

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

In the name of Allah, the most Gracious and most Merciful



The Constitution

Declaration of Intent

We, the local Muslim Community living in and around Bangor, North Wales, aspiring to be a community "enjoining what is right, forbidding what is wrong, and believing in Allah" (The Qur'an, 3: 110); conscious of the injunctions to "Hold fast, all together, to the bond with Allah and be not divided" (The Qur'an, 3: 103) and "Help one another to virtue and God-consciousness and do not help one another to sin and transgression" (The Qur'an, 5: 2); and "Those who hearken to their Lord, and establish regular prayer; who (conduct) their affairs by mutual Consultation; who spend out of what We bestow on them for Sustenance" (The Qur'an, 42:38); hereby declare that:

The Bangor Islamic Centre shall be:

- (a) Accountable to Allah, the local Muslim Community and the Laws of the UK.
- (b) Informed and guided by the Qur'an and the Sunnah Sahiha of his Prophet Mohammed (PBUH).
- (c) Representative of and receiving its authority from local Muslims of ALL backgrounds.
- (d) An independent registered charitable body promoting Islam in its community and beyond.
- (e) A charitable institution that enables local Muslims to work together for their good in this life and the hereafter, accommodating and reflecting the best of their religious, social and cultural backgrounds.
- (f) A body for community leadership and NOT the source for religious authority or opinion (*Fatwa*).
- (g) A body that will seek to draw on the talents and specialist skills of individuals from the local Muslim Community to meet the great challenges ahead in preparing the case for, and advocating, the responsibilities and rights of Muslims living in this part of Britain.

And hereby adopt this Constitution and pledge to abide by its provisions on this day of:

2nd June 2007

on behalf of the Trustees

The Secretary



Notes

Clause 1 - The constitution is in 2 parts and a Preamble

Part 1 covers the purposes of the Charity and how its money and other property can be used. It also contains the powers to change the constitution and to wind the Charity up.

Part 2 sets out the administrative provisions, including membership, the appointment of Charity Trustees, members' and Trustees' meetings and the powers available to the Trustees in running the Charity. The provisions in part 1 can only be changed by a 2/3rds majority of members present and voting at a meeting whereas those in Part 2 can be changed by a simple majority of them.

Clause 2 - the name of the Charity should not infringe the principles set out in section 6 of the Charities Act 1993. In very broad terms, the name should not be misleading, offensive or likely to be confused with the name of an existing Charity.

Clause 3 - the purpose for which the Charity has been formed. A Charity's objects must be expressed in exclusively charitable terms and this calls for precise drafting. The key elements to include are:

- the purpose itself
- the people who benefit
- the geographic area to define the area of benefit.

Clause 4 - This clause directs how the Charity's income and property should be used and what benefits may be allowed to members and Trustees. Sub-clause 4(2) covers Trustee expenses.

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

The association's name is

Bangor Islamic Centre

(and in this document it is called the Charity).

3. The Objects

The Charity's objects (the Objects) are

- ❖ The advancement of the Islamic religion in Gwynedd, Conwy and Anglesey by:
 - Providing facilities for prayer, religious services and community activities.
 - Providing other such services to the Islamic community as needed.
- ❖ The promotion of religious harmony for the public benefit by fostering better relations between Muslims and non-Muslim communities.
- ❖ For such other charitable purposes according to the law of England and Wales as may from time to time the Trustees shall determine.

4. Application of the Income and Property

- (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.



Notes

Sub-clause 4(3) covers members' benefits and those Trustee benefits which do not require specific further authority. **Sub-clause 4(4)** prevents Trustees from being rewarded for acting in that capacity. **Sub-clause 4(5) and 4(6)** describe the procedures to follow if it is proposed to provide other Trustee benefits not covered by sub-clause 4(3) or 4(4). Sub-clause 4(8) explains that these procedures must also be followed when people and organisations connected with a Trustee stand to benefit.

(3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity.

This does not prevent:

- (a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
- (b) a Trustee from:
 - i. buying goods or services from the Charity upon the same terms as other members or members of the public;
 - ii. receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub clause (6) of this clause, or as a member of the Charity and upon the same terms as other members;
- (c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer 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 Charity 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 Trustee or other officer;
 - (iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.

(4) No member may be paid or receive any other benefit for being a member or a Trustee

(5) A Trustee may:

- (a) sell goods, services or any interest in land to the Charity;
 - (b) be employed by or receive any remuneration from the Charity;
 - (c) receive any other financial benefit from the Charity,
- if :



Notes

Sub-Clauses 4(5) and 4(6) - Note that Trustees may only receive the types of benefits described in sub-clause 4(5) if they comply with the conditions of sub-clause 4(6). If followed, these procedures should avoid the conflict of interest that would otherwise arise when a Trustee benefits from the Charity. These restrictions and conditions extend to people closely connected to the Trustees - see clause 4(8). These provisions do not prevent a Trustee from buying or leasing land from the Charity: such transactions will however require the Commission's consent under s.36 of the Charities Act 1993. Existing charities wishing to adopt similar provisions can only do so with the Commission's prior consent.

- (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 Trustees in accordance with the conditions in sub-clause (6) of this clause.
- (6) If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub-clause (3) of this clause:
- (a) 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 Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
 - (c) The Trustees may only authorise a transaction falling within paragraphs 5(a)–(c) of this clause if the Trustee body comprises a majority of Trustees who have not received any such benefit.
 - (d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.
- (7) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.



Notes

Sub-clause 4(8) - Examples of a person connected with a Trustee would include a child, parent, grandchild, grandparent, brother, sister or spouse or any person living with the Trustee as his or her partner. Examples of a firm or company connected with a Trustee would include ones in which the Trustee is a partner, employee, consultant, director or shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital.

- (8) In this Clause 4, "Trustee" shall include any person firm or company connected with the Trustee.

5. Dissolution

- (1) If the members resolve to dissolve the Charity the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- (2) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- (3) The Trustees must apply any remaining property or money
 - (a) directly for the Objects;
 - (b) by transfer to any Charity or charities for purposes the same as or similar to the Charity;
 - (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 Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it consistent with paragraphs (a)–(c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).
- (6) The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

Sub-clause 5(6) - The Charities Act 1993 sets out the accounting obligations on charities:

Notes



6. Amendments

- (1) The Preamble and Intent of this Constitution are not subject to future amendments.
- (2) No Amendments shall be inconsistent with the Quran, Sunnah Sahiha and Agreed Islamic Laws and Principles, or UK Laws.
- (3) The Charity may amend any provision contained in Part 1 of this Constitution provided that
 - (a) no amendment may be made that would have the effect of making the Charity cease to be a Charity at law;
 - (b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;
 - (c) no amendment may be made to clause 4 without the prior written consent of the Commission;
 - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (4) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (5) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.



Notes

Clause 7 - For advice and guidance on best practice for running membership organisations, see our research report *Membership Charities* (RS7) available on the Charity Commission website or in hard copy from Charity Commission Direct.

Sub-clause 7(4) - It is very important for the good administration of the Charity to keep the register of members up-to-date: failure to do so can result in a number of problems, including serious difficulties with the calling of annual or extraordinary general meetings. The Trustees must ensure that they handle personal data in accordance with the requirements of the Data Protection Act 1998.

Part 2

7. Councillorship (Members)

- (1) Charity Councillors (Members) make *The Advisory Council*
- (2) The Advisory Council is also called ***Majlis Al-Shoora***.
- (3) The Advisory Council shall be made from a representative cross-section of local Muslims volunteers who want to actively oversee the Charity, realise its Objects and develop its activities.
- (4) Being a Councillor (member of the Advisory Council / Charity) is not a prerequisite for using its facilities or services or participating in its activities as those are available to any Muslim and where suitable, any non-Muslim.
- (5) Membership in the Advisory Council shall be open to Muslims over eighteen who live, study or work locally. The Trustees may also invite membership from any persons or organisations of recognised contribution to the Muslim Community as a whole.
- (6) To apply for membership, notwithstanding clause 7.3, applicants must be nominated by at least two current Councillors and the application presented to the Council in its next meeting. The applicant will need to receive a NET positive approval of at least TWO Councillors (i.e., supporting votes to the application need to exceed opposing votes by at two members of the Council).
- (7) The Trustees may only refuse an application for membership
 - (a) If, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
 - (b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (8) The duty of Councillors is to elect the Trustees, oversee their actions, and actively participate in the Charity's meetings and the development of its activities. Councillors must always act in the interest of the Charity and not their own or any sectarian interest.
- (9) Councillorship is not transferable to anyone else.

Notes

Sub-clause 8(3) - The notice for any general meeting should remind members of this requirement. We would recommend that there is a reasonable gap between the deadline for payment of subscriptions (or any other regular payments by members to the Charity) and the holding of a general meeting to reduce the risk of this becoming an administrative problem for the Charity.

Clause 9 - The Charity Commission provides guidance on meetings in their booklet *Charities and Meetings* (CC48), produced in association with ICSA (The Institute of Chartered Secretaries and Administrators).

- (10) The Trustees must keep a register of names and addresses of the Councillors and is made available upon appropriate request.



8. Termination of Membership

Membership of the Advisory Council is terminated if:

- (1) The Councillor dies or, if it is an organisation, ceases to exist;
- (2) The Councillor no longer complies with clauses 7.2 and / or 7.4.
- (3) The Councillor resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (4) Any sum due from the Councillor to the Charity is not paid in full within six months of it falling due;
- (5) The Councillor is removed from membership of the Advisory Council by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a Councillor may only be passed if:
 - (a) the Councillor has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the Councillor or, at the option of the Councillor, the Councillor's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.
- (6) Unless a ban is recommended by the Trustees, the termination of membership will not exclude the person from participation in worship or social activities setup by the Charity as a visitor or guest.

9. General Meetings

- (1) The Charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (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 meetings shall be called special general meetings.



Notes

Sub-clause 10(1) - "Clear" days does not include the day on which the notice would be received by the member or the day on which the meeting is held – see sub-clause 28(5)(c). Section 81 of the Charities Act 1993 sets out how notice may be given by post. In broad terms, the Charity may send notice to each Trustee at the UK address held in the Charity's records: no notice is required for Trustees living outside the UK.

Sub-clause 11(1) - This means that a quorum must be present when a matter is being discussed and voted on, in order for a decision on it to be validly made. If the meeting subsequently becomes inquorate, this will not invalidate earlier, quorate decisions.

Sub-clause 11(2) - The figure for the quorum should be set with care. If it is too high, any absences may make it difficult to have a valid meeting. If it is too low, a small minority may be able to impose its views unreasonably. Note that sub-clauses 11(4)-(6) set out the procedure for dealing with situations where the meeting is inquorate.

- (4) The Trustees may call a special general meeting at any time.
- (5) The Trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever ever is the greater. The request must state the nature of the business that is to be discussed. If the Trustees 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 Charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the 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 members and to the Trustees.

11. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is;
 - 20 Advisory Council Members entitled to vote upon the business to be conducted at the meeting; or
 - 20% of the total Advisory Council membership at the time, whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) If a quorum
 - (a) 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 Trustees shall determine.



Notes

Sub-clause 11(6) - Note that this provision permits the re-scheduled meeting to proceed without a quorum being present within 15 minutes of the specified start time. It also means that the number of members present 15 minutes after the scheduled start of the meeting will form the quorum if the quorum required at sub-clause 11(2) is not achieved.

- (5) The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (6) If no quorum is present at the re-convened meeting within 15 minutes of the specified start time for the meeting the 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 Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their numbers to chair the meeting.

Clause 13 - This is a discretionary power for the members to adjourn a quorate meeting – when the meeting is reconvened it must be quorate. This provision differs from the adjournment provisions in Clause 11 which are not discretionary and must be used where a general meeting is not quorate.

13. Adjournments

- (1) The 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 meeting is to be re-convened 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 re-convened meeting stating the date time and place of the meeting.



Notes

Sub-Clause 14.2 also applies to Trustees as they are also members of the Advisory Council.

Sub-Clause 14.3 allows for an agreement for a resolution to be done in writing including electronic communications provided that the total of votes would meet with Clause 11.

Clause 15 - Organisations which are members ("corporate members") enjoy the same rights and duties as individual members. Charity Commission's research report *Membership Charities* (RS7) provides advice and guidance on managing corporate members.

14. Votes

- (1) Each local Muslim Community member shall have one nominating vote for the selection of the Advisory Council or opposing it.
- (2) Each Advisory Councillor 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.
- (3) A resolution in writing signed by each Advisory Councillor who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more Councillors.

15. Representatives of Other Bodies

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

16. Officers and Trustees

- (1) The Charity and its property shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this Constitution. The Officers and other members of the committee shall be the Trustees of the Charity and in this constitution are together called "the Trustees".



- (2) The Charity shall have the following Officers:
 - A Chair,
 - A Secretary,
 - A Treasurer.
- (3) A Trustee must be a member of the Council or the nominated representative of an organisation that is a member of the Charity.
- (4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 19.
- (5) The number of Trustees shall not be less than three but (unless otherwise determined by a resolution of the Charity in general meeting) shall not be subject to any maximum.
- (6) The first Trustees (including Officers) shall be those persons elected as Trustees and Officers at the meeting at which this constitution is adopted.
- (7) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

Clause 17 – The Charity Commission publication *Finding New Trustees: What charities need to know* (CC30) provides guidance on effective methods of recruiting new Charity Trustees and of familiarising them with the Charity.

17. The Appointment of Trustees

- (1) The Council Members (*Majlis Al-Shoora*) in general meeting shall elect the Officers and the other Trustees.
- (2) The Trustees are the agreed number of Councillors that receive the majority of votes from the Council. The one with the highest number of votes should be recommended for Chairman unless he or she declines the post.
- (3) Elected Trustees need to agree to their election results or decline the taking of the Trusteeship, in which case, the next Councillor with the next majority of votes is asked to become a Trustee.
- (4) The Trustees may appoint any person who is willing to act as a Trustee. Subject to sub-clause 5(b) of this clause, they may also appoint Trustees to act as officers.
- (5) Each of the Trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.



Notes

Sub-clause 18 – It is sensible to set out all the powers that the Charity will commonly need, for the avoidance of doubt and to remind

Trustees of the conditions that have to be met when they exercise those powers. Some of these powers are implicit in a Charity's objects (for example, if the object is to provide a school, the Trustees have an implicit power to acquire premises). Other powers are given by statute, often only if specific conditions are met. For example, the Trustee Act 2000 gives Trustees power to acquire and dispose of land, to borrow money in many circumstances, to delegate much of the running of the Charity and to invest. However, there are some things that can be done only if the Charity's governing document provides express power to do them.

Sub-clause 18(1)(a) - This sub-clause provides a general power to raise funds through a wide variety of methods. The only restriction here is that it does not allow the Charity to engage in substantial permanent trading for the purpose of raising funds. (Trading on a small scale is allowed. HM Revenue and Customs provide guidance on the tax treatment of different sorts of trading.) The terms of this power do not prevent trading in order to carry out the Charity's object – for example, an educational Charity can charge fees for the educational services it provides.

Sub-clause 18(1)(b) - This power is helpful if the Charity is to acquire property either for use as office premises or functionally (such as a playground or school site). Our publication *Acquiring Land* (CC33) contains further guidance on the issue. See also notes to sub-clause 18(1)(h) and clause 26.

Sub-clause 18(1)(c) - This power enables the Trustees to dispose of property belonging to the Charity (for example, by selling or leasing it). Sections 36 and 37 of the Charities Act 1993 apply to most charities and require compliance with certain conditions to ensure that Charity property is disposed of for the best terms reasonably obtainable. The Charity Commission publication *Disposing of Charity Land* (CC28) provides more information about this.

- (6) No-one may be elected a Trustee or an Officer at any annual general meeting unless prior to the meeting the Charity is given a notice that is:
- signed by at least two members entitled to vote at the meeting;
 - states the members' intention to propose the appointment of a person as a Trustee or as an officer;
 - signed by the person who is to be proposed to show his or her willingness to be appointed.
- (7) The appointment of a Trustee, whether by the Councillors in general meeting or by the other Trustees,
- must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees.
 - The Trustees may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

18. Powers of Trustees

- (1) The Trustees must manage the business of the Charity and have the following powers in order to further the Objects and not for any other purpose; and always keeping in line with confirmed Islamic Rules and Principles:
- to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use; All significant purchases must receive the approval of 2/3 members in a special general meeting.
 - to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity so long as it is line with the Objects and the Application and Income of Property. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993; All significant disposal of property must receive the approval of 2/3 members in a special general meeting.

Notes

Sub-clause 18(1)(d) - This provides the Trustees with a power to borrow. It also makes clear that if this power involves securing the loan on land of the Charity, it must comply with the requirements of sections 38 and 39 of the Charities Act 1993. Briefly, the Act requires that the Trustees take advice and provide certain certificates/statements when they are borrowing money by way of mortgage. The Charity Commission Operational Guidance OG22 ("Borrowing and Mortgages") provides detailed information on this.

Sub-clause 18(1)(j) - This power cannot be used if the goods or services are being provided by a Trustee: see Clause 4. **Sub-clause 18(1)(k)** - Bank accounts - the Trustees can make rules (under clause 29) to allow others associated with the operation of the Charity such as employees or volunteers to sign cheques and other orders in relation to the Charity's bank accounts so long as these activities are properly managed so as to reduce the risk of fraud. For example, the Trustees might allow two senior volunteers to sign cheques up to a defined face value, with a limit on the total value of cheques which they are authorised to sign in any one month. In the case of charities which operate electronic bank accounts, we have provided guidance on Trustee duties and best practice for operating such accounts. This is on the Charity Commission's website. With regard to the delegation and management of funds, the Trustee Act 2000 provides wide powers of investment and requires the Charity to take advice and to consider the need to invest in a range of different investments. The Charity Commission publication *Investment of Charitable Funds: Basic Principles* (CC14) provides more information about charity investments. The powers to employ agents, nominees and custodians are of particular use where the Charity wishes to use an investment manager.

Clause 19 - The CC booklet *Finding New Trustees: What charities need to know* (CC30) explains what section 72 of this Act covers. In very broad terms, someone who has been convicted of offences involving deception or fraud, or who is an un-discharged bankrupt or who has been removed from office as a Charity Trustee by us will be disqualified for acting as a Trustee.



- (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land; All significant borrowings must comply with Islamic Laws and receive the approval of 2/3 members.
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
 - (j) to open and operate such bank and other accounts as the Trustees 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;
 - (k) to do all such other lawful things as are necessary for the achievement of the Objects;
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees;
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

19. Disqualification and Removal of Trustees

A Trustee shall cease to hold office if he or she:

- 1) is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own



Notes

Clause 20 – The Charity Commission provides further guidance on meetings in their booklet *Charities and Meetings* (CC48).

affairs;

- 2) ceases to be a member of the Charity; or resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- 3) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.
- 4) is voted out by a 2/3 Majority of the Advisory Council.

20. Proceedings of Trustees

- 1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 2) Any Trustee may call a meeting of the Trustees.
- 3) The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- 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 Trustees unless a quorum is present at the time the decision is purported to be made.
- 7) The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees.
- 8) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 9) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 10) The person elected as the Chair shall chair meetings of the Trustees.
- 11) If the Chair is unwilling to preside or is not present within ten

Sub-clause 20(7) – where the total number of Trustees is the mid-point between two numbers which can be divided by three, we recommend rounding up to the next multiple of three.



minutes after the time appointed for the meeting, the Trustees present may appoint one of their numbers to chair that meeting.

12) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.

13) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees 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 one or more Trustees.

21. Delegation

(1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.

(2) The Trustees may impose conditions when delegating, including the conditions that:

- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.

(3) The Trustees may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

22. Irregularities in Proceedings

(1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee who

- was disqualified from holding office;



Notes

Sub-clause 22(2) – see clause 4 (and in particular sub-clause 4(5)) which sets out the restrictions on Trustee benefits and the procedures to be followed if a benefit is to be allowed to a Trustee.

Clause 23 - Using the power to make rules at Clause 29, the Trustees can decide in what format the minutes should be kept and how to validate them.

Clause 24 - The key accounting requirements for charities are set out on our website. All registered charities with incomes over £10k must send accounts, Annual Report and Annual Return to the Charity Commission within 10 months of the end of the financial year.

Sub-clause 24(1)(e) - The annual return provides a summary of key financial data and is used by the Charity Commission for monitoring purposes to detect issues which might require our attention or guidance.

Sub-clause 24(2) - The Statement of Recommended Practice for charities (SORP 2005) is available on the Charity Commission's website

- had previously retired or who had been obliged by the constitution to vacate office;
- was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.

if, without:

- the vote of that Trustee; and
- that Trustee being counted in the quorum,

the decision has been made by a majority of the Trustees at a quorate meeting.

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

(3) No resolution or act of

- (a) the Trustees
- (b) any committee of the Trustees
- (c) the Charity in general meeting

shall be invalidated by reason of the failure to give notice to any trustee or member 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 Charity.

23. Minutes

The Trustees must keep minutes of all:

- (1) appointments of Officers and Trustees made by the Trustees;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Trustees and committees of Trustees including:
 - the names of the Trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

24. Annual Report and Return and Accounts

- (1) The Trustees must comply with their obligations under the Charities Act 1993 with regard to:
 - (a) the keeping of accounting records for the Charity;
 - (b) the preparation of annual statements of account for the Charity;
 - (c) the transmission of the statements of account to the Charity;



Notes

Clause 25 - A Charity's entry includes its name, correspondence address, objects, governing document (and any amendment) and names of its Trustees. The Commission issues to every Charity an Annual Information Update form and Annual Return on which these details can conveniently be supplied, although changes to the correspondent details should be provided as soon as possible.

Clause 26 - When the Trustees acquire land for the Charity, the ownership of the land cannot rest with the Charity directly as it has no separate legal identity. The Trustees will therefore need to ensure that title to the Charity's land is held in the name of individuals ("holding Trustees") or a company, in trust on behalf of the Charity. Typically this can be some or all of the Trustees, the Official Custodian for Charities (see our booklet *The Official Custodian for Charities' Land Holding Service* (CC13)) or a nominee.

Clause 27 - These are the minimum requirements and Trustees should consider if any other forms of insurance are needed.

- (d) the preparation of an annual reports and 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 Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

25. Registered particulars

The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

26. Property

- (1) The Trustees must ensure the title to:
 - (a) all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
 - (b) all investments held by or on behalf of the Charity, is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them 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 Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Charity.
- (3) The Trustees may remove the holding Trustees at any time.

27. Repair and insurance

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (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.

Notes



28. Notices

- (1) Any notice required by this constitution to be given to or by any person must be in writing; or using electronic communications.
- (2) The Charity may give any notice 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 Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- (4) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5) A Proof that:
 - (a) an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

Clause 29 - Rules are effectively the internal procedures adopted by the Trustees for the proper administration of the Charity. They cannot be used to change any of the provisions in this constitution. Clause 6 of this constitution sets out the procedure for amending the provisions of this constitution.

29. Rules

- (1) The Trustees 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 Charity (including the

Notes

Sub-clause 29(2)(e) - The Electronic Communications Act 2000 and the Electronic Signatures Regulations 2002 permit electronic signatures to be accepted as evidence, subject to certain conditions. This sub-clause summarises those conditions



- 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 Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meeting and meetings of the Trustees 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 Charity to be kept in electronic form and requires a Trustee 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 Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
 - (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.
 - (5) The rules or bye-laws shall be binding on all members of the Charity.
 - (6) No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in this constitution.
 - (7) No rule or bye-law shall be inconsistent with the Quran, Sunnah and Jammaa & confirmed Islamic Principles and UK Laws.



30. Dispute Resolution

- (1) All possible attempts should be made to resolve disputes or conflicts within the Charity: Trustees and Advisory Council.
- (2) This constitution is the first basis for the resolution of disputes or conflicts of a non-religious content.
- (3) The Charity Commission provides a wide range of advice and guidance to charities and their trustees, and can often help with problems. The Commission has wide powers to intervene in the affairs of a charity where things have gone wrong.
- (4) Disputes or conflicts of a religious nature shall be resolved
 - a. By knowledgeable members of the Community, or
 - b. By referring to a mutually agreed 3rd Party Authority.