

THE WORLD MEMON ORGANISATION
CHARITABLE FOUNDATION

(‘THE WMOCF’)

– (A CHARITABLE COMPANY) –

ARTICLES OF ASSOCIATION



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

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

THE WORLD MEMON ORGANISATION

CHARITABLE FOUNDATION

(‘THE WMOCF’)

– (A CHARITABLE COMPANY) –

ARTICLES OF ASSOCIATION

1. INTERPRETATION :

1.1 In these Articles :

“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 Memon, Okhai Memon, Sindhi Memon, Katchi Memon, Kathri, Tharati, Nasarpuria and others.

“the Foundation” means the company intended to be regulated by these Articles;

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“the Articles” means these Articles of Association of the Foundation;

“the Memorandum” means the Memorandum of Association of the Foundation;

“the Objects” means the principal objects set out in the Memorandum;

“the office” means the registered office of the Foundation;

“the seal” means the common seal of the Foundation if it has one;

“the Secretary” means the secretary of the Foundation or any other person appointed to perform the duties of the Secretary of the Foundation, including a joint, assistant or deputy secretary;

“the Trustees” means the directors of the Foundation (and “Trustee” has a corresponding meaning);

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“executed” includes any mode of execution;

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. MEMBERS :

- 2.1 The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with standing orders made under *Article 4.16 below* including members of the Management Committee appointed in accordance with *Article 9 below* and Honorary Trustees and Honorary Patrons appointed in accordance with *Article 10 below* shall be members of the Foundation.
- 2.2 No person shall be admitted as a member of the Foundation unless his or her application for membership is approved by the Trustees.
- 2.3 Unless the Trustees shall make other provision under *Article 4.16 below*, the Trustees may in their absolute discretion permit any member of the Foundation to retire **PROVIDED THAT** after such retirement the number of members is not less than two.

3. GENERAL MEETINGS :

- 3.1 The Foundation shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than **15** months shall elapse between the date of one annual general meeting of the Foundation and that of the next **PROVIDED THAT** so long as the Foundation holds its first annual general meeting within **18** months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 3.2 The Trustees may call general meetings by at least **42** clear days’ notice and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than **8** weeks after receipt of the requisition.
- 3.3 Any further rules governing the proceedings at general meetings which the Trustees may deem necessary shall be formulated in accordance with standing orders made under *Article 4.16 below*.

4. ADMINISTRATION :

The Foundation shall be administered as follows :

Trustees

- 4.1 The number of Trustees shall not be less than five but shall not be subject to any maximum limit.
- 4.2 The Trustees shall be Memons.
- 4.3 The first Trustees shall be those persons named in the statement delivered pursuant to *section 10(2) of the Act*, who shall be deemed to have been appointed under the Articles. Future Trustees shall be appointed as provided subsequently in the Articles.

Powers of Trustees

- 4.4 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Foundation shall be managed by the Trustees who may exercise all the powers of the Foundation. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a *quorum* is present may exercise all the powers exercisable by the Trustees.
- 4.5 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Trustees shall have the following powers, namely :
 - (i) to expend the funds and assets of the Foundation in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Foundation such part of the funds and assets as they may see fit and to direct the sale of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and
 - (ii) to enter into contracts on behalf of the Foundation.

Appointment and Retirement of Trustees

- 4.6 The power of appointing new Trustees hereof and discharging existing Trustees shall be vested in the surviving or continuing Trustees for the time being (excluding any retiring Trustee).
- 4.7 Subject to any standing orders made or varied in accordance with *Articles 4.16 and 4.17 below* and without prejudice to any other power of appointing new Trustees and discharging existing Trustees whether contained elsewhere in these Articles or conferred by statute or otherwise a new Trustee may be appointed and an existing Trustee may be discharged by at least a **two thirds** majority resolution of of all the existing Trustees and whenever a Trustee is so appointed or discharged a memorandum of his appointment or discharge shall be prepared and signed and sealed by the person presiding at such meeting and attested by two signatories appointed and authorised so to act under *Article 5.2 below*.

- 4.8** No person may be appointed as a Trustee :
- (i) unless he has attained the age of **18** years; or
 - (ii) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of *Article 4.9 below*.

Disqualification and Removal of Trustees

- 4.9** A Trustee shall cease to hold office if he :
- (i) ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of *section 72 of the Charities Act 1993* (or any statutory re-enactment or modification of that provision);
 - (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (iii) resigns his office by notice to the Foundation (but only if at least two Trustees will remain in office when the notice of resignation is to take effect; or
 - (iv) is absent without the permission of the Trustees from all their meetings held within a period of **2** years and the Trustees resolve that his office be vacated.

Trustees' Expenses

- 4.10** The Trustees shall be entitled to indemnify and reimburse themselves out of the funds of the Foundation for any expenses or liabilities which they may reasonably incur in the performance or exercise of their duties and powers herein.

Trustees' Appointments

- 4.11** Subject to the provisions of the Act and to *Clause 5.5 of the Memorandum* and to *Article 4.10 above* the Trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Foundation. Any such appointment may be made upon such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee.
- 4.12** Subject to the provisions of the Act and to *Clause 5.5 of the Memorandum* and to *Article 4.10 above* no Trustee shall take or hold any interest in property belonging to the Foundation or receive remuneration for their services from the funds of the Foundation or be interested otherwise than as a Trustee in any other contract to which the Foundation is a party.

Secretary

- 4.13** Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

Proceedings of Trustees

- 4.14** Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.

- 4.15** The following regulations shall govern the procedure of the Trustees:
- (i) The Trustees shall hold meetings at least once in every year and at such other times and in such places as they shall from time to time decide and either **one quarter** or **10** Trustees – whichever is the higher – may at any time convene a special meeting of the Trustees upon at least **4** weeks notice being given to the other Trustees of the matters to be discussed.
 - (ii) Subject to *sub-clause 4.15(v) below* there shall be a *quorum* when at least **one third** or **5** Trustees – whichever is the lower – is present and a meeting of Trustees at which a *quorum* is present shall be competent to exercise all or any of the powers and discretions vested in the Trustees.
 - (iii) The Trustees shall appoint one of their members to be Chairman by a simple majority vote. No Trustee may be Chairman for more than **2** consecutive terms of **2** years each, and any Trustee who has been Chairman for **4** years may not be appointed as Chairman again until after a further third term of **2** years has passed.
 - (iv) At any meeting of the Trustees the chairman for that particular meeting may be selected either in advance by means of an agreed system of rotation, or by those present at such meeting, as the Trustees in their discretion shall decide.
 - (v) Where a majority of the Trustees wish to appoint a new Chairman or to discharge an existing Chairman at any meeting then any such appointment or discharge shall only be made by at least a **two thirds** majority resolution of all the existing Trustees.
 - (vi) The Trustees shall always seek consensus in their decisions, but where there is not unanimous agreement between all of the Trustees present at any meeting on any matter requiring a decision then where a decision or resolution is put to the vote, the Chairman shall be entitled to a casting vote.
 - (vii) Subject to *sub-clause 4.15(v) above* any decision or resolution of the Trustees may be rescinded or varied from time to time by the Trustees.
 - (viii) The Trustees shall appoint one of their number to be Treasurer by a simple majority vote if the decision is not unanimous for such term as they shall in their absolute discretion think fit.
 - (ix) The Trustees may appoint one or more sub-committees consisting of **3** or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee **PROVIDED THAT** all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustees.
 - (x) The Trustees shall keep minutes in books kept for the purpose :
 - (a) of all appointments of officers made by the Trustees; and
 - (b) of all proceedings at meetings of the Foundation and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting; and

- (c) which shall be signed by the Chairman at the conclusion of each meeting or at some future meeting if the minutes shall have been duly confirmed.
- (xi) All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- (xii) A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

Rules

- 4.16** The Trustees may from time to time make such rules or bye laws including standing orders as they may deem necessary or expedient or convenient for the proper conduct and management of the Foundation and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws or standing orders regulate :
- (i) the admission and classification of members of the Foundation (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;
 - (ii) the conduct of members of the Foundation in relation to one another, and to the Foundation's servants;
 - (iii) the setting aside of the whole or any part or parts of the Foundation's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;
 - (v) the administration of any Regional Chapters of the Foundation as may be established by the Trustees; and
 - (vi) generally, all such matters as are commonly the subject matter of company rules.
- 4.17** The Trustees shall have the power to alter, add to or repeal any such rules or bye laws or standing orders and shall adopt such means as they think sufficient to bring to the notice of members of the Foundation all such rules or bye laws or standing orders, which shall be binding on all members of the Foundation **PROVIDED THAT** no rule or bye law or standing order shall be

inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

Indemnity

- 4.18** In the exercise of the powers and duties contained herein and in the execution of the trusts hereof no Trustee shall be liable for any loss to the property of the Foundation arising by any improper investment made in good faith or for the negligence or fraud of any agent or servant employed by him or her or any other Trustee hereof in good faith although the employment of such agent was strictly not necessary or expedient or by reason of any mistake or omission made in good faith by any Trustee hereof or by reason of any other matter or thing except wilful and individual fraud or wrongdoing or wrongful omission on the part of the Trustee who was sought to be made liable.
- 4.19** Subject to the provisions of the Act every Trustee or other officer or auditor of the Foundation shall be indemnified out of the assets of the Foundation against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Foundation.

The Seal

- 4.20** The Seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

Notices

- 4.21** Any notice to be given to or by any person pursuant to the Articles shall be in writing.
- 4.22** The Foundation may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address.
- 4.23** 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.
- 4.24** 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.
- 4.25** A member present in person at any meeting of the Foundation shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

5. FINANCES :

- 5.1** The Trustees may from time to time open and maintain in the name of the Foundation a bank account or bank accounts at such bank or banks as they shall from time to time decide and may at any time pay any monies forming part of the funds and assets of the Foundation to the credit of any such account or accounts or place the same on deposit with any bank or banker and all cheques and orders for the payment of money shall be signed by at least two of the Trustees.
- 5.2** The Trustees shall select any two of their number to act as joint signatories to operate the accounts of the Foundation and to execute in the name of the Foundation and on behalf of the Trustees all assurances or other deeds or instruments for giving effect to any decisions resolutions or transactions to which the Foundation is a party.
- 5.3** The Trustees shall not borrow or lend any money on interest or indulge in any other form of usury as defined by the commonly accepted definitions of Muslim jurists in accordance with the Qur'an and the Sunnah on behalf of the Foundation and may only allocate and apply or invest such funds chattels and property as are from time to time actually available.
- 5.4** The Trustees shall not in particular use any property of the Foundation as security in order to raise money by way of a mortgage or any other form of borrowing whether or not any such borrowing involves borrowing money on interest.

Accounts

- 5.5** Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

- 5.6** The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

Annual Return

- 5.7** The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

6. POWER TO EMPLOY AGENTS :

- 6.1** The Trustees 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 day-to day management of the Foundation and the receipt and payment of money and shall not be responsible for the defaults of any such employee or any loss occasioned by his or her employment.

- 6.2 When employing any person under *Article 6.1 above* the Trustees shall only employ those persons who are essential for the effective and efficient administration of the Foundation.
- 6.3 With reference to *Article 4.16 above* the Trustees may make such rules and regulations as they shall from time to time in their absolute discretion think fit for the management of the Foundation and of any project or aid scheme initiated and co-ordinated by the Foundation and may at any time and from time to time rescind or vary such rules and regulations **PROVIDED THAT** such rules 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 Foundation or the application of the whole or any part thereof (whether as to income or capital) otherwise than exclusively in furtherance of the Objects of the Foundation.
- 6.4 In making such rules and regulations under *Article 6.3 above*, the Trustees may delegate to anyone working for the Foundation such matters relating to the day-to-day management of the Foundation or any project or aid scheme initiated and co-ordinated by the Foundation as they shall in their absolute discretion think fit.
- 6.5 The Trustees shall be entitled to appoint any lawyer, executive, administrator, manager, stockbroker, agent or accountant or other such person to manage the Foundation and to pay to such person or persons who are appointed suitable remuneration and commission for their services at the usual professional rates.

7. POWER TO ACQUIRE AND DISPOSE OF LAND :

- 7.1 In furtherance of the Objects but not otherwise the Trustees may from time to time acquire or dispose of by purchase exchange gift or otherwise freehold or leasehold land and premises for the use of the Foundation or for any project or aid scheme initiated and co-ordinated by the Foundation or in order to generate income for the Objects of the Foundation.
- 7.2 If for any reason any part of the premises from time to time occupied or owned in furtherance of the Objects of the Foundation or any project or aid scheme initiated and co-ordinated by the Foundation should in the opinion of the Trustees become unsuitable or not be required for such charitable purposes then the Trustees may (with any consents as be law required) sell, lease, exchange, donate or otherwise dispose of the same.
- 7.3 The Trustees 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 Foundation or any project or aid scheme initiated and co-ordinated by the Foundation or in order to generate income for the Objects of the Foundation 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 of the Foundation or any project or aid scheme initiated and co-ordinated by the Foundation or in order to generate income for the Objects of the Foundation.

8. POWERS OF INVESTMENT :

- 8.1** With reference to *Article 4.5 above*, in the event of there being a surplus of funds which cannot immediately be allocated and applied in accordance with the Objects the Trustees may invest such surplus in such investments as may for the time being be permitted in law.
- 8.2** Any income derived from investments made in accordance with *Article 8.1 above*, is to be allocated and applied in accordance with either *Article 4.5 above* or with *Article 8.3 below*.
- 8.3** The Trustees may assist any body or bodies especially other charitable organisations whose purposes are the same as or similar to those of the Foundation, financially or otherwise, and in particular the WMO and any Member Bodies of the WMO, **PROVIDED ALWAYS** that such assistance is in accordance with the Objects.

9. MANAGEMENT COMMITTEE :

- 9.1** The Trustees shall have power by at least a **two thirds** majority vote of all the existing Trustees to appoint members who are not Trustees to a Committee of Management (hereinafter called “the Management Committee”) and to delegate to any such members any of the administrative powers and discretions vested in them under the terms of the Articles and in particular shall have power without prejudice to the generality of the said power of delegation to delegate to any such members of the Management Committee any of the following powers and discretions (all of which shall be exercisable by the Trustees themselves but without prejudice to the generality of the powers and discretions vested in them by the Articles and by law) that is to say :
- (i) to assist in receiving money funds contributions donations legacies subscriptions grants and gifts on behalf of the Trustees;
 - (ii) to assist in the day to day administration of the Foundation or any project or aid scheme initiated and co-ordinated by the Foundation;
 - (iii) with reference to *Article 4.15 (ix) above* to assist in the work of any sub-committee appointed by the Trustees;
 - (iv) to assist in making and from time to time rescinding or varying such rules and regulations for the management and conduct of any premises for the time being owned or used by the Foundation;
 - (v) to assist in appointing any servants and employees of the Foundation;
 - (vi) subject to *Article 5 above* on behalf of the Foundation to enter into contracts, incur credit and borrow money;

PROVIDED ALWAYS :

- (vii) that at all times the Trustees shall remain legally responsible for the overall administration, supervision and management of the Foundation; and
- (viii) that at all times at least **two thirds** of the Trustees are members of the Management Committee.

- 9.2 The Trustees may permit all or any such members of the Management Committee who are not Trustees to attend any meeting of the Trustees as they shall in their absolute discretion think fit for the purposes of mutual consultation and advice on any matter.
- 9.3 The Trustees shall have power from time to time to vary the constitution of the Management Committee and the powers and duties of any such members who are not Trustees, and in accordance with *Articles 4.16 and 4.17 above* to make, vary or rescind such rules and regulations regarding the meetings and functions of the Management Committee as they shall in their absolute discretion think fit.
- 9.4 The Trustees reserve the right either personally or through any member of the Management Committee to exclude indefinitely from any premises owned by or occupied for the Objects of the Foundation anyone who causes or attempts to cause at any time any disruption or breach of the peace in or near the said premises.

10. HONORARY TRUSTEES AND HONORARY PATRONS :

- 10.1 The Trustees shall have power by resolution to make rules and from time to time to vary such rules for the appointment and admission to the meetings of the Trustees and of the Management Committee of Honorary Trustees and Honorary Patrons of the Foundation, and the rights of such Honorary Trustees and Honorary Patrons at the said meetings thereof **PROVIDED ALWAYS** that such rules 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 Foundation or the application of the whole or any part thereof (whether as to income or capital) otherwise than exclusively for the Objects of the Foundation.

11. GENERAL :

- 11.1 The decisions and actions of the Trustees shall at all times be in accordance with and within the boundaries laid down by the Holy Qur'an and the Sunnah of the Prophet Muhammad, may Allah bless him and grant him peace.
- 11.2 The decisions and actions of the Trustees shall at all times be governed by the relevant laws of England and where relief and assistance are extended to beneficiaries in countries other than England the relevant laws of these countries are to be respected and obeyed.
- 11.3 With reference to *Clause 7.1 of the Memorandum* the Trustees may at any time if they in their absolute discretion think fit decide to dissolve the Foundation by at least a **three quarters** majority resolution and accordingly take the appropriate steps needed to effect such dissolution.
- 11.4 With reference to *Clause 7.1 of the Memorandum* in the event of the Foundation being dissolved under *Article 11.3 above*, the assets of the Foundation (if any) after payment thereof of all proper debts and liabilities shall be given or transferred by the Trustees to such other charitable organisation or organisations with purposes similar to those of the

Foundation as the Trustees shall in their absolute discretion decide, subject only to the prior consent in writing of the Charity Commissioners.

11.5 The provisions of the Memorandum and Articles relating to the Objects of the Foundation may not be altered by the Trustees without the prior consent in writing of the Charity Commissioners.

11.6 The provisions of the Memorandum and Articles relating to the administration of the Foundation may be altered by the Trustees (with any consents as by law required) where such alteration would result in a more effective and efficient administration of the Foundation and of any project or aid scheme initiated and co-ordinated by the Foundation.

12. JURISDICTION :

12.1 These Articles shall be construed and administered in accordance with the law of England.

SIGNED by the Founding Trustees of the World Memon Organisation Charitable Foundation on the 6th day of October 2002 in the presence of the below named witnesses:

Mr Newsad Abdul Gani
of : 9 Dickenswood Close,
Upper Norwood, London SE 19 3LA

Mr Bashir Sattar
of : 117 Totteridge Lane,
Totteridge, London N20 8DZ

Mr Haroon Karim
of : 30 Birchwood Road,
Tooting Bec, London SW17 7BQ

Witnessed by :

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

Mr Iqbal A.K.M. Sacranie OBE
of : 2A Crown Road,
New Malden, Surrey KT3 3UW

Dated this : 6th day of October 2002

————oooo0oooo————