



**THE FEDERATION OF KHOJA SHIA ITHNA-ASHERI JAMAATS OF AFRICA
THE KHOJA SHIA ITHNA-ASHERI SUPREME COUNCIL
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IN HIS NAME, THE MOST MERCIFUL, THE MOST BENEFICENT

THE CONSTITUTION OF THE FEDERATION OF THE KHOJA SHIA ITHNA ASHERI JAMAATS OF AFRICA

As amended and adopted by the Extra-Ordinary Conference held in Dar-es-Salaam on
8-9 April 1993 and effective from 1st October 1994;

and

As amended and adopted by the 20th Triennial Conference held in Dar-es-Salaam on
11th April 1998 and effective from the same date;

and

As amended and adopted by the Extra-Ordinary Conference held in Mombasa on
18th April 2003 and effective from the same date;

and

As amended and adopted by the 24th Triennial Conference held in Dar-es-Salaam on
2nd to 4th April 2010 and effective from the same date;

and

As amended and adopted by the 25th Triennial Conference held in Dar-es-Salaam on
26th and 27th April 2013 and effective from the same date;

and

As amended and adopted by the 26th Triennial Conference held in Dar-es-Salaam on
29th and 30th April 2016 and effective from the same date

and

As amended and adopted by the 27th Triennial Conference held in Mombasa from
12th to 14th April 2019 and effective from the same date

1. TITLE:

There is hereby established a Federation to be named and styled as 'THE FEDERATION OF KHOJA SHIA ITHNA-ASHERI JAMAATS OF AFRICA' hereinafter referred to as "THE FEDERATION".

2. MEMBERSHIP:

- a. Any Jamaat of Khoja Shia Ithna-Asheries established and functioning in any part of Africa and the Indian Ocean Islands shall be eligible to a membership of the Federation SAVE THAT Jamaats from the Indian Ocean Islands shall be deemed to have membership to the Federation by virtue of the membership of the Conseil Régional Des KSI Jamates de L'océan Indien and the Union des Associations Khodjas Shia Isnashri de la Reunion (hereinafter referred as "Territorial Councils").
- b. For the purpose of Article 2 (a) an Ithna-Asheri Community of Khojas comprising of at least 25 members within the boundary limits of a village, settlement, town, municipality or city and organised under a constitution shall be deemed to constitute a Jamaat and such Jamaats on becoming a member of the Federation as described in 2 (a) above shall be called a "Constituent Jamaat". Members of all Constituent Jamaats shall be collectively referred to as "the Community".
- c. Resignation: A member may opt to resign from the Federation by a written notice to the Secretariat PROVIDED that at least 75% of its registered members decide to do so by being present and voting at a Special General Meeting of the Constituent Jamaat especially convened for the purposes of tendering resignation.

For avoidance of doubt, where the context so admits, the term "Jamaat" and /or "Constituent Jamaat" shall include the Territorial Councils.

3. AIMS AND OBJECTS:

The aims and objects of the Federation shall be:

- a. To uplift the Community in religious and educational spheres.
- b. To co-ordinate and unify the customs, conventions and observances of the Community in Africa.
- c. To create, cultivate and maintain goodwill amongst all its members and to settle any differences or disputes of any nature whatsoever in the Community or between any two Constituent Jamaats or between two or more persons of the Community.
- d. To encourage amity and mutual understanding within the Community; and with other communities within the limits of Shariah.
- e. To establish, encourage, sponsor, endow or otherwise assist in the formation or maintenance of educational institutions (religious or secular) schools or boarding houses, colleges, universities, nursing homes, health centres and dispensaries and to formulate schemes for the vocational training and for educational studies.

- f. To safeguard the religious, moral and educational interests of the Community and in case of need to make representations to the Governments and/or other competent authorities.
- g. To accept an association, merger or membership of any Islamic Organization with similar aims and objects, for the purpose of attaining coordination or full unification.
- h. To propagate and assist in the propagation of the Shia Ithna-Asheri Faith of Islam through Tabligh, publication, missionary services and otherwise.
- i. To accept or obtain possession or control for management, use, occupation or custody of the properties and other assets as its Trustees of any Jamaat which is or was a member of the Federation where such a Jamaat fails or has failed to function. The properties shall include also buildings or other investments deriving or intended to derive income for the Jamaat.
- j. To assist within the limits of Shariah in all such activities as are of benefit to the Shia Ithna-Asheries in general.

4. **POWERS OF THE FEDERATION:**

The action of the Federation shall be effected through the instrumentality of a Conference and of Supreme Council with a permanent Secretariat.

- a. The Federation shall have power at its Conference:
 - i. To make rules, regulations and bye-laws which shall be binding upon all the Constituent Jamaats severally and collectively. It shall not however make such rules, regulations and bye-laws as are repugnant to the Shia Ithna-Asheri Shariah of Islam.
 - ii. To create, receive, raise and invest funds, and to buy, sell, build and own properties in furtherance of the said aims and objects.
 - iii. affiliate and/or become a member of any institution or institutions established and managed under a constitution by and for predominantly Khoja Shia Ithna-Asheri Community in or outside Africa and the Indian Ocean Islands and whose aims/objects are consistent with or complimentary or conducive to those of the Federation PROVIDED THAT such an affiliation and/or membership are approved at a meeting of a Conference or in the event of any urgency at a meeting of the Supreme Council subject however to subsequent approval by the ensuing Conference.
- b. The Federation shall have power to enforce its decisions, rules, regulations and bye-laws on all Constituent Jamaats and through them on their respective individual members and to reprimand any Constituent Jamaat or suspend any of its services or withdraw any of its facilities from any Constituent Jamaat or take such other action as the Federation may deem fit for any act of omission or commission by a Constituent Jamaat in contravention of the said decisions, rules, regulations or bye-laws.

5. **CONFERENCE:**

- a. A meeting of the Federation wherever called shall be known as "Conference".
- b. A Conference shall meet once every three years, which shall be known as "An Ordinary Conference" and all other conferences, shall be known as "Extra-Ordinary Conferences".
- c. A Conference shall meet at any place in Africa to be determined by the Chairman of the Federation. However, in exceptional circumstances it may meet outside Africa.
- d. Except where otherwise provided in this Constitution, every issue at a conference is determined by a simple majority of the votes cast by the delegates present in person.

6.

- a. The representation of each constituent Jamaat in the respective number of delegates shall on the basis of its total population, be:
 - i. upto 1000 persons = 1 delegate per 100 persons
 - ii. 1001 to 2000 persons = 1 delegate per 250 persons
 - iii. 2001 onwards persons = 1 delegate per 500 persons

For the purpose of this sub-clause a number less than the composite numbers stated herein above shall be deemed to be a complete composite number.

Such delegates shall be elected at the general meeting of the Constituent Jamaats and the delegates so elected and present in the Conference shall represent their Constituent Jamaats at the Conference and shall constitute the voting strength of that particular Jamaat.

PROVIDED THAT the Chairman of a Constituent Jamaat shall have power to appoint a substitute in the place of a delegate of his Jamaat who is unable to attend the Conference and in either case such a substitute shall have all the privileges enjoyed by a delegate.

- b. Article 6 (a) shall apply in similar terms to the selection of delegates from the Territorial Council whose delegates shall represent the individual Territorial Council as a whole.
7. At least 120 days prior to the holding of an Ordinary Conference and at least 45 days prior to the holding of an extra-ordinary conference the Honorary Secretary shall give notice to the Constituent Jamaats of the date and place as also of the agenda of the business set for the Conference provided that no meeting of the Conference shall be deemed to be irregular by reason only of non-receipt or late receipt of such notice by a member.
8. An Extra-Ordinary Conference may either be called at the discretion of the Chairman or shall be called upon receipt by him of requisition with a notice of agendum from at least twenty-five percent of the Constituent Jamaats PROVIDED ALWAYS that in either case the provision specified in Article 7 hereof shall be complied with.

9. Any Constituent Jamaat seeking to move a resolution shall give notice thereof to reach the Secretariat, in the case of an Ordinary Conference 45 days and In the case of an Extra Ordinary Conference 25 days prior to the date set for such Conference and the Secretariat shall give notice to the Constituent Jamaats within seven days of receipt of such notice. The Secretariat shall give notice to all Constituent Jamaats of any resolution sought to be moved by the Secretariat in the case of Ordinary Conference 45 days and in the case of an Extra Ordinary Conference 25 days prior to the date set for such Conference.
10. A Resolution may be submitted by the Secretariat to the Constituent Jamaats for voting of Assent or Dissent and determined without a meeting of any Conference and if the voting in favour is evidenced by the assenting signatures under the hands of 75 percent of the Constituent Jamaats or more the resolution shall be as valid and effectual as a resolution passed at a meeting of a conference PROVIDED THAT such assenting Jamaats register a majority of the votes in terms of the number of delegates they are entitled to under the provisions of Article 6 of the Constitution.
11. The retiring Chairman and office-bearers of the Federation shall attend the ensuing Conference as delegates.
12. A total of thirty delegates from one-third of the number of the Constituent Jamaats and from at least two countries shall constitute a quorum at any Conference. A Territorial Council shall be deemed to be a country for this purpose.
13. At least 120 days prior to the date set for An Ordinary Conference or within 7 days from the date of the notice from the Hon. Secretary for An Ordinary Conference, the Electoral Commissioner shall invite all the Constituent Jamaats to nominate in writing within 45 days a candidate for the post of Chairman for the ensuing term.
Before nominating its candidate, a Constituent Jamaat shall seek a written consent of the person whose name is to be nominated.
In the event of only one name being nominated, the Electoral Commissioner shall declare such nominee elected after the closing date.
In the case of more than one candidate being nominated, all such nominations shall be circulated by the Electoral Commissioner within seven days after the closing date set for nomination, to all the Constituent Jamaats for their postal votes.
The Constituent Jamaats desirous of exercising their voting rights on the election of the Chairman shall convene a general meeting for the purpose, among others if any, and notify their votes to the Electoral Commissioner at least 45 days before the date set for the Conference. Each Constituent Jamaat shall be entitled to the number of votes equal to the number of delegates it is entitled to be represented at a Conference under the provisions of Article 6.

The Electoral Commissioner shall count the votes in accordance with the procedures and guidelines set by the Supreme Council and declare elected the candidate who received the larger numbers of votes. In the event of two or more candidates receiving equal number of votes, the names of such candidates shall be placed before the Conference for election PROVIDED THAT a person who has served two full consecutive terms as the chairman shall not qualify for re-election for the third consecutive term but may be elected thereafter.

14. In the event of there being no nomination of any candidate for the post of Chairman as stipulated in Article 13 hereof, the Chairman shall be elected at the ensuing Conference, failing which the Conference shall issue such directions as may deem fit while the incumbent Chairman and his office-bearers shall continue with their respective offices for further six months from the date of the Conference or until the succeeding Chairman has been declared elected whichever is the earlier.
15.
 - a. There shall be three Vice Chairmen of the Federation one of whom shall be elected from amongst the Constituent Jamaats of Africa and one Vice Chairman from each Territorial Council.
 - b. The Vice Chairman from a Territorial Council shall be its Chairman whose term shall be concurrent with that of the term of the Chairman of the individual Territorial Council and shall be declared at the session of the Conference, and he shall also be one of the office bearers of the Federation.
 - c. The Vice Chairman at the Secretariat and the Honorary Treasurer, known as the Office-Bearers, shall be elected at the session of the Conference for a term of three years concurrent with that of the Chairman provided that a candidate for any such posts not present at the Conference shall not be precluded from proposal for election, if his written consent has been produced at the time of his proposal.
16.
 - a. The Honorary Secretary shall be appointed by the Chairman and shall hold the office at the Chairman's pleasure provided that his term of office shall, subject to any reappointment, automatically come to an end at the end of the term of office of the Chairman.
 - b. An Honorary Assistant Secretary or an Honorary Assistant Treasurer or both, also known as the Office-Bearers, may be appointed to assist the Honorary Secretary and the Honorary Treasurer respectively; such appointment being made by the Chairman from time to time during the term of his Office and for the durations not exceeding the said term.
17. The Chairman of the Federation, or, in his absence, the Vice Chairman at the Secretariat shall be the Chairman of the Conference. In the absence of both, a Chairman elected ad hoc by the Conference shall preside.

18. The Chairman of the Federation may at his own discretion invite to any or all sessions of any conference and/or of any Supreme Council such persons individually or as ex-official of any institutions who shall be professing the Shia Ithna-Asheri Faith of Islam and whose presence and participation there-at are considered by the Chairman to be beneficial and of interest to the Federation PROVIDED HOWEVER that such invitees may be elected to any post if eligible but shall not be entitled to move or vote on any matter there-at.
19. **POWERS OF CONFERENCE:**
- The Conference shall subject to the laws, rules and regulations of the Federation be the supreme and final authority over all the Constituent Jamaats, its subsidiary bodies and its individual members and shall have power by a resolution passed by a majority of at least 75 percent of the delegates present at the Conference to:
- a. confirm, rescind, alter and defer its own and the decisions of the Supreme Council, Secretariat and its Committees or Sub-Committees.
 - b. amend, alter or replace the Constitution. Any Constituent Jamaat or the Secretariat desirous of proposing such amendments, alterations or replacements shall submit all or any of these to the Secretariat at least 45 days before the date set for the Conference.
 - c. confirm, rescind, suspend or defer any rules, decisions or laws of any Constituent Jamaats, and
 - d. draw out procedure for conduct of the Conference, the Supreme Council and Territorial Councils, to make rules and bye-laws and to exercise all/or any of the powers granted to Federation in Article 4 (a) and 4 (b) above and to give such directions and make such orders as may be consistent with aims and objects of the Federation as set out in Article 3 above.
20. The Conference may admit to or decline a membership of any Jamaat or Territorial Council. It may also terminate a membership of any Constituent Jamaat or Territorial Council PROVIDED THAT the Federation shall not be precluded from rendering any or all of its services normally due and available or would otherwise have become due and available to the Community in general at a centre under the jurisdiction of such a Jamaat if it had been a member or continued to be a member of the Federation. Such services may be rendered to the Community at such a centre directly or indirectly through any other agencies and/or representation.
21. **SUPREME COUNCIL:**
- a. The Federation shall be managed by a Council styled as the Khoja Shia Ithna-Asheri Supreme Council (herein after referred to as "The Supreme Council") and shall comprise of the following, subject to the provisions made in Article 16 (b) being exercised from time to time:

- i. The Chairman.
- ii. The Vice Chairman at the Secretariat
- iii. The Vice Chairman from the Conseil Régional Des KSI Jamates de L'océan Indien by his virtue of being in office as its Chairman.
- iv. The Vice Chairman from the Union des Associations Khodjas Shia Isnashri de la Reunion by virtue of being in office as its Chairman.
- v. The Honorary Secretary.
- vi. The Honorary Treasurer.
- vii. Seven elected Trustees.
- viii. Chairmen of Constituent Jamaats including the respective Chairmen of the member Jamaats of a Territorial Council all Ex-Officio Councillors.
- ix. Councillors including Councillors elected by member Jamaats of the Territorial Councils
- x. Councillors nominated by the Chairman.

The Supreme Council shall include also the Honorary Assistant Secretary or the Honorary Assistant Treasurer or both if or when the provisions made in Article 16 (b) are exercised.

- b. The Chairman of every constituent Jamaat and member Jamaats of the Territorial Councils shall by virtue of his office become and continue to be a member of the Supreme Council while he continues to hold the office as the Chairman.
- c.
 - i. Each Constituent Jamaat and member Jamaat of a Territorial Council, with a registered population of 500 persons or more prior to the commencement of every term of the Council, shall be entitled to an additional representation by its elected Councillors, the number of such Councillors being based on the number of completed portions, each of 500 persons, of the said registered population.
 - ii. The Councillors referred to in article 21 (c) (i) herein above shall be elected at the general meetings of the respective Constituent Jamaats or member Jamaats of the Territorial Councils as the case may be, who shall submit the names of the Councillors so elected to the Secretariat within 30 days of the date set for the ensuing Conference.
- d. The Chairman shall be entitled to appoint as and when deem fit by him any person as a Councillor who shall hold the post at the pleasure of the Chairman and the term shall come to an end with that of the Supreme Council unless it is terminated earlier PROVIDED THAT the number of persons so appointed shall not exceed twelve.
- e. A substitute may be appointed by the Chairman of a Constituent Jamaat or member Jamaat of a Territorial Council, as the case may be, in the place of an elected Councillor representing his Jamaat who is unable to attend and such substitute shall have all the rights and privileges enjoyed by an elected Councillor. If the Chairman of a Constituent Jamaat is unable to attend he may be substituted by the Vice Chairman of the said Jamaat as an ex-officio member or by its Honorary Secretary if an office of the former does not exist in the said Constituent Jamaat.

22.

- a. The representation of the Constituent Jamaats on the Supreme Council through their respective Councillors notwithstanding, all Councillors shall essentially and also individually and collectively, endeavour to protect and serve the interests of the Federation as a whole through the functioning of the Supreme Council with due regard to the aims and objects of the Federation.
- b. The elected Councillors shall actively liaise with their respective Jamaats and establish and maintain a regular communication with the Secretariat with a view to fulfilling all their obligations due to the respective Jamaats and to the Supreme Council by virtue of the trust reposed in them through election to the post.

23.

- a. A Councillor shall be deemed to have vacated his seat if:
 - i. he resigns
 - ii. being an ex-officio member he ceases to hold his substantive office unless prior to assumption of such office he was already an elected Councillor.
 - iii. he is certified or otherwise adjudged to be insane or of unsound mind.
 - iv. he ceases to be a follower of Shia Ithna-Asheri faith.
 - v. he ceases to reside or remains absent for more than one year at the centre under the jurisdiction of his Jamaat, or
 - vi. he is convicted of any offence involving moral turpitude or dishonesty.
- b. The Constituent Jamaats shall have the right to fill a vacancy of any of their respective Councillors caused by death, or by any of the reasons herein above stated.
- c. Any Constituent Jamaat shall have the right to replace its Councillor during his term if a decision to this effect is passed and a new election is held at a general meeting of the said Constituent Jamaat.

24. **MEETING OF THE SUPREME COUNCIL:**

- a. The Supreme Council shall meet from time to time as occasion may require but at least once a year, at the seat of the Secretariat or such other place as the Chairman may determine.
- b. One third of the Councillors representing not less than two countries shall form a quorum. A Territorial Council for the purpose of this clause shall be deemed to be a country.
- c. At least 45 days' notice shall be given to the Councillors for the convening of a meeting. In case of emergency a reasonably shorter notice may be given as the Chairman may deem fit.
- d. Motions or resolutions to be tabled at a meeting shall reach the Secretariat at least 45 days prior to the date set for the meeting and the Secretariat shall at least 30 days prior to the date provide to all the Councillors copies of such motions or resolutions and also of any other motions or resolutions to be tabled by the Secretariat at the meeting.

25. It shall be incumbent upon the Chairman to convene a meeting, within 60 days, on receipt of a petition from not less than one-third of the number of Councillors or of the Constituent Jamaats. In the event of the Chairman failing to convene such a meeting, the Councillors or the Constituent Jamaats may convene it. PROVIDED ALWAYS that the said one-third Councillors or the Constituent Jamaats present at such meeting shall have represented at least two countries
26. **POWERS AND FUNCTIONS OF THE SUPREME COUNCIL:**
- a. The Supreme Council shall, subject to the authority of the Conference and the provisions of the Constitution, be the executive body of the Federation and shall give effect to the decisions of the Conference.
 - b. The Supreme Council shall have power to discuss, formulate and recommend to the Conference such policies and/or actions as are likely to facilitate the attainment of the aims and objects of the Federation.
 - c. The Supreme Council shall have power to make such rules and regulations as may be found necessary for the furtherance of the aims and objects enumerated in Article 3 of the constitutions, subject to subsequent confirmation thereof by the ensuing Conference.
 - d. The Supreme Council shall either on its own volition or on the recommendation of the Chairman deal with all such matters as are otherwise under the purview, or mandate of the Conference and cannot conveniently and prudently be left pending until the next meeting of a Conference PROVIDED ALWAYS that all such matters and all decisions and actions thereon shall be brought before such next meeting of the Conference for confirmation or new decisions.
 - e. The Supreme Council shall have power to appoint such committees and to assign to them such duties and to delegate to them such powers as may be deemed necessary by the Supreme Council.
 - f. The Supreme Council shall be competent to hear and determine any dispute between two Constituent Jamaats or a Jamaat and an individual member or members of such Jamaat or individual members of a Constituent Jamaat or individual members of separate Constituent Jamaat or a Constituent Jamaat or Jamaats and the Secretariat. Provided that any representation by an individual member or members of a Constituent Jamaat or Jamaats shall be made through its or their Constituent Jamaat or Jamaats, unless such Constituent Jamaat or Jamaats shall within 60 days of its receipt of such representation fail to forward the same to the Supreme Council whereupon such individual member or members shall be entitled to submit the representation directly to the Council. In case of any dispute within the region of a Territorial Council, the same will be dealt with by the Territorial Council.
 - g. The Supreme Council may also give an advisory opinion upon any question referred to it by a Constituent Jamaat, the Conference or by an individual member or members through the Constituent Jamaat concerned.

- h. The decision of the Supreme Council shall be determined by a majority of 66 percent of the members present at the Supreme Council and shall be binding upon all the parties to the dispute as well as upon Constituent Jamaats and their individual members PROVIDED THAT in the case of conflict or dispute between two Jamaats, either of the Jamaats shall have a right to appeal to the next Conference, whose decision shall be final and binding on all concerned. A notice of such appeal shall be in writing and given to the Secretariat within 60 days of the decision of the Supreme Council being communicated to the parties.
- i. The Supreme Council is hereby authorised to exercise all the powers conferred upon the Federation by Article 4 (b) of this Constitution and is also authorised to enforce its ruling or awards of arbitrations in the manner prescribed by the aforesaid Article.
- ii. The Supreme Council shall have power to incur all expenses necessary for the proper management of the said Council and for the carrying out of the various activities of the Federation.
- iii. The Supreme Council shall not in any way expend the capital of the foundation fund but shall be entitled to expend the income thereof for the purposes consistent with the Constitution and in accordance with-the rules made thereunder.

27. **THE CHAIRMAN:**

- a.
 - i. The Chairman shall hold office for a term of approximately three years from the date of a Triennial Conference held following the declaration of his election as provided for in Article 13 of the Constitution until the date of a Triennial Conference following the declaration of the next election for the same office subject to however, the provisions of Article 14 of the Constitution.
 - ii. The Chairman so declared as elected shall be entitled to a notice of every meeting of the incumbent office bearers and his participation thereat and access to all records of the Federation.
- b. The Chairman shall ensure the functioning of the Secretariat and of the Supreme Council through the Secretariat or otherwise, in a regular consultation with the other office bearers. He shall also co-ordinate and liaise with them for the purpose of their effective performances subject to the duties placed upon them under the provisions of the Constitution and to the rules, regulations and bye-laws made from time to time.
- c. The Chairman and the other office-bearers may by a consensus, in any reasonable case of urgency, decide to initiate or commence or undertake such programmes and/or such schemes as are within the scope of the Aims and Objects if such programmes and/or schemes should not be kept waiting for or until the approval of the Supreme Council PROVIDED THAT a full report thereon in whatever stages or phases they may have reached and a report on their need shall be presented by the Chairman at the ensuing meeting of the Supreme Council and its decision thereon shall be sought.

- d. If the office of Chairman becomes vacant owing to the resignation, incapacity, death or otherwise, the Vice Chairman at the Secretariat shall assume the office of the Chairman for the remaining period of office.

28. **THE SECRETARIAT:**

- a. The Secretariat of the Supreme Council shall be the administrative seat of office of the Chairman, the elected Vice Chairman, the Hon Secretary, the Hon Treasurer and also the Assistant Office-Bearers, if any appointed. The Secretariat shall be established and stationed from time to time at such place as the Chairman may decide and shall be generally managed by the Hon Secretary with such supporting staff as may be deemed necessary by the Chairman.
- b. If any dispute or difference of opinion arises in a Constituent Jamaat in which the Management Committee of the Jamaat is directly or indirectly involved, the Secretariat of the Supreme Council shall have power, if it considers that the dispute may obstruct the activities of the Jamaat, to appoint an arbitration committee from amongst the Councillors and the Community to settle the dispute. The awards of such arbitration shall be binding on all concerned.
- c. The Secretariat shall insure the properties of the Federation against any foreseeable risk and take out other insurance policies to protect the other assets of the Federation where and when required from time to time.

29. **POWERS AND DUTIES OF THE HONORARY SECRETARY:**

The Honorary Secretary shall:

- a. be in charge of the Secretariat and the staff of the Supreme Council;
- b. be responsible for giving notice of all meetings;
- c. prepare the Agenda of all meetings in consultation with the Chairman and other office bearers, and circulate the same;
- d. record and maintain full and proper Minutes;
- e. in consultation with the Chairman, deal with all matters that come before the Secretariat;
- f. execute the decisions of the Conference and the Supreme Council; and maintain and preserve all the records of the Federation.

30. **VACANCIES OF VICE-CHAIRMAN AND HONORARY TREASURERS:**

- a. The Chairman shall have the power to fill temporarily by nomination a vacant office of any of the Vice Chairman or the Honorary Treasurer if the office becomes vacant owing to incapacity, resignation, death or otherwise. Such nomination or nominations shall be subject to confirmation at the next meeting of the Supreme Council failing which the Supreme Council shall fill the vacancy or vacancies by election at the same meeting. PROVIDED however if such an election fails then the Chairman shall make a new nomination or nominations temporarily subject to similar confirmation as provided herein above.

- b. In the event of the offices of the Chairman and the Vice Chairman at the Secretariat becoming vacant for any reasons, the trustees who are resident in the country in which the Secretariat is situated shall manage the affairs of the Federation in regular consultation with the other office bearers and shall convene an Extra-Ordinary Conference in accordance with the provisions of the Constitution within six months of the vacancies having occurred for its decision. The said Trustees shall continue to manage the affairs of the Federation, if so directed by the Extra-Ordinary Conference, until the vacancy of the Chairman is filled

31. **TERRITORIAL COUNCIL:**

- a. Where a Territorial Council is established by any of the affiliated constituent Jamaats, it shall be known as (Name of the Territory Region) Ithna-Asheri Regional Council.
- b. A Territorial Council shall frame its own constitution in conformity with the aims and objects of the Federation.

32. **MANAGING COMMITTEE OF CONSTITUENT JAMAAT:**

- a. Each Constituent Jamaat and/or member Jamaat of a Territorial Council shall be managed by a Committee composed of requisite number of members to be elected from and by the members of the Jamaat concerned.
- b. The Chairman, Vice-chairman at the Secretariat, Hon Secretary and the Hon Treasurer of the Federation shall not accept any position in a Constituent Jamaat or any post as an office-bearer in any Organization of which the Federation has accepted association, merger or membership under Article 4(a) (iii) above.
- c. Every Constituent Jamaat shall furnish to the Secretariat from time to time information relating to the election or change in its Managing Committee or office bearers or trustees.

33. **SUBSCRIPTION:**

The subscription of each Constituent Jamaat shall from time to time be determined by the Supreme Council. The subscription shall be paid to the Secretariat at the latest by 31st March of every year. Member Jamaats failing to pay their subscriptions within the first quarter may have all their rights as members of the Federation suspended until arrears are paid in full.

34. **CHARITABLE TRUST AND BEQUESTS:**

- a. The Federation may accept charitable trust and/or bequests from any individual, society or Jamaat for educational, religious or other charitable purposes by way of cash and/or immovable property or properties, and utilize its income as directed in such trust or bequest so long as the Trust Deed and/or the regulations in respect thereof are acceptable to the Supreme Council.
- b. The Trustees of the Federation may manage such Trust Jointly with the Trustees not exceeding two if appointed by the donor.

- c. The Supreme Council may take such legal and other necessary steps for the purpose of taking over the management of any Trust dedicated for the benefit of Ithna-Asheri Community or faith in Africa for which it is believed that no active trustees exist and/or it is mismanaged.

35. **TRUSTEES:**

- a. The properties and other assets of the Federation shall be vested in trustees not less than seven and not exceeding nine of whom the Chairman and Honorary Treasurer shall be ex-officio Trustees. The other trustees shall be elected at each Ordinary Conference, of whom two shall be from Tanzania, two from Kenya, one from Uganda and one from every Territorial Council. All trustees to be citizens of any member country of the Federation of Khoja Shia Ithna-Asheri Jamaats of Africa and bona fide resident for five years or more in that country. The Supreme Council shall cause a Deed of Trust to be prepared in accordance with the Law. The Trustees shall abide by the provisions of such deed and the law.
- b. The Chairman and the Hon Treasurer shall be the managing trustees of the Federation and inter alia, ensure the maintenance and preservation of all records and documents in respect of the assets of the Federation.
- c. The Trustees shall be incorporated under the Trustees (incorporation) Act with the title of the "REGISTERED TRUSTEES OF THE FEDERATION OF KHOJA SHIA ITHNA ASHERI JAMAATS OF AFRICA".
- d. The common seal of the Trustees shall be 'Registered Trustees of the Federation of the Khoja Shia Ithna-Asheri Jamaats of Africa', which will be affixed in the presence of the Chairman (or in his absence, any of the remaining trustees). The common seal shall remain the safe custody of the Chairman of the Federation.
- e. The quorum of meetings of the Trustees shall be five. The decision of the Trustees shall be made by a simple majority of votes.
- f. The Trustees shall adopt their own rules of procedure in relation to the conduct of their meetings and shall keep proper records of the Minutes.
- g. The office of the Trustees shall "ipso facto" become vacated if any of the Trustees dies, resigns, or becomes insane or bankrupt, or abandons the Shia Ithna-Asheri faith or is convicted of any criminal offence involving moral turpitude or dishonesty.
- h. The Supreme Council shall have power to fill any such vacancy caused and pending such new appointment the remaining trustees shall be competent to carry out the function and duties of the trustees despite such vacancy.
- i. In the event of any Elected Trustee being found by other Trustees or by the Managing Trustees to be unable to perform his duties owing to a prolonged illness or absence from Africa, his post may be declared vacant and a replacement elected at a meeting of the Supreme Council.

36. **ACCOUNTS:**

- a. All moneys, cheques, draft and funds of and due to the Federation shall be received and paid to the Hon Treasurer of the Federation in any Bank or Banks approved by the Secretariat. Such banking account or accounts shall be operated jointly by the Chairman and Hon Treasurer or in any unavoidable circumstances, by any two of the following office bearers: the Chairman, the Vice Chairman at the Secretariat, the Hon Secretary and the Hon Treasurer. The Hon Treasurer shall not keep with him at any one time in cash more than such sum as may be sanctioned by the Supreme Council from time to time and shall not make payments of any accounts, bills or vouchers, etc., without first getting the same certified and passed by the Hon Secretary or Chairman or the Vice Chairman at the Secretariat.
- b. As and when deemed appropriate by the Chairman, he may incur an expenditure or make a donation at any one time upto such an amount and upto a total such sum without the prior sanction of the Supreme Council as the Council may determine from time to time the limits thereof. The Chairman shall however have all such expenditure and donations with the particulars thereof recorded at every ensuing meeting of the Supreme Council.
- c. The Hon Treasurer shall keep usual and proper books of accounts and faithfully record therein the receipts of income and items of expenditure of the Federation.
- d. In the first three months of every new financial year the Hon Treasurer shall draw up a Balance Sheet and Revenue Account in respect of the year last ended, get these inspected and noted by all other office-bearers before submitting them for audit by the Auditors of the Federation. For the purpose of this Article the date of the end of the financial year for the Federation shall be determined by the Supreme Council from time to time.
- e. The Hon Treasurer shall present the Annual Balance Sheet and the Accounts, duly audited, for adoption before an ensuing meeting of a Conference or of the Supreme Council whichever is the earlier.
- f. The Hon Treasurer shall give explanations and/or provide such further information or details on any accounts as may be called for at such a meeting of a Conference or of the Supreme Council.
- g. The Hon Treasurer shall ensure the maintenance and preservation of all current and past records of the accounts of the Federation.

37. **INTERNAL AUDITOR:**

The Supreme Council shall at its first meeting following a Triennial Conference elect an honorary qualified or corporate Internal Auditor for the ensuing term and his duties shall be such as shall be prescribed by the Supreme Council from time to time and shall present his annual report at the Supreme Council annual meeting. Such an appointee shall not be a councillor.

38. **ELECTORAL COMMISSIONER:**

- a. The Electoral Commissioner shall be elected at every Triennial Conference with the sole purpose of calling, supervising and monitoring all elective posts of the Federation. The Electoral Commissioner shall act as the Returning Officer for all elections. The Electoral Commissioner shall be a delegate of the Conference at which the elections are held. In the event of a vacancy of or resignation by the Electoral Commissioner, the Supreme Council shall elect one.
- b. The Supreme Council shall set procedures and guidelines for the function of the Electoral Commissioner and such other processes for the conduct of the elections and declaration of the results.

39. **AUDITORS:**

An Auditor or a firm of Auditors shall be nominated at every Ordinary Conference. He or they as the case may be, shall have the power to inspect the accounts of the Federation, as and when he or they deem necessary. He or they shall audit all accounts and report there-on. He or they shall not be members of the Supreme Council.

40. **INDEMNITY:**

If any prosecution action or suit at law be commenced against any of its office bearers for anything done by him – in the course of performance of his duties, such person or persons shall be defended and indemnified by and at the cost of the Federation from all damages, costs and expenses which may be incidental to or result from such prosecution actions or suits at law.

41. **DISSOLUTION:**

The Federation may at any time be dissolved by consent of at least 90 percent of the members testified by their signatures to an instrument of Dissolution PROVIDED THAT a Resolution to this effect has been adopted at an Extra-Ordinary meeting of the Conference called for such a purpose. In such event the assets of the Federation or portions thereof shall be handed over on such terms and conditions as may have been decided upon at the said meeting to any other institution or institutions working for the aims and objects almost similar to those of the Federation.