

SECTION A

GENERAL

Article 1 Name

The name of the organisation shall be "Shi'a Ithna'ashari Community of Middlesex" hereafter called "The Community".

Article 2 Interpretation of the Constitution

a) Throughout The Constitution (where the context so admits) the masculine shall be deemed to include the feminine and the singular to include the plural.

b) The Council, as defined in Section C Article 10, alone shall have the power to interpret this Constitution, and shall do so in accordance with the Islamic Shariah as interpreted by the Shi'a Ithna'asharies.

Article 3 Administrative Headquarters

The headquarters of The Community shall be "Mahfil Ali, North Harrow Assembly Hall, Station Road, North Harrow, Middlesex HA2 6AG, England" or such other place as may be designated by the Council.

Article 4 Aims and Objects

The Community shall endeavour to:

a) spread the knowledge, teachings and precepts, to foster the spirit of Islam universally, in accordance with the doctrines of Islamic Sharia as interpreted by the Shi'a Ithna'asharies.

b) promote the unity of Muslims universally.

c) serve, offer support and draw attention to the needs and affairs of Muslims generally and specifically by:

1) the advancement of education.

2) the provision of relief from poverty and famine.

3) safeguarding the health and welfare.

4) safeguarding the lives, property and freedom.

d) undertake all such other charitable activities as are incidental or conducive to the above objects.

Article 5 Means of Achieving Objectives

The Community shall:

a) use all means, permissible in Islam, to achieve the objectives.

b) publish, produce and distribute and assist in the publication, production and

Any Islamic entity whose rules, regulations and Constitution are not in contravention of the Islamic Sharia is eligible to become an Affiliate.

2) Procedure for becoming an Affiliate

- a) The Executive Committee shall invite or otherwise receive applications from prospective affiliates and present such applications to The Council for approval.
- b) The Council shall decide on the application at its Annual General Meeting.
- c) The applicant shall be familiar with the Constitution of The Community.
- d) The applicant shall be accepted provided at least three-quarters of the councillors present vote in favour.
- e) No reason need be given to the applicant in the event of an unsuccessful application.

3) Disqualification

- a) An affiliate shall be disqualified if:
 1. it ceases to be an Islamic entity.
 2. if its actions are detrimental to the precepts of Islam in general and the welfare of The Community in particular.
 3. ceases to pay the fees, if any, without a valid reason.

Article 8 Associate

1) Qualification

Any Muslim over the age of 16 years interested in furthering the objects of The Community and who is not incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs is eligible to become an Associate.

2) Procedure for becoming an Associate

- a) Application shall be made by the prospective Associate.
- b) The application shall be accepted provided at least half of the total members of the Council vote in favour.
- c) No reason need be given to the applicant in the event of an unsuccessful application.
- d) The applicant shall receive an acknowledgement within two weeks of lodging the application.
- e) The applicant can reapply six months after the non-acceptance of the last application.

3) Disqualification

- a) An associate whose actions are detrimental to the precepts of Islam in general and the welfare of The Community in particular shall be disqualified by The Council.
- b) An associate shall be disqualified if he/she:
 - 1. becomes insane.
 - 2. ceases to be a Muslim.
 - 3. ceases to pay the fees, if any.
- c) An associate who fails to attend at least five gatherings or functions of The Community at its headquarters in any one calendar year shall be disqualified by the Executive Committee.

Article 9 Councillor

1) Qualification

Any person who is:

- a) Muslim;
 - b) not incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - c) over the age of 18 years;
 - d) abides by the Islamic Sharia according to the Ja'fari (Shi'a Ithna'ashari) school of thought;
 - e) undertakes to abide by The Constitution;
 - f) has been an Associate since the last Annual General Meeting;
- is eligible to become a councillor.

2) Procedure for becoming a councillor

- a) any person who abides by Article 9.1 and has been an Associate member for at least a year is eligible to apply to become a Councillor.
- b) Applications shall be lodged with the Executive Committee 8 weeks prior to the Council's Annual General Meeting.
- c) The application shall be recommended by at least two councillors.
- d) The applicant can reapply a year after the non-acceptance of the last application.

3) Duties of the councillor

- a) To participate actively in the affairs of The Community.
- b) To execute any responsibility given to them by the Executive Committee, to the best of their ability.
- c) To attend most meetings of the Community's gatherings or functions at its headquarters in each and every year. If they do not attend most meetings the Council should decide whether they can remain a councillor or not.

4) Disqualification

- a) A councillor shall be disqualified if he/she:
1. acts in such manner that may be opposed to the precepts of Islam in general and the welfare of The Community in particular.
 2. ceases to be a Muslim.
 3. ceases to abide by the Islamic Sharia as interpreted by the Shi'a Ithna'asharies.
 4. ceases to abide by The Constitution.
 5. becomes insane.
 6. ceases to pay the fees, if any.
 7. fails to fulfil the duties of a councillor.
 8. is declared bankrupt.
 9. gets a criminal record.
- b) A Councillor who fails to attend most of the meeting, gatherings or functions of The Community at its headquarters in any one period of two years and also fails to attend two consecutive Annual General Meetings of the Council in the same period shall be disqualified as a councillor. Such councillors can remain as an associate if they satisfy the qualifications of an associate.

SECTION C

THE COUNCIL

Article 10 Definition

- a) The Council is the supreme authority of The Community and shall consist only of councillors.
- b) The Council shall consist of at least twenty-five members.

Article 11 Duties of The Council

- a) Amendments and revision of the Constitution.
- b) Election of the Executive Committee, the Constitution Committee, the Trustees of BW Foundation and the Council Created Committees.
- c) Reviewing and monitoring the activities of the Executive Committee, the Constitution Committee, the Trustees of BW Foundation and the Council Created Committees.
- d) Advising, directing and offering recommendations to the Executive Committee, the Constitution Committee, the Trustees of BW Foundation and the Council Created Committees.
- e) Any important matter for the attention of the Council shall be submitted to the Executive Committee for circulation at least three weeks before a Council meeting.

Article 12 Council Meetings

- a) The Council shall have at least one Annual General Meeting in a calendar year. This meeting shall be held at the Committee's headquarter not later than 15 months after the previous Annual general meeting.

- b) The Council can be called to a meeting by either:
 - 1. the Executive Committee, or
 - 2. three councillors with the approval of the Executive Committee, or
 - 3. one-third of the total number of councillors on the book at the date of the meeting.
- c) Notice of a meeting shall be given at least fourteen clear days before the proposed meeting, except for a meeting reconvened due to a lack of quorum.
- d) If the quorum is not achieved the meeting shall be reconvened within one calendar month, with seven clear days notice.
- e) The quorum of every Council meeting shall be the lesser of twenty-five councillors or one-half of the total number of councillors on the book at the date of the meeting.
- f) Motions proposing changes in The Constitution, with the exception of the clauses mentioned below, shall be passed by at least a 55% majority of the total number of councillors on the book at the date of the meeting.
- g) Motions proposing changes in the Objects Clause shall be passed by at least a 90% majority of the total number of councillors on the book at the date of the meeting.
- h) Motions proposing acceptance or disqualification of councillors shall be passed by at least a three-quarters majority of the number of councillors present at the meeting.
- i) Motions proposing dissolution of The Community shall be passed by at least a 95% majority of the total number of councillors on the book at the date of the meeting.
- j) Associates may be invited to attend the Annual General Meeting by the Executive Committee. An invited associate may speak at the meeting but shall not vote.
- k) The Council meetings are not open to other members of The Community or other persons, unless invited by the Executive Committee to attend. Invited guests may speak at the discretion of the chairman but shall not vote.
- l) All resolutions shall be determined by secret ballot unless there is a unanimous agreement to have a show of hands.
- m) Each councillor shall have one vote only. No proxy votes shall be permitted.
- n) Prospective councillors, associates and affiliates must attend the meeting at which their nomination is to be considered. They shall not be entitled to vote at that meeting but their voting rights of prospective councillors shall crystallise at the end of the meeting at which they have been accepted.

Article 13 Extra-Ordinary Council Meetings

- a) An extra-ordinary meeting of the councillors may be convened with a minimum of seven days clear notice.
- b) The quorum for such a meeting shall be one-half of the total number of councillors. If the quorum cannot be achieved within one hour of the time set for the meeting, the Executive Committee, the Constitution Committee or the Trustees

may reconvene the meeting. The notice, time and place for the reconvened meeting shall be at the discretion of the Executive Committee, the Constitution Committee or the Trustees, for which a quorum of one-third of the total number of councillors shall be required.

c) Any proposed changes to The Constitution shall only be decided at a general council meeting.

Article 14 Crisis Council Meeting

a) A crisis Council meeting may be called with the approval of the Executive Committee. In the event of the absence of the Executive Committee or its non-approval the Constitution Committee shall determine whether such a meeting may be called.

b) A crisis Council meeting may be called provided that:

1. an attempt shall be made to contact all councillors.

2. at least two members of the Executive Committee and the Trustees shall make a joint attempt to contact all the councillors.

c) A crisis Council meeting shall require no quorum.

SECTION D THE EXECUTIVE COMMITTEE

Article 15 Definition

a) The Executive Committee shall be elected by The Council with special powers to administer The Community's affairs until the second Annual General Meeting after which they have been elected.

b) The election of the Executive Committee at the Council's Annual General Meeting shall be by simple majority of those councillors in attendance.

c) The Council shall elect at least five Executive Committee members from within the councillors.

d) All the Executive Committee members are eligible for re-election.

e) The outgoing Executive Committee shall work with the new Executive Committee for a hand-over period of one calendar month from the date of appointment of the new Executive Committee.

Article 16 Duties

a) The Executive Committee shall be responsible for carrying out the decisions, resolutions and recommendations of the Council meetings.

b) The Executive Committee is collectively responsible to the Council.

c) The Executive Committee shall co-ordinate and monitor the work of the sub-committees and any other individuals employed or appointed by the Executive Committee.

d) The Executive Committee shall be responsible for promoting the aims and objects of The Community.

- e) The Executive Committee shall allocate the portfolio of work amongst them and these details shall be circulated to the councillors.
- f) The Executive Committee shall be responsible for maintaining proper accounts and all other records pertaining to the activities of The Community and these shall be made available for prescribed inspection.
- g) The Executive Committee shall keep proper minutes of all resolutions and proceedings of every Executive Committee meeting. The minutes shall be endorsed by at least two Executive Committee members present at the meeting. The minutes shall be made available for prescribed inspection. The minutes shall be circulated to all Executive Committee members two weeks prior to the next monthly Executive Committee meeting or within such reasonable period
- h) The Executive Committee shall be responsible for keeping the records of all births, deaths, marriages, nikahs, divorces etc. of councillors and associate councillors
- i) The Executive Committee shall uphold the letter and spirit of The Constitution at all times.
- j) The Executive Committee shall encourage the establishment of similar Communities in various parts of the country.

Article 17 Prescribed Inspection

- a) Fourteen days written notice shall be given by a councillor to the Executive Committee, the Constitution Committee, the Trustees or any other committee to view the minutes of their meetings.
- b) One month's written notice shall be given by a councillor to the Executive Committee, the Constitution Committee, the Trustees or any other committee to view the receipts and payments summary.
- c) The time and place for such inspection shall be by mutual arrangement.

Article 18 Meetings

- a) The Executive Committee shall meet at least once in every calendar month.
- b) The meetings shall be called by at least two members of the Executive Committee.
- c) At least five days' notice for such a meeting shall be given.
- d) The Executive Committee shall take decisions on the basis of simple majority of the whole Executive Committee.
- e) The Executive Committee meetings are not open to other members of The Community, or other persons, unless invited by the Executive Committee to attend. Invited guests may speak at such a meeting at the discretion of the Executive Committee. However they shall have no voting rights.
- f) The quorum of the Executive Committee meeting shall be half the total number of Executive Committee members.
- g) The Executive Committee should keep the minutes of the meeting.

Article 19 Powers

- a) The Executive Committee shall have full control of the day to day management of the affairs and activities of The Community.
- b) The Executive Committee shall have powers to incur all reasonable expenses necessary for the proper management of The Community and for carrying out its various activities.
- c) The Executive Committee may at its discretion appoint any member/s to represent The Community at any function, meeting or gathering.
- d) The Executive Committee shall form sub-committees, appoint and/or employ individuals within or outside The Council to help in the running of the activities of The Community.
- e) The Executive Committee shall have the power to fill any vacancy arising in the Executive Committee as a result of resignation, disqualification, incapacity or death. The vacancy shall be filled from amongst The Council. This appointment shall be temporary pending the next Council meeting where a two-thirds majority would be required to ratify the appointment to secure permanence. However, during the temporary term in office the appointee's/s' powers will rank pari-passu with the existing Executive Committee members.
- f) If more than half of the elected Constitution Committee members resign by handing in their resignation to the Executive Committee before the next Council meeting, an extra-ordinary Council meeting will be convened to discuss the situation and elect members to fill the vacant Constitution Committee positions.
- g) If more than half of the Trustees resign within the period of two council meetings, a Council meeting shall be called to discuss the situation.

Article 20 Liability

- a) The Executive Committee would be jointly, severally and collectively liable for any loss, financially or otherwise, sustained by The Community arising as a result of any act of wilful negligence and/or fraud committed by any member of the Executive Committee
- b) The Executive Committee shall continue to be so liable for any such loss arising after their period in office, for any such acts relating to their period in office.
- c) Any Executive Committee member resigning from office shall continue to be so liable for any such acts relating to his period in office.

Article 21 Resignation and Disqualification

- a) Any Executive Committee member whose actions, in public, are opposed to the precepts of Islam in general and detrimental to the integrity and welfare of The Community in particular will be required to resign from the Executive Committee subject to the unanimous decision of the rest of the Executive Committee members, to be ratified at the next Council meeting.
- b) The following will also necessitate the resignation and/or disqualification of

Executive Committee members:

1. the conditions of a councillor are not fulfilled.
 2. if any Executive Committee member fails to attend, without valid reason, three consecutive Executive Committee meetings.
 3. if he/she is incapable or unfit through illness or otherwise.
 4. In the event of the refusal, failure, neglect or inability of an Executive Committee member to discharge his/her duties, or for any other reason affecting the best interests of The Community, The Council shall have the power to remove such a person by vote.
 5. An Executive Committee member may resign at any time by giving one month's written notice of his/her resignation to the Executive Committee with a copy to the Trustees. The effective date shall be the date stipulated in the notice.
- c) If more than half of the elected Executive Committee members resign before the next Council meeting, an extra-ordinary Council meeting will be convened to discuss the situation and elect members to fill the vacant Executive Committee positions.

Article 22 Finance

- a) The Executive Committee of SICM and trustees of BW Foundation will jointly set an annual budget for day to day running of the organisation, excluding the restricted funds. Only the trustees will execute the restricted funds.
- b) The Executive Committee shall also have the right to raise funds or donations, or organise voluntary donation schemes.
- c) The Executive Committee shall decide on how the funds of The Community ought to be spent.
- d) The Executive Committee shall maintain bank account/s in the name of The Community at any recognised bank.
- e) Any two members of the Executive Committee shall sign cheques drawn from the funds.
- f) In order to acquire, lease, hire, mortgage or enter into any similar transactions in land, buildings or any similar major assets, the approval of The Council, by simple majority, will be required.
- g) In order to dispose, lease out, hire out or enter into any similar transactions in land, buildings or any similar major assets, the approval of The Council, by simple majority, will be required.
- h) In order to give any third party guarantees, or bind The Community in any fiduciary transaction, which may give rise to a liability or contingent liability, the approval of The Council, by simple majority, will be required.
- i) The Executive Committee shall present a receipts and payments account to The Council at each quarter. The Executive Committee shall present a full set of accounts in line with legal requirements, including an income and expenditure account, balance sheet and a receipts and payments account at the Annual General Meeting.

- j) The Council shall appoint an honorary auditor, from within its membership, who shall not be a member of the Executive Committee
- k) The annual accounts shall be circulated to The Council members with the notice of the Annual General Meeting.

Article 23 Investments

a) Any monies (whether consisting of the proceeds of sale or income of The Community or any part thereof or monies given to The Community) at any time and not immediately required for any of the purposes aforesaid may be invested at the absolute discretion of the Council.

Article 24 Arbitration and Settlement of Disputes

- a) Any disputes arising within The Community in connection with the affairs of The Community shall in the first instance be referred to the Council, at a Council meeting, were by a simple majority the councillors shall determine the issue in question.
- b) If the Council cannot resolve the dispute the matter shall be referred to arbitration.
- c) A body of three persons, acceptable to both The Council and the other party to the dispute shall be appointed to arbitrate on the issue and the decision of this body, by simple majority, shall be legally binding on both parties.

SECTION E THE CONSTITUTION COMMITTEE

Article 25 Review of the Constitution

- a) A Constitution Committee comprising of at least five councillors shall be elected by The Council every five years, with special powers to perform its duties, as defined below.
- b) The quorum for the Constitution Committee meeting shall be at least half of its members excluding those not yet ratified by The Council.
- c) No more than one member of the Constitution Committee shall be allowed to be members of either the Executive Committee or the Trustees, severally.

Article 26 Duties

- a) The Constitution Committee shall meet at least twice a year.
- b) The Constitution Committee shall keep proper minutes of all resolutions and proceedings of its meetings.
- c) Amend, if necessary, the Constitution and circulate the same to the councillors at least four weeks prior to the Council meeting at which they will be presented for ratification.

Article 27 Powers

- a) The Constitution Committee shall have the power to co-opt councillors, upto a maximum of fifty percent of its own numbers. The Council at the next Annual General Meeting must ratify this co-option.
- b) Upon ratification the co-opted members shall rank pari-passu with the elected members of the Constitution Committee
- c) A crisis Council meeting may be called with the approval of the Executive Committee In the event of the absence of the Executive Committee or its non-approval the Constitution Committee shall determine whether such a meeting may be called.
- d) In the event of the Executive Committee failing to call an Annual General Meeting for the purpose of holding Executive Committee elections, as prescribed under Article 15a, the Constitution Committee shall be empowered to convene such a meeting, by giving fourteen days clear notice, for the specific purpose of holding Executive Committee's elections.

Article 28 Disqualification and Resignation

- a) Any Constitution Committee member whose actions, in public, are opposed to the precepts of Islam in general and detrimental to the integrity and welfare of The Community in particular will be required to resign from the Constitution Committee subject to the unanimous decision of the rest of the Constitution Committee members, to be ratified at the next Council meeting.
- b) The following will also necessitate the resignation and/or disqualification of the Constitution Committee members:
 - 1. the conditions of a councillor are not fulfilled.
 - 2. if any Constitution Committee member fails to attend, without valid reason, three consecutive Constitution Committee meetings.
 - 3. if he/she is incapable or unfit through illness or otherwise. c) in the event of the refusal, failure, neglect or inability of a Constitution Committee member to discharge his/her duties, or for any other reasons affecting the best interests of The Community, The Council shall have the power to remove such a person by vote.
- d) A Constitution Committee member may resign at any time by giving one month's written notice of his/her resignation to the Executive Committee, with a copy to the Constitution Committee The effective date shall be the date of the notice.
- e) If more than half of the elected Constitution Committee members resign before the next Council meeting, an Extra-ordinary Council meeting will be convened to discuss the situation and elect members to fill the vacant Constitution Committee positions.

SECTION F REVIEW AND CONSTITUTIONAL CHANGES

Article 29

- a) Any proposals for constitutional amendments should be presented in writing to the Constitution Committee at least six weeks prior to the Council's Annual General Meeting.
- b) The Constitution Committee shall circulate these proposals, to all the councillors, at least four weeks prior to the next Council's Annual General Meeting for discussion at the meeting.
- c) Motions proposing changes in The Constitution, with the exception of the Objects Clause, shall be passed by at least a 55% majority of the total number of councillors. Motions proposing changes in the Objects clause shall be passed by at least a 90% majority of the total number of councillors. The quorum for a meeting requiring such motions shall be two-thirds of the total number of Council members.

SECTION G **DISSOLUTION**

Article 30 Dissolution

In the event of The Community being dissolved, its properties and possessions shall be donated to a similar organisation, as decided by the Council.

Article 31 Quorum for Dissolution

Motions proposing dissolution of The Community shall be passed by at least a 95% majority of the total number of councillors.

Article 32 Override

e) Notwithstanding anything herein mentioned the councillors shall in the exercise of their powers and discretion adhere strictly to the religious laws (Shariah) of the Islamic faith as interpreted by the Shi'a Ithna'asharies.

SECTION H **TRUSTEES**

Article 33 Definition

The term "Trustee" in this constitution means the Trustees of the BW Foundation Trust. The Trustees of BW Foundation Trust shall be elected by the Council among the Councillors in accordance with the procedures and the provisions of the respective governing document of the BW Foundation trust as amended from time to time. The Trustees of BW Foundation Trust shall also be the trustees of SICM. The Trustees shall be accountable to the Council. All property and assets of SICM shall be held by the Trustees and administered in accordance with the respective governing documents of the trustees as amended from time to time. The

composition, qualifications, resignation, filing in of vacancy, duration of term of office, meetings of Trustees and the duties and powers and liabilities of the Trustees shall be as set out in the respective governing document of the Trustees as amended from time to time.

Article 34 Duties

- a) The Trustees shall be responsible for carrying out the decisions, resolutions and recommendations of The Council pertaining to the Trustees.
- b) The Trustees shall co-ordinate and monitor the work of the sub-committees and any other individuals employed or appointed by themselves, or those who are under their delegation.
- c) The Trustees shall be responsible for promoting the aims, and ideas of The Community.
- d) The Trustees shall allocate the portfolio of work amongst themselves and these details shall be circulated to the councillors.
- e) The Trustees and the Executive Committee will jointly set an annual budget for day to day running of the organisation, excluding the restricted funds.
- f) The Trustees will execute the restricted funds.
- g) The Trustees shall be responsible for maintaining proper accounts and all other records pertaining to the activities of The Community and these shall be made available for prescribed inspection by at least two councillors nominated by the Executive Committee.
- h) The Trustees shall uphold the letter and spirit of The Constitution at all times.
- i) The Trustees shall also be the trustees of BW Foundation Trust, a registered charity whose Trust Deed is appended as Appendix to this Constitution. The Trustees shall uphold, at all times the letter and spirit of the Trust Deed of the Trust.

Article 35 Powers

- a) The Trustees shall manage the affairs of The Community during the interim period in the absence of an elected Executive Committee
- b) The Trustees shall liaise with the Constitution Committee during the interim period in the absence of an elected Executive Committee

Article 36 Liability

The Trustees will be jointly and severally liable for any loss, financially or otherwise, sustained by The Community, arising as a result of any act of wilful negligence and/or fraud, committed by any member of the Trust.

Article 37 Resignation and Disqualification

a) Any Trustee whose actions, in public, are opposed to the precepts of Islam in general and detrimental to the integrity and welfare of The Community in particular will be required to resign as a Trustee subject to the unanimous decision of the rest of the Trustees, to be ratified at the next Council meeting.

b) The following will also necessitate the resignation and/or disqualification of the Trustee:

1. the conditions of a councillor are not fulfilled.

2. in the event of refusal, failure, neglect, or inability of a Trustee to discharge his/her duties, or any other reason affecting the best interests of The Community, the Council shall have the power to remove such a person by vote.

c) If more than half of the Trustees resign within the period of two Council meetings, the Executive Committee shall be empowered to convene an extra-ordinary General Meeting to fill the vacancies.

Article 38 Representation of The Community

a) The Trustees elected by the Council during their term of office shall represent The Community wherever any trustees or representation (in the capacity of the Trustee) from The Community in any other associated trusts or otherwise is required, or where The Community is the beneficiary.

b) The elected Trustees shall be the only representatives of The Community in the capacity of Trustees, except where the elected Trustees feel that they may not be able to justify the position due to

1) the specialised knowledge required.

2) any other reason.

In such circumstances the Council shall appoint subordinate Trustees to take up the position of representing The Community in that specific position until the next election of the Trustees.