

FARSOPHONE ASSOCIATION IN BRITAIN

Constitution

Adopted on the 8th day of March 1998.

Amendment approved on the 15th day of June 1998.

Amendments approved on the 24th January 2007.

Amendments approved on the 10th day of October 2010.

Amendments approved on 28 October 2012

A Name

The name of the Association is “**Farsophone Association in Britain**” hereinafter referred to as “**Farsophone**”. (The Charity)

B Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the Trustees, constituted by clause **G** of this constitution (“the Board of Trustees”).

C Objects

The Charity is established for the benefit of the Farsi speaking community in the United Kingdom, in particular but without prejudice to the foregoing, refugees:

- 1) The relief of poverty by the provision of advice about benefit entitlements, interpretation and translation, education and employment.
- 2) The advancement of education by the provision of English language classes and vocational training courses, and the provision of advice about such courses.
- 3) The relief of suffering caused by bereavement, war or natural disaster by the provision of counselling.
- 4) The provision of facilities to the community for leisure time occupation and recreation.

D Powers

In furtherance of the objects but not otherwise the Board of Trustees may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Board of Trustees shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;

- (iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- (v) power to employ such staff (who shall not be *Trustees*) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;
- (vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (viii) power to appoint and constitute such advisory committees as the Board of Trustees may think fit;
- (ix) power to do all such other lawful things as are necessary for the achievement of the objects.

E Membership

- (1) Associate Membership of the Charity shall be open **to** individuals over the age of 16 years or to organisations who declare their support for the objects, are interested to further the work of the Charity, agree to abide by the constitution and pay membership fees;
- (2) Associate members of at least six months' standing may apply in writing for full membership or may be nominated for full membership by a member of the board of trustees;
- (3) From time to time (and at least twice in every financial year commencing on 1 April and ending on 31 March following) the Board of Trustees shall meet to consider applications or nominations for full membership;
- (4)
 - (a) Subject to the provisions of sub-clauses (c) and (d) below the Board of Trustees shall be entitled to refuse an application for full membership only if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse such application;
 - (b) The Board of Trustees shall within 70 days from the date of any application for full membership inform the applicant in writing:
 - (i) of its decision to admit the applicant to full membership; or
 - (ii) of its decision to refuse the application and of its reasons therefor

(as the case may be);
 - (c) Any applicant whose application for full membership shall be refused shall be entitled to submit to the Board of Trustees written representations within 28 days

following notification to him of the decision to refuse his application pursuant to sub-clause (b)(ii) above;

- (d) The Board of Trustees shall consider any written representations the applicant may make pursuant to sub-clause (c) above and shall notify the applicant within 70 days from the date of the receipt by it of the written representations of its decision to admit the applicant to full membership or of its decision to affirm its refusal (as the case may be). Subject to sub-clause (e) below, such decision shall be final.
- (e) No applicant whose application for full membership shall have been refused shall be entitled to make a further application for a period of 3 years following the date of the refusal pursuant to sub-clause (d) above.
- (5) Every full member shall have one vote;
- (6) Neither full membership nor associate membership shall be transferable to any other person;
- (7) All members shall pay their annual membership fee in advance. The membership fee is fixed by the Trustees and may be periodically adjusted by them;
- (8) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend;
- (9) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the Secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation;
- (10) The Board of Trustees may unanimously and for good reason terminate the membership of any individual **or** member organisation provided that the individual concerned *or* the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Board of Trustees, accompanied by a friend, before a final decision is made.

F Honorary Officers

- (1) At the annual general meeting (AGM) of the Charity on 24 January 2007 the full members shall elect from amongst themselves persons who have been full members for not less than 3 months to the offices of Chair, Secretary and Treasurer, who shall hold office from the conclusion of that meeting. One of the three officers so elected shall retire at the end of the first AGM following that of 24 January 2007, a second such officer shall retire at the end of the second AGM after that of 24 January 2007 and the third such officer shall retire at the end of the third AGM after that of 24 January 2007. The term of office of the officers so elected, and the order in which each shall retire shall be determined and announced at the AGM of 24 January 2007, either by agreement between themselves or by drawing lots in the absence of such agreement. From and

including the fourth AGM after that of 24 January 2007, each elected officer shall in like manner and in like order retire.

- (2) At each succeeding annual general meeting of the Charity following that of 24 January 2007, the full members of the Charity shall elect from full members officers to fill any vacancies in the offices of Chair, Treasurer and Secretary arising by virtue of sub-clause (1) above. The elected officer filling such vacant position shall retire at the end of the third AGM after the AGM at which he or she is elected.
- (3) An officer elected to fill a vacant position arising other than by a retirement required by virtue of sub-clauses (1) and (2) above shall retire at the same time that his or her elected predecessor in that position would have retired, had he or she continued for the full term of office.
- (4) If an officer shall vacate his or her position at any time between AGMs, the Board of Trustees may appoint an existing trustee to fill that position until the end of the AGM next following the vacation.

G Board of Trustees

- (1) The Board of Trustees shall consist of not less than 4(four) **trustees** nor more than **11** (eleven) trustees before the 2013 AGM and 9 (nine) thereafter being:
 - (a) the honorary officers specified in the preceding clause F; and
 - (b) (subject to sub-clauses 2 to 5 (inclusive) below), not less than 1 (one) and not more than 3 (three) **other** trustees elected at annual general meetings, who shall hold office from the conclusion of the meeting at which they are elected, provided at the end of each such meeting the number of trustees shall not exceed 6 (six);
 - (c) Trustees co-opted pursuant to sub-clause (6) below.
- (2) At the annual general meeting of the Charity on 24 January 2007 the full members shall in addition to the three officers elected pursuant to Clause F elect from like members not less than 2 and not more than 6 Trustees. Each such position of Trustee shall be sequentially numbered 1 to 6. Those in positions 1 and 6 shall retire at the end of the first AGM following that of 24 January 2007. Those in positions 2 and 5 shall retire at the end of the second AGM following that of 24 January 2007. Those in positions 3 and 4 shall retire at the end of the third AGM following that of 24 January 2007. The term of office of the Trustees elected in accordance with this sub-clause shall be determined and announced at the AGM of 24 January 2007, either by agreement between themselves or by drawing lots in the absence of agreement. From and including the fourth AGM after that of 24 January 2007, each elected Trustee shall in like manner and in like order retire.
- (3) At any Annual General Meeting of the Charity following that of 24 January 2007, the full members shall, in addition to honorary officers, elect from full members Trustees to fill any vacancies on the Board of Trustees. A Trustee elected to fill a vacant position arising from the retirement of an elected Trustee by virtue of sub-clause (2) above shall retire at the end of the third AGM after the AGM at which he or she is elected with one exception as follows: before calling for the 2013 AGM, the board of trustees, if necessary, shall designate up to two existing elected trustees to retire early (after only one or two terms) at

the end of that AGM in order to ensure that at least two trustee positions (including an honorary officer position) shall be available for election at that AGM without violating clause G(1)(b). The designation shall be by agreement of the trustees concerned or by drawing lots in the absence of such agreement.

- (4) A Trustee elected to fill a vacant position arising other than by a retirement required by virtue of sub-clauses (2) and (3) above shall retire at the same time that his or her elected predecessor in that position would have retired had he or she continued for the full term of office.
- (5) All retiring Trustees may be re-elected or re-appointed provided always that no Trustees shall serve more than six years continuously. In calculating the continuous period of service of a Trustee any interruptions of less than 18 months shall be disregarded, and the actual periods of Trusteeship before and after that interruption shall be aggregated and shall be deemed to be one continuous period of service. After an interruption of 18 months, a Trustee may be re-elected or re-appointed to commence a new period of continuous service.
- (6) The Board of Trustees may appoint not more than **3** co-opted Trustees but so that no-one may be appointed as a co-opted Trustee if, as a result, more than one third of the Trustees would be co-opted Trustees or the total number of Trustees exceeds **11** before the 2013 AGM and **9** (nine) thereafter. Each appointment of a co-opted Trustee shall be made at a special meeting of the Board of Trustees called under clause **J** and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant. Co-opted Trustees shall retire at the end of the AGM following their co-option. They shall be entitled to stand for election at that AGM. They may also be co-opted again by the new Board of Trustees at a special meeting of the Board of Trustees as described above in this sub-clause.
- (7) The proceedings of the Board of Trustees shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a Trustee.
- (8) Nobody shall be appointed as a Trustee who is aged under **18** or who would if appointed be disqualified under the provisions of the following clause.
- (9) No person shall be entitled to act as a Trustee whether on a first or on any subsequent entry into office until after signing in the minute book of the Board of Trustees a declaration of acceptance and of willingness to act in the trusts of the Charity.
- (10) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

H Determination of Trusteeship or Membership of the Board of Trustees

A Trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a Trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Board of Trustees from all the meetings held within a period of six months and the Board of Trustees resolve that his or her office be vacated; or
- (4) notifies to the Board of Trustees of his desire to resign (but only if at least 4 (four) Trustees will remain in office when the notice of resignation is to take effect).

I Trustees not to be personally interested

No Trustee shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration or be interested (otherwise than as a Trustee) in any contract entered into by the Board of Trustees.

J Meetings and proceedings of the Board of Trustees

- (1) The Board of Trustees shall hold at least 5 ordinary meetings each year. A special meeting may be called at any time by the Chair or by any two Trustees upon not less than 4 days' notice being given to the other Trustees of the matters to be discussed but if the matters include an appointment of a co-opted Trustee then not less than 21 days' notice must be given.
- (2) The Chair of the Board of Trustees shall act as Chair at meetings of the Board of Trustees. If the Chair is absent from any meeting, the Trustees present shall choose one of their number to be Chair of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of *Trustees* for the time being or three *Trustees*, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the *Trustees* present and voting on the question but in the case of equality of votes the Chair of the meeting shall have a second or casting vote.
- (5) The Board of Trustees shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Board of Trustees and any sub-committee.
- (6) The Board of Trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Board of Trustees may appoint one or more sub-committees consisting of three or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board of Trustees.

K Receipts and expenditure

- (1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Board of Trustees in the name of the Charity at such bank as the Board of Trustees shall from time to time decide. All cheques drawn on the account must be signed by at least two persons, of whom at least one must be a Trustee, from among four persons authorised so to sign by the Board of Trustees.
- (2) The funds belonging to the Charity shall be applied only in furthering the objects.

L Property

- (1) Subject to the provisions of sub-clause (2) of this clause, the Board of Trustees shall cause the title to:
 - (a) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
 - (b) all investments held by or on behalf of the Charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Board of Trustees at their pleasure and shall act in accordance with the lawful directions of the Board of Trustees. Provided they act only in accordance with the lawful directions of the Board of Trustees, the holding trustees shall not be liable for the acts and defaults of its members.

- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Board of Trustees may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Board of Trustees, and may pay such a nominee reasonable and proper remuneration for acting as such.

M Accounts

The Board of Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of accounts for the Charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commissioners.

N Annual Report

The Board of Trustees shall comply with their obligation under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

O Annual Return

The Board of Trustees shall comply with their obligation under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

P Annual General Meeting

- (1) There shall be an annual general meeting of the Charity, which shall be held in every financial year (commencing on 1 April and ending on 31 March following) as soon as practicable but no later than 31 October in each such financial year.
- (2) Every annual general meeting shall be held by the Board of Trustees. The Secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the full members of the Charity shall be entitled to attend and vote at the meeting. Associate members may attend as observers.
- (3) The Chair of the Board of Trustees shall be the Chair of annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a Chair of the meeting.
- (4) The Board of Trustees shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (5) Nominations for election to the Board of Trustees shall be made by full members of the Charity in writing, and shall be in the hands of the Secretary of the Board of Trustees at least 14 days before the annual general meeting. A full member is eligible for nomination to the Board of Trustees. Elections shall be by secret ballot. No nominee shall be elected a Trustee if the total number of valid votes cast for him or her is less than the higher of 10 in number or 30% of those present and eligible to vote at the meeting.

Q Special General Meetings

The Board of Trustees may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

R Procedure at General Meetings

- (1) The Secretary or other person specially appointed by the Board of Trustees shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.

S Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary or the Board of Trustees on any member either personally or by sending it through the post in a prepaid letter addressed to such member

at his or her last known address in the United Kingdom, any letter so sent shall be deemed to have been received within 10 days of posting.

T Alterations to the Constitution

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alterations proposed.
- (2) No amendment may be made to clause A (the name of the charity clause), clause C (the objects clause), clause I (Trustees not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Board of Trustees should promptly send to the Commissioners a copy of any amendment made under this clause.

U Dissolution

If the Board of Trustees decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Board of Trustees shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.

Signed by the Secretary of Farsophone Association in Britain

Ali Razavi