

Certificate for Resolution Passed at a Meeting

Company number: 13277798

Companies Act 2006

Certificate of passing of a special resolution

of


Muslim Community Association Limited ("the Company")

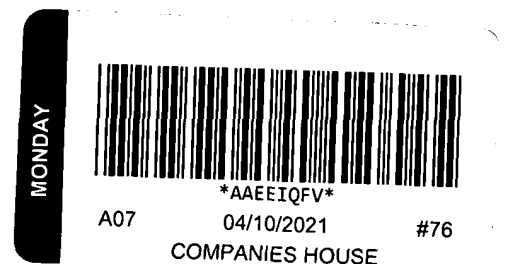
At an special general meeting of the members of the Muslim Community Association (MCA) duly convened and held online via- Zoom, on Sunday, 12th September 2021, the following special resolution for the proposed amendment of the Articles of Association and for the approval of the associated byelaws were duly passed.

1. SPECIAL RESOLUTION

That the Articles attached hereto are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Company's existing Articles of Association. In addition the attached byelaws were also duly approved and adopted.

SIGNED:


Abunur Muslehuddin Faradhi
Director & Chair of MCA



Muslim Community Association (MCA)
Company Limited by Guarantee
SPECIAL RESOLUTION

At a special general meeting of the members of the Muslim Community Association (MCA) duly convened and held zoom online on Sunday, 12th September 2021, the following special resolution for the proposed amendment of the articles of association and for the approval of the bye laws have been duly passed.

THE COMPANIES ACT 2006
SPECIAL RESOLUTION
Muslim Community Association (MCA)
CHANGES TO ARTICLES OF ASSOCIATION

At a General meeting of the Members of the above-named company (i.e. Association) held remotely via Zoom on 12th September 2021 at 10:30am the following Special Resolution was passed by Members of the Muslim Community Association (MCA):

That the Articles of Association of the company to be modified as follows:

Clause no. (1)	Current Clause (2)	Proposed change or modification (3)	Comments (for clarification) (4)
2.1.1	Advancing Islam in accordance with the Statement of Faith and the Principles	Advancing Islam in accordance with the Statement of Faith (Aqeedah) and the principles	Adding the word "Aqeedah"
7.1	Clause 7: 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.	Addendum: 7.1 Shoora Council Members will act as Company Law Members to represent the Association to the Companies House.	Proposal to add a sub-clause to add a new role and authority for SC.
10.1	Subject to the Articles, the Shoora Council may delegate any of their powers or functions to any committee.	Subject to the Articles, the Shoora Council may delegate any of their powers or functions to the Management Council	To add Management Council

		or any committee they deem appropriate.	
12.1.2	the Shoora Council shall provide any manager with a description of his role and the extent of his authority; and	On behalf of the Shoora 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 Shoora 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.	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.	
	Central Executive Committee	Before the Central Executive Committee, a new section to be created as "Management Council" (MC)	A new section to be created (Current 12.2, 12.3,12.4,12.5 to be replaced by new numbers as stated below)
12.2	New sub clause	Management Council 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.	To be added
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 Shoora Council.	
12.2	12.2	12.4	Numbers to be adjusted
12.3	12.3	12.5	Numbers to be adjusted

12.4	12.4	12.6	Numbers to be adjusted
12.5	12.5	12.7	Numbers to be adjusted
12.4	The Central President, in consultation with the Shoora Council, may change the composition of the Central Executive Committee or the role descriptions of its members, as required and at any time.	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.	
25.1	Subject to Article 25.2, there shall be at least 15 Shoora Council Members and a maximum of 21 Shoora Council Members, as determined by the outgoing Shoora Council Members in advance of an Election General Meeting of whom at any time:	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	at least three must be women; and	The composition of the Shoora Council will be determined by the byelaws.	
25.1.2		To be deleted	
25.1.3		Clause number to be changed to 25.1.2	
26.17	The members shall appoint the Central President from among the new Shoora Council Members at an Election General Meeting for a fixed term of two years (until the second annual general meeting following his appointment) under the provisions in this Article and any byelaws relating to such appointment by ordinary resolution.	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.	

26.19	In the event of a tie during the appointment of the Central President, the five names who received the most number of votes shall be presented as the panel of candidates and a second ballot shall be held.	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	
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SCHEDULE INTERPRETATION – DEFINED TERMS

1.15 Connected	any person falling within one of the following categories: or (b) the spouse or civil partner of any person in (a); or	a) any spouse, parent, child, brother, sister, grandparent or grandchild of a Shooraa Council Member; (b) the spouse of any person in (a); or	a) civil partner, to be deleted (b) civil partner, to be deleted
1.29**Islamic principle*		the principles enshrined in the Quran and Sunnah	Adding the definition of Islamic principle
1.43	"Statement of Faith"	"Statement of Faith (Aqeedah)"	adding the word "Aqeedah" "There is no god but Allah, and Muhammad ﷺ is the Messenger of Allah

DATED: 12 September 2021

SIGNED:



Abunur Muslehuddin Faradhi
Director & Chair of MCA

MUSLIM COMMUNITY ASSOCIATION (MCA)

BYELAWS

AND

EXPLANATION OF CLAUSES IN ARTICLES OF ASSOCIATION (CONSTITUTION) OF MUSLIM COMMUNITY ASSOCIATION (MCA)

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1. INTRODUCTION

- 1.1 This document lists and details all Byelaws of the Muslim Community Association (MCA). The byelaws are a set of rules made by the organisation to guide the actions of its members.
- 1.2 The byelaws have been established by the Shoorā Council under the powers given to it within the Articles of Association Clause 14.1.
- 1.3 Members of the MCA at a general meeting will approve this section of the Byelaws thereafter the Shoorā Council will be responsible to develop it further as per the Articles of Association of the MCA.
- 1.4 The byelaws and the explanation of clauses will be reviewed time to time by the Shoorā Council and updated as and when required.
- 1.5 A byelaw made by the Shoorā Council of the Muslim Community Association can be revoked by its Members with a majority vote at a general meeting
- 1.6 This document also lists and provides detailed explanation of relevant clauses in the Articles of Association.
- 1.7 It shall be a defence for a person to prove that s/he had taken all reasonable precautions and exercised all due diligence to prevent the breach of the byelaws.

2. Management Council (MC)

- 2.1 The number of MC members of MCA shall be set by resolution of the Shoorā Council, and the number of MC members shall be not less than 9; provided, however, that the Shoorā Council may not increase the number of MC members by more than two between any two annual meetings of Shoorā Council and such number shall not be greater than 15 prior to the annual general meeting of General Members.
 - 2.2 Two thirds of the MC members must be from amongst the elected Shoorā Council Members.
 - 2.3 All MC members of the MC will be elected from amongst the Shoorā Council Members
3. Term

3.1 Each MC member shall hold office, unless removed from the position, until the next bi-annual general meeting of General Members and until his or her successor shall have been elected and qualified.

3.1.1 A term in office will be for the period of two years

3.2 All MC members to hold office until its successors are elected and qualified by taking oath as MC member. If the position of any MC member/s become vacant for any reason stipulated in the Articles of Association, the Shooraa Council will make arrangement to fill up the vacant position by election or selection within 12 weeks of the position becoming vacant, unless the Shooraa Council decide otherwise.

4. Qualification

4.1 MC member must have a legal entitlement to reside in the United Kingdom and be a Member of the Shooraa Council.

5. Elections

5.1 The MC members of MCA, subject to the rights of Members, will be elected by the Shooraa Council for two years in the first Shooraa Council Meeting, at the beginning of MCA session.

5.2 The Central President and the General Secretary of MCA will be members of the MC by virtue of their positions.

6. The Chairman of the Management Council

6.1 The Central President of MCA will be the "Chairman of the MC." The Chairman of the MC shall be deemed an officer of the Company (MCA) and shall have such duties and powers as set forth in these Byelaws and the Articles of Association of MCA or as shall otherwise be conferred upon the Chairman of the MC from time to time by the MC.

6.2 The Chairman of the MC shall, if present, preside over all meetings of the MC. Article 19 of the Articles of Association of MCA will be applicable in Charing the meeting, in case the Chairman is unable to attend the meeting.

7. Quorum

7.1 At all meetings of the MC, the presence of at least a majority (more than 50%) of the total number of MCMs shall constitute a quorum for the transaction of business. Except as otherwise required by law, the decision of the MCMs present at any meeting at which a quorum is present shall be the act of the MC.

8. Adjournment

8.1 A majority of the MC members (more than 50%) present may adjourn any meeting of the MC to another time or place. No notice need be given of any adjourned meeting unless the time and place of the adjourned meeting are not announced at the time of adjournment.

9. Virtual Meeting

9.1 MC members may participate in a meeting of the MC by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

9.2 Any action required or permitted to be taken at any meeting of the MC may be taken without some or all members physically present at a meeting, if all members of the MC consent thereto in writing or by electronic transmission, and such writing, writings or electronic transmission or transmissions are filed with the minutes of proceedings of the MC. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

10. Regulations

10.1 To the extent consistent with applicable law, the Articles of Association and these Byelaws, the MC may adopt by resolution such rules and regulations for the conduct of meetings of the MC and for the management of the property, affairs and business of the MCA as the MC may deem appropriate. The MC member shall act only as a MC and the individual MC member shall have no power in their individual capacities unless expressly authorized by the MC.

11. Resignations

11.1 Any MC member may resign at any time by submitting an electronic transmission or by delivering a written notice of resignation, signed by such MC member, to the Chairman of the MC or the Secretary. Unless otherwise specified therein, such resignation shall take effect upon written approval of the Chairman of the MC through the consultation with the MC.

12. Removal of MC member

12.1 A MC member will be automatically removed from the MC. If s/he becomes disqualified as a Member of the MCA and or disqualified as a member of the Shoora Council or removed from the Shoora Council.

13. Shoora Council ('SC')

13.1 The Outgoing Shoora Council Members will decide the number for Shoora Council which shall not be more than 50 and no less than 30 in advance of an Election General Meeting. Thus, 40% of Shoora Council Members will be directly elected. The remaining 60% of Shoora Council Members will comprise of the Regional Presidents and co-opted by a decision of the Shoora Council.

13.2 At least 20% of the Shoora Council will be female.

13.3 The Shoora Council will be elected by a Panel of Delegates from amongst the Panel of Delegates.

13.4 The Panel of Delegates to elect the upcoming Shoora Council will consist of:

13.4.1 regional representatives (10% of each region's membership), elected by the Members of Regions.

13.4.2 outgoing Shoora Council members

13.4.3 up to 5% of total membership selected by outgoing Shoora Council.

13.5 The regional representatives (Delegates for the Panel of Delegates) for electing the Shoora Council are as follows:

13.5.1 10% of each region's total number of members. Any fraction would be rounded up.

13.5.2 Proportion of female representatives from each region should be at least 20% if the total number of members are more than 20.

13.5.3 If the total number of members in the region is less than 20, representatives can be male only.

13.5.4 Any region with less than 10 members, regional president will be the delegate.

13.5.5 Regional representatives will be elected by the members of that region.

14. Supplementary Vote System

14.1 As there will be more than two candidates in the Central President (CP) election, the Supplementary Vote system will be used. Members will be able to vote for a first and a second-preference of who they want to elect as CP. The ballot paper will list the candidates nominated. Next to the list of candidates there will be two columns – first-preference and second-preference.

14.2 Members will be asked to vote for first-preference candidate by marking a cross (X) in the first-preference column, and vote for second-preference candidate by marking a cross (X) in the second-preference column. As long as members mark one cross in the first-preference column, the vote can be counted. Members can choose whether or not to mark a second-preference.

14.3 After voting, both the first and second preferences are counted, and if a candidate has received more than 50% of the votes cast as first preference vote, he is duly elected. If no candidate has more than 50% of the votes, all candidates apart from those in first and second place are eliminated.

14.4 Any second preference votes for the two remaining candidates are then added to the candidates' first preference votes and the candidate with the most votes is elected CP. The election commission will announce the name of the person as the elected CP without mentioning the breakdown of votes, as per our established tradition.

14.5 To be elected as Central President or Regional President a candidate must receive more than 50% of the casted votes.