

Constitution

Adopted on the 20th of July 2013.

PART 1

1. Adoption of the constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 this constitution.

2. Name

The association's name is:

Al Noor Foundation.

(and in this document it is called charity).

3. Objects

The charity's objects ('the objects') are:

Assist community develop educationally and professionally.

- (1) The focus will be on children, women and elderly who are currently deprived from education, food and shelter.
- (2) Organise parental workshops to highlight the importance of the children's education starting from the age of five years. Children who get behind in education at an early age tend to struggle to catch up later and lose interest in the education and end up involved in unwanted activities.
- (3) Organise career workshop seminars for youths to assist them to get proper jobs to prosper their choice of careers. This will involve bringing in various professionals and local companies representatives to guide the youths in these seminars.
- (4) Arrange adult educational classes to improve their basic education skills to improve communication and other needs.
- (5) Since we are living in a multi community society, hence there is a greater need for understanding each other's cultures, way of life and other festivals to enable to respect each other. We will provide platform and organise get together for various communities to learn these values.
- (6) Voluntaries will be encouraged to work with the charity and gain experiences, which could help them to get proper paid employment.

(Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities Act (Northern Ireland) 2008.

4. Application of income and property

- (1) The income and property of the charity shall be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses property incurred by him or her when acting on behalf of the charity.
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expenses in accordance with, and subject to the conditions in. Section 73F of the Charities Act 1993.
- (2) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee from receiving:
 - (a) a benefit from the charity in the capacity of a beneficiary of the charity.
 - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

5. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

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

unless the payment is permitted by sub-clause (2) of this clause, or authorised by of the court or the Charity Commission ('the Commission'). 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 charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person 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 charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the charity trustees.
- (e) A charity trustee or connected person may receive rent for premises let by trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable

and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The charity and its charity trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- (b) The amount or maximum amount of the payment for goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the charity to contact with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrange with him or her or it with regard to the supply of goods to the charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

(4) In sub-clause (2) and (3) of this clause.

- (a) 'the charity' includes any company in which the charity:
 - i. Holds more than 50% of the shares, or
 - ii. Controls more than 50% of the voting rights attached to the shares, or
 - iii. Has the right to appoint one or more trustees to the board of the company.
- (b) 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

6. Dissolution

- (1) If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- (2) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- (3) The trustees must apply any remaining property or money:
 - (a) directly for the objects;
 - (b) by transfer to any charity or charities for purposes the same as or similar to the charity;
 - (c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.

- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- (6) The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's account to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

7. Amendment of constitution

- (1) The charity may amend any provision contained in Part 1 of this constitution provided that:
 - (a) no amendment may be made that would have the effect of making the charity cease to be a charity at law.
 - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity.
 - (c) no amendment may be made to clause 4 or 5 without the prior written consent of the Commission;
 - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting and has already been approved by two thirds of the trustees.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

PART 2

8. Membership

- (1) Membership is open to individuals over eighteen or organisations who are approved by the trustees.
 - (a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
 - (b) The trustee's decision to accept or refuse a membership application is final.
- (2) Membership is not transferable to anyone else.
- (3) A membership fee is ten pounds per month.
- (4) The trustees must keep a register of names and addresses of the members which must be made available to any member upon request.

9. Termination of membership

Membership is terminated if:

- (1) The member dies or, if it is an organisation and ceases to exist;
- (2) The member resigns by written notice to the charity general secretary unless, after the resignation there would be less than two members;
- (3) Any sum due from the member to the charity is not paid in full within six months of it falling due.
- (4) The member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reason why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

10. General Meetings

- (1) The charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All accounts of the charity must be presented in this meeting to the members and approved by the majority of the members present in the meeting.
- (4) All general meetings other than annual general meetings shall be called special general meetings.
- (5) The trustees may call a special general meeting at any time.
- (6) The trustees must call a special general meeting if requested to do so in writing by one third of the membership. The request must state the nature of the business that is to be discussed if the trustees fail to hold the meeting within twenty- eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.
- (7) On the fourth anniversary of the charity (starting from the date the constitution is adopted) an annual general meeting must be held within a month of the actual fourth anniversary date.
 - (a) Before the start of this meeting all the officers who are also trustees of the charity will resign from their positions, but may get re-elected during the meeting.
 - (b) During this meeting, the officers who will also be the trustees of the charity will be elected for the next term. The term here means four years.

11. Notice - Related to General Meeting

- (1) The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the trustees in writing.

12. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is one third of members entitled to vote upon the business to be conducted at the meeting;
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
- (5) The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their members to chair the meeting.

14. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

15.Votes

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.
- (3) A member is only entitled to vote if his membership is not in arrears and has been member of the charity for at least three months.

16.Representatives of other bodies

- (1) Any organisation that is member of the charity may nominate any person to act as its representative at any meeting of the charity.
- (2) The organisation must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.
- (3) Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

17.Officers and Trustees

- (1) The charity and its property shall be managed and administered by a committee comprising the officers in accordance with this constitution. The officers shall be the trustees of the Charity and in this constitution are called 'the trustees'.
- (2) The charity shall have the following officers
 - (a) A Chair,
 - (b) A Vice Chair,
 - (c) A General Secretary,
 - (d) Information Secretary,
 - (e) A Treasurer,
 - (f) Funding Manager,
 - (g) Scrutiny committee chair.
- (3) A candidate for an officer must have been a member of the charity for at least three months, except for the officers elected at the time when this constitution is adopted or the nominated representative of an organisation that is a member of the charity again the organisation must have been member of the charity for at least three months.
- (4) No one may be appointed an officer if he or she would be disqualified from acting under the provisions of clause 20 or has criminal record.
- (5) An officer may not appoint anyone to act on his or her behalf at meetings of the officers.
- (6) The officers will hold regular meetings and during the meeting each officer will report the progress made since the last meeting was held.

- (7) If an officer is not performing or is not able to spare time for the charity, the rest of the charity officers may replace him or her by electing a new officer from the members. The new officer will be elected by the simple majority of the trustees.
- (8) An officer is not performing will be determined by the majority of the trustees in the meeting where regular progress is reported. This will be the decision of the simple majority of the trustees.
- (9) The tasks required to be performed by each officer are documented in Appendix A.

18.Appointment of trustees

- (1) The elected charity officers will be the charity trustees.
- (2) The trustees elected when this constitution is adopted will be known as the 'founder trustees'.
- (3) The founder trustees will remain trustees for the next four years to ensure the charity is established and running smoothly and systematically and heading to the direction of achieving the goals that are the vision of the founder trustees.
- (4) Each of the trustees shall retire with effect from the conclusion of the 4th annual general meeting of the charity, which shall also be the general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

19.Powers of trustees

- (1) The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
 - (a) To raise funds, in doing so the trustees must not undertake any taxable permanent trading activities and must comply with any relevant statutory regulations:
 - (b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) To sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power , the trustees must comply as appropriate with sections 36 and 37 of the charity Act 1993, as amended by the Charities Act 2006;
 - (d) To borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 38 and 38 of the Charities Act 1993, as amended by the Charities Act 2006, if they intend to mortgage land.
 - (e) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
 - (f) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - (g) To acquire, merge with or enter into any partnership or joint venture arrangements with any other charity formed for any of the objects;
 - (h) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) To obtain and pay for such goods and services as are necessary for carrying out the work of the charity;

- (j) To open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegates the management of funds 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;
 - (k) To do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

20. Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

- (1) Is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) Ceases to be a member of the charity;
- (3) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) Resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (5) Is absent without the permission of the trustees from all their meeting held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

21. Proceedings of trustees

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) The general secretary must call a meeting of the trustees if requested to do so by chair or at least threetrustees.
- (3) Questions arising at a meeting must be decided by a majority of votes.
- (4) In the case of an equality of votes, by the person who chairs the meeting shall have a second or casting vote.
- (5) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (6) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.
- (7) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (8) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (9) The person elected as the Chair shall chair meeting of the trustees.

- (10) If the chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their members to chair that meeting.
- (11) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (12) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (13) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

22. Conflicts of interests and conflicts of loyalties

A charity trustees 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 charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- (2) Absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Any charity trustee absenting himself or herself from any discussion 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.

23. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - (a) Who is disqualified from holding office;
 - (b) Who had previously retired or who had been obliged by this constitution to vacate office;
 - (c) Who was not entitled to vote on the matter, whether by reason of a conflict of interest or g otherwise;

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

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 22 (Conflict of interests and conflicts of loyalties).

24. Delegation

- (1) The trustees may delegate any of their powers or function to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The trustees may impose conditions when delegating, including the conditions that:
 - (a) The relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) No expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

25. Irregularities in proceedings

- (1) Subject to sub-clause (2) of this clause, all acts by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of trustee:
 - (a) A Who was disqualified from holding office;
 - (b) Who had previously retired or who had been obliged the constitution to vacate office;
 - (c) Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;If, without:
 - (d) The vote of that trustee; and
 - (e) That trustee being counted in 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 of of a committee of trustees if the resolution would otherwise have been void.
- (3) No resolution or act of
 - (a) The trustees
 - (b) Any committee of the trustees
 - (c) The charity in general keep minutes of meeting shall be invalidated by reason of the failure to give notice to any trustee or member or reason of any procedural defect in the meeting unless it is shown that the failure of defect has materially prejudiced a member or the beneficiaries of the charity.

26. Minutes

The trustees must keep minutes of all:

- (1) Appointments of officers and trustees made by the trustees;

- (2) Proceedings at meetings of the charity;
- (3) Meetings of the trustees and committees of trustees including:
 - (a) The names of the trustees present at the meeting ;
 - (b) The decisions made at the meetings; and
 - (c) Where appropriate the reasons for the decision.

27. Accounts, Annual Report, Annual Return

- (1) The trustees must comply with their obligations under the Charities Act 1993 with regard to:
 - (a) the keeping of accounting records for the charity;
 - (b) the preparation of annual statements of accounts for the charity ;
 - (c) the transmission of the statements of accounts to the commission;
 - (d) the preparation of an Annual Report and its transmission to the Commission;
 - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

28. Registered particulars

The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

29. Property

- (1) The trustees must ensure the title to:
 - (a) All land held by or in trust for the charity that is not vested in the Official Custodian of Charity; and
 - (b) All investments held by or on behalf of the charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.
- (3) The trustees may remove the holding trustees at any time.

30. Repair and insurance

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and

insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

31. Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) The charity may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope notice addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- (4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (6) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (7) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

32. Rules

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;

- (d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
 - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The charity in general meeting has the power to alter, add to or repeat the rules or bye-laws.
 - (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
 - (5) The rules or bye-laws shall be binding on all members of the charity. No rules or bye-law shall be inconsistent with, or shall affect or repeat anything contained in, this constitution.

33. Disputes

If dispute arises between members of the charity about the validity or property 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.

34. Voluntaries

Number of voluntaries will be recruited to assist with the charity programs.

- (1) The details of the voluntaries assisting the charity programs will be recorded together with the type of work carried out by them.
- (2) The voluntaries will be assisted with any required references for the work carried out for the charity.
- (3) The provided references may help the voluntaries to gain employment or may help them with any other application.

35. Interpretation

In this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within paragraph (1) above.
- (3) a person carrying on business in partnership with the trustee or with any person falling within paragraph (1) or (2) above.
- (4) an institution which is controlled –
 - (a) by the trustee or any connected person falling within paragraph (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-paragraph (4) (a), when taken together

(5) a body corporate in which –

(a) the charity trustee or any connected person falling within paragraph (1) to (3) has a substantial interest;

(b) two or more persons falling within sub-paragraph (5)(a) who, when taken together, have a substantial interest.

(6) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this clause.

Signatures of the Officers who are also trustees of the charity:

Chair: Signature:

Full Name:

Vice Chair: Signature:

Full Name:

General Secretary: Signature:

Full Name:

Information Secretary: Signature:

Full Name:

Treasure: Signature:

Full name:

Funding Manager: Signature:

Full name:

Scrutiny Officer: Signature:

Full Name:

Appendix A

Officers Task Description

Chair:

- (1) Ensure the charity is running smoothly and progressing as per the constitution.
- (2) Call regular trustees meeting to receive each officer's progress report and discuss if any of the officer encountered any problem while carrying out their tasks. If any officer did encounter problems while carrying out their task, chair needs to resolve these problems probably with the assistance of rest of the officers. The guide line on regular meeting is one in every four to six weeks.
- (3) If any officer is not performing or is not attending meetings, the chair will discuss this with the rest of the officers during the regular meeting and the majority of the officers decide if this officer should be given further time to improve his or her progress or he or she should be replaced by one of the member.
- (4) The chair will chair each meeting unless he is not present in the meeting. If the chair is not present the vice chair will chair the meeting. If the vice chair is also not present any other officer may chair the meeting with the consent of the majority of the officers present.
- (5) While chairing the meeting, the chair must conduct the meeting according to the constitution.
- (6) Co-ordinate with the general secretary when arranging seminars and workshops as mentioned in the objects.

Vice Chair:

- (1) The primary task of the vice chair is to assist the chair with all his duties.

General Secretary:

- (1) Once requested by chair or trustees as per the constitution to call a meeting (regular or general), he must call the meeting in accordance with the rules in the constitution.
- (2) Records the meeting minutes during the meeting and keeps stores them safely for a future references once approved in the meetings.
- (3) Assist the person chairing any meeting (general or regular).
- (4) Assist the chair for day to day running and progressing of the charity.
- (5) Manage the stage in any general or special meeting.
- (6) Manage seminars and workshops as described in the objects (clause 3).

Information Secretary:

Responsible for communicating information from the charity to the community vice a versa.

- (1) Publicise the charity programs and events to the community. This may be using the media, web technology or any other appropriate tool.
- (2) Seek the opinion of the community members about the charity and pass the gathered information to the charity during the meetings. The information may be gathered by talking to the community members, web technology or by any other tool.
- (3) Assist the other officers during any seminar or workshop held by the charity.

Treasure:

Manage all the finance of the charity

- (1) When paying for any purchases of goods or services, ensure it has been approved or delegated by the majority of the officers in the officers meeting.
- (2) Ensure all the incoming funds, donations, tuition fees from parents or membership fees received are banked as quickly as possible.
- (3) Ensure all the receipts for all expenditure are kept safely for the future references and accounting purposes.
- (4) Ensure all the copies of the issued receipts for incoming finance and stored for references and accounting purposes.
- (5) Present charity accounts to the charity meetings and have them approved by the officers in the officers meeting and by the charity members in the general meetings.
- (6) Once the accounts are approved by the charity members in a general meeting they are forwarded to the Charity Commission.

Funding Manager:

Plan funding for the charity.

- (1) Arrange charity fund raising events.
- (2) Seek sponsorships from the business
- (3) Promote charity membership.
- (4) Seek and apply for any appropriate fund available from any government departments.

A

Scrutiny Officer:

- (1) Scrutinise all the processes carried out by the officers and ensure they are carried out efficiently and honestly.
- (2) Arrange to audit the charity accounts by an external auditor before the treasurer presents them to the general meeting.

End of appendix A.