



THE CONSTITUTION OF MALINDI ISLAMIC CENTRE FOR ORPHANS (2023)

ARRANGEMENT OF ARTICLES

PREAMBLE

TABLE OF CONTENTS

CHAPTER ONE

NAME OF THE SOCIETY

1. Name of the Society.....	7
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CHAPTER TWO

OBJECTIVES, MISSION AND VISSION

2. Objectives.....	8
3. Mission.....	8
4. Vision.....	8

CHAPTER THREE

MEMBERSHIP

5. Entitlement of members.....	9
6. Procedures of registration of membership.....	9
7. Procedures of cessation of membership.....	9

CHAPTER FOUR

THE ORPHAN

8. Definition of the Orphan in Islamic perspective.....	10
9. The Orphan as a child.....	10
10. Conditions for the Orphan being s beneficiary.....	10
11. The Orphan who attains maturity status.....	10

CHAPTER FIVE

THE GOVERNING COUNCIL

12. Establishment of the Governing Council.....	11
13. Term of the Governing Council.....	11

CHAPTER SIX

THE MANAGEMENT COMMITTEE

14. Establishment of the Management Committee.....	12
15. Term of the Management Committee.....	13
16. Functions of the Management Committee.....	13
17. Election of Management Committee members.....	15
18. Removal of members of Management Committee on grounds of incapacity.....	15
19. Removal of members of the Management Committee by impeachment.....	16
20. Vacancy in the office of a member of the Management Committee.....	16

CHAPTER SEVEN

TRUSTEES AND THEIR ROLES

21. Trustees.....	17
22. Role of Trustee.....	17
23. Removal of a Trustee.....	18

CHAPTER EIGHT

ELECTORAL SYSTEM AND PROCESS

24. Principals of the electoral system.....	19
25. Voting.....	19
26. Electoral disputes.....	19

CHAPTER NINE

MEETINGS

27. Quorum at a meeting.....	20
28. Procedures at a meeting.....	20.
29. Annual General Meeting.....	20
30. Special General Meeting.....	21

CHAPTER TEN

CONFLICT RESOLUTION

31. Internal Arbitrators.....	22
32. External Arbitrators.....	22

CHAPTER ELEVEN

BUDGET AND SPENDING

33. Contents of Budget.....	23
34. Timing of Budget.....	23.

CHAPTER TWELVE

FUNDS, ACCOUNTS AND AUDITING

35. Funds.....	24
36. Accounts.....	24
37. Auditing.....	24

CHAPTER THIRTEEN

AMENDMENT TO THIS CONSTITUTION

38. Amendment to this Constitution.....	25
--	-----------

CHAPTER FOURTEEN

THE MANNER OF THE DISSOLUTION OF THE SOCIETY AND DISPOSAL OF ITS PROPERTY

39. The dissolution of this Society and disposal of its Property.....	26
--	-----------

CHAPTER FIFTEEN

GENERAL PROVISIONS

40. Enforcement of this Constitution.....	27
41. Construing this Constitution.....	27
42. Interpretation of the Constitution.....	28

PREAMBLE

We the Muslim Community of Malindi :-

ACKNOWLEDGING the supremacy of the Almighty Allah for all creation

PROUD of the Holy Qur'an, The Prophetic tradition and the history of Islam towards caring for the Orphan

COMMITTED to unifying the Muslim community in order to realize the purpose of human creation in the universe

RECOGNISING the aspiration of Orphans for a community based on the essential values of the Islamic children's rights, equality, freedom and social justice

EXERCISING our right to determine the form of governance of our society having participated fully in the making of this Constitution

ADOPT, ENACT and give this Constitution to ourselves and to our future generations.

CHAPTER ONE

NAME OF THE SOCIETY

1. This constitution is for the.

MALINDI ISLAMIC CENTRE FOR ORPHANS

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- malindiorphans@gmail.com
- www.malindiorphans.org
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CHAPTER TWO

OBJECTIVE MISSION AND VISION

2. Objective

- 1) Develop unity and intellectual contact amongst Malindi Muslims in the Republic of Kenya
- 2) Develop the welfare of all Muslim destitute Orphans in Kilifi County
- 3) Establish and Sustain a Centre for Orphans in Kilifi County
- 4) The Society has No political objective
- 5) Organize fund raising through the contributing mosques and well-wishers towards achieving the objectives of the society
- 6) Carry out investments, developments and income generating projects towards achieving the objectives of the society.
- 7) Intake of one Orphan per calendar year from non-Muslim parents below the age of Puberty.

3. Mission

Transforming the Life and Livelihood of the Orphans

4. Vision

To empower the Orphans in Education, Social and Economic activities

CHAPTER THREE

MEMBERSHIP

5. Entitlements of members

Every Member Mosque is entitled to:-

- 1) One Seat in the Governing Council
- 2) Appoint three delegates annually as representative of the Mosque
- 3) Have its three delegates participate and vote in a free and fair election for members of the Management Committee
- 4) Replacement of the three delegates upon either, being elected to serve in the Management Committee, absenteeism, poor health, misconduct, death or resignation.

6. Procedures of Registration of Membership

- 1) Membership is on voluntary basis and no admission fee shall be charged
- 2) A written notice shall be submitted to the Secretary of the Society signed by at least three representatives from the applying mosque
- 3) Membership is strictly given to mosque within Kilifi County
- 4) Membership cannot be given to individual or institutions other than a mosque
- 5) Membership certificate shall be issued to the approved applicant mosque signed jointly by the Chairman of Governing Council and Management Committee.

7. Procedures of Cessation of Membership

- 1) A written notice of cessation shall be submitted to the society signed by the Governing Council member and at least three delegates.
- 2) Any notice should/must be forwarded at least three month before the month of Ramadhan of the year.

CHAPTER FOUR

THE ORPHAN

8. Definition of the Orphan in Islamic Perspective

- 1) Any Muslim child whose father is deceased and has not attain the age of puberty.
- 2) Any Orphan child under the age of puberty, whose mother embraces Islam.

9. Orphan as a Child

- 1) As a Child, an Orphan has the right
 - a) To free and compulsory Basic education
 - b) To be protected from abuse , neglect, all forms of violence, inhuman treatment, inhuman punishment and exploitative labor
 - c) Parental care and protection , which includes responsibility of the guardian and the society to provide for Orphan
- 2) The Orphans interest are much more important in every matter concerning him/her

10. Conditions for an Orphan being a Beneficiary

1. The Guardian and the Orphan shall be residing within the jurisdiction of the society
2. Registration form MUST be completed and submitted to the Secretary of the Society through the member mosque
3. Availability of the Orphans Birth certificate or Birth notification
4. Availability of parents' marriage certificate
5. Availability of the father's death certificate
6. In the absence of the above mentioned, a committee comprising of the supporting mosque delegate , governing council member, chairman and secretary of the management committee shall use its discretionary powers to approve the orphan application.

11. The Orphan who attains Maturity status.

1. The Society shall recognize maturity as Puberty age.
2. Upon attaining puberty, the Orphan ceases to be a direct beneficiary
3. The Management Committee shall use its discretion in considering support for Orphan who attain Puberty status if proven to be discipline and academically promising.

CHAPTER FIVE

THE GOVERNING COUNCIL

12. Establishment of the Governing Council

1. There Shall be:-
 - a) Governing Council with its Chairman and Secretary
 - b) Governing Council which shall consist of one representative from each member mosque.
2. The Governing Council Shall:-
 - a) Represent the will of the people from the member mosque
 - b) Supervise the Conduct of the Management Committee and may initiate the process of removing one of its members or all of them from office if found to contravene any Article of this Constitution
 - c) Discuss with delegates and Management Committee any proposal to the Constitutional amendment and submit the same to the Trustees for presentation and endorsement at Annual general Meeting.
 - d) Approve annual Society Budget
 - e) Assume direct ownership of Orphans
 - f) Access all Society Financial records and Book of accounts on seven days' notice to the Chairman of the Management Committee, and present report to the Trustees within thirty days of inspection.
 - g) Responsible for vetting all Society appointments, employment, volunteer's recruitments or Specialist service providers, within thirty days of the engagement by the Management Committee.
 - h) Appoint/Reject Trustees at the Annual General Meeting
 - i) Can vote in the general and by-election

13. Terms of Governing Council

1. Members of the Governing Council shall serve for a period of five years
2. Be reappointed by their respective mosque to serve for another term limit of five years
3. Governing Council member who wishes to resign, shall give one month notice to the mosque delegates he is representing and copy to the Chairman, Trustees, Governing Council and Management committee.

4. Appointment and Removal of the Governing Council member shall be done by respective mosque and formal communication forwarded to the Chairman, Trustees, Governing Council, and Management Committee. The report must be endorsed by three (3) Mosque delegates.

CHAPTER SIX

THE MANAGEMENT COMMITTEE

14. Establishment of a Management Committee

1. There shall be a Management Committee consisting of seven (7) office bearers elected at the Annual General Meeting in a free and fair election after every five years.
2. The Seven (7) office bearers are:-
 - a) The Chairman
 - b) The Vice Chairman
 - c) The Secretary
 - d) The Assistant Secretary
 - e) The Treasurer
 - f) The Assistant Treasurer
 - g) The Organizing Secretary
3. Ex-Officio Members
 - A)-Religious Advisor
 - B) - Women Leader
4. The Management Committee Shall
 - a) Approve or reject the application for Mosque membership
 - b) Issue membership Certificate to the approved Mosque
 - c) Communicate reasons for rejection of the application
 - d) Be answerable to the Governing Council on all financial matters
 - e) Be responsible for day to day running of the Society.
 - f) Have powers to employs society Staff, consultants, specialized service providers and volunteers on monthly wages or 'Pro bono' services.
 - g) Have powers to terminate services on the above (f)
 - h) Seek Governing Council approval on payment of allowances or any other payments outside the Budget.
 - i) Custodian of all Society records, data and classified information.
 - j) Responsible for the appointment of all independent Board members of the society institutions after vetting by Governing Council within a period of thirty (30) days.

15. Terms of the Management Committee

1. Members of the Management Committee shall serve for a period of five years
2. Members of the Management Committee shall be eligible for re-election for another term limit of five years.
3. Any member of the Management committee who wishes to resign shall give a one month written notice to the Governing Council and copy to the Chairman Trustees.

16. Functions of the Management Committee (Office Bearers)

1. The Chairman shall, unless prevented by illness or other sufficient cause, always preside:-
 - a) All meetings of the Management Committees
 - b) Joint Meeting
 - c) Annual General Meetings
2. The Vice Chairman Shall:-
 - a) Perform any duties assigned to him by the Chairman
 - b) Act on behalf of the Chairman in his absence
3. The Secretary Shall:-
 - a) Organize the Society Secretariat, record all minutes of the meetings, Keep all the Society records, and maintain all Orphan data
 - b) Record and ratify all urgent decisions made, at the next available Management Committee meeting.
 - c) Issue notices convening all meetings in consultation with the Chairman.
4. The Assistant Secretary Shall:-
 - a) Perform any duties assigned by the Secretary
 - b) Act on behalf of the Secretary in his absence.
5. The Treasurer Shall:-
 - a) Be in charge of Financial Management of the Society
 - b) Be accountable to the Chairman of the Governing Council for proper keeping and maintenance of all books of accounts and inventory of all the Assets of the society
 - c) Provide accessibility to the books of accounts and inventory to both internal and external audit.
 - d) Prepare the Society Operational and Development Budget to the Management Committee for consideration, and present for approval to the Governing Council, NOT later than thirty days before the end of financial year.

- e) With assistance of External Auditors present the Society financial report at the Annual General meeting.

6. The Assistant Treasurer:-

- a) Perform any duty assigned to him by the Treasurer and
- b) Act on behalf of the treasurer in his absence.

7. The Organizing Secretary

- a) Organize all meetings, functions and any other society's operational activities in conjunction with the Management Committee members
- b) Master of Ceremony in all society activities
- c) Draw Annual General Meeting program in consultation with other Management Committee members
- d) Act as chief whip

8. Religious Adviser

There Shall be a post to one person of good religious background, a respectful member of the community, and a person of high integrity appointed by the Management Committee with the following rolls :-

- a) Attend all Society meetings when invited
- b) Advise, guide and give directions on all religious matters
- c) Assist the Society in respect to resource mobilization.
- d) Shall be removed as per Chapter five, Article 17 and 18

9. Women Leader

There shall be a post to one women of good religious background, respectable member of the community, a person of high integrity appointed by the Management Committee with the following rolls

- a) Attend all Management Committee meetings when invited
- b) Advise , guide and give directions on all women affairs
- c) Assist the Society in respect to resource mobilization
- d) Shall be removed as per Chapter five , Article 17 and 18

17. Election of the Management Committee members:-

1. All Management Committee members (office bearers) are to be elected during the Annual General Meeting of election year.
2. All Management Committee Candidates MUST submit themselves for vetting by the Election Board before election date.
3. A by-election shall be held within ninety (90) days, upon resignation of any elected member of the Management Committee.
4. Observance of free and fair election, which are:-
 - a) By secret ballot
 - b) Free from violence, intimidation, improper influence or corruption.
 - c) Conducted by independent body, where visible, in conjunction with Trustees.
 - d) Transparent, administered in an impartial, neutral, efficient, accurate and accountable manner.

18. Removal of members of the Management Committee on grounds of incapacity

1. Any member, of the Governing Council, supported by at least half of all its members, may move a motion for the investigation of a member of the Management Committees physical or mental capacity to perform the function of his office.
2. If the motion have the support members.
 - a) A qualified medical Doctor, one member each from delegate, Management Committee, Governing Council, and Religious adviser will constitute a tribunal to investigate the allegations.
 - b) A detailed report shall be submitted to the Trustees for their final verdict.
 - c) If majority of Trustees vote in favor of ratifying the findings of the tribunal, the Management Committee member shall cease to hold office immediately.

19. Removal of members of the Management Committee by Impeachment.

1. A member of the Governing Council supported by at least half of all its members may move a motion for the Impeachment:-
 - a) On ground of gross violation of the provision of this constitution
 - b) Where there is serious reason, that a member of the Management Committee has committed a crime under the Laws of Republic of Kenya.
 - c) For gross misconduct.
2. If the motion is supported by half of the Governing Council members, a special Committee comprising each member from the delegates, Management Committee, Governing Council , and a religious adviser shall form a tribunal to investigate all the allegations and :-

- a) Report the findings to the Trustees within fifteen (14) calendar days.
- b) If the allegations have NOT been substantiated, further proceedings shall not be taken in respect of that allegations
- c) If all the allegations have been substantiated, after accorded the accused member an opportunity to be heard, The Trustees will vote on the Verdict.
- d) If a member is found guilty, the member of the Management Committee Shall cease to hold office immediately.

20. Vacancy in the office of a member of the Management Committee

1. The Office of any member of the Management Committee Shall become vacant if the holder

- a) Dies
- b) Resign in writing, addressed to the Chairman of the Governing Council and copied to the Chairman of Trustees.
- c) If a member of the Management Committee fails to attend five consecutive committee meetings without an apology or genuine reason.

2. When a vacancy occurs in the office of a member of the Management Committee:-

- a) The Governing Council shall immediately appoint another member of the Management Committee by consensus or voting to act in that position.
- b) A by election shall be conducted within ninety (90) days on the date of members resignation.

CHAPTER SEVEN

TRUSTEES AND THEIR ROLE

21. Trustees

1. There shall be established Board of Trustees with its Chairman and Secretary
2. Trustees shall consist of five practicing Muslim of high integrity, high morality, and respectful member of the community and above the age of 40 years.
3. Custodian of all Society Assets.
4. Trustees shall be appointed by the Governing Council at the Annual General Meeting and shall serve without term limit
5. Trustees are Patrons of the Society and symbol of Unity and highest authority in respect of Society activities.
6. Trustees have powers to hold/Call a meeting with any arm of the society or a joint meetings of all the arms, if found necessary.

22. Roles of Trustees

1. Advise, guide and give direction to the Society
2. Internal arbitrators of the Society in resolving conflict
3. Conducting Management Committee Elections, Supervising and announcing the result
4. Appointing independent Election Board
5. Responsible for registration of all Society Assets
6. Safeguard against the sell or vandalism of any Society Assets
7. Trustees are not allowed to serve as Governing Council member or Management Committee, unless after tendering resignation in writing.

23. Removal of Trustee

A trustee shall be removed from office as per Chapter five, Article 17 and 18, however, all the disciplinary reports shall be forwarded to the chairman of the Governing Council.

CHAPTER EIGHT

ELECTORAL SYSTEM AND PROCESS

24. Principals for the Electoral System

The Electoral system shall comply with the following principals:-

- a) Freedom of the representatives of all the member mosques to exercise their voting rights
- b) Fair representation and equality of vote
- c) Free and Fair election which are :-
 - I. By secret ballot
 - II. Free from violence, intimidation, improper influence or corruption
 - III. Conducted by independent body, if feasible, in conjunction with Trustees of the Society
 - IV. Transparent
 - V. Administered in an impartial, neutral, efficient and accountable manner

25. Voting

At every election, the independent electoral body shall ensure that:-

- 1. Whatever voting method used, the system is simple, accurate, verifiable, Secure, accountable, transparent and in compliance with social democracy.
- 2. The votes cast are counted, verified and result announced someday by the presiding officer.

26. Electoral Disputes

- 1. The Board of Trustees shall establish mechanism for timely settling of electoral disputes
- 2. Petition concerning an election shall be filled within forty eight (48) hours after declaration of the election result by the Independent electoral body.
- 3. Service of the petition shall be directed to the Board of Trustees in writing.

CHAPTER NINE

MEETINGS

27. Quorum at a meeting

The quorum at all society official meetings

1. Three members in case of Trustees
2. Half of the members in case of Governing Council
3. Five members in case of the Management Committee
4. Half of the members in case of Delegates

28. Procedures at any official meetings

1. Registration and endorsement of members present
2. Openings by ward of prayers
3. Confirmation of the previous minutes to be presented and read by the Secretary
4. Matter arising
5. Agenda of the meetings to be presented and read by the Chairman
6. A.O.B

29. Annual General Meetings (AGM)

1. Annual General Meeting shall be held NOT later than 31st March in each calender year
2. Participants at the Annual General Meeting Shall be:-
 - A. All Delegates from the member Mosque
 - B. The Management Committee Members
 - C. The Governing Council Members
 - D. The Trustees
 - E. Representative from the Government relevant authority
 - F. Invited guest.
 - G. Quorum at the AGM shall be as per chapter 9, Article 26

30. Special General Meeting

- A. Special meeting may be called for specific purpose by either chairman, of Trustees, Governing Council or Management Committee
- B. Members shall be notified in writing seven (7) days before the meeting date.
- C. Mosque delegates may also be invited to the Special General Meetings.

CHAPTER TEN

CONFLICT RESOLUTION

31. Internal Arbitrators

1. In the event of conflict within the members of the society either Delegates, Management Committee or Governing Council

- A. The Trustees Shall hold a special meeting to investigate the matter
- B. The parties' involved in the conflict shall have the opportunity to present themselves and be heard.
- C. The Trustees shall communicate the Verdict within seven days to the affected parties with recommendations, on receipt of the committee report.

32. External Arbitrators

In the event of conflict within the members of the Board of Trustees:-

- A. The Governing Council shall appoint external alternative dispute jurist comprising of five (5) members
 - I. A Kadhi
 - II. Two Community Islamic Leaders
 - III. Prominent Muslim Lawyer
 - IV. Society religious advisor
- B. The external arbitrators shall investigate on the matter and the parties involved in the conflict Shall be given the opportunity to be heard
- C. A written verdict shall be given to the Governing Council Chairman within seven days on completion of the jurist work.

CHAPTER ELEVEN

BUDGET AND SPENDING

33. Contents of Budget

The Malindi Islamic Centre for Orphans Budget shall contain:-

- A. Estimates of Income and Expenditure for the year (operational Budget)
- B. Report on all Society Assets (Current & Fixed)
- C. Report on Development Budget.
- D. Report on how to investment on surplus and how to finance any deficit.

34. Timing of Budget

The Society Treasurer shall:-

- A. Prepare the annual Budget at the end of each financial year
- B. Present the Budget to the Management Committee for consideration
- C. Shall Submit the Budget to the governing Council for approval one month before the end of financial year.
- D. The financial year of the Society Shall be 1st January to 31st December each year.

CHAPTER TWELVE

FUNDS, ACCOUNTS AND AUDITING

35. Funds

1. The funds for the Malindi Islamic Centre for Orphans Shall only be used for the interest of Orphans
2. All funds shall be banked to the Society bank accounts approved by the Trustees
3. All the Society expenditure must be within the Budget approval
4. The Trustees shall take immediate action on any officer found to have misappropriate the Society funds
5. Society funds shall NOT be used to pay members sitting allowance.

36. Accounts

1. The Treasure Shall at all times, maintain proper records and books of accounts.
2. All the society records and book of accounts shall be opened for inspection to internal and appointed external auditors.
3. The Treasure shall present to the Trustees all financial reports one month before the Annual General Meeting.

37. AUDITING

1. The Society External Auditors shall be proposed by the Trustee and confirmed by all the members at the Annual General Meeting.
2. The External Auditors shall examine, inspect and confirm all society book of accounts, records, voucher's, receipts and any other financial records.
3. The External Auditors shall verify all the Society Assets.
4. The External Auditors shall complete the auditing and submit final report in time for examining by the Trustees before the date of Annual General Meeting.
5. The External Auditors shall be paid such honorarium for the services as may be approved by the Trustees.

CHAPTER THIRTEEN

AMENDMENT OF THIS CONSTITUTION

38. Amendment of this Constitution

The process of amending this constitution shall be:-

1. A written application signed and supported by at least
 - I. Three Trustees
 - II. Half of Governing Council members
 - III. Five members of Management Committee
 - IV. Half of the Members of the delegates.
2. The application for amendment shall be submitted to the Trustees with the signed list as per above (No.1), attached with copies of their Identification Cards or Passport.
3. The Trustees shall compile detailed report on the amendment and submit the proposal to the Annual General Meeting for voting.
4. Should the vote be in favor of the amendment, the Trustees shall form a special committee of either five or seven members to draft the amendment and may seek input from experts before amalgamation.
5. The amendment shall be endorsed by Simple majority by members attending the Annual General Meeting by acclamation.

CHAPTER FOURTEEN

THE MANNER OF THE DISSOLUTION OF THE SOCIETY AND DISPOSAL OF ITS PROPERTY

39. The manner of the dissolution of the Society and Disposal of its property.

If upon the winding up or dissolution of the society, the remains after the settlement of all its debts and liabilities any property left whatsoever, shall not be paid to or distributed amongst the members, but shall be given or transferred to some institution or group having similar objective to the society. Provided that, such institution is to be determined by the members of the society at or before the time of dissolution. And in default therefore, by a judge of the high court of Kenya or the Kadhis court. And if and so as effect cannot be given to the aforesaid provision, then to some other charitable objects.

Notwithstanding:-

- A. The Society Shall not be dissolved or wind up except by resolution passed at the Special General Meeting of the members by votes of two-thirds of the members present. The quorum at the meeting shall be seventy-five percent of the members of the society. If no quorum is obtained, the proposal to dissolve or wind up the society shall be submitted to another Special General meeting, which shall be held one month later. Notice of this meeting shall be given to all members at least fourteen days before the date of the meeting. The quorum for the second meeting shall be the number of members present.
- B. Provided, however, that no dissolution shall be affected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by the Chairman Trustee, Governing Council and Management Committee.
- C. Upon dissolution of the Society approval by the Registrar, no further action shall be taken by the committees or any office bearer of the Society in connection with the aims of the Society other than to get in and liquidate for cash all the Assets of the Society.
- D. Subject to the payments of all the debts of the society, the balance therefore shall be distributed in accordance to the provisions of this constitution which has been resolved by the meeting at which the resolution for dissolution is passed.
- E. Disposal of funds and absolute assets shall also be guided by the Society Act.

CHAPTER FIFTEEN

GENERAL PROVISIONS

40. Enforcement of this Constitution.

1. Every member Mosque of Malindi Islamic Centre for Orphans has the right through its delegates to institute proceedings addressed to the Trustees claiming this Constitution has been contravened, or is threatened with contravention.
2. All complains shall be instituted in writing by representatives of the member Mosque.

41. Construing this constitution

1. This Constitution shall be interpreted in a manner that:-
 - A. Promotes its purpose, Islamic Values and Islamic principals
 - B. Contributes to good governance
2. If there is a conflict between language versions of this constitution, the English Language version shall prevail.
3. No Article in this Constitution or regulation thereof made at any time in future shall be valid in the activities of the Society, or established that contradicts in any way the Holy Quran and Sunnah (Prophetic tradition).
4. If it so happens that, any Article, in this constitution or regulation thereof made at any time in future, contradicts the Holy Qurans or Sunnah (Prophetic tradition), that Article or Section shall be Null and Void.
5. One the Constitution has been promulgated at the Annual General Meeting, the society Seal, shall be affixed to complete the process.

42. Interpretation of this Constitution

In this Constitution, unless the context requires otherwise:-

“Administer” Means to make sure that, something is done fairly and in the correct way.

“Board of Trustees” Means person sittings as Trustees”

“By-Election” Means an election to replace a member who ceased to be in office

“Ceased” Means to stop running the office

“Congregates” Means a group of Muslims worshipers who offer their congregational prayers in that Mosque

“Constitution” Means this Constitution of Malindi Islamic Centre for Orphans

“Contribution” Means donation from Mosque and well wishers

“Convene” Means to come together for formal meeting

“Delegate” Means any of the three appointed representative of the Mosque appointed by the member mosque and who has the right to vote during an annual general meeting to elect members of the Management Committee.

“Deliberating” Means thinking carefully before taking a decision

“Disbursement” Means paying money to somebody from a large amount that has been collected for a purpose.

“Discretion” Means the freedom or power to decide what should be done in a particular situation.

“Governing Council” Means a board of members representing the interest of the Member Mosques

“Honorarium” Means a payment paid for somebody’s professional services.

“Impartial” Means not supporting one person more than another

“Impeachment” Means to charge an important public figure with a serious crime.

“Jurist” Means a person who is an expert in Law

“Management Committee” Means the seven (7) persons members sitting as office bearers”

“Maturity” Means the passing of age of Puberty

“Member” Means a contributing mosque to the Malindi Islamic Centre for Orphans

“Muslim” Means any person who by creed utterances and deeds substantiates that there is no God but Allah, and Mohammed (S.A.W) is his prophet

“Orphan” Means an individual who has not attain Puberty whose father or both parents have passed away.

“Presiding Officer” Means a person who is responsible for arranging an election and announcing the result.

“Puberty” Means the period during which adolescents reach sexual maturity and become capable of reproduction.

“Ratifying” Means to make an agreement officially valid by voting for it or signing

“Representative” Means a delegate appointed by his member mosque

“Society” Means the Malindi Islamic Centre for Orphans

“Substantiate” Means to provide information or evidence to prove that something is true

“Tabulate” Means to arrange figures in columns or list so that they can be read easily.

“Tribunal” Means a group of selected persons to deal with a particular problem or disagreement.

“Uphold” Means to agree that a previous decision was correct or that a request is reasonable.

“Verifiable” Means to check that something is true or correct.

**THIS CONSTITUTION SHALL COME INTO FORCE UPON ENDORSEMENT
AND**

**PROMULGATION BY MY MEMBERS AT THIS ANNUAL GENERAL
MEETING**

DATED.....

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