

**THE MUSLIM JEWISH FORUM OF GREATER MANCHESTER
MEMORANDUM OF ASSOCIATION – as filed on incorporation**

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM OF ASSOCIATION OF

THE MUSLIM JEWISH FORUM OF GREATER MANCHESTER

1. The name of the Company hereinafter called 'the Forum' shall be THE MUSLIM JEWISH FORUM OF GREATER MANCHESTER
2. The Registered Office of the Forum shall be in England and Wales
3. The objects for which the Forum is established are to develop the cultural and social ties between the Muslim and Jewish Communities of Greater Manchester; to educate members of the Muslim and Jewish Communities in relation to their shared values and common Abrahamic tradition, heritage, history and culture; and to promote better understanding within the wider community of the interests and values that are common to the Muslim and Jewish Communities.
4. In furtherance of the above object but not further or otherwise the Forum shall have the following powers:
 - (1) To develop links between the youth members and students of the Muslim and Jewish Communities through the organisation of social, educational, sporting and other activities;
 - (2) To develop and maintain interest groups for specific sectors of the Muslim and Jewish Communities of Greater Manchester including :-
 - (a) Women's group
 - (b) Lawyers' group
 - (c) Medical and Healthworkers' group
 - (d) Police and Emergency Services' group
 - (e) Students' Group
 - (f) Youth Group
 - (g) Business Group
 - (3) To use lawful and peaceful means to protect the interests of the Jewish and Muslims communities including :-
 - (a) The right to hold religious beliefs
 - (b) The right to manifest religious practices
 - (c) The retention of religious humane methods of animal slaughter for food in the United Kingdom
 - (d) Advancement of Faith education

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- (e) The retention of male circumcision
 - (f) The right to have religious observances respected by public bodies and the wider community
 - (g) The provision of acceptable methods of post mortem examinations
- (4) To use lawful and peaceful means to oppose:-
- (a) All forms of religious intolerance and bigotry
 - (b) All forms of violence and aggression targeted at innocent non-combatants
 - (c) All form of racism and xenophobia including discrimination against Muslims and Jews
- (5) To provide endow furnish and fit out with all necessary furniture and other equipment and maintain and manage such offices and centres as the Executive Committee may determine.
- (6) To employ or engage such persons including (subject to Clause 5 hereof) any member of the Forum for the purposes aforesaid or any of them at such remuneration and on such other terms and conditions (including pension and insurance arrangements) as the Executive Committee may determine.
- (7) To establish promote amalgamate or co-operate with or become a part of member or affiliate or associate or act as or appoint trustees agents nominees or delegates to control manage and superintend any charitable institutions trusts associations or bodies incorporated or unincorporated the objects of which are wholly or in part similar to those of the Forum.
- (8) To publish books pamphlets papers tapes films and any other media of communication relating to its objects.
- (9) To promote courses seminars colloquia or other occasions for the purposes aforesaid.
- (10) To engage in any trade (on a temporary basis only) ancillary to promotion of the purposes aforesaid.
- (11) To undertake and execute or to create any charitable trust to support or subscribe to any obtainable fund or institution.
- (12) To purchase take on lease or tenancy (of whatever kind) or licence or in exchange hire or otherwise acquire and hold any real or personal property and any rights or privileges and to

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construct erect alter improve and maintain any buildings which may from time to time be deemed necessary for such purposes.

- (13) To sell grant leases tenancies (of whatever kind) or licences or dispose of mortgage or in any way turn to account all or any of the property or assets of the Forum and to do so for or without any consideration and subject to such terms and conditions as may be thought expedient.
- (14) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by mortgage charge or lien upon all or any of the property and assets of the Forum (both present and future) and by the issue of any securities which the Forum has power to issue by way of security or indemnity to any person whom the Forum has agreed or is bound or willing to indemnify or in satisfaction of or as security for any liability undertaken by it.
- (15) To invest or loan the moneys of the Forum not immediately required for its purposes in or upon such investments security or property on such terms as the Executive Committee shall think fit from time to time subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (16) To apply for and obtain any Charter Act of Parliament or Provisional Order for any purposes which may be deemed expedient and to oppose any proceedings which may seem calculated directly or indirectly to prejudice the interests of the Forum.
- (17) To enter into any arrangements with any government or authority supreme municipal local or otherwise and to obtain from any such government or authority and rights privileges and concessions and to carry out exercise and comply with any such arrangements rights privileges and concessions
- (18) To procure the Forum to be registered or recognised in any part of the British Commonwealth or in any foreign country or place
- (19) To appoint on such terms as to remuneration and otherwise any trustee agent or other person association or company to carry out any of the functions or activities or to exercise any of the powers of the Forum including but without prejudice to the generality thereof the administration and management of all or any part of the property and assets of the Forum

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- (20) To insure the property of the Forum against any foreseeable risk and take out other insurance policies to protect the Forum when required
- (21) To insure the Secretary and the members of the Executive Committee against the costs of a successful defence to a criminal prosecution brought against them as officers of the Forum or against personal 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 respective person knew that, or was reckless whether, the act or omission was a breach of trust or duty
- (22) To do all such other lawful and charitable things as are necessary for the attainment of the main object.

5.

(a) Subject to the remaining paragraphs of this Clause all the income and property of the Forum shall be applied solely towards the promotion of the objects of the Forum as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit (which shall not refer to or include reasonable and proper remuneration as referred to in sub-Clause (b) of this Clause) to the members of the Forum.

(b) Nothing herein shall prevent the payment in good faith to any officer or employee or agent of the Forum or any member of the Forum or to any member of the Forum or other person of

(i) Reasonable and proper remuneration in return for any service or services rendered

(ii) reasonable rate of interest on money lent; and

(iii) reasonable and proper rent for premises demised or let

(c) No member of the Executive Committee shall be appointed to any salaried office of the Forum or any office of the Forum paid by fees and no remuneration or other benefit in money or moneysworth shall be given by the Forum to any member of the Executive Committee except repayment of out of pocket expenses and such payments as are referred to in sub-paragraphs (ii) and (iii) above but this paragraph (c) shall not apply to a payment to any company in which a member of the Executive Committee shall hold shares carrying not more than 10 per cent of the votes attaching to or of the total par value of the shares of the company of any kind in issue.

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(d) In respect of any payment to any officer employee agent or Member of the Forum mentioned in this clause any Executive Committee Member personally interested shall neither deliberate nor vote in respect thereof.

6. The liability of the members is limited.
7. Every Member of the Forum undertakes to contribute to the assets of the Forum in the event of its being wound up while he or she is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Forum contracted before he ceases to be a Member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding One Pound.
8. If upon winding up or dissolution of the Forum there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Forum but shall be given or transferred to some other institution or institutions established for charitable purposes only having objects similar to the objects of the Forum and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Forum under or by virtue of Clause 7 hereof such institution or institutions to be determined by the Members of the Forum at least 28 days before any dissolution failing which by the Executive Committee and if and so far as no such determination is made or effect cannot be given to such provisions then to some charitable object.
9. Words and expressions defined in the Articles have the same meaning in this Memorandum. References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

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ARTICLES OF ASSOCIATION – adopted at AGM on 29 September 2020**

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE MUSLIM JEWISH FORUM OF GREATER MANCHESTER

Adopted at the Annual General Meeting held on 29 September 2020 in
replacement for the previous Articles of Association

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1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not consistent with the subject or context:

WORDS	MEANINGS
The Act	The Companies Acts 1985 and 1989 (as extended and amended) including any statutory modification or re-enactment thereof for the time being in force.
The Articles	The Articles of the above-named Company.
The Forum	The above-named Company.
The Executive Committee	The Committee for the time being of the Forum as hereinafter defined who shall also be the directors of the Company.
The Office	The registered office of the Forum.
The Seal	The common seal of the Forum.
Month	Calendar month.
Secretary	Any person appointed to perform the duties of the Company Secretary of the Forum.
"clear days"	In relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
"communication"	Means the same as in the Electronic Communications Act 2000.
"electronic communication"	Means the same as in the Electronic Communications Act 2000.
"executed"	Includes any mode of execution.
"the United Kingdom"	Means Great Britain and Northern Ireland.
In writing	Written, printed or lithographed, or partly one and partly another and other modes of representing or reproducing words in a visible form including e-mail.
Bye Laws	The Bye-Laws of the Forum made in accordance with these Articles.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Forum shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

Members

2. The number of members with which the Forum proposes to be registered is two but the Executive Committee may register an increase of members.

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- a. The Executive Committee may (subject to Article 5) admit to annually renewable membership any person of whatever race creed or ethnicity who is deemed by the Executive Committee to be a supporter of the objects of the Forum.
- b. No person shall be admitted a member of the Forum unless:-
- (i) He or she signs the Declaration of Principles in the form annexed hereto or such other form as the Executive Committee shall approve from time to time;
 - (ii) He or she indicates on his or her application that he or she is either Muslim or Jewish or otherwise neither;
 - (iii) His or her application for membership is approved by the Executive Committee.
- c. Each member shall be entitled to vote at any general meetings of the Forum.
3. Membership shall not be transferable.
 4. A member shall cease to be a member if:
 1. the member revokes his or her membership of the Forum by giving at least one month's notice to the Secretary in writing or does not re-apply for annual membership
 2. any subscriptions or other sum payable by the member is not paid on the date due and the member has been served with notice in writing informing him of this provided that the Executive Committee may re-admit a member on payment of such amount in respect of arrears of subscription or other sum as the Executive Committee may determine.
 3. at a meeting of the Executive Committee for which at least 14 days' notice has been given a Resolution shall be passed by at least two thirds of the members of the Executive Committee present resolving that the membership of a member be revoked for whatever cause. A resolution as aforesaid shall not be passed unless the member has been given not less than twenty-one days' notice in writing of the meeting at which the matter is to be considered specifying the conduct or circumstances alleged as a ground for the expulsion and has been afforded a reasonable opportunity of being heard by or of making written representations to the Executive Committee.
 4. whenever the Executive Committee shall pass such a resolution aforesaid revoking the membership of a member he or she may appeal to the next Annual General Meeting of the Forum. Any notice of appeal must be made within twenty-one days of the time

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when notice of revocation of membership is served upon him or her by notice in writing to the Secretary at the office. If at the next Annual General Meeting of the Forum a resolution is carried by a majority of not less than two-thirds of the members voting on the resolution that the decision of the Executive Committee be reversed then the resolution of the Executive Committee shall thereby be of no effect and deemed reversed and the member to whom such resolution relates shall thereupon be reinstated to membership.

The Executive Committee and Executive Committee Members

5. All the business of the Forum shall be managed by the Executive Committee in accordance with the provisions of these Articles and the Act aforesaid to the intent that the Executive Committee shall determine and carry out the policy of the Forum.
6. The Executive Committee shall consist of up to 12 elected Executive Committee Members. So far as practicable there should be a minimum of 5 members who have declared that they are Jewish and 5 members who have declared that they are Muslim.
- 7) The Members at the Annual General Meeting shall elect up to 12 people to be Executive Committee Members. All of the Executive Committee Members will serve until the next Annual General Meeting and shall be eligible to stand for re-election to the Executive Committee. All candidates must declare whether they are Jewish, are Muslim, or are neither.
 - a) If there are 12 or fewer candidates nominated for the Executive Committee, all of the nominees will be declared duly elected at the Annual General Meeting.
 - b) If there are more than 12 candidates nominated for the Executive Committee, a secret ballot will be held using the following process:
 - i) Voters must number the candidates in order of preference, with 1 being the most preferred and so on, with one sequence for all candidates irrespective of the candidate's declared religious affiliation.
 - ii) The ballot shall be counted using the procedure of the Single Transferable Vote system to declare candidates elected in the following sequence:
 - (1) Five Jewish persons, or all the Jewish candidates if fewer than five.
 - (2) Five Muslim persons, or all the Muslim candidates if fewer than five.
 - (3) Other persons from those candidates not already elected to make an Executive Committee of 12 persons.
 - iii) Any dispute regarding the process of counting the ballots shall be referred to the Electoral Reform Society whose decision will be binding.

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Proxies for Executive Committee meetings

8. Any member of the Executive Committee who cannot attend a particular meeting of the Executive Committee may give a proxy to another named member of the Executive Committee or to the Chairperson of the Meeting. Any proxy must be given in writing (which includes email) and may direct the proxy how to vote or may give the proxy discretion on how to vote.

Co-option of Executive Committee Members

9. The Executive Committee Members may from time to time co-opt additional Executive Committee Members (not exceeding a total at any time of four) provided that no person co-opted shall serve for beyond the next Annual General Meeting. Any Executive Committee Member co-opted aforesaid shall for all the purposes of these articles have the same powers and duties as an elected Executive Committee Member.
10. The Executive Committee shall without prejudice to any other power it may have, have the following powers:-
 - a. The power to appoint from amongst its number such officers having such titles and functions subject to such conditions as it shall think fit.
 - b. The power to provide for substituted, or alternative, attendance for any absent Executive Committee Member on such terms and conditions as it shall think fit.
 - c. The power to delegate any of its powers to any Sub-Committee or Sub-Committees consisting of such persons (whether Executive Committee Members or not) as it shall think fit and subject to such regulations as it may impose provided that all acts and proceedings of Sub-Committees must be reported to the Executive Committee as soon as possible and decided upon by the Executive Committee.
 - d. Subject to the provisions of Article 4 herein above the power to expel any Member of the Forum or disaffiliate any Group from membership of the Forum.
 - e. The power to appoint (and to remove) any person to act as a Company Secretary in accordance with the Act provided that if an Executive Committee Member is appointed he or she shall not be paid.
 - f. To decline to accept any resolution proposed at any Annual General Meeting or Extraordinary Meeting if it considers that such resolution is incompatible with the objects for which the Forum is established as set out in paragraph 3 of the Memorandum of Association.

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- g. To levy such subscription or other sum of whatever kind as it may think fit whether annually or not and whether from Members Groups or whoever and to vary such levies but no such levy shall become operative unless and until approved at an Annual General Meeting or Extraordinary General Meeting.
15. The Executive Committee shall meet at least four times per year but additional Executive Committee Meetings may be summoned or requisitioned on not less than 21 days written notice and by not less than one third of the Executive Committee Members for the time being.
16. In addition to the grounds for disqualification of Executive Committee Members provided for by the Act aforesaid an Executive Committee Member shall also vacate his or her office if:
- a. he or she is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)
 - b. he or she absents him or herself from Executive Committee Meetings for more than 4 consecutive meetings and the other trustees resolve that his or her office be vacated by a simple majority vote at the third meeting
 - c. the Executive Committee decides for whatever reason by resolution passed by not less than two thirds of the Executive Committee Members for the time being (excluding the Executive Committee Member concerned) to remove him or her from office provided that the procedure provided by Article 4(c) and 4(d) aforesaid for the expulsion of any Member of the Forum by the Executive Committee shall be followed as if references therein to expulsion of a Member of the Forum were replaced by reference to expulsion of an Executive Committee Member
 - d. the Executive Committee Member ceases for whatever reason to be a Member of the Forum with the exception of Co-opted Executive Committee Members who are not already Members of the Forum
 - e. the Executive Committee Member becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs
17. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the members of the Executive Committee who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the members of the Executive Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation

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shall not be limited by any special power given to the members of the Executive Committee by the articles and a meeting of members of the Executive Committee at which a quorum is present may exercise all powers exercisable by the members of the Executive Committee.

18. The members of the Executive Committee may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

Delegation of members of the Executive Committee's powers

19. The members of the Executive Committee may delegate any of their powers to any committee consisting of one or more members of the Executive Committee. They may also delegate to any managing member of the Executive Committee or any member of the Executive Committee holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the members of the Executive Committee may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of members of the Executive Committee so far as they are capable of applying.

Members of the Executive Committee's expenses

20. The members of the Executive Committee may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of members of the Executive Committee or committees of members of the Executive Committee or general meetings or separate meetings of the holders of debentures of the company or otherwise in connection with the discharge of their duties.
21. The continuing members of the Executive Committee or a sole continuing member of the Executive Committee may act notwithstanding any vacancies in their number, but if the number of members of the Executive Committee is less than the number fixed as the quorum, the continuing members of the Executive Committee or member of the Executive Committee may act only for the purpose of filling vacancies or of calling a general meeting.

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22. All acts done by a meeting of members of the Executive Committee, or of a committee of members of the Executive Committee, or by a person acting as a member of the Executive Committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Executive Committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Executive Committee and had been entitled to vote.
23. A resolution in writing signed by all the members of the Executive Committee entitled to receive notice of a meeting of members of the Executive Committee or of a committee of members of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of members of the Executive Committee or (as the case may be) a committee of members of the Executive Committee duly convened and held and may consist of several documents in the like form each signed by one or more members of the Executive Committee; but a resolution signed by an alternate member of the Executive Committee need not also be signed by his appointor and, if it is signed by a member of the Executive Committee who has appointed an alternate member of the Executive Committee, it need not be signed by the alternate member of the Executive Committee in that capacity.
24. Save as otherwise provided by the articles, a member of the Executive Committee shall not vote at a meeting of members of the Executive Committee or of a committee of members of the Executive Committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company or any of its subsidiaries;
25. A member of the Executive Committee shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
26. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a member of the Executive Committee from voting at a meeting of members of the Executive Committee or of a committee of members of the Executive Committee.

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27. If a question arises at a meeting of members of the Executive Committee or of a committee of members of the Executive Committee as to the right of a member of the Executive Committee to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting and his or her ruling in relation to any member of the Executive Committee other than himself or herself shall be final and conclusive.

Minutes

28. The members of the Executive Committee shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the members of the Executive Committee; and
 - (b) of all proceedings at meetings of the company, and of the members of the Executive Committee, including the names of the members of the Executive Committee present at each such meeting.

The seal

29. The seal shall only be used by the authority of the members of the Executive Committee or of a committee of the members of the Executive Committee authorised by the members of the Executive Committee. The members of the Executive Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Executive Committee and by the secretary or by a second member of the Executive Committee.

Accounts

30. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the members of the Executive Committee or by ordinary resolution of the company.

Notices

31. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the members of the Executive Committee) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

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32. In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
33. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the company by the member. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him or an address to which notices may be sent using electronic communications, at that address, but otherwise no such member shall be entitled to receive any notice from the company.
34. A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
35. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

General Meetings

36. All general meetings other than annual general meetings shall be called extraordinary general meetings. General meetings should normally permit attendance in person. However if the Executive Committee considers it appropriate to do so, a general meeting may be held by electronic means as set out in Companies Act 2006 section 360A, so that persons who are not present together at the same place may by electronic means attend and speak and vote at it.
37. The members of the Executive Committee may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date

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not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of the Executive Committee to call a general meeting, any member of the Executive Committee or any member of the company may call a general meeting.

38. Each year on a day convenient having regard to Muslim and Jewish religious calendars the Forum shall hold an Annual General Meeting and such further meetings (called Extraordinary General Meetings) and that the quorum for any General Meeting shall be not less 10 Members participating in the meeting in person or by electronic means for the time being.
- a. An Annual General Meeting shall be called by not less than 21 days notice in writing together with an Agenda. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which it is given, and shall specify the place, day and the hour of the Meeting.
 - b. All Resolutions to be proposed at the Annual General Meeting must be received at the Office by the 15th September last before the day on which the Annual General Meeting is to be held.
 - c. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of the meeting.
 - d. Each Annual General Meeting must be held within 15 months of the date of the preceding Annual General Meeting.
39. An Extraordinary General Meeting may be called by not less than 15 members or at least 10 percent of the membership of the Forum giving at least 21 days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which it is given, and shall specify the place, day and the hour of the Meeting.
40. All notices calling a General Meeting of the Forum shall contain notice that each Member entitled to attend is entitled to appoint a proxy and vote instead of him or her.
41. Subject as aforesaid every Member shall have one vote. Members eligible to vote may submit their vote by post or any other legitimate way the Executive Committee shall determine. The vote must be received at least 5 clear days before the Annual General Meeting. Members submitting a postal vote may not also vote in person at the Annual General Meeting. Postal votes shall not be counted in respect of any amendment.

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42. One of the Co-Chairs, if any, of the Executive Committee or in their absence some member of the Executive Committee nominated by the Executive Committee shall preside as chairperson of the meeting, but if neither a Co-Chair nor such other Executive Committee member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Executive Committee members present shall elect one of their number to be chairperson and, if there is only one member of the Executive Committee present and willing to act, he or she shall be chairperson.
43. If no Executive Committee member is willing to act as chairperson, or if no Executive Committee member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson.

The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

44. A resolution put to the vote of meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded -

(a) by the chairperson; or

(b) by at least two members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

Votes of Members

45. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
46. Unless a poll is duly demanded a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the

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fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

47. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
48. A poll shall be taken as the chairperson directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
49. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairperson directs not being more than thirty days after the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
50. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
51. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.
52. In the case of an equality of votes whether by show of hands or on a poll the chairperson shall be entitled to a casting vote in addition to any other vote he or she may have.
53. A member in respect of whom an order has been made by any court having jurisdiction whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the

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members of the Executive Committee of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than forty-eight hours before the time appointed for holding the meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercised.

54. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

55. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the members of the Executive Committee may approve) -

"The Muslim Jewish Forum of Greater Manchester

I,..... of....., being a member of the above-named company, hereby appoint..... of....., or failing him,.....of....., as my our proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the company to be held on.....19....., and at any adjournment thereof.

Signed on19....."

56. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the members of the Executive Committee may approve) -

"The Muslim Jewish Forum of Greater Manchester

I,..... of....., being a member of the above-named company, hereby appoint..... of....., or failing him,.....of....., as my our proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the company to be held on.....19....., and at any adjournment thereof.

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This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this.....day of.....19....."

57. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the members of the Executive Committee may:

(a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications –

- (i) in the notice convening the meeting, or
- (ii) in any instrument of proxy sent out by the company in relation to the meeting, or
- (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

(c) in the case of a poll taken more than forty-eight hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than twenty-four hours before the time appointed for the taking of the poll; or

(d) where the poll is not taken forthwith but is taken not more than forty-eight hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairperson or to the secretary or to any member of the Executive Committee;

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and an instrument of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

58. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Winding Up

59. The provisions of Clause 8 of the Memorandum of Forum relating to the winding up of dissolution of the Forum shall have effect and be observed as if the same were repeated in these articles.

Indemnity

60. The Members of the Executive Committee and Honorary Officers for the time being and the Trustees (if any) for the time being acting in relation to any of the affairs of the Forum including any trust set up by the Forum to act as a means of raising or holding funds for the Forum and each of them and each of their representatives shall be indemnified and secured harmless out of the assets of the Forum from and against all actions costs charges losses damages and expenses which they or any of them their or any of their representatives shall or may incur or sustain by or by reason of any act done concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts and none of them shall be answerable for the acts receipts neglects or default of the others or other of them or for joining in any receipt for the sake of conformity or for any bankers or other persons with whom any moneys or effects belonging to the Forum shall or may be lodged or deposited for safe custody or for insufficiency or deficiency of any security upon which any moneys of or belongings to the Forum shall be placed loaned out or invested or for any other loss misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto but

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the provisions of this Article shall only have effect in so far as they are not avoided by the Act.

Bye Laws

61. The Executive Committee may from time to time make such Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Forum provided that no Bye Law shall be inconsistent with any provision laid down in these Articles.