

Articles of Association for Markaz Elmi Wal-Imaan

I. Interpretation

1. Definitions: In these Articles, unless the context otherwise requires:

- "The Company" means Markaz Elmi Wal-Imaan, a company limited by guarantee and not having a share capital.
 - "The Act" means the Companies Act 2006, as amended.
 - "The Trustees" means the persons for the time being appointed as trustees of the Company.
 - "The Members" means the members of the Company.
 - "Charitable Purposes" means the purposes set out in Clause 3 (Objects and Charitable Purposes) of the Company's Memorandum of Association.
- 2. Headings:** The headings in these Articles are for convenience only and do not affect interpretation.
- 3. Number and Gender:** Words importing the singular include the plural and vice versa and words importing the masculine include the feminine and vice versa.
- 4. Governing Law:** These Articles are governed by and construed in accordance with the laws of England and Wales.

II. Members

- 1. Membership:** The Company shall have members.
- 2. Eligibility:** Any person who subscribes to the Memorandum of Association and the objects of the Company and is willing to support its activities may be admitted to membership of the Company.
- 3. Application for Membership:** An application for membership shall be made in writing to the Trustees.
- 4. Admission of Members:** The Trustees shall have absolute discretion to admit or reject any application for membership.
- 5. Resignation of Membership:** A member may resign their membership by giving written notice to the Trustees.
- 6. Removal of Members:** A member may be removed from the Company by the Trustees by resolution passed at a meeting of the Trustees, if in their opinion, the member has:
- Ceased to subscribe to the objects of the Company.
 - Failed to comply with these Articles.
 - Acted in a manner prejudicial to the interests of the Company.

7. **Rights and Responsibilities of Members:** Each member shall have the right to:
 - Attend and vote at general meetings of the Company.
 - Receive copies of the annual report and accounts of the Company.
 - Propose resolutions for consideration at general meetings.
8. **Termination of Membership:** Membership of the Company shall cease on death, resignation, or removal.

III. Trustees

1. **Number of Trustees:** The Company shall have at least three and no more than nine trustees.
2. **Appointment of Trustees:**
 - The first trustees shall be appointed by the subscribers to the Memorandum of Association.
 - Subsequent trustees shall be appointed by the Trustees by resolution passed at a meeting of the Trustees.
3. **Removal of Trustees:** A trustee may be removed from office by the Trustees by resolution passed at a meeting of the Trustees, if in their opinion, the member has:
 - Been guilty of gross misconduct or failure to perform their duties.
 - Become bankrupt or insolvent.
 - Been convicted of an offence involving dishonesty or moral turpitude.
 - Acted in a manner prejudicial to the interests of the Company.
4. **Resignation of Trustees:** A trustee may resign their office by giving written notice to the Trustees.
5. **Vacancies:** Any vacancy in the office of a trustee shall be filled by the Trustees as soon as reasonably practicable.
6. **Powers and Duties of Trustees:** The Trustees shall have all the powers and duties necessary for the management and administration of the Company, including but not limited to:
 - Implementing the Company's charitable purposes.
 - Appointing and overseeing staff.
 - Fundraising and managing finances.
 - Reporting to the members and the Charity Commission.
 - Ensuring compliance with legal and regulatory requirements.
7. **Meetings of Trustees:**

- The Trustees shall meet at least once a year.
 - Additional meetings may be called by the Chairperson or any two Trustees.
 - **Quorum:** Three Trustees shall constitute a quorum at a meeting of the Trustees.
 - **Decisions:** Decisions at meetings of the Trustees shall be made by a majority vote of the Trustees present and voting.
8. **Remuneration and Expenses of Trustees:** Trustees may be entitled to reasonable reimbursement for expenses incurred in carrying out their duties. However, they may not receive any remuneration for their services unless permitted by the Charity Commission.
9. **Disqualification of Trustees:** A trustee shall not vote on any matter in which they have a direct or indirect personal interest.
10. **Secretary:** The Trustees may appoint a secretary from among their number or from another person who is a member of the Company.

IV. Meetings and Voting

1. **General Meetings:** The Company shall hold an annual general meeting of members within 12 months.

V. Details of Directors

Director name	Position	Signature	Date
Mrs Muna Ahmed Mohamed	Director	Muna	03/07/2017
Ms Iqbal Cali	Director	Iqbal	03/07/2017
Mrs Deka Hussein	Secretary	Deka	03/07/2017