

SRI LANKAN MUSLIM WELFARE ASSOCIATION CRAWLEY



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THE CONSTITUTION OF SRI LANKAN MUSLIM WELFARE ASSOCIATION

IN THE NAME OF ALLAH, MOST GRACIOUS, MOST MERCIFUL

"Hold fast, all together, to the bond with Allah and be not divided." (The Qur'an 3:103)

"You are the best nation (ever)brought forth for mankind enjoining what is right, forbidding what is wrong, and believing in Allah." (The Qur'an 3:110)

"Help one and another to virtue and God consciousness and do not help one and another to sin and transgression." (The Qur'an 5:2)

We, as members of the SRI LANKAN MUSLIM WELFARE ASSOCIATION, CRAWLEY hereby adopt this Constitution of the SRI LANKAN MUSLIM WELFARE ASSOCIATION, CRAWLEY (SLMWAC) and pledge to abide by its provisions and in doing so make the followings:

1. Name

This community organisation, is a non-profit charity organisation based in West Sussex in the UK, **shall be known as SRI LANKAN MUSLIM WELFARE ASSOCIATION CRAWLEY** (hereinafter referred as and/or also known as the **Organisation or SLMWAC**). The centre shall be called as **Al Huda Islamic Centre**

2. National location of principal office

The principal office of the Organisation St Leonards Church Hall, Martyrs Avenue, Crawley, RH11 7RX West Sussex UK

3. Object[s]

The main Aims and Objectives of SLMWAC shall be as follows:

- (1) Provide or assist in the provision of facilities for recreation or leisure-time occupation with the object of improving the conditions of life of the Sri Lankan Muslim Community in the UK in general and in Crawley in particular.
- (2) Advance the Islamic Religion in accordance with the tenets and doctrines of the Quran and sunnah [teachings of the Prophet (SAW)].
- (3) Promote any charitable purpose for the benefit of the Sri Lankan Muslim Community in the United Kingdom and in particular the advancement of education, the relieve of poverty, distress and illness, and the preservation and protection of health.
- (4) Take all the possible efforts to provide humanitarian assistance for the needy and to relieve poverty among the Sri Lankan Muslim Community in particular the provision of advice, counselling, training and assistance in the UK as well as in Sri Lanka.
- (5) Facilitating counselling, advice and information services to the Muslim Community in large, to the local Muslim Community in particular.
- (6) Work and liaise with other organisations and professional bodies having similar objectives as that of the SLMWAC at the national and international level.

- (7) Promote religious harmony, mutual understanding and respect for the beliefs and practices of different religious faiths.
- (8) Facilitating the daily 5 times prayers as well the Friday Sermon, Ramadan Prayers and Eid Prayers.
- (9) Facilitating communal events, Madrasa, and Islamic educational classes.
- (10) Facilitating matrimonial services to the Sri Lankan Muslim community in Britain in large, and in Crawley in particular.
- (11) Facilitating Funeral Services through SLMWAC Janaza Scheme.
- (12) To further or undertake any other charitable purposes as the Board of Trustees may from time to time determine.
- (13) Nothing in this constitution shall authorise an application of the property of the SLMWAC for the purposes which are not charitable in accordance with [section 7 of the Charities and Trustee Investment (Scotland) Act 2005] and [section 2 of the Charities Act (Northern Ireland) 2008].

4. Powers

The SLMWAC has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, the SLMWAC has power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The SLMWAC must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the SLMWAC. In exercising this power, the SLMWAC must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the SLMWAC. The SLMWAC may employ or remunerate a trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the SLMWAC to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

- (1) The income and property of the SLMWAC must be applied solely towards the promotion of the objects.
 - (a) A trustee is entitled to be reimbursed from the property of the SLMWAC or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the SLMWAC.
 - (b) A trustee may benefit from trustee indemnity insurance cover purchased at the SLMWAC's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) [None of the income or property of the SLMWAC may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the SLMWAC or connected person. This does not prevent a member or connected person who is not also a trustee:
 - (a) receiving a benefit from the SLMWAC as a beneficiary of the SLMWAC;
 - (b) buying or receiving goods and/or services from the SLMWAC on reasonable and proper terms;
 - (c) selling goods, services or any interest in land to the SLMWAC on reasonable and proper terms;

- (d) being employed by, or receiving remuneration from, the SLMWAC on reasonable and proper terms;
- (e) receiving interest on money lent to the SLMWAC at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
- (f) receiving rent for premises let by the member or connected person to the SLMWAC. The amount of rent and the other terms of the lease must be reasonable and proper; or
- (g) taking part in the normal trading and fundraising activities on the same terms as members of the public.
- (h) Nothing in this clause shall prevent a trustee or connected person receiving any benefit or payment which is authorised by Clause 6.]

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No trustee or connected person may:

- (a) buy or receive any goods or services from the SLMWAC on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the SLMWAC;
- (c) be employed by, or receive any remuneration from, the SLMWAC;
- (d) receive any other financial benefit from the SLMWAC;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees’ or connected persons’ benefits

- (a) A trustee or connected person may receive a benefit from the SLMWAC as a beneficiary of the SLMWAC provided that a majority of the trustees do not benefit in this way.

- (b) A trustee or connected person may enter into a contract for the supply of services and/or goods to the SLMWAC where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
 - (c) A trustee or connected person may receive interest on money lent to the SLMWAC at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
 - (d) A trustee or connected person may receive rent for premises let by the trustee or connected person to the SLMWAC. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee or concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (e) A trustee or connected person may take part in the normal trading and fundraising activities of the SLMWAC on the same terms as members of the public.
- (a) “connected person” includes any person within the definition set out in clause [34] of this constitution (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the SLWMAC or in any transaction or arrangement entered into by the SLWMAC which has not previously been declared; and
- (2) absent himself or herself from any discussions of the trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the SLMWAC and any personal interest (including but not limited to any financial interest).
- (3) Any trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members to contribute to the assets of the SLMWAC if it is wound up

- (1) If the SLMWAC is wound up, each member is liable to contribute to the assets of the SLMWAC such amount (but not more than £100.00) as may be required for payment of the debts and liabilities of the SLMWAC contracted before that person or organisation ceases to be a member, for payment of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributing members among themselves.
- (2) In sub-clause (1) of this clause “member” includes any person or organisation who was a member of the SLMWAC within 12 months before the commencement of the winding up.
- (3) But subject to that, the members of the SLMWAC have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities beyond the amount that they are liable to contribute.

9. Membership of the SLMWAC

(1) The structure of SLMWAC shall comprise of:

(a) General Assembly

(b) Charity Trustees (also referred to as Board of Trustees)

(2) General Assembly

- (a) The General Assembly shall consist of anyone from the Sri Lankan Muslim Community and holds the voting rights, a member of this committee shall be called as a General Assembly member. There will be no limitation on the number of members, one can be a member as long as anyone meets the criteria for the membership and the General Assembly membership shall be for lifetime.

(3) Admission of new members

(a) Eligibility

Any Sri Lankan Muslim (origin, their offspring or relatives), and any other Tamil speaking Muslim origin who accepts the purposes of the Organisation, and who lives within 20 miles radiation of Crawley UK shall be eligible to become a member subject to the conditions as laid down by this Constitution.

(b) Admission procedure

The charity trustees:

- (i) Age of a General Assembly member: minimum 16 years
- (ii) May require applications for membership to be made in any reasonable way that they decide to communicate.
- (iii) The Charity Trustees must approve each General Assembly membership application.
- (iv) The Charity Trustees may refuse an application for membership if they believe that it is in the best interests of the Organisation, for them to do so **Article 9. 6 (b)** should be followed.
- (v) Any deliberate falsification of information, impersonation on any application of the Organisation shall nullify the membership.

(4) Transfer of membership

Membership of the Organisation cannot be transferred to anyone else.

(5) Duty of members

It is the duty of each member of the SLMWAC to exercise his or her powers as a member of the SLMWAC in the way he or she decides in good faith would be most likely to further the purposes of the SLMWAC.

(6) Termination of membership

- (a) Membership of the SLMWAC comes to an end if:
 - (i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
 - (ii) the member sends a notice of resignation to the trustees; or
 - (iii) any sum of money owed by the member to the SLMWAC is not paid in full within six months of its falling due; or
 - (iv) the trustees decide that it is in the best interests of the SLMWAC that the member in question should be removed from membership, and pass a resolution to that effect.
- (b) Charity trustees take any decision to remove someone from membership of the SLMWAC they must:
 - (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;
 - (ii) give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
 - (iii) at a duly constituted meeting of the trustees, consider whether or not the member should be removed from membership;
 - (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(7) Membership fees

- a. The subscription fee is £5 a month or £60 annually for each member except for additional family members of the same household who is unmarried and in full time education is £10 annually. Subscription fee is subject to change and shall be reviewed and decided by the GA members.

- b. The Charity Trustees do reserve the right of determining the circumstances of any request by member with regards to the annual subscription.
- c. Any General Assembly member who failed to make the annual subscription of minimum £60 by 31st of July will lose the right of attending the AGM on the calendar year.

10. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the SLMWAC may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting [(including votes cast by proxy votes)].

(3) Taking ordinary decisions by written resolution without a general meeting

- (a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
 - (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and

- (ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the SLMWAC has specified.
- (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- (c) Eligibility to vote on the resolution is limited to members who are members of the SLMWAC on the date when the proposal is first circulated in accordance with paragraph (a) above.
- (d) Not less than 10% of the members of SLMWAC may request the trustees to make a proposal for decision by the members.
- (e) The trustees must within 21 days of receiving such a request comply with it if:
 - (i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - (iii) Effect can lawfully be given to the proposal if it is so agreed.
- (f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(4) Decisions that must be taken in a particular way

- [(a) [Any decision to remove a trustee must be taken in accordance with clause **[17(2)].**]
- (b) Any decision to amend this constitution must be taken in accordance with clause **[32]** of this constitution (Amendment of Constitution).

- (c) Any decision to wind up or dissolve must be taken in accordance with clause [33] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the SLMWAC to one or more other charities must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

(1) Types of general meeting

- (a) There must be an annual general meeting (AGM) of the members of the SLMWAC. The first AGM must be held within 18 months of the registration as a CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause [13].
- (b) Extra ordinary meetings of the members of the SLMWAC may be held at any time.
- (c) All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

- (a) The trustees:
 - (i) must call the annual general meeting of the members of the SLMWAC in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - (ii) may call any other general meeting of the members at any time.
- (b) The trustees must, within 28 days, call a general meeting of the members of the SLMWAC if:
 - (i) they receive a request to do so from at least 10% of the members; and
 - (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

- (c) If, at the time of any such request, there has not been any general meeting of the members for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the trustees at the request of the members of the SLMWAC must be held within 28 days from the date on which it is called.
- (g) If the trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i) The SLMWAC must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the SLMWAC shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of general meetings

- (a) The trustees or as the case may be the relevant members must give at least 14 clear days notice of any general meeting to all of the members, and to any charity trustee who is not a member.
- (b) If it is agreed by not less than 90% of all members of the SLMWAC, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

(c) The notice of any general meeting must:

- (i) state the time and date of the meeting;
- (ii) give the address at which the meeting is to take place;
- (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- (iv) if a proposal to alter the constitution is to be considered at the meeting, include the text of the proposed alteration;
- (v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause [26] (Use of electronic communication), details of where the information may be found on the SLMWAC's website.

(d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the SLMWAC.

(4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause [21](2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

(a) No business may be transacted at any general meeting of the members of the SLMWAC unless a quorum is present when the meeting starts.

(b) Subject to the following provisions, the quorum for general meetings shall be the greater of [50]%.

- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must [either be announced by the chair or] be notified to the members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) EGM (Extra Ordinary Meetings)– No Quorum is needed. **For Constitutional Amendments 51% of the members with power to vote shall form the quorum.**

(6) Voting at general meetings

- (a) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.
- (b) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (c) A poll may be taken:
 - (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the chair; or
 - (iii) through the use of postal or electronic communications.

(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.]

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

12. Charity Trustees (also known as Board of Trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the SLMWAC and may for that purpose exercise all the powers of the SLMWAC. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the SLMWAC in the way he or she decides in good faith would be most likely to further the purposes of the SLMWAC; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and,
 - (ii) if he or she acts as a charity trustee of the SLMWAC in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a) Every trustee must be a natural person.
- (b) No individual may be appointed as a trustee of the SLMWAC:
 - if he or she is under the age of 16 years; or
 - if he or she would automatically cease to hold office under the provisions of clause **[17(1)(f)]**.

(c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

[(d) At least one of the trustees of the SLMWAC must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the charity trustees, or appoint a new charity trustee.]

(3)Number of charity trustees

(a) The Charity Trustees shall be responsible for the day to day running of the Organisation, the charity trustees will be selected from the members based on special criteria and selection method outlined in this document as well as accordance to the Election Committee and their timely regulations for the period of two years with an option of extending to another one calendar year by seeking 51% of the attendees approval granted prior the AGM.

(b) The Charity Trustees shall comprise at least 15 members including the President of the organisation.

(c) The policy and general management affairs of the Organisation shall be directed by the Charity Trustees.

(4)First charity trustees

The first charity trustees of the SLMWAC are –

1.

13. Appointment of charity trustees

(2) Key Positions shall be:

- (a) President,
- (b) Secretary
- (c) Treasurer.
- (d) Each key position above shall have one Assistant except the Secretary, who may have two assistants.

(3) Procedure for the Election of Charity Trustees

- (a) The Charity Trustees shall be selected from the members through a voting process by the members who sustained their voting rights. The Voting Ranks Will be declared to the attended General Assembly members.
- (b) The President shall be elected by the normal majority of members, all the other executive positions will be selected by the board of trustees upon consultation as other key official positions such as Vice President, Secretary, Treasurer and their deputies.
- (c) At the event of equal results announced in the president election, each member of the Outgoing trustees would have one additional vote to cast to conclude the winner.
- (d) If any trustee member resigns, dies, leaves, or disqualified for one of the reasons set out in this constitution, the remaining trustees shall select a new member to fill the vacancy.
- (e) If any vacancy cannot be filled and total number of trustees falls below 9, there will be an election to fill the vacancy, following the same procedure of election as for a new charity trustees at a General Meeting.

- (f) While an individual is a trustee, he cannot be an office holder or have a key position in any other organisation, charitable or otherwise, if it would affect his performance at SLMWAC.

(4) Eligibility Criteria to become President/ Charity Trustee

- (a) Age of a charity trustee member: Minimum 20 years old.
- (b) Must be a practising Muslim.
- (c) President Candidate- Must have already been a member of the charity for at least last two calendar years and fully up to date with his/her membership contribution continuously
- (d) Charity Trustee Candidate - Must have already been a member for at least last One calendar year and fully up to date with their membership contribution continuously.
- (e) Should be living within a 10 miles radius; from the SLMWAC Centre/Masjid or Head Office.
- (f) Every charity trustee must commit to attending a minimum of 60 percent (unless reasonable reasons exist, preventing him from doing so) of the meetings physically during one calendar year.
- (g) Every charity trustee must adhere to the standards of exemplary and good behaviour/ Good character.
- (h) Should be a role model to other charity trustees and the members.

- (i) Should be able to reside in the UK majority of the time (185 days) in any particular year of the trustees' term, except for absences in any exceptional circumstances authorized by the charity trustees.
- (j) Charity Trustees must be DBS record checked.

(4) Who cannot be a charity trustee

- (a) Have an unspent criminal conviction involving sex offences, terrorisms, dishonesty or deception. (i.e., DBS disclosure)
- (b) An undischarged bankrupt or IVA or DRO.
- (c) Disqualified as a company director.
- (d) Have been lawfully dismissed from a same or similar position at SLMWAC or any other organisations.
- (e) All disclosures and clearance must be completed within 3 months of appointment.

14. Power of the key officials

(1) The President

The President shall:

- (d) Uphold the constitution of the Organisation by overseeing the formulation of the overall plans, policies, and activities in furtherance of the missions of the Organisation.
- (e) Oversee the development of the Organisation's aims, objectives and goals in accordance with the Charter and Byelaws and other regulatory and legal guidelines.
- (f) Ensure the smooth functioning of the Organisation and its missions by organising the necessary resources with the approval of the trustees and in consultation with the General Assembly if necessary.

- (g) Oversee the performance and duties of the other office bearers and provide necessary advice, training and guidance in order to accomplish the missions of the Organisation.
- (h) Be responsible for the general management of all activities which should be compliant and appropriate to its own purpose as well as in furtherance of the Organisation's mission.
- (i) Co-ordinate activities with the other organisations when it is necessary and appropriate to accomplish the objectives of the Organisation.
- (j) Delegate members and/or seek outside help to carry out any special tasks, the delegates will assist the President in carrying out and accomplishing the specific task.
- (k) With the support of the Treasurer, oversee sound financial management of the Organisation's resources including approval of the annual accounts, ensuring expenditures are in line with objectives of the Organisation.
- (l) Take necessary actions promptly to deal with any conflict of interest or incident that may hinder the reputation of the Organisation.
- (m) May act as a spokesperson of the Organisation.
- (n) In the event of absence of the President the Vice President or the Acting President will act on behalf of the President to carry out the duties of the president for accomplishing the purposes of the Organisation.
- (o) Any decision taken should be with the consultation (Mashura) and justifiable.

(2) Secretary

The Secretary shall:

- (a) Be responsible for the day-to-day administration of the Organisation.
- (b) Call and conduct the meetings of the trustees and General assembly.
- (c) Present the Annual Report to the General assembly at the AGM.

- (d) Prepare and maintain the minutes of all meetings and circulate to the trustees.
- (e) Circulate the agenda of any scheduled meetings to the trustees & General Assembly as necessary.
- (f) Be responsible for all general correspondence of the Organisation, including representing the Organisation to the media with the approval of the president and the trustees if appropriate.
- (g) Be responsible for maintaining the database of the members of the Organisation.
- (h) The assistant secretaries will assist the secretary or act as a secretary in his absence to carry out the duties of the secretary for accomplishing the purposes of the Organisation.

(3) Treasurer

The Treasurer shall:

- (a) Be responsible for General financial oversight; ensure that the charity has a robust and effective financial control in place.
- (b) Ensure appropriate systems are in place for banking affairs, book-keeping, payments, lodgements & petty cash, and necessary records are kept appropriately of any financial transaction and related notes of the Organisation.
- (c) Liaise with and monitor any designated person in any specific role to ensure that they comply with any financial standards and controls in place.
- (d) Record details of any funds or donations received by the Organisation and complete all necessary MLR compliance checks.
- (e) Prepare accounts for audit and liaise with the auditor, as required.

- (f) Prepare the Annual Financial Report with the necessary details appropriately and present it at the AGM with the approval of the trustees and General Assembly if necessary.
- (g) The Assistant Treasurer shall assist the treasurer or act on behalf of the Treasurer in his absence to carry out the duties of the Treasurer for accomplishing the purposes of the Organisation.
- (h) Be responsible for maintaining the data base of members. Financial contribution and entitlement of membership.

15. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (1) a copy of this constitution and any amendments made to it; and
- (2) a copy of the charity's latest Trustees' Annual Report and statement of accounts.

16. Elections

(1) Election Committee

- (a) The Election Committee shall be made facilitated with all necessities in order to conduct all the election process fairly and shall maintain respectable impartiality in the election affairs and should not campaign for any candidate.
- (b) The election committee shall be formed with 4 of the outgoing trustees members and three General Assembly members; The committee shall follow the procedures established in this constitution.
- (c) The Election Committee shall be formed by trustees for the period of two years.

(2) Responsibilities

The Elections Committee tasks include, but not limited to:

- (a) Sending a written notice of Election Committee members contact information, election period, important dates, and any other useful material to all Members of the Organisation.
- (b) Verifying the eligibility of voters.
- (c) Verifying technical qualifications of nominees
- (d) Keeping all ballots and records for two years or any period stated by the law.
- (e) Carrying out all election administrative tasks accordingly.

(3) Nomination Process

- (a) The process of nomination and the selection of the president shall be conducted in the following manner.
- (b) Members of the General Assembly shall nominate the presidential candidate and his or her recommended three potential members at least 28 days before the date of AGM to allow proper scrutiny from all members. The successful candidate shall appoint his or her recommended three candidates as the trustees upon his or her appointment.
- (c) If only one candidate stands for presidency there will be a vote where he /she obtain 51% or more can be the president, IF NOT outgoing vice president or secretary should be acting as president for maximum of three months and there should be another president election within 3 months. If any candidates failed to gain 51% of the vote gain , the trustees should elect a president from the Board of trustees.

(d) All General Assembly members who sustained their voting rights shall have the right to nominate candidates for the Board of Trustees including themselves.

(e) All General Assembly members who sustained their voting rights shall have the right to nominate 1 candidate as Charity Trustees including themselves.

(4) Election Procedure of Charity Trustees

(a) The process of the nomination and selection of the charity trustees shall be conducted in the following manner – there shall be 14 members in total to be elected as Trustees by General Assembly and out of which 3 members shall be recommended by each prospective presidential candidate for an automatic approval in the event of his or her successful candidacy; the remaining 11 members shall be elected through a voting Process (in the event, prospective presidential candidate not proposed three recommended candidates, General Assembly must select 14 members). The members of the General Assembly shall nominate candidates before the deadline decided by the Trustee Trustees to be put forward on the ballot paper from which 11 or 14 members shall be elected as the charity trustee.

(b) And such members each have up to 11 or 14 preferential votes as the case maybe to cast in the election of the charity trustees, (in the event, Prospective presidential candidates have not proposed three members, the General Assembly members shall each have up to 14 preferred vote to cast in the election of the charity trustees.

17. Retirement and removal of charity trustees

(1) A charity trustee ceases to hold office if he or she:

(a) retires by notifying the SLMWAC in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

(b) is absent without the permission of the charity trustees from all

their meetings held within a period of three months and the trustees resolve that his or her office be vacated;

(c) dies;

(d) in the written opinion, given to the SLMWAC, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

(e) [is removed by the members in accordance with sub clause (2) of this clause;] or

(f) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with **clause [11]**, and the resolution is passed by a [two thirds] majority of votes cast at the meeting.

(3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the SLMWAC.]

18. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the SLMWAC is eligible for reappointment. [A trustee who has served for [three] consecutive terms may not be reappointed for a [fourth] consecutive term but may be reappointed after an interval of at least [three years].]

19. Taking of decisions by charity trustees

(1) Any decision may be taken either:

(a) at a meeting of the charity trustees; or

- (b) by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:
 - (i) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
 - (ii) the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the trustees have previously resolved, and delivered to the SLMWAC at its principal office or such other place as the trustees may resolve [within 28 days of the circulation date].

20. Delegation by charity trustees

- (1) The trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the trustees, but is subject to the following requirements:
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the trustees as a whole as soon as is reasonably practicable; and
 - (c) the trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

21. Meetings and proceedings of charity trustees

(1) Calling meetings

- (a) Any trustee may call a meeting of the trustees.

- (b) Subject to that, the trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The trustees may appoint one of their member to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the trustees present may appoint one of their member to chair that meeting.

(3) Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is 51%. A trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

[(c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.]

(4) Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.

(b) Any trustee participating at a meeting by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

22. Paid Employees

(1) Under the powers vested in them under this constitution, the trustees may employ, terminate any contract of employment if necessary, and

decide the terms and conditions of the service of all employees and remunerate such staff on such terms as they think fit.

- (2) The SLMWAC may employ or remunerate a trustee only to the extent that it is permitted to do so by this constitution.
- (3) Apart from an employee who is already a trustee, no employee of the Organisation can be a member of the trustee or any subcommittee of the Organisation, but may be invited to attend such committees as a non-voting observer or an adviser.

23. Finance

- (1) All money raised by or on behalf of the Organisation shall be applied to further the objectives of the Organisation and for no other purpose, Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Organisation or the reimbursement of reasonable out-of-pocket expenses incurred on behalf of the Organisation by employees, trustees and volunteers.
- (2) All cheques must be signed by not less than two authorised signatories one of whom must be the treasurer or in his absence the acting treasurer.
- (3) The consent of the trustees must be in place for any expenses **more than £500**, except for Petty Cash (up to £1K), and the consent of the General assembly must be obtained for any project estimated to cost over **£25k**.
- (4) Fiscal financial year runs from 01st August to 31st July.
- (5) Bank Account shall be held in the name of the Organisation.

24. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;

if, without the vote of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for sub-clause (1), the resolution would have been void, or if the trustee has not complied with **clause 7** (Conflicts of interest).

25. Execution of documents

- (1) The SLMWAC shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed by at least two of the trustees.
- (3) [If the SLMWAC has a seal:
- (a) it must comply with the provisions of the General Regulations; and
 - (b) the seal must only be used by the authority of the trustees or of a committee of trustees duly authorised by the trustees. The trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two charity trustees.]

26. Use of electronic communications

[(1) General]

The SLMWAC will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

Use of electronic communications

(1) To the SLMWAC

Any member or trustee of the SLMWAC may communicate electronically with the SLMWAC to an address specified by the SLMWAC for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the SLMWAC.

(2) By the SLMWAC

- (a) Any member or trustee of the SLMWAC, by providing the SLMWAC with his or her email address or similar, is taken to have agreed to receive communications from the SLMWAC in electronic form at that address, unless the member has indicated to the SLMWAC his or her unwillingness to receive such communications in that form.
- (b) The trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
 - (ii) give trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); [and
 - (iii) submit any proposal to the members or the trustees for decision by written resolution in accordance with the SLMWAC's powers under clause 10.
- (c) The trustees must:
 - (i) take reasonable steps to ensure that members and trustees are promptly notified of the publication of any such notice or proposal;
 - (ii) send any such notice or proposal in hard copy form to any

member or trustee who has not consented to receive communications in electronic form.

27. Keeping of Registers

The SLMWAC must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and trustees.

28. Minutes

The trustees must keep minutes of all:

- (1) appointments of officers made by the trustees;
- (2) proceedings at general meetings of the SLMWAC;
- (3) meetings of the trustees and committees of trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the trustees otherwise than in meetings.

29. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income, within 10 months of the financial year end.
- (2) The trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the SLMWAC entered on the Central Register of Charities.

30. Rules

The trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the

proper conduct and management of SLMWAC, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the organisation on request.

31. Disputes

If a dispute arises between members of the SLMWAC about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

32. Amendment of constitution

As provided by sections 224-227 of the Charities Act 2011:

(1) This constitution can only be amended:

- (a) by resolution agreed in writing by all members of the SLMWAC; or
- (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the SLMWAC.

(2) Any alteration of the SLMWAC's objects, of any provision of the SLMWAC's constitution directing the application of property on its dissolution or any provision of the SLMWAC's constitution where the alteration would provide authorisation for any benefit to be obtained by the trustees or members of the SLMWAC or persons connected with them, requires the prior written consent of the Charity Commission.

(3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(4) A copy of any resolution altering the constitution, together with a copy of the SLMWAC's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.

33. Voluntary winding up or dissolution

(1) As provided by the Dissolution Regulations, the SLMWAC may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the SLMWAC can only be made:

(a) at a general meeting of the members of the SLMWAC called in accordance with **clause [11]** (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

(i) by a resolution passed by a 75% majority of those voting, or

(ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) by a resolution agreed in writing by all members of the SLMWAC.

(2) Subject to the payment of all the SLMWAC's debts:

(a) Any resolution for the winding up of the SLMWAC, or for the dissolution of the SLMWAC without winding up, may contain a provision directing how any remaining assets of the SLMWAC shall be applied.

(b) If the resolution does not contain such a provision, the trustees must decide how any remaining assets of the SLMWAC shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the SLMWAC.

(3) The SLMWAC must observe the requirements of the Dissolution Regulations in applying to the Commission for the SLMWAC to be removed from the Register of Charities, and in particular:

(a) the trustees must send with their application to the Commission:

(i) a copy of the resolution passed by the members of the SLMWAC;

(ii) a declaration by the trustees that any debts and other liabilities of the SLMWAC have been settled or otherwise provided for in full; and

(iii) a statement by the trustees setting out the way in which any property of the SLMWAC has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) the trustees must ensure that a copy of the application is sent

within seven days to every member and employee of the SLMWAC, and to any trustee of the SLMWAC who was not privy to the application.

- (4) If the SLMWAC is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

34. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee or member;
- (b) the spouse or civil partner of the charity trustee, member or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee, member or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the charity trustee, member or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
 - (i) the charity trustee, member or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The **“Communications Provisions”** means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of the CIO.

A **“poll”** means a counted vote or ballot, usually (but not necessarily) in writing.