6 Benefits and payments to Executive Committee members and connected persons**

- 6.1 No Executive 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 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 Executive Committee members or connected persons' benefits.

6.2.1 An Executive 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 An Executive 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 an Executive Committee member or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by an Executive Committee member or connected person.

6.2.4 An Executive Committee member or connected person may receive rent for premises let by the Executive 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 Executive 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 An Executive 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 Executive Committee member may only rely upon the authority provided by clause 6.2.3 if each of the following conditions is 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 Executive 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 Executive 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 an Executive Committee member or connected person. In reaching that decision the Executive Committee members must balance the advantage of contracting with an Executive 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 Executive Committee members is present at the meeting;
- (f) The reason for their decision is recorded in the Executive Committee meeting minutes; and
- (g) A majority of the Executive 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 31 (Interpretation).

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

7.1 An Executive 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 Executive 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 Executive 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 Executive Committee on the matter.

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

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

### **9 Membership of the CIO**

9.1 Admission of new members

9.1.1 Eligibility

Membership of the CIO is open to all Khoja Shia Ithna-Asheri Jafferi persons over the age of eighteen (18) years. The spouse, parent or progeny of any member shall be eligible to apply for membership as long as they profess the Shia Ithna-Asheri Jafferi faith. 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.

#### 9.1.2 Admission procedure

The Executive Committee:

- (a) Require applications for membership to be made in writing using the application form determined by the Executive Committee from time to time;
- (b) Shall, if they approve an application for membership, notify the applicant of their decision within three (3) 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 Executive 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 six (6) months from such refusal.

9.1.4 All applications shall have two (2) referees who should be members of the CIO for at least three (3) consecutive years and have no subscription arrears. For the first three (3) years of the CIO this would apply to the Khoja Shia Ithna-Asheri Muslim Community of Birmingham (registered Charity number 510406).

9.1.5 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 bye-laws 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 bye-laws 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 Executive Committee unless they hold an official elected and/or nominated position.

#### 9.4 Termination of membership

##### 9.4.1 Membership of the CIO comes to an end if:

- (a) The member dies; or
- (b) The member sends a notice of resignation to the Secretary General; 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 Executive 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 (2/3) majority resolution to that effect; or
- (e) The member ceases to be a Muslim professing the Shia Ithna-Asheri Jafferi faith.

##### 9.4.2 Pursuant to clause 9.4.1(d), the Executive 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 Jafferi faith or the CIO;
- (b) Carrying out, or threatening to carry out, or inciting others to carry out violent acts on the Birmingham Premises or other properties of the CIO and its subsidiaries; or
- (c) Causing wilful damage to any part of the Birmingham 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 Executive 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 Secretary General 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 Secretary General to attend a meeting with the Executive Committee. This shall be held not earlier than seven (7) days and no later than fifteen (15) 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 Executive Committee shall decide the result. The quorum for the Executive Committee at the meeting shall be the same as required for Executive Committee meetings.

9.4.4 Any member who resigns or is removed shall remain liable for any outstanding dues and subscriptions.

9.4.5 Subscriptions or dues paid by a resigning member or a member whose membership is otherwise terminated shall not be refundable.

## 9.5 Membership fees

9.5.1 The CIO may require members to pay reasonable subscription fees and dues to the CIO.

9.5.2 Any person admitted to be a member shall forthwith pay the subscription pro rata for the current year. The subscription rates will be fixed by the members at the annual general meeting.

9.5.3 A full time student under the age of twenty four (24) years will be eligible for membership at a reduced rate of 50%.

9.5.4 A senior citizen over the age of sixty five (65) years will be eligible for membership at a reduced rate of 50%.

9.5.5 The spouse of an existing member will be eligible for membership at a reduced rate of 50%.

9.5.6 The Executive Committee may at their sole discretion waive or reduce the subscription fee for an existing member or an applicant on compassionate grounds.

9.5.7 All members shall be required to pay the amount of subscription due on 01 January of each year. A member who fails to pay the subscription by 31 March will receive a written overdue notification from the Secretary General. Failure to pay the subscription within one hundred twenty (120) days from the date it is due shall automatically terminate the membership in accordance with clause 9.4.1(c).

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

9.6.1 The Executive Committee may create associate or other classes of non-voting membership (including, for the avoidance of doubt, 'Friends of the CIO'), 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 The subscription for 'Friends of the CIO' shall be seventy five percent (75%) of the subscription fees for members.

9.6.3 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 4.1.5, clause 10.2, clause 11.3.3 and clause 19.6, 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 an Executive Committee member must be taken in accordance with clause 16.3;
- 10.2.2 Any decision to amend this constitution must be taken in accordance with clause 29 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 30 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 Executive 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) of the CIO. The first annual general meeting must be held within 18 months of the registration of the CIO, and subsequent annual general meetings must be held at intervals of not more than 15 months and in any event within 4 months of the end of every financial year. The annual general meeting must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect the Executive Committee as required under clause 13.
- 11.1.2 The suggested agenda at the annual general meeting 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 Secretary General on behalf of the Executive Committee detailing significant issues and a summary of events during the year;
  - (e) Receiving a report from the Secretary General on behalf of Sub-Committees and Task-Force detailing summary of events during the year;
  - (f) Receiving from the Head of Finance, the audited financial statements of the preceding year and a financial summary;
  - (g) Receiving a report on membership from the Secretary General;
  - (h) Approving budget for the ensuing year;
  - (i) Appointing Auditors or Accountants for the CIO;
  - (j) Transacting any other business specified in the notice calling the annual general meeting;
  - (k) Electing the new Executive Committee every two (2) years;

- (l) Electing the Chairman of the Education Board every two (2) years;
- (m) Electing the Chairman of the Building Committee every two (2) years after 2020;
- (n) Electing Electoral Commissioner every two (2) years;
- (o) Motion of which due notice is given (where applicable);
- (p) Motion without notice (where applicable); and
- (q) Any other business.

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

11.1.4 The suggested order of business common to every general meeting (excluding an annual general meeting) 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);
- (c) Matters arising therefrom (where applicable);
- (d) Sub-Committee and Task-Force reports (where applicable);
- (e) Business required by the Executive Committee to be dealt with at the meeting in accordance with the circulated agenda;
- (f) Motion of which due notice is given (where applicable);
- (g) Motion without notice (where applicable); and
- (h) Any other business (where applicable).

## 11.2 Calling general meetings

11.2.1 The Executive Committee:

- (a) Must call the annual general meeting 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 Executive 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 sixty (60) 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 thirty (30) were substituted for sixty (60) members.

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

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

### 11.3 Notice of general meetings

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

11.3.2 The Executive Committee must give at least twenty one (21) clear days' notice of every annual general meeting to all of the members.

11.3.3 If it is agreed by not less than 70% of all members present, any resolution may be proposed and passed at the meeting even though the requirements of clause 11.3.1 have not been met. This clause 11.3.3 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 and if 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 Secretary General.

11.4.2 The chair reserves the right to eject any member from the general meeting who:

- (a) Is rude and offensive to any individual present; and / or
- (b) Makes false or unfounded allegations; and / or
- (c) Uses foul or aggressive language; and / or
- (d) Uses violent or aggressive behaviour, or the threat of it, against the chair or any individual present.

### 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, in the case of an annual general meeting, the quorum shall be forty (40) members and in the case of any other general meetings shall be twenty-five (25) members.
- 11.5.3 Where the general meeting has been requested by members in accordance with clause 11.2.2, the quorum shall be 50% of members making the request. The chair will close the meeting if this quorum is not achieved within 15 minutes.
- 11.5.4 If a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting and should notify the members of when the meeting will resume which must be within fourteen (14) days.
- 11.5.5 There shall be no quorum requirement for the commencement of the adjourned meeting.
- 11.5.6 If a meeting commences with a quorum, any subsequent lack of quorum shall not nullify any resolutions adopted during such proceedings.

#### 11.6 Voting at general meetings

- 11.6.1 Any decision other than one falling within clauses 4.1.5, 10.2 (Decisions that must be taken in a particular way), 11.3.3 and 19.6 shall be taken by a simple majority of votes (on a show of hands) cast at the meeting.
- 11.6.2 Every member has one vote.
- 11.6.3 Any member can request for a poll before voting commences.
- 11.6.4 In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second or casting vote.
- 11.6.5 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.
- 11.6.6 Proxy voting shall not be allowed.

#### 11.7 Motion

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

## 12 The Executive Committee

### 12.1 Functions and duties of the Executive Committee:

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

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

### 12.2 Eligibility for Executive Committee

- 12.2.1 Every Executive Committee member must be a member of the CIO for at least two (2) years except for the President and Vice President who should be

members for five (5) years. This does not apply to the Chair and Secretary of the Ladies Committee until 31 March 2020.

- 12.2.2 No individual may be appointed as an Executive Committee member of the CIO:
- (a) Unless he or she demonstrates a strong commitment to fulfilling the Objects;  
or
  - (b) If he or she is the Electoral Commissioner; or
  - (c) If he or she resides more than sixty (60) miles from the Birmingham Premises;  
or
  - (d) Has been convicted of an offence involving moral turpitude, deception or dishonesty; or
  - (e) Would otherwise cease to be an Executive Committee member under clause 16.1.
- 12.2.3 In the case of an individual being appointed as the President or the Vice President of the CIO, he or she must not be under the age of 25 years.
- 12.2.4 No one is entitled to act as an Executive Committee member whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Executive Committee decide, his or her acceptance of the office of the Executive Committee.

### 12.3 Number of Executive Committee members

- 12.3.1 There must be at least two Executive Committee members. If the number falls below this minimum, the remaining Executive Committee members may act only to call a meeting of the Executive Committee, or appoint a new Executive Committee member.
- 12.3.2 The maximum number of Executive Committee members is 16. The Executive Committee may not appoint any Executive Committee member if as a result the number of Executive Committee members would exceed the maximum.
- 12.3.3 When complete, the Executive Committee shall comprise as below:
- (a) President;
  - (b) Vice President;
  - (c) Secretary General (appointed by the President);
  - (d) Deputy Secretary General;
  - (e) Head of Finance;
  - (f) Treasurer;
  - (g) Chair of the Building Committee;
  - (h) Chair of the Education Board;
  - (i) Chair of the Ladies Committee;
  - (j) Secretary of the Ladies Committee;

- (k) Up to four additional Executive Committee members; and
- (l) Two appointed Executive Committee members by the Executive Committee.

#### 12.4 First Executive Committee members

12.4.1 The first Executive Committee members of the CIO are:

- (a) Gulamraza Dato; and
- (b) Riyazhusein Ladak.

#### 12.5 President

12.5.1 The President shall be the head of the CIO and shall preside over the general and Executive Committee meetings when present.

12.5.2 The President shall nominate the Secretary General.

12.5.3 The President shall direct the Secretary General to convene general and Executive Committee meetings as and when necessary.

12.5.4 The President shall ensure that the duties of the Executive Committee are executed to a satisfactory and acceptable level as per the constitution and rules and bye-laws prevailing at the time.

12.5.5 Up to one (1) year after retiring as a President or completing the term, the retiring President may be invited by the current Executive Committee to an Executive Committee meetings to advise on any matters arising.

12.5.6 The President shall have the power to incur expenditure or submit donations on behalf of the CIO not in excess of two thousand pounds (£2,000.00) without the previous sanction of the Executive Committee, but shall have to account for such expenditure to the Executive Committee at its next meeting.

#### 12.6 Vice President

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

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

#### 12.7 Secretary General

12.7.1 The Secretary General will ensure proper administration of the CIO's affairs with support from the Office staff.

12.7.2 The Secretary General shall keep all records of the CIO and deal with all correspondence in accordance with the direction of the President and the Executive Committee.

12.7.3 The Secretary General shall keep a record of the minutes of all general and Executive Committee meetings.

12.7.4 The Secretary General shall convene all meetings as directed by the President.

12.7.5 The Secretary General shall liaise with the Director of Programmes to ensure that the necessary provisions, including the provision of reciters, are made for the

remembrances and continuation of all religious dates and events as per the Islamic calendar.

- 12.7.6 The Secretary General shall prepare a report for each annual general meeting regarding the state of affairs of the CIO and after its approval by the Executive Committee, present the same to the members at the relevant annual general meeting.
- 12.7.7 The Secretary General shall maintain the list of all members in accordance with clause 24.
- 12.7.8 The Secretary General shall distribute the minutes and where necessary, any progress reports to the members within six (6) months following any general meetings.
- 12.7.9 The Secretary General shall distribute the minutes of Executive Committee meetings to the Executive Committee members within two (2) weeks after the meeting.
- 12.7.10 The Secretary General shall ensure that all elected and nominated officials, including but not limited to, the Executive Committee and Electoral Commissioner have completed and submitted the 'Fit for Purpose', 'Confidentiality and Conflict of Interest Agreement' and 'Disclosure and Barring Service' forms to the Secretary General within twenty eight (28) days of taking office.
- 12.7.11 The Secretary General may delegate any of the above duties to the Deputy Secretary General.

## 12.8 Deputy Secretary General

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

## 12.9 Head of Finance

- 12.9.1 The Head of Finance shall be accountable for recording all financial transactions and dealings of the CIO, maintain a record thereof and submit such records to the Executive Committee from time to time.
- 12.9.2 The Head of Finance shall check and where necessary query any transactions or projects before they are approved by the Executive Committee or members of the CIO.
- 12.9.3 The Head of Finance shall present a summary of financial affairs at each quarterly Executive Committee meeting.
- 12.9.4 The Head of Finance shall present at the annual general meeting 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 December.
- 12.9.5 Within ten (10) months of the end of the applicable financial year or such time as may be required by Law, the Head of Finance shall submit the required Annual Returns to the relevant bodies.



- 12.9.6 The Head of Finance shall be responsible for maintaining the financial records of all subsidiary companies of the CIO.
- 12.9.7 The Head of Finance will maintain the bank accounts of the CIO and all affiliated body corporates.
- 12.9.8 The Head of Finance may delegate any of the above duties to the Treasurer.

#### 12.10 Treasurer

- 12.10.1 The Treasurer shall assist and deputise for the Head of Finance.
- 12.10.2 In the absence of the Head of Finance, the duties of the Head of Finance shall be vested in the Treasurer.
- 12.10.3 The Treasurer shall arrange for the depositing of all monies received of the CIO with its Bankers or other designated financial institutions, if any, at the earliest opportunity.
- 12.10.4 The Treasurer shall keep account of all receipts and payments, maintain proper books of accounts and work with the Head of Finance to furnish them to the Executive Committee and the auditors as and when necessary.
- 12.10.5 The Treasurer shall maintain up to date membership payment records and notify the Secretary General of any member(s) falling into subscription arrears on 31 March.

### **13 Appointment of the Executive Committee**

- 13.1 The Executive Committee, save for the Secretary General, Chair of Ladies Committee and Secretary of Ladies Committee shall be elected by the members of the CIO at annual general meeting and shall hold office until the end of the second annual general meeting of the CIO following the annual general meeting at which they were appointed. Subject to clause 17.1, Executive Committee members shall be eligible for reappointment.
- 13.2 A member shall not be barred from being elected to any office in their absence, as long as a prior written and signed consent of the member is submitted to the Electoral Commissioner before the meeting.
- 13.3 The Executive Committee may at any time decide to appoint a new Executive Committee member, whether in place of an Executive Committee member who has retired or been removed in accordance with clause 16 (Retirement and removal of Executive Committee member), or as an additional Executive Committee member, provided that the limit specified in clause 12.3.2 on the number of Executive Committee members would not as a result be exceeded.
- 13.4 A person so appointed by Executive Committee in accordance with clause 13.3 shall hold office until the conclusion of the next annual general meeting and, subject to clause 17.1, shall be eligible for reappointment.
- 13.5 The Executive Committee members, following elections at the annual general meeting, shall be required to attend the first meeting of the newly elected Executive Committee to be convened within twenty eight (28) days after the annual general meeting. At this meeting, the retiring Executive Committee shall handover all necessary equipment and information relating to the CIO to the new Executive Committee. Also at this meeting, the Electoral Commissioner shall explain to the newly elected Executive Committee all of the implications of the CIO Constitution and bye-laws and clarify any clauses of the CIO Constitution.

- 13.6 The newly elected Executive Committee shall officially take office after the handover meeting as per clause 13.5 has taken place or twenty eight (28) days from the date of election, whichever is earlier. However the President Elect shall be fully informed of any activities by the outgoing Executive Committee prior to the handover.

#### **14 Appointment of Electoral Commissioner**

- 14.1 The members of the CIO shall appoint an Electoral Commissioner at the first annual general meeting of the CIO and every other annual general meeting thereafter to hold office until the close of the second annual general meeting following his appointment.

- 14.2 The Electoral Commissioner shall act as the Returning Officer for the elections of all the positions. In the event of a vacancy or a resignation by the Electoral Commissioner, the Executive Committee shall advertise the position and nominate the most appropriate individual meeting the eligibility criteria within twenty eight (28) days of the resignation. This individual will hold this position up to the next annual general meeting.

- 14.3 The Executive Committee may determine eligibility criteria for the Electoral Commissioner but in any event, the Electoral Commissioner must:

14.3.1 Be a member and must have been a member for five (5) years;

14.3.2 Be aged over 25 years;

14.3.3 Not be an Executive Committee member;

14.3.4 Not reside more than sixty (60) miles from the Birmingham Premises;

14.3.5 Not have been convicted of an offence involving moral turpitude, deception or dishonesty; and

14.3.6 Clause 16.1 shall apply to the Electoral Commissioner as if he or she is an Executive Committee member.

- 14.4 Duties of the Electoral Commissioner

##### **14.4.4 Election of President**

The President shall be elected for a term of two (2) years by the members in accordance with the following provisions:

- (a) On 01 January preceding the end of term of office of the President, the Electoral Commissioner shall issue notice to all members inviting written nominations before 28 February for a candidate for the office of the President for the next two (2) years;
- (b) Such nominations shall be accompanied by a written communication from the person nominated signifying their consent to such nomination with five (5) members seconding the nomination;
- (c) If nominations are received by the Electoral Commissioner by 28 February, then notice will be issued to members giving names of nominations received and inviting any other nominations by 15 March. Any nominations received after 15 March or at the annual general meeting shall not be included;
- (d) If no nominations are received by the Electoral Commissioner by 28 February, then there will be open nominations and voting at the annual general meeting;

- (e) The Electoral Commissioner shall ensure that all nominations satisfy the eligibility criteria as set clause 12.2;
- (f) If there is more than one nomination by the 15 March, elections will be held at the annual general meeting;
- (g) If there is only one nomination for the President by 15 March, that person will be duly appointed at the annual general meeting as the President for the next term;
- (h) The Electoral Commissioner shall send out the manifesto of each candidate (subject to clause (c) above) at least two (2) weeks before the annual general meeting;
- (i) The Electoral Commissioner may appoint two (2) members who are not Executive Committee members to help in counting the votes. The Electoral Commissioner will thereafter declare the result of the vote and will declare the candidate with the largest number of votes as the duly elected President; and
- (j) Should the President and Vice President resign together, the Electoral Commissioner shall call for open elections within twenty eight (28) days of the resignations. The new Executive Committee shall hold office for the duration of the remaining term.

#### 14.4.5 Election of Executive Committee members

The Electoral Commissioner shall receive all the nominations for individuals nominated at the annual general meeting and will oversee the elections.

### **15 Information for new Executive Committee member**

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

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

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

### **16 Retirement and removal of Executive Committee member**

16.1 An Executive Committee member ceases to hold office if he or she:

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

16.1.2 Resigns by notifying the CIO in writing (but only if enough Executive Committee members will remain in office when the notice of resignation takes effect to form a quorum for meetings). Such a member shall not be able to fill any vacancy in the Executive Committee in any capacity for the remaining term;

16.1.3 Is absent without the permission of the President from three consecutive meetings and the Executive Committee resolve that his or her office be vacated;

16.1.4 Dies;

16.1.5 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 an Executive Committee member and may remain so for more than three months;

- 16.1.6 Is removed by the members of the CIO in accordance with clauses 16.3 and 16.4;  
or
- 16.1.7 Is disqualified from acting as an Executive Committee member by virtue of sections 178-180 of the 2011 Act (or any statutory re-enactment or modification of that provision).
- 16.2 Should an Executive Committee member resign or otherwise vacate office during the term, the remaining Executive Committee members shall advertise the position to members and shall nominate a candidate to the Executive Committee. The Executive Committee member shall be replaced within twenty eight (28) days of the resignation. The nominated person should meet the eligibility criteria and shall hold office up to the next annual general meeting at which the Executive Committee member shall have to retire but will be eligible for re- election. All Members shall be notified of the new Executive Committee member within twenty eight (28) days of the appointment.
- 16.3 An Executive Committee member shall be removed from office if a resolution to remove that Executive 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.
- 16.4 A resolution to remove an Executive Committee member in accordance with clause 16.3 shall not take effect unless the individual concerned has been given at least fourteen (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.
- 16.5 Should the President resign or a vacancy arise, the Vice President shall assume the vacant President's position immediately. The new President (former Vice President) shall select a new Vice President from the Executive Committee subject to provisions mentioned in the eligibility criteria of the Executive Committee members. The vacancy for the position of Vice President shall be filled within twenty eight (28) days and shall be held up to the next annual general meeting.
- 16.6 Should the President and Vice President resign together, the entire Executive Committee will be dissolved and elections will be held for the Executive Committee by the Electoral Commissioner within twenty eight (28) days of the resignations. Following the elections, the new Executive Committee shall hold office for the duration of the remaining term.
- 16.7 Any resignation, termination or appointments to the Executive Committee shall be notified to all members by the Secretary General within twenty eight (28) days of the event.

## **17 Reappointment of Executive Committee members**

- 17.1 Any person who retires as an Executive Committee member is eligible for reappointment save that a President who has served for two (2) 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.

## **18 Taking of decisions by Executive Committee**

- 18.1 Any decision may be taken either:
- 18.1.1 At a meeting of the Executive Committee; or
- 18.1.2 By resolution in writing or electronic form agreed by the Executive Committee members, which may comprise either a single document or several documents

containing the text of the resolution in like form to each of which one or more Executive Committee member has signified their agreement.

## **19 Powers of the Executive Committee**

- 19.1 The Executive Committee shall decide on all matters of the CIO.
- 19.2 The Executive Committee will be accountable to its members for the delivery of the Strategic Plan as adopted by the members, and will be required to provide regular updates, at a minimum on an annual basis at the annual general meetings.
- 19.3 The Executive Committee may invite members who have specialist knowledge or advice to meetings provided that they have no power to vote.
- 19.4 The Executive Committee may appoint Sub-Committees or Task-Forces in accordance with clauses 20.3 and 20.4.
- 19.5 The Executive Committee may call a general meeting on any matter of importance or urgency.
- 19.6 The Executive Committee may set up body corporates for managing the CIO matters. At all times, seven (7) of Executive Committee members of which the President, Vice President, Head of Finance and four (4) other Executive Committee members nominated by the Executive Committee shall be the directors of all such bodies. No property registered under a body corporate shall be sold, exchanged or disposed unless approved by a seventy five percent (75%) majority of members present and voting at a general meeting specifically called for passing such a resolution.
- 19.7 The Executive Committee must insure the property of the CIO against any foreseeable risk and take out such other insurance policies as may be required.
- 19.8 The Executive Committee shall decide on any matters not provided for in this constitution. Such decisions shall be binding unless otherwise repealed at a general meeting.
- 19.9 The Executive Committee shall have the power to authorise expenditure not in excess of fifty thousand Pounds (£50,000.00). For any unplanned expenditure exceeding twenty five thousand pounds (£25,000.00), the members must be notified retrospectively.
- 19.10 The following procedures must be followed before any planned expenditure above twenty five thousand pounds (£25,000.00) is commissioned:
  - 19.10.1 A letter should be sent to all members informing them of the project or cause of expenditure;
  - 19.10.2 The members should be given fourteen (14) days' notice to respond to the proposal; and
  - 19.10.3 If forty (40) members respond and are not happy with the cost or works or project, a general meeting shall be called within fourteen (14) days of their response to discuss about the expenditure and whether the work can go ahead.

## **20 Delegation by the Executive Committee**

- 20.1 The Executive Committee may delegate any of their powers or functions to a committee or committees to be known as Sub-Committees and Task-Forces and, if they do, they shall determine the terms and conditions on which the delegation is made. The Executive Committee 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 Executive Committee, but is subject to the following requirements:

20.2.1 A committee may consist of two or more persons;

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

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

### 20.3 Sub-Committees

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

20.3.2 The Executive Committee shall appoint the chair of each Sub-Committee except for the chairs of the Building Committee and Education Board, who will be elected by members at the annual general meeting.

20.3.3 Each Sub-Committee shall be accountable to the Executive Committee and liaise with it at all times and promptly report to it in relation to all proceedings.

20.3.4 Each Sub-Committee shall be run in accordance with guidelines and Terms of Reference provided by the Executive Committee only. Apart from the Building Committee and Education Board, for which Terms of References will be approved at the general meeting.

20.3.5 A Sub-Committee shall not have the power to bind the CIO nor to act on its behalf.

### 20.4 Task-Forces

20.4.1 Terms of Reference will be created between the Executive Committee and the Task-Force.

20.4.2 The Task-Force will be given a time limit to deliver the project, which will be reviewed every year at the annual general meeting.

20.4.3 The chair of each Task-Force will be appointed by the Executive Committee and must be a member. The President cannot be the chair of a Task-Force, but may be a member of a Task-Force.

20.4.4 A Task-Force shall not have the power to bind the CIO nor to act on its behalf and shall act only in accordance with the Terms of Reference set by the Executive Committee.

## **21 Meetings of the Executive Committee**

### 21.1 Calling meetings

21.1.1 The Executive Committee shall meet at least once every six (6) weeks to review the affairs of the CIO and to plan its activities.

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

21.1.3 In case of an emergency, the Secretary General 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 21.1.2 shall be waived.

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

## 21.2 Chairing of meetings

21.2.1 The President shall chair meetings of the Executive 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 Secretary General shall do so. If the Secretary General is also unable or unwilling to do so, the meeting will be adjourned to a later date.

## 21.3 Procedure at meetings

21.3.1 The quorum is nine (9) Executive Committee members.

21.3.2 In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

21.3.3 If at any time, a sufficient number of Executive Committee members to form a quorum are not present, or if despite fulfilling the quorum requirements the President, Vice President and Secretary General are absent; the meeting shall be adjourned and resumed on a later date decided at the adjourned meeting, which shall be within fourteen (14) days of the adjournment. The quorum for the reconvened meeting shall be seven (7) Executive Committee members of which one should be President, Vice President or Secretary General.

## 22 Execution of documents

22.1 The CIO shall execute documents by signature.

22.2 A document is validly executed by signature if it is signed by at least two of the following trustees; President, Vice President, Secretary General, Deputy Secretary General, Head of Finance or Treasurer.

## 23 Use of electronic communications

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

23.1.1 The requirement to provide within twenty one (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

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

## 23.2 To the CIO

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

### 23.3 By the CIO

- 23.3.1 Any member or an Executive Committee member of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- 23.3.2 The Executive Committee members may, subject to compliance with any legal requirements, by means of publication on its website:
  - (a) Provide the members with the notice referred to in clause 11.3 (Notice of general meetings); and
  - (b) Give Executive Committee members notice of their meetings in accordance with clause 21.1 (Calling meetings).
- 23.3.3 The Executive Committee members must:
  - (a) Take reasonable steps to ensure that members and Executive Committee members are promptly notified of the publication of any such notice; and
  - (b) Send any such notice in hard copy form to any member or an Executive Committee member who has not consented to receive communications in electronic form.

## 24 Keeping of Registers

- 24.1 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 Executive Committee members.
- 24.2 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.

## 25 Minutes

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

## 26 Accounting records, accounts, annual reports and returns, register maintenance

- 26.1 The financial year of the CIO shall commence on 1<sup>st</sup> January of each year.



- 26.2 The Head of Finance shall authorise payments and all other necessary financial documents and shall submit the same for counter signature to the President or in the absence, the Vice President or Secretary General. In the absence of the Head of Finance, the President may authorise payments and on such authorisation, the documents shall be signed by the President and Vice President or Secretary General.
- 26.3 The Executive Committee must comply with the requirements of the 2011 Act with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- 26.4 The Executive Committee must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.
- 26.5 All the financial statements of the CIO shall be audited or independently examined by the auditors or accountants appointed at the annual general meeting.
- 26.6 An audited copy of the financial statements approved by the Executive Committee shall be presented for approval at the annual general meeting.

## **27 Rules**

- 27.1 The Executive Committee may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the CIO on request.
- 27.2 For the avoidance of doubt, the Executive Committee may make rules or bye-laws in respect of the following:
- 27.2.1 Terms and conditions of any associate or other classes of non-voting membership (including 'Friends of the CIO') in accordance with clause 9.6;
  - 27.2.2 The election of the Executive Committee in accordance with clause 13 including the role, eligibility and responsibilities of any Electoral Commissioner appointed pursuant to clause 14;
  - 27.2.3 The roles and responsibilities of any Executive Committee member; and
  - 27.2.4 Terms and conditions of any committee established in accordance with clause 20.

## **28 Disputes**

- 28.1 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.

## **29 Amendment of constitution**

- 29.1 As provided by sections 224-227 of the 2011 Act:
- 29.1.1 This constitution can only be amended by a resolution passed by a two-thirds (2/3) majority of those present and voting at a general meeting of the CIO called in accordance with clause 11.3 (General meetings of members).

- 29.1.2 Proposals for amendments to the constitution can be made by members. Notice must be given in writing to the Secretary General enclosing a copy of the proposed amendment at least six (6) weeks before a General Meeting.
- 29.1.3 Any alteration of clause 3 (Objects), clause 30 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Executive Committee members or members of the CIO or persons connected with them, requires the prior written consent of the Commission.
- 29.1.4 No amendment that is inconsistent with the provisions of the 2011 Act or the General Regulations shall be valid.
- 29.1.5 A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the 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.

### **30 Voluntary winding up or dissolution**

- 30.1 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:
  - 30.1.1 At a general meeting of the CIO called in accordance with clause 11.3 (General meetings of members), of which not less than fourteen (14) days' notice has been given to those eligible to attend and vote by a resolution passed by a ninety (90) % majority of those present and voting.
- 30.2 Subject to the payment of all the CIO's debts:
  - 30.2.1 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.
  - 30.2.2 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.
- 30.3 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:
  - 30.3.1 The Executive Committee must send with their application to the Commission:
    - (a) A copy of the resolution passed by the members of the CIO;
    - (b) A declaration by the Executive Committee that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
    - (c) A statement by the Executive Committee setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution.
  - 30.3.2 The Executive Committee must ensure that a copy of the application is sent within seven (7) days to every member and employee of the CIO, and to any Executive Committee member of the CIO who was not privy to the application.
- 30.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## **31 Interpretation**

### **31.1 In this constitution:**

#### **31.1.1 Connected person means:**

- (a) A child, parent, grandchild, grandparent, brother or sister of an Executive Committee member;
- (b) The spouse or civil partner of an Executive Committee member or of any person falling within clause 31.1.1 (a) above;
- (c) A person carrying on business in partnership with an Executive Committee member or with any person falling within clauses 31.1.1 (a) or 31.1.1 (b) above;
- (d) An institution which is controlled:
  - (i) By an Executive Committee member or any connected person falling within clauses 31.1.1 (a), (b), or (c) above; or
  - (ii) By two or more persons falling within clause 31.1.1 (d) (i), when taken together.
- (e) A body corporate in which:
  - (i) An Executive Committee member or any connected person falling within clauses 31.1.1 (a) to (c) has a substantial interest; or
  - (ii) Two or more persons falling within clauses 31.1.1 (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.

**31.1.2** General Regulations means the Charitable Incorporated Organisations (General) Regulations 2012.

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

**31.1.4** The Communications Provisions means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.

**31.1.5** Executive Committee member means a member of the Executive Committee who is a charity trustee of the CIO.

**31.1.6** Executive Committee means the charity trustees collectively.

**31.1.7** A poll means a counted vote or ballot, usually (but not necessarily) in writing.

**31.1.8** Khoja includes such person whose ancestors originate from the Gujrat province in India.

**31.1.9** Shia Ithna-Asheri Jafferi means Shia Muslims who believe in the Wilayat (power and authority) and immediate successorship of Imam Ali (AS) after the demise of the Holy Prophet Muhammad (PBUH) and believe in the twelve infallible imams including the reappearance of the twelfth Imam (AS).

31.1.10 Birmingham Premises means the CIO's property at 17 Clifton Road, Birmingham B12 8SX.

31.1.11 Expenditure: the spending of funds for ongoing day to day activities or the costs associated with an entire project that involves the repair or enhancement of properties or purchase of additional thereof.