



CONSTITUTION

OF

The Muslim Council of Scotland (MCS)

Adopted on 8th August 2010

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Name

1. The name of the organisation shall be "The Muslim Council of Scotland" hereinafter called the "MCS."

Objects

2. The aim of the MCS:

The advancement of the education, health and wellbeing of the Muslim Communities within Scotland for the betterment of racial understanding and harmony between the various communities in Scotland.

In furtherance of the above objective the MCS will undertake activities:

- a) To promote cooperation, consensus and unity on Muslim affairs in Scotland.
- b) To encourage and strengthen all existing efforts being made for the benefit of the Muslim community.
- c) To work for a more enlightened appreciation of Islam and Muslims in the wider society.
- d) To establish a position for the Muslim community within the Scottish society that is fair and based on due rights.
- e) To work for the eradication of Islamophobia, disadvantages and forms of discrimination faced by Muslims.
- f) To cooperate with other faith communities on matters of common interest.
- g) To foster better community relations, amicable contacts with other faith communities and work for the good of society as a whole.

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the MCS shall have the following powers:-

- (a) To undertake such projects and activities that promote the education, health and wellbeing of the Muslim community in breaking down misunderstanding and promotes harmony between the communities in Scotland.
- (b) To carry on any other activities which further any of the above objects.
- (c) To purchase, take on lease, hire, or otherwise acquire, any property or rights that are suitable for the MCS's activities.
- (d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the MCS.

- (e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the MCS.
- (f) To borrow money, and to give security in support of any such borrowings by the MCS.
- (g) To employ such staff as are considered appropriate for the proper conduct of the MCS's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (h) To engage such consultants and advisers as are considered appropriate from time to time.
- (i) To effect insurance of all kinds (which may include officers' liability insurance).
- (j) To invest any funds which are not immediately required for the MCS's activities in such investments as may be considered appropriate and, to dispose of, and vary, such investments.
- (k) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the MCS's objects.
- (l) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the MCS's objects.
- (m) To form any charitable company with similar objects to those of the MCS, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the MCS's assets and undertaking.
- (n) To take such steps as may be deemed appropriate for the purpose of raising funds for the MCS's activities.
- (o) To accept grants, donations and legacies of all kinds and, accept the conditions attaching to them provided these conditions do not conflict with the principles or independence of the MCS.
- (p) To do anything which may be incidental or conducive to the furtherance of any of the MCS's objects.

General Structure

4. The structure of the MCS shall comprise:

- a. FULL MEMBERS (General Council (GC) - have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, take decisions in relation to changes to the constitution itself and elect people to serve as members of the Executive Board (EB) who will hold the position for 2 years and may stand for re-election for a maximum of 3 consecutive periods.
- b. ASSOCIATE MEMBERS (AM) – have the right to attend the annual general meeting and any special general meetings. They have no powers under the constitution and no voting rights and cannot stand as members of the EB or Board of Counsellors.
- c. INDIVIDUAL MEMBERS (IM)- have the right to attend the annual general meeting and any special general meetings. They have no powers under the constitution and no voting rights and cannot stand as members of the EB or Board of Counsellors.

- d. EXECUTIVE BOARD (EB) – who hold regular meetings at least once every 3 months during the period between annual general meetings, and generally control and supervise the activities of the MCS; in particular, the executive board is responsible for monitoring the financial position of the MCS
- e. BOARD OF COUNSELLORS – who serve as an advisory body for proposals, suggestions and complaints from and to the General Council, EB and its committees.
- f. NATIONAL REPRESENTATIVES – who undertake to represent and champion the MCS at the local, regional and national levels as agreed by the EB.

Qualifications for Membership

5. Membership shall be open to any organisation or individual that is based in Scotland and whose activities are of benefit to the Muslim Community in Scotland, or which operates from Scotland with staff drawn from Scotland for the benefit of the Muslim community in Scotland and subscribes to the Constitution & Objectives of the MCS under the following criteria:

- a. FULL MEMBERSHIP – any organisation whose own membership is restricted only to those who profess the Muslim faith and believe in the Quran as the true Word of God revealed to the Prophet Muhammad (peace be upon him) and that there is no prophet after him. The organisation should either have a Constitution, Standing Orders or Bye-laws (to be provided to the MCS) and have been operating for at least one year or, be a *bona-fide* affiliate of a regional or national body that is a member of the MCS and have been operating for at least one year.
- b. ASSOCIATE MEMBERSHIP – any organisation whose own membership is of mixed faiths and whose work is beneficial to the education, health or wellbeing of the Muslim Community in Scotland. The organisation should have either a Constitution, Standing Orders or Byelaws (to be provided to the MCS) and have been operating for at least one year or, be a *bona-fide* recognised regional or national body.
- c. INDIVIDUAL MEMBERSHIP – Any individual of the Muslim faith and believes in the Quran as the true word of God revealed to the Prophet Muhammad (peace be upon him) and that there is no prophet after him, resident within Scotland and known to be motivated in their desire to serve the Muslim community.

6. An employee of the MCS shall not be eligible for membership; a person who becomes an employee of the MCS after admission to membership shall automatically cease to be a member.

Application for Membership

7. Any organisation or individual who wishes to become a member must sign, and lodge with the MCS, a written application for membership and sign an agreement to abide by the MCS Constitution, Objectives and Code of Conduct.

8. The executive board may, at its discretion, refuse to admit any applicant to membership and must be able to provide that applicant the reason(s) for refusal. Any appeal against membership refusal must be registered with the EB within 30 days of refusal notice.

9. The executive board shall consider each application for membership at the first executive board meeting which is held after receipt of the application; the executive board shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.

Membership Subscription

10. Every member body shall pay such annual fees as the General Council may determine on recommendation of the Treasurer. The executive board have the right to reduce or waiver such annual fees for applicants where circumstances prevail.

Register of Members

11. The executive board shall maintain a register of members, setting out the full name and address of each member and their representative, the date on which admitted to membership, and the date on which any they/she/he ceased to be a member. Changes in member representative details should be provided to MCS at least 14 days prior to any General Council meetings. Under the Data Protection Act 1998 & 2003, this information will be used solely by the MCS.

Withdrawal from Membership

12. Any organization or individual who wishes to withdraw from membership shall sign, and lodge with the MCS, a written notice to that effect; on receipt of the notice by the MCS, they/she/he shall cease to be a member.

Expulsion from Membership

13. Any organization, their representative or individual person may be expelled from membership by way of a resolution passed by majority vote at a general members meeting, providing MCS Grievance Policy and the following procedures have been observed:-

- a. at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
- b. The member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

General Meetings (Meetings of Members)

14. The executive board shall convene an annual general meeting in each year. Not more than 15 months shall elapse between one annual general meeting and the next.

15. The business of each annual general meeting shall include:

- a. a report by the Convenor on the activities of the MCS
- b. receive the Treasurer's report and consideration of the annual audited accounts of the MCS
- c. accept the resignation of the outgoing executive board members.
- d. the election of members of the EB.
- e. approve the outline strategic plan for the forthcoming 2 year period
- f. appoint the Auditors for the forthcoming year

16. The EB may convene a special general meeting, giving at least 21 days notice of the special general meeting, at any time including if requested by:

- a. at least 25% of the members of the General Council or
- b. at least 50% of the executive board.

Notice of General Meetings

17. At least 21 clear days' notice must be given (in accordance with clause 64) of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.

18. The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.

19. Notice of every general meeting shall be given (in accordance with clause 62) to all the members of the MCS, and to all the members of the EB.

Procedure at General Meetings

20. No decisions regarding the MCS's business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be one third of full members, present in person.

21. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

22. The Convenor of the MCS shall, if present and able to act as chairperson, preside at each general meeting. If the Convenor is not present or unable to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the Office Bearers present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

23. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

24. Every full member shall have one vote, which must be given personally.

25. All ordinary resolutions shall be adopted by a simple majority vote. If there is equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

26. Special resolutions - those relating to constitutional amendments or the dissolution of the MCS or matters "of special importance" (decided as such by a simple majority of the GC) - shall be adopted by two-thirds of the appointed delegates present and voting.

27. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting)

28. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum Number of Executive board Members

29. The maximum number of members of the EB shall be 11 consisting of 8 elected and 3 co-opted members.

Eligibility

30. A person shall not be eligible for election/appointment to the EB unless nominated by their own organisation that is a full member of the MCS, who has paid their fees and the person nominated is eligible to stand in accordance with the constitution.

Election, Retiral, Re-election

31. At each annual general meeting, the members may (subject to clause 29) elect any full member to be a member of the executive board.

32. The EB may appoint, at any time, up to a maximum of 3, any representative of full member organisations to be a member of the EB and, co-opt any full, associate or individual member to a committee where their specific skills and experience would benefit the MCS.

33. All of the members of the EB shall retire from office at the conclusion of the annual general meeting at the end of their election period, but shall then be eligible for re-election up to a maximum of 3 consecutive periods.

Termination of Office

34. A member of the EB shall automatically vacate office if:

- (a) he/she becomes debarred under any statutory provision from being involved in the management or control of a charity
- (b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
- (c) he/she ceases to be a member of the MCS
- (d) he/she becomes an employee of the MCS
- (e) he/she resigns office by notice to the MCS
- (f) he/she is absent (without permission of the executive board) from more than three consecutive meetings of the EB, and the EB resolve to remove him/her from office
- (g) He/she conceal or provides information that otherwise effect his/her membership of the Council or management committee

Register of Executive Board Members

35. The EB shall maintain a register of EB members, setting out the full name and address of each member of the EB, the date on which each such person became an EB member, and the date on which any person ceased to hold office as an EB member. Under the Data Protection Act 1998 & 2003, this information will be used solely by the MCS.

Office Bearers

36. The EB members shall elect from among themselves a Convenor, Vice Convenor, Treasurer and Secretary, and such other office bearers (if any) as they consider appropriate.

37. All office bearers shall cease to hold office at the conclusion of the annual general meeting at the end of their election period, but shall then be eligible for re-election up to a maximum of 2 consecutive periods.

38. The Convenor of the EB shall convene regular meetings of the office bearers for the efficient and proper functioning of the MCS and carrying out the decisions of the EB.

39. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the executive board or if he/she resigns from membership of the MCS or from that office by written notice to that effect.

Powers of Executive board

40. Except as otherwise provided in this constitution, the MCS and its assets and undertaking shall be managed by the EB, who may exercise all the powers of the MCS.

41. A meeting of the EB at which a quorum is present may exercise all powers exercisable by the EB.

Personal Interests

42. A member of the EB who has a personal interest in any transaction or other arrangement which the MCS is proposing to enter into, must declare that interest at a meeting of the EB; he/she will be debarred (in terms of clause 50) from voting on the question of whether or not the MCS should enter into that arrangement.

43. For the purposes of clause 42, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.

44. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the MCS should enter into the relevant arrangement - a member of the EB will not be debarred from entering into an arrangement with the MCS in which he/she has a personal interest (or is deemed to have a personal interest under clause 43) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

45. No member of the EB may serve as an employee (full time or part time) of the MCS, and no member of the EB may be given any remuneration by the MCS for carrying out his/her duties as a member of the EB.

46. The members of the EB may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the EB, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at Executive Board Meetings

47. Any member of the EB may call a meeting of the EB or request the secretary to call a meeting of the executive board

48. Questions arising at a meeting of the EB shall be decided by a simple majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote. Matters defined by the EB as "of special importance" and those relating to extraordinary items of expenditure beyond a limit agreed by the EB shall require the approval of two-thirds of the EB members

49. No business shall be dealt with at a meeting of the EB unless a quorum is present; the quorum for meetings of the EB shall be 6 and should include at least 1 office bearer.

50. If at any time the number of EB members in office falls below the number fixed as the quorum, the remaining EB member(s) may act only for the purpose of filling vacancies or of calling a general meeting.

51. Unless he/she is unable to do so, the Convenor of the MCS shall preside as chairperson at every EB meeting at which he/she is present. If the Convenor is unable to act as chairperson or is not present within 15 minutes after the time, when the meeting was due to commence, the chair should

be passed to one of the attending office bearers. If the office bearers are unable to act as chair, the EB members present shall elect from among them the person who will act as chairperson of the meeting, providing a quorum is present and includes at least 1 office bearer.

52. The EB may allow, at its discretion, any person who they reasonably consider appropriate, to attend and speak at any meeting of the EB; for the avoidance of doubt, any such person who is invited to attend an EB meeting shall not be entitled to vote.

Delegation to Committees

53. The EB may delegate any of their powers to any committee consisting of one or more EB members and such other persons (if any) as the EB may determine; they may also delegate to the holder of any other post such of their powers as they may consider appropriate.

54. The EB shall appoint specialist committees, as considered necessary and appropriate, to deal with issues regarding finance, media, mosques, communities, education, research and any of the objectives of the MCS.

55. Any delegation of powers under clause 53 may be made subject to such conditions as the executive board may impose and may be revoked or altered.

56. The rules of procedure for any sub-committee shall be as prescribed by the EB.

Operation of Accounts and Holding of Property

57. The signatures of two out of three signatories appointed by the EB shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the MCS; at least one out of the two signatures must be the signature of a member of the executive board.

58. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the Convenor, treasurer and secretary of the MCS (and their successors in office) or in name of a nominee company holding such property in trust for the MCS; any person or body in whose name the MCS's property is held shall act in accordance with the directions issued from time to time by the executive board.

Minutes

59. The EB shall ensure that minutes are made of all proceedings at general meetings, EB meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting Records and Annual Accounts

60. The EB shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

61. The EB shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that a qualified auditor carries out an audit of such accounts.

Notices

62. Any notice, which requires to be given to a member under this constitution, shall be in writing. Such a notice may be given personally to the member, be sent by email with a request for

confirmation of receipt or, be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the MCS.

Dissolution

63. If the EB determines that it is necessary or appropriate that the MCS be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.

64. If a proposal by the EB to dissolve the MCS is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 63, the executive board shall have power to dispose of any assets held by or on behalf of the MCS - and any assets remaining after satisfaction of the debts and liabilities of the MCS shall be transferred to some other charitable body or bodies having objects similar to those of the MCS; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the MCS at, or prior to, the time of dissolution.

65. For the avoidance of doubt, no part of the income or property of the MCS shall (otherwise than in pursuance of the MCS's charitable objects) be paid or transferred (directly or indirectly) to the members, either in the course of the MCS's existence or on dissolution.

Alterations to the Constitution

66. Subject to clause 67, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 17, 18 and 19.

67. No amendment to clauses 2, 45, 64 or 65 of the constitution may be made if the effect would be that the MCS would cease to be a charity.

Interpretation

68. For the purposes of this constitution, the word "charitable" shall have the meaning ascribed to it for the purposes of the Taxes Act and the Charities and Trustee Investment (Scotland) Act 2005, including any statutory amendment or re-enactment of the provisions of that section; "charity" shall be interpreted accordingly.

Members of the Executive board

69. The members of the EB, and the positions held by each, shall be as set out below.

This constitution was adopted on 8th August 2010