WORLD MEMON ORGANISATION
CHARITABLE FOUNDATION

CONSTITUTION

In The Name of Allah, the Most Gracious, the Most Merciful

CONSTITUTION

OF THE

WORLD MEMON ORGANISATION CHARITABLE FOUNDATION

INTRODUCTION

REPRESENTATIVES of the World Memon Community comprising social workers, scholars, industrialists, businessmen and professionals who attended the First Memon International Convention which was convened by the late Haji Abdul Latif Ebrahim Jamal, the late A. Razak Sorotia (Tasty), the late Mr Adam Noor, the late Aboobaker Cassim and the late Haji A. Razzak Yaqoob Gandhi 'ARY' in Dubai on the 28th and 29th April 2001,

UNANIMOUSLY RESOLVED that an International Organisation of Memons be formed for the upliftment and advancement of the World Memon Community in all aspects of life under the guidance of Islamic principles.

A STEERING COMMITTEE was formed to prepare a draft Constitution for the World Memon Organisation for approval at the Second Memon International Convention which was held in Dubai on the 30th and 31st March 2002.

THE SECOND MEMON INTERNATIONAL CONVENTION hosted the Inaugural General Assembly Meeting of the World Memon Organisation which was attended by members of the World Memon Organisation and their representatives from around the world, who

UNANIMOUSLY ACCORDED their approval of the first World Memon Organisation Constitution on the 31st March 2002. The World Memon Organisation Charitable Foundation was subsequently established as a registered charity on the 8th January 2004 in order to assist with the implementation of the World Memon Organisation's charitable activities.

THE TWELFTH MEMON INTERNATIONAL CONVENTION unanimously decided to:

- unify the two organizations by merging the World Memon Organisation with the World Memon Organisation Charitable Foundation;
- to transfer directly membership of the World Memon Organisation to membership of the World Memon Organisation Charitable Foundation; and
- to assign to the World Memon Organisation Charitable Foundation the working names of "the World Memon Organisation" and "the WMO".

The members of the World Memon Organisation Charitable Foundation and their representatives from around the world who attended the Convention, which was held at the Sandton Convention Centre, Johannesburg, South Africa, on the 08 of November 2014,

UNANIMOUSLY ACCORDED their approval of the new Constitution of the World Memon Organisation Charitable Foundation (hereinafter referred to by its working names, "the World Memon Organisation" and "the WMO") which appears in the following pages on the 08 of November 2014.

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MISSION STATEMENT

The Mission of the World Memon Organisation Charitable Foundation ("the WMO") is to act as the central Memon organisation representing the Memon community throughout the world and to promote the advancement, upliftment, unity, welfare and well-being of all Memons in particular and all Muslims in general in the world in all aspects of life and at all times in accordance with and under the guidance of Islamic principles.

وَٱعْتَصِمُوا۟ بِحَبْلِ ٱللَّهِ جَمِيعًا وَلَا تَفَرَّقُوا۟

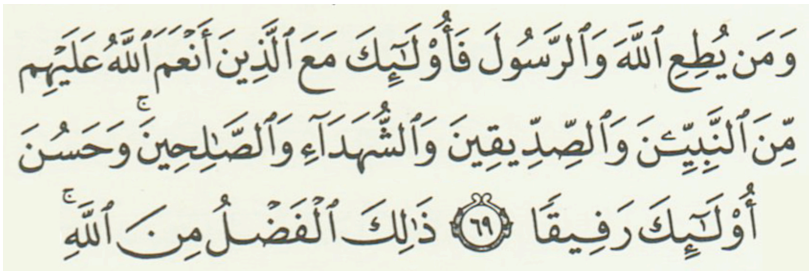
"Hold fast to the rope of Allah all together, and do not separate."

The Noble Qur'an, 3:103

وَتَعَاوَنُوا۟ عَلَى ٱلْبِرِّ وَٱلتَّقْوَىٰ ۖ وَلَا تَعَاوَنُوا۟ عَلَى ٱلْإِثْمِ وَٱلْعُدْوَٰنِ

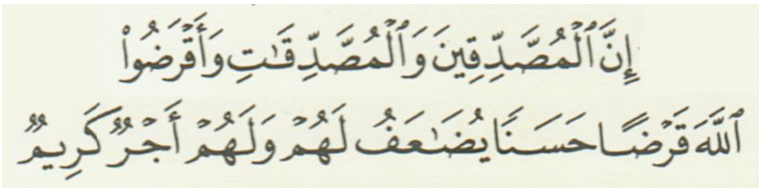
"Help each other to goodness and taqwa
and do not help each other to wrongdoing and enmity."

The Noble Qur'an, 5:2


وَمَن يُطِعِ ٱللَّهَ وَٱلرَّسُولَ فَأُو۟لَٰٓئِكَ مَعَ ٱلَّذِينَ أَنْعَمَ ٱللَّهُ عَلَيْهِم
مِّنَ ٱلنَّبِيِّـۧنَ وَٱلصِّدِّيقِينَ وَٱلشُّهَدَآءِ وَٱلصَّٰلِحِينَ ۚ وَحَسُنَ
أُو۟لَٰٓئِكَ رَفِيقًا ﴿٦٩﴾ ذَٰلِكَ ٱلْفَضْلُ مِنَ ٱللَّهِ ۚ

"Whoever obeys Allah and the Messenger will be with those whom Allah has blessed:
– the Prophets and the truly sincere, the martyrs and the righteous.
What excellent company such people are. That is favour from Allah."

The Noble Qur'an, 4:69


إِنَّ ٱلْمُصَّدِّقِينَ وَٱلْمُصَّدِّقَٰتِ وَأَقْرَضُوا۟
ٱللَّهَ قَرْضًا حَسَنًا يُضَٰعَفُ لَهُمْ وَلَهُمْ أَجْرٌ كَرِيمٌ

"The men and women who give sadaqa and make a good loan to Allah
will have it increased for them and they will have a generous reward."

The Noble Qur'an, 57:18

Hakim ibn Hazim related that the Messenger of Allah @ said, "The best kind of sadaqa is that which is given when you are rich, and the upper hand is better than the lower hand, and start with those for whom you are responsible." (**Sunan an-Nasa'i, III:2544**)

Abdullah ibn Umar related that the Messenger of Allah @ said from the mimbar when mentioning sadaqa and refraining from asking, "The upper hand is better than the lower hand. The upper hand is the one which expends, and the lower one is the one which asks." (**Al-Muwatta Imam Malik, 58:2**)

Salman ibn Amir related that the Prophet @ said, "Giving in charity to a poor person is sadaqa and giving to a relative is two things: sadaqa and maintaining ties of kinship." (**Sunan an-Nasa'i, III:2583**)

Jabir related that the Messenger of Allah @ said, "Start with your own self and spend it on yourself, and if anything is left it should be spent on your family, and if anything is left it should be spent on relatives, and if anything is left it should be spent on this and on this and on this," and he was saying, "in front of you and on your right and on your left." (**Sahih Muslim, II.367:2183**)

Abu Hurayra related that the Messenger of Allah @ said, "There are seven whom Allah will shade in His shade on the day on which there is no shade except His shade: a just imam, a youth who grows up worshipping Allah, a man whose heart is attached to the mosque when he leaves it until he returns to it, two men who love each other in Allah and meet for that and part for that, a man who remembers Allah when he is alone and his eyes overflow with tears, a man who refuses the approaches of a noble, beautiful woman, saying 'I fear Allah', and a man who gives sadaqa and conceals it so that his left hand does not know what his right hand gives." (**Al-Muwatta Imam Malik, 51:5.14**)

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CONSTITUTION

OF THE

WORLD MEMON ORGANISATION CHARITABLE FOUNDATION ('THE WMO')

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C O N S T I T U T I O N

OF THE

WORLD MEMON ORGANISATION CHARITABLE FOUNDATION

OVERVIEW

Background of the Memon community:

THE ORIGIN of the Memons as a community dates back several hundred years, when a few hundred families of Sindh (now a province of Pakistan) in the Indo-Pak sub-continent, accepted Islam. The word 'Memon' is derived from the word 'Momin' (possessor of Iman, or believer), which later became the designation of millions of followers of Islam.

There are over a million Memons in the world today. Wherever they are settled, the Memons have established their roots – as an enlightened progressive community of people. Their collective effort in establishing this body is to provide a source of inspiration and assistance for succeeding generations.

Definition of a Memon:

A MEMON is a Muslim person born within a Memon family which traces its ancestry back to the descendants of the community originating from Sindh whose members first embraced Islam, including Halai Memons, Okhai Memons, Sindhi Memons, Katchi Memons, Kathri, Tharati, Nasarpuria and others.

Declaration of Principles:

The World Memon Organisation Charitable Foundation ("the WMO") shall be, insh'Allah:

1. an accord of Memon organisations, institutions, corporate bodies, associations, jama'ats and individuals which are established in different parts of the world;
2. an independent body, informed and guided by the Holy Qur'an and the Sunnah of the Prophet Muhammad, may Allah bless him and grant him peace, in all its aims, objectives, policies and procedures with a view to promoting and facilitating consultation, co-operation and co-ordination in Memon community affairs throughout the world;

3. a broad-based, representative organisation of Memons, accommodating and reflecting the diversity of the social, cultural and international backgrounds of the entire Memon community;

4. a body that shall endeavour to formulate, implement and utilise its policies and decisions on the basis of broad consensus and the largest practicable measure of common agreement;

5. a body that shall endeavour to utilise the talents and specialist skills of its individual members and the strengths and resources of its organised bodies in preparing the case for and advocating the responsibilities and rights of Memons in particular and Muslims generally worldwide;

6. a non-sectarian and non-political body working for the common good while recognising the independence and autonomy of individuals and organisations and their respective works in the community of their domicile.

GENERAL

1. Preamble:

We, the Board of Trustees of the World Memon Organisation Charitable Foundation (hereinafter called "the WMO"), on behalf of

(a) all the duly elected Office Bearers of the WMO; and on behalf of

(b) all the duly *elected* and *appointed* Members of the Management Committee of the WMO; and on behalf of

(c) all the Members of the WMO:

1.1 **Aspiring** to be a community "enjoining what is right, forbidding what is wrong, and believing in Allah," (*Qur'an*, 3:110);

1.2 **Dedicated** to the injunction to "Hold fast to the rope of Allah all together, and do not separate," (*Qur'an*, 3:103);

1.3 **Committed** to "Help each other to goodness and taqwa," and "not to help each other to wrongdoing and enmity," (*Qur'an*, 5:2);

1.4 **Hereby adopt this Constitution on this …….. day of …….. 201….**

1.5 **Subject** to the matters set out below the World Memon Organisation Charitable Foundation ("the WMO") shall be administered and managed by its duly appointed and elected Management Committee and its duly elected Office Bearers in accordance with this Constitution and with any Rules and Standing Orders formulated by virtue of the provisions contained herein.

2. Name:

2.1 The name of the Company is
World Memon Organisation Charitable Foundation
(hereinafter called "the WMO").

3. Legal Status:

3.1 The WMO is a non-profit-making organisation incorporated by guarantee and not having a share capital registered as a charity with the Charity Commission of England and Wales.

4. Registered Office:

4.1 The Registered Office of the WMO shall be situated in England and Wales.

5. Liability of Members:

5.1 The liability of the WMO members is limited.

5.2 Every member of the WMO undertakes to contribute such amount as may be required (not exceeding £10.00) to the WMO's assets if it should be dissolved while he or she is a member or within one year after he or she ceases to be a member, towards :

5.2.1 payment of the WMO's debts and liabilities incurred before he or she ceases to be a member, and

5.2.2 the costs, charges and expenses of winding up, and

5.2.3 the adjustment of the rights of the contributories among themselves.

OBJECTS AND POWERS

6. Objects:

6.1 The objects of the WMO ("the Objects") are throughout the world specifically restricted to promoting and advancing:

6.1.1 the religious, technical and professional, general and further education of all Memons in particular and all Muslims in general, including but not restricted to education concerning the cultural and religious identity, customs and language of the world wide Memon community;

6.1.2 the relief of poverty, sickness, distress and suffering of any persons who are in need irrespective of their race, caste, nationality and creed, but with a preference for Memons over non-Memons;

6.1.3 the provision of recreational facilities and activities in the interests of social welfare with the object of improving the conditions of life for those Memons and non-Memons in need of such facilities;

6.1.4 the advancement of the faith and religious practices of Islam, in accordance with the Qur'an and the Sunnah, amongst the worldwide Memon community in particular and members of the public in general;

6.1.5 the advancement of both religious and racial harmony for the benefit of the public by:

(a) promoting knowledge and mutual understanding between different religious and racial groups;

(b) advancing education and raising awareness about different religious and racial groups in order to promote good relations between persons belonging to different religious and racial groups;

(c) working towards the elimination of discrimination on the grounds of religion and race; and

6.1.6 such other charitable objects as the Board of Trustees may from time to time think fit for the benefit of the world wide Memon community, *provided always* that these are in harmony with the Qur'an and the sahih hadiths.

7. General Powers:

In furtherance of the Objects – including any exclusively charitable object that may from time to time be duly approved by the Board of Trustees after consultation with the General Assembly – the WMO, through its Board of Trustees (hereinafter referred to as "the BOT") and its duly appointed and elected Management Committee (hereinafter referred to as "the MC") and its duly elected Office Bearers (hereinafter referred to as "the Executive Committee" or "the ExeCom"), may exercise the following general powers:

7.1 to establish and assist in establishing any activity, project, programme or scheme which will assist and promote the realisation and fulfilment of the Objects, including the provision in the interests of the WMO's beneficiaries of any exclusively charitable social welfare and religious activities and projects, including the teaching of the Holy Qur'an and the Sunnah of the Prophet Muhammad, may Allah bless him and grant him peace, so as to advance their spiritual, mental, physical and social well-being; SO THAT

7.2 by the exercise of these powers the WMO may encourage and promote unity, understanding and tolerance within the Memon community for the common good; and PROVIDED THAT

7.3 none of the said assistance and relief provided by the WMO shall be used for political purposes or to influence the political situation or government of any country;

7.4 to hold or assist in holding educational classes, lectures, training programmes, courses, seminars, meetings, conferences, social, religious and cultural events and activities and exhibitions and prayer gatherings, in order to learn more about and embody the teachings and cultural heritage of Islam and publish the useful results thereof;

7.5 to provide in the interests of the Memon community's social welfare, facilities for recreation and other leisure-time occupations, being facilities:

(a) of which those persons have need by reason of their youth, age, infirmity or disablement, poverty, or social and economic circumstances; and

(b) which will improve the conditions of life for such persons, by promoting their spiritual, mental, physical and social well-being;

7.6 to provide in the interests of the Memon community's social welfare, facilities for and assistance in the conduct and administration of Muslim festivals, Muslim marriages, Muslim births, Muslim divorces, Muslim funerals and Muslim wills and inheritance, including advice and counselling;

7.7 to relieve members of the Memon community who are in need by reason of their youth, age, infirmity, disablement, poverty, or social and economic circumstances, or ignorance by means of creating and facilitating the provision of opportunities for employment and enterprise, in order to develop the human resources of the Memon community;

7.8 to facilitate the provision of welfare for orphans, the destitute and other needy members of the Memon community, including widows and single mothers;

7.9 to promote and recognise the status of women, by providing them with employment, education and training, in order to enable them to participate more fully in the development of their families and the Memon community;

7.10 to create and facilitate the provision of medical and health care facilities;

7.11 to promote and facilitate the eradication of any economic and social disadvantages and any form of discrimination experienced in particular by Memons and in general by Muslims;

7.12 to establish or support any charitable trusts, associations, organisations or institutions formed for all or any of the charitable purposes included in the Objects;

7.13 to promote, encourage or undertake organised research, surveys and investigations in furtherance of the Objects and publish the useful results thereof;

7.14 to cause to be written and print, publish, issue and circulate, gratuitously or otherwise, any reports or papers, periodicals, books, pamphlets, leaflets, or other documents, films, recorded tapes or disks, whether audio, or visual, or both, including periodical reports on the work of the WMO;

7.15 to procure, provide and disseminate information on all matters relating to the Objects and to exchange such information and advice and co-operate with other charities, associations, bodies, voluntary bodies, statutory authorities and

individuals operating in furtherance of the Objects or similar charitable purposes;

7.16 subject to any consents required by law, to establish, acquire or utilise any internet, radio, or television network, including all premises, equipment and personnel as are necessary for the proper pursuit of the Objects;

7.17 subject to any consents required by law, to promote, assist, produce and broadcast advertisements, public appeals, programmes and newscasts for transmission via any modern audio-visual means of communication in furtherance of the Objects;

7.18 with reference to *Article 8 below*, to accept any donations, contributions, grants, subsidies and bequests from philanthropists, donors and donor agencies, grants commissions and any other such individuals or organisations for the advancement and promotion of the Objects;

7.19 subject to any consents required by law, to borrow, lend, invest, or donate money **PROVIDED THAT** no usurious transaction is entered into as defined by the Shari'ah;

7.20 subject to *Articles 10* and *11 below* to borrow or utilise any money, equipment, facility, service, or property on such terms as the Members of the BOT or of the MC shall think fit;

7.21 with reference to *Article 9 below*, to employ such staff and agents, who shall not be Members of the BOT or Members of the MC of the WMO, as are necessary for the proper pursuit of the Objects and to make provision for the proper remuneration of any such persons including power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of the WMO's employees and their widows, widowers and other dependants;

7.22 with reference to *Articles 10* and *11 below*,

(a) subject to any consents required by law, to construct, buy, sell, charge, let, lease, exchange, or otherwise dispose of all or any part of the property or assets of the WMO, and in exercising this power, the WMO must comply as appropriate with *Part 7* of the *Charities Act 2011*;

(b) subject to any consents required by law, to construct, acquire, alter and improve any property in the name of the WMO and maintain and equip the same;

(c) subject to any consents required by law, to act as a holding trustee for property situated in the United Kingdom and elsewhere;

7.23 with reference to *Articles 11* and *39–40 below*,

(a) subject to any consents required by law, to borrow, lend, invest, or donate money **PROVIDED THAT** no usurious transaction, including charging interest, is entered into as defined by Islamic teachings;

(b) to borrow or utilise any money, equipment, facility, service or property, on such terms as the BOT and/or the MC shall think fit;

(c) to set aside income as a reserve against future expenditure, but only in accordance with a written policy about reserves;

7.24 with reference to *Articles 12, 37* and *44 below*,

(a) to appoint and constitute such advisory and specialist committees and working groups as the BOT and/or the MC may think fit;

(b) to make such Rules and Standing Orders as the MC shall formulate and the BOT approve and adopt, as they shall from time to time in their discretion think fit for the management of the WMO and all or any of its activities and projects and from time to time to rescind or vary such Rules and Standing Orders;

(c) to pay any premium in respect of any indemnity insurance to cover the liability of the Members of the BOT and the Members of the MC (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the WMO **PROVIDED THAT** any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Members of the BOT and the Members of the MC (or any of them) knew to be a breach of trust or breach of duty or which was committed in reckless disregard of whether it was a breach of trust or breach of duty or not;

7.25 with reference to *Articles 13–22 below*, to establish **eight** levels of membership;

7.26 with reference to *Articles 23–34 below*, to appoint and establish, after due consultation with the General Assembly, a Secretariat and a Management Committee ("the MC") whose Office Bearers shall be known collectively as the Executive Committee ("the ExeCom");

7.27 with reference to *Article 25 below*, to establish where necessary one or more Regional Chapters, all such Regional Chapters to be administered by its Regional Management Committee (hereinafter called an "RMC") in accordance with:

(a) the provisions of this Constitution;

(b) any Rules and Standing Orders formulated by the MC and approved and adopted by the BOT from time to time;

(c) any Rules and Regulations for Regional Chapters formulated by the MC and approved and adopted by the BOT from time to time; and

(d) with the understanding that the BOT and the MC shall at all times retain the power to take any such action as they consider necessary in respect of any decisions, acts and proceedings of any Regional Chapter and **PROVIDED THAT** all decisions, acts and proceedings of all such Regional Chapters shall be fully and promptly reported to the MC;

7.28 to do all such other lawful things as are necessary for the promotion and achievement of the Objects.

8. Power to Collect Funds and Assets:

8.1 In furtherance of the Objects but not otherwise the WMO may exercise the following powers :

8.1.1 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and operate bank accounts in the name of the WMO;

8.1.2 to raise, collect and receive money, funds and chattels of any description from any organisation, person or persons whomsoever by way of contributions, donations, legacies, interest free loans, subscriptions, grants, payroll giving and any other lawful method including public appeals through the media (with any consents as by law required) and to accept and receive

gifts of property of any description (whether subject to any special trusts or not) **PROVIDED THAT** in raising such funds and assets the WMO shall not undertake any substantial permanent trading activities and shall comply with any relevant statutory regulations;

8.1.3 to accept any of the aforementioned contributions, donations, legacies, grants and gifts of funds, chattels and property on any special trusts in connection with the WMO, so that any contribution, donation, legacy, grant or gift so accepted shall be held subject to the terms and conditions of the gift;

8.1.4 to levy and collect fees, contributions, subscriptions and charges from members and any other persons or organisations affiliated to the WMO;

8.1.5 to pay out of the funds of the WMO the costs, charges and expenses of and incidental to the formation, registration and legal regulation of the WMO, both as a company and as a charity;

8.2 Subject to *Article 8.5 below*, the income and assets of the WMO shall be applied solely towards the promotion of the Objects, including the purchase of land and premises both for the use of the WMO and in order to generate income, and the maintenance, repair, insurance and general upkeep of the same and the payment of all outgoings, including the payment of the administrative staff thereof and the general expenses of carrying on and managing the same, including the payment of any telephone, office stationery and equipment, electricity, gas and water bills and any rates and taxes of an annual or recurring nature payable in respect of the aforesaid land and premises.

8.3 Where the aforementioned funds and gifts are accepted on any special trusts as mentioned in *Article 8.1.3 above*, or are collected and received to relieve distress and need caused by any specific accident or disaster, or for any particular activity, project or aid scheme initiated and co-ordinated by the WMO, then such funds and gifts shall be allocated and distributed accordingly.

8.4 In the event of there being any surplus after the terms and conditions of any special trust have been met, or after the distress and need have been relieved, or after the activity, project or aid scheme has been completed, in accordance with *Article 8.3 above*, then any such surplus shall be applied in accordance with the Objects as the MC shall think fit, **PROVIDED ALWAYS**:

8.4.1 that no part of the assets of the WMO which constitute capital monies shall be applied unless the WMO's accountants certify in writing that the payment in question ought in their opinion to be regarded as capital expenditure, but this provision shall not prevent the MC from accumulating income and applying the same as income if and when they shall think fit; and

8.4.2 that the assets of the WMO and the income thereof shall be used or paid or applied exclusively for charitable purposes.

8.5 No part of the income and property of the WMO shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the WMO, and no Member of the BOT or Member of the MC shall be appointed to any office of the WMO paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the WMO **PROVIDED THAT** nothing in this document shall prevent any payment in good faith by the WMO:

(a) of any expenses or liabilities which the Members of the BOT and the Members of the MC may reasonably incur in the performance or exercise of their duties and powers herein;

(b) of reasonable and proper remuneration for any services rendered to the WMO by any member, officer or servant of the WMO who is not a Member of the BOT or a Member of the MC;

(c) of reasonable and proper rent for premises demised or let by any officer, servant, Member of the BOT or Member of the MC of the WMO.

9. Power to Employ Agents:

9.1 The Members of the BOT and the Members of the MC shall not be bound in any case to act personally and shall be at full liberty to employ and pay proper and reasonable remuneration to any administrator, clerk, or other agent or servant, whether Memon or non-Memon, to transact all or any business of whatever nature required to be done in pursuance of the Objects, including the receipt and payment of money, and the day-to day management of the WMO, and any activity, project or aid scheme initiated and co-ordinated by the WMO, and shall be entitled to be allowed and paid all charges and expenses so incurred, and shall not be responsible for the defaults of any such employee, or any loss occasioned by his or her employment.

9.2 The appointment of any employee or voluntary worker may be made either by the BOT, or by the MC, or by an RMC, as provided below.

9.3 When employing any person under *Article 9.1 above* the MC or the RMC shall only employ those persons who are essential for the effective and efficient administration of the WMO and/or its Regional Chapters.

9.4 With reference to *Articles 7.24* and *7.27 above* and *12.3 below*, the MC may formulate and the BOT approve and adopt such Rules and Standing Orders as they shall from time to time in their discretion think fit for the management of the WMO, and any activity or project initiated and co-ordinated by the WMO, and may at any time rescind or vary such Rules and Standing Orders **PROVIDED THAT** such Rules and Standing Orders shall not in any way operate so as to affect adversely or derogate from the charitable nature of the Objects, nor shall they authorise the expenditure of the funds and assets of the WMO, or the application of the whole or any part thereof (whether as to income or capital) otherwise than exclusively in furtherance of the Objects.

9.5 In formulating, approving and adopting such Rules and Standing Orders under *Article 9.4 above*, the MC and the BOT may delegate to anyone working for the WMO such matters relating to the day-to-day

management of the WMO, or any activity, project or aid scheme initiated and co-ordinated by the WMO, as they shall in their discretion think fit.

9.6 The MC and/or the BOT shall be entitled to appoint any lawyer, executive, administrator, manager, stockbroker, agent, accountant, or other such person, to manage the WMO, or any activity, project or aid scheme initiated and co-ordinated by the WMO, and to pay to such person or persons who are appointed suitable remuneration and commission for their services at the usual professional rates.

10. Power to Acquire and Dispose of Land:

10.1 In furtherance of the Objects but not otherwise the BOT **only** may from time to time and by at least a **two thirds** majority decision acquire or dispose of by purchase, exchange, gift, or otherwise, freehold or leasehold land and premises for the use of the WMO, or for any activity, project or aid scheme initiated and co-ordinated by the WMO, or in order to generate income for the Objects of the WMO.

10.2 If for any reason any part of the premises from time to time occupied or owned in furtherance of the Objects, or any activity, project or aid scheme initiated and co-ordinated by the WMO, should in the opinion of the BOT become unsuitable or not be required for such charitable purposes, then the BOT may by at least a **two thirds** majority decision (and with any consents as by law required) sell, lease, exchange, donate or otherwise dispose of the same.

10.3 The BOT may apply the proceeds of sale of such premises and the rents and profits thereof for any of the Objects, including the purchase of other land for the use or occupation by the WMO, or any activity, project or aid scheme initiated and co-ordinated by the WMO, or in order to generate income for the Objects of the WMO, and in fitting, equipping and furnishing the same, so that the same shall be held and used upon, with and subject to the like trusts, powers and provisions and for the like charitable purposes as the premises previously used and occupied for the Objects, or any activity, project or aid scheme initiated and co-ordinated by the WMO, or in order to generate income for the Objects of the WMO.

11. Powers of Investment:

11.1 With reference to *Article 8.4 above*, in the event of there being a surplus of funds which cannot immediately be allocated and applied in accordance with the Objects, the BOT **only** may invest such surplus in such investments as may for the time being be permitted in law. Any investment greater than the limit defined in the *WMO Standing Orders* for the time being must be approved by the General Assembly before it can be made.

11.2 Any income derived from investments made in accordance with *Article 11.1 above*, is to be allocated and applied in accordance with either *Article 8.4 above* or with *Article 11.3 below*.

11.3 The BOT may assist, subject always to at least a **two thirds** majority decision, any other charitable organisation whose purposes are the same as or similar to those of the WMO, including any Member Body of the WMO, financially or otherwise, **PROVIDED ALWAYS** that such assistance is in accordance with the Objects.

GOVERNANCE

12. Governance of the WMO:

12.1 Authority

12.1.1 The governance of the WMO shall rest with the General Assembly of the Members of the WMO and its duly appointed and elected Management Committee ("the MC") and its duly appointed and elected Office Bearers ("the Executive Committee" or "the ExeCom"), **SUBJECT ALWAYS** to the approval of the BOT, who at all times remain legally responsible for the efficient, transparent, effective and lawful administration and management of the WMO.

12.1.2 The approval of the BOT for the actions and decisions of the MC and the Executive Committee ("the ExeCom") shall at all times be deemed to have been granted **unless** it has been specifically withheld in writing.

12.1.3 The approval of the BOT for the actions and decisions of the MC and the ExeCom shall not be withheld unreasonably and if such approval is

withheld, good reasons must be provided in writing to the ExeCom and to the MC and to the General Assembly.

12.2 Constitution

12.2.1 Subject to *Article 46 below*, the Constitution may only be amended by Special Resolution of the General Assembly.

12.3 Rules and Standing Orders

12.3.1 With reference to *Articles 7.24, 7.27, 9.4* and *9.5 above*, the MC may formulate and the BOT approve and adopt such Rules and Standing Orders as they shall from time to time in their discretion think fit for the proper conduct and management of the WMO, and of any activity, project initiated and co-ordinated by the WMO – and in particular, but without prejudice to the generality of the foregoing, they may by such Rules or Standing Orders regulate :

(a) the admission and classification of members of the WMO (including the admission of organisations to membership), and the rights and privileges of such members, and the conditions of membership, and the terms on which members may resign or have their membership terminated, and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the WMO in relation to one another, and to the WMO's employees and volunteers;

(c) the setting aside of the whole or any part or parts of the WMO's premises at any particular time or times, or for any particular purpose or purposes;

(d) the procedure at Annual General Assembly Meetings, Extraordinary General Meetings and meetings of the BOT, the MC, the ExeCom, Regional Chapters and any RMC, and any committees appointed by the same insofar as such procedure is not regulated by the *Companies Act 2006* or by the Articles;

(e) the administration of the Secretariat of the WMO, and of any Regional Chapter, and of any activity, project or aid scheme initiated and co-ordinated by the WMO;

(f) generally, all such matters as are commonly the subject matter of company and charity rules;

PROVIDED THAT

such Rules and Standing Orders shall not in any way operate so as to affect adversely or derogate from the charitable nature of the Objects, nor shall they authorise the expenditure of the income or assets of the WMO, or the application of the whole or any part thereof (whether as to income or capital), otherwise than exclusively in furtherance of the Objects.

12.3.2 The BOT, with the assistance of the MC, shall have the power to vary or rescind such Rules or Standing Orders, and shall adopt such means as they think sufficient to bring to the notice of members of the WMO all such Rules or Standing Orders, which shall be binding on all members of the WMO **PROVIDED THAT** no rule or standing order shall be inconsistent with, or shall affect or repeal anything contained in, the Constitution.

12.4 Declaration of Interests

12.4.1 A Member of the BOT and a Member of the MC must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the WMO, or in any transaction or arrangement entered into by the WMO which has not previously been declared. A Member of the BOT and a Member of the MC must absent himself or herself from any discussions of the BOT or of the MC in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the WMO and any personal interest, including but not limited to any personal financial interest.

12.5 Conflicts of Interest

12.5.1 If a conflict of interests arises for a Member of the BOT or a Member of the MC because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Members of the BOT or of the MC may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted Member of the BOT or of the MC is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted Member of the BOT or of the MC does not vote on any such matter and is not to be counted when considering whether a quorum of Members of the BOT or of the MC is present at the meeting; and

(c) the unconflicted Members of the BOT or of the MC consider it is in the interests of the WMO to authorise the conflict of interests in the circumstances applying.

12.5.2 In *Article 12.5.1 above* a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Member of the BOT, or a Member of the MC, or to a connected person.

12.6 The Seal

12.6.1 If the WMO has a Seal it shall only be used by the authority of the BOT, or of the ExeCom, or of a committee authorised by the BOT or the ExeCom. The BOT or the ExeCom may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, it shall be signed by the Secretary General and by any one other Member of the ExeCom.

MEMBERSHIP

13. Membership of the WMO:

The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with *Article 13.1 below* shall be members of the WMO.

13.1 Classification of Membership

13.1.1 Subject to *Articles 14–22 below*, Membership of the WMO shall consist of the following **eight** categories:

(a) Trustees;

(b) Patrons;

(c) Apex Members (National Bodies);

(d) Institution Members (Regional and Local Bodies);

(e) Individual Life Members;

(f) Individual Annual Members;

(g) Associate Members;

(h) Friends of the WMO.

13.2 Trustees

Eligibility of Trustees

13.2.1 The number of Trustees shall not be less than **three** but shall not be subject to any maximum limit.

13.2.2 The first Trustees shall be those persons named in the Memorandum of Association and notified to Companies House as the first Directors of the WMO as defined and required by *sections 7–13* of the *Companies Act 2006*.

13.2.3 Future Trustees shall be appointed as provided in *Article 13.2.5 below*.

13.2.4 The Trustees shall be Memons.

13.2.5 Any Individual Member of the WMO who (subject to compliance with the relevant regulations) pays the prescribed Trustee's Subscription to the WMO within the prescribed period, commencing from the date of the approval of his or her application by the MC will, together with his or her spouse, be regarded as Life Members of the WMO and entitled to be *appointed* or *elected*, as the case may be, as a Member of the MC and shall be entitled to be heard and to vote at any General Assembly Meeting of the WMO.

13.2.6 If a Trustee's Subscription is being paid in instalments, the first instalment shall be paid on the date that his or her application is approved by the MC. Subsequent instalments shall become payable on the anniversary of the first instalment payment. If payment of any instalment is delayed for any reason then the Trustee's Subscription shall be regarded as being in arrears.

13.2.7 Every Trustee whose Subscription has been paid in full, or if being paid in instalments is not in arrears, shall be regarded as a full member of the BOT.

13.2.8 Any Trustee whose Subscription has been paid in full, or if being paid in instalments is not in arrears, shall automatically be *appointed* as a Member of the MC, while his or her spouse may be *elected* as a Member of the MC.

13.2.9 The MC shall only process an application to be a Trustee if the applicant has confirmed in writing that if the application is successful, he or she agrees that particulars of his or her identity will be provided to Companies House and the Charity Commission, as required by law.

13.2.10 With reference to *Article 20 below*, any decision by the MC to suspend or expel a Trustee shall only take effect when this decision has been endorsed by a meeting of the BOT at which the Trustee in question:

(a) shall not be counted when considering whether or not there is a quorum; and

(b) may be heard; but

(c) shall not be permitted to vote.

Responsibilities and Role of Board of Trustees

13.2.11 With reference to *Article 12.1 above*, the BOT shall at all times remain legally responsible for the efficient, transparent, effective and lawful administration and management of the WMO. In this capacity the role of the BOT shall be to oversee the administration and management of the WMO – and to intervene decisively if necessary.

13.2.12 With reference to *Article 13.2.8 above*, all Trustees whose subscriptions have been paid in full, or if being paid in instalments are not in arrears, are automatically *appointed* as Members of the MC and as such are directly involved in the work of the MC and, subject to *Articles 28.3* and *28.4 below*, may be elected as Office Bearers of the MC.

13.2.13 The BOT shall also be concerned with ensuring that the WMO's assets are adequately safeguarded and, with reference to *Articles 30* and *31 below*, monitoring the RMCs', the MC's and the ExeCom's fundraising activities and the collection and distribution of zakat – and, with reference to *Articles 10* and *11 above*, investing surplus funds on behalf of the WMO.

Board of Trustees Office Bearers

13.2.14 Every 3 years, immediately after the Annual General Assembly Meeting has taken place, the members of the BOT shall from amongst themselves elect by secret ballot and by a **simple majority** vote the following Office Bearers:

(a) Chairman;

(b) Vice-Chairman;

(c) Secretary;

(d) Assistant Secretary.

13.2.15 The Office Bearers of the BOT shall hold office for a period of **3** years and shall remain in office until their successors are elected.

13.2.16 Any person who has been elected as Chairman of the BOT for **2** consecutive terms of **3** years each shall only be eligible for re-election as Chairman of the BOT after a lapse of **1** term of **3** years.

13.2.17 With reference to *Article 13.2.14 above*, with the exception of the office of the Chairman of the BOT, there is no limit to the number of consecutive terms an Office Bearer may serve.

Board of Trustees Meetings

13.2.18 The BOT shall meet at least once every year and arrange additional meetings as and when considered necessary.

13.2.19 There shall be a quorum when at least **one third** or **20** fully paid up Members of the BOT are present (including those whose subscription payments are not in arrears), whichever number is the lower.

13.2.20 Any BOT meeting which is postponed for lack of a qorum shall be reconvened on a date or time at which it is possible to have a quorum.

13.2.21 In the absence of unanimity, decisions shall be made by a **simple majority** vote, and where there is an equality of votes, the Chairman of the BOT shall having a casting vote.

13.3 Patrons

13.3.1 Any Individual Member of the WMO who (subject to compliance with the relevant regulations) pays the prescribed Patron's Subscription to the

WMO within the prescribed period, commencing from the date of the approval of his or her application by the MC will, together with his or her spouse, be regarded as Life Members of the WMO and entitled to be *appointed* or *elected*, as the case may be, as a Member of the MC and shall be entitled to be heard and to vote at any General Assembly Meeting of the WMO.

13.3.2 If a Patron's Subscription is being paid in instalments, the first instalment shall be paid on the date that his or her application is approved by the MC. Subsequent instalments shall become payable on the anniversary of the first instalment payment. If payment of any instalment is delayed for any reason then the Patron's Subscription shall be regarded as being in arrears.

13.3.3 Any Patron whose Subscription has been paid in full, or if being paid in instalments is not in arrears, shall automatically be *appointed* as a Member of the MC, while his or her spouse may be *elected* as a Member of the MC.

13.4 Apex Members

13.4.1 Any national umbrella organisation of the Memon community which is recognised under the relevant law of any country shall be eligible to become an Apex Member of the WMO by applying on the prescribed form to the MC. With reference to *Article 24.1.1 below*, there can only be **1** Apex Member per country, except that Pakistan and India may have **2** Apex Members each.

13.4.2 With reference to *Article 24.1.2 below*, any organisation accepted as an Apex Member shall be eligible to have up to **3** of its Memon representatives as voting representatives at any General Assembly Meeting of the WMO, except that a maximum of **6** voting representatives in total shall be permitted for Pakistan, and a maximum of **6** voting representatives in total shall be permitted for India.

13.5 Institution Members

13.5.1 Any regional or local institution, foundation, trust, social welfare organisation, professional institution, chamber of commerce, educational board or similar institution of the Memon community which is recognised

under the relevant law of any country shall be eligible to become an Institution Member of the WMO by applying on the prescribed form to the MC. With reference to *Article 24.1.3 below*, any such institution accepted as an Institution Member shall be eligible to have **1** of its Memon representatives as a voting representative at any General Assembly Meeting of the WMO.

13.6 Individual Life Members

13.6.1 Any Memon aged **18** years or above shall be eligible to become an Individual **Life** Member of the WMO by applying on the prescribed form to the MC. Any person accepted as an Individual Life Member shall, subject to *Article 16 below*, be entitled to be heard and to vote at any General Assembly Meeting of the WMO.

13.6.2 If an Individual Life Member's Subscription is being paid in instalments, the first instalment shall be paid on the date that his or her application is approved by the MC. Subsequent instalments shall become payable on the anniversary of the first instalment payment. If payment of any instalment is delayed for any reason then the Individual Life Member's Subscription shall be regarded as being in arrears.

13.7 Individual Annual Members

13.7.1 Any Memon aged **18** years or above shall be eligible to become an Individual **Annual** Member of the WMO by applying on the prescribed form to the MC. Any person accepted as an Individual Annual Member shall, subject to *Article 16 below*, be entitled to be heard and to vote at any General Assembly Meeting of the WMO.

13.8 Associate Members

13.8.1 Any non-Memon organisation, or non-Memon individual aged **18** years or above, shall be eligible – subject to the MC's approval – to become an Annual or Life Associate Member of the WMO by applying on the prescribed form to the MC.

13.8.2 If a Life Associate Member's Subscription is being paid in instalments, the first instalment shall be paid on the date that the Life Associate Member's

application is approved by the MC. Subsequent instalments shall become payable on the anniversary of the first instalment payment. If payment of any instalment is delayed for any reason then the Life Associate Member's Subscription shall be regarded as being in arrears.

13.8.3 Any non-Memon organisation accepted as an Associate Member shall be entitled to have **1** representative who may be heard at General Assembly Meetings of the WMO, but who shall **not** be eligible to vote or to stand for election.

13.8.4 Any non-Memon individual accepted as an Associate Member shall be entitled to be heard but not to vote or to stand for election at any General Assembly Meeting of the WMO.

13.8.5 The non-Memon spouse of a Memon is entitled to full Individual Annual or Life Membership as long as he or she remains the spouse of a Memon and as such shall, subject to *Article 16 below*, be entitled to be heard and to vote at any General Assembly Meeting of the WMO.

13.9 Friends of the WMO

13.9.1 Any Memon aged **18** years or above shall be eligible to become a Friend of the WMO by applying on the prescribed form to the MC, including a declaration that he or she subscribes to the Mission Statement of the WMO and supports the Objects of the WMO and undertakes to assist the WMO in fulfilling its Mission and its Objects. No membership subscription shall be payable by a Friend of the WMO.

13.9.2 Any person who is accepted as a Friend of the WMO shall be entitled to attend any Regional Chapter Meeting and any General Assembly Meeting of the WMO *provided that* the prior written permission of the Secretary General has been obtained and subject to such conditions as may be prescribed by the Secretary General – and only as an observer who is not entitled to be heard or to vote or to stand for election at such Meetings.

14. Enrolment of Members:

14.1 Any organisation, institution, corporate body, association, jama'at, or individual who is eligible for membership of the WMO shall apply for the

same on a prescribed form. The MC shall have the power to accept any such application, or to reject it without having to give any explanation or reason if in their opinion it would be detrimental to the interests of the WMO to accept any such application.

14.2 The MC may delegate the power to approve or reject any application for membership of the WMO to the RMC of any associated Regional Chapter.

15. Membership Fees:

15.1 Each category of member, with the exception of Friends of the WMO, shall pay either an annual or a life subscription, within the prescribed period commencing from the date of approval of his or her application by the MC, to be fixed by the MC from time to time as set out in the *WMO Standing Orders* for the time being.

16. Rights of Members:

16.1 All Trustees and Patrons, and all Apex and Institution Members (through their selected representatives) and all Individual Life Members and Individual Annual Members, whose respective subscriptions have been paid (including those whose subscription payments are not in arrears) shall:

(a) have the right to be heard at any Regional Chapter Meeting or at any General Assembly Meeting of the WMO on all matters on the Agenda with the permission of the Chairman;

(b) have the right to vote at any Regional Chapter Meeting or at any General Assembly Meeting of the WMO and be eligible for election as a Member of an RMC or of the MC, as an Office Bearer of an RMC or of the MC, and as a member of any committee of the WMO;

PROVIDED THAT they have been Members of good standing for at least the following number of days:

(i) Trustees and Patrons: immediately

(ii) Life Members: 120 continuous days

(iii) Annual Members: 365 continuous days

16.2 Subject to *Article 16.1 above* and *Article 16.4 below*, a person appointed as a representative of an Apex or Institution Member does not also have to be an individual member of the WMO, but if he or she ceases to be a representative of an Apex or Institution Member, then that person may not attend and vote at WMO meetings or stand for election unless and until he or she has taken out WMO membership in accordance with *Article 13 above*.

16.3 Subject to *Article 13.8.5 above*, all Associate Members shall have the right to be heard at any General Assembly Meeting of the WMO on all matters on the Agenda with the permission of the Chairman, but not to vote or to stand for election.

16.4 Any member whose subscription remains unpaid or in arrears shall not be entitled to vote at any General Assembly Meeting or any Regional Chapter Meeting of the WMO and shall not be eligible to be appointed or elected as a Member of any RMC or one of its Office Bearers, or as a Member of the MC or one of its Office Bearers, or as a member of any committee of the WMO.

16.5 Any person who has paid one or more instalments of the subscription for a Trustee's or a Patron's Life Membership, but is unable for any reason to complete payment of the total subscription amount due, may substitute what has been paid as a payment towards an Individual Life Membership or an Individual Annual Membership instead, subject to the approval of the MC.

16.6 Any person who has paid one or more instalments of the subscription for an Individual Life membership, but is unable for any reason to complete payment of the total subscription amount due, may substitute what has been paid as a payment towards an Individual Annual Membership instead, subject to the approval of the MC.

17. Obligations of Members:

All members of the WMO shall:

17.1 agree to support the work and activities of the WMO by paying such subscriptions as may be required and determined by the MC – and, subject to *Articles 16.5* and *16.6 above*, any subscriptions or voluntary contributions

made or assets donated to the WMO shall not be refundable to the donor or to his or her nominee or representative at any time;

17.2 support the work and activities of the WMO in fulfilling its Mission and its Objects;

17.3 agree to abide by the provisions of this Constitution and any Rules and Standing Orders of the WMO as are from time to time in force.

18. Voting by Proxy and by Post:

18.1 All Trustees and Patrons, and all Apex and Institution Members (through their selected representatives), and all Individual Life Members and Individual Annual Members – but **not**, subject to *Article 13.8.5 above*, Associate Members – whose respective subscriptions have been paid (including those whose subscription payments are not in arrears) shall be entitled to vote by proxy or by postal vote**.**

18.2 Any proxy shall be a member of the WMO and shall be entitled to hold only **one** proxy.

18.3 An instrument appointing a proxy must be in writing on the prescribed form or in any other form approved by the MC and must be executed by or on behalf of the appointor.

19. Disqualification from Membership:

19.1 Any Trustee or Patron whose subscription shall have remained unpaid for **2** years shall be requested in writing by the Treasurer to pay the amount outstanding within **90** days from the date of such request being posted. If any such member fails to pay the amount outstanding within the stipulated time then his or her membership shall cease automatically without further notice.

19.2 Any Apex or Institution Member whose subscription shall have remained unpaid for **1** year shall be requested in writing by the Treasurer to pay the amount outstanding within **90** days from the date of such request being posted. If any such member fails to pay the amount outstanding within the stipulated time then their membership shall cease automatically without further notice.

19.3 Any Individual Life or Individual Annual Member whose subscription shall have remained unpaid for **1** year shall be requested in writing by the Treasurer to pay the amount outstanding within **90** days from the date of such request being posted. If any such member fails to pay the amount outstanding within the stipulated time then his or her membership shall cease automatically without further notice.

19.4 Any member who has been disqualified from membership shall have the opportunity to be heard (accompanied by a friend if so desired) at an MC meeting before the disqualification takes effect.

20. Suspension or Expulsion of a Member:

20.1 The MC shall have the discretion to suspend the membership of, or expel, a member of the WMO or his or her nominee or representative by at least a **two thirds** majority vote if he or she:

(a) is acting against the decisions of the General Assembly of the WMO, or the MC, or the ExeCom; or

(b) has deliberately flouted, disregarded or disobeyed any directive, decision or resolution of the General Assembly of the WMO, or the MC, or the ExeCom; or

(c) has engaged in any activity which in the opinion of the MC is contrary to the provisions of the Constitution of the WMO, or any Rules and Standing Orders of the WMO as are from time to time in force, or detrimental to the Objects and reputation of the WMO; or

(d) is guilty of reprehensible conduct; or

(e) performs or causes to be performed, directly or indirectly, acts harmful to the interests of the WMO which are likely to or do bring the WMO into disrepute.

20.2 Prior to any action being taken under *Article 20.1 above*, any such member or his or her nominee or representative shall have the opportunity to be heard (accompanied by a friend if so desired) at an MC meeting.

20.3 With reference to *Article 17.1 above*, any person who ceases for any reason to be a member of the WMO or his or her nominee or representative shall not

have any claim against the WMO, nor, subject to *Articles 16.5* and *16.6 above*, shall any refund of any unexpired part of his or her subscription be payable to any such person.

21. Resignation of a Member:

21.1 A member of the WMO may resign from membership of the WMO by notice in writing to the Secretary General of the WMO. The MC is hereby authorised either to accept or to reject any such resignation.

22. Vacancies of Representatives of Apex and Institution Members:

22.1 A vacancy shall occur whenever a serving representative of an Apex or an Institution Member:

(a) resigns or retires from the Apex Member or Institution Member organisation which appointed him as its representative; or

(b) is disqualified, suspended or expelled by the MC; or

(c) dies.

22.2 A vacancy shall be filled as soon as possible by the Apex Member or Institution Member organisation to which any former serving representative belonged and notified to the MC.

ORGANISATION AND ADMINISTRATION

23. Organisation and Administration:

23.1 Subject to *Article 12 above*, the WMO shall have the following organisational and administrative elements:

(a) The General Assembly

(b) Regional Management Committees ("RMCs")

(c) The Management Committee ("the MC")

(d) The Executive Committee ("the ExeCom")

(e) Specialist Committees

(f) The Board of Trustees ("the BOT")

24. The General Assembly:

24.1 Composition of the General Asssembly

24.1.1 With reference to *Article 13 above*, the General Assembly shall be comprised of the Trustees and Patrons of the WMO; the representatives of Apex Members (National Bodies), and Institution Members (Regional and Local Bodies); Individual Life Members and Individual Annual Members; and all Associate Members and Friends of the WMO who have been approved by the MC.

24.1.2 With reference to *Article 13.4.2 above*, Apex Members shall be represented by a maximum of **3** representatives, except that a maximum of **6** voting representatives in total shall be permitted for Pakistan, and a maximum of **6** voting representatives in total shall be permitted for India.

24.1.3 With reference to *Articles 13.5.1* and *13.8.3 above*, Institution Members and any non-Memon organisation accepted as an Associate Member shall be represented by a maximum of **1** representative. A representative of a member organisation (**excluding** any non-Memon organisation accepted as an Associate Member) shall have **1** vote only.

24.1.4 With reference to *Article 16.2 above*, in the event of any such representative resigning from or otherwise leaving a member body, he or she shall cease to be its representative and shall therefore cease with immediate effect to be a member of the WMO.

24.1.5 If a person is selected as a representative of more than one member organisation, he or she can vote only on behalf of **one** organisation of his or her choice.

24.2 Functions of the General Assembly

24.2.1 The General Assembly shall be the supreme body of the WMO.

24.2.2 The General Assembly may adopt Resolutions, amend the Constitution and in accordance with *Article 7 above* exercise all powers necessary to promote the Objects of the WMO.

24.2.3 With reference to *Article 35.1 below*, the General Assembly is the principal forum at which all Members of the WMO are able to meet in order to review the progress of the WMO during the previous year and to approve arrangements for the year to come – including, with reference to *Articles 25* and *26 below*, the ratification of the *elected* Members and the confirmation of the *appointed* Members of each RMC who have been nominated to be members of the MC.

24.3 Elections involving Members of the General Assembly

24.3.1 In order to facilitate fair, transparent and straightforward elections, the MC shall appoint by a **simple majority** vote, an Election Commissioner from amongst those members of the WMO who are not standing for election at the next election, at least **18 weeks** prior to the date of the Annual General Assembly Meeting.

24.3.2 The Election Commissioner shall in turn, at least **16 weeks** prior to the date of the Annual General Assembly Meeting, appoint Regional Election Commissioners, with appropriate powers, for conducting the regional elections to be held by each Regional Chapter in its respective region.

24.3.3 The Election Commissioner and Regional Election Commissioners shall be responsible for making all the arrangements, both primary and incidental, for their respective election procedures and for this purpose shall have access to the office facilities and records of the WMO, whether situated at the WMO Secretariat or at WMO Regional Chapter branch offices.

24.3.4 Subject to *Article 25 below*, the election procedures to be followed shall be set out in greater detail in the WMO *Standing Orders* and WMO *Regulations for Regional Chapters*.

24.4 Meetings of the General Assembly

Annual General Assembly Meetings

24.4.1 The Inaugural General Assembly Meeting of the WMO was held on the 31st March 2002 in Dubai. All subsequent Annual General Assembly Meetings have been held and shall continue to be held each year within the first **6** months following the end of the financial year.

24.4.2 With reference to *Article 35.1 below*, the Secretary General shall give all members at least **18** weeks notice of a General Assembly Meeting.

24.4.3 With reference to *Article 13 above*, Apex and Institution Member organisations and any non-Memon organisation accepted as an Associate Member shall notify both the Secretary General and their Regional Assistant Secretary of the name(s) of their appointed representative(s) and of the name(s) of their alternate(s) at least **12** weeks prior to a General Assembly Meeting.

24.4.4 With reference to *Article 18 above*, any member voting by proxy shall ensure that the instrument appointing a proxy or a copy of such authority has been notified to his or her Regional Assistant Secretary at least **4** weeks prior to a General Assembly Meeting.

24.4.5 With reference to *Article 18 above*, any member voting by post shall ensure that their votes have been notified to his or her Regional Assistant Secretary at least **3** weeks prior to a General Assembly Meeting.

24.4.6 Annual Audited Accounts shall be completed at least **6** weeks prior to the Annual General Assembly Meeting.

Extraordinary General Assembly Meetings

24.4.7 With reference to *Article 35.4 below*, an Extraordinary Meeting of the General Assembly shall be convened by the Secretary General at the request of *either* not less than **one third** or **50** – whichever is the higher number – of the fully paid up members of the WMO (including those whose subscription payments are not in arrears) *or* not less than **one half** of the elected Members of the MC.

24.5 Decisions of the General Assembly

24.5.1 Decisions shall be made by those WMO members who are entitled to vote at General Assembly Meetings by way of either an Ordinary Resolution or a Special Resolution:

Ordinary Resolutions

24.5.2 Ordinary Resolutions are all resolutions other than special resolutions. All ordinary resolutions shall be adopted by a **simple majority** vote of the members present and voting at a General Assembly Meeting.

Special Resolutions

24.5.3 Special Resolutions are those relating to:

(a) any constitutional amendments;

(b) any matter "of special importance", as decided by at least a **two thirds majority** vote of the members present and voting at a General Assembly Meeting.

24.5.4 All special resolutions shall be adopted by a **three quarters majority** vote of the members present and voting at a General Assembly Meeting.

24.5.5 With reference to *Article 46 below*, notice of any proposed constitutional amendment shall be notified by the MC to the Secretary General at least **12** weeks before the Annual General Assembly Meeting. The Secretary General shall circulate the proposed amendment to all members not less than **6** weeks before the Annual General Assembly Meeting.

25. Regional Chapters and Regional Management Committees ("RMCs"):

25.1 Location of Regional Chapters

25.1.1 With reference to *Article 7.27 above*, the members of the General Assembly shall organise themselves worldwide by establishing Regional Chapters in the regions in which they reside, identified as follows:

(a) Pakistan;

(b) India;

(c) Southern Africa (south of the equator);

(d) Northern Africa (north of the equator);

(e) Europe;

(f) America and Canada;

(g) the Middle East;

(h) the Far East and Other Countries.

25.2 Regional Management Committee Elections

25.2.1 With reference to *Article 24.3 above*, the Regional Election Commissioners shall organise elections every 3 years in each of the above regions in order to select Regional Management Committees ("RMCs") to administer and manage each Regional Chapter.

25.2.2 With reference to *Article 25.1 above*, only WMO Members who reside in a particular region may participate in that region's elections.

25.2.3 Each RMC shall be composed of the following members:

(a) 10 Members plus 2 Lady Members from Pakistan;

(b) 10 Members plus 2 Lady Members from India;

(c) 5 Members plus 1 Lady Member from Southern Africa;

(d) 5 Members plus 1 Lady Member from Northern Africa;

(e) 5 Members plus 1 Lady Member from Europe;

(f) 5 Members plus 1 Lady Member from America and Canada;

(g) 5 Members plus 1 Lady Member from the Middle East;

(h) 5 Members plus 1 Lady Member from the Far East and Other Countries.

25.3 Regional Management Committee Office Bearers

25.3.1 Each RMC shall elect the following office bearers:

(a) Regional Vice-President;

(b) Regional Assistant Secretary;

(c) Regional Assistant Treasurer.

25.3.2 RMC office bearers shall hold office for a period of 3 years commencing from the date of their election by their RMC and shall remain in office until their successors are elected.

25.3.3 Elections of RMC office bearers shall be conducted once every 3 years, by secret ballot.

25.3.4 Any person who has been elected as Regional Vice-President of his or her RMC for 2 consecutive terms of 3 years each shall only be eligible for:

(a) re-election as Regional Vice-President, or

(b) election as any other office bearer of his or her RMC,

after a lapse of **1** term of **3** years.

25.3.5 With reference to *Article 25.3.4 above*, with the exception of the office of RMC Regional Vice-President, there is no limit to the number of consecutive terms an RMC office bearer may serve, **EXCEPT THAT** while remaining eligible to stand for election as **any** office bearer of an RMC, no member of an RMC may serve in the **same** office for more than **2** consecutive terms of **3** years each unless there has been a lapse of **1** term of **3** years between any two consecutive terms in any one particular office.

25.4 Regional Management Committee Representation on the WMO Management Committee – Elected Members

25.4.1 With reference to *Article 26* below, each RMC shall nominate the following numbers of its members to serve as *elected* members of the WMO Management Committee:

(a) **7** Members plus **2** Lady Members from Pakistan;

(b) **7** Members plus **2** Lady Members from India;

(c) **4** Members plus **1** Lady Member from Southern Africa;

(d) **4** Members plus **1** Lady Member from Northern Africa;

(e) **4** Members plus **1** Lady Member from Europe;

(f) **4** Members plus **1** Lady Member from America and Canada;

(g) **4** Members plus **1** Lady Member from the Middle East;

(h) **4** Members plus **1** Lady Member from the Far East and Other Countries.

25.4.2 With reference to *Article 25.4.1 above*, each RMC shall include the following RMC office bearers amongst their nominees to serve as *elected* members of the WMO MC:

(a) the Regional Vice-President; and

(b) the Regional Assistant Secretary;

both of whom, with reference to *Article 27 below*, shall **also** automatically be members of the WMO ExeCom.

25.5 Regional Management Committee Representation on the WMO Management Committee – Appointed Members

25.5.1 With reference to *Article 26.2.3 below*, all Trustees and Patrons who reside in a particular region, together with **1** Apex Member representative (but **2** Apex Member representatives each in the case of India and Pakistan) and **1** Co-opted Member, shall be the *appointed* members of the RMC of the Regional Chapter for that region and may be elected as an RMC Office Bearer.

25.5.2 Any other MC Member of the WMO who resides in a particular region shall also serve as an *appointed* member of the RMC of the Regional Chapter for that region.

25.6 Notification of Regional Management Committee Election Results

25.6.1 Each of the Regional Election Commissioners shall ensure that the election process in their particular region has been completed at least **3** weeks before the WMO Annual General Assembly Meeting is held.

25.6.2 Once the results of the regional elections have been confirmed and once the RMC Office Bearers have been elected, each RMC shall in accordance with *Articles 25.4* and *25.5 above* and *Articles 26.2.1* and *26.2.3 below* inform the current MC whom their *elected* and *appointed* representatives for the MC are at least **2** weeks before the WMO Annual General Assembly Meeting is held.

25.6.3 The Annual General Assembly Meeting shall subsequently ratify the *Elected Members* and confirm the *Appointed Members* of each RMC who have been nominated to serve as Members of the next MC.

25.7 The Rules governing Regional Chapters and RMCs shall be set out in greater detail in the *WMO Regulations for Regional Chapters*.

26. The Management Committee ("the MC"):

26.1 Subject to *Article 12 above* and with reference to *Article 25.6.2 above*, the affairs of the WMO shall be managed by the duly *elected* and *appointed* Members of the MC.

26.2 The MC shall consist (subject to compliance with all relevant Rules and Standing Orders) of the following *elected* and *appointed* Members:

26.2.1 Elected Members:

With reference to *Articles 25.4, 25.5* and *25.6.2 above*, the Elected Members of the MC shall include those members of each RMC who have been nominated by their respective RMCs to be members of the MC.

26.2.2 In the event that there are insufficient nominations for any regional election in any of the regions identified in *Articles 25.1* and *25.4 above*, the MC shall co-opt the requisite number of Members for the RMC for that region, to be selected from the WMO members who are residents of that region.

26.2.3 Appointed Members:

With reference to *Articles 13.2.8, 13.3.3, 25.5* and *25.6.2 above*, the Appointed Members of the MC shall include:

(a) All Trustees of the WMO;

(b) All Patrons of the WMO.

26.3 The General Assembly may by special resolution change:

(a) as regards *Elected* Members, the designation in *Articles 25.1*, *25.2.3* and *25.4.1 above* of applicable regions and the allocation of the respective numbers of eligible candidates for each such region; and

(b) as regards *Appointed* Members, the designation in *Articles 25.5* and *26.2.3 above* of categories of eligible candidates to be *appointed* as Members of the MC.

26.4 With reference to *Article 26.2.1 above* and subject to *Articles 29 and 33 below*, and unless otherwise provided for in the Constitution or in any Rules or Standing Orders of the WMO for the time being in force, there shall be no limit to the number of times a person can be *elected* as a Member of the MC.

26.5 With reference to *Article 26.2.3 above* and subject to *Articles 29 and 33 below*, and unless otherwise provided for in the Constitution or in any Rules or Standing Orders of the WMO for the time being in force, there shall be no limit to the length of term of membership of the MC for any person who has been *appointed* as a Member of the MC.

26.6 The duly *elected* and *appointed* Members of the MC shall, every **3** years, from amongst themselves elect by secret ballot and by a **simple majority** vote the

Office Bearers of the WMO, who shall be known collectively as the Executive Committee of the WMO ("the ExeCom"), immediately after the Annual General Assembly Meeting takes place.

27. The Executive Committee ("the ExeCom"):

27.1 The Executive Committee ("the ExeCom") shall consist of the following Office Bearers selected from and by the Members of the MC:

(a) President;

(b) Deputy President;

(c) Secretary General;

(d) Deputy Secretary General;

(e) Treasurer;

(f) Deputy Treasurer;

(g) Regional Vice-Presidents, (**1** from each region);

(h) Regional Assistant Secretaries, (**1** from each region).

27.2 With reference to *Articles 25.3* and *25.4.2 above*, as regards the selection of the Regional Vice-Presidents and Regional Assistant Secretaries:

27.2.1 Each RMC will have elected suitable persons for these positions **before** the Annual General Assembly Meeting takes place.

27.2.2 With reference to *Article 25.6.2 above*, the Annual General Assembly Meeting shall subsequently ratify the *Elected* Members and confirm the *Appointed* Members of each RMC who have been nominated to serve as Members of the new MC **before** the new MC meeting at which the new MC Office Bearers are elected takes place.

27.2.3 The Regional Vice-Presidents and Regional Assistant Secretaries of each RMC whose selection has been ratified at the Annual General Assembly Meeting shall then be formally accepted and appointed as these MC Office Bearers by the new MC when electing the new MC Office Bearers ("the ExeCom") unless there is a good reason not to do so.

27.3 With reference to *Articles 25.3.1* and *25.4.2 above* and *27.3.1 below*, with the exception of those persons who have been elected as the Regional Vice President and the Regional Assistant Secretary of their respective RMCs, any

person elected or appointed as an Office Bearer of the MC shall resign from any RMC post which he or she may hold, **PROVIDED ALWAYS**:

27.3.1 that if a person who has been elected as the Regional Vice President or the Regional Assistant Secretary of their respective RMC is subsequently elected by the MC as one of the other six MC Office Bearers, then in this case he or she shall resign from his or her post as Regional Vice President or Regional Assistant Secretary as the case may be; and

27.3.2 in this case the RMC involved shall appoint within **6** weeks a new replacement Regional Vice President or Regional Assistant Secretary as the case may be – who will then automatically be appointed, subject to the MC's approval, as a member of the ExeCom in accordance with *Article 25.4.2 above* and subject to *Articles 26.2.1*, *26.2.2* and *26.4 above* and *Articles 27.4* and *27.5 below*.

27.4 In the event that a person elected by a Regional Chapter as its Regional Vice President or Regional Assistant Secretary is not formally appointed by the MC as a Member of the ExeCom, the Regional Chapter in question will be given **6** weeks within which to elect an alternative candidate whose identity will then be notified to the MC.

27.5 With reference to *Article 27.4 above*, in the event of a suitable alternative candidate not being elected by the Regional Chapter in question, the MC shall select and co-opt a suitable candidate in accordance with *Article 26.2.2 above* or *Article 32.2 below*.

28. Terms of Office of the MC Office Bearers:

28.1 The MC Office Bearers shall hold office for a period of **3** years commencing from the date of their election by the MC and shall remain in office until their successors are elected.

28.2 Elections of Office Bearers shall be conducted once every **3** years, by secret ballot.

28.3 Subject to *Article 28.5 below*, any person who has been elected as President of the MC for **2** consecutive terms of **3** years each shall only be eligible for:

(a) re-election as President of the MC, or

(b) election as any other office bearer of the MC,

after a lapse of **1** term of **3** years.

28.4 With reference to *Article 28.3 above*, with the exception of the office of the President of the MC, there is no limit to the number of consecutive terms an Office Bearer of the WMO may serve, **EXCEPT THAT** while remaining eligible to stand for election as **any** office bearer of the MC, no member of the MC may serve in the **same** office for more than **2** consecutive terms of **3** years each unless there has been a lapse of **1** term of **3** years between any two consecutive terms in any one particular office.

28.5 Whenever the Members of a new MC are elected or appointed, the immediate past President and the immediate past Secretary General of the WMO shall automatically remain as 'ex officio' Members of the MC for a term of **3** years and shall each have **1** vote.

29. Eligibility Criteria for the MC and the ExeCom:

29.1 No person other than those satisfying all the following requirements shall be eligible for appointment or election as a Member of the MC and as an Office Bearer of the WMO:

(a) He or she shall be at least **25** years of age.

(b) He or she shall not be an undischarged bankrupt, nor a person convicted of a serious criminal offence, nor a person who has become incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.

(c) Had he or she already been a Member of the MC, he or she would **not** have been disqualified from acting by virtue of *sections 178–180* of the *Charities Act 2011*.

30. Duties and Powers of the Management Committee ("the MC"):

Subject to *Articles 12 above* and *31 below*, as well as being authorised to exercise the general powers set out in *Article 7 above*, the MC is authorised to act in accordance with the Constitution and any Rules and Standing Orders of the WMO as from time to time are in force, with particular regard to the following:

30.1 subject to the provisions of the Constitution, to regulate their proceedings as they think fit;

30.2 to make every effort to implement and fulfil the Objects of the WMO;

30.3 in order to facilitate the efficient and cost effective administration of the WMO, to formulate Rules and Standing Orders which shall be in accordance with the Constitution and which, after being approved and adopted by the BOT, shall be binding upon all members of the WMO, including any Regional Chapters;

30.4 to establish and assist the Regional Chapters of the WMO;

30.5 to enter into contracts on behalf of the WMO;

30.6 to raise funds by means of voluntary donations, membership subscriptions and fundraising appeals;

30.7 subject to *Articles 7.19 and 7.23 above*, to incur debt up to a maximum limit as defined in the *WMO Standing Orders* for the time being;

30.8 subject to *Article 10 above*, to buy, sell, lease, mortgage or otherwise deal with any immovable property as directed by the BOT;

30.9 subject to *Articles 10* and *11 above*, to implement and manage any investment of the assets and funds of the WMO as directed by the BOT;

30.10 subject to *Articles 7.19 and 7.23 above*, to lend money belonging to the WMO **PROVIDED THAT** the prior approval of the General Assembly has been obtained;

30.11 to sanction any expenditure of the WMO;

30.12 with reference to *Article 24.3 above*, to appoint an Election Commissioner;

30.13 with reference to *Articles 26.6* and *27 above*, to appoint the Members of the ExeCom consisting of the Office Bearers of the WMO to carry out such functions as may be delegated by the MC from time to time;

30.14 with reference to *Articles 7.24 above* and *37 below*, to appoint advisory and specialist committees for the purpose of undertaking any specified work or investigation in furtherance of the WMO's Objects, any such committees to report back on a regular basis on their progress and achievements to the MC;

30.15 with reference to *Article 14 above*, to consider applications for membership of the WMO and in appropriate cases to grant exemptions from payment of subscriptions;

30.16 with reference to *Articles 19, 20* and *21 above*, to consider any disqualification, suspension, expulsion or resignation from membership of the WMO;

30.17 with reference to *Article 22 above*, to fill any vacancy in the MC's membership or its Office Bearers which may arise from disqualification, suspension, expulsion, resignation, retirement or death;

30.18 to hold at least **2** meetings during each year for which notice of at least **6** weeks shall be given;

30.19 to always seek consensus in their decisions, but where there is not unanimous agreement between them, to take all decisions by a **simple majority** vote of its Members, the President to have a second or casting vote in the event of there being an equality of votes;

30.20 to exclude indefinitely (either personally, or through anyone authorised by the MC) from any land or premises owned by or occupied for the Objects of the WMO or for any activity or project initiated and co-ordinated by the WMO anyone who causes or attempts to cause at any time any disruption or breach of the peace in or near the said land or premises;

30.21 to do all such other lawful things as are necessary for the promotion and achievement of the WMO's Objects.

31. Duties and Powers of the MC Office Bearers ("the ExeCom"):

31.1 Executive Committee ("the ExeCom"):

The Executive Committee ("the ExeCom"), comprised of the duly elected Office Bearers of the WMO, shall fulfil all the duties and exercise all the powers of the MC in the operational management of the WMO and in particular the ExeCom shall:

31.1.1 take appropriate decisions on any matter referred to the ExeCom by the MC, any such decisions to be ratified by the MC at its next MC meeting;

31.1.2 always seek consensus in their decisions, but where there is not unanimous agreement between them, take all decisions by a **simple majority** vote of its Members, the President to have a second or casting vote in the event of there being an equality of votes;

31.1.3 prepare an Annual Budget for the WMO to be presented to the MC for its approval within the first two months of each new financial year – and thereafter ensure the implementation of the budget once it has been approved;

31.1.4 with reference to *Articles 7.21* and *9 above*, employ a Chief Operating Officer of the WMO at an agreed remuneration;

31.1.5 authorise and incur expenditure in the day to day management of the WMO, the annual spending limit of the ExeCom to be set by the MC;

31.1.6 make the necessary arrangements for the collection and distribution of Zakat from and among the members of the WMO on the basis of the Zakat distribution policy approved by the BOT from time to time;

31.1.7 with reference to *Article 8 above*, raise funds on behalf of the WMO;

31.1.8 carry out WMO membership drives at regional and global levels;

31.1.9 carry out promotional activities to realise the Objects of the WMO;

31.1.10 make recommendations to the MC with regard to realising the Objects of the WMO and strengthening it as an international charity;

31.1.11 with reference to *Article 9 above*, employ as needed professionals to manage the administration, activities and projects of the WMO and fix their remuneration;

31.1.12 meet either in person or by means of telephone or video conference at least **4** times each year, with at least **2** weeks advance notice to be given of any such meeting;

31.1.13 to do all such other lawful things as are necessary for the promotion and achievement of the WMO's Objects.

31.2 President of the MC:

The President of the WMO shall:

31.2.1 be the Constitutional Head of the WMO;

31.2.2 preside over all meetings of the WMO;

31.2.3 in the event of there being an equality of votes, have a casting vote;

31.2.4 have the power to summon and convene meetings;

31.2.5 have the power, in consultation with the other Office Bearers, to incur expenditure up to a maximum limit as defined in the *WMO Standing Orders* for the time being without the prior sanction of the MC – but must account for any such expenditure to the MC at its next MC meeting.

31.3 Deputy President of the MC:

The Deputy President of the WMO shall:

31.3.1 assist the President in discharging his duties;

31.3.2 in the absence of the President, perform the functions of the President;

31.3.3 ensure compliance with the Constitution and with any current Rules and Standing Orders of the WMO as from time to time are in force;

31.3.4 carry out such functions as may be assigned to him or her by the President and/or the MC.

31.3.5 In the absence of the President and the Deputy President, the MC may appoint any of its members to perform the functions of the President and the Deputy President.

31.4 Secretary General of the MC:

The Secretary General of the WMO shall:

31.4.1 implement all the decisions of the General Assembly of the WMO and its MC and its ExeCom;

31.4.2 ensure compliance with the Constitution and any current Rules and Standing Orders of the WMO as from time to time are in force;

31.4.3 convene all meetings of the General Assembly and of the MC;

31.4.4 record in English the minutes of all relevant meetings;

31.4.5 maintain a proper record of all correspondence exchanged between the Secretariat of the WMO and its Regional Chapters and its members and others;

31.4.6 prepare at the end of each financial year an Annual Report concerning the activities and progress of the WMO during that year for presentation at the next Annual General Meeting of the WMO.

31.5 Deputy Secretary General of the MC:

The Deputy Secretary General of the WMO shall:

31.5.1 assist the Secretary General in performing all such secretarial functions as may be delegated to him or her;

31.5.2 in the absence of the Secretary General, perform the functions of the Secretary General.

31.5.3 In the absence of the Deputy Secretary General, one of the Regional Assistant Secretaries shall be appointed by the MC to act as Deputy Secretary General.

31.5.4 In the absence of both the Secretary General and the Deputy Secretary General, one of the Regional Assistant Secretaries shall be appointed by the MC to perform the functions of the Secretary General.

31.6 Treasurer of the MC:

The Treasurer of the WMO shall be responsible for:

31.6.1 collecting all subscriptions, donations, rents and any other income belonging to and derived from the property of the WMO;

31.6.2 issuing official receipts for all sums received;

31.6.3 depositing into an approved Bank all monies held;

31.6.4 maintaining proper books of account in English;

31.6.5 subject to *Article 31.6.6 below*, making payments in accordance with the decisions of the General Assembly and the MC and the ExeCom;

31.6.6 making any payments by cheque;

31.6.7 ensuring that the annual accounts have been completed and audited by the officially appointed auditor at least 6 weeks prior to the Annual General Assembly Meeting;

31.6.8 preparing the Annual Budget of the WMO on behalf of the ExeCom and presenting it to the MC for its approval;

31.6.9 ensuring that regional Registers of Membership of all Regional Chapters, including details of all regional members' subscriptions, are kept up to date

by their respective Regional Assistant Secretaries – and maintaining with their assistance an up to date Central Register of Members at the Secretariat which records their names and contact details, together with their dates of admission, payments of subscriptions, termination of membership and the reason for any such termination;

31.6.10 providing the Secretary General with a list of the members eligible to vote at any General Assembly Meeting at least **3** days prior to the Meeting.

31.7 Deputy Treasurer of the MC:

The Deputy Treasurer of the WMO shall:

31.7.1 assist the Treasurer in performing all such tasks as may be delegated to him or her;

31.7.2 in the absence of the Treasurer, perform the functions of the Treasurer.

31.7.3 In the absence of the Deputy Treasurer, one of the Regional Assistant Treasurers shall be appointed by the MC to act as Deputy Treasurer.

31.7.4 In the absence of both the Treasurer and the Deputy Treasurer, one of the Regional Assistant Treasurers shall be appointed by the MC to perform the functions of the Treasurer.

31.8 Regional Vice Presidents of the MC:

The Regional Vice President of each Regional Chapter of the WMO shall, only within his or her particular region:

31.8.1 assist the President and the Deputy President in performing all such functions of theirs concerning regional matters in his particular region;

31.8.2 preside over all regional meetings of the WMO held in his particular region;

31.8.3 sanction any reasonable expenditure of the WMO in his particular region;

31.8.4 appoint sub-committees or special committees for the purpose of undertaking any specified work or investigation in furtherance of the WMO's Objects in his particular region, any such committees to report back on a regular basis on their progress and achievements to the Management Committee;

31.8.5 shall consider any applications for membership of the WMO made in his particular region;

31.8.6 with reference to *Article 32.2 below* and subject to the MC's approval, fill any vacancy in the MC's membership or its Office Bearers which may arise in his particular region as a result of disqualification, suspension, expulsion, resignation, retirement or death, as the case may be;

31.8.7 prepare the annual budget for his particular Regional Chapter and present it to the Treasurer of the MC at least **8** weeks before the Annual General Meeting so as to facilitate the preparation of the Annual Budget of the WMO.

31.9 Regional Assistant Secretaries of the MC:

The Regional Assistant Secretary of the WMO for each region shall, only within his or her particular region:

31.9.1 assist the Regional Vice President of his or her particular region;

31.9.2 in absence of the Regional Vice President of his or her particular region, perform all the functions of the Regional Vice President of his or her particular region;

31.9.3 ensure compliance with the Constitution and any Rules and Standing Orders of the WMO as are from time to time in force;

31.9.4 record in English the minutes of all relevant regional meetings;

31.9.5 assist the Secretary General and Deputy Secretary General in performing all such functions of theirs concerning regional matters in his or her particular region;

31.9.6 maintain a proper record of all correspondence exchanged between the Secretariat of the WMO and his or her particular Regional Chapter and its regional members and others in his particular region;

31.9.7 maintain an up to date Register of Members of his or her particular Regional Chapter which records their names and contact details, dates of admission, payments of subscriptions and any termination of membership, together with the reason for any such termination;

31.9.8 prepare at the end of each financial year an annual report concerning the activities and progress of the WMO in his particular region during that year and submit it to the Secretary General.

32. Vacancies in the Management Committee ("the MC"):

32.1 If any MC Member fails to attend **3** consecutive MC Meetings without a valid reason, he or she shall be reminded in writing by the Secretary General at least **3** weeks in advance to attend the next MC Meeting. If any such Member, despite such notice, remains absent without a valid reason from such **4th** meeting, he or she shall automatically cease to be a Member of the MC.

32.2 Vacancies for the post of any MC Member shall normally be filled by way of *election* or *appointment* at the Annual General Assembly Meeting. If, however, a post falls vacant during the term of office, then with reference to *Article 30.17 above*, the MC shall co-opt a member of the WMO to fill the post until the next General Assembly Meeting, when the post will be filled by way of election or appointment. If the former MC Member whose post fell vacant was also an Office Bearer, then the Members of the MC shall from amongst themselves appoint a replacement, by a **simple majority** vote.

32.3 In the event of the simultaneous resignation of the President and the Secretary General, or of more than half of the MC Members, an Extraordinary General Assembly Meeting shall be convened by the remaining Officer Bearers, or in the absence of any Officer Bearers by the remaining MC Members, within **8** weeks of such resignations, in order to elect a new President and/or Secretary General and/or MC Members and/or Office Bearers, as the case may be – who shall continue to hold office until the next Annual General Assembly Meeting.

33. Cessation of Membership of the Management Committee ("the MC"):

33.1 In the event of any MC Member resigning from or otherwise leaving a Member body of the WMO, he or she shall cease to be a Member of the MC.

33.2 With reference to *Article 20 above*, the MC shall have the power to suspend or expel an MC Member if he or she:

(a) is acting against the decisions of the General Assembly of the WMO or the MC or the ExeCom; or

(b) has deliberately flouted, disregarded or disobeyed any directive, decision or resolution of the General Assembly of the WMO or its MC or its ExeCom; or

(c) has engaged in any activity which in the opinion of the MC is contrary to the provisions of the Constitution of the WMO, or any Rules or Standing Orders as are from time to time in force, or detrimental to the Objects and reputation of the WMO; or

(d) is guilty of reprehensible conduct; or

(e) performs or causes to be performed, directly or indirectly, acts harmful to the interests of the WMO which are likely to or do bring it into disrepute.

33.3 Any such MC Member shall only be suspended or expelled by at least a **two thirds** majority of the MC Members present and voting at the meeting convened for that purpose, at which the offending MC Member shall first be given a fair and reasonable opportunity to be heard (accompanied by a friend if so desired).

33.4 The MC may at its discretion and before exercising its power of suspension or expulsion:

(a) either accept any explanation offered by the offending MC Member; or

(b) give a verbal or written warning to any such Member to abstain from any such harmful acts in the future; or

(c) pardon him or her after receiving a written apology from any such Member and a written assurance that any such harmful acts will not be repeated in the future.

33.5 Any vacancy arising from the resignation, disqualification, suspension or expulsion of an MC Member shall be filled as soon as possible, either by the organisation to which the suspended or expelled MC Member belonged, or by the MC in accordance with *Article 32.2 above*, as the case may be.

33.6 Any person who ceases for any reason to be an MC Member of the WMO or his or her nominee or representative shall not have any claim against the WMO, nor, subject to *Articles 16.5* and *16.6 above*, shall any refund of any unexpired part of his or her subscription be payable to any such person.

34. Secretariat of the WMO:

34.1 The Secretariat of the WMO shall comprise the Secretary General and any other administrator(s) appointed by the MC.

34.2 The Secretariat shall be located wherever the Secretary General for the time being resides.

34.3 The Secretariat shall manage the finances and day to day activities and administration of the WMO and carry out the decisions of the General Assembly, the MC, the ExeCom and the BOT in accordance with the duties and functions assigned to it.

35. Meetings:

35.1 Annual General Assembly Meetings:

35.1.1 With reference to *Article 24.4.2 above*, the Annual General Assembly Meeting, for which notice of at least **18** weeks shall be given, shall be held each year within the first **6** months following the end of the financial year for the purpose of:

(a) confirming the minutes of the previous Annual General Assembly Meeting;

(b) receiving the Annual Report of the MC;

(c) receiving and approving the Audited Annual Accounts;

(d) ratifying the *elected* Members of the MC and confirming the *appointed* Members of the MC in accordance with *Articles 24.2.3 above*;

(e) appointing the Auditor(s) in accordance with *Article 40 below*.

(f) discussing and approving the Annual Budget and Plan of Action for the coming year;

(g) discussing and voting on any other ordinary business with the permission of the Chairman.

35.1.2 Any other specific item of business or proposed resolution may be raised by first notifying the MC in writing through the Secretary General at least **6** weeks prior to the Annual General Assembly Meeting.

35.1.3 Any proposed constitutional amendment must be notified to the Secretary General at least **12** weeks prior to the Annual General Assembly Meeting and circulated to all Members of the WMO not less than **6** weeks before the Annual General Assembly Meeting in accordance with *Article 24.5.5 above*.

35.2 Management Committee Meetings:

35.2.1 The MC shall hold at least **2** meetings during each year for which notice of at least **6** weeks shall be given.

35.2.2 Upon receiving a requisition signed by at least **one third** of the Members of the MC, the Secretary General shall, within **6** weeks of his having received such a requisition, call a special MC meeting for which at least **6** weeks notice shall be given to decide the matters contained therein.

35.3 Executive Committee Meetings:

35.3.1 With reference to *Article 31.1.12 above*, the Executive Committee ("the ExeCom") shall meet either in person or by means of telephone or video conference at least **4** times each year, with at least **2** weeks advance notice to be given of any such meeting;

35.4 Extraordinary General Meetings:

With reference to *Article 24.4.7 above*, Extraordinary General Assembly Meetings shall be convened by the Secretary General as and when necessary in accordance with the following procedure:

35.4.1 Upon receiving a requisition signed by *either* at least **one half** of the elected Members of the MC, *or* by at least **one third** or **50** – whichever is the higher number – of the fully paid up (including those whose subscription payments are not in arrears) members of the WMO, the Secretary General shall, within **4** weeks of his having received such a requisition, convene an Extraordinary General Assembly Meeting for which at least **12** weeks notice shall be given to all members of the WMO, to decide the matters contained therein.

35.4.2 In the event of the Secretary General failing to call an Extraordinary General Assembly Meeting in accordance with *Article 35.4.1 above*, the

signatories of the said requisition shall themselves convene an Extraordinary General Assembly Meeting for which at least **5** weeks notice shall be given to all members of the WMO, stating the purpose, place, date and time of the said Extraordinary General Assembly Meeting.

36. Quorum:

36.1 At all **General Assembly Meetings**, either **one fifth** or **40** of the subscribing members of the WMO – whichever number is the lower – shall form a quorum.

36.2 At all **MC Meetings**, either **one third** or **20** of the Members of the MC – whichever number is the lower – shall form a quorum.

36.3 At all **ExeCom Meetings**, either **one third** or **10** of the Office Bearers of the MC – whichever number is the lower – shall form a quorum.

36.4 If any meeting commences with a quorum, any subsequent adjournment of that meeting shall not require a quorum and any such lack of quorum during any such adjourned meeting shall not nullify any resolutions adopted during that meeting.

36.5 Subject to *Article 36.6 below* any General Assembly Meeting or MC Meeting or ExeCom Meeting postponed for lack of a quorum shall be reconvened within a maximum of **1** hour and no quorum shall be necessary at the subsequent adjourned meeting so called.

36.6 *Article 36.5 above* shall not apply to any Extraordinary General Assembly Meeting convened in accordance with *Article 35.4 above* in which case any such meeting postponed for lack of a quorum shall be reconvened on a date or time to be announced at the postponed meeting by the Secretary General to all the members concerned and no quorum shall be necessary at the subsequent meeting so called.

36.7 In the event of an Extraordinary General Assembly Meeting being called in accordance with *Article 35.4.2 above*, the notice of any such reconvened meeting shall be circulated by the signatories of the said requisition.

36.8 All **Trustees Meetings** shall be governed by *Articles 13.2.18* to *13.2.21 above*.

37. Specialist Committees:

37.1 The BOT and/or MC may appoint any specialist committees, including the following:

(a) Education;

(b) Economics and Finance;

(c) Agriculture, Research and Land Development;

(d) Social and Cultural;

(e) Law and Human Rights;

(f) Housing;

(g) Publication and Media;

(h) Legal Affairs;

(i) Ladies (**2** ladies from each region);

(j) Membership;

(k) Youth.

37.2 The BOT and/or MC shall in any event appoint such committees as they may consider necessary to determine the terms of reference and composition of any such specialist committees, and to appoint the chairpersons of such committees.

37.3 All WMO committees shall always seek consensus in their decisions, but where there is not unanimous agreement between them, they shall take all decisions by a **simple majority** vote of their members, the chairperson to have a second or casting vote in the event of there being an equality of votes.

38. Arbitration Committee:

38.1 In the event of any complaint or dispute between members of the WMO or with the WMO, the MC may appoint an Arbitration Committee which shall be comprised of **3** representatives nominated by the MC.

38.2 Each of the parties involved in the complaint or dispute may have up to **2** representatives each to assist in presenting their respective cases.

38.3 The Arbitration Committee shall consider any issue or matter referred to it by the MC and shall give a ruling thereon which shall be binding on the parties and on the MC and all members of the WMO.

38.4 Any such ruling shall be final and there shall be no right of appeal.

FINANCES

39. Finances:

39.1 The financial year of the WMO shall be from the 1st January to 31st December.

39.2 The WMO's money shall be deposited with any approved Bank(s) designated by the MC from time to time.

39.3 All membership subscriptions shall be paid into the WMO's bank account(s).

39.4 As regards the finances of the Secretariat, all cheques and other financial documents shall be signed by any two of the Office Bearers, of which one shall be either the Secretary General or the Treasurer, who may also be appointed and authorised by the MC to execute in the name of the WMO and on behalf of the MC all assurances or other deeds or instruments for giving effect to any decisions, resolutions or transactions to which the WMO is a party. The MC may also authorise in writing any RMC office bearer to act as a signatory.

39.5 As regards the finances of Regional Chapters, each Regional Chapter of the WMO shall maintain its own bank account(s) with any two of an approved number of signatories for its own specific local activities, projects and day-to-day expenses and financial transactions, subject to approval by the MC.

39.6 Each Regional Chapter's bank accounts shall include:

(a) a Zakat account of which the two authorised signatories must be selected from the Regional Vice-President, the Regional Assistant Secretary, the Regional Assistant Treasurer or a Trustee of the WMO;

(b) one or more accounts to be determined by the RMC for the purposes of banking regional membership fees, fundraising and donations, and financing any particular activity or project; and

(c) a separate savings account for banking Trustees Subscription payments of which the two authorised signatories shall be Trustees of the WMO who have been approved by the BOT.

39.7 Any funds raised or budgeted for a specific purpose shall be used only for that purpose. A separate dedicated bank account may be opened to facilitate any such activity or project, managed by any two of an approved number of signatories, subject to approval by the MC.

39.8 An audited copy of the annual Accounts shall be prepared and made available by the Treasurer for approval at every Annual General Assembly Meeting.

39.9 All Regional Chapters of the WMO shall submit copies of their annual audited accounts to the Treasurer at least **8** weeks prior to an Annual General Assembly Meeting for inclusion in the WMO's annual audited Accounts.

39.10 The MC shall comply with their obligations under the *Companies Act 2006* the *Charities Act 2011* with regard to the preparation (in accordance with any applicable Statements of Recommended Practice) and submission to Companies House and to the Charity Commission of the WMO's:

(a) Annual Statement of Account;

(b) Annual Report;

(c) Annual Return.

39.11 The MC must notify the Charity Commission promptly of any changes to the WMO's entry on the Central Register of Charities.

40. Auditor(s):

40.1 The annual Accounts of the WMO shall be audited each year by a qualified Auditor duly appointed at the previous Annual General Assembly Meeting.

40.2 The Auditor so appointed shall have access to all books of accounts and other relevant documents and shall certify the Annual Accounts of the WMO for approval at each Annual General Assembly Meeting.

GENERAL

41. Means of Communication:

41.1 Subject to the Constitution, anything sent or supplied by or to the WMO under the Constitution may be sent or supplied in any way in which the *Companies Act 2006* provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the WMO.

41.2 Subject to the Constitution, any notice or document to be sent or supplied to a Member of the MC in connection with the taking of decisions by Members of the MC or by Members of the ExeCom may also be sent or supplied by the means by which that Member of the MC has asked to be sent or supplied with such notices or documents for the time being.

42. Notices:

42.1 Any notice to be given to or by any person pursuant to the Constitution shall be in writing or must be given in electronic form.

42.2 The MC may give any notice to any member (or other person entitled to receive notice under the Constitution) either personally or by sending it by first class post in a prepaid envelope addressed to the member at his or her last known address or by leaving it at that address or by giving it in electronic form to the person's address.

42.3 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 7 days after the envelope containing it was posted.

42.4 Any notice sent by means of electronic transmission including fax or email shall be confirmed as having been received provided receipt is acknowledged by the person to whom it was sent.

42.5 Any member present either in person or by proxy at any Meeting of the WMO shall be deemed to have received notice of the Meeting and of the purposes for which it was called.

43. Relationship with Other Organisations:

43.1 The WMO shall seek a relationship of goodwill and mutual respect with all organisations not involved in the work of the WMO as its members.

43.2 The WMO shall establish friendly mutual relations with other national and international organisations worldwide in order to further the Objects of the WMO.

44. Indemnity:

44.1 Every Member of the BOT and every Member of the MC is hereby indemnified against any losses, expenses or damages incurred in the discharge of or arising out of his or her duties, as approved by the BOT or by the MC.

44.2 No Member of the BOT and no Member of the MC shall be liable for any acts, deceits or defaults of any other Member of the BOT or of the MC.

44.3 In the exercise of the powers and duties contained herein no Member of the BOT and no Member of the MC shall be liable:

(a) for any loss to the property of the WMO arising by any improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment); or

(b) for the negligence or fraud of any agent or servant employed by him or her or by any other Member of the BOT or Member of the MC in good faith although the employment of such agent was strictly not necessary or expedient (provided reasonable supervision shall have been exercised); or

(c) by reason of any mistake or omission made in good faith by any Member of the BOT or Member of the MC; or

(d) by reason of any other matter or thing except wilful and individual fraud or wrongdoing or wrongful omission by him or her.

44.4 Subject to the provisions of the *Companies Act 2006*, every Member of the BOT or Member of the MC or other officer or auditor of the WMO shall be indemnified out of the assets of the WMO against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or

criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the WMO.

44.5 The BOT or the MC may decide to purchase and maintain insurance, at the expense of the WMO, for the benefit of any Member of the BOT or Member of the MC or former Member of the BOT or of the MC in respect of any loss or liability which has been or may be incurred in connection with the exercise of that Member of the MC's duties or powers.

45. Interpretation of the Constitution and Standing Orders:

45.1 In the event of any difference of opinion, dispute or question arising as to the meaning or interpretation of any provision of this Constitution or any Rules or Standing Orders of the WMO as are from time to time in force, the decision of the BOT as to the interpretation of any such provision shall be final – unless the BOT refers the matter to the MC with the instruction that the MC exercise its discretion in accordance with *Article 40 above* and refer the matter to the Arbitration Committee.

46. Amendments to the Constitution and Standing Orders:

46.1 The Mission Statement, Declaration of Principles, Preamble and *Article 46.1* of this Constitution may not be amended.

46.2 The Constitution may only be amended by Special Resolution of the General Assembly in accordance with *Articles 24.5.2* to *24.5.4* and *35.1.3 above*;

46.3 No amendment to the Constitution and no such Special Resolution shall invalidate any prior act of the BOT and/or the MC which would have been valid if that amendment had not been made or that Special Resolution had not been made.

46.4 Provided that the Constitution of the WMO is not affected, the MC may amend any Rules or Standing Orders as it deems fit for the sole purpose of ensuring the smooth functioning of the WMO in the attainment of its Objects, any such amendment to be first approved and adopted by the BOT.

46.5 The MC shall inform all of the members of the WMO of any proposed or approved amendment to any of the Rules and Standing Orders of the WMO as may from time to time be in force at least **12** weeks before the Annual General Assembly Meeting. The Secretary General shall circulate the proposed or approved amendment to all members not less than **6** weeks before the Annual General Assembly Meeting.

47. Dissolution:

47.1 A motion to dissolve the WMO may only be made at an Extraordinary General Assembly Meeting called for that specific purpose and in order to effect dissolution at least **three quarters** of the members of the WMO present and voting must vote in favour of the motion.

47.2 In the event of the motion to dissolve being carried, the members present at the said Meeting shall arrange for the transfer of any assets remaining after the satisfaction of any proper debts and liabilities to a charitable organisation having objects similar to those of the WMO, subject only to the prior consent in writing of the Charity Commissioners – after which the WMO shall be deemed to have been dissolved.

48. Jurisdiction:

48.1 This Constitution shall be construed and administered in accordance with the law of England.

49. Adoption of the Constitution:

This Constitution is hereby adopted by the BOT of the WMO on behalf of:

(a) the duly elected Office Bearers of the WMO, and of

(b) the duly elected and appointed Members of the Management Committee of the WMO, and of

(c) all the Members of the WMO,

in accordance with their unanimous resolution approving this Constitution passed at the Annual General Assembly Meeting of the WMO held at the Sandton Convention Centre, Johannesburg, South Africa on the 08 of November 2014, on the date recorded in *Article 1.4 above* and below:

SIGNED BY the Trustees of the WMO in the presence of the below named witnesses:

Mr Nowsad Abdul Gani .....
TRUSTEE

Mr Bashir Sattar .....
TRUSTEE

Mr Haroon Karim .....
TRUSTEE

WITNESSED BY :

Sir Iqbal Sacranie .....
of : 2A Crown Road,
New Malden, Surrey KT3 3UW

Mr Abba Ali Yousuf .....
of : 144 East Acton Lane,
East Acton, London W3 7EN

Dated this …… day of …… 201…

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