

Company number: 06065201
Charity number: 1122086

Companies Acts 1985 and 2006
Certificate of passing of a special resolution
of
Islamic Research Foundation International ("the Charity")

Passed on12/11/2019.....

The following resolution was duly passed as a special resolution on 12/11/2019 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

THAT the draft Articles of Association attached hereto be and are hereby approved and adopted as the Articles of Association of the Charity in substitution for and to the exclusion of all existing Articles of Association of the Charity.

Signed: 
Director

Date: 12/11/2019

MONDAY



A13 18/11/2019 #154
COMPANIES HOUSE



In The Name of Allah, the Merciful, the Compassionate

ARTICLES OF ASSOCIATION
of
Islamic Research Foundation International
Company number: 06065201

1. INTERPRETATION:

1.1 In 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 Charity;

"Chairman" means the Founding Chairman, his nominated successor or any successor appointed in accordance with Article 4.15(i);

"the Charity" means **Islamic Research Foundation International**;

"Connected" means any person falling within one of the following categories:

- a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or
- b) the spouse or civil partner of any person in (a); or
- c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or
- d) any company, partnership or firm of which a Trustee is a director, member, partner or employee, or shareholder holding more than 1% of the capital;

"Founding Chairman" means Dr Zakir Abdul-Karim Naik;

"the Memorandum" means the Charity's Memorandum of Association, the operative provisions of which now appear in the Schedule to the Articles;

"the Objects" means the principal objects set out in the Memorandum (as now set out in the Schedule to these Articles);

"the office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one;

"the 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;

"the Board of Trustees" means the Directors of the Charity (and "Trustee" has a corresponding meaning). The directors are charity trustees as defined by section 177 of the Charities Act 2011;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

"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; and

any reference to an Act of Parliament or to a Statutory Instrument includes any statutory modification or re-enactment of it for the time being in force.

2. MEMBERS:

2.1 The subscribers to the Memorandum and such other individuals as are admitted to membership in accordance with standing orders made under Articles 4.16 and 4.17 below – including any members of the Regional Executive Committees and Executive Council appointed in accordance with Article 9 below and any Honorary Trustees and Honorary Patrons appointed in accordance with Article 10 below – shall be members of the Charity.

2.2 No person shall be admitted as a member of the Charity unless his or her application for membership has been approved by the Regional Executive Committee whose office is situated in the region in which he or she is resident, subject to the approval of the Executive Council and of the Board of Trustees.

2.3 Unless the Board of Trustees shall make other provision under Articles 4.16 and 4.17 below, the Trustees may in their absolute discretion permit any member of the Charity to retire PROVIDED THAT after such retirement the number of members is not less than two.

3. GENERAL MEETINGS:

3.1 The Charity 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 Charity and that of the next PROVIDED THAT so long as the Charity 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 Board of Trustees may call general meetings by at least 21 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 Articles 4.16 and 4.17 below.

4. ADMINISTRATION:

The Charity shall be administered as follows:

Trustees

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

4.2 The Trustees shall be Muslims.

4.3 The Trustees shall be members of Islamic Research Foundation International.

4.4 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 (as now set out in the Schedule to these Articles) and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Board of Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum (as now set out in the Schedule to these Articles) or the Articles and no such direction shall invalidate any prior act of the Board of 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 Board of Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Board of 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 Board of Trustees shall have the following powers, namely:

(i) to expend the funds and assets of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity 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 Charity.

Appointment and Retirement of Trustees

4.6 Any person who is willing to act as a Trustee, and who would not be disqualified from acting under the provisions of Article 4.9, may be appointed to be a Trustee by a decision of the Trustees.

4.7 [This Article has been removed]

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 or she:

- (i) ceases to be a Trustee by virtue of any provision in the Act or is disqualified under the Charities Act 2011 (or any statutory modification or re-enactment thereof) from acting as a trustee of a charity ;
- (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 Charity (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 Board of Trustees from all their meetings held within a period of 2 years and the Board of Trustees resolve that his office be vacated.
- (v) acts or is perceived to act against the objects and interests of the Charity and subject to a proper investigation by the Trustees (during which the person concerned, accompanied by a colleague if so desired, shall be given a reasonable opportunity to be heard by the Trustees before a final decision is made), the Trustees resolve that his or her office be vacated;

Trustees' Expenses

4.10 The Trustees shall be entitled to indemnify and reimburse themselves out of the funds of the Charity 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 (as now set out in the Schedule to these Articles) and to Article 4.10 above the Board of 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 Charity. Any such appointment may be made upon such terms as the Board of Trustees may determine. Any appointment of a Trustee to an executive office shall terminate if he or she ceases to be a Trustee.

4.12 Subject to the provisions of the Act and to Clause 5.5 of the Memorandum (as now set out in the Schedule to these Articles) and to Article 4.10 above no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration for their services from the funds of the Charity or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

Secretary

4.13 A Secretary may be appointed by the Board of 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 Board of Trustees may regulate their proceedings as they think fit.

4.15 The following regulations shall govern the procedure of the Trustees:

(i) 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.

(ii) The Trustees shall hold meetings at least twice in every year and at such other times and in such places as they shall from time to time decide and a simple majority of Trustees may at any time convene a special meeting of the Trustees upon at least 14 clear days notice being given to the other Trustees of the matters to be discussed.

(iii) Subject to sub-clause 4.15(i) above and sub-clause 4.15(iv) below, there shall be a quorum when at least one third or 3 Trustees – whichever is the higher – 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 Board of Trustees.

(iv) Where one or more Trustees has a conflict of interest such that they are required under Article 4.15 to comply with Article 4.15E and not take part in the decision or be counted in the quorum, the quorum in relation to such decision shall be reduced to two (2) Trustees.

(v) A meeting of Trustees may be conducted by way of conference call via telephone video webcam or satellite link PROVIDED ALWAYS THAT everyone involved can at least hear each other speak simultaneously;

(vi) At any meeting of the Trustees those present shall appoint one of their members to chair that meeting by a simple majority vote.

(vii) 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.

(viii) 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 the matter in question shall be determined by a simple majority vote (unless otherwise required by statute or these Articles) and in the event of an equality of votes, the chairman present at the meeting shall have a casting vote, but only after the matter in question has been fully discussed by all the Trustees present thereat.

(ix) Subject to sub-clause 4.15(i) above any decision or resolution of the Trustees may be rescinded or varied from time to time by the Trustees.

(x) The Board of Trustees shall appoint one of their members 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.

(xi) The Board of Trustees may appoint one or more committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a committee PROVIDED THAT all acts and proceedings of any such committees shall be fully and promptly reported to the Board of Trustees.

(xii) The Board of Trustees shall keep minutes in books kept for the purpose:

(a) of all appointments of officers made by the Trustees;

(b) *of all proceedings at meetings of the Charity 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 of the meeting.*

(xiii) 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.

(xiv) 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.

Conflicts of Interests and Management of Conflicts of Interest

Declaration of interests

4.15A Unless Article 4.15B applies, a Trustee must declare the nature and extent of:

- (i) any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Charity; and
- (ii) any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.

4.15B There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

4.15C If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

4.15D If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she may participate in the decision-making process and may be counted in the quorum and vote UNLESS the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:

- (i) the payment of premiums in respect of indemnity insurance effected in accordance with Clause 5.1.26 of the Memorandum (as now set out in the Schedule to these Articles);
- (ii) payment under the indemnity set out at Articles 4.18 and 4.19;
- (iii) reimbursement of expenses in accordance with Article 4.10; or
- (iv) a majority of the other Trustees participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 4.15E.

4.15E If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 4.15E, he or she must:

- (i) take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;
- (ii) not be counted in the quorum for that part of the process; and
- (iii) withdraw during the vote and have no vote on the matter.

Continuing duties to the Charity

4.15F Where a Trustee or person Connected with him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:

- (i) the Trustee shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and
- (ii) the Trustee shall not be accountable to the Charity for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

Register of Trustees' interests

4.15G The Trustees must ensure a register of Trustees' interests is kept.

Rules

4.16 The Board of Trustees may from time to time make such rules including standing orders as they may deem necessary or reasonable for the proper conduct and management of the Charity 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 standing orders regulate :

- (i) the admission and classification of members of the Charity (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 Charity in relation to one another, and to the Charity's servants;
- (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- (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 Executive Committees and Regional Centres of the Charity as hereinafter provided;
- (vi) the administration of the Executive Council of the Charity as hereinafter provided;
- (vii) generally, all such matters as are commonly the subject matter of company rules.

4.17 The Board of Trustees shall have the power to alter, add to or repeal any such rules or standing orders and shall adopt such means as they think sufficient to bring to the notice of

members of the Charity all such rules or standing orders, which shall be binding on all members of the Charity *PROVIDED THAT no rule or standing order shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum (as now set out in the Schedule to these Articles) 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 Charity 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 Charity shall be indemnified out of the assets of the Charity 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 Charity.

The Seal

4.20 The Seal shall only be used by the authority of the Board of Trustees or of a committee of Trustees authorised by the Board of Trustees. The Board of 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 Charity 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 or her registered address or by leaving it at that address.

4.23 Proof that an envelope containing a notice was properly addressed, pre-paid 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 Charity 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 Board of Trustees may from time to time open and maintain in the name of the Charity 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 Charity 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 one Trustee.

5.2 The Board of Trustees shall select at least one of their number to act as signatory to operate the accounts of the Charity and to execute in the name of the Charity and on behalf of the Board of Trustees (in the presence of a witness where required) all assurances or other deeds or instruments for giving effect to any decisions resolutions or transactions to which the Charity is a party.

Accounts

5.3 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

5.4 The Board of Trustees shall comply with their obligations under the Charities Act 2011 (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

5.5 The Board of Trustees shall comply with their obligations under the Charities Act 2011 (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 Muslim or non-Muslim 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 Charity and its Regional Executive Committees and its Regional Centres and its Executive Council and any project or aid scheme initiated and co-ordinated by the Charity 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 Charity and its Regional Executive Committees and its Regional Centres and its Executive Council and any project or aid scheme initiated and co-ordinated by the Charity.

6.3 With reference to Articles 4.16 and 4.17 above the Board of Trustees may make such rules and standing orders as they shall from time to time in their absolute discretion think fit for the management of the Charity and its Regional Executive Committees and its Regional Centres and its Executive Council and any project or aid scheme initiated and co-ordinated by the Charity and may at any time and from time to time rescind or vary such rules and standing orders 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 Charity 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 Charity.

6.4 In making such rules and standing orders under Article 6.3 above, the Board of Trustees may delegate to anyone working for the Charity such matters relating to the day-to-day management of the Charity and its Regional Executive Committees and its Regional Centres and its Executive Council and any project or aid scheme initiated and co-ordinated by the Charity as they shall in their absolute discretion think fit.

6.5 The: Board of Trustees shall be entitled to appoint any lawyer, executive, administrator, manager, stockbroker, agent or accountant or other such person to manage the Charity and its

Regional Executive Committees and its Regional Centres and its Executive Council and any project or aid scheme initiated and co-ordinated by the Charity 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 Board of 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 Charity and its Regional Executive Committees and its Regional Centres and its Executive Council and any project or aid scheme initiated and co-ordinated by the Charity or in order to generate income for the Objects of the Charity.

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 Charity and its Regional Executive Committees and its Regional Centres and its Executive Council and any project or aid scheme initiated and co-ordinated by the Charity should in the opinion of the Board of Trustees become unsuitable or not be required for such charitable purposes then the Board of Trustees may (with any consents as be law required) sell, lease, exchange, donate or otherwise dispose of the same.

7.3 The Board of 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 Charity and its Regional Executive Committees and its Regional Centres and its Executive Council and any project or aid scheme initiated and co-ordinated by the Charity or in order to generate income for the Objects of the Charity 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 Charity and its Regional Executive Committees and its Regional Centres and its Executive Council and any project or aid scheme initiated and co-ordinated by the Charity or in order to generate income for the Objects of the Charity.

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 Board of 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 Board of Trustees may assist anybody or bodies especially other charitable organisations whose purposes are the same as or similar to those of the Charity, financially or otherwise, PROVIDED ALWAYS that such assistance is in accordance with the Objects.

9. REGIONAL EXECUTIVE COMMITTEES & THE EXECUTIVE COUNCIL:

9.1 The Board of 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 committees of management described herein as "Regional Executive Committees" and "the Executive Council" 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 any Regional Executive Committee and the Executive Council 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 Charity and its Regional Executive Committees and its Regional Centres and its Executive Council and any project or aid scheme initiated and co-ordinated by the Charity;
- (iii) with reference to Article 4.15 (xi) above to assist in the work of any committee appointed by the Board of Trustees;
- (iv) to assist in making and from time to time rescinding or varying such rules and standing orders for the management and conduct of any premises for the time being owned or used by the Charity and its Regional Executive Committees and its Regional Centres and its Executive Council and any project or aid scheme initiated and co-ordinated by the Charity;
- (v) to assist in appointing any servants and employees of the Charity and its Regional Executive Committees and its Regional Centres and its Executive Council and any project or aid scheme initiated and co-ordinated by the Charity;
- (vi) subject to Article 5 above on behalf of the Charity to enter into contracts, incur credit and borrow money;

PROVIDED ALWAYS:

- (vii) that at all times the Board of Trustees shall remain legally responsible for the overall administration, supervision and management of the Charity and its Regional Executive Committees and its Regional Centres and its Executive Council and any project or aid scheme initiated and co-ordinated by the Charity; and
- (viii) that at all times at least two thirds of the Trustees are members of the Executive Council.

9.2 The Trustees may permit all or any such members of the Executive Council 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 Board of Trustees shall have power from time to time to vary the constitution of the Charity's Regional Executive Committees and its Regional Centres and its Executive Council and the powers and duties of any of their members who are not Trustees, and in accordance with Articles 4.16 and 4.17 above to make, vary or rescind such rules and standing orders regarding the meetings and functions of the Charity's Regional Executive Committees and its Regional Centres and its Executive Council as they shall in their absolute discretion think fit.

9.4 The Trustees reserve the right either personally or through any member of the Charity's Regional Executive Committees or its Regional Centres or its Executive Council or through any individual member of the Charity to exclude indefinitely from any premises owned by or occupied for the Objects of the Charity 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 PATRONS:

10.1 The Founding Chairman and in the event of his ceasing to hold office as a trustee or death then his nominated successor may be given the honorary title of Patron in Chief of the Charity. In the event of there being no nominated successor, the Trustees for the time being (excluding any retiring

Trustee) may appoint or discharge a Patron in Chief, any such appointment or discharge to be made by at least a two thirds majority resolution of all the existing Trustees.

10.2 The Board of Trustees shall have power by resolution to make rules and standing orders and from time to time to vary such rules and standing orders for the appointment and admission to the meetings of the Trustees and of the Executive Council of Honorary Patrons of the Charity, and the rights of such Honorary Patrons at the said meetings thereof *PROVIDED ALWAYS* 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 Charity or the application of the whole or any part thereof (whether as to income or capital) otherwise than exclusively for the Objects of the Charity. .

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 Noble 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 (as now set out in the Schedule to these Articles) the Board of Trustees may at any time if they in their absolute discretion think fit decide to dissolve the Charity 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 (as now set out in the Schedule to these Articles) in the event of the Charity being dissolved under Article 11.3 above, the assets of the Charity (if any) after payment there out of all proper debts and liabilities shall be given or transferred by the Board of Trustees to such other charitable organisation or organisations with purposes similar to those of the Charity as the Board of 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 (as now set out in the Schedule to these Articles) and Articles relating to the Objects of the Charity may not be altered by the Board of Trustees without the prior consent in writing of the Charity Commissioners.

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

12. JURISDICTION

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

SCHEDULE

PROVISIONS FORMERLY CONTAINED IN THE COMPANY'S MEMORANDUM OF ASSOCIATION

1. NAME:

1.1 The name of the Company is **Islamic Research Foundation International**, hereinafter called "the Charity".

2. REGISTERED OFFICE:

2.1 The Charity's registered office is to be situated in England and Wales.

3. OBJECTS:

3.1 The Charity's principal objects ("the Objects") are, by such means as are charitable, throughout the world and more particularly in the United Kingdom ("the UK") and in Europe :

3.1.1 the advancement of the faith and religious practices of Islam;

3.1.2 the advancement of religious and general education for the public benefit including but not restricted to the study and promotion of:

(i) the beliefs, teachings and religious practices of Islam and any other useful knowledge;

(ii) comparative religion and interfaith dialogue in order to secure understanding, tolerance, harmony and peace between Muslims and non-Muslims;

(iii) primary, secondary, college and university education;

(iv) the observance and maintenance of human rights in accordance with the rule of law;

(v) the prevention of alcohol and drugs abuse and misuse;

(vi) the prevention of gambling and debt;

(vii) the promotion of Islamic Shari'a compliant finance;

(viii) the prevention of crime including any form of terrorism;

3.1.3 the relief of poverty, sickness, distress and suffering of any persons who are in need irrespective of their nationality, race, ethnic origin and religious beliefs including but not restricted to the relief of those who are the victims of:

(i) natural disasters including droughts, earthquakes, epidemics, fires, hurricanes and floods;

(ii) man-made disasters including industrial accidents and wars;

(iii) the abuse and violation of human rights;

(iv) alcohol and drugs abuse and misuse;

(v) gambling and debt;

(vi) crime including any form of terrorism;

3.1.4 the advancement of other charitable purposes for the public benefit, to provide recreational facilities and activities in the interests of social well-being with the object of improving the conditions of life for those persons in need of such facilities; and

3.1.5 the advancement of such other charitable objects for the public benefit as the Board of Trustees may from time to time think fit.

4. GENERAL POWERS:

4.1 In furtherance of the Objects but not otherwise the Charity may exercise the following powers:

4.1.1 in particular to assist in the religious and general education of Muslims and members of the general public in the UK and anywhere else in the world by:

- (i) establishing educational, cultural and religious centres in the UK and anywhere else in the world;
- (ii) establishing one or more primary schools in the UK and anywhere else in the world;
- (iii) establishing one or more secondary schools in the UK and anywhere else in the world; and
- (iv) establishing one or more universities in the UK and anywhere else in the world;

4.1.2 in general to promote and establish the Muslim faith and way of life of Islam as defined by the Noble Qur'an and the Sunnah of the Prophet Muhammad, may the blessings and peace of Allah be on him, and to assist in the religious and general education of Muslims and members of the general public and in the propagation of the religion of Islam amongst others especially in the UK and in Europe but also throughout the world having due regard for people's needs to be educated in accordance with the teachings of Islam and in any useful knowledge needed to live a good life so as to advance their spiritual mental physical and social well-being;

4.1.3 to assist in accordance with the teachings of Islam:

- (i) any person who wishes freely so to do to embrace the religion of Islam by affirming that there is no god except Allah and that Muhammad is the Messenger of Allah;
- (ii) Muslims to gather together peacefully in order to worship and pray to the One God;
- (iii) in the collection and distribution of the Zakat,
- (iv) any Muslims who are fasting during the holy month of Ramadan by providing them with food and drink between sunset and dawn and with all necessary facilities for the Tarawih prayer and Itikaf,
- (v) any Muslim to go on Hajj and Umrah to Makka and to visit Madina;

4.1.4 to assist in holding educational classes lectures training programmes courses seminars meetings conferences social religious and cultural events exhibitions and prayer gatherings which shall be open to both Muslims and subject to the discretion of the Trustees non-Muslims of all ages in order to learn more about and embody the teachings and cultural heritage of Islam;

4.1.5 to engage in all such educational cultural social and religious activities as will assist in the fulfilment of these aims;

4.1.6 to provide in the interests of both Muslims' and non-Muslims' social welfare facilities for recreation and other leisure-time occupations being facilities:

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

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

4.1.7 to provide in the interests of Muslims' 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;

4.1.8 to relieve both Muslims and non-Muslims in the United Kingdom in particular and throughout the world in general who are in need by reason of their youth age infirmity disablement poverty or social and economic circumstances or ignorance;

4.1.9 With regard to sub-clauses 4.1.1 and 4.1.2 above the said assistance shall take the form of the provision of buildings teachers books audio-visual aids computers and any other educational equipment resources and facilities needed to provide the intended beneficiaries with a high standard of religious, cultural and general education;

4.1.10 With regard to sub-clause 4.1.8 above the said relief shall take the form of the provision of food clothing shelter medical aid and supplies and personnel financial assistance assistance in agricultural and industrial projects and aid schemes aimed at enabling those being helped to become self-sufficient;

4.1.11 With regard to sub-clauses 4.1.1- 4.1.10 above the Charity shall make full use of all modern audio-visual means of communication including but not restricted to the internet and the use of radio and television whether terrestrial or celestial or any other means of communication not yet known or hereafter invented;

4.1.12 None of the said assistance and relief provided by the Charity shall be used for political purposes or to influence the political situation or government of any country, except as is permitted by the law of England and by the law of any other such country or countries.

5. POWER TO COLLECT AND APPLY FUNDS AND ASSETS:

5.1 In the furtherance of the Objects but not otherwise the Charity may exercise the following powers:

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

5.1.2 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, pay-roll 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 Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

5.1.3 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 Charity so that any contribution, donation, legacy, grant or gift so accepted shall be held subject to the terms and conditions of the gift;

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

5.1.5 subject to any consents required by law, to construct acquire alter and improve any property in the name of the Charity and maintain and equip the same;

5.1.6 subject to any consents required by law, to sell charge let lease exchange or otherwise dispose of all or any part of the property or assets of the Charity;

5.1.7 subject to Clause 5.2 below to employ such staff, who shall not be Directors of the Charity (hereinafter referred to as "the Board of Trustees"), as are necessary for the proper pursuit of the Objects;

5.1.8 to appoint and constitute such advisory and specialist committees as the Board of Trustees may think fit;

5.1.9 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

5.1.10 to procure, provide and disseminate information and advice 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;

5.1.11 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;

5.1.12 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;

5.1.13 to assist in the funding fitting equipping furnishing and administration of any mosque or Islamic cultural centre madrassah school college university library bookshop or educational and social centre either in the United Kingdom or abroad with all the religious administrative educational and recreational resources facilities and personnel needed to benefit the Charity's beneficiaries in accordance with the Objects;

5.1.14 to provide funds awards grants and scholarships to any one or more of the said beneficiaries studying at any of the said madrassahs schools colleges universities and educational and social centres in order to pay for their travel to and from the said madrassahs schools colleges universities and educational and social centres and for their tuition fees accommodation subsistence and living expenses while attending thereat PROVIDED ALWAYS that such payments are made exclusively within the framework of the Objects but not further or otherwise;

5.1.15 to assist in appointing, funding and accommodating any such Imams as are needed to lead the Muslims in the said mosques Islamic cultural centres and madrassahs in prayer and any such teachers as are needed to teach at the said madrassah schools colleges universities and educational and social centres;

5.1.16 to assist in the funding fitting equipping furnishing and administration of any refugee camp orphanage hospital or medical centre either in the United Kingdom or abroad with all the administrative resources facilities medical equipment and personnel needed to benefit the Charity's beneficiaries in accordance with the Objects;

5.1.17 to promote encourage or undertake organised research surveys investigations and publish the useful results thereof;

5.1.18 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 Charity;

5.1.19 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 the Shari'ah;

5.1.20 to borrow or utilise any money equipment facility service or property on such terms as the Board of Trustees shall think fit;

5.1.21 to make such rules and standing orders as the Board of Trustees shall from time to time in their discretion think fit for the management of the Charity and all or any of its activities and from time to time to rescind or vary such rules and standing orders;

5.1.22 to establish an Executive Council (as provided for in the Charity's Articles of Association);

5.1.23 to establish one or more Regional Executive Committees and Regional Centres, any such Regional Centre to be administered by a Regional Executive Committee in accordance with :

- (i) the provisions of this Memorandum of Association and the Charity's Articles of Association;
- (ii) any rules and standing orders formulated by the Board of Trustees by virtue of the provisions contained herein;
- (iii) any rules and standing orders for Regional Executive Committees and Regional Centres as shall be formulated from time to time by the Board of Trustees; and
- (iv) the understanding that the Board of Trustees shall at all times retain the power to take any such action as they shall consider necessary in respect of any decisions acts and proceedings of any Regional Executive Committee and Regional Centre and PROVIDED THAT all decisions acts and proceedings of any Regional Executive Committee and Regional Centre shall be subject to the approval of the Executive Council and of the Board of Trustees;

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

5.1.25 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;

5.1.26 to pay any premium in respect of any indemnity insurance to cover the liability of the Board of Trustees (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 Charity PROVIDED THAT any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Board of Trustees (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.

5.1.27 to act in accordance with Clauses 3 and 4 above as the Board of Trustees shall in their absolute discretion think fit and do all such other lawful things as are necessary for the furtherance and achievement of all the exclusively charitable Objects stated herein.

5.2 Subject to Clause 5.5 below the income and assets of the Charity shall be applied solely towards the promotion of the Objects, including the purchase of land and premises both for the use of the Charity 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.

5.3 Where the aforementioned funds and gifts are accepted on any special trusts as mentioned in sub-clause 5.1.3 above or are collected and received to relieve distress and need caused by any specific accident or disaster or for any particular project or aid scheme initiated and coordinated by the Charity then such funds and gifts shall be allocated and distributed accordingly.

5.4 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 project or aid scheme has been completed in accordance with Clause 5.3 above then any such surplus shall be applied in accordance with the Objects as the Board of Trustees shall in their absolute discretion think fit,

PROVIDED ALWAYS:

5.4.1 that no part of the assets of the Charity which constitute capital monies shall be applied unless the Charity's accountants shall 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 Board of Trustees from accumulating income and applying the same as income if and when they shall think fit; and

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

5.5 No part of the income and property of the Charity shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity PROVIDED THAT nothing in this document shall prevent any payment in good faith by the Charity of any expenses or liabilities which the Trustees may reasonably incur in the performance or exercise of their duties and powers herein.

6. LIMITED LIABILITY:

6.1 The liability of the members is limited.

6.2 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1.00) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7. DISSOLUTION:

7.1 If the Charity is wound up or dissolved by at least a three quarters majority resolution of the Board of Trustees and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 6.2 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object, subject only to the prior consent in writing of the Charity Commissioners.