



Constitution

1. Name

This institution shall be known as Memon Association UK (hereinafter called the "Association")

2. Registered Office

The Registered Office of the Association shall be situated at 3 Weir Road, Balham, London SW12 0LT or at such address and place in the U.K. as the National Council may decide. Removal of the said Registered Office to a different address shall not take place unless a resolution is passed to this effect by the National Council of the Association by at least a two-third majority of those present and voting at that meeting.

3. Aims & Objects

The objects of the Association shall be:

- To uphold and preserve the religion of Islam in accordance with the tenets and doctrines of the Sunni school of thought.
- To assist financially and/or otherwise such members of the Memon Community in particular and others in general who are poor and needy.
- To advance the education of Muslim children in accordance with the tenets and doctrines of the Sunni school of thought.

In furtherance of the above objects the Association shall have the following powers:

- To further the establishment and maintenance of mosques and similar institutions of prayer.
- To render help and facilities for the performance of religious activities, marriages, deaths etc.
- To acquire and maintain a cemetery and provide facilities for burials.
- To organise educational, social and religious activities.
- To organise any other scheme consistent with the spirit of Islam as the National Council may decide from time to time.
- To work in co-operation and to co-ordinate with such national or international organisations having similar aims and objects.
- To construct, erect, buy, exchange, lease, sublease, receive as a donation, gift or grant any property or dispose of or replace any movable assets in the name of the Association, subject to such consents as may be required by law.

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3A. Definitions

In this constitution, unless the context otherwise requires, the following words and expressions shall have the following meanings, namely:

i. Clauses

The clauses of the constitution of the Association as adopted or altered or amended as the case may be.

ii. Members

Any Ordinary, Life and Patron members of the Association who has paid membership subscription as determined by the National Council of the Association.

iii. Free Members

Any Memon who is not a member in the terms above, will be considered to be a free member of the association

iv. General Body

The members as per (ii) above shall collectively form and referred to as "the General Body" of the Association

v. Male/Female

Where the context permits, the singular shall include the plural and vice versa and the masculine shall include the feminine.

vi. Acts etc.

References to any Act shall include any statutory modification, amendment or re-enactment thereof.

4. Membership and Enrolment

- Any Memon (male or female) over the age of 18 years shall be regarded as a member of the Association provided that he/she shall undertake to abide by the Constitution of the Association.
- A. Patron; a Patron shall be a member who, in the opinion of the National Council, has been or shall be an active and devoted person of good repute who has given or shall give financial and/or moral support to the Association and he shall be appointed by at least two-third of the members of the National Council present at that meeting.
- B. Life Member; shall be a member for Life on payment of a prescribed sum as fixed from time to time by the National Council or who participates in the Roll of Honour Scheme of the Association as prescribed by the National Council.

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- C. Ordinary Member; shall be a person who shall pay the annual *Subscription* as fixed from time to time by the National Council.

Any person who is eligible for the membership and would like to be a member as described in A, B and C above, shall apply for the same in writing on a prescribed form. Such application must be proposed and seconded by two members of the National Council. The National Council shall have the power to reject any application if they have evidence that the applicant's membership of the Association shall be detrimental to the interests of Association, but the applicant shall have the opportunity to defend himself at a General Meeting of the Association.

- D. Free Member; shall be a Memon person, who by virtue of his/her birth is eligible to be a Member of the Association. They shall not be entitled to vote nor become a Member of the National Council/ Board of Trustees. They shall not be entitled to any benefits conferred to Members as described in sub-clauses A, B and C above.

5. Rights of Membership

All members other than the Free Members

- shall have the right to speak at any General Meeting of the Association on all matters on the Agenda with the permission of the Chairman
- shall be eligible for election as Office-bearers and members of the National Council or any committee of the Association provided he has been a member for at least one month and
- shall have the right to vote provided he has been a member for at least one month and subject to clause (6) with the provision of vote by proxy.

6. Voting Disqualifications

If any member shall be in arrears of the subscription for one year or over immediately preceding any meeting of the Association, he shall not be entitled to vote at such a meeting

7. Disqualifications from Membership

A member whose subscription shall have remained unpaid for two consecutive years shall be requested in writing by Honorary Treasurer to pay the same within 30 days from the date of such request being posted and if he fails to pay the dues as aforesaid within the above mentioned time his membership status will be changed to a "Free Member" as described above in section 4D, unless he/she has been granted exemption under clause 10(x).

8. Dismissal of Members

- any member found
 - intentionally behaving contrary to the provisions of the Constitution and;

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- performing or causing to be performed, directly or indirectly, acts harmful to the interest and the ideals of the Association; shall become liable to be dismissed from the Association. Such a member shall be dismissed only by a two-third majority of the members present and voting at the National Council's meeting convened for the purpose, and at which the offending members shall be given a reasonable opportunity of defending and justifying himself. No refund of the unexpired portion of the subscription shall be refunded to such dismissed member.
- The National Council may, however, at its discretion, before exercising their right of dismissal, give a proper warning to such offending member to abstain from such harmful acts, or it may pardon him after receiving a written apology from such member for his conduct and behaviour, and an assurance regarding the non-recurrence of such acts and behaviour on his part in future.

9. Resignation of Members

Any member resigning from the Association, shall submit his/her resignation in writing to the Hon. Gen. Secretary but he/she shall be liable for any subscription in arrears or any other claim on him/her. Such a member shall be eligible for re-instatement at the discretion of the National Council.

10. National Council

The affairs of the Association shall be managed by the Office Bearers and other members of the National Council consisting of the following (i) Hon. President (ii) Hon. Vice-President (iii) Hon. Gen. Secretary (iv) Hon. Asst. Secretary (v) Hon. Treasurer (vi) Twelve elected members and/or two members nominated by each Branch of the Association.

The National Council shall have absolute power to act in accordance with the rules of the Association with particular regard to the following:

- To make every effort for the welfare, unity and advancement of the association and objects of the Association.
- To raise funds by means of voluntary donations, subscriptions etc.
- To manage and invest the funds of the Association subject to the approval and discretion of the Board of Trustees.
- The National Council shall have no power to incur debt save as provided in sub-clause 10 (viii)
- The National Council shall have the power to appoint Honorary Patrons, Honorary Life Members and Honorary Associate/Members subject to a two-third majority of the members present and voting at the National Council meeting convened for the purpose.

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- vi. The National Council shall have the power to frame bye-laws to carry out its work regularly and efficiently. Such bye-laws, however shall be in accordance with the Constitution of the Association and they shall be binding upon its members and its branches.
- vii. The National Council shall not have the power to sell or mortgage or deal in any immovable property or to lend money belonging to the Association except with the prior approval of the general body.
- viii. The National Council shall have the power to sanction any expenditure up to £25,000 at any one time for any purpose. Expenditure above this limit shall require the approval of the general body.
- ix. The National Council shall have the power to establish Branches, appoint sub-committees and/or special committees for the purpose of undertaking any specified work or investigation in furtherance of the objects of Clause 3. Such Branches and appointed committees shall report back their progress and achievements to the National Council.
- x. The National Council shall consider applications for Membership and in appropriate cases may grant exemptions from payment of subscriptions.

11. Duties and Powers of the Office Bearers

i. Hon. President;

- The Hon. President of the Association shall be at least 30 years of age.
- He shall preside over all the meetings of the Association (except at the election of the National Council when a prominent person amongst the members present who shall not be contesting the election shall Chair the meeting in his capacity as the Election Officer being nominated by the simple majority of the members present at such a meeting). In case of equality of votes, he shall have a casting vote. He shall have the power to summon or convene meetings.
- He shall have the power to incur expenditure of up to £ 1,000 without the previous sanction of the National Council, but he shall have to account for such expenditure to the National Council at its first subsequent meeting.
- The Hon. President shall not hold office for more than two consecutive terms, or part thereof in case of any resignations. Such outgoing Hon. President shall have a seat as a member on the first subsequent National Council.

ii. Hon. Vice President

- In absence of the President, the Vice President shall perform all the functions of the President. He shall also chair the meetings and in the absence of both of them, the members of the National Council shall select any one from amongst its members present to act as the Chairman

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iii. Hon. General Secretary:

- To act as Executive Officer of the Association.
- To carry out all the decisions made or arrived at in the meetings of the National Council or the general body.
- To see that all the rules of the Association are properly adhered to.
- To convene General or the Council meetings for the transaction of the Association's business
- To record in English the minutes of all meetings in a bound book. In his absence from a meeting the Hon. Asst. Secretary shall act as the Secretary and in the case of absence of both of them, one of the members present of the National Council shall take appropriate notes of the proceedings of the meeting and of the resolutions passed. Such notes shall then be passed over to the Secretary for preparation of proper minutes.
- To maintain a proper record of all the correspondence exchanged between the Association, individual members and others. Also to circulate useful information to the members of the National Council.
- To compile an Annual Report of the working of the Association at the end of the year for presentation at the Annual General Meeting.

iv. Hon. Asst. Secretary

- He shall assist the Hon. General Secretary in performing all the secretarial functions as may be required. In absence of the Hon. General Secretary, the Hon. Assistant Secretary shall perform all the functions of the Hon. General Secretary.

iv. Hon. Treasurer:

- To collect all subscriptions, donations, rents and/or any other income belonging to and derived from the property of the Association.
- To issue official receipts of all sums received.
- To maintain proper books of account in English.
- To make payments in accordance with the decision of the National Council and the General Body.
- To deposit into an approved Bank all monies held in excess of £25.
- To have the accounts of the Association audited by the officially appointed auditor for submission before the Annual General Meeting.

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- Such an audited Account shall in the first instance be submitted to the National Council for approval prior to the presentation at the Annual General Meeting. The Hon. Treasurer shall attend and give such explanations as the members may require.
- Payments over £25 shall be made by cheques.
- To keep a proper Register of Members giving the date of admission and payments of subscriptions and he shall furnish to the Hon. Gen. Secretary a list of the members eligible to vote at any general meeting.

12. Election of National Council Members

- i. The Members of the National Council shall be elected or re-elected at the Annual General Meeting for a period of two years only (otherwise known as one term). No person shall be elected to the National Council during his absence unless prior consent in writing shall have been received from him.
- ii. The National Council shall have power to fill any vacancy caused under Clause 13(i) or when a National Council Member shall resign of his own free will or shall resume residence abroad or shall die.

13. Vacancies in the National Council

- i. If and when any National Council member resigns or fails to attend two consecutive Council Meetings without a valid reason he shall be notified of this fact by the Hon. Gen. Secretary in writing on or before the calling of the 3rd meeting and if the member, in spite of such notice and without a valid excuse, remains absent from such 3rd meeting he shall be considered automatically to have ceased to be a member of the National Council.
- ii. Vacancies for the post of any of Office-bearers and Council members shall be normally filled in by the general body. However during the term of office if any one of the posts falls vacant, the National Council shall have the right to appoint any member amongst them or to co-opt a member from the general body to fill the said vacancy temporarily until the first subsequent General Meeting.
- iii. Upon the simultaneous resignation of the President and the Hon. Gen Secretary, or upon the simultaneous resignation of all the National Council members, an Extraordinary General Meeting shall be convened within approximately one month of such resignations to elect a new National Council which shall continue to hold office until the next Annual General Meeting. In such circumstances, the above referred Extraordinary General Meeting shall be convened by the Board of Trustees.

14. Finance

- The financial year of the Association shall be 1st January to 31 December.

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- The Association's money shall be deposited with any Banks designated by the National Council from time to time.
- All the cheques and other financial documents shall be signed by any two of the Office-bearers of which one must be either Hon. Gen. Secretary or Hon. Treasurer.
- An audited copy of the Accounts shall be available at the Annual General Meeting for approval.
- Any funds for specific purposes shall only be used for those particular purposes with the approval of the National Council.
- All branches shall submit their Annual Audited Accounts to the National Council for inclusion in the Association's Audited Accounts.
- All membership subscription fees shall be paid into the Association's Bank account. Each Branch shall maintain its own Bank Account for its specific local projects and day-to-day expenses.

15. Establishment of Branches

The National Council shall have the power to establish branches in the UK at its discretion. Each Branch shall have a Management Committee consisting of the following:

- (i) Chairman (ii) Secretary (iii) Treasurer and (iv) Six Committee Members.

The above mentioned members of the Committee shall be elected at the Branch Annual General Meeting by the local membership. All the activities of a Branch shall be in accordance with the Aims & Objects of the Association and it shall abide by its constitution.

16. Auditor

- The Accounts of the Association shall be audited by an auditor appointed at the Annual General Meeting.
- The Auditor so appointed shall have access to all books of accounts and other relevant documents and shall certify the yearly accounts.
- No person other than a qualified Accountant or a person pursuing a profession of an Auditor and Accountant with a sufficient experience in such profession shall be eligible for appointment.

17. Meetings

i. Council Meetings

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- The National Council shall hold at least six meetings during the year.
 - Upon requisition signed by at least one-third of the members of the National Council, the Hon. Gen Secretary shall call a special meeting within a fortnight of the receipt of such requisition to decide the matter contained therein.
- ii. Trustees' Meetings:
- The Board of Trustees shall hold at least three meetings during the year.
- iii. Extraordinary General Meetings
- a) Extraordinary General Meetings can be called by the National Council as and when necessary by giving 21 days' notice to the Members of such meetings.
 - b) Upon a requisition signed by not less than fifty members of the Association or by two-third members of the National Council, the Hon. Gen. Secretary, shall, within a month of his having received such a requisition convene such a meeting for the purpose of deciding file matter contained therein.
 - c) In the event of the Hon. Gen. Secretary neglecting to call the Extraordinary General Meeting as mentioned in Clause (17) (ii) (b), within a month after the requisition, the said signatories of the requisition shall themselves circulate fifteen days clear notice amongst the members of the Association and convene the meeting themselves stating the objects, place, date and time of such meeting.
- iv. Annual General Meeting:

Annual General Meeting, for which notice of at least fourteen days to be given, shall be held every year within three months following the end of the financial year for the purpose of:

- Receiving the Annual Report of the National Council.
- Receiving and approving of the Audited Annual Accounts.
- Electing the Office-bearers and Members of the National Council as per clause 12(i).
- Appointing the Auditor(s).
- Any other ordinary business with the permission of the Chairman (Any other specific item of business may be raised by first notifying in writing to the National Council through the Hon. Gen. Secretary for which at least 10 days' notice is required prior to the existing Annual General Meeting).

18. Quorum

- At all General Meetings, thirty members or twenty per cent of the registered members (whichever is the lower) shall form a quorum.

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- At a National Council meeting one third of the total membership of the National Council, for the time being, shall form a quorum.
- At a Board of Trustee's meeting one third of the total membership of the Trustees, for the time being, shall form a quorum.
- If a meeting commences with a quorum, any subsequent lack of a quorum during the proceedings shall not nullify any resolutions adopted during such proceedings.
- Any General Body or National Council or Trustee's meeting postponed for lack of a quorum shall be re-summoned on file date or time to be announced at the adjourned meeting and no quorum shall be necessary at the subsequent meeting so called. The notice of such a meeting shall be circulated to all the parties concerned by the Hon. Gen. Secretary, unless otherwise approved by the members present not to do so and in the case of an Extraordinary General Meeting as mentioned in Clause (17) (iii) (c), by the signatories of the requisition as per the Clause referred herewith. In the case of the Extraordinary General Meeting as mentioned in Clause (13) (iii), the notice of such a meeting shall be circulated by the Board of Trustees.

19. Board of Trustees

- The number of the trustees shall be fifteen, three of whom shall be elected or re-elected each year for a term of five years from amongst the members at an Annual General Meeting of the Association.
- No person other than those satisfying all the following requirements shall be eligible for the post of a trustee:
 - He shall be at least of thirty years of age (unless otherwise approved by the General Body).
 - He shall be normally a resident of the United Kingdom.
 - He shall be a person of high standing and responsibility with full devotion to the Memon community.
 - He shall have never been an undischarged bankrupt convicted of a serious criminal offence or of an unsound mind.
- All property('s) of the Association viz. mosques, land, buildings, investments or any other property acquired from time to time or given by Muslim philanthropists shall be vested in the Board of Trustees.
- The common seal shall be affixed to any deed, contract or agreement in the presence of at least five Trustees authorised by a unanimous Resolution of the Board of Trustees. Should a Trustee be absent from the UK, he shall delegate his authority by a valid power of attorney to one of the members of the National Council during a period of temporary absence from the United Kingdom not to exceed twelve months. The Common Seal of the Association shall be kept by the Hon. Gen. Secretary.

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- The office of the Trustee shall be considered vacant in the following circumstances:
 - Death.
 - Bankruptcy.
 - Lunacy.
 - Serious criminal conviction.
 - Resignation.
 - Continuous absence from the United Kingdom for a period of over twelve months.
 - Removal by a resolution duly passed at an Extraordinary General Meeting called for the purpose by a majority of not less than two-third of the members voting at such meeting.

19. Board of Trustees

- If and when any Trustee fails to attend two consecutive Trustees Meetings without a valid reason he shall be notified of this fact by the Hon. Gen. Secretary in writing on or before the calling of the 3rd meeting and if the Trustee, in spite of such notice and without a valid excuse, remains absent from such 3rd meeting he shall be considered automatically to have ceased to be a member of the Board of Trustees.
 - At the end of a five year term of office.
- vi. The Trustees shall have no power to buy, sell, charge or transfer any assets of the Association unless approved by the General body.

20. Special powers of the Trustees

- To convene meetings of the National Council and the General body.
- To take temporary charge of the affairs of the Association if they unanimously decide that the affairs are not being conducted by the National Council in the best interests of the Association and convene a General Meeting within one month thereafter and put the matter before the General Body.
- The Board of Trustees shall amongst itself elect a Chairman and a Secretary every year.
- To listen to any grievances brought against the office-bearers and/or members of the National Council, individually or severally and report their findings to the general body of file Association.

21. Dissolution



- A motion to dissolve the Association may only be made at an Extraordinary General Meeting called for the specific purpose and to effect a dissolution at least three-quarters of the members actually present and voting shall vote in favour of the dissolution.
- In the event of the Association being dissolved, the members present at the said Extraordinary General Meeting shall decide to transfer the excess of assets over all proper debts and liabilities to a charitable organisation having objects similar to those of the Association.

22. Amendments and Resolutions

Any resolution or any addition, alteration, deletion or amendment to the foregoing clauses must be notified to the Hon. Gen. Secretary at least thirty days before the ensuing General body meeting for circulation to the General body. Such resolution or amendment shall be approved with the consent of two-thirds of the members of the Association present at the General Meeting, provided that no such alteration shall alter the objects stated in Clause (3) hereof, nor authorise any act outside the ambit of Charity (as Charity is defined for legal purposes).

23. Interpretation of Constitution

In the event of there being any doubt regarding the interpretation of any part of this constitution the National Council's decision thereon shall be valid until and unless such decision is overruled by a resolution at a General Meeting.

Note: This constitution includes amendments carried at the AGM of the Association held on 26 April 1992 & the AGM held on 17th April 2015