



KSIMC of Birmingham Constitution

2014



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1. NAMES AND DEFINITIONS

- a. The name of the Community shall be Khoja Shia Ithna-Asheri Muslim Community of Birmingham (hereinafter referred to as the “Community”).
- b. Custodian Trustees: Custodian Trustees are individuals appointed to hold legal title of the Community’s properties and/or investments and shall perform such other duties, which the Constitution may confer on them but are not Charity Trustees within the terms of the Charities Act (hereinafter referred to as the “Trustees”).
- c. Executive Committee: The Charity Trustees (within the terms of the Charities Act) are the individuals responsible under the Constitution for controlling the management and administration of the Community (Members of this Committee shall be known as “Members of the Executive Committee” or “Executive Committee Members”).
- d. Expenditure: The spending of funds for ongoing day to day activities or the costs associated with an entire project that involves the repair or enhancement of properties or purchase of additional thereof.
- e. Friends: As defined under section 18 of this Constitution.
- f. General Meetings: These are the Annual, Extraordinary and Special Emergency Meetings.
- g. Khoja: Includes such person whose ancestors originate from the Gujarat province in India.
- h. Member: As defined under section 5 of this Constitution.
- i. Shia Ithna-Asheri Jafferi: Shia Muslims who believe in the Wilayat (power and authority) and immediate successorship of Imam Ali (AS) after the demise of the Holy Prophet Muhammad (PBUH) and believe in the Twelve Infallible Imams (AS); including the reappearance of the Twelfth Imam (AS).
- j. Written Notices: Written Notices can be via letter, email or fax. Emails are deemed to be received if sent to the Member’s designated email address.



2. REGISTERED OFFICE

The registered office of the Community shall be in the Imambara Complex, or such other place in Birmingham as designated by the Executive Committee.



3. OBJECTS

The Objects of the Community are, for the public benefit:

- a) To advance Islam in accordance with the Khoja interpretation of the Shia Ithna-Asheri Jafferi faith; and
- b) To advance education in Khoja Shia Ithna-Asheri Jafferi heritage, history, culture and principles.



4. POWERS TO FURTHER THE OBJECTS

The powers to further the Objects include:

- i. To arrange, provide and propagate religious and socio-economic functions; and religious and secular education;
- ii. To perform marriage ceremonies and burial rites in accordance with the Shia Ithna-Asheri Jafferi faith;
- iii. To co-ordinate and unify the customs, conventions and observances of the Shia Ithna-Asheri Jafferi faith;
- iv. To raise funds and invite and receive contributions from any person(s), organisation(s) or institution(s) whatsoever by way of subscriptions, donations or otherwise, provided that the Community shall not undertake any permanent trading activities in raising funds for its charitable Objects;
- v. To handle and manage at its own discretion, but in accordance with the English Law, such charitable trusts of Members, that have been handed over to the Community for their management;
- vi. To work in cooperation with other Shia Ithna-Asheri Jafferi Muslim Communities and other organisations;
- vii. To buy, rent, build and maintain centres, mosques and such other infrastructure as may be necessary from time to time for the furtherance of the Objects of the Community;
- viii. To educate and further understand Khoja heritage, history, culture and its principles in order to pass such understanding down to successive generations;
- ix. To utilise funds, restricted and unrestricted, to further the interest of the Charity (in accordance with such restrictions, if applicable);
- x. To do all such other things within the Law, including the purchase, sale and receipt of rent from real estate and other investments and the setting up, continuance or disposal of any body corporate, as are necessary for the attainment of the above mentioned Objects in the opinion of the Executive Committee.



5. MEMBERSHIP

a. ELIGIBILITY

- i. Membership shall be open to all Khoja Shia Ithna-Asheri Jafferi persons over the age of eighteen (18) years.
- ii. Spouse or progeny of existing Members shall be eligible to apply for membership as long as they profess the Shia Ithna-Asheri Jafferi faith.

b. APPLICATION PROCESS

- i. Subject to paragraph 5(a) and the remainder of section 5, it is highly recommended for all those eligible for membership to become members of the Community from the age of eighteen (18) years.
- ii. All applications for membership shall be in writing and will require approval by the Executive Committee. The Executive Committee shall not be required to give reasons for accepting or rejecting applications.
- iii. The applicant shall submit a fully completed application form (such form to be determined by the Executive Committee) and the approval process will take no longer than three (3) months from the date of receipt of the application.
- iv. All applications shall have two referees who should be Members of the Community for at least three (3) consecutive years and have no subscription arrears.
- v. All applicants shall undertake to pay the subscription fee and /or such other dues as may be prescribed from time to time and undertake to observe the Constitution, Bye-Laws and any rules and regulations of the Community.
- vi. Any applicant whose application for membership has been rejected or terminated may reapply after a period of six (6) months from the date of such rejection or termination.

c. MEMBERS RIGHTS AND RESPONSIBILITIES

All Members shall:

1. Abide by the Community's Constitution and applicable Bye-Laws prevailing at the time;
2. Be able to vote on Community matters and enjoy full representation at General Meetings;
3. Enjoy all other rights and privileges offered by the Community for its Members;
4. Be able to stand and take up any elected and/or nominated positions.
5. Not represent the Community in any official capacity or functions without prior written approval from the Executive Committee unless they hold an official elected and/or nominated position.



Non-Members:

It is the Community's policy that all non-Members shall abide by the rules and regulations of the Community prevailing at the time when on the premises of the KSIMC of Birmingham.

d. MEMBERSHIP REGISTER

The Secretary General shall keep and maintain a register of Members, which shall be open for inspection at all reasonable times on request by any Member and in any case no later than seven (7) days from the date of a written request.

e. MEMBERSHIP RESIGNATION AND TERMINATION.

- i. A Member may resign at any time by giving notice in writing to the Secretary General.
- ii. The resigning Member shall remain liable for any outstanding dues and subscriptions.
- iii. If a Member ceases to be a Muslim professing the Shia Ithna-Asheri Jafferi faith, the membership shall be terminated automatically.
- iv. Subscriptions paid by a resigning Member or a Member whose membership is otherwise suspended or terminated shall not be refundable.
- v. Pursuant to clause 5(f)(vi), failing to pay the subscription within thirty (30) days from the date of an overdue notification, the membership shall be automatically terminated.
- vi. The Executive Committee may suspend or terminate the membership of any Member of the Community (in accordance with clause (vii) below) who is:
 1. Responsible for performing or causing to perform, whether directly or indirectly, grave acts or omissions harmful to the interest and ideals of the Shia Ithna-Asheri Jafferi faith;
 2. Responsible for carrying out, or threatening to carry out, or inciting others to carry out violent acts on KSIMC of Birmingham Premises;
 3. Responsible for causing wilful damage to any part of KSIMC of Birmingham premises. Payment of compensation for damage caused may not absolve the individual(s) from disciplinary procedures defined herein;
- vii. For action to be taken against a Member alleged of an offence:
 1. A complaint must be made in writing to the Secretary General within thirty (30) days of the suspected act(s) or knowledge of the act(s);
 2. Within fourteen (14) days of receiving the written complaint, the Member(s) against whom the complaint is received shall be given written notice by the Secretary General to attend a meeting with the Executive Committee. This shall be held not earlier than seven (7) days and no later than fifteen (15) days after the issue of the written notice;
 3. A Member who refuses to act on the written notice may be liable to termination of membership;



4. At the meeting, the Member(s) concerned shall be given every reasonable opportunity to defend themselves personally or by representation. Having heard the evidence, a two-thirds (2/3) majority verdict of the Executive Committee shall decide the result. The quorum for the Executive Committee at the meeting shall be the same as required for Executive Committee Meetings;
5. Any appeal must be made in writing within fourteen (14) days to the Trustees, who shall act as independent Members of the appeal committee for the purpose of the appeal. The Trustees shall decide the outcome of the appeal within thirty (30) days of receiving the appeal. Their decision will be final.

f. SUBSCRIPTION

- i. Any person admitted to be a Member shall forthwith pay the subscription pro rata for the current year. The subscription rates will be fixed by the Members at the Annual General Meeting.
- ii. A full time student under the age of twenty four (24) years will be eligible for membership at a reduced rate of 50%.
- iii. A senior citizen over the age of sixty five (65) years will be eligible for membership at a reduced rate of 50%.
- iv. A Spouse of an existing Member will be eligible for membership at a reduced rate of 50%.
- v. The Executive Committee may at their sole discretion waive or reduce the subscription fee for an existing Member or an applicant on compassionate grounds.
- vi. All Members shall be required to pay the amount of subscription due on 01 January of each year. A Member who fails to pay the subscription by 31 March will receive a written overdue notification from the Secretary General. Failing to pay the subscription within thirty (30) days from the date of the notification shall automatically terminate the membership.



6. THE EXECUTIVE COMMITTEE

The Members of the Executive Committee are the Charity Trustees of the Community.

a. THE EXECUTIVE COMMITTEE AND THEIR DUTIES

i. The Executive Committee shall consist of the following:

1. President
 2. Vice- President
 3. Secretary General (Nominated by the President)
 4. Deputy Secretary General
 5. Head of Finance
 6. Treasurer
 7. Four (4) Elected Committee Members
 8. Chair of Building Committee
 9. Chair of Education Board
 10. Chair of Ladies Committee
 11. Honorary Secretary of Ladies Committee
 12. Maximum of two (2) Committee Members nominated by the Executive Committee.
- These Members will have voting power at the Executive Committee Meetings.

ii. Duties of the Executive Committee

1. President
 - a. The President shall be the head of the Community and shall preside over the General and Executive Committee Meetings when present.
 - b. The President shall nominate the Secretary General.
 - c. The President shall direct the Secretary General to convene General and Executive Committee Meetings as and when necessary.
 - d. The President shall ensure that the duties of the Executive Committee are executed to a satisfactory and acceptable level as per the Constitution and Bye-Laws prevailing at the time.
 - e. Up to one (1) year after retiring as a President or completing the term, the retiring President may be invited by the current Executive Committee to the Executive Committee Meetings to advise on any matters arising.
 - f. The President shall have the power to incur expenditure or submit donations on behalf of the Community not in excess of two thousand pounds (£2,000.00) without



the previous sanction of the Executive Committee, but shall have to account for such expenditure to the Executive Committee at its next Meeting.

2. Vice President

- a. In the absence of the President, the powers, duties and rights of the President shall vest in the Vice President.
- b. On all other occasions, the Vice President shall assist the President as and when required.

3. Secretary General

- a. The Secretary General will ensure proper administration of Community's affairs with support from the Office staff.
- b. The Secretary General shall keep all records of the Community and deal with all correspondence in accordance with the direction of the President and Executive Committee.
- c. The Secretary General shall keep a record of the minutes of all General and Executive Committee Meetings.
- d. The Secretary General shall convene all Meetings as directed by the President.
- e. The Secretary General shall ensure that the necessary provisions, including the provision of reciters, are made for the remembrances and continuation of all religious dates and events as per the Islamic calendar.
- f. The Secretary General shall prepare a report for each Annual General Meeting regarding the state of affairs of the Community and after its approval by the Executive Committee, present the same to the Community at the relevant Annual General Meeting.
- g. The Secretary General shall maintain the list of all Members.
- h. The Secretary General shall invite the Trustees to attend meetings at which issues pertaining to the functions of Trustees would be discussed. The Trustees shall have no right to vote in such meetings. Such a meeting can also be called by the Trustees Committee to discuss any issues with the Executive Committee.
- i. The Secretary General shall call a combined Executive Committee meeting along with the Trustees Committee once every six (6) months.
- j. The Secretary General shall distribute the minutes and where necessary, any progress reports to the Members within six (6) months following any General Meetings.
- k. The Secretary General shall distribute the minutes of Executive Committee meetings to the Executive Committee Members within three (3) weeks after the meeting.



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

b. POWERS OF THE EXECUTIVE COMMITTEE

- i. The Executive Committee shall decide on all matters of the Community.
- ii. The Executive Committee will be accountable to its Members for the delivery of the Strategic Plan as adopted by the Members, and will be required to provide regular updates, at a minimum on an annual basis at the Annual General Meetings.
- iii. The Executive Committee may, if it so wishes, from time to time co-opt, for the remainder of the term, Members who have specialist knowledge or experience provided that they shall have no power to vote at the Executive Committee meetings.
- iv. The Executive Committee may, from time to time, appoint such other Sub-committees or Task-Forces for general or specific purposes as they consider necessary. Each Sub-Committee or Task-Force shall be in immediate charge of the affairs of the particular function of the Community for which it is responsible, subject to any general directions of the Executive Committee.
- v. The Executive Committee may call an Extraordinary General Meeting on any matter of importance or urgency.
- vi. The Executive Committee may set up body corporates for managing the Community matters. At all times, seven (7) Members of the Executive Committee of which the President, Vice President, Head of Finance and four (4) other Executive Committee Members nominated by the Executive Committee shall be the directors of all such bodies. No property registered under a body corporate shall be sold, exchanged or disposed unless approved by a seventy-five percent (75%) majority of Members present and voting at an Extraordinary General Meeting specifically called for passing such a resolution.
- vii. The Executive Committee must insure the property of the Community against any foreseeable risk and take out such other insurance policies as may be required.



- viii. Upon a requisition by at least four (4) Executive Committee Members notified in writing to the President, the President shall direct the Secretary General to summon a special meeting of the Executive Committee to discuss matters raised.
- ix. The Executive Committee shall have the power to authorise expenditure not in excess of fifty thousand Pounds (£50,000.00). For any unplanned expenditure exceeding twenty five thousand pounds (£25,000.00), the Community must be notified retrospectively.
- x. The following procedures must be followed before any planned expenditure above twenty five thousand pounds (£25,000.00) is commissioned:
 1. A letter should be sent to all Members informing them of the project or cause of expenditure;
 2. The Members should be given fourteen (14) days' notice to respond to the proposal;
 3. If forty (40) Members respond and are not happy with the cost or works or project, an Extraordinary General Meeting shall be called within fourteen (14) days of their response to discuss about the expenditure and whether the work can go ahead.

c. TERM OF OFFICE

- i. The Executive Committee, except for the Secretary General, Chair of Ladies Committee and Honorary Secretary of Ladies Committee shall be elected at the Annual General Meeting. The full term of the Executive Committee shall be two (2) years. All the elected positions shall be filled at the Annual General Meeting; any retiring Member of the Executive Committee shall be eligible for re-election except for the President who shall not serve as President for more than two (2) consecutive terms.
- ii. The Trustees and the retiring Executive Committee, following elections at the Annual General Meeting, shall be required to attend the first meeting of the newly elected Executive Committee to be convened within twenty eight (28) days after the Annual General Meeting. At this meeting, the retiring Members of the Executive Committee shall handover all necessary equipment and information relating to the Community to the new Members of the Executive Committee. Also at this meeting, the Electoral Commissioner shall explain to the newly elected Executive Committee and Trustees all of the implications of the Constitution and Bye-Laws and clarify any clauses of the Constitution.

d. PROCEDURE OF EXECUTIVE COMMITTEE MEETINGS

- i. The Executive Committee shall meet at least once every six (6) weeks to review the affairs of the Community and to plan its activities.
- ii. Nine (9) Members of the Executive Committee shall form the quorum and every decision shall be determined by a majority of those Executive Committee Members present and voting.



- iii. The Secretary General shall notify the Executive Committee of the proposed meeting at least seven (7) days prior to the meeting.
- iv. The Secretary General shall distribute the minutes of the Executive Committee meetings to the Executive Committee within three (3) weeks after the meeting.
- v. The President of the Community shall chair the meeting and if the President is unable to be present then the meeting shall be chaired by the Vice President and if these two shall both be unable to attend then the meeting shall be chaired by the Secretary General.
- vi. In case of equality of votes, the Chair of the meeting shall have the casting vote.
- vii. If at any time, a sufficient number of Executive Committee Members to form a quorum are not present, or if despite fulfilling the quorum requirements the President, Vice President and Secretary General are absent; the meeting shall be adjourned and resumed on a later date decided at the adjourned meeting, which shall be within fourteen (14) days of the adjournment. The quorum for the reconvened meeting shall be seven (7) Executive Committee Members, of which one should be the President, Vice President or Secretary General.
- viii. Any Executive Committee Member who remains absent for no valid reason from three (3) consecutive meetings shall automatically cease their position within the Executive Committee.
- ix. In case of an emergency, the Secretary General with the consent of the President or in absence the Vice President or during the absence of both shall call an emergency meeting and the notice required in clause (iii) above shall be waived.

e. ELIGIBILITY FOR THE EXECUTIVE COMMITTEE

- i. Any Member wishing to serve on the Executive Committee shall demonstrate a strong commitment to fulfilling the defined duties and Objects.
- ii. Subject to the remainder of this paragraph 6(e), any Member shall be eligible for election or nomination to the Executive Committee.
- iii. The President of the Community shall not be less than twenty five (25) years of age and should have been a Member of the Community for at least five (5) consecutive years.
- iv. The Vice President of the Community shall not be less than twenty five (25) years of age and should have been a Member of the Community for at least five (5) consecutive years.
- v. The Member shall not be holding any position as a Trustee or as an Electoral Commissioner at that particular time.
- vi. Member(s) falling under any one or more of the following categories shall not be eligible for election or nomination to the Executive Committee:
 1. Being certified or otherwise adjudged of being of unsound mind or insane;
 2. Being convicted of an offence involving moral turpitude, deception or dishonesty;



3. Being adjudged bankrupt and has not been discharged;
 4. Made composition with creditors and has not been discharged;
 5. Has been removed by the Charity Commission or by the Courts in England, Wales or Scotland from being an officer because of misconduct;
 6. Being disqualified from being a director of a body corporate;
 7. Failed to make payments under county court administration orders;
 8. Residing over sixty (60) miles away from the KSIMC of Birmingham Premises;
 9. Having been a Member of the Community for less than two (2) years immediately preceding the election or nomination (except for the President and Vice President where the time limit is five (5) years).
- vii. Clause (vi-9) above shall not apply to the Chair and Honorary Secretary of Ladies Committee until 30 September 2016.

f. TERMINATION AND VACANCIES

- i. Should the President resign or a vacancy arise, the Vice President shall assume the vacant President's position immediately. The new President (former Vice President) shall select a new Vice President from the Executive Committee subject to provisions mentioned in the eligibility criteria of the Executive Committee. The vacancy for the position of Vice President shall be filled within twenty eight (28) days and shall be held up to the next Annual General Meeting.
- ii. Should the President and Vice President resign together, the entire Executive Committee will be dissolved; the Trustees will take office until the elections are held for the Executive Committee by the Electoral Commissioner within twenty eight (28) days of the resignations. Following the elections, the new Executive Committee shall hold office for the duration of the remaining term.
- iii. Should any Member(s) of the Executive Committee resign or a vacancy arise, the position will be advertised to Members and the vacant position(s) subsequently filled by the Executive Committee within twenty eight (28) days of the resignation(s). A Member filling such a vacancy shall hold office up to the next Annual General Meeting and should meet the eligibility criteria as per paragraph 6(e).
- iv. If an Executive Committee Member who has either been elected or nominated resigns, that Member cannot fill any vacancy in the Executive Committee in any capacity for the remaining term.
- v. Should a serving Executive Committee Member fail to meet the eligibility criteria during the term of office, such Executive Committee Member's office shall be terminated immediately.



- vi. Any resignation, termination or appointments to the Executive Committee shall be notified to all Members by the Secretary General within twenty eight (28) days of the event.

g. SUB-COMMITTEES AND TASK-FORCES

i. Sub- Committees

1. The Executive Committee may appoint Sub-Committees.
2. Each Sub-Committee shall, subject to any general directions of the Executive Committee, be in immediate charge of affairs of the particular function of the Community for which it is responsible.
3. The Executive Committee shall appoint the Chair of each Sub-Committee except for the Chairs of the Building Committee and Education Board, who will be elected by Members every two (2) years at the Annual General Meeting.
4. Each Sub-Committee shall be accountable to the Executive Committee and liaise with it at all times and promptly report to it in relation to all proceedings.
5. Each Sub-Committee shall be run in accordance with guidelines and Terms of Reference provided by the Executive Committee only. Apart from the Building Committee and Education Board, for which Terms of References will be approved at the General Meeting.

ii. Task-Force

1. Task-Forces may be created as and when required by the Executive Committee.
2. Terms of Reference will be created between the Executive Committee and the Task-Force.
3. The Task-Force will be given a time limit to deliver the project, which will be reviewed every year at the Annual General Meeting.
4. The Chair of each Task-Force will be appointed by the Executive Committee and must be a Member. The President cannot be the Chair of a Task-Force, but may be a member of a Task-Force.
5. A Task-Force shall not have the power to bind the Community nor to act on its behalf and shall act only in accordance with the Terms of Reference set by the Executive Committee.



7. TRUSTEES

a. TRUSTEES COMMITTEE

The Trustees Committee shall consist of:

1. Four (4) Members;
2. They will elect the Chair of the Trustees amongst themselves;
3. The Trustees shall not be Members of the Executive Committee or the Electoral Commissioner.

b. POWERS AND DUTIES OF THE TRUSTEES COMMITTEE

- i. All freehold and leasehold land and buildings shall be vested in the Trustees.
- ii. All other assets and investments of the Community not required by the Executive Committee for its immediate working purposes shall be vested in the Trustees.
- iii. Borrowing Powers: In particular, upon the resolution by the Executive Committee authorising the same, the Trustees shall be empowered, subject to any consent required by Law, to borrow money on behalf of the Community for the purposes of the Community upon such terms and collateral (security) as the Community shall specify.
- iv. Power: Subject to any consent required by Law, the Trustees shall not sell, exchange or dispose of any property of the Community unless approved by a seventy-five Percent (75%) majority of Members present and voting at an Extraordinary General Meeting specifically called for passing such a resolution.
- v. The Trustees shall adjudge any disputes and complaints referred to them from the Executive Committee and their decision shall be final.
- vi. Should the President and Vice President resign together, the Trustees will take office until the elections are held for the Executive Committee by the Electoral Commissioner within twenty eight (28) days of the resignations. The new Executive Committee shall hold office for the duration of the remaining term.

c. TERM OF OFFICE

The Trustees shall be elected for a term of four (4) years at the Annual General Meeting and shall not serve for more than two (2) consecutive terms.



d. ELIGIBILITY FOR THE TRUSTEES COMMITTEE

- i. Any Member wishing to serve on the Trustees Committee shall demonstrate a strong commitment to fulfilling the defined duties and Objects.
- ii. Any Member shall be eligible for election or nomination to the Trustees Committee as long as the Member is not serving on the Executive Committee or as an Electoral Commissioner.
- iii. The Member shall be over twenty five (25) years old and shall fulfil the criteria as set out by Law.
- iv. Member(s) falling under any one or more of the following categories shall not be eligible for election or nomination to the Trustees Committee:
 1. Being certified or otherwise adjudged of being of unsound mind or insane;
 2. Being convicted of an offence involving moral turpitude, deception or dishonesty;
 3. Being adjudged bankrupt and has not been discharged;
 4. Made composition with creditors and has not been discharged;
 5. Has been removed by the Charity Commission or by the Courts in England, Wales or Scotland from being an officer because of misconduct;
 6. Being disqualified from being a director of a body corporate;
 7. Failed to make payments under county court administration orders;
 8. Residing over sixty (60) miles away from the KSMC of Birmingham Premises;
 9. Having been a Member of the Community for less than five (5) years immediately preceding the election or nomination.

e. TERMINATION AND VACANCIES

- i. Should a Trustee resign or vacate office during the term, the Executive Committee shall advertise the position to Members and shall nominate a candidate to the Trustees Committee who shall not be a Member of the Executive Committee or an Electoral Commissioner. The Nominated Trustee should meet the eligibility criteria and shall hold office up to the next Annual General Meeting at which the Trustee shall have to retire but will be eligible for re-election. The Trustee shall be replaced within twenty eight (28) days of the resignation.
- ii. All Members shall be notified of the new Trustee within twenty eight (28) days of the appointment.
- iii. Should a serving Trustee fail to meet the eligibility criteria during the term of office, such Trustee's position shall be terminated immediately.



8. ELECTORAL COMMISSIONER

a. THE ROLE OF THE ELECTORAL COMMISSIONER

- i. The Electoral Commissioner shall be elected every two (2) years by the Members at the Annual General Meeting with the sole purpose of calling, supervising and monitoring all elections of all relevant positions of the KSIMC of Birmingham.
- ii. The Electoral Commissioner shall act as the Returning Officer for the elections of all the positions. In the event of a vacancy or a resignation by the Electoral Commissioner, the Executive Committee shall advertise the position and nominate the most appropriate individual meeting the eligibility criteria within twenty eight (28) days of the resignation. This individual will hold this position up to the next Annual General Meeting.
- iii. Should a serving Electoral Commissioner fail to meet the eligibility criteria during the term of office, such a person's position shall be terminated immediately.

b. ELIGIBILITY FOR THE ELECTORAL COMMISSIONER

- i. Any Member wishing to serve as an Electoral Commissioner shall demonstrate a strong commitment to fulfilling the defined duties and Objects.
- ii. Any Member shall be eligible for the election or nomination for the position of the Electoral Commissioner.
- iii. The Member shall be over the age of twenty five (25) years.
- iv. The Member shall not be holding a position in the Executive Committee or Trustees Committee at that particular time.
- v. Member(s) falling under any one or more of the following categories shall not be eligible for election or nomination as an Electoral Commissioner:
 1. Being certified or otherwise adjudged of being of unsound mind or insane;
 2. Being convicted of an offence involving moral turpitude, deception or dishonesty;
 3. Being adjudged bankrupt and has not been discharged;
 4. Made composition with creditors and has not been discharged;
 5. Has been removed by the Charity Commission or by the Courts in England, Wales or Scotland from being an officer because of misconduct;
 6. Being disqualified from being a director of a body corporate;
 7. Failed to make payments under county court administration orders;
 8. Residing over sixty (60) miles away from the KSIMC of Birmingham Premises;
 9. Having been a Member of the Community for less than five (5) years immediately preceding the election or nomination.



c. DUTIES OF THE ELECTORAL COMMISSIONER

i. Election of President

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

- a. On 01 January preceding the end of term of office of the President, the Electoral Commissioner shall issue notice to all Members inviting written nominations before 28 February for a candidate for the office of the President for the next two (2) years;
- b. Such nominations shall be accompanied by a written communication from the person nominated signifying their consent to such nomination with five (5) Members seconding the nomination;
- c. If nominations are received by the Electoral Commissioner by 28 February, then notice will be issued to Members giving names of nominations received and inviting any other nominations by 15 March. Any nominations received after 15 March or at the Annual General Meeting shall not be included;
- d. If no nominations are received by the Electoral Commissioner by 28 February, then there will be open nominations and voting at the Annual General Meeting;
- e. The Electoral Commissioner shall ensure that all nominations satisfy the eligibility criteria as set out in paragraph 6(e);
- f. If there is more than one nomination by the 15 March, elections will be held at the Annual General Meeting;
- g. If there is only one nomination for the President by 15 March, that person will be duly appointed at the Annual General Meeting as the President for the next term;
- h. The Electoral Commissioner shall send out the manifesto of each candidate (subject to clause (c) above) at least two (2) weeks before the Annual General Meeting;
- i. The Electoral Commissioner may appoint two (2) Members who are not part of the Executive Committee or Trustees to help in counting the votes. The Electoral Commissioner will thereafter declare the result of the vote and will declare the candidate with the largest number of votes as the duly elected President of the KSIMC of Birmingham;
- j. Should the President and Vice-President resign together, the Electoral Commissioner shall call for open elections within twenty eight (28) days of the resignations. The new Executive Committee shall hold office for the duration of the remaining term.

ii. Election of Executive Committee and Trustees

The Electoral Commissioner shall receive all the nominations for individuals nominated at the Annual General Meeting and will oversee the elections.



9. BENEFITS TO MEMBERS OF THE EXECUTIVE COMMITTEE, TRUSTEES AND ELECTORAL COMMISSIONER

- a. The property and funds of the Community must only be used for promoting the Objects and do not belong to the Members of the Executive Committee, Trustees, Electoral Commissioner or any other individuals.
- b. No Members of the Executive Committee, Trustees, Electoral Commissioner or Connected Persons may receive any payment of money or other material benefit (whether direct or indirect) from the Community except:
 1. Reimbursement of reasonable expenses incurred in the administration of the Community;
 2. An indemnity in respect of any liabilities properly incurred in the running of the Community (including the costs of any litigation);
 3. The benefit of indemnity insurance;
 4. They may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Community where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011;
 5. In exceptional cases, other payments or benefits (but only with the written approval of the Executive Committee and the Charity Commission in advance).



10. INDEMNITIES

Save in case of damage caused by negligence, wilful default, breach of duty or breach of trust, no Executive Committee Member, Trustee, Electoral Commissioner or Sub-Committee Member shall be personally liable for any damage or claim against the Community or its properties.



11. FINANCIAL MATTERS

- a. The financial year of the Community shall commence on 01 January each year.
- b. The Head of Finance shall authorise payments and all other necessary financial documents and shall submit the same for counter signature to the President or in the absence, the Vice President or Secretary General. In the absence of the Head of Finance, the President may authorise payment and on such authorisation, the documents shall be signed by the President and Vice President or Secretary General.
- c. An audited copy of the financial statements approved by the Executive Committee shall be presented for approval at the Annual General Meeting.
- d. All expenditure must be dealt with as per the procedures defines in clauses 6b (ix) and 6b (x).



12. AUDITORS

All the financial statements of the Community shall be audited by the Auditors appointed at the Annual General Meeting.



13. GENERAL MEETINGS

a. GENERAL MEETINGS (ANNUAL, EXTRAORDINARY and SPECIAL EMERGENCY)

- i. The General Meeting shall be the supreme and final authority over all affairs of the Community and it shall have the power by resolution passed by the majority to confirm, reverse, alter or defer the decisions of the Executive Committee.
- ii. At all General Meetings the chair shall be taken by the President and if unable to be present then the chair shall be taken by the Vice President and in the absence of both the chair shall be taken by the Secretary General.
- iii. Quorum: At all General Meetings:
 1. The required quorum is forty (40) Members; except Extraordinary General Meetings and Special Emergency Meetings where the quorum required will be twenty five (25) Members.
 2. If the meeting commences with a quorum, any subsequent lack of quorum shall not nullify any resolutions adopted during such proceedings.
 3. Any General Meetings postponed due to lack of quorum shall be resumed on a date to be announced at the adjourned General Meeting, which shall be within fourteen (14) days of adjournment. No quorum shall be required for the reconvened meeting.
- iv. Notice Period:
 1. Three (3) weeks written notice of the Annual General Meeting shall be given to all Members.
 2. Two (2) weeks written and verbal notice of Extraordinary General Meeting shall be given to all Members.
 3. Twenty four (24) hours' notice of a Special Emergency Meeting shall be given to all Members.
- v. No proxy voting shall be allowed.

b. ANNUAL GENERAL MEETINGS.

- i. The Annual General Meeting of the Community shall be held within four (4) months of the end of every financial year.
- ii. The suggested agenda at the Annual General Meeting shall be as follows:
 1. Recitation of the Holy Quran;
 2. Adoption of minutes from the previous General Meeting;
 3. Matters arising therefrom;



4. Receiving a report from the Secretary General on behalf of the Executive Committee detailing significant issues and a summary of events during the year;
5. Receiving a report from the Secretary General on behalf of Sub-Committees and Task-Force detailing significant issues and a summary of events during the year;
6. Receiving a report from the Trustees detailing significant issues and a summary of events during the year;
7. Receiving from the Head of Finance, the audited financial statements of the preceding year and a financial summary;
8. Receiving a report on membership from the Secretary General;
9. Approving budget for the ensuing year;
10. Appointing Auditors for the Community;
11. Transacting any other business specified in the notice calling the meeting;
12. A Member wishing to move any resolution at the Annual General Meeting shall give notice thereof in writing to the Secretary General not less than fourteen (14) days before the date of such meeting. The Chair may however permit, at their discretion, a Member to introduce a motion of which no notice has been given;
13. Election of Trustees as required, along with the recording in the minutes of the remaining term for each Trustee;
14. Electing the new Executive Committee of the Community every two (2) years;
15. Electing Chairman of Education Board every two (2) years;
16. Electing Chairman of Building Committee every two (2) years;
17. Electing Electoral Commissioner every two (2) years;
18. Any other business.

c. EXTRAORDINARY GENERAL MEETINGS.

These Meetings can be of three forms:

1. Called by the Executive Committee as and when necessary on any matter of importance or urgency.
2. By petition
 - a. On a matter of importance or urgency, a written petition can be submitted to call an Extraordinary General Meeting provided that the following requirements are met:
 - i. The Petition is signed by at least sixty (60) Members of the Community;
 - ii. The petition is delivered to the Secretary General.
 - b. The Secretary General shall convene such a meeting within four (4) weeks of receipt of such a petition.



- c. The Secretary General shall only reject the submitted petition should the petition not fulfil the requirements specified above. In this case, the Secretary General shall give written notice to the petitioner (the first person named on the petition) containing the reasons for rejecting the petition within two (2) weeks of receipt of such a petition.
3. Motion of No Confidence on the Executive Committee
- a. This can be brought by a Member of the Community who has serious concerns with the Executive Committee. The requirements are:
 - i. The motion must be seconded by another Member and should have at least a further sixty (60) signatures of Members;
 - ii. Has to be delivered to the Secretary General.
 - b. If it fulfils the above requirements, the Secretary General shall convene an Extraordinary General Meeting within two (2) weeks. For the vote of no confidence to go through, there needs to be a simple majority of votes from the Members present.

d. STANDING ORDERS

i. Order of Business

The suggested order of business common to every General Meeting of the Community shall be as follows:

- i. Recitation of the Holy Quran;
- ii. Confirmation and adoption of the minutes of the last meeting (where applicable);
- iii. Matters arising therefrom (where applicable);
- iv. Sub-Committee and Task-Force reports (where applicable);
- v. Business required by the Executive Committee to be dealt with at the meeting in accordance with the circulated agenda;
- vi. Motion of which due notice is given (where applicable);
- vii. Motion without notice (where applicable);
- viii. Any other business (where applicable).

ii. Order of Debate

1. Any Member speaking on a motion from the floor shall at all times address the Chair;
2. A Member who speaks shall direct the speech strictly to the motion under discussion, or to an amendment to be proposed by the Member or to a question of order;
3. A Member, unless authorised by the Chair, shall address the meeting only once on any motion or amendment. However, the mover of any original proposition may respond, provided any new matter is not introduced into the debate and the response



is confined to answering the previous speaker. A Member may also speak on any point of order or for any purpose of making a personal explanation;

4. No speech shall exceed five (5) minutes in length, except in case of a mover of an original motion where the period shall not exceed ten (10) minutes. These periods may be extended at the discretion of the Chair;
5. A motion or amendment once made and seconded shall not be altered without the consent of the Chair.

iii. Motion

1. Notice of Motion

Save as otherwise provided, a Member may introduce a motion at any General Meeting if at least fourteen (14) days notice in writing signed by the Member is given to the Secretary General, stating clearly the nature and substance of the proposed motion. If a motion of which notice has been given has not been moved or seconded by another Member when it comes in due course at the meeting, it shall be dropped, and shall not be moved without fresh notice.

2. Motion Without Notice

At any time the Chair may at their discretion, permit a Member to introduce a motion of which no notice has been given. Every such motion or amendment must be moved and seconded by another Member and shall be produced in writing if required by the Chair and shall be read to the meeting before it is further discussed or put to vote. If the Chair rejects the motion and there is a seconder for the motion, then the proposal shall be put to a vote for it to be deliberated upon attaining a simple majority.

iv. Amendments

1. Every amendment shall be relevant to the motion upon which it is moved;
2. Whenever an amendment upon an original motion has been moved and seconded, no second or subsequent amendment shall be moved until the first amendment shall have been disposed off, but notice of any number of amendments may be given;
3. An amendment shall either be an addition or an omission of words to the original motion;
4. If an amendment is carried, the motion as amended shall take the place of the original motion and shall become the question upon which any further amendments may be moved;
5. If any amendment is rejected, other amendments may be moved on the original motion.



v. Code of Conduct

The Chair reserves the right to eject any Member from the General Meeting who:

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



14. MATTERS NOT PROVIDED FOR IN THE CONSTITUTION

The Executive Committee shall decide on any matters not provided for in the Constitution. Such decisions of the Executive Committee shall be binding on all Members unless otherwise repealed at a General Meeting.



15. BYE-LAWS

The Executive Committee shall establish any required Bye-Laws. All Bye-Laws:

- i. Shall be binding on all Members and also apply to Non-Members;
- ii. Shall be recorded by the Secretary General;
- iii. Shall not limit, nullify or take precedence over any part of the Constitution;
- iv. Must be adopted, for the purposes of continuation, by the newly elected Executive Committee and/or Trustees;
- v. Shall be decided at Executive Committee Meetings and subject to:
 1. Proposal at an Executive Committee Meeting by a Member of the Executive Committee.
The details of the proposal shall be submitted to the Secretary General seven (7) days prior to the Executive Committee meeting at which the proposal is to be voted on;
 2. A majority vote of three quarters (3/4) of the Executive Committee Members present is required to introduce, amend, or remove a Bye-Law by the Executive Committee;
 3. Any introduction, amendment or removal of a Bye-Law must be communicated to all Members within twenty eight (28) days.



16. DISPUTE RESOLUTION AND COMPLAINTS PROCEDURE

The Executive Committee shall review the Disputes Resolution and Complaints Procedure from time to time.



17. ADDITIONS, AMENDMENTS AND DELETIONS TO THE CONSTITUTION

- a. Any Member can propose an amendment(s) to the Constitution. Notice must be given in writing to the Secretary General enclosing a copy of the proposed amendment at least six (6) weeks before a General Meeting.
- b. The Executive Committee shall circulate the proposed amendment(s) of which notice has been duly given at least two (2) weeks prior to the calling of a meeting at which the amendment(s) proposed is/are discussed.
- c. It shall not however be incumbent upon the Executive Committee to call a meeting immediately after the expiration of four (4) weeks from the date of notice given under clause (a) above.
- d. An amendment to the Constitution shall not be passed unless it is voted upon by a majority of two thirds (2/3) of Members present and voting.
- e. An amendment involving a change to the Name of the Community shall not be passed unless it is voted by a majority of ninety percent (90%) of Members present and voting.
- f. If a proposed amendment fails to obtain the requisite number of votes a similar proposal shall not be introduced until the expiration of six (6) months from the last date of such voting.
- g. No amendment shall be made that would cause the Community to cease to be a Charity in Law or in breach of the Shia Ithna-Asheri Jafferi faith.



18. GENERAL PROVISIONS

- a. All resolutions passed at General Meetings will be recorded in a Resolutions Register by the Secretary General.
- b. A Member shall not be barred from being elected to any office of the Community including election as a Trustee or Electoral Commissioner in their absence, as long as a prior written and signed consent of such a Member is produced at the General Meeting where such an election is being held or is deposited with the Secretary General before the time of such meeting.
- c. Proxy Vote: No Member who is absent from a meeting shall be entitled to vote by proxy.
- d. Upon being approached on all matters relating to marriage, divorce, death, maintenance, guardianship, legitimacy and succession, the Executive Committee shall consider and direct itself in accordance with the Law as applicable in England and Wales and the Shia Ithna-Asheri Jafferi faith. The Executive Committee may, at its discretion obtain advice on such Law and Sharia.
- e. Friends list – The Community shall operate a Friends List and provide benefits to those persons who want to join as Friends of the Community. The subscription for Friends shall be seventy five percent (75%) of the subscription fees for Members.
- f. The Executive Committee can call a referendum on matters of importance for the Community. Only Members shall be eligible to vote in such referendum.



19. DISSOLUTION

- a. The Community shall not be dissolved except by a resolution passed at an Extraordinary General Meeting by a unanimous vote of Members present. The Quorum for such a Meeting shall be ninety percent (90%) of all the registered Members of the Community. If quorum is not achieved, the meeting shall be adjourned to the next date at which the same conditions for quorum shall apply.
- b. If upon winding up or dissolution of the Community there remains any assets or properties (after settling of all liabilities), these shall not be paid or distributed among the Members but shall be given or transferred to such other Charity or Charities established for the same or similar purpose to the Objects of the Community as the Community shall decide.