



COMPARATIVE DESCRIPTION:

CURRENT VS CRC PROPOSED CONSTITUTION

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IN YELLOW**

A PRAYER

In The Name of Allah, the Beneficent, the Merciful.

All Praise is due to Allah Subhanahu Wa Ta'ala

Who through His benevolence has bestowed upon us as His favour,

the inspiration to form this body which we hereby do,

and we pray for His help and guidance in the attainment of our purpose

and we pray for His pleasure

and we also pray for His blessings to be showered on Prophet Muhammed

(s.a.w.) and his progeny.

PREAMBLE

We the Organisations comprising of the followers of the Shia Ithna-Asheri Muslim faith

RECOGNISING THAT all efforts to serve the believers in particular and humanity in general should be for the sake of none but Allah;

RECOGNISING THAT believers are guardians of one another, they enjoin good and forbid evil;

RECOGNISING THAT commandment of Allah is to establish justice on earth, therefore, a Muslim society acts as an instrument to ensure that His commandment is fulfilled; and

RECOGNISING THAT the affairs of a Muslim society are conducted by consultations, do ordain and establish this Constitution.



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1. Title

- 1.1 There is hereby established a federation of the Khoja Shia Ithna-Asheri Communities and the Shia Organisations throughout the world to be known as the World Federation of Khoja Shia Ithna-Asheri Muslim Communities hereinafter referred to as “the Federation”.
- 1.2 The World Federation is a religious charitable organization registered in the UK with Charity Number 282303. As such, The World Federation operates in accordance with the applicable rules and regulations as contained within the laws of the United Kingdom.

2. Definitions

In this constitution the following expressions shall have the following meanings:-

- 2.9 ‘the Assistant Secretary General’ shall mean the Assistant Secretary General for the time being of the Federation being appointed in accordance with

1. Title

- 1.1 There is hereby established a Federation of the Khoja Shia Ithna-Asheri Muslim Communities and the Shia Organisations throughout the world to be known as the World Federation of Khoja Shia Ithna-Asheri Muslim Communities hereinafter referred to as “the World Federation”.
- 1.2 The World Federation is a religious charitable organization registered in the United Kingdom with Charity Number 282303. As such, the World Federation operates in accordance with the applicable rules and regulations as contained within the laws of the United Kingdom..

2. Definitions

In this Constitution the following expressions (listed alphabetically) shall have the following meanings:-

- 2.1 “ADR Facility” shall mean the World Federation Alternative Dispute Resolution (ADR) facility established under Clause 31 of this Constitution for the use and benefit of the Regional Members, Constituent Members, Jamaats and community members;
- 2.2 “Assistant Secretary General” shall mean the Assistant Secretary General for the time being of the World Federation who is a Khoja Shia Ithna-Asheri Muslim member



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the Constitution;

of the Community, being appointed in accordance with **Clause 19.1.3(e)** of this Constitution;

2.11 'the Assistant Honorary Treasurer' shall mean the Assistant Honorary Treasurer for the time being of the Federation being elected in accordance with the Constitution;

2.3 "Assistant Treasurer" shall mean the Assistant Treasurer for the time being of the **World Federation who is a Khoja Shia Ithna-Asheri Muslim member of the Community**, being elected in accordance with **Clause 19.1.3(f)** of this Constitution;

2.15 'Associate Member' shall mean an existing member Jamaat which is unable to join a Regional Federation;

2.4 "Associate Member" shall mean an **individual Khoja Shia Ithna-Asheri Muslim Jamaat constituted or existing in a geographical region where no Regional Federation exists and which is admitted to associate membership of the World Federation under Clause 3.1.2 of this Constitution**;

2.5 "**Board of Trustees**" shall mean the **Board of Trustees comprising the Trustees constituted as set out in Clause 19.1.1 of this Constitution**;

2.1 "The Charities Act" shall mean the Charities Acts 1992 to 2016 and any statutory modification thereof;

2.6 "Charities Act" shall mean the Charities Acts 1992 to **2022** and any statutory modification thereof;

2.2 'the Community' shall mean all those persons throughout the world who are of the Shia Ithna-Asheri faith;

2.7 "Community" shall mean all those persons throughout the world who are of the Shia Ithna-Asheri **Muslim** faith;

2.5 'the Conference' shall mean a general meeting of delegates of the members of the Federation convened in accordance with the Constitution;

2.8 "Conference" shall mean an **Ordinary or an Extraordinary Conference of the World Federation convened by the Board of Trustees in accordance with Clause 9.1 of this Constitution**



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- 2.17 'Constituent Member' means a member of a Regional Federation which is a member of the World Federation;
- 2.3 'the Constitution' means this constitution as originally adopted subject to any amendments made in accordance with the provisions hereinafter contained;
- 2.20 'Electoral College Points' shall mean the definition set out in Clause 20.3;

- and includes an Extraordinary Conference requisitioned under Clause 9.4 of this Constitution. An Ordinary Conference may be an Annual Conference or a Triennial Conference or an Ordinary Conference other than Annual or Triennial Conference held at any other time;
- 2.9 "Constituent Member" shall mean a member of a Regional Member that is a member of the World Federation;
- 2.10 "Constitution" shall mean this Constitution as originally adopted subject to any amendments made in accordance with the provisions hereinafter contained;
- 2.11 "Consultation Leadership Committee" or "CLC" shall mean a consultative and advisory body of the World Federation called the Consultation Leadership Committee constituted under Clause 19.1.2 of this Constitution;
- 2.12 "Councillor" shall mean a Councillor to the Conference either elected or nominated by a Regional Member or Associate Member of the World Federation or appointed or nominated by the Board of Trustees or elected by the Conference;
- 2.13 "Electoral College Points" shall mean the definition set out in Clause 20.3.4 of this Constitution;



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2.19 'the Electoral Commission' shall mean the Electoral Commission of the World Federation for the time being elected in accordance with the Constitution;

2.18 'Financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986;

2.22 'Geographical Regions' shall mean the 7 defined Regions comprising America, Europe, Middle East, Africa, Pakistan, India and East Asia/Oceania;

2.14 'Jamaat' shall mean a community or organisation of persons professing Shia faith;

2.14 "Electoral Commission" shall mean the Electoral Commission of the World Federation for the time being elected in accordance with **Clause 27** of this Constitution;

2.15 "Financial Expert" shall mean an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986 **as amended from time to time;**

2.16 "Geographical Regions" shall mean the 7 defined Regions comprising America, Europe, Middle East, Africa, Pakistan, India and East Asia/Oceania;

2.17 "Jamaat" shall mean a community or organisation of **at least 50** persons professing Shia **Ithna-Asheri Muslim** faith;

2.18 **"Khoja Shia Ithna-Asheri Muslim" means a person who:**

(a) **can trace his/her geographical origin and familial lineage either through his or her father or mother to Sindh, Kutch and Kathiawad in Gujarat, India and specifically, the mercantile Lohana caste who practiced the Satpanth faith before they converted to Islam and has or is of Khoja Shia Ithna-Asheri Muslim Community Heritage; and**

(b) **believes in -**
(i) the oneness of God (Allah); and



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(ii) the Justice of God (Allah);
and

(iii) belief in the Day of
Judgement (Qayamah); and

(iv) Prophet Muhammad
(s.a.w.) as the final Messenger
of Allah; and

(v) the Holy Qur'an revealed
to Prophet Muhammed (s.a.w.),

(vi) Imam Ali ibn Abi Talib
(a.s.) as the first of twelve
infallible divinely appointed
rightful successors of Prophet
Muhammed (s.a.w.) and

(vii) the 11 divinely appointed
infallible Imams after Imam Ali
ibn Abi Talib (a.s.) and in the
concealment and messianic
return of the 12th divinely
appointed infallible Imam
Mehdi (ATF) from the lineage
of Ali ibn Abi Talib (a.s.) and
believes in the infallibility of the
daughter of the Holy Prophet
Muhammad (s.a.w.), Sayyida
Fatima Zahra (a.s.);

- 2.19 "Khoja Shi'a Ithna-Asheri Muslim Community Heritage" shall mean the Khoja heritage of a people who can trace their geographical lineage to Sindh, Kutch and Kathiawad in Gujarat, India and specifically, the mercantile Lohana caste whose initial religious and spiritual identity was Satpanthi that evolved into Ismaili, Sunni faith and finally today, Shi'a Ithna-Asheri Muslim faith being guided by the Marja (such as Ayatullah



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- Mazandarani) and Ulama of the time (such as Mulla Qadir Husain Sahib, Mulla Haji Naji) to find the right path from the Ismaili faith;
- 2.20 “Khums”: In Islamic law, Khums refers to the required religious obligation of any Muslim to pay 20% of their acquired wealth from certain sources, after deduction of all halal necessary expenses of the Khums year, toward specified causes as determined by the A’alam Marja ‘e Taqlid;
- 2.21 “Marja’”, literally meaning “source to imitate/follow” or “religious reference”, is a title given to the highest level of Shia Ithna-Asheri Muslim authority, a Grand Ayatollah and the A’alam Marja ‘e Taqlid followed by the majority of the Shia Ithna-Asheri Muslims worldwide, with the authority to make legal decisions within the confines of Islamic law for followers and less-credentialed clerics;
- 2.12 ‘the Office Bearers’ shall mean the President, Vice President, Secretary General and the Honorary Treasurer, Assistant Secretary General and Assistant Honorary Treasurer for the time being of the Federation elected and/or appointed in accordance with the Constitution and who shall be the charity trustees for the purposes of the Charities Acts;
- 2.22 “Office Bearers” shall mean the President, Vice President, Secretary General, Treasurer, Assistant Secretary General and Assistant Treasurer who are Khoja Shia Ithna-Asheri Muslim members of the Community, and who are charity trustees herein for the purposes of the Charities Acts and are the members of the Board of Trustees;
- 2.6 ‘the President of the Federation’ shall mean the President of the Federation who is a Khoja Shia Ithna-Asher
- 2.23 “President” shall mean the President of the World Federation who is a Khoja Shia Ithna-Asheri Muslim member of the Community,



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member of the Community, for the time being elected in accordance with the Constitution;

for the time being elected in accordance with **Clause 20.1 of this Constitution;**

2.16 'Post' means communication sent by post or courier in its original form;

2.24 "Post" shall mean communication sent by post or courier in its original form;

2.8 'the Secretary General' shall mean the Secretary General for the time being of the Federation elected in accordance with the Constitution;

2.25 "Secretary General" shall mean the Secretary General for the time being of the **World Federation who is a Khoja Shia Ithna-Asheri Muslim member of the Community, appointed in accordance with Clause 19.1.3(d) of this** Constitution;

2.26 **"Sharia" shall mean God's (Allah's) immutable divine law derived from the religious precepts of Islam and is based on the sacred scriptures of Islam, particularly the Qur'an and the record of the words, actions, and the silent approval of Prophet Muhammad (s.a.w) and his twelve divinely appointed rightful successors, as transmitted through authentic chains of narrators (Hadith) and interpreted by the A'alam Marja 'e Taqlid;**

2.21 The Standard Operating Procedures [SOP] shall mean the Standard Operating Procedures for the election of the post of The President of the Federation, which shall be passed by the Conference. The Executive Council may make necessary changes with a two thirds majority by those present and voting, however, such changes need to be ratified at the subsequent Conference with a simple majority by those present and voting.

2.27 "Standard Operating Procedures" or "SOP" shall mean the Standard Operating Procedures for the election of the post of the President of the **World Federation, that shall be passed by the Conference with a simple majority by those present and voting at the Conference. Any changes or amendments to the SOP shall only be made by the Conference and shall require a resolution of the Conference with a simple majority by those present**



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The matter dealing with changes to the SOP shall require at least 24 hours' notice prior to the Executive Council Meeting.

In order to amend the SOP at a Conference shall require only a simple majority.

- 2.10 'the Honorary Treasurer' shall mean the Honorary Treasurer for the time being of the Federation elected in accordance with the Constitution;
- 2.13 'the Trustees' shall be the Office Bearers being Khoja Shia Ithna-Asheri members of the Community;
- 2.7 'the Vice President' shall mean the Vice President of the Federation for the time being elected in accordance with the Constitution;
- 2.4 'the Executive Council' shall mean the members for the time being of the Executive Council of the Federation constituted in accordance with the constitution or a quorum of such members at a meeting of the Executive Council;

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and voting at the Conference;

- 2.28 "Treasurer" shall mean the Treasurer for the time being of the World Federation who is a Khoja Shia Ithna-Asheri Muslim member of the Community, elected in accordance with Clause 19.1.3(c) of this Constitution;
- 2.29 "Trustees" shall mean the Office Bearers being members of the Board of Trustees as defined herein and who are Khoja Shia Ithna-Asheri Muslim members of the Community;
- 2.30 "Vice President" shall mean the Vice President of the World Federation who is a Khoja Shia Ithna-Asheri Muslim member of the Community, for the time being elected in accordance with Clause 19.1.3(b) of this Constitution.



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3. Membership

3.1 Eligibility

Khoja Shia Ithna-Asheri Bodies, Jamaats, Communities or Organisations established in such geographical regions as may be feasible and agreed by the Executive Council shall be eligible for a single membership of the Federation. Where no Regional Federation exists, the current individual member Jamaats shall form such a Regional Federation and apply for membership of the Federation no later than eight years from this change in the Constitution (8 October 2003). In the event one or more current individual member Jamaat shall not join a Regional Federation, they shall become Associate Members of the Federation with no voting rights. In a region where no Regional Federation is constituted nor applied for membership no later than eight years from the date of this change (8 October 2003), then all individual member Jamaats in that region shall become Associate Members with no voting rights ("Continuing Members"). Other than the current individual member Jamaats no such individual Jamaat, Community or Organisation be eligible to apply for membership of the Federation. Continuing Members within a Geographical Region will be treated as if they were a single member of the federation and the allocation of delegates and Executive Council seats will be as per clause 10.1. The apportioning of the Executive Council seats will be allocated by the Executive Council within the Geographic Region.

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3. Membership

3.1 Eligibility

3.1.1 Where in a geographical region a Regional Federation of Khoja Shia Ithna-Asheri Muslim Jamaats or Organisations exists or is or has been established as may be agreed by the Board of Trustees after consultation with the Consultative Leadership Committee, then such Regional Federation shall be eligible for a single membership of the World Federation.

3.1.1.1 At the Conference that sets the date for the Presidential election, all Regional Members shall submit the total number of individuals within themselves (that is within their Constituent Members) so that the number of Councillors may be allocated by the Conference for the following term, in accordance with Clause 10.1 of this Constitution. If no such number is submitted as set out above then the number that was previously submitted would be used. And if no number was previously submitted



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an approximate number determined by Conference shall be used.

3.1.2 Where in any region no Regional Federation is constituted or exists then the individual Khoja Shia Ithna-Asheri Muslim Jamaat in that region shall be eligible for Associate Membership of the World Federation.

3.1.2.1 Each Associate Member, regardless of the number of individuals within itself shall be entitled to elect or nominate one representative as Councillor to the Conference;

3.1.2.2 The following provisions shall apply in relation to Associate Members:-

(a) A Councillor elected or nominated by an Associate Member shall have full voting rights at the Conference;

(b) A Councillor elected or nominated by an Associate Member can table, propose or second a Resolution at Conference, and shall be able to speak



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and participate in the Conference discussions and in the debate of any resolution;

(c) An Associate Member shall not be entitled to nominate a Candidate for the post of President of the World Federation;

(d) A Member of an Associate Member who is Khoja Shia Ithna-Asheri Muslim shall be eligible to be nominated for the post of President of the World Federation by any of the Regional Members;

(e) A Member of an Associate Member who is Khoja Shia Ithna-Asheri Muslim shall be eligible to be nominated for the post of an office bearer of the World Federation; and

(f) A Member of an Associate Member shall be eligible to vote for a candidate for the post of President of the World Federation.

3.2 Application

All applications for membership of the Federation shall be directed to the Secretary General and shall be

3.2 Application

3.2.1 All applications for membership and associate



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considered by the Executive Council and if found fit by the Executive Council at that meeting the Secretary General shall seek the votes of all the members of the Executive Council by way of a postal ballot. The Executive Council may in its absolute discretion accept or refuse any such application without giving any reason therefore.

3.2.1 No application for membership will be considered unless the aims and objects of the applicant are consistent with the aims and objectives of the Federation.

3.2.2 Upon admittance by the Executive Council, the applicant shall become a member of the Federation.

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membership of the World Federation shall be directed to the Secretary General and shall be considered by the Board of Trustees. The Board of Trustees shall consult with the Consultative Leadership Committee on the application.

3.2.2 No application for membership shall be considered unless the aims and objects of the applicant are consistent with and compatible with the aims and objectives of the World Federation.

3.2.3 The Board of Trustees shall put forward the application to the next available Conference with its recommendation whether to accept or reject the application. The decision to accept or reject the application shall be that of the Conference.

3.2.4

- (a) Where a Regional Member or Associate Member of the World Federation wishes to surrender its membership of the World Federation it shall notify the Secretary General in writing of the proposed surrender of its membership and the proposed surrender date.



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- (b) The Secretary General shall forward the written notification to the Board of Trustees for its information and consideration. The Board of Trustees shall put the notification before the next Conference for its decision.
- (c) After consideration and discussion and acceptance by the next Conference of the proposed surrender of membership, the Regional Member or Associate Member concerned shall be removed from the membership of the World Federation, after payment of all outstanding dues and settlement of outstanding liabilities owed by the Member concerned.

3.2.5

- (a) Where a Regional Member or an Associate Member changes its name, address and other particulars it shall give written notification of these changes to the Secretary General and the Secretary General shall inform the Board of Trustees and update the particulars on the records



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of the World Federation.

- (b) Where a Regional Member or an Associate Member amends and changes its Constitution, it shall give written notification of these changes to the Secretary General and provide the amended Constitution to the Secretary General. The Secretary General shall inform the Board of Trustees and update the amended Constitution on the records of the World Federation provided the constitutional changes are not inconsistent or incompatible with World Federation objectives.
- (c) Where the constitutional changes are inconsistent or incompatible with World Federation objectives then the Member concerned shall not be eligible to be the World Federation member and this matter would be discussed by the Board of Trustees and the matter raised for the next Conference for its determination and pending such determination the membership of the Member concerned shall be suspended.



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3.3 Contravention of the Constitution

3.3.1 If at any time it shall come to the knowledge or information of the Secretary General that any member has contravened any provision of the Constitution or rules made there under or any directive or decision of the Conference or the Executive Council, he shall immediately make necessary investigation and if he is satisfied that there exists sufficient evidence of such contravention, he shall report it to the Executive Council and give notice thereof to the member concerned.

3.3.2 Not less than 14 days after notification of the charges to the Executive Council and to the member concerned as stated in 3.3.1 above the Secretary General shall convene a special meeting of the Executive Council to consider the charges and give due notice of such meeting to the member concerned and inform such member of its right to attend such meeting of the Executive Council and answer the allegations in support of his defence or make written representations in this behalf or both.

3.3 Contravention of the Constitution

3.3.1 If at any time it shall come to the knowledge or information of the Secretary General that any Regional Member or Associate Member has contravened any provision of the Constitution or rules made there under or any directive or decision of the Conference or the Board of Trustees, the Secretary General shall immediately make necessary investigation and if the Secretary General is satisfied that there exists sufficient evidence of such contravention, the Secretary General shall report it to the Board of Trustees and give notice thereof to the Member concerned.

3.3.2 Not less than 14 days after notification of the charges to the Board of Trustees and to the Member concerned as stated in Clause 3.3.1 above, the Secretary General shall convene a special meeting of the Board of Trustees, to consider the charges and give due notice of such meeting to the Member concerned and inform such Member of its right to attend such meeting of the Board of Trustees and answer the allegations in support of its defense or make written representations in this behalf or both.



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3.3.3 The Executive Council shall be convened on the date fixed by the Secretary General and shall hear the charges as specified by the Secretary General and make its determination thereon. The quorum for such a meeting of the Executive Council shall not be less than 75 per centum of the members of the Executive Council and its decision shall require the support of two thirds of the members present at the meeting. The Secretary General shall not be entitled to partake in the deliberations of the Executive Council or in its decision on such charges.

3.3.4 At the conclusion of its determination the Executive Council may reject the charges or reprimand or suspend the member for such period of time as it may consider appropriate and in the event of such member committing a second or subsequent contravention the Executive Council may subject to the compliance of the procedure hereinbefore referred to, in respect of such subsequent contravention exclude it from membership of the Federation.

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3.3.3 The meeting of the **Board of Trustees** shall be convened on the date fixed by the Secretary General and shall hear the charges as specified by the Secretary General and make its determination thereon. The quorum for such a meeting of the **Board of Trustees** shall not be less than **five Trustees** and its decision shall require the support of **five of the Trustees present at the meeting**. **The Consultative Leadership Committee shall be invited to such meeting to observe and witness the proceedings and the Board of Trustees shall seek advice of the Consultative Leadership Committee in arriving at their decision.**

3.3.4 At the conclusion of its determination, the **Board of Trustees** may reject the charges or reprimand or suspend the Member for such period of time as it may consider appropriate and in the event of such Member committing a second or subsequent contravention, the **Board of Trustees** may, subject to the compliance of the procedure hereinbefore referred to, in respect of such subsequent contravention, exclude it from membership of the World Federation.



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3.3.5 If aggrieved by the decision of the Executive Council the member may within 60 days of being notified of the decision of the Executive Council appeal to the Conference against the decision but such appeal shall be heard and determined by the Conference at its next sitting to be held in the normal course of events. The decision of the Conference shall be final and binding.

4. Objects

The objects of the Federation shall be:

- 4.1 to promote the Shia Ithna-Asheri faith throughout the world;
- 4.2 to relieve poverty amongst the members of the Community; and
- 4.3 to educate members of the Community.

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3.3.5 If aggrieved by the decision of the Board of Trustees the Member may within 60 days of being notified of the decision of the Board of Trustees, appeal to the Conference against the decision but such appeal shall be heard and determined by the Conference at its next sitting to be held in the normal course of events. The decision of the Conference shall be final and binding.

4. Objects

The objects of the **World** Federation shall be:

- 4.1 to promote the Shia Ithna-Asheri faith throughout the world;
- 4.2 to relieve poverty amongst the members of the Community;
- 4.3 to educate members of the Community; and
- 4.4 **to establish and provide aid in health amongst the members of the Community.**



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5. Powers of the Federation

In furtherance of the above objects but not further or otherwise the Federation shall have the following powers (which shall be exercised by a body having exclusively charitable objects and only in so far as may be permitted by the Shia Ithna-Asheri Sharia):-

- 5.1 to promote and organise religious and educational instruction;
- 5.2 to establish and assist in the formation of religious and secular educational and welfare institutions and training schemes;
- 5.3 to co-ordinate and unify the religious customs, conventions and observances of the Community;
- 5.4 to settle any differences or disputes amongst its members and in the Community;
- 5.5 to hold conferences, meetings, seminars and discussions;
- 5.6 to publish, produce and distribute and to assist in the publication, production and distribution of books, literature, films, pamphlets, posters, periodicals and journals;

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5. Powers of the **World** Federation

In furtherance of the above objects, but not further or otherwise, the **World** Federation shall have the following powers (that shall be exercised by a body having exclusively charitable objects and only in so far as may be permitted by the Shia Ithna-Asheri **Muslim** Sharia):-

- 5.1 to promote and organise religious and educational instruction;
- 5.2 to establish and assist in the formation of religious and secular educational and welfare institutions and training schemes;
- 5.3 to co-ordinate and unify the religious customs, conventions and observances of the Community;
- 5.4 to settle any differences or disputes amongst its Members and in the Community;
- 5.5 to hold conferences, meetings, seminars and discussions;
- 5.6 to publish, produce and distribute and to assist in the publication, production and distribution of books, literature, films, pamphlets, posters, periodicals and journals;



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- 5.7** to collaborate and co-operate as appropriate with other religious Organisations throughout the world;
- 5.8** to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property and any rights or privileges;
- 5.9** to amalgamate or affiliate with or to acquire or take over the undertaking of any charitable institution or body and all or any of the assets thereof which the Federation may lawfully acquire or take over;
- 5.10** to make arrangements for carrying on the work of the Federation and for this purpose to engage and provide in whole or in part for the salaries and wages of all officials and employees (not being officers of the Federation) and all other expenses incidental to the management of the property of the Federation or any purpose connected with the Federation;
- 5.11** to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Federation (but only in accordance with the restrictions imposed by the Charities Acts);
- 5.12** to establish and support or aid in the establishment and support of any charitable company, association

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- 5.7** to collaborate and co-operate as appropriate with other religious Organisations throughout the world;
- 5.8** to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property and any rights or privileges;
- 5.9** to amalgamate or affiliate with or to acquire or take over the undertaking of any charitable institution or body and all or any of the assets thereof which the **World** Federation may lawfully acquire or takeover;
- 5.10** to make arrangements for carrying on the work of the **World** Federation and for this purpose to engage and provide in whole or in part for the salaries and wages of all officials and employees (not being officers of the **World** Federation) and all other expenses incidental to the management of the property of the **World** Federation or any purpose connected with the **World** Federation;
- 5.11** to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the **World** Federation (but only in accordance with the restrictions imposed by the Charities Acts);
- 5.12** to establish and support or aid in the establishment and support of any charitable company, association or institution and to subscribe or



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or institution and to subscribe or guarantee money for charitable purposes (but only in accordance with the restrictions imposed by the Charities Acts);

5.13to employ solicitors, accountants, bankers, brokers or other agents to transact any business (including the receipt and payment of money);

5.14to deposit any part of the property of the Federation or the documents of title relating thereto at any bank for such period or periods as it may think fit (but only in accordance with the restrictions imposed by the Charities Acts);

5.15to raise money without security or upon the security of the property of the Federation or any part or parts thereof by way of mortgage, charge or otherwise and upon such terms and subject to such conditions as shall be considered expedient (but invest only after obtaining advice from financial experts and having regard to the suitability of investments and the need for diversification);

5.16to accept or to disclaim donations, gifts, covenants, subscriptions, legacies and other assistance including but without prejudice to the generality of the foregoing loans at interest or free of interest;

5.17to open and maintain in the name of the Federation or the Trustees a banking account or banking accounts at any bank and at any time

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guarantee money for charitable purposes (but only in accordance with the restrictions imposed by the Charities Acts);

5.13 to employ solicitors, accountants, bankers, brokers or other agents to transact any business (including the receipt and payment of money);

5.14 to deposit any part of the property of the **World** Federation or the documents of title relating thereto at any bank for such period or periods as it may think fit (but only in accordance with the restrictions imposed by the Charities Acts);

5.15 to raise money without security or upon the security of the property of the **World** Federation or any part or parts thereof by way of mortgage, charge or otherwise and upon such terms and subject to such conditions as shall be considered expedient (but invest only after obtaining advice from Financial Experts and having regard to the suitability of investments and the need for diversification);

5.16 to accept or to disclaim donations, gifts, covenants, subscriptions, legacies and other assistance including but without prejudice to the generality of the foregoing loans at interest or free of interest;

5.17 to open and maintain in the name of the **World** Federation or the **Board of** Trustees a banking account or banking accounts at



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to pay or cause to be paid any moneys forming part of the property of the Federation to the credit of any such account or accounts or cause the same to be placed on deposit with any bank and to borrow money on overdraft from any bank; (but invest only after obtaining advice from financial experts and having regard to the suitability of investments and the need for diversification);

5.18 to do all such other lawful things as are in furtherance of the objects of the Federation and which do not involve the application of the property of the Federation otherwise than for exclusively charitable purposes.

5.19 To set aside funds for special purposes or as reserves against future expenditure;

5.20 To delegate the management of investments to a financial expert, but only on terms that:

- 5.20.1 the investment policy is recorded in writing by the Financial Expert for the Office Bearers;
- 5.20.2 every transaction is reported promptly to the Office Bearers;
- 5.20.3 The performance of the investments is reviewed

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any bank and at any time to pay or cause to be paid any moneys forming part of the property of the **World** Federation to the credit of any such account or accounts or cause the same to be placed on deposit with any bank and to borrow money on overdraft from any bank; (but invest only after obtaining advice from Financial Experts and having regard to the suitability of investments and the need for diversification);

5.18 to do all such other lawful things as are in furtherance of the objects of the **World** Federation and that do not involve the application of the property of the **World** Federation otherwise than for exclusively charitable purposes;

5.19 to set aside funds for special purposes or as reserves against future expenditure;

5.20 to delegate the management of investments to a Financial Expert, but only on terms that:

- 5.20.1** the investment policy is recorded in writing by the Financial Expert for the **Board of Trustees**;
- 5.20.2** every transaction is reported promptly to the **Board of Trustees**;
- 5.20.3** the performance of the investments is reviewed



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regularly with the Office Bearers;	regularly with the Board of Trustees ;
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5.20.4 The Office Bearers are entitled to cancel the delegation arrangement at any time;	5.20.4 the Board of Trustees are entitled to cancel the delegation arrangement at any time;
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5.20.5 The investment policy and the delegation arrangement are reviewed at least once a year by the Office Bearers;	5.20.5 the investment policy and the delegation arrangement are reviewed at least once a year by the Board of Trustees ;
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5.20.6 All payments due to the financial experts are on a scale or at a level, which is agreed in advance and are reported promptly to the Office Bearers on receipt;	5.20.6 all payments due to the Financial Experts are on a scale or at a level, that is agreed in advance and are reported promptly to the Board of Trustees on receipt;
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5.20.7 The financial expert must not do anything outside the powers of the Office Bearers;	5.20.7 the Financial Expert must not do anything outside the powers of the Board of Trustees ;
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5.21 to insure the Federations' property against any foreseeable risk and take out other insurance policies to protect the Federation where required;	5.21 to insure the World Federations' property against any foreseeable risk and take out other insurance policies to protect the World Federation where required;
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5.22 To insure members of the Office Bearers against the cost of a successful defence to a criminal prosecution brought against them as charity trustees or against potential liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member	5.22 to insure members of the Board of Trustees (a) against the cost of a successful defence to a criminal prosecution brought against them as Charity Trustees; or
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concerned knew that, or was reckless whether, the act or omission was breach of trust or breach of duty)

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(b) against potential liability incurred in respect of any act or omission that is or is alleged to be a breach of trust or breach of duty unless the Member concerned knew that, or was reckless whether, the act or omission was breach of trust or breach of duty.

5.23 to protect and improve the community's health and wellbeing, and to reduce health inequalities through the delivery of specialist health advice and services.

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6. Powers of the Trustees

If at any time or times the property of the Federation or part thereof shall comprise land or any interest therein the Trustees shall have the following powers which, subject to clause 7.1, shall be exercised when so determined by the Conference or, between Conferences and subject to any directions of the Conference, the Executive Council:-

6.1 power to keep any building for the time being forming part of the property of the Federation insured against any risks with Lloyds Underwriters or some Insurance office of repute in the name of the Federation and for such purposes all premiums and other moneys which may be required may be paid out of the assets of the Federation;

6. Powers of the Trustees

If at any time or times the property of the World Federation or part thereof shall comprise land or any interest therein, the Board of Trustees shall have the following powers which, subject to Clause 7.1 of this Constitution, shall be exercised when so determined by the Conference or, between Conferences and subject to any directions of the Conference, the Board of Trustees:-

6.1 power to keep any building for the time being forming part of the property of the World Federation insured against any risks with Lloyds Underwriters or some Insurance office of repute in the name of the World Federation and for such purposes all premiums and



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- other moneys that may be required may be paid out of the assets of the **World** Federation;
- 6.2** power to apply any money for the time being forming part of the property of the Federation in improving any land which or the proceeds of sale of which may for the time being belong to the Federation or in erecting, enlarging, improving or rebuilding any buildings upon such land;
- 6.2** power to apply any money for the time being forming part of the property of the **World** Federation in improving any land which or the proceeds of sale of which may for the time being belong to the **World** Federation or in erecting, enlarging, improving or rebuilding any buildings upon such land;
- 6.3** power in addition to the powers of management conferred by law upon Trustees holding land upon trust for sale to sell, exchange, convey, lease, mortgage, charge, agree to let or otherwise conduct the management of any land belonging to the Federation as if the Trustees were the beneficial owners of such land absolutely entitled;
- 6.3** power in addition to the powers of management conferred by law upon the **Board of Trustees** holding land upon trust for sale to sell, exchange, convey, lease, mortgage, charge, agree to let or otherwise conduct the management of any land belonging to the **World** Federation as if the Trustees were the beneficial owners of such land absolutely entitled;
- 6.4** power for the purpose of promoting the efficient management and administration of the Federation to accept, purchase or take on lease any freehold or leasehold premises for use as office premises for the management and administration of the Federation and to apply moneys for the Federation in the purchase or hiring of equipment for use in connection with such premises provided that such use shall be necessary to the promotion of the charitable purposes of the Federation;
- 6.4** power for the purpose of promoting the efficient management and administration of the **World** Federation to accept, purchase or take on lease any freehold or leasehold premises for use as office premises for the management and administration of the **World** Federation and to apply moneys for the World Federation in the purchase or hiring of equipment for use in connection with such premises provided that such use shall be necessary to the promotion of the charitable purposes of the **World** Federation;



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6.5 power to permit any freehold or leasehold premises forming part of the property of the Federation to be occupied and used by any other charity or non-profit making institution upon such terms as to rent, rates, taxes and outgoings and as to insurance, repair and decoration as the Executive Council shall in the absolute discretion think fit.

7. Liabilities of the Trustees

7.1 The Trustees shall concur in and do all acts necessary to enable the Conference or Executive Council to exercise their powers hereunder unless the matter in which the Trustees are requested to concur involves or is in the opinion of any of the Trustees likely to involve the Trustees in any liability unacceptable to any of the Trustees.

7.2 The Trustees shall not in any way be liable for doing or refraining from doing any act or thing at the direction of the Conference or Executive Council and shall not be required to consider whether there is any power enabling them to do or not to do any act or thing at the direction of the Conference or Executive Council and shall be wholly exonerated from responsibility for doing any act or thing at such direction as aforesaid.

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6.5 power to permit any freehold or leasehold premises forming part of the property of the **World Federation** to be occupied and used by any other charity or non-profit making institution upon such terms as to rent, rates, taxes and outgoings and as to insurance, repair and decoration as the **Board of Trustees** shall in the absolute discretion think fit.

7. Liabilities of the Trustees

7.1 The Trustees shall concur in and do all acts necessary to enable the Conference to exercise their powers hereunder unless the matter in which the Trustees are requested to concur involves or is in the opinion of any of the Trustees likely to involve the Trustees in any liability unacceptable to any of the Trustees.



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8. Subscription

8.1 Every member of the Federation shall pay such subscription as may from time to time be determined by the Executive Council;

8.2 The said subscription shall be due on January 1 and shall be paid to the Honorary Treasurer not later than March 31 every year;

8.3 Members who fail to pay their subscriptions by the due date shall automatically forfeit all their voting rights as members of the Federation until the arrears are paid in full provided that where a member satisfies the Executive Council that the failure to pay subscription was due to genuine difficulties or other just cause the Executive Council may extend the period within which the outstanding subscription must be paid and such member shall not during such extended period forfeit its voting rights as a member of the Federation.

8. Subscription

8.1 Every Member of the World Federation shall pay such subscription as may from time to time be determined by the Board of Trustees in consultation with the Consultation Leadership Committee and different levels of subscriptions may be established for different regions according to the criteria and formulae established by the Board of Trustees in consultation with the Consultative Leadership Committee;

8.2 The said subscription shall be due on January 1 and shall be paid to the Treasurer not later than March 31 every year;

8.3 Members who fail to pay their subscriptions by the due date shall automatically forfeit all their voting rights as members of the World Federation until the arrears are paid in full, provided that where a Member satisfies the Board of Trustees that the failure to pay subscription was due to genuine difficulties or other just cause, the Board of Trustees may extend the period within which the outstanding subscription must be paid and such Member shall not, during such extended period, forfeit its voting rights as a member of the World Federation.



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9. Conference

9.1 The Conference shall be convened by the **Board of Trustees**. The Conference shall be either an Ordinary Conference or an Extraordinary Conference.

9.1.1 the Ordinary Conference that was due to meet in March 2020 shall instead commence no later than 1 June 2021 and

9.1.2 no Extraordinary Conference may be requisitioned to commence earlier than 1 June 2021.

9.2 The Ordinary Conference shall be held at least once a year and shall be called an Annual Conference, where agenda items have to include a Secretariat Report presented by the Secretary General and a Treasury Report that covers the finances, presented by the Treasurer. There can be multiple Ordinary Conferences called in a year as deemed practical and



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- 9.3 If quorum at such meeting is not achieved such motion will deem to have been defeated and no other meeting shall be convened for the matter/s mentioned in the requisition for a period of six months from the date of such meeting nor can another requisition on the same matter be submitted during that time.
- 9.3 The Triennial Ordinary Conference shall be held every three years and besides the standing agenda items of Secretariat Report and Treasury Report, there shall be held elections of Office Bearers (other than the post of the President), Councillors and the Electoral Commission.
- 9.4 Should the requisition be for a vote of no confidence in the President or Secretary General, the President shall declare an interest and invite nominations for a Chairman to Chair such Conference. If consensus cannot be reached on a Chairman, an election may be held to elect a Chairman for the meeting.
- 9.4 The Extraordinary Conference shall meet whenever convened by the Board of Trustees after consultation with the Consultation Leadership Committee or when requisitioned by at least two thirds of the Regional Members of the World Federation, where such requisition shall be deemed served if sent to the Secretariat, or when requisitioned by the Secretary General upon the resignation of three or more Office Bearers, or if both the President and the Vice President resign.
- 9.5 The Office Bearers and members of the Executive Council as appropriate shall be granted reasonable opportunity to defend themselves against any deemed impropriety of action if such is contained in the requisition or tabled before the Conference.
- 9.5 The Conference can be physical, or virtual on an electronic platform, or a hybrid combination of both physical and virtual, as stipulated in Clause 12.4 of this Constitution, with a 60 days' notice.
- 9.6 The Extraordinary Conference shall deliberate only upon such agenda for which purpose the said Extraordinary Conference has been convened.
- 9.6 In the event of failure to give notice of the Extraordinary Conference within thirty (30) days of the requisition, the requisitioning Members may within five (5) days



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of the thirtieth day proceed to call an Extraordinary Conference by giving at least 30 days' notice to all **Regional Members and Associate Members** stating the date, venue and agenda of such Conference. Such notice shall be accompanied with a copy of their requisition.

- 9.7 If quorum at such meeting is not achieved such motion shall deem to have been defeated and no other meeting shall be convened for the matter/s mentioned in the requisition for a period of six months from the date of such meeting nor can another requisition on the same matter be submitted during that time.
- 9.8 **Where an Extraordinary Conference is requisitioned for the removal of the President or** for a vote of no confidence in the President, the President shall declare an interest and invite nominations for a Chairman to chair such Conference. **Neither the Secretary General nor the Appointed Councillors can be nominated to chair the Extraordinary Conference meeting.** If consensus cannot be reached on a Chairman, an election shall be held to elect a Chairman **(however not being the President nor the Appointed Councillors)** for the meeting.
- 9.9 The **member or members of the Board of Trustees concerned**, shall be granted reasonable opportunity to defend **himself or** themselves against any deemed impropriety



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of action if such is contained in the requisition or tabled before the Conference.

- 9.10** The Extraordinary Conference shall deliberate only upon such agenda for which purpose the said Extraordinary Conference has been convened.

10. Representation at Conference

- 10.1** Each member regardless of the number of individuals within itself shall be entitled to send one representative as delegate to the Conference provided that where the number of individuals within a member exceeds one thousand (1000) then such member shall be entitled to send one additional delegate for every one thousand (1000) individuals in excess of the one thousand within such member, provided that the total number of delegates shall not exceed 20. However, where the member is a Regional Organization, the total number of delegates shall not exceed 20;

- 10.2** Unless otherwise specified in the Constitution each member of the Federation shall have one vote per delegate present and voting at the Conference as its representative and all questions at any Conference shall be determined by a simple majority

10. Representation at Conference

- 10.1** Each **Regional** Member, regardless of the number of individuals within itself shall be entitled **to elect or nominate six (6) representatives as Nominated Councillors** to the Conference **which must include the President or Chairman and the Secretary General of the Regional Member, as well as two female Councillors and one youth (under 35 years of age) Councillor**, provided that where the number of individuals within a Member exceeds **six** thousand **(6000)** then such Member shall be entitled to elect or nominate one additional Councillor for every one thousand (1000) individuals in excess of the **six** thousand **(6000)** within such Member, provided that the total number of **Councillors** shall not exceed **twenty** (20);

- 10.2** Unless otherwise specified in the Constitution each **Regional** Member of the **World** Federation shall have one vote per **Councillor** present and voting at the Conference as its representative and all questions at any Conference



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of the votes of those persons entitled to be present and to vote and who vote on the question;

- 10.3** Each member of the Executive Council shall have the right to attend and vote at the Conference.

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shall be determined by a simple majority of the votes of those persons entitled to be present and to vote and who vote on the question **or matter concerned;**

- 10.3** Each member of the **Board of Trustees** shall have the right to attend and vote at the Conference **and have full rights of a Councillor at the Conference.**

- 10.4** **Each Associate Member, regardless of the number of individuals within itself shall be entitled to elect or nominate one (1) representative as Councillor to the Conference. As per Clause 3.1.2 of this Constitution, they shall be entitled to vote on any matter at the meetings and propose or second a Resolution, and they may participate in the deliberations. Subject to this Constitution they may be proposed for any post in elections.**

- 10.5** **There shall be Ordinary Councillors, Appointed Councillors and Nominated Councillors at the Conference as follows:**

- (a) Six (6) Ordinary Councillors for the Conference shall be elected by the Conference and shall hold office for the duration of the term served by the Office Bearers of the World Federation.**
- (b) Six (6) Appointed Councillors for the Conference shall be appointed by the President**



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and shall hold office for the duration of the term served by the Office Bearers of the World Federation.

- (c) Nominated Councillors for the Conference shall be elected or nominated by the Regional Members as per Clause 10.1 and Associate Members as per Clause 10.4 and shall hold office for the duration of the term served by the Office Bearers of the World Federation.

11. Venue of Conference

The Conference shall meet at such place and on such date as determined by the Executive Council from time to time.

11. Venue of Conference

The Conference shall meet at such place and on such date as determined by the Board of Trustees after consultation with the Consultation Leadership Committee from time to time.

12. Notice of Conference

12.1 At least 90 days prior to the convening of the Ordinary Conference and at least 30 days prior to the convening of the Extraordinary Conference the Secretary General shall when so directed by the Executive Council send a written notice to each member of the Federation. Such notice shall specify the date and place of the Conference and the agenda of the business set down by the Executive Council for the Conference;

12. Notice of Conference

12.1 At least sixty (60) days prior to the convening of the Annual or Triennial Ordinary Conference and at least forty five (45) days prior to the convening of the Extraordinary Conference, the Secretary General shall, when so directed by the Board of Trustees, send a written notice to each Member of the World Federation. Such notice shall specify the date and place of the



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12.2 Such notice shall be deemed to have been properly given hereunder upon posting of the notice by airmail to each member at its last known address as notified to the Secretariat by such member. It shall be the duty of each member to notify the Secretariat of any changes in its address and to ensure that the Secretariat has at all times the correct address of such member;

12.3 No meeting of the Conference shall be rendered irregular by reason only of the non-receipt of such notice by any member where such notice has been duly given in accordance with the provision of sub-clause 12.2 of this clause.

Conference and the agenda of the business set down by the **Board of Trustees** for the Conference;

12.2 Such notice shall be deemed to have been properly given hereunder upon posting of the notice by airmail **and/or electronic mail** to each Member at its last known address as notified to the Secretariat by such Member. It shall be the duty of each Member to notify **and update** the Secretariat of any changes in its address **and contact details** and to ensure that the Secretariat has at all times the correct **contact details** of such Member;

12.3 No meeting of the Conference shall be rendered irregular by reason only of the non-receipt of such notice by any Member where such notice has been duly given in accordance with the provision of sub-clause 12.2 of this clause;

12.4 **Should the Board of Trustees choose to make available an electronic or other communication facility that permits all participants to communicate adequately with each other during an Annual or Triennial Conference or Extraordinary Conference, any person entitled to attend such Conference may participate by such means in accordance with the Constitution. A person participating by such means is deemed to be present at the Conference. The Board of Trustees may determine that the Conference be held, in**



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13. Additions to the Conference Agenda

Each member shall be entitled to have items added to the agenda if submitted to the Secretary General at least 45 days before the date of the Ordinary Conference or 15 days before the date of the Extraordinary Conference. The Secretary General shall circulate additions to the agenda to all members prior to the meetings of the Conference.

13. Additions to the Conference Agenda

13.1 Each Member shall be entitled to have items added to the agenda of the Annual Conference or Triennial Conference or any other Ordinary Conference if submitted to the Secretary General at least thirty (30) days before the date of the Annual or Triennial or Ordinary Conference. The Secretary General shall circulate additions to the agenda to all Members prior to the meetings of the Conference.

13.2 In the case of an Extraordinary Conference, other than the Extraordinary Conference specified in Clause 9.8 for the removal of the President or for a vote of no confidence in the President, any addition to the agenda shall only be made if permitted by the Board of Trustees or the Chair of the Extraordinary Conference and only if it relates to the matter for which the Extraordinary Conference was convened. Any such proposed addition to the agenda shall be



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submitted to the Secretary General at least fifteen (15) days before the date of the Extraordinary Conference. However, if any addition to the agenda of an Extraordinary Conference has been approved as aforesaid, the adoption of the adjusted agenda will first be sought from the Conference participants at the start of the Extraordinary Conference. The Secretary General shall then circulate any such approved addition to the agenda to all Members at the meeting of the Extraordinary Conference after such approval is given and such adoption of the adjusted agenda has taken place.

- 13.3 In the case of the Extraordinary Conference specified in Clause 9.8 of this Constitution for the removal of the President or for a vote of no confidence in the President, no additions to the agenda will be permitted prior to the Conference.

14. Chairman of Conference

- 14.1 The President of the Federation or in his absence the Vice President of the Federation shall be the Chairman of the Conference. In the absence of both at any meeting of the Conference, the Conference shall elect ad hoc a person amongst the delegates at the Conference to preside over the meeting of the Conference as the Chairman.

14. Chairman of Conference

- 14.1 The President of the World Federation or in his absence the Vice President of the World Federation shall be the Chairman of the Conference. In the absence of both, the Conference shall elect ad hoc a person amongst the Councillors at the Conference to preside over the meeting of the Conference as the Chairman. The Chairman can take aid of any member of the Board of Trustees to chair and conduct proceedings of the Conference.



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14.2 In the case of equality of votes the Chairman shall have a casting vote in addition to a deliberative vote.

14.3 Any person chairing the meeting, and determined to have any interest direct or indirect, financial or otherwise, shall immediately declare so in the meeting and vacate the chair, till such item of agenda is completed and closed. Such conflict will be determined by a simple majority of the delegates present and a temporary chairman shall be elected by the delegates present.

14.2 In the case of equality of votes the Chairman shall have a casting vote in addition to a deliberative vote.

14.3 Any person chairing the meeting, **who has and is** determined to have any interest direct or indirect, financial or otherwise, shall immediately declare so in the meeting and vacate the chair, till such item of agenda is completed and closed. Such conflict shall be determined by a simple majority of the **Councillors** present and a temporary chairman shall be elected by the **Councillors** present.

15. Change of Executive Council

Where at any meeting of the Conference the Executive Council has been elected for the next term of office, the outgoing members of the Executive Council shall have the right to continue to attend and participate at such meeting of the Conference until the conclusion of the Conference. The newly elected councillors shall take office AFTER conclusion of the Conference.

15. Change of **Board of Trustees**

15.1 Where at any meeting of the Conference the **Board of Trustees** have been elected for the next term of office, the outgoing **Board of Trustees** shall have the right to continue to **perform their duties**, attend and participate at such meeting of the Conference until the conclusion of the Conference.

15.2 The newly elected Councillors at a Triennial Conference shall take office **and start their duties upon being elected at the Triennial Conference at the end of the Triennial Conference meeting. Where a Councillor is appointed or elected between Triennial Conferences, he or she shall take office and start their duties and participate as Councillor upon such appointment or election immediately.**



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16. Invited guests

The President of the Federation may invite members of the Community as invited guests at the Conference. They shall not however, in the capacity of invited guests, be entitled to vote on any matter at the meetings, although they may participate in the deliberations.

16. Invited Guests

The **Board of Trustees** of the **World** Federation may invite members of the Community as invited guests at the Conference. They shall not however, in the capacity of invited guests, be entitled to vote on any matter at the meetings, although they may participate in the deliberations **with the permission of the chair, speak at the meetings and may, subject to the Constitution, be proposed for any post in elections.**

17. Powers of Conference

17.1 The Conference shall have the power by a resolution passed by a simple majority of delegates present and voting at the Conference to:

- 17.1.1 exercise or direct the Trustees or the Executive Council to exercise all or any of the powers of the Federation;
- 17.1.2 confirm, reverse, alter or defer its own decisions or the decisions of the Executive Council, the Secretariat or other committees or sub-committees set up by the Federation (which Secretariat, committees and sub-committees shall report their decisions to the Executive Council as soon as possible after they have been made);

17. Powers of Conference

17.1 The Conference shall have the power by a resolution passed by a simple majority of **Councillors** present and voting at the Conference to:

- 17.1.1** exercise or direct the **Board of Trustees** to exercise all or any of the powers of the **World** Federation;
- 17.1.2** confirm, reverse, alter or defer its own decisions or the decisions of the **Board of Trustees**, the Secretariat or other committees or sub-committees set up by the **World** Federation (which Secretariat, committees and sub-committees shall report their decisions to the **Board of Trustees** as soon as possible after they have been made);



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17.1.3 confirm or question any rules, decisions or laws of any of its members and to require any such member to rectify the matter by appropriate measures.

17.2 The Conference shall have the power by a resolution to amend, alter or replace any provisions of the Constitution

PROVIDED THAT:

17.2.1 Nothing herein contained shall authorise any amendment which shall have the effect of the Federation ceasing to be a charity at law;

17.2.2 No amendment, alteration or replacement may be made to this Clause, Clause 4 or Clause 27.

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17.1.3 confirm or question any rules, decisions or laws of any of its Members and to require any such Member to rectify the matter by appropriate measures.

17.2 The Conference shall have the power by a resolution to amend, alter or replace any provisions of the Constitution -

PROVIDED THAT:

17.2.1 (a) Nothing herein contained shall authorise any amendment that shall have the effect of the World Federation ceasing to be a charity at law;

(b) no amendment may be made to alter the objects of the World Federation if the change would undermine or work against the previous existing objects of the World Federation;

17.2.2 No amendment, alteration or replacement may be made to this sub clause 17.2.2 or clause 4 (objects of the World Federation) or clause 5.22 (relating to insurance for members of Board of Trustees) or Clause 28 (relating to the dissolution of World Federation) without the prior consent in writing



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17.2.3 No amendment, alteration or replacement of the provisions of the Constitution shall be made if it is repugnant to or in violation of the principles and tenets of the Shia Ithna-Asheri Sharia.

17.2.3 No amendment, alteration or replacement of the provisions of the Constitution shall be made if it is repugnant to or in violation of the principles and tenets of the Shia Ithna-Asheri **Muslim** Sharia **as per the guidance of the A'alam Marja' e Taqleed.**

17.2.4 **(a)** for the purpose of this sub-clause every member of the Federation shall have one vote per delegate present and voting at the Conference as its representative. The voting shall be by show of hands except when requested by even one delegate for ballot;

17.2.4 (a) for the purpose of this sub-clause every Member of the **World** Federation shall have one vote per **Councillor** present and voting at the Conference as its representative. **In an in-person meeting** the voting shall be by show of hands except when requested by even one delegate for ballot. **However, in an online or hybrid online together with a person meeting, the online participants shall vote by raising hand online or such other manner as specified by the Chairman of the meeting, except when requested by even one Councillor for ballot;**

17.2.4 **(b)** such resolution shall not be passed unless all members have been notified of the proposed resolution sixty (60) days before the convening of the Conference and the resolution be supported at the Conference by a seventy-five per cent majority of the votes of those persons entitled to be present and to vote and who vote on the resolutions.

17.2.5 (b) such resolution shall not be passed unless all Members have been notified of the proposed resolution **thirty (30)** days before the convening of the Conference and the resolution be supported at the Conference by a seventy-five per cent majority of the votes of



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those persons entitled to be present and to vote and who vote on the resolutions.

17.3 Where the Executive Council consider that for any good cause a meeting of the Conference cannot be convened in due time and that a resolution needs to be considered urgently then such resolution may with the concurrence of all members of the Federation be passed, without convening the meeting of the Conference, by postal vote

17.3 Where the **Board of Trustees** consider that for any good cause a meeting of the Conference cannot be convened in due time and that a resolution needs to be considered urgently then such resolution may with the concurrence of all **Regional** Members of the **World** Federation be passed, without convening the meeting of the Conference, by postal **and/or electronic mail** vote –

PROVIDED THAT:

17.3.1 such resolution does not relate either to amendment, alteration or replacement of any provision of the Constitution or the dissolution of the Federation;

17.3.2 such resolution is submitted in writing to all members and submission is duly acknowledged by each member and the postal vote is required not earlier than six (6) weeks from the date of such submission; and

17.3.3 such resolution is supported by a simple majority. For the purpose of this sub- clause each member shall have the same number of votes as it would have

PROVIDED THAT:

17.3.1 such resolution does not relate either to amendment, alteration or replacement of any provision of the Constitution or the dissolution of the **World** Federation;

17.3.2 such resolution is submitted in writing to all Members and submission is duly acknowledged by each Member and the postal vote **or email vote as the case may be** is required not earlier than six (6) weeks from the date of such submission; and

17.3.3 such resolution is supported by a simple majority. For the purpose of this sub- clause each Member shall have the same number of votes as it would have under Clause



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under Clause 10 as in the case of duly convened Conference. Such resolution shall be as valid and effectual as a resolution duly passed at a meeting of the Conference.

17.4 The full text of any resolution passed under sub-clause 17.3 of this clause shall be set out in the notice given pursuant to clause 12 of the Constitution of the next Conference.

18. Quorum for Conference

The quorum for any meeting of the Conference shall be formed if the delegates present at the meeting represent thirty-five per centum of the total number of members of the Federation and a majority of members from at least two continents.

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10 of this Constitution as in the case of duly convened Conference. Such resolution shall be as valid and effectual as a resolution duly passed at a meeting of the Conference.

17.4 The full text of any resolution passed under sub-clause 17.3 of this clause shall be set out in the notice given pursuant to Clause 12 of this Constitution of the next Conference.

18. Quorum for Conference

18.1 The quorum for any meeting of the Conference shall be formed if the Councillors present at the meeting represent thirty-five per centum **(35%)** of the total number of Members of the **World** Federation and a majority of Members from at least two continents.

18.2 **For the purpose of determining quorum, a person may be present in person or by any electronic means permitted by the Constitution for a hybrid or an online meeting, (or any absentee voting permitted by the Constitution), pursuant to an electronic or other communication facility that permits all participants to communicate adequately with each other during the Conference.**



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19. Executive Council

19.1 Composition

19.1.1 The Executive Council shall be composed of the following:

1. President of the Federation
2. Vice President
3. Secretary General
4. Honorary Treasurer
5. Assistant Secretary General
6. Assistant Honorary Treasurer
7. Eight Ordinary Councillors
8. Eight Appointed Councillors
9. Nominated Councillors

It is noted that for the purposes of the Charities Acts, the Office Bearers are the charity trustees who bear ultimate responsibility for the management and administration of the Federation.

19. **Board of Trustees**

19.1 **Composition of Board of Trustees**

19.1.1 **The Board of Trustees shall be composed of the following Office Bearers:**

1. **President of the World Federation**
2. **Vice President**
3. **Secretary General**
4. **Treasurer**
5. **Assistant Secretary General**
6. **Assistant Treasurer**

It **should** be noted that for the purposes of the Charities Acts, the **Board of Trustees** are the charity trustees who bear responsibility for the management and administration of the **World** Federation.



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19.1.2 **Consultation Leadership Committee (CLC)**

19.1.2.1 The CLC shall comprise:

- (a) Six persons being Shia Ithna-Asheri Muslims one person being nominated by each Regional Member;
- (b) Six persons being Shia Ithna-Asheri Muslims elected by the Conference; and
- (c) Four persons being Shia Ithna-Asheri Muslims appointed by the Board of Trustees.

19.1.2.2 The term of office of the members of the CLC:

- (a) shall be co-terminus with the term of the sitting President;
- (b) shall end with the end of the term of the sitting President; and
- (c) shall be renewable for a term of three years through the respective appointment procedures applicable to them namely nomination by Regional Members, and



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election by Conference and appointment by Board of Trustees as set out in Clause 19.1.2.1 of this Constitution.

19.1.2.3 The function and duty of the CLC shall be to provide advice to the Board of Trustees, and participate in consultation meetings with Board of Trustees and provide other inputs as and when requested by the Board of Trustees. A CLC member (who is not a Councillor) shall not have voting rights at Conferences but may attend Conference meetings and participate and speak with the permission of the Chair.

19.1.2.4 The CLC meeting shall take place four times per annum and shall be convened by the Secretary General by written notice issued to the members of the CLC. The CLC meeting may be an in-person or online or hybrid meeting as specified in the written notice by the Secretary General.



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19.1.2 Terms of Office

(a) The President,

Elected through the process set out in Clause 20, Vice President, Honorary Treasurer and Eight Ordinary Councillors and members of the Electoral Commission who shall be elected by the Conference will hold office for a term not to exceed three (3) years; unless directed by a special resolution of an Extraordinary Conference pursuant to clause 9 **PROVIDED THAT** the Vice President, Honorary Treasurer, Eight Ordinary Councillors and members of the Electoral Commission who were in office on 1 March 2020 shall hold office until the conclusion of the first Conference to meet after that date.

(b) Secretary General

The Secretary General shall be appointed by the President and shall hold the office at the President's pleasure provided that his term of office shall, subject to any re-appointment come to an end at the end of the term of office of the President.

19.1.3 Terms of Office

(a) President

The President shall be elected in accordance with the Standard Operating Procedures (SOP) for the election of the post of the President of the World Federation, for a term of three (3) years.

(b) Vice President

The Vice President shall be elected by the Conference and shall hold office for a term of three (3) years.

(c) Treasurer

The Treasurer shall be elected by the Conference and shall hold office for a term of three (3) years.

(d) Secretary General

The Secretary General shall be appointed by the President and shall hold the office at the President's pleasure provided that his term of office shall, subject to any re-appointment come to an end at



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the end of the term of office of the President **except as provided in Clause 19.1.5.1 of this Constitution.**

(c) An Assistant Secretary General

An Assistant Secretary General may be appointed to assist the Secretary General. The appointment being made by the President from time to time and shall hold office at the President's pleasure provided that his term of office shall, subject to any re- appointment come to end at the end of the term of the office of the President. The duties and responsibilities of the Assistant Secretary General shall be limited to those that are assigned and/or delegated by the Secretary General.

(d) Assistant Honorary Treasurer

An Assistant Honorary Treasurer shall be elected by the Conference to assist the Honorary Treasurer. The duties and responsibilities of the assistant Honorary Treasurer shall be limited to those that are assigned and/or delegated by the Honorary Treasurer.

(e) Appointed Councillors

The President of the Federation shall have the right to appoint the Eight Appointed Councillors of the Executive Council from the members representing any part of the world. The Appointed Councillors shall hold office at the President's pleasure.

(e) Assistant Secretary General

The Assistant Secretary General shall be appointed by the President to assist the Secretary General and shall hold office at the President's pleasure provided that his term of office shall, subject to any re-appointment come to an end at the end of the term of the office of the President. The duties and responsibilities of the Assistant Secretary General shall be limited to those that are assigned and/or delegated by the Secretary General.

(f) Assistant Treasurer

The Assistant Treasurer shall be elected by the Conference to assist the Treasurer. The duties and responsibilities of the Assistant Treasurer shall be limited to those that are assigned and/or delegated by the Treasurer.



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(f) Nominated Councillors

Each member of the Federation shall nominate ONE Nominated Councillor, not necessarily from its own managing or executive body to hold office at its pleasure PROVIDED THAT:-where the member is a Regional Federation, the said member shall be entitled to nominate Eight Councillors. Each Nominated Councillor shall hold office for the duration of the term served by the Office Bearers of the Federation.

(g) The Office Bearers shall not whilst holding office at The world Federation, hold the position of an Office Bearer of a Regional Federation, Constituent Member or Jamaat.

19.1.3 Vacancy on the Executive Council

Subject to other provisions covered herein the Executive Council of the Federation shall have the sole right to fill any vacancy occurring on the Executive Council as a result of resignations, incapacity, death or otherwise, by appointing such member as it deems fit.

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19.1.4 Members of the Board of Trustees whilst holding or being elected to the post of Trustee of the World Federation shall not hold concurrently the position of an office bearer or trustee of a Regional Federation or of a Constituent Member or of any Jamaat and shall immediately vacate such latter Office Bearer or Trustee position.

19.1.5 Vacancy on the Board of Trustees

In the case of vacancy for the position of the Vice President, the Treasurer and the Assistant Treasurer as a result of resignations, incapacity, death or otherwise, the vacancy shall be filled by the Board of Trustees appointing a member of the Board of Trustees after consultation with the CLC which appointment shall subsist until the next Conference which may elect a Khoja Shia Ithna-Asheri Muslim from among the Councillors at the Conference to fill that position.

19.1.5.1 The Secretary General, in consultation with Consultative Leadership Committee and the Regional Members shall call



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an Extraordinary Conference, within thirty (30) days of the resignation, for the election of new Office Bearers in the following circumstances:

- (a) should three or more Office Bearers, resign or due to any incident are not able to continue their duties; or,
- (b) should both the President and the Vice President resign or due to any incident are not able to continue their duties; or,
- (c) should all the remaining members of the Board of Trustees of the World Federation other than the Secretary General resign.

In the event of all the remaining members of the Board of Trustees of the World Federation other than the Secretary General resigning, the Secretary General shall remain in post and, convene an Extraordinary Conference, within forty-five (45) days of the resignations, for the election of new Board of Trustees as set out in this clause. The President who has resigned shall notwithstanding



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19.1.4 **Quorum**

The quorum for meetings of the Executive Council shall be thirty-five per centum of the Executive Council provided that at least two Geographical Regions are present and at least one of those present shall be either the President or the Vice President or the Honorary Treasurer or the Secretary General.

19.1.5 **Forfeiture of Seat on the Executive Council**

A member of the Executive Council shall forthwith and with immediate effect forfeit his office in the following circumstances:

- (a) if he ceases to be a Shia Ithna-Asheri;
- (b) if he resigns from the Executive Council;
- (c) if, in the case of any member of the Executive Council subject to appointment by the President, such member is removed by the President at his pleasure;
- (d) if he is convicted of an offence involving moral turpitude and the

remain in his post and function as interim President until the new President is elected.

19.1.6 **Quorum**

The quorum for meetings of the Board of Trustees shall not be less than four Trustees and at least one of those present shall be either the President or the Vice President or the Treasurer, Assistant Treasurer or the Secretary General. The decision of the Board of Trustees meeting shall require the support of at least 75% of the Trustees present at the meeting.

19.1.7 **Forfeiture of position on the Board of Trustees**

A member of the Board of Trustees shall forthwith and with immediate effect forfeit his or her office in the following circumstances:

- (a) if he or she ceases to be a Shia Ithna-Asheri Muslim;
- (b) if he or she resigns as a member of Board of Trustees;
- (c) if, in the case of any member of the Board of Trustees subject to appointment by the President, such member is removed by the President at his discretion;
- (d) if he or she is convicted of an offence involving dishonesty



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Executive Council resolve that he be expelled;

(e) if he is certified or otherwise adjudged to be of unsound mind or insane;

(f) if he is adjudged a bankrupt.

19.1.6. Notice of Meeting

At least 60 days prior to the convening of the meeting of the Executive Council and at least 7 [seven] days prior to the convening of the Extraordinary meeting of Executive Council the Secretary General shall send a written notice to each member of the Executive Council. Such notice shall specify the date and place of the meeting and the agenda of the business set down for the meeting **PROVIDED THAT** until the commencement of the first Conference to meet after March 2020 the Executive Council may meet and take decisions by electronic means as described in clause 30.

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or deception and the **Board of Trustees** resolve that he **or she** be expelled;

(e) if he **or she** is certified or otherwise adjudged to be of unsound mind or insane **under any law in force in any country**;

(f) if he **or she** is adjudged a bankrupt **under any law in force in any country and has not been discharged**;

(g) **if he or she is disqualified from acting as a trustee by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory reenactment or modification of that provision).**

19.1.8 **Removal of member of the Board of Trustees**

The Members of the World Federation may requisition an Extraordinary Conference to remove a member of the Board of Trustees for good cause as defined in Clause 19.1.9 of this Constitution through a Conference resolution. The Extraordinary Conference may be an in-person or online or hybrid meeting as specified in the requisitioning notice. The Conference resolution shall require a simple majority to effect such removal of the member of the Board of Trustees. The voting shall be by show of hands except when requested by even one Councillor for ballot. Any person chairing the meeting and having any interest direct or indirect,



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shall immediately declare so in the meeting and vacate the chair, till such item is fully discussed and the item of agenda is completed and closed. A temporary chairman shall be elected by those present in the meeting in the case of an in-person meeting. However, in the case of an online or hybrid meeting a temporary chairman shall be elected by all participating in the meeting, online as well as in person.

19.1.9 in Clause 19.1.8 “good cause” means the circumstances or events set out in Clause 19.1.7 and includes the following:

- (a) action that brings the World Federation into disrepute;
- (b) action that is prejudicial to or against the key interests of the World Federation;
- (c) serious misconduct or mismanagement in the administration of the World Federation;
- (d) if the member of the Board of Trustees has at any time been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or



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mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

19.2 Powers and functions

19.2.1 The Executive Council shall implement decisions of the Conference and shall subject to any direction, decision or rules made by the Conference manage the Federation and may exercise the powers of the Federation between meetings of the Conference.

19.2.2 The Executive Council shall discuss, formulate and recommend to the Conference for approval policies and actions which in its view would facilitate the attainment of aims and objects of the Federation.

19.2.3 Subject to any decision of the Conference the Executive Council shall have the power to make such rules or regulations (which are not inconsistent with any decision or rules or regulations made by the Conference) as may be necessary for the furtherance of the aims

19.2 Powers and functions of the **Board of Trustees**

19.2.1 The **Board of Trustees** shall implement decisions of the Conference and shall, subject to any direction, decision or rules made by the Conference, manage the **World** Federation and may exercise the powers of the **World** Federation between meetings of the Conference.

19.2.2 The **Board of Trustees** shall, **in consultation with the CLC**, discuss, formulate and recommend to the Conference for approval, policies and actions that in its view would facilitate the attainment of aims and objects of the **World** Federation.

19.2.3 Subject to any decision of the Conference, the **Board of Trustees, in consultation with the CLC**, shall have the power to make such rules or regulations (that are not inconsistent with any decision or rules or regulations made by the



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and objects of the Federation and such rules or regulations shall be valid and binding on all members until they are revoked or amended by a resolution passed by the Conference or the Executive Council.

19.2.4 The Executive Council shall have the power to establish such committees and to assign them such duties as may be necessary and with the approval of the Conference to delegate to them such powers as may be deemed necessary.

19.2.5 Agencies of the Secretariat

The Executive Council shall with the consent of member resident in that area have the power to establish such regional or sub-regional branches or agencies of the Secretariat in any part of the world as it may deem fit.

19.2.6 The voting shall be by show of hands except when requested by even one delegate for ballot.

19.2.7 Any person chairing the meeting and having any interest direct or indirect, shall immediately declare so in the meeting and vacate the chair, till such item is fully discussed and the item of agenda is completed and closed. A temporary chairman shall be elected by those present in the meeting.

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Conference) as may be necessary for the furtherance of the aims and objects of the World Federation and such rules or regulations shall be valid and binding on all Members until they are revoked or amended **by the Board of Trustees or** by a resolution passed by the Conference.

19.2.4 The **Board of Trustees** shall have the power to establish such committees and to assign them such duties as may be necessary and with the approval of the Conference to delegate to them such powers as may be deemed necessary.

19.2.5 Agencies of the Secretariat

The **Board of Trustees** shall with the consent of **World** Federation Member resident in that area have the power to establish such regional or sub-regional branches or agencies of the Secretariat in any part of the world as it may deem fit.



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20. The President

20. The President

20.1 Election of President

20.1 Election of President

The President of the Federation shall be elected for a term not exceeding three (3) years by the eligible voters of the Constituent members of the Federation in accordance with the following provisions **PROVIDED THAT** the President who was in office on 1 March 2020 shall hold office until the conclusion of the first Conference to meet after that date.

The President of the **World** Federation shall be elected for a term not exceeding three (3) years by the eligible voters of the Constituent members **and Associate Members** of the **World** Federation in accordance with the following provisions:

At least one hundred [100] days before the end of the term of office of the President, the Electoral Commission shall issue a notice to all members inviting written nominations within thirty (30) days of such notice for a candidate for the office of the next term not exceeding three (3) years.

20.1.1 **A minimum of** one hundred (100) days before the end of the term of office of the President, the Electoral Commission shall issue a notice to all Regional Members inviting written nominations within thirty (30) days of such notice for a candidate for the office of **President of the World Federation** for the next term not exceeding three (3) years.

20.1.1 Such nominations shall be accompanied by a written communication from the person nominated signifying his consent to such nomination.

20.1.2 Such nominations shall be accompanied by a written signed communication from the person nominated signifying his consent to such nomination **and a written communication from the Constituent Jamaat or the Associate Member or Jamaat concerned, confirming that the candidate is a Khoja Shia Ithna-Asheri Muslim and a paid-up full member of the Jamaat and be accompanied with the written letters, confirmations and undertakings as specified in the SOP.**



20.1.3 At the date of nomination,
the presidential candidate:

- (a) must be a Khoja Shia
Ithna-Asheri **Muslim**;
- (b) must not be subject
to bankruptcy orders,
**must not be bankrupt
or a person who has**
made a composition
agreement with
creditors;
- (c) must not have been
convicted of any
offence **involving
dishonesty or
deception or** have
received a sentence of
imprisonment;
- (d) must not have at any
time been removed
from the office of
charity trustee or
trustee for a charity by
an order made by the
Charity Commission
or the High Court
on the grounds of
any misconduct or
mismanagement in
the administration of
the charity for which
he was responsible or
to which he was privy,
or which he by his
conduct contributed
to or facilitated;



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- (e) must be a registered fully paid-up member of a Constituent Member or of an Associate Member or of any Jamaat.
- (f) must be nominated by any of the Regional Members.

20.2 Notice of Nominations

The Electoral Commission shall within a period of seven (7) days after the closing date for the submission of the nominations, send to members all such nominations received by him in response to the notice and ask all members to vote on nominations. Each member shall submit its votes to the Electoral Commission by post at least 30 days before the end of the term of office of the President.

20.2 Notice of Nominations

The Electoral Commission shall within a period of seven (7) days after the closing date for the submission of nominations, send to **Regional Members and Associate Members** all such nominations received by it in response to the notice **and activate the electoral process in accordance with the SOP and elections shall be conducted by the selected e-Voting Service Provider as per Appendix three of the SOP.**

- 20.2.1** Should no nomination(s) be received for the candidacy of the office of President of the **World** Federation by the prescribed date **as stated in the SOP**, the Electoral Commission shall so notify the **Regional** Members **and the Associate Members** of the World Federation and the election of the President, **along with post of other Office Bearers**, shall be held at the Triennial Conference, from amongst eligible candidates present.



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20.2.2 Should only one eligible nomination be received, then the Electoral Commission shall declare the candidate duly elected unopposed and shall so notify the **Regional Members and the Associate Members** of the **World Federation**.

20.2.3 Where the Electoral Commission activates the electoral process in accordance with the SOP, the following procedures shall apply:

- (a) **The e-Voting Service Provider shall organise the election on the day set and agreed by the Conference.**
- (b) **At the end of the voting window, the e-Voting Service Provider shall provide access to the voting data to the Electoral Commission. The Electoral Commission shall invite the Conference appointed Observers and Candidates' Representatives to be present at the post-election final count authentication, for the allocation of Aggregate Electoral College Points.**
- (c) **Should only three or less of the Regional Members have participated in the**



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election, the Electoral Commission shall declare the election null and void and the Electoral Commission shall so notify the Regional Members and the Associate Members of the World Federation and the election of the President, along with post of other Office Bearers, shall be held at the Conference from amongst eligible candidates present.

20.3 Counting of Votes

The Executive Council of the Federation shall appoint two Executive Councillors to witness the counting of the votes at The World Federation. The Electoral Commission will then calculate the proportion of the votes received by each candidate within each Member and apportion the Electoral College points based on the number of delegates that Member is entitled to in proportion to the number of delegates that the Member gains at The World Federation Conference as per Clause 10.1 of The Constitution. The candidate receiving the highest number of aggregate Electoral College points shall be declared President-Elect.

The formula shall be: Number of Electoral College Points received by candidate per Member equals [Total Votes Received by the candidate in that Member divided by total Votes Cast within that Member] times Number of Delegates allocated to that Member. The Member shall not round up or otherwise of the result of this formula.

20.3 Counting of Votes

- 20.3.1 The Conference shall appoint two Councillors and encourage any other Councillor who is in the region, to witness the final count authentication of the votes.
- 20.3.2 At the end of the voting window, the e-Voting Service Provider shall provide access to the voting data to the Electoral Commission. The Electoral Commission shall invite the two Conference appointed Councillors and Candidates' Representatives to be present for the final count authentication and the allocation of Aggregate Electoral College Points.
- 20.3.3 Where either or both of the two Councillors appointed by Conference do not for any



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reason turn up to witness the final count authentication of the votes, the Electoral Commission shall appoint four independent observers to take their place.

- 20.3.4** The Electoral Commission shall calculate the proportion of the votes attained by each candidate within each **Regional Member and Associate Member** and apportion the Electoral College Points based on the number of Councillors that the Members gain at The **World** Federation Conference as per Clause 10.1 of this Constitution.

The formula shall be: Number of Electoral College Points received by candidate per Member equals [Total Votes Received by the candidate in that Member divided by total Votes Cast within that Member] times Number of **Councillors** allocated to that Member. The Member shall not round up or otherwise of the result of this formula.

The candidate receiving the highest number of Aggregate Electoral College Points, as unanimously certified by the Electoral Commission, the Conference appointed Councillors and the Candidates' Representatives present at



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the post-election final count authentication, shall be the President-Elect.

20.3.5 The Electoral Commission shall announce the result of the election for the post of President of the World Federation no later than five (5) days before the date set for the ensuing Triennial Ordinary Conference.

- 20.4 In the case of
- 20.4.1 the duly elected President dying before the Conference; **or**
- 20.4.2 two or more candidates receiving equal number of Electoral College Points; **or**
- 20.4.3 no eligible nominations having been received for the office of the President by the due date; the Conference shall first convert into Extraordinary Conference for the purpose of electing the President from among the delegates present, or from the names of candidates with equal number of votes, whichever the case may be. The Extraordinary Conference will then revert to Ordinary Conference for transacting its business on the Agenda.

- 20.4 In the case of
- 20.4.1 the elected President dying before the Conference; **or**
- 20.4.2 two or more candidates receiving equal number of Electoral College Points; **or**
- 20.4.3 the Electoral Commission declaring the election null and void as only three or less of the Regional Members have participated in the election; **or**
- 20.4.4 no eligible nominations having been received for the office of the President by the due date, the Triennial Conference shall first convert into Extraordinary Conference for the purpose of electing the President from among the Councillors present, or from the names of candidates with equal number of votes, whichever



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the case may be. The Extraordinary Conference shall then revert to Ordinary Conference for transacting its business on the Agenda.

20.5 Voting Rights

20.5.1 For the purpose of Election of the President by postal votes, each Member of the Federation shall be entitled to one vote for every individual head eligible to vote within its Constituent Members.

The percentage votes received by each Candidate in each Member will be multiplied by the number of delegates that the Member is entitled to be represented by at the Conference to determine the Electoral College Points acquired by each of the candidates from that Member.

20.5.2 Submission of Votes

When there is more than one candidate for election of the office of the President

20.5 Voting Rights

20.5.1 For the purpose of Election of the President, each **Regional Member and Associate Member** of the **World** Federation shall be entitled to one vote for every individual person who:-

- (a) **in the case of Regional Member, is a member of its Constituent Members and is eligible to vote; and**
- (b) **in the case of Associate Member, is a member of the Associate Member and is eligible to vote.**

The percentage votes received by each Candidate in each **Regional and Associate** Member shall be multiplied by the number of **Councillors** that the Member is entitled to be represented by at the Conference to determine the Electoral College Points acquired by each of the candidates from that **Regional or Associate** Member.

20.5.2 Submission of Votes

When there is more than one



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the Members shall submit to the Electoral Commission the exact number of votes cast within each of their Constituent Members in respect of each candidate. A candidate receiving the largest aggregate number of Electoral College Points shall be declared the President-Elect, in accordance with clause 20.3.

20.6 Representatives of the Federation

The President of the Federation shall have the right to appoint any Office Bearer to represent the Federation at any occasion, meeting or celebration as he deems fit, provided that if an Office Bearer is unable to represent the Federation, then the President shall appoint the Executive Councillor residing in the proximity of the area to represent the Federation.

20.7 Religious Obligations

In responsibilities delegated by a Marja', the President in conjunction with the Executive Council shall have the power to act on behalf of the Federation to fulfil the religious obligation. However, in financial matters such as receipt and disbursements of Khums and other religious dues the normal financial rules of the Federation shall apply.

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candidate for election of the office of the President, the **e-Voting Service Provider** shall submit to the Electoral Commission the exact number of votes cast within each of the Member, in respect of each candidate. The candidate receiving the largest aggregate number of Electoral College Points shall be declared the President-Elect, in accordance with Clause 20.3.

20.6 Representatives of the **World** Federation

The President of the **World** Federation shall have the right to appoint any **member of the Board of Trustees** to represent the **World** Federation at any occasion, meeting or celebration as he deems fit, provided that if a **member of Board of Trustees** is unable to represent the World Federation, then the President shall appoint a Trustee of a member of the World Federation or other member of the community residing in the proximity of the area to represent the **World** Federation.

20.7 Religious Obligations

In responsibilities delegated by **the A'alam Marja 'e Taqlid**, the President in conjunction with the **Board of Trustees** shall have the power to act on behalf of the **World** Federation to fulfil the religious obligation **as directed by the A'alam Marja 'e Taqlid and under his religious guidance**. However, in financial matters such as receipt and disbursements of Khums and other religious dues the normal financial rules of the World Federation shall apply.



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20.8 Vacancy of President

If the Office of the President becomes vacant as a result of resignation, incapacity, death or otherwise the Vice President shall assume the office of the President for the remaining period of his term of office.

20.9 President's Terms of Office

No one person shall hold the office of the President for more than two (2) consecutive terms not exceeding three (3) years each but may hold the same Office Bearer position after a break of one term. In the event clause 20.8 becomes operative, the term served by the Vice President will not be considered as falling under clause 20.9.

21. Secretariat

The Secretariat of the Federation shall be based in the UK. The Secretariat shall be managed by the Secretary General assisted by the Honorary Treasurer and such other staff as the Secretary General may, subject to the approval of the President, deem fit.

22. Duties of Secretary General

The Secretary General shall:

- 22.1 be in charge of the Secretariat and the Federation's staff

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20.8 Vacancy of President

If the Office of the President becomes vacant as a result of resignation, incapacity, death or otherwise the Vice President shall assume the office of the President for the remaining period of his term of office.

20.9 President's Term of Office

No one person shall hold the office of the President for more than two(2) consecutive terms not exceeding three(3) years each, but may hold the same position after a break of one term. In the event Clause 20.8 becomes operative, the terms served by the Vice President shall not be considered as falling under Clause 20.9.

21. Secretariat

The Secretariat of the **World** Federation shall be based in the **United Kingdom**. The Secretariat shall be managed by the Secretary General assisted by the Treasurer and such other staff as the Secretary General may, subject to the approval of the President, deem fit.

22. Duties of Secretary General

The Secretary General shall:

- 22.1 be in charge of the Secretariat and the **World** Federation staff;



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22.2 be responsible for giving notices of all meetings of the Office Bearers, Conference and the Executive Council;

22.2 be responsible for giving notices of all meetings of the **Board of Trustees, the CLC and the Conference;**

22.3 prepare the agenda of all such meetings in consultation with the President and circulate the same;

22.3 prepare the agenda of all such meetings in consultation with the **Board of Trustees** and circulate the same;

22.4 record and maintain full and proper minutes of all such meetings;

22.4 record and maintain full and proper minutes of all such meetings;

22.5 in consultation with the President deal with all matters that come before the Secretariat;

22.5 in consultation with the **Board of Trustees** and the President, deal with all matters that come before the Secretariat;

22.6 execute the decisions and directions of the Executive Council and subject to prior approval of the Executive Council the recommendations of the committees set up by the Executive Council.

22.6 execute the decisions and directions of the **Board of Trustees**, and subject to prior approval of the Conference, the recommendations of the committees set up by the Conference;

22.7 **should all the remaining members of the Board of Trustees of the World Federation resign, the Secretary General shall remain in post and, in consultation with the Regional Federations and the CLC, shall call an Extraordinary Conference, within thirty (30) days of the resignations, for the election of new Board of Trustees.**

23. Trustees

23. Trustees

23.1 Subject to Sub-Clause 24.1

23.1 All properties and funds of the



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all properties and funds of the Federation shall be vested in the Office Bearers as the trustees.

23.2 Subject to Clause 7 the Trustees shall not deal with any of the properties or funds of the Federation except in accordance with the instructions of the Conference or the Executive Council.

24. Accounts

24.1 Payments

The Honorary Treasurer may keep with him such amounts of cash as may be approved by the Executive Council from time to time and shall not make payments of any accounts, bills or vouchers, etc. without first getting the same certified and passed by the Secretary General and/or the President or the Vice President.

24.2 Expenditure by the President

In case of urgency the President shall have the power to expend or donate a sum not exceeding five thousand pounds (£5,000) in any one year without the prior sanction of the Executive Council. He shall in the meeting immediately following, notify the Executive Council of such expenditure or donation and

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World Federation shall be vested in and held by the **Board of Trustees as the charity Trustees. The Treasurer may however keep such amounts of cash as may be approved by the Board of Trustees from time to time to be dealt with as provided in Clause 24.1 of this Constitution.**

23.2 Subject to the provisions of Clause 7.1 of this Constitution, the **Board of Trustees** shall not deal with any of the properties or funds of the **World** Federation except with the approval of and in accordance with the instructions of the Conference.

24. Accounts

24.1 Payments

The Treasurer may keep with him such amounts of cash as may be approved by the **Board of Trustees** from time to time and shall not make payments of any accounts, bills or vouchers, etc. without first getting the same certified and passed by the Secretary General and/or the President or the Vice President.

24.2 Expenditure by the President

In case of urgency the President shall have the power to expend or donate a sum not exceeding five thousand pounds (£5,000) in any one year without the prior sanction of the **Board of Trustees**. He shall in the meeting immediately following, notify the **Board of Trustees** of such expenditure or donation and have it recorded in the

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have it recorded in the minutes of its meeting. The amount authorised under this provision may be varied from time to time by the Conference who may attach such general conditions for disbursement of such expenditure or donation as it may deem fit.

24.3 Books of Account

The Honorary Treasurer shall keep usual and proper books of account and faithfully record therein the receipts of income and expenditure of the Federation and shall submit the same for inspection of the Conference and the Executive Council as and when required.

25. Accounts, Annual Report, Annual Return

25.1 The Honorary Treasurer and Office Bearers must comply with their obligations under the Charities Acts with regard to:

25.1.1 the keeping of accounting records for the charity;

25.1.2 the preparation of annual statements of account for the charity;

25.1.3 the transmission of the statements of account to the Commission;

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minutes of its meeting. The amount authorised under this provision may be varied from time to time by the Conference who may attach such general conditions for disbursement of such expenditure or donation as it may deem fit.

24.3 Books of Accounts

The Treasurer shall keep usual and proper books of account and faithfully record therein the receipts of income and expenditure of the **World** Federation and shall submit the same for inspection of the Conference and the **Board of Trustees** as and when required.

25. Accounts, Annual Report, Annual Return

25.1 The Treasurer and **all other members of the Board of Trustees** must comply with their obligations under the Charities Acts with regard to:

25.1.1 the keeping of accounting records for the **World Federation**;

25.1.2 the preparation of annual statements of account for the **World Federation**;

25.1.3 the transmission of the statements of account to the **Charity** Commission;



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- 25.1.4 the preparation of an Annual Report and its transmission to the Commission;
- 25.1.5 the preparation of an Annual Return and its transmission to the Commission.

Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Honorary Treasurer and Office Bearers are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

- 25.2 The accounts of the Federation shall be submitted to the Executive Council each year and to the Conference at each Ordinary Conference who shall be permitted to ask the Honorary Treasurer and Office Bearers for such detail as they may require.
- 25.3 The Honorary Treasurer and Office Bearers shall comply with the requirements in the Charities Acts and any Statement of Recommended Practice issued by the Commission as to the audit / independent examination of the accounts.

- 25.1.4 the preparation of an Annual Report of the World Federation and its transmission to the Charity Commission;

Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Charity Commission, unless the Treasurer and Board of Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

- 25.2 The accounts of the World Federation shall be submitted to the Board of Trustees each year and to the Annual Ordinary Conference each year and to the Conference at each Triennial Ordinary Conference who shall be permitted to ask the Treasurer and the Board of Trustees for such detail and information as they may require.
- 25.3 The Treasurer and the Board of Trustees shall comply with the requirements in the Charities Acts and any Statement of Recommended Practice issued by the Charity Commission as to the audit / independent examination of the accounts.



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26. Auditor

The Auditor or Auditors shall be elected at every Conference of the Federation and he or they shall have power to inspect the accounts of the Federation as and when he or they may deem necessary. He or they shall audit all accounts and report thereon. The Auditor(s) shall not be delegates of the Conference. No person shall be appointed as the Auditor of the Federation unless he is a member of a recognised supervisory body and is eligible for appointment under the rules of the body as provided for under the Company's Act (UK) 1989 Section 25 or any amendment or substitution thereof.

27. Electoral Commission

The Electoral Commission shall be made up of three individuals elected at every Ordinary Conference where they are present although not necessarily as delegates; for the sole purpose of calling, supervising and monitoring all voting and elections of any posts of the Federation. Any person elected to the Commission will forfeit his position as delegate if he was a delegate prior to being elected on the Electoral Commission. One of them shall be elected by the Conference as the Chairman who shall act as the Returning Officer for all voting and elections of the Federation including any held at the Conference. In the event of a vacancy of or

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26. Auditor

The Auditor shall be elected at every **Triennial** Conference of the **World** Federation and he/she shall have power to inspect the accounts of the **World** Federation as and when he/she may deem necessary. He/she shall audit all accounts and report thereon. The Auditor shall not be a **Councillor** of the Conference. No person shall be appointed as the Auditor of the **World** Federation unless he/she is a member of a recognised supervisory body and is eligible for appointment under the rules of the body as provided for under the Company's Act (UK) 1989 Section 25 or any amendment or substitution thereof.

27. Electoral Commission

27.1 The Electoral Commission shall be made up of three individuals elected at every Triennial Ordinary Conference where they are present although not necessarily as Councillors, for the sole purpose of calling, supervising and monitoring all voting and elections of any posts of the **World** Federation. **The Conference shall have regard to forming the Commission from three Regional Members.** One of them shall be elected by the Conference as the Chairman who shall act as the Returning Officer for all voting and elections of the **World** Federation including any held at the Conference.



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resignation by any of the three individuals in the Electoral Commission, or if found by the Executive Council to be in violation of the SOP process, the Executive Council shall have the power to appoint a Commissioner[s] by a simple majority of the Executive Council.

28. Dissolution

The Federation shall only be dissolved at the Extraordinary Conference called for such purposes. The dissolution shall only be valid if:

- 28.1 a resolution is passed by such Conference supported by at least 90 per centum of the total members of the Federation; and
- 28.2 the representatives of the members of the Federation present at such Conference attach their signatures to an Instrument of Dissolution under the authority of a written mandate from their respective Jamaats. In the event of such dissolution the assets of the Federation shall be transferred to

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- 27.2 Any person elected to the Commission shall forfeit his/her position as Councillor if he/she was a Councillor prior to being elected on the Electoral Commission.
- 27.3 In the event of a vacancy of or resignation by any of the three individuals in the Electoral Commission, or if found by the Board of Trustees to be in violation of the SOP process, the Board of Trustees shall have the power to appoint in his or her place a Commissioner[s] by a simple majority of the members of the Board of Trustees in consultation with the CLC.

28. Dissolution

The Federation shall only be dissolved at the Extraordinary Conference called for such purposes. The dissolution shall only be valid if:

- 28.1 a resolution is passed by such Conference supported by at least 90 per centum of the total Members of the World Federation; and
- 28.2 the Councillors of the Members of the World Federation present at such Conference attach their signatures to an Instrument of Dissolution under the authority of a written mandate from all their respective Constituent Jamaats. In the event of such dissolution the assets of the World Federation shall be transferred to such charity with



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such charity with objects similar to those of the Federation as may be specified in the dissolution resolution.

objects similar to those of the **World Federation** as may be specified in the dissolution resolution.

29. Indemnity

Every Member Regional Federation, Associate Member and Constituent Member by accepting membership (affiliation) in and to the Federation agree to uphold and be bound by the provisions of this Constitution and any rules, regulations of the Federation and agree to pursue the objectives of the Federation as set forth in Section 4 hereof. By accepting membership in the Federation, each Regional Federation, Associate Member and Constituent Member Jamaats agree to indemnify, defend and hold harmless the Federation, their other Members, Officers, Directors, Trustees, Councillors and Employees from and against any and all claims, causes, causes of action, damages, suits, legal proceedings or controversies of any nature arising out of or relating to said members violation of this Constitutions, the rules, regulations and resolutions of the Federation and any law or regulation of any governing authority out of or relating to any bodily injury or property damages which results from actions or inactions of said member.

29. Indemnity

29.1 Every Member Regional Federation, Associate Member and Constituent Member by accepting membership (affiliation) in and to the **World Federation** agrees to uphold and be bound by the provisions of this Constitution and any rules, regulations of the World Federation and agrees to pursue the objectives of the World Federation as set forth in Clause 4 hereof.

29.2 **Each Regional and Associate Member and Constituent Member of the World Federation shall ensure that the trustees of their organisations are adequately and sufficiently insured –**

- a) **against the cost of a successful defence to a criminal prosecution brought against them as trustees of their organisation; and**
- b) **against potential liability incurred in respect of any act or omission that is or is alleged to be a breach of trust or breach of duty unless the trustee concerned knew that, or was reckless whether, the**



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act or omission concerned
was breach of trust or
breach of duty.

29.3 The World Federation shall provide
and maintain all customary and
adequate insurance cover for their
liabilities to its employees including
employer's liabilities as required
under law.

30. Participation in meetings by electronic means.

Until the commencement of the first Conference to meet after March 2020 a meeting of the Office Bearers or the Executive Council may be held by suitable electronic means agreed by the Office Bearers in which each participant may communicate with all the other participants.

30.1 Any person participating in a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting;

Meeting held by electronic means must comply with rules for meetings, including chairing and taking minutes.

30. Participation in meetings by electronic means.

A meeting of the Board of Trustees, a World Federation Conference or a meeting of Board of Trustees with the CLC may be held by suitable electronic means agreed by the Board of Trustees in which each participant may communicate with all the other participants.

30.1 Any person participating in a meeting by suitable electronic means agreed by the Board of Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting;

30.2 Meeting held by electronic means must comply with rules for meetings, including chairing and taking minutes.



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31. **Alternative Dispute Resolution Facility**
- 31.1 The World Federation shall establish an Alternative Dispute Resolution (ADR) Facility known as the World Federation Alternative Dispute Resolution (ADR) facility (WFADRF) for the use and benefit of the Regional Members, Constituent Members, Jamaats and community members.
- 31.2 The ADR Facility rules and procedures shall be established and published by the ADR Facility **subject to approval of the Board of Trustees.**
- 31.3 The governing instruments and the procedures and rules of the WF ADR Facility shall be set out in a separate document called the WF ADR Facility Charter. The WF ADR Facility Charter may, subject to approval by the Board of Trustees, be revised and amended from time to time as may be necessary and appropriate, in accordance with the procedures set out in the WF ADR Facility Charter.
- 31.4 The ADR Facility shall be headed by the Chairman of the ADR Facility appointed by the Board of Trustees in consultation with the Consultation Leadership Committee (CLC) and experts in the field of ADR. The Chairman shall be a trained professional practitioner experienced in ADR matters.



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31.5 **The ADR Facility (WFADRF) shall provide Mediation, Conciliation, Adjudication and Arbitration services for the Regional Members, Constituent Members, Jamaats and community members.**

31.6 The Chairman of the WF ADR Facility shall administer and run the ADR Facility together with suitable professional and other suitable administrative staff in accordance with WF ADR Facility Charter.

32. **Transitional Provisions**

32.1 All amendments to the existing Constitution are approved subject to the approval of the Charity Commission.

32.2 This Constitution is adopted on 11 June 2023 and all provisions thereof shall come into effect with immediate effect.

32.3 The Secretary General in consultation with the Board of Trustees and the CLC shall be empowered to make such amendments, typographical and numerical changes to the Constitution to make effective any resolution that has been passed at the Conference to comply with any requirements of the Charity Commission.



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NOTE: The next Triennial Ordinary Conference shall take place before 30 May 2024, prior to it, the elections for the post of President shall take place in accordance with the SOP adopted by the Conference on 11 June 2023.

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