

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

Muslim Community Association Limited



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In the name of Allah, most Merciful, most Compassionate

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Articles of Association of Muslim Community Association Limited

INTERPRETATION

1. Name, area of work and head office and defined terms

1.1 The name of the Association is Muslim Community Association Limited.

1.2 The Association's area of work will be across Europe and the head office shall be based in London.

1.3 The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

2.1 The objects of the Association are to carry out any lawful activity, including:

2.1.1 Advancing Islam in accordance with the Statement of Faith (Aqeedah) and the Principles, including (but without limitation) by:

- (a) striving for the pleasure of Allah by worshipping Him and serving humanity;
- (b) bringing about spiritual, moral and social renewal through the values enshrined in the Islamic faith; and
- (c) encouraging and facilitating Muslims to be active participants in society, for the benefit of all;

2.1.2 advancing any other benevolent or philanthropic purpose.

2.1.3 The Association shall further its objects through a number of activities including the following:

- (a) Da'wah (outreach and awareness) by inviting people to the path of Allah (swt) and a better understanding of Islam;
- (b) Jama'ah (collective community endeavour) by organising Muslims to work collectively in the spirit of brotherhood and unity;
- (c) Tarbiyah (training and development) by providing Islamic education and training to bring people closer to Allah (swt) as well as equipping members with essential knowledge and skills to better serve the community;

- (d) Birr (promoting the common good) by building a peaceful and cohesive community by working for the common good and addressing social ills;
- (e) 'Adl (seeking fairness and justice) by working for fairness, justice and human dignity, irrespective of race, religion or colour.

3. Powers

3.1 To further its objects the Association may:

- 3.1.1 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.1.2 publish and distribute books, pamphlets, reports, leaflets, journals, films and instructional matter on any medium;
- 3.1.3 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.1.4 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.5 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.1.6 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Shooru Council think fit;
- 3.1.7 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation;
- 3.1.8 set aside funds for special purposes or as reserves against future expenditure;
- 3.1.9 invest the Association's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.1.10 arrange for investments or other property of the Association to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.1.11 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.1.12 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.13 accept (or disclaim) gifts of money and any other property;
- 3.1.14 raise funds by way of subscription, donation or otherwise;
- 3.1.15 trade in the course of carrying out the objects of the Association and incorporate and acquire subsidiary companies to carry on any trade;
- 3.1.16 subject to Article **Error! Reference source not found.** (Limitation on private benefits):

- (a) engage and pay employees, consultants and professional or other advisers; and
 - (b) make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.1.17 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property;
 - 3.1.18 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation;
 - 3.1.19 impose restrictions, which may be revocable or irrevocable, on the use of any property of the Association;
 - 3.1.20 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
 - 3.1.21 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
 - 3.1.22 insure the property of the Association against any foreseeable risk and take out other insurance policies as are considered necessary by the Shoorā Council to protect the Association;
 - 3.1.23 provide indemnity insurance for the Shoorā Council Members or any other officer of the Association;
 - 3.1.24 to establish, develop and maintain a network of Regions and Branches in the United Kingdom and to determine the policies to be adopted by such Regions and Branches; and
 - 3.1.25 do all such other lawful things as may further the Association's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 Subject to Article 4.2, the income and property of the Association shall be applied solely towards the promotion of its objects.

Permitted benefits to members

- 4.2 No part of the income and property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Association. This shall not prevent any payment in good faith by the Association of:
 - 4.2.1 any payment or financial benefit provided to any member as part of or in connection with his membership benefits;
 - 4.2.2 any payment or financial benefit provided to the members on the winding up of the Association, in accordance with Article 60;

4.2.3 reasonable and proper remuneration to any member for any goods or services supplied to the Association (including services performed by the member under a contract of employment with the Association);

4.2.4 any reasonable and proper rent for premises let by any member to the Association.

Permitted benefits to Shoora Council Members and Connected persons

4.3 No Shoora Council Member may:

4.3.1 sell goods, services or any interest in land to the Association;

4.3.2 be employed by, or receive any remuneration from, the Association; or

4.3.3 receive any other financial benefit from the Association;

unless the payment is permitted by Article 4.4. In this Article 4 a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

4.4 A Shoora Council Member may receive the following benefits from the Association:

4.4.1 a Shoora Council Member or a person who is Connected with a Shoora Council Member may receive a benefit from the Association in his capacity as a beneficiary of the Association;

4.4.2 a Shoora Council Member or person Connected to a Shoora Council Member may receive a benefit from the Association as part of or in connection with his membership benefits;

4.4.3 a Shoora Council Member or person Connected to a Shoora Council Member may be reimbursed by the Association for, or may pay out of the Association's property, reasonable expenses properly incurred by him when acting on behalf of the Association;

4.4.4 a Shoora Council Member or person Connected to a Shoora Council Member may be paid reasonable and proper remuneration by the Association for any goods or services supplied to the Association on the instructions of the Shoora Council (including services performed under a contract of employment with the Association);

4.4.5 a Shoora Council Member or person Connected to a Shoora Council Member may receive reasonable and proper rent for premises let to the Association;

4.4.6 the Association may pay reasonable and proper premiums in respect of indemnity insurance for the benefit of the Shoora Council Members; and

4.4.7 a Shoora Council Member or other officer of the Association may receive payment under an indemnity from the Association in accordance with the indemnity provisions set out at Article 6;

provided that where benefits are conferred under Article 4.4, Article 21.1 (Conflicts of Interest) must be complied with by the relevant Shoora Council Member in relation to any decisions regarding the benefit.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

5.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

5.1.1 payment of the Association's debts and liabilities contracted before he ceases to be a member;

5.1.2 payment of the costs, charges and expenses of winding up; and

5.1.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Without prejudice to any indemnity to which a Shoora Council Member may otherwise be entitled, every Shoora Council Member of the Association shall be indemnified out of the assets of the Association in relation to any liability incurred by him in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Association may be indemnified out of the assets of the Association in relation to any liability incurred by him in that capacity, but only to the extent permitted by the Companies Acts.

SHOORA COUNCIL

SHOORA COUNCIL MEMBERS' POWERS AND RESPONSIBILITIES

7. Shoora Council's general authority

Subject to the Articles, the Shoora Council is responsible for the management of the Association's business, for which purpose it may exercise all the powers of the Association.

7.1. Shoora Council Members will act as Company Law Members to represent the Association to the Companies House.

8. Members' reserve power

8.1 The members may, by special resolution, direct the Shoora Council to take, or refrain from taking, specified action.

8.2 No such special resolution invalidates anything which the Shoora Council has done before the passing of the resolution.

9. Central President

9.1 The Central President shall serve as chair and as the volunteer chief executive officer of the Association and shall be appointed and may be removed according to the provisions in Article 26.

9.2 The primary responsibility and duty of the Central President shall be to:

9.2.1 provide leadership to the Association and its members; and

9.2.2 maintain discipline, supervise the activities and implement the decisions taken and policies adopted by the Shoora Council.

9.3 All members must follow the Central President in decisions he makes (in consultation with the Shoora Council) that are consistent with Islamic principles and these Articles.

9.4 The Central President is responsible for his actions and decisions to the Shoora Council and the members of the Association.

10. Shoora Council may delegate

10.1 Subject to the Articles, the Shoora Council may delegate any of their powers or functions to the Management Council or any committee they deem appropriate.

10.2 Subject to the Articles, the Shoora Council may delegate the implementation of their decisions or day to day management of the affairs of the Association to any person or committee.

10.3 Any delegation by the Shoora Council may be:

10.3.1 by such means;

10.3.2 to such an extent;

10.3.3 in relation to such matters or territories; and

10.3.4 on such terms and conditions;

as they think fit.

10.4 The Shoora Council may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

10.5 The Shoora Council may revoke any delegation in whole or part, or alter its terms and conditions.

10.6 The Shoora Council may by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.

11. Committees

11.1 In the case of delegation to committees:

11.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

11.1.2 the composition of any committee shall be entirely in the discretion of the Shoora Council and may include such of their number (if any) as the resolution may specify;

11.1.3 the deliberations of any committee must be reported regularly to the Shoora Council and any resolution passed or decision taken by any committee must be reported promptly to the Shoora Council and every committee must appoint a secretary for that purpose;

- 11.1.4 the Shoorā Council may make such regulations and impose such terms and conditions and give such mandates to any committee as it may from time to time think fit; and
- 11.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Association except where authorised by the Shoorā Council or in accordance with a budget which has been approved by the Shoorā Council.
- 11.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Shoorā Council so far as they apply and are not superseded by any regulations made by the Shoorā Council.

12. Delegation of day to day management powers

- 12.1 In the case of delegation of the day to day management of the Association to a chief executive or other manager or managers:
 - 12.1.1 the delegated power shall be to manage the Association by implementing the policy and strategy adopted by and within a budget approved by the Shoorā Council and (if applicable) to advise the Shoorā Council in relation to such policy, strategy and budget;
 - 12.1.2 On behalf of the Shoorā Council, the Management Council shall provide any manager with a description of his role and the extent of his authority; and
 - 12.1.3 any manager must report regularly to the Management Council on the activities undertaken in managing the Association and provide them regularly with management accounts which are sufficient to explain the financial position of the Association.

Management Council (MC)

- 12.2 Subject to the Article, SC will form a Management Council to ensure the smooth running of the organisation on behalf of the SC.
- 12.3 The formation, function and roles of administration of the Management Council will be regulated by the Byelaws of the Association adopted by the Shoorā Council.

Central Executive Committee

- 12.4 The Central President shall establish a Central Executive Committee comprising the Central President, the General Secretary, the Finance Secretary and other office bearers in accordance with such Bye laws as the Shoorā Council shall make. For the avoidance of doubt, all Central Executive Committee members must be members of the Association.
- 12.5 The members of the Central Executive Committee members shall carry out their responsibilities using the authority delegated to them by the Central President and shall be accountable to the Central President.
- 12.6 The Central President, in consultation with the Management Council, may change the composition of the Central Executive Committee or the role descriptions of its members, as required and at any time.
- 12.7 The Central President shall chair all meetings of the Central Executive Committee. In the absence of the Central President the General Secretary shall chair the Central Executive Committee. In the absence of the General Secretary and the Central President any other

member of the Central Executive Committee may chair the meeting with the consent of the majority of the members of the Central Executive Committee present at that meeting.

13. Delegation of investment management

13.1 The Shoorā Council may delegate the management of investments to a Financial Expert or Financial Experts provided that:

13.1.1 the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Shoorā Council;

13.1.2 timely reports of all transactions are provided to the Shoorā Council;

13.1.3 the performance of the investments is reviewed regularly with the Shoorā Council;

13.1.4 the Shoorā Council is entitled to cancel the delegation arrangement at any time;

13.1.5 the investment policy and the delegation arrangements are reviewed regularly;

13.1.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Shoorā Council on receipt; and

13.1.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Shoorā Council.

14. Bye laws

14.1 The Shoorā Council may from time to time make, repeal or alter such Bye laws as they think fit as to the management of the Association and its affairs. The Bye laws shall be binding on all members of the Association. No Bye law shall be inconsistent with the Companies Acts, the Articles or any rule of law and if the need arises for an explicit interpretation of any part of these Articles or Bye laws the view and decision of the Shoorā Council shall be final.

14.2 The Bye laws may regulate the following matters but are not restricted to them:

14.2.1 the duties of any officers or employees of the Association;

14.2.2 the admission of members of the Association and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;

14.2.3 the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;

14.2.4 the conduct of business of the Shoorā Council or any committee (including, without limitation, how the Shoorā Council makes decisions and how such rules are to be recorded or communicated to Shoorā Council Members);

14.2.5 the procedure at general meetings;

14.2.6 arrangements for Remote Attendance at general meetings, including any relevant restrictions or limitations;

14.2.7 any of the matters or things within the powers or under the control of the Shoorā Council;

- 14.2.8 the establishment and operation of Regions and Branches; and
- 14.2.9 generally, all such matters as are commonly the subject matter of company Bye laws.
- 14.3 The Shoora Council has the power to alter, add to or repeal the Bye laws.

DECISION-MAKING BY SHOORA COUNCIL MEMBERS

- 15. **Shoora Council Members to take decisions collectively**
 - 15.1 Any decision of the Shoora Council must be either:
 - 15.1.1 by decision of a majority of the Shoora Council Members present and voting at a quorate Shoora Council Members' meeting (subject to Article 20); or
 - 15.1.2 a decision taken in accordance with Article 21.
 - 15.2 The Shoora Council shall meet at least twice a year.
- 16. **Calling a Shoora Council meeting**
 - 16.1 Any Shoora Council Member may (and the Secretary, if any, must at the request of any Shoora Council Member) call a Shoora Council meeting.
 - 16.2 A Shoora Council meeting must be called by at least seven Clear Days' notice unless either:
 - 16.2.1 all the Shoora Council Members agree; or
 - 16.2.2 urgent circumstances require shorter notice.
 - 16.3 In deciding on the date and time of any Shoora Council meeting, the Shoora Council Member calling or requesting the Secretary to call the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Shoora Council Members as practicable are likely to be available to participate.
 - 16.4 Notice of Shoora Council meetings must be given to each Shoora Council Member.
 - 16.5 Every notice calling a Shoora Council meeting must specify:
 - 16.5.1 the day and time of the meeting;
 - 16.5.2 the place where all the s may physically attend the meeting (if any);
 - 16.5.3 the general nature of the business to be considered at the meeting; and
 - 16.5.4 if it is anticipated that Shoora Council Members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
 - 16.6 Notice of Shoora Council meetings need not be in Writing.
 - 16.7 Article 53 shall apply, and notice of Shoora Council meetings may be sent by Electronic Means to an Address provided by the Shoora Council Member for the purpose.

17. Participation in Shoora Council meetings

17.1 Subject to the Articles, Shoora Council Members participate in a Shoora Council meeting, or part of a Shoora Council meeting, when:

17.1.1 the meeting has been called and takes place in accordance with the Articles; and

17.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing, electronic facilities and/or electronic platforms).

17.2 In determining whether Shoora Council Members are participating in a Shoora Council meeting, it is irrelevant where any Shoora Council Member is or how they communicate with each other. For the avoidance of doubt, a Shoora Council Member participating in a meeting via telephone or other communication in accordance with Article 17.1 shall be treated as being present in person at the meeting for all purposes (including, without limitation, for the purposes of any provisions of the Articles relating to the quorum for the meeting).

17.3 If all the Shoora Council Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

17.4 The Shoora Council shall formulate policies and procedures for the Association and assist and advise the Central President as required.

18. Quorum for Shoora Council meetings

18.1 At a Shoora Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

18.2 The quorum for Shoora Council meetings may be fixed from time to time by a decision of the Shoora Council Members, but it must never be less than half of the total number of Shoora Council Members.

18.3 If the total number of Shoora Council Members for the time being is less than the quorum required, the Shoora Council must not take any decision other than a decision:

18.3.1 to appoint further Shoora Council Members; or

18.3.2 to call a general meeting so as to enable the members to appoint further Shoora Council Members.

19. Chairing of Shoora Council meetings

The Central President, if any, or in his absence the General Secretary shall preside as chair of each Shoora Council meeting. If both are absent, another Shoora Council Member nominated by the Shoora Council Members present shall preside as chair of each Shoora Council meeting.

20. Casting vote

20.1 If the numbers of votes for and against a proposal at a Shoora Council meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he may have.

- 20.2 Article 20.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.
21. **Decisions without a meeting**
- 21.1 The Shoora Council may, in the circumstances outlined in this Article, make a decision without holding a Shoora Council meeting providing that any such decision is passed by a majority of at least two-thirds of the total number of Shoora Council Members.
- 21.2 If:
- 21.2.1 a Shoora Council Member has become aware of a matter on which the Shoora Council Members need to take a decision;
- 21.2.2 that Shoora Council Member has taken all reasonable steps to make all the other Shoora Council Members aware of the matter and the decision;
- 21.2.3 the Shoora Council Members have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- 21.2.4 a majority of at least two-thirds of the total number of Shoora Council Members vote in favour of a particular decision on that matter;
- 21.2.5 a decision of the Shoora Council Members may be taken by the two-thirds majority and shall be as valid and effectual as if it had been taken at a Shoora Council meeting duly convened and held.
- 21.3 Shoora Council Members participating in the taking of a decision otherwise than at a Shoora Council meeting in accordance with this Article:
- 21.3.1 may be in different places, and may participate at different times; and
- 21.4 may communicate with each other by any means.
- 21.5 The Central President, or such other Shoora Council Member as shall be appointed by the Shoora Council shall be the chair of the process of decision-making in accordance with this Article. The process shall include:
- 21.5.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Shoora Council Members are asked to cast their votes;
- 21.5.2 the nomination of a person to whom all Shoora Council Member's votes must be communicated;
- 21.5.3 if a majority of two-thirds of the Shoora Council Members vote in favour of the decision, the nominated person shall communicate the decision to all the Shoora Council Members and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
- 21.5.4 the nominated person must prepare a minute of the decision in accordance with Article 57.

22. Shoora Council Member interests and management of conflicts of interest

Declaration of interests

22.1 Unless Article 22.2 applies, a Shoora Council Member must declare the nature and extent of:

22.1.1 any direct or indirect interest which he has in a proposed transaction or arrangement with the Association; and

22.1.2 any duty or any direct or indirect interest which he has which conflicts or may conflict with the interests of the Association or his duties to the Association.

22.2 There is no need to declare any interest or duty of which the other Shoora Council Members are, or ought reasonably to be, already aware.

Participation in decision-making

22.3 If a Shoora Council Member's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Association, he is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Shoora Council Member's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Shoora Council Members taking part in the decision-making process.

22.4 If a Shoora Council Member's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Association, he may participate in the decision-making process and may be counted in the quorum and vote unless:

22.4.1 the decision could result in the Shoora Council Member or any person who is Connected with him receiving a benefit other than:

(a) any benefit received as part of or in connection with a membership benefit or distribution provided by the Association (as permitted under Article 4.4.1 and 60) and which is available generally to the members of the Association;

(b) the payment of premiums in respect of indemnity insurance for the benefit of the Shoora Council Members;

(c) payment under the indemnity set out at Article 6; and

(d) reimbursement of expenses in accordance with Article 4.4.1; or

22.4.2 a majority of the other Shoora Council Members participating in the decision-making process decide to the contrary,

in which case he must comply with Article 22.5, unless the Shoora Council Members authorise the conflict in accordance with Article 22.6.

22.5 If a Shoora Council Member with a conflict of interest or conflict of duties is required to comply with this Article 22.5, he must:

- 22.5.1 take part in the decision-making process only to such extent as in the view of the other Shoora Council Members is necessary to inform the debate;
- 22.5.2 not be counted in the quorum for that part of the process; and
- 22.5.3 withdraw during the vote and have no vote on the matter.

Power to authorise a conflict

- 22.6 The Shoora Council Members have power to authorise a Shoora Council Member to be in a position of conflict of interest provided:
 - 22.6.1 in relation to the decision to authorise a conflict of interest, the conflicted Shoora Council Member must not remain for the discussion or vote, may not vote and shall not be counted in the quorum;
 - 22.6.2 in authorising a conflict of interest, the Shoora Council Members can decide the manner in which the conflict of interest shall be dealt with and, for the avoidance of doubt, the Shoora Council Members can decide that the Shoora Council Member with the conflict of interest can participate in a vote (or in the case of a decision without a meeting, a decision) on the matter giving rise to the conflict of interest and can be counted in the quorum;
 - 22.6.3 the decision to authorise a conflict of interest can impose such terms as the Shoora Council Members think fit and is subject always to their right to vary or terminate the authorisation; and
 - 22.6.4 nothing in this Article shall permit the Shoora Council Members to authorise a direct or indirect benefit to a Shoora Council Member or person Connected to a Shoora Council Member that is not permitted in accordance with Article 4.4.

Continuing duties to the Association

- 22.7 Where a Shoora Council Member or person Connected with him has a conflict of interest or conflict of duties and the Shoora Council Member has complied with his obligations under these Articles in respect of that conflict:
 - 22.7.1 the Shoora Council Member shall not be in breach of his duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by him; and
 - 22.7.2 the Shoora Council Member shall not be accountable to the Association for any benefit expressly permitted under these Articles which he or any person Connected with him derives from any matter or from any office, employment or position.

23. Register of Shoora Council Members' interests

The Shoora Council must ensure a register of Shoora Council Members' interests is kept.

24. Validity of Shoora Council Member actions

All acts done by a person acting as a Shoora Council Member shall, even if afterwards discovered that there was a defect in his appointment or that he was disqualified from holding

office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Shoora Council Member.

APPOINTMENT AND RETIREMENT OF SHOORA COUNCIL MEMBERS AND CENTRAL PRESIDENT

25. Number of Shoora Council Members

25.1 Subject to Article 25.2, there shall be at least 30 and a maximum of 50 Shoora Council Members, as determined by the outgoing Shoora Council in advance of an Election General Meeting.

25.1.1 The composition of the Shoora Council will be determined by the byelaws.

25.1.2 no more than a third are co-opted under Article 26.2.2.

25.2 Article 25.1 shall take effect from the first Election General Meeting. Prior to the first Election General Meeting there shall be at least three Shoora Council Members.

25.3 Only members of the Association can be appointed or co-opted to the Shoora Council.

25.4 An individual serving on the Advisory Council cannot be appointed or co-opted to the Shoora Council.

26. Appointment of Shoora Council Members and retirement of Shoora Council Members by rotation

26.1 Those persons notified to the Registrar of Companies as the first directors of the Association shall be the first Shoora Council Members.

26.2 Any person who is willing to act as a Shoora Council Member, and who would not be disqualified from acting under the provisions of Article 27, may be appointed to be a Shoora Council Member:

26.2.1 by ordinary resolution at a general meeting of the members of the Association; or

26.2.2 by a decision of the Shoora Council (in order to fill any vacancies between Election General Meetings).

26.3 Shoora Council Members shall serve for a maximum term of two years.

26.4 At every Election General Meeting the following Shoora Council Members must retire from office:

26.4.1 all Shoora Council Members appointed by ordinary resolution; and

26.4.2 all Shoora Council Members who have been appointed by the Shoora Council since the last Election General Meeting.

26.5 The outgoing Shoora Council Members shall appoint an election commission consisting of an election commissioner and at least two assistant commissioners who must conduct the appointments of the Shoora Council Members and the Central President in accordance with these Articles, and any Bye laws relating to such appointments.

- 26.6 The members of the Association shall indicate their choices for the new Shoora Council from amongst the members of the Association in accordance with the process decided by the election commission under Article 26.5 by secret ballot. The members of the Association shall then appoint by ordinary resolution the persons with the highest number of votes to the Shoora Council, subject to Articles 25 and 26.7.
- 26.7 In the event of a tie in the votes for selection of the Shoora Council Members the tie shall be decided by lot (Qur'ah).
- 26.8 At the general meeting at which they are appointed the new Shoora Council Members who are present at the meeting shall take the Oath of Office. Those who are not present at the meeting or who are co-opted under Article 26.2.2 shall take the Oath of Office at the first Shoora Council meeting following their appointment.
- 26.9 The Shoora Council shall formulate the mechanisms and policies for the conduct of all other appointments and elections as required in accordance with Article 14 (Bye laws).
- 26.10 If a member of the Association seeks an elected position within the Association or makes any attempt, directly or indirectly, to be appointed into such a position he will be ineligible for that position or similar positions. Such attempts include:
- 26.10.1 direct and/or indirect canvassing;
- 26.10.2 the creation of any groups in favour of or against any person.
- 26.11 Before electing and appointing any person to a responsible position in the Association, consideration should be given by the members of the Association to the individual's practice of Islam, knowledge and understanding of Islam, ability to maintain balance in their decisions and conduct, farsightedness, creativity, broadmindedness, capacity and trustworthiness.
- 26.12 Additional consideration by the members of the Association should be given to an individual's conduct with other members of the Association and whether it is on the basis of justice and fairness.

Minimum age

- 26.13 No person may be appointed as a Shoora Council Member unless he has reached the age of 18 years.

Conditions of appointment

- 26.14 No person shall be appointed or reappointed a Shoora Council Member at any general meeting unless he is a member of the Association.

Timing of retirement

- 26.15 A Shoora Council Member who retires at an annual general meeting and who is not reappointed shall retain office until either:
- 26.15.1 the meeting appoints someone in his place; or
- 26.15.2 (if no one is appointed in his place) until the end of the meeting.

General

- 26.16 A Shoora Council Member may not appoint an alternate director or anyone to act on his behalf at meetings of the Shoora Council Members.

Central President

- 26.17 Shoora Council elects a three-member panel from the newly elected Shoora Council. Members then elect the Central President from the panel. However, members may vote outside of the panel for a member from within the newly elected Shoora Council.
- 26.18 The outgoing Shoora Council Members may bar any member to be elected as the Central President in their absolute discretion.
- 26.19 To be elected as Central President/Regional President a candidate must receive more than 50% of the votes. Voters can vote 1st preference and 2nd preference. Second preference will only be added if the winning candidate does not receive more than 50% of the votes in the 1st round.
- 26.20 At the general meeting at which he is appointed the Central President shall take the Oath of Office.
- 26.21 The Central President may be reappointed by the members for a further fixed term of two years (until the Election General Meeting following his re-appointment).
- 26.22 A Central President who has served for two consecutive terms of office must take a break from office and may not be reappointed until the earlier of:
- 26.22.1 the second anniversary of the commencement of his break from office; and
- 26.22.2 if applicable, the Election General Meeting following the Election General Meeting at which his break from office commenced.

27. Disqualification and removal of Shoora Council Members and Central President

Shoora Council Members

- 27.1 A Shoora Council Member shall cease to hold office if:
- 27.1.1 he ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 27.1.2 he is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 27.1.3 the Shoora Council reasonably believe he has become physically or mentally incapable of managing his own affairs and they resolve that he be removed from office;
- 27.1.4 notification is received by the Association from him that he is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least 15 Shoora Council Members will remain in office when such resignation has taken effect);
- 27.1.5 he fails to attend two consecutive meetings of the Shoora Council and the Shoora Council resolve that he be removed for this reason;

- 27.1.6 in respect of the Central President, he no longer holds that position;
- 27.1.7 at a general meeting of the Association, a resolution is passed that he be removed from office, provided the meeting has invited his views and considered the matter in the light of such views;
- 27.1.8 at a meeting of the Shoora Council at which at least half of the Shoora Council Members are present, a resolution is passed that he be removed from office. Such a resolution shall not be passed unless he has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his option) being heard by or of making written representations to the Shoora Council; or
- 27.1.9 the Shoora Council Members cease to hold office under 27.5.3

Central President

- 27.2 If the Shoora Council reasonably believe the Central President has become physically or mentally incapable of managing his own affairs for a period of more than three months the Shoora Council shall appoint one of the Shoora Council Members in his place until such time as the Central President is deemed capable. If this period exceeds three months the Central President shall cease to hold office.
- 27.3 In the event of a Central President ceasing to hold office as Central President outside of a general meeting the Shoora Council shall call a general meeting within 28 days to appoint a new Central President.
- 27.4 The Central President shall cease to hold office as Central President if:
 - 27.4.1 he is no longer a Shoora Council Member;
 - 27.4.2 he is no longer a member of the Association;
 - 27.4.3 at least a third of the Shoora Council Members pass a vote of no confidence in the Central President, provided the procedure in Article 27.5 is followed.
- 27.5 The following procedure shall take place following a vote of no confidence under Article 27.4.3 if the Central President has not resigned:
 - 27.5.1 Within one month of such a vote a meeting of the Shoora Council must be convened.
 - 27.5.2 If two thirds of the Shoora Council Members present at the meeting vote in favour of the motion of no confidence, and the Central President continues to refuse to resign, the Shoora Council shall call a members' meeting to be held within two months;
 - 27.5.3 At a general meeting called under Article 27.5.2 if the motion of no confidence against the Central President is not carried, by an ordinary resolution, the Shoora Council Members (except for the Central President) shall immediately cease to hold office and the members shall appoint new Shoora Council Members.

ADVISORY COUNCIL

28. Advisory Council

- 28.1 The Shoora Council may appoint and remove individuals to an Advisory Council for the purpose of advising the Shoora Council in accordance with this Article and any Bye laws the Shoora Council shall make. Advisory Council members may be drawn from:
- 28.1.1 the Association's members;
 - 28.1.2 Islamic scholars or personalities; or
 - 28.1.3 persons with specialist knowledge or expertise..
- 28.2 In advance of the Election General Meeting, the Advisory Council, its size and membership shall be decided by the outgoing Shoora Council and must not be one-third of the number of the Shoora Council at that time.
- 28.3 The Shoora Council may fill any vacancies between Election General Meetings provided the maximum number does not exceed one-third of the number of the Shoora Council at that time.
- 28.4 Advisory Council members shall be invited to Shoora Council meetings as observers and any other meetings deemed necessary by the Shoora Council.
- 28.5 Advisory Council members shall serve for a maximum term of two years, which can be renewed by the Shoora Council. .

REGIONS, BRANCHES AND GROUPS

29. Regions, Branches and Youth Groups

- 29.1 A Region shall consist of at least three Branches.
- 29.2 Regions may form a branch in any city, town or locality within their geographical area of the United Kingdom (UK), if there is at least one member, two Units and six Associate Members.
- 29.3 A Unit shall consist of at least three members/Associate Members
- 29.4 Muslim Youth Network (MYN) and Muslimaat Youth are a part of MCA; however they shall have separate Terms of Reference, which must be consistent with this Articles and any Bye laws.
- 29.5 The Central President, in consultation with, and under delegated authority of the Shoora Council, may:
- 29.5.1 appoint and remove Regional Presidents;
 - 29.5.2 suspend or dissolve any Regions and
 - 29.5.3 establish terms of reference for Regions.
- 29.6 The duties of Regional Presidents shall include:

- 29.6.1 leading the work of the Region and encouraging and ensuring its members carry out their responsibilities;
- 29.6.2 planning and implementing decisions made by the Shoorā Council and/or the Central President;
- 29.6.3 supervising and supporting the work of the Branches and Units within their area.
- 29.7 The duties of Branch Presidents shall include:
 - 29.7.1 leading the work of the Branch and encouraging and ensuring its members carry out their responsibilities;
 - 29.7.2 planning and implementing decisions made by the Shoorā Council and/or the Central President;
 - 29.7.3 supervising and supporting the work of the Units within their area.
- 29.8 Each Regional President in consultation with the Central President shall appoint the Regional Executive Committee through election or selection.
- 29.9 Each Branch President in consultation with the Regional President shall form a Branch Executive Committee through election or selection.
- 29.10 Each Regional Executive Committee shall carry out its responsibilities using the authority delegated to them by the Central President and in accordance with the terms of reference of that Regional Executive Committee.
- 29.11 Members of the Regional Executive Committee are accountable to the Regional President and members of the Branch Executive Committee are responsible to the Branch President.
- 29.12 The Regional President shall chair all Regional Executive Committee meetings and in his or her absence the Regional Secretary. If both are absent, then any member of the Regional Executive Committee may chair the meeting with the consent of the majority of the Regional Executive Committee.
- 29.13 The Branch President shall chair all Branch Executive Committee meetings and in his or her absence the Branch Secretary. If both are absent, then any member of the Branch Executive Committee may chair the meeting with the consent of the majority of the Branch Executive Committee.
- 29.14 The Regional President in consultation with the Regional Executive Committee may remove from office a Branch President for the best interest of the organisation.
- 29.15 A Branch President, in consultation with the Regional President and Branch Executive Committee, may suspend or terminate an Associate Member on the grounds that it is in the best interests of the Association, for example:
 - 29.15.1 where an Associate Member's conduct or activities is contrary to the Association's policies and principles and thereby not in the best interests of the Association; or

29.15.2 where an Associate Member is no longer participating or contributing to the Association's activities.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

30. Becoming a member

30.1 The members of the Association shall be the subscribers to the Memorandum of Association of the Association and such other persons as are admitted to membership by the Shoora Council in accordance with the Articles.

30.2 With the exception of the subscribers to the Memorandum, no person may become a member of the Association unless:

30.2.1 that person has applied for membership in a manner approved by the Shoora Council; and

30.2.2 the Shoora Council has approved the application. The Shoora Council may in their absolute discretion decline to accept any person as a member of the Association and need not give reasons for so doing.

30.3 The Shoora Council Members may from time to time prescribe criteria for membership but will not be obliged to accept persons fulfilling those criteria as members. The criteria for membership shall include the following:

30.3.1 the person is a Muslim residing in the UK;

30.3.2 the person is dedicated to the work of the Association;

30.3.3 the person follows Islamic principles based on the Qur'an, the Sunnah and Islamic teachings;

30.3.4 the person agrees to maintain organisational discipline once a member of the Association.

30.4 An Associate Member may apply for membership of the Association as follows:

30.4.1 The Associate Member shall complete and submit an application form with the recommendation of his or her Region or Branch to the Membership Committee.

30.4.2 The Membership Committee shall forward the application with its recommendation to the Central President who will then present the application to the Shoora Council.

30.4.3 The Shoora Council may either decide to approve or reject the application or delegate the task to the Central Executive Committee.

30.5 New Members shall take the Member's Oath either before the Shoora Council, the Central President or his representative, or at any other forum approved by the Central President.

Subscriptions

- 30.6 The Shoorā Council may at their discretion levy subscriptions on members of the Association at such rate or rates as they shall decide.

Register of members

- 30.7 The names of the members of the Association must be entered in the register of members.

Categories of members

- 30.8 Subject to Article 30.9, the Shoorā Council may establish such different categories of membership as they think fit. The Shoorā Council may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.
- 30.9 The Shoorā Council may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

Political engagement

- 30.10 Members who wish to stand as a candidate in a parliamentary or local government election must resign their membership at least six months prior to the relevant elections, in normal circumstances, or resign as soon as possible once an election is called.
- 30.11 Members who wish to hold official positions with political parties must also resign their membership twelve months prior to the relevant internal party elections, appointments or selections or as soon as possible if within this period.
- 30.12 Members who were candidates or elected in a political party must wait at least six months after leaving office before they can re-apply for membership to the Association.

31. Termination and suspension of membership

- 31.1 Membership is not transferable.
- 31.2 A member shall cease to be a member:
- 31.2.1 if the member dies;
- 31.2.2 on the expiry of at least seven Clear Days' notice given by the member to the Association of his intention to withdraw;
- 31.2.3 if any subscription or other sum payable by the member to the Association is not paid on the due date and remains unpaid seven days after notice served on the member by the Association informing him that he will be removed from membership if it is not paid. The Shoorā Council may re-admit to membership any person removed from membership on this ground on him paying such reasonable sum as the Shoorā Council may determine; or
- 31.2.4 is convicted of a Relevant Criminal Offence and such conviction remains unspent;

- 31.2.5 if, at a meeting of the Shoora Council at which at least half of the Shoora Council Members are present, a resolution is passed resolving that the member of the Association be removed from membership on the ground that it is in the best interests of the Association that his membership is terminated. Such a resolution may not be passed unless the member of the Association has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Shoora Council. A member removed by such a resolution shall nevertheless remain liable to pay to the Association any subscription or other sum owed by him.
- 31.3 Where an allegation or complaint of serious misconduct or conduct likely to bring the Association into disrepute has been made against a member of the Association then the relevant person's membership (including if the member is also a Shoora Council Member, his position as a Shoora Council Member) may be suspended by the Central President for a period of no less than one month and not exceeding six months in order for the complaint or allegation to be investigated. All of the Shoora Council Members shall be notified within seven days of any such suspension. The Shoora Council shall put in place such regulations for the investigation of allegations and complaints as it considers fit provided that such regulations shall comply with the principles of natural justice. Such allegations or complaints or serious misconduct or conduct likely to bring the Association into disrepute shall include the following:
- 31.3.1 conduct or activities contrary to the Objects, Principles or policies of the Association;
- 31.3.2 conduct or activities which may bring the Association into disrepute;
- 31.3.3 no longer participating or contributing to the Association's activities;
- 31.3.4 attempting to create conflict or division within the Association;
- 31.3.5 violating any of the conditions of membership of the Association;
- 31.3.6 being absent from the UK for a period of more than 12 consecutive months.
- 31.4 In the case of Article 31.3.6 the membership of the member shall be suspended until such time as the member returns to the United Kingdom.
- 31.5 In relation to a suspension under Article 31.3, if they are satisfied that it would be in the Association's best interests to do so, the Shoora Council may proceed to consider the member's removal from membership pursuant to Article 31.2.5.
- 31.6 Notwithstanding the provisions of Article 31.3, if a member is charged with a Relevant Criminal Offence he shall be suspended as a member (and as a Shoora Council Member, if applicable) pending the outcome of the relevant criminal proceedings.
- 31.7 If the relevant member of the Association suspended under Article 31.6 is:
- 31.7.1 convicted of the Relevant Criminal Offence, his membership shall terminate automatically pursuant to Article 31.2.4;
- 31.7.2 not convicted of the Relevant Criminal Offence, the Shoora Council may:
- (a) lift the member's suspension under this Article; or

- (b) if they are satisfied that it would be in the Association's best interests to do so, proceed to consider the member's removal from membership pursuant to Article 31.2.5.

32. Non-company law members

32.1 The Shoora Council may establish such classes of non-company law membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such non-company law members in accordance with such Bye laws as the Shoora Council shall make, provided that no such non-company law members shall be members of the Association for the purposes of the Articles or the Companies Acts.

32.2 These classes of non-company law membership shall include:

32.2.1 Primary Membership;

32.2.2 Associate Membership; and

32.2.3 Affiliates

32.3 The Association may accept other organisations which have similar aims and objectives as Affiliates.

32.4 Affiliates must have their own governing documents and where appropriate be registered locally.

32.5 The Association shall provide advice, support and guidance to Affiliates.

32.6 Affiliates shall pay an annual fee to the Association as determined by the Shoora Council from time to time.

ORGANISATION OF GENERAL MEETINGS

33. Annual general meetings

33.1 Subject to Article 33.3, the Association must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next.

33.2 The annual general meeting shall be held at such time and place as the Shoora Council thinks fit.

33.3 The Shoora Council may, at its discretion, suspend the requirement to hold an annual general meeting within the time limits specified in Article 33.1 for a particular calendar year, if it considers that due to circumstances beyond their control holding the annual general meeting within those time limits would pose significant safety or other risks to the Association, the Shoora Council Members and/or the members or to the wider public or would be in breach of any relevant laws or regulations. The Shoora Council must keep any suspension under regular review and must endeavour to arrange the annual general meeting for later in the

calendar year, once it considers it to be safe and practicable to do so. If it does not consider it to be safe and practicable to rearrange the annual general meeting in the same calendar year, the Shoorā Council may decide that no annual general meeting shall be held in that calendar year and must make such arrangements as it thinks fit to deal with any business ordinarily dealt with at the annual general meeting.

33.4 The annual general meeting shall approve:

33.4.1 the annual accounts; and

33.4.2 the Association's annual report of activities (to the extent this is not included in the annual accounts).

34. Other general meetings

34.1 The Shoorā Council may call a general meeting at any time.

34.2 The Shoorā Council must call a general meeting if required to do so by the members under the Companies Acts.

35. Length of notice

35.1 All general meetings must be called by either:

35.1.1 at least 14 Clear Days' notice; or

35.1.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

36. Contents of notice

36.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

36.2 If the general meeting is to be a Hybrid Meeting, the notice must also contain the information specified in Articles 39.8.2 and 39.8.4.

36.3 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

36.4 In every notice calling a meeting of the Association there must appear with reasonable prominence a statement informing the member of his rights to appoint another person as his proxy at a meeting of the Association.

36.5 If the Association gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

37. Service of notice

Notice of general meetings must be given to every member, to the Shoora Council Members, and to the auditors of the Association.

38. Postponement

38.1 If, after the sending of notice of a general meeting, but before the meeting is held or, after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Shoora Council considers that, due to circumstances beyond their control, proceeding with the general meeting on the date or at the time or place specified in the notice calling the general meeting would pose significant safety or other risks to the Association, the Shoora Council Members and/or the members or wider public or would be in breach of any relevant laws or regulations, it may postpone the general meeting to another date, time and/or place.

38.2 When a general meeting is so postponed, notice of the date, time and place of the postponed meeting shall be given in such manner as the Shoora Council may, in its absolute discretion, determine. Notice of the business to be transacted at such postponed meeting shall not be required.

38.3 No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed.

38.4 If a general meeting is postponed in accordance with this Article 38, the appointment of a proxy will be valid if a Proxy Notice is received at a Proxy Notification Address in accordance with the Articles not less than 48 hours before the time appointed for holding the postponed meeting. The Shoora Council may decide that Saturdays, Sundays, and Public Holidays shall not be counted when calculating this 48 hour period.

39. Attendance and speaking at general meetings

39.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting. Members are expected to observe Islamic etiquettes at general meetings.

39.2 A person is able to exercise the right to vote at a general meeting when:

39.2.1 that person is able to vote, during the meeting (or in the case of a poll, within the time period specified by the chair of the meeting), on resolutions put to the vote at the meeting; and

39.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

39.3 The Shoora Council may, in its discretion, make such arrangements as they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it. Such arrangements may, without limitation, include arrangements involving telephone or video conferencing and/or use of electronic facilities and/or electronic platforms. The Shoora Council may, in making such arrangements, impose restrictions on how those not physically attending the meeting may communicate with the meeting.

39.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

39.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Hybrid Meetings and Remote Attendance

39.6 A Hybrid Meeting is a general meeting where the Shoora Council has made arrangements to enable those attending the meeting to exercise their rights to speak and/or vote at the meeting either by physical attendance at the place specified in the notice of the meeting ("the Primary Location") or by Remote Attendance.

39.7 The Shoora Council may (but shall be under no obligation to) make such arrangements for Remote Attendance at a Hybrid Meeting as it may (subject to the requirements of the Companies Acts) decide. The entitlement of any person to attend a general meeting by Remote Attendance shall be subject to such arrangements.

39.8 In the case of a Hybrid Meeting:

39.8.1 the provisions of the Articles shall be treated as modified to permit such arrangements and in particular:

- (a) a person attending a general meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting and rights to vote at the meeting, unless the Articles expressly provide to the contrary; and
- (b) references in these Articles to the place of a general meeting shall be treated as references to the Primary Location;

39.8.2 the Shoora Council must ensure that the notice of a Hybrid Meeting includes:

- (a) details of the Primary Location; and
- (b) details of the arrangements for Remote Attendance and any restrictions on Remote Attendance;

39.8.3 the Shoora Council may decide:

- (a) how those attending by Remote Attendance may communicate with the meeting, for example by using an electronic platform to communicate with the chair and/or others attending the meeting in Writing;
- (b) how those attending by Remote Attendance may vote;

39.8.4 the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Shoora Council, who must give the members as much notice as practicable of the change;

39.8.5 in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting if in his view this is necessary or expedient for the efficient conduct of the meeting;

39.8.6 under no circumstances shall the inability of one or more persons (being entitled to do so) to access, or continue to access, the technology being used for Remote Attendance at the meeting (despite adequate technology being made available by the Association) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.

40. **Quorum for general meetings**

40.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

40.2 For the avoidance of doubt, a person attending a meeting by Remote Attendance will be treated as being present and/or present in person at the meeting for the purposes of this Article 40, unless the Articles expressly provide to the contrary.

40.3 The quorum shall be 50% of the total membership (represented in person or by proxy).

40.4 If both a member and their proxy are present at a general meeting, only the member shall be counted in the quorum for the purposes of this Article 40.

40.5 Subject to Article 40.6, if:

40.5.1 a quorum is not present within half an hour (or such longer interval as the chair of the meeting in his absolute discretion thinks fit) from the time appointed for the meeting; or

40.5.2 during the meeting a quorum ceases to be present;

the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Shoora Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

40.6 If the meeting has been called by the members, or in response to the members requiring the Shoora Council to call a meeting under the Companies Acts, if:

40.6.1 a quorum is not present within half an hour (or such longer interval as the chair of the meeting in his absolute discretion thinks fit) from the time appointed for the meeting; or

40.6.2 during the meeting a quorum ceases to be present;

the meeting shall be dissolved.

41. Chairing general meetings

41.1 The Central President (if any) or in his absence the General Secretary shall preside as chair of every general meeting. Subject to Article 41.3 the chair of the meeting may attend the meeting by Remote Attendance.

41.2 If neither the Central President nor the General Secretary is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Shoora Council Members present shall elect one of their number to chair the meeting and, if there is only one Shoora Council Member present and willing to act, he shall be chair of the meeting.

41.3 If no Shoora Council Member is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of the members present in person at the Primary Location to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be/ neither a proxy holder who is not a member entitled to vote, nor anyone not present at the Primary Location shall be entitled to be appointed chair of the meeting under this Article 41.3.

42. Attendance and speaking by Shoora Council Members and non-members

42.1 Shoora Council Members may attend and speak at general meetings, whether or not they are members.

42.2 The chair of the meeting may permit other persons who are not members of the Association (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

42.3 A general meeting shall resolve any difference of opinion between the Central President and the Shoora Council.

43. Adjournment

43.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

43.1.1 if the meeting consents to an adjournment;

43.1.2 if it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner; or

43.1.3 in accordance with Article 39.8.5.

43.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

43.3 When adjourning a general meeting, the chair of the meeting must:

43.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Shoora Council; and

43.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 43.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 Clear Days' notice of it:
 - 43.4.1 to the same persons to whom notice of the Association's general meetings is required to be given; and
 - 43.4.2 containing the same information which such notice is required to contain.
- 43.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

44. Voting: general

- 44.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 44.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
 - 44.2.1 has or has not been passed; or
 - 44.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 57 is also conclusive evidence of that fact without such proof.

45. Votes

Votes on a show of hands

- 45.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:
 - 45.1.1 each member present in person; and
 - 45.1.2 (subject to Article 50.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution

provided that if a person attending the meeting falls within both of the above categories, he is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

- 45.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:
 - 45.2.1 every member present in person; and
 - 45.2.2 every member present by proxy (subject to Article 50.3).

General

45.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he may have.

45.4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Association have been paid.

46. Errors and disputes

46.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

46.2 Any such objection must be referred to the chair of the meeting whose decision is final.

47. Poll votes

47.1 A poll on a resolution may be demanded:

47.1.1 in advance of the general meeting where it is to be put to the vote; or

47.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

47.2 A poll may be demanded by:

47.2.1 the chair of the meeting;

47.2.2 the Shoorā Council;

47.2.3 two or more persons having the right to vote on the resolution;

47.2.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes; or

47.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

47.3 A demand for a poll may be withdrawn if:

47.3.1 the poll has not yet been taken; and

47.3.2 the chair of the meeting consents to the withdrawal.

48. Procedure on a poll

48.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

- 48.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 48.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

- 48.4 A poll on:
- 48.4.1 the election of the chair of the meeting; or
- 48.4.2 a question of adjournment;
- must be taken immediately.
- 48.5 Other polls must be taken within 30 days of their being demanded.
- 48.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

- 48.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 48.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

49. Proxies

Power to appoint

- 49.1 A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and speak and vote at a meeting of the Association. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

- 49.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:
- 49.2.1 states the name and address of the member appointing the proxy;
- 49.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 49.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Shoor Council may determine; and
- 49.2.4 is delivered to the Association in accordance with the Articles and any instructions included with the notice of the general meeting to which they relate.

- 49.3 The Association may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 49.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 49.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
 - 49.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 49.5.2 appointing that person as a proxy in relation to any adjournment or postponement of the general meeting to which it relates as well as the meeting itself.

50. Delivery of Proxy Notices

- 50.1 The Proxy Notification Address in relation to any general meeting is:
 - 50.1.1 any Address or Addresses specified by the Association as an Address at which the Association or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or
 - 50.1.2 if no Address is specified in accordance with Article 50.1.1, the registered office of the Association; or
 - 50.1.3 any electronic Address falling within the scope of Article 50.2.
- 50.2 If the Association gives an electronic Address:
 - 50.2.1 in a notice calling a meeting;
 - 50.2.2 in an instrument of proxy sent out by it in relation to the meeting; or
 - 50.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 50.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of member

- 50.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment or postponement of it, even though a valid Proxy Notice has been delivered to the Association by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

- 50.4 Subject to Articles 50.5 and 50.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.
- 50.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 50.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:
 - 50.6.1 received in accordance with Article 50.4; or
 - 50.6.2 given to the chair, Secretary (if any) or any Shoora Council Member at the meeting at which the poll was demanded.

Interpretation

- 50.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 50.

Revocation

- 50.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 50.9 A notice revoking the appointment of a proxy only takes effect if it is received before:
 - 50.9.1 the start of the meeting or adjourned or postponed meeting to which it relates; or
 - 50.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

- 50.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

51. Amendments to resolutions

- 51.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 51.1.1 notice of the proposed amendment is given to the Association in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and

- 51.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 51.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 51.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 51.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 51.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

52. Written resolutions

General

- 52.1 Subject to this Article 52 a written resolution agreed by:
 - 52.1.1 members representing a simple majority; or
 - 52.1.2 (in the case of a special resolution) members representing not less than 75%;
 of the total voting rights of eligible members shall be effective.
- 52.2 On a written resolution each member shall have one vote provided that no member shall be entitled to vote on a written resolution unless all monies presently payable by him to the Association have been paid.
- 52.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 52.4 A members' resolution under the Companies Acts removing a Shoora Council Member or auditor before the expiry of his term of office may not be passed as a written resolution.

Circulation

- 52.5 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his agreement and the date by which the resolution must be passed if it is not to lapse.
- 52.6 In relation to a resolution proposed as a written resolution of the Association the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 52.7 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.

52.8 Communications in relation to written resolutions must be sent to the Association's auditors in accordance with the Companies Acts.

Signifying agreement

52.9 A member signifies his agreement to a proposed written resolution when the Association receives from him (or from someone acting on his behalf) an authenticated Document:

52.9.1 identifying the resolution to which it relates; and

52.9.2 indicating the member's agreement to the resolution.

52.10 For the purposes of Article 52.9:

52.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and

52.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:

(a) the identity of the sender is confirmed in a manner specified by the Association; or

(b) where no such manner has been specified by the Association, if the communication contains or is accompanied by a statement of the identity of the sender and the Association has no reason to doubt the truth of that statement.

52.11 If the Association gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

53. Communications by the Association

Methods of communication

53.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Association under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Association, including without limitation:

53.1.1 in Hard Copy Form;

53.1.2 in Electronic Form; or

53.1.3 by making it available on a website.

53.2 Where a Document or information which is required or authorised to be sent or supplied by the Association under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in

Electronic Form or made available on a website the Shoora Council may decide what agreement (if any) is required from the recipient.

- 53.3 Subject to the Articles, any notice or Document to be sent or supplied to a Shoora Council Member in connection with the taking of decisions by the Shoora Council may also be sent or supplied by the means by which that Shoora Council Member has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

- 53.4 A member present in person or by proxy at a meeting of the Association shall be deemed to have received notice of the meeting and the purposes for which it was called.

- 53.5 Where any Document or information is sent or supplied by the Association to the members:

- 53.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

- 53.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

- 53.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

- 53.6 Subject to the Companies Acts, a Shoora Council Member or any other person (other than in their capacity as a member) may agree with the Association that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 53.7 Where any Document or information has been sent or supplied by the Association by Electronic Means and the Association receives notice that the message is undeliverable:

- 53.7.1 if the Document or information has been sent to a member or Shoora Council Member and is notice of a general meeting of the Association, the Association is under no obligation to send a Hard Copy of the Document or information to the member's or Shoora Council Member's postal address as shown in the Association's register of members or Shoora Council Members, but may in its discretion choose to do so;

- 53.7.2 in all other cases, the Association shall send a Hard Copy of the Document or information to the member's postal address as shown in the Association's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and

- 53.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 53.8 Copies of the Association's annual accounts and reports need not be sent to a person for whom the Association does not have a current Address.
- 53.9 Notices of general meetings need not be sent to a member who does not register an Address with the Association, or who registers only a postal address outside the United Kingdom, or to a member for whom the Association does not have a current Address.

Communications to the Association

- 53.10 The provisions of the Companies Acts shall apply to communications to the Association.

54. Finance

- 54.1 The Association and its Regions and Branches may open and maintain bank accounts in the name of the Association, Region or Branch for the proper management of their income and expenditure.
- 54.2 All bank accounts must have at least three authorised signatories (from the serving members of the respective executive committee) and two signatories required to authorise payments.
- 54.3 The sources of income for the Association including its Regions and Branches shall consist of:
- 54.3.1 monthly contributions from members and any additional voluntary contributions from members;
 - 54.3.2 investment income from assets;
 - 54.3.3 donations from well-wishers;
 - 54.3.4 profits from the sale of books, publications and other materials;
 - 54.3.5 affiliation fees;
 - 54.3.6 any other legal sources approved by the Shoora Council.
- 54.4 Regions and Branches will be required to make a contribution to the Association's central budget, the amount and frequency of which will be decided by the Shoora Council.
- 54.5 The Central President, Regional Presidents and Branch Presidents are responsible for the approval of all expenditure within their respective areas of work.
- 54.6 Although each Regional President and Branch President is primarily accountable to their respective executive committees and members, they are ultimately accountable to the Shoora Council and Central President for their financial management and activities.
- 54.7 Accurate records of all income and receipts for all expenditure must be maintained in accordance with standard accounting practice by the Association, its Regions, Branches, departments and projects.

54.8 The Association, its Regions, Branches, departments and projects must produce annual financial reports for their relevant supervisory body.

54.9 The Central President in consultation with the Shoorā Council may devise other appropriate methods for monitoring financial records and financial management of the Association's Regions, Branches and departments.

55. **Secretary**

55.1 A Secretary may be appointed by the Shoorā Council for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

55.1.1 anything authorised or required to be given or sent to, or served on, the Association by being sent to its Secretary may be given or sent to, or served on, the Association itself, and if addressed to the Secretary shall be treated as addressed to the Association; and

55.1.2 anything else required or authorised to be done by or to the Secretary of the Association may be done by or to a Shoorā Council Member, or a person authorised generally or specifically in that behalf by the Shoorā Council.

56. **Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

57. **Minutes**

57.1 The Shoorā Council must ensure minutes are made:

57.1.1 of all appointments of officers made by the Shoorā Council;

57.1.2 of all resolutions of the Association and of the Shoorā Council (including, without limitation, decisions of the Shoorā Council made without a meeting); and

57.1.3 of all proceedings at meetings of the Association and of the Shoorā Council, and of committees of the Shoorā Council, including the names of the Shoorā Council Members present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Shoorā Council meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Shoorā Council Member of the Association, be sufficient evidence of the proceedings.

58. **Records and accounts**

58.1 The Shoorā Council shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

- 58.1.1 annual reports;
- 58.1.2 annual statements of account; and
- 58.1.3 annual returns or confirmation statements.
- 58.2 Except as provided by law or authorised by the Shoora Council or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or Documents merely by virtue of being a member of the Association.

59. **Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

60. **Winding up**

If the Association is wound up or dissolved, and after all its debts and liabilities have been satisfied there remains any property, it shall be paid to or distributed among the members of the Company in proportion to their contributions.

RESOLUTIONS AND AMENDMENTS

61. **Amendments to these Articles**

- 61.1 In accordance with the Companies Acts, amendments to these Articles may be made only by Special Resolution.
- 61.2 Any member of the Association may submit a written proposal to the Shoora Council for an amendment or amendments to the Articles. The exact wording of the proposed amendment or amendments must be submitted to the Central President at least 14 days before to Shoora Council meeting, which will consider and vote on the proposed amendment or amendments. Any amendments agreed by the Shoora Council may only be implemented in accordance with Article 61.1.

SCHEDULE

INTERPRETATION – DEFINED TERMS

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	“Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	“Affiliate”	is an non-company law membership class open to any organisation which has similar aims and objects to the Association;
1.3	“Articles”	the Association’s articles of association;
1.4	“Associate Membership” and “Associate Member”	Associate Membership is a non-company law membership class open to any Muslim who shares the Association’s objects, actively engages in implementing the Association’s activities and makes a regular financial contribution and an Associate Member is an individual who has been admitted as such by the Shoorā Council;
1.5	“Association”	Muslim Community Association;
1.6	“Branch”	A branch that is part of the Association and is recognised by the Association as a branch of the Association and which is governed and managed in accordance with any Branch Agreement;
1.7	“Branch Agreement”	means a set of internal rules governing the management of the Branch and its relationship with the Association, as amended from time to time by the Shoorā Council;
1.8	“Branch Executive Committee”	has the meaning given in Article 29.9;
1.9	“Branch President”	has the meaning given in Article 29.7;
1.10	“Branch Secretary”	means the deputy to the Branch President;
1.11	“Central President”	has the meaning given in Article Error! Reference source not found. ;
1.12	“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;

- 1.13 **“Clear Days”** in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- 1.14 **“Companies Acts”** the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Association;
- 1.15 **“Connected”** any person falling within one of the following categories:
- (a) any spouse, parent, child, brother, sister, grandparent or grandchild of a Shoora Council Member; or
 - (b) the spouse of any person in (a); or
 - (c) any other person in a relationship with a Shoora Council Member which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or
 - (d) any company, partnership or firm of which a Shoora Council Member is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
- 1.16 **“Document”** includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 1.17 **“Election General Meeting”** the annual general meeting held every two years at which the Shoora Council Members and Central President are appointed;
- 1.18 **“Electronic Form” and “Electronic Means”** have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- 1.19 **“Finance Secretary”** the officer appointed to this role by the Central President under Article 12.2;
- 1.20 **“Financial Expert”** an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 1.21 **“General Secretary”** the assistant to the Central President appointed by the Central President under Article 12.2;
- 1.22 **“Hard Copy” and “Hard Copy Form”** have the meanings respectively given to them in the Companies Act 2006;

1.23	“Hybrid Meeting”	has the meaning given in Article 39.6;
1.24	“Member’s Oath”	the oath taken by new members, the content of which shall be set out in Bye laws under Article 14;
1.25	“Membership Committee”	the committee established by the Shoorā Council to
1.26	“Oath of Office”	the oath of office taken by Shoorā Council members and the Central President, the content of which shall be set out in Bye laws under Article 14;
1.27	“Primary Location”	has the meaning given in Article 39.6;
1.28	“Primary Membership” “Primary Member”	Primary Membership is a non-company law membership class open to any Muslim who shares the Association’s objects and a Primary Member is an individual who has been admitted as such by the Shoorā Council Members following a process set out in Bye laws under Article 14;
1.29	“Principles”	Compliance with English and European law and with the Islamic principles enshrined in the Quran and Sunnah;
1.30	“Proxy Notice”	has the meaning given in Article 49;
1.31	“Proxy Notification Address”	has the meaning given in Article 50;
1.32	“Public Holiday”	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
1.33	“Region”	A grouping of Branches designated as a Region by the Shoorā Council from time to time;
1.34	“Regional Executive Committee”	has the meaning given in Article 29.8;
1.35	“Regional President”	has the meaning given in Article 29.6;
1.36	“Regional Secretary”	means the deputy to the Regional President;
1.37	“Relevant Criminal Offence”	means an offence: <ul style="list-style-type: none"> (a) involving or in connection with: <ul style="list-style-type: none"> (i) misconduct in public office (ii) terrorism; (iii) money laundering;

- (iv) bribery;
 - (v) perjury; or
 - (vi) perverting the course of justice;
 - (b) otherwise involving dishonesty or deception;
 - (c) involving the abuse of children or vulnerable adults; or
 - (d) involving violence or harassment;
- 1.38 **“Remote Attendance”** means remote attendance at a general meeting by such means as are approved by the Shoora Council in accordance with Article 39.3;
- 1.39 **“Secretary”** the secretary of the Association (if any);
- 1.40 **“Shoora Council”** the board of Directors;
- 1.41 **“Shoora Council Member”** a director of the Association, and includes any person occupying the position of director, by whatever name called; and
- 1.42 **“Special Resolution”** a resolution of the members of the Association passed by a majority of not less than 75% of the members;
- 1.43 **“Statement of Faith (Aqeedah)”** “There is no god but Allah, and Muhammad ﷺ is the Messenger of Allah”.
- 1.44 **“Unit”** at least three members or Associate Members;
- 1.45 **“Writing”** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Association.

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