

---

COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE  
COMPANY NO. 14776053

# AMENDED ARTICLES OF ASSOCIATION FOR

# PMA-UK

---

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**Articles of Association of**

**PMA-UK**

1 The name of the Company is PMA-UK (and in this document is called ‘the Charity’). The company may adopt working names as it deems fit from time to time.

2 Interpretation.

In these articles:

"the Act" means the Companies Act 2011;

"address" means a postal address or, for the purposes of electronic communication, a fax number, e-mail address or a text message number in each case registered with the Charity;

"the Charity" means the company intended to be regulated by these articles;

"the Company" means the company intended to be regulated by these articles;

"the Commission" means the Charity Commission for England and Wales;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"Executive Committee" means the body of the directors under the Act and of trustees under Charity Law. Directors are charity trustees as defined by section 177 of the Charities Act 2011;

"Guardian Trustees" means persons appointed by the Charity to safeguard the founding mission, ethos and values of the Charity, and to resolve conflicts and disputes that may arise in the Charity;

"Guardian Trustee" means a person from among the Guardian Trustees;

"Filipino Origin" means a person who was born in the Philippines or is a descendant of a person who was born in the Philippines;

"Full Members" means subscribers of the company with voting rights;

"Full Member" means a person from among the Full Members;

"Non-Voting Members" means persons appointed as a non-voting member of the Charity;

"Non-Voting Member" means a person from among the Non-Voting Members;

“Ex-officio Officer” means a person appointed to act in an ex-officio capacity by the Executive Committee from time to time;

“subcommittee” means a committee of one or more Directors;

"the United Kingdom" means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

#### Liability of members.

- 3 The liability of the members is limited. Every member promises, if the Charity is dissolved while they are a member or within twelve months after they cease to be a member, to contribute such sum (not exceeding £1) as may be demanded of them towards the payment of the debts and liabilities of the Charity incurred before they cease to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

#### Objects.

4

The Charity's objects (the Objects) are :

- (1) To advance the religion of Islam by means of, but not exclusively, assistance in the provision facilities for worship and Islamic education, in accordance with the teachings of the Quran and the teachings of Prophet Muhammad (Peace Be Upon Him) as interpreted and accepted by the Ahle-Sunnah Wal-Jamaa-ah School of Thought;
- (2) To relieve financial hardship among poor people and other people in financial hardship by means of, but not exclusively, making grants for providing or paying for items, equipment, services and facilities, including the provision of food, water, and basic necessities and costs for medical treatment for the benefit of the said persons;
- (3) To advance education for the benefit of the general public by means of, but not exclusively, the provision or the assistance in the provision of educational activities and facilities, such as a supplementary school and language classes;
- (4) To advance in life and relieve needs of young people through:
  - (a) The provision of recreational and leisure time activities provided in the interest of social welfare, designed to improve their conditions of life;
  - (b) Providing support and activities which develop their skills, capacities and capabilities to enable them to participate in society as mature and responsible individuals.

## Powers.

5

In addition to any other powers it may have, the Charity has the following powers in order to further the Objects:

(1)

to raise funds;

(2)

to buy, take on lease or in exchange, hire or otherwise acquire any property or assets or land and to maintain and equip them for use;

(3)

to sell, lease or otherwise dispose of all or any part of the property or assets belonging to the Charity.

(4)

to setup trading subsidiaries or carry out any such trading activities that is allowable under law;

(5)

to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed.

(6)

to co-operate with charities, voluntary bodies, individuals, corporations and statutory authorities and to exchange information and advice with them;

(7)

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

(8)

to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity or organisation formed for any of the Objects;

(9)

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

(10)

to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a director only to the extent it is permitted to do so by Article 7 and provided it complies with the conditions in that article;

(11)

to deposit or invest funds;

(12)  
to provide liability indemnity insurance for the Directors or any other officer of the Charity;

(13)  
to pay out of the funds of the Charity the costs of forming and registering the Company and Charity;

(14)  
to appoint advisors or patrons as the Directors think fit;

(15)  
to do any or all such other lawful things as are necessary for the achievement of the Objects.

#### Application of Income and property.

6 (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.

- (2)
- (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
  - (b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
  - (c) A director may receive an indemnity from the charity in the circumstances specified in article 57.
  - (d) A director may not receive any other benefit or payment unless it is authorised by Article 7.
- (3) Subject to Article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:
- (a) a benefit from the charity in the capacity of a beneficiary of the charity;
  - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

#### Benefits and payments to charity directors and connected persons

7 General provisions  
(1)

No director or connected person may:

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;

- (b) sell goods, services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity,
- (d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article, a ‘financial benefit’ means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting directors’ or connected persons’ benefits

(2)

- (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that most of the directors do not benefit in this way.
- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- (d) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (e) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only — controls

(3)

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

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods (‘the supplier’) under which the supplier is to supply the goods in question to or on behalf of the charity.

- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- (f) The reason for their decision is recorded by the directors in the minute book.
- (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7

(4)

In sub-clauses (2) and (3) of this article:

- (a) 'charity' includes any company in which the charity:
  - (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more directors to the board of company.
- (b) 'connected person' includes any person within the definition in article 'Interpretation'.

Members.

9

- (1) There shall be two (2) classes of members in the Charity.

Full Members

(2)

(a)

Subject to article 10, the persons listed in the register of members as voting members at the date of the adoption of these amended articles shall be the first 'Full Members' of the Charity.

(b)

Membership to the Full Members class is open to any person who

- is at least the age of 18 years; and
- resident in United Kingdom; and
- is a person who is of Filipino Origin; and

- is a person who is a Muslim;
- applies to and is approved as a Full Member by the Directors at their sole and absolute discretion; and
- has paid any membership fee set by the Directors from time to time.

(c)

The Directors may appoint an eligible person pursuant to sub-article (2)(a) of this Article at their own discretion.

#### Non-Voting Members

(3) (a)

Subject to the provisions of Article 10 of these Articles, membership to the Non-Voting Members class is open to any person who

- is at least the age of 18 years; and
- resident in United Kingdom; and
- applies to and is approved as a Non-Voting Member by the Directors at their sole and absolute discretion.

(b)

Non-Voting Members shall be entitled to attend meetings of the Charity but shall not be entitled to vote in any matter at meetings of the Charity nor be entitled to be nominated as a director of the Charity or a Guardian Trustee of the Charity.

(c)

The Directors may appoint an eligible person pursuant to sub-article (3)(a) of this Article at their own discretion.

(d)

For the purposes of general law, Non-Voting Members shall only be regarded as supporters of the Charity and shall not be conferred any powers or rights that members or subscribers of a company are conferred under the Act.

- (4) The Directors may refuse an application for membership at their absolute discretion, if they consider it to be in the best interests of the charity.
- (5) Membership is not transferable to anyone else.
- (6) For the avoidance of doubt, the Directors may at their absolute discretion define the status and role of Non-Voting Members from time to time, and may set any (non-refundable) subscription fee payable by them.

#### Termination of Membership.

10

#### Full Members

- (1) The membership of a person from among the Full Members class is terminated only if:

(a)

the member dies; or



(b)  
the member resigns by written notice to the Charity; or

(c)  
the member is removed from membership by a resolution of the Directors passed by a simple majority (51%) at a meeting of Directors convened under the provisions of these Articles for any misconduct, criminal conduct, dishonesty or for any other conduct that the Directors determine as to be against the best interests of the Charity; or

(d)  
the member becomes a member or trustee of any other organisation whose activities or aims are detrimental to the interests of the Charity and its beneficiaries, and the Directors resolve, at their discretion, to terminate his membership; or

(e)  
the Directors submit a proposal to remove the said member at a general meeting of the charity and is removed from membership if at least fifty-one percent (51%) of the total number of Full Members present, resolve, at the said meeting, that it is in the best interests of the Charity that his or her membership is terminated. The decision of the Charity shall be final and binding.

#### Non-Voting Members

(2) The membership of a person from among the Non-Voting Members class is terminated only if:

(a)  
the member dies; or

(b)  
the member resigns by written notice to the Charity; or

(c)  
the member is removed from membership by a resolution of the Directors passed by a simple majority (51%) at a meeting of Directors convened under the provisions of these Articles for any misconduct, criminal conduct, dishonesty or for any other conduct that the Directors determine as to be against the best interests of the Charity; or

(d)  
the member becomes a member or trustee of any other organisation whose activities or aims are detrimental to the interests of the Charity and its beneficiaries, and the Directors resolve, at their discretion, to terminate his membership; or

(e)  
the Directors submit a proposal to remove the said member at a general meeting of the charity and is removed from membership if at least fifty-one percent (51%) of the total number of Full Members present, resolve, at the said meeting, that it is in the best interests of the Charity that his or her membership is terminated. The decision of the Charity shall be final and binding; or

(f)

the member who fails to pay, within a reasonable time not exceeding twelve (12) months, any membership or subscription fee after becoming due, and is removed by a resolution passed by a simple majority (51%) of Directors passed at a meeting of Directors.

- (3) The decision to terminate the membership of a member under sub-article (1) to (2) above shall be final and binding.

#### Membership Fee

11

- (1) The Charity may require members to pay membership fees to the Charity as determined by the Directors from time to time.
- (2) The Directors at their discretion may set different levels of membership fees for different class of members, or set a higher membership fee for any member who is in arrears or owes money to the Charity.
- (3) Any voting member (Full Member) shall have his voting rights suspended if any membership fee remains outstanding after six (6) months have passed after becoming due, as determined at the discretion of the Directors, or if any arrears owed to the Charity remain unpaid (without agreeing a payment plan) for a period of twelve (12) months. The Membership Fees set by the Directors may be amended by voting members at a general meeting of the Charity. For the avoidance of doubt, any membership fees paid to the Charity shall be non-refundable.

#### General meetings.

12

- (1) The directors shall call a General Meeting if requested to do so by the majority of the voting members of the Charity, or if the Directors deem it necessary to call such a meeting.
- (2) All General Meetings where a Special Resolution is to be passed shall be called Special General Meetings.
- (3) Only Full Members who have not had their voting right suspended shall be entitled to vote at general meetings of the Charity. The Directors may, at their absolute discretion, invite other persons to attend the general meetings of the Charity.
- (4) Notwithstanding any voting member's rights to call a General Meeting under the Act, General meetings or Special General Meetings may be called at any time by the Directors.

#### Notice of general meetings.

13

- (1) The minimum period of notice required to hold any general meeting of the Charity is fourteen

(14) days from the date on which the notice is deemed to have been given.

- (2) A general meeting may be called by shorter notice, if it is so agreed by ninety percent (90%) of all the members entitled to attend and vote.
- (3) The notice must be given to all members entitled to attend by any paper or electronic means, including by means of mobile phone messages.

14 The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity, or the means used failed to deliver the message or notice.

#### Proceedings at general meetings.

- 15
- (1) No business shall be transacted at any general meeting unless a quorum is present.
  - (2) A quorum for all General Meetings is one-third (1/3rd) of all Full Members, or fifty (50) Full Members, whichever is greater, who are entitled to vote upon the business to be conducted at the meeting.

- 16
- (1) General meetings shall be chaired by the Chairperson of the Charity, or in his or her absence, the Internal Vice-Chair, or in his or her absence an Officer appointed by the voting members present at the commencement of the meeting.
  - (2) If there is only one Director present they shall chair the meeting.

#### Decision at meetings.

- 17
- (1) Decisions at a general meeting shall be based on a consensus.
  - (2) Where no consensus is reached, then, subject to sub-article (5) of this Article (Article 17) and Article 18, a vote may be demanded on the motion in question either
    - (a) by the person chairing the meeting; or
    - (b) by at least twenty-five percent (25%) of the total number of voting Members present.
  - (3) Subject to sub-Article (5) of this Article (Article 17) and Article 18, any vote at a meeting shall be decided by a poll.

(4)

The motion shall be deemed to be passed if at least fifty-one percent (51%) of the members present, and entitled to vote, vote in favour of the motion, or in the case of a special general meeting (for the purposes of passing a special resolution), at least two-thirds (2/3rds) of the members present, and entitled to vote, vote in favour of the motion. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive.

(5)

In the event that a dispute arises, the decision of the person chairing the meeting shall be final and binding on all Members.

#### Votes of members.

- 18 Subject to Article 11(3), all Full Members shall have one vote and be termed as ‘voting members’ and subscribers of the company. For the avoidance doubt, a voting member shall lose his or her right to be nominated as a Director or a Guardian Trustee and lose his or her right to participate in any election or voting at general meetings if his or her voting rights are suspended pursuant to article 11(3).
- 19 Non-Voting Members shall have no voting rights.
- 20 If any objection to the qualification of any voter arises, which cannot be resolved at the meeting at which the objection arises, then the Directors of the charity must decide on the matter before the vote can be tendered, such that the decision of the Directors shall be final and binding. If the vote to be tendered is at a General Meeting then the meeting shall be adjourned until such time that the Directors have decided on the matter, and then re-conveyed straight after the Directors meeting.
- 21 In any meeting of the Charity, if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

#### Directors.

- 22 A Director must be a natural person aged eighteen (18) years or older.
- 23 No one may be appointed a Director if they would be disqualified from acting under the provisions of Article 36.
- 24 Pursuant to Article 27, the charity shall, at a general meeting, elect a Executive Committee comprising of a minimum of five (5) persons (who shall be the Trustees of the charity for the purposes of the Charities Act 2011).
- 25 There shall not be a maximum number of directors that can be appointed in the Charity.
- 26 The Executive Committee may delegate any of their powers or functions to a committee of two or more persons, or to an officer or staff of the Charity;

## Appointment of Directors.

- 27 The persons listed as the directors of the Charity at Companies House at the date of the adoption of these Articles shall be the first Directors appointed under these amended articles, subject to Article 36, to serve a term of two (2) years from the general meeting held for the adoption of these Articles.
- 28 The Charity may by ordinary resolution of voting members at a general meeting of the Charity appoint a person from among the Full Members (with voting rights), who is willing, to act to be a Director. Pursuant to Articles 32, persons elected or appointed by voting members of the Charity as Officers of the Charity, shall also be appointed or elected as the Directors of the Charity, to serve a term not exceeding two (2) years from the date of the general meeting wherein the appointment or election is made.
- 29 The Directors shall have the power to appoint any person with voting rights from among Full Members to be a Director at any time to fill a casual vacancy or as an addition to the existing members of the Executive Committee, such that the total number of Directors on the Board shall not at any time exceed any maximum number fixed in accordance with these Articles (if any). Any director appointed under this article shall hold office only until the next General Meeting. He or she shall be eligible for re-election at that next General Meeting.

## Officers & Executive Committee.

- 30 The collective body of Directors of the Charity shall be called the Executive Committee.
- 31 The meetings of the Executive Committee and General Meetings of the Charity shall be chaired by a Chairperson of the Charity or in the event that no Chairperson is appointed, then by the Internal Vice-Chair, or in the event that there is no such person appointed then by a Director appointed or elected from among the Executive Committee present at the said meeting, who shall preside over the meeting at which he or she is appointed.
- 32 The Charity, at a general meeting, shall elect from among the voting Full Members, to hold office such as a Chairperson, Internal Vice-Chair, External Vice-Chair, Treasurer or General Secretary, and all such office holders shall be referred to as 'Officers' of the Charity. All Officers shall be appointed at a general meeting of the Charity and shall serve a term not exceeding their term as a Director.
- 33 Subject to Article 35, the Directors may appoint a person, who may not necessarily be from among the members, to act as 'Ex-officio Officer' of the Charity, such as an Auditor, providing such advice as determined by the Directors from time to time.
- 34 The appointment of any Ex-officio Officer shall not confer any rights as a Director under the Act whatsoever for that said person and may be revoked by a resolution of the Directors at their sole and absolute discretion.
- 35 A Director ceases to be among the Officers of the Charity if:
- (i) he resigns from the said office by giving written notice to the directors;

- (ii) he is removed from his or her office by a resolution of the directors passed by a majority of the directors;
- (iii) he serves his term as an Officer and his term is not renewed;
- (iv) at least fifty-one percent (51%) of the total number of Full Members present at a General Meeting, resolve, at the said meeting, that it is in the best interests of the Charity that his office is terminated.
- (v) ceases to be a director by virtue of provisions of Clause 36.

### 36 Disqualification and removal of Executive Committee (Directors) members.

A Director shall cease to hold office if the said Director:

- (i) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director; or
- (ii) ceases to be from among Full Members; or
- (iii) becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs; or
- (iv) has served his or her term as a Director and is not re-appointed or re-elected to serve a further term;
- (v) resigns as a Director by notice to the Charity and the Executive Committee accepts the resignation (but only if enough Directors will remain in office when the notice of resignation takes effect to form a quorum for meetings); or
- (vi) is removed from the Executive Committee by a resolution of the Directors passed by a simple majority that it is in the best interests of the Charity that their directorship is terminated; or
- (vii) notwithstanding any Members' rights under the Act, is removed from the Executive Committee by a resolution of the voting members of the Charity passed by a simple majority at a General Meeting that it is in the best interests of the Charity that their directorship is terminated.

### Powers of the Executive Committee

- 37 The Executive Committee (directors) shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 38 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

- 39 Any meeting of directors at which a quorum is present at the time the relevant decision is made, may exercise all the powers exercisable by the directors.

#### Proceedings of the Executive Committee.

- 40 The Executive Committee (Directors) may regulate their proceedings as they think fit and may use any electronic means as they think fit.
- 41 The Directors must call a meeting of the Directors if requested to do so by any one (1) Director.
- 42 Questions arising at a meeting shall be decided by consensus or a majority of votes if a poll is demanded.
- 43 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 44 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made;
- 45 The quorum for Director meetings shall be two (2) Directors or a number nearest to one-half of the number of Directors, whichever is higher.
- 46 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.
- 47 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

#### Delegation.

- 48 (1)  
The Directors may delegate any of their powers or functions to a committee of one or more Directors, or to an officer or staff of the Charity or to the Guardian Trustees but the terms of any delegation must be recorded in the minute book.
- (2)  
The Directors may impose conditions when delegating;
- (3)  
The Directors may revoke or alter a delegation at their absolute discretion.
- (4)  
All acts and proceedings of any committees must be fully and promptly reported to the Directors.

## Guardian Trustees

- 49 (1)  
The Charity shall appoint Full Members with voting rights, as Guardian Trustees of the Charity, to serve a life term subject to Article 50 and Article 51, who shall be empowered to safeguard the founding mission, ethos and values of the Charity, and to resolve conflicts and disputes, or any other matter that may give rise to disunity, conflict or dispute or confusion in the Charity.
- (2)  
The Executive Committee, or the Full Members for that matter, shall, in the event of a dispute that arises within the Charity, or any other matter that cannot be resolved via consensus, shall present that matter to the Guardian Trustees for resolution, and the decision of the majority of the Guardian Trustees shall be final and binding on the parties to the dispute.
- (3)  
The Guardian Trustees may convene their meetings (in the manner deemed fit by the Guardian Trustees) if requested to do so by the Executive Committee, or by voting members at a general meeting.
- (4)  
The meetings of the Guardian Trustees shall be chaired by a person appointed from among the Guardian Trustees to act the Chairman, and decision at such meetings shall be made by a majority decision of the Guardian Trustees, or by the Chairman of the Guardian Trustees if there is equality of votes on the matter.
- (5)  
Nothing in these Articles shall prevent a Guardian Trustee to also act as an Executive Committee Member or Officer of the Charity, if so appointed or elected under the provisions of these Articles.
- 50 The first Guardian Trustees shall be
1. Salam Petoh Hasimin
  2. Jaypee Acalul
  3. Halima Mahmud
  4. Mahani Rajak
  5. Jomer Dayan Hassan
- to serve a term for life, subject to Article 51.
- 51 A person ceases to be a Guardian Trustee, if:
- (i) he or she ceases to be from among Full Members; or
  - (ii) he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs; or



- (iii) he or she resigns and the Executive Committee accepts the resignation; or
- (iv) the Executive Committee (after conducting an investigation in the manner thought fit by the Executive Committee for any misconduct, criminal conduct, dishonesty or for any other conduct that the Executive Committee determine as to be against the best interests of the Charity) submit a proposal to remove the said person at a general meeting of the charity and is removed from among the Guardian Trustees if at least fifty-one percent (51%) of the total number of Full Members present, resolve, at the said meeting, that it is in the best interests of the Charity that his or her is terminated as a Guardian Trustee. The decision of the Charity shall be final and binding.

#### Minutes.

- 52 The Directors must keep minutes of all appointments of officers made by the Directors, proceedings at meetings of the Charity and meetings of the Executive Committee.

#### Accounts, Annual Report and Annual Return.

- 53 The Directors shall comply with their obligations with regard to the preparation, keeping of and presentation of accounting records and annual reports or returns for the Charity.
- 54 Any notice to be given to or by any person pursuant to the articles must be in writing or must be given using email or mobile phone text message.

#### Rules.

- 55 The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- 56 The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - (c) the setting aside of the whole of any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.

#### Indemnity.

- 57 The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.
- 58 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 59 The rules or bye laws, shall be binding on all members of the Charity and any supporter or non-voting members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the articles.
- 60 The Executive Committee shall operate bank accounts in the name of the Charity and there shall be at least two directors registered as signatories to such accounts and payments from such account must be made by at least one signatory, including payment via online banking and debit card.

#### Dissolution.

- 61
- (1)  
The voting members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2)  
Subject to any such resolution of the voting members of the charity, the Executive Committee (Directors) of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
- (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3)  
In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 61(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.