
NEPAL SCOTLAND ASSOCIATION

CONSTITUTION

This constitution was adopted on the 7th day of January 2004 and amended on 30th April 2017.

NAME

- 1 The name of the organisation shall be the *Nepal Scotland Association* (and in this constitution it is referred to as 'the Association').

BENEFICIARIES

- 2 The people who shall benefit from the assets and activities of the Association shall be:
 - 2.1 Nepalese people and their families living in Scotland, especially those living in needy circumstances and including those newly or recently arrived in Scotland as students, refugees and those seeking political asylum (in this constitution referred to as 'the beneficiaries in Scotland'); and
 - 2.2 people living in needy circumstances in Nepal (in this constitution referred to as 'the beneficiaries in Nepal').

PURPOSES

- 3 The purposes of the Association (in this constitution referred to as 'the Purposes') shall be wholly charitable within the meaning of section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which are also regarded as charitable purposes in relation to the application of the Taxes Acts.
- 4 In particular the Purposes shall be:
 - 4.1 to protect the health and promote the social welfare of the beneficiaries in Scotland, through the provision of information, advice and support services with a view to improving their conditions of life; and
 - 4.2 to advance the education of the beneficiaries in Scotland through the direct provision of educational and training and through encouraging and assisting them to take full advantage of the educational and training opportunities provided by others; and

- 4.3 to advance religion through the provision of facilities for religious worship, observance and education for the beneficiaries in Scotland; and
- 4.4 to promote racial harmony, foster cultural and religious tolerance and understanding between the beneficiaries in Scotland and others and to work towards the elimination of prejudice and discrimination against the beneficiaries in Scotland, thereby enabling them to participate fully in the social, economic and civic life of the community; and
- 4.5 to relieve poverty, protect health and advance education among the beneficiaries in Nepal through the provision of financial and material support for local community-based projects.

POWERS

- 5 In furtherance of the Purposes, but not otherwise, the Association shall have the powers:
 - 5.1 to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Association to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Association may think fit and provided also that the Association shall conform to all relevant statutory regulations;
 - 5.2 to charge fees for goods or services produced or supplied by the Association as and when the Association considers it necessary and appropriate to do so in order to assist the financial viability of the Association's operations, provided that such charging shall not be primarily for the purpose of making profit;
 - 5.3 to enter into contracts with other bodies and to provide or receive goods or services on such contracts;
 - 5.4 to operate bank or building society accounts in the name of the Association and to carry out all lawful transactions in respect of accounts;
 - 5.5 to borrow and raise money on loan or advance in such manner and upon such security as the Association shall think fit;
 - 5.6 to invest in the name of the Association the funds of the Association not immediately required for the furtherance of the Purposes in or upon such investments, securities and property as the Association may think fit and to dispose of and vary such investments and securities, subject nevertheless to such conditions or consents as may be imposed or required by law;

- 5.7 to expend the funds of the Association in such manner as the Association shall consider most beneficial for the achievement of the Purposes;
- 5.8 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain, alter or improve any buildings which the Association may think fit for the promotion of the Purposes;
- 5.9 to insure to full value against loss or damage any property owned by or in the possession or use of the Association and to pay the premiums for such insurance and any costs connected with ascertaining the value of the said property from the funds of the Association;
- 5.10 to sell, let, grant securities over, turn to account or otherwise dispose of all or any of the assets of the Association;
- 5.11 to employ and pay such staff (who shall not be members of the Management Committee of the Association) as are necessary for the proper pursuit of the Purposes and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- 5.12 to insure and indemnify all employees and voluntary workers of the Association against loss, accident, death, personal injury, professional liability and all such other risks incurred in the performance of their duties to a value which the Association shall think fit (but which shall at least be to any minimum value for the time being required by law) and to pay the premiums for such insurance from the funds of the Association;
- 5.13 to commission or undertake research and to publish or disseminate the findings of research or other information in support of the objects provided that in so doing the Association shall not undertake political campaigning;
- 5.14 to provide, support or assist in the provision of exhibitions, meetings, conferences, seminars, lectures or other similar activities for the achievement of the Purposes provided that in so doing the Association shall not undertake political campaigning;
- 5.15 to establish or support, or aid the establishment and support of any charitable trusts, associations or institutions formed for all or any of the Purposes;
- 5.16 to subscribe to, become a member of, amalgamate or cooperate with other charities, voluntary bodies or other bodies not formed for the purposes of profit, both in the United Kingdom and overseas, and to cooperate with statutory bodies in furtherance of the Purposes or of

similar charitable purposes and to exchange information and advice with them;

- 5.17 to establish or aid the establishment of any trading company or subsidiary (which shall be wholly owned by the Association) and to receive funds from any such company or subsidiary by way of deed of covenant or dividend and to invest funds of the Association in any such company or subsidiary provided that such investment shall only take the form of properly secured loans and provided also that it shall be subject to such conditions or consents as may be imposed or required by law.
- 5.18 to institute or defend legal proceedings relating to the Association, its property, its employees and voluntary workers and its Management Committee, and to meet legal costs (where these are not recoverable from other parties) from the funds of the Association;
- 5.19 to payout of the funds of the Association the costs, charges and expenses of and incidental to the formation, registration, maintenance and administration of the Association;
- 5.20 to do all such other lawful things as are necessary for the achievement of the Purposes.

MEMBERSHIP

- 6 Subject to clause 7 membership of the Association shall be open to any person aged 16 (sixteen) years and over living in Scotland who support the Purposes. There will be 1. Ordinary Members 2. Life Members
- 7 No person who is an employee of the Association shall be entitled to be a member of the Association. Any member of the Association who becomes an employee of the Association shall cease to be a member with immediate effect.
- 8 Any person wishing to become a member of the Association shall submit an application for membership to the Secretary in such form as the Management Committee may from time to time decide. The Management Committee shall consider each application for membership at its first meeting after receipt of the application.
- 9 If the Management Committee decides to admit any person into membership it shall notify the applicant promptly in writing and request payment of any membership subscription for the time being in force unless it agrees to waive the membership subscription in accordance with clause 14.
- 10 The Management Committee shall have the right to refuse or cancel the membership of any person where it believes there is good reason for doing so, provided that any person has the right to be heard by the Management

Committee and thereafter a right of appeal to a general meeting of the Association before a final decision is taken.

- 11 Membership of the Association shall not be transferable from one person to another and shall cease upon death.
- 12 A member may resign her or his membership of the Association at any time in writing to the Management Committee and shall be deemed to have resigned if she or he has not either:
 - 12.1 paid any membership subscription within one month of it falling due (except in cases where the Management Committee has agreed to waive such subscription under clause 14); or
 - 12.2 affirmed to the Management Committee her or his wish to continue as a member within one month of being requested to do so by the Management Committee for the purposes of maintaining an accurate Register of Members.

MEMBERSHIP SUBSCRIPTIONS

- 13 The Association may, in a general meeting, agree to introduce a subscription charge and to vary or revoke any such charge.
- 14 The Association may authorise the Management Committee to adopt whatever methods it thinks most effective to collect payment of any subscription charge and to apply any reduction or waiver of any charge in cases where it thinks fit.

RIGHTS AND VOTES OF MEMBERS

- 15 Every member of the Association shall have the right to receive notice of, attend and speak at general meetings of the Association.
- 16 Subject to clause 17 each member of the Association shall have one vote at general meetings, exercisable in person.
- 17 No member of the Association may vote at a general meeting unless all monies owed by her or him to the Association by way of subscription or other charge have been paid in full (unless the Management Committee has agreed to waive or reduce such charge).
- 18 No member shall be entitled to appoint a proxy to attend, speak or vote at a general meeting on her or his behalf.

REGISTER OF MEMBERS

- 19 The Management Committee shall keep a Register of Members, which shall include:
- 19.1 the full name and address of each member of the Association; and
 - 19.2 the date on which she or he was admitted to membership; and
 - 19.4 in the case of a member who is below the age of 18 (eighteen) years, her or his date of birth or the date on which she or he will attain the age of 18 (eighteen) years.
- 20 The Management Committee may take whatever steps it thinks fit to maintain an accurate Register of Members, which shall include the power to request all or any members to affirm their willingness and eligibility to continue as members at reasonable intervals.

GENERAL MEETINGS

- 21 The Association shall hold an Annual General Meeting in each calendar year, provided that not more than fifteen months shall elapse between one Annual General Meeting and the next.
- 22 At least 21 (twenty one) days' written notice of an Annual General Meeting, specifying the meeting as such, shall be given to all members of the Association.
- 23 So far as circumstances permit the business of the Annual General Meeting shall include:
- 23.1 reports by the Management Committee and the office bearers on the work of the Association since the previous Annual General Meeting; and
 - 23.2 the appointment or election of members to vacant positions on the Management Committee; and
 - 23.3 the presentation and agreement of the annual statement of accounts and the report of the Association's auditors or independent examiners; and
 - 23.4 the appointment of auditors or independent examiners of the accounts for the next year; and
 - 23.5 where applicable, the setting of annual rates of membership subscription for the next year.
- 24 All other general meetings of the Association shall be called extraordinary general meetings. The Management Committee may call an extraordinary general meeting at any time. If at least one-third of the members of the

Association request such a meeting in writing, stating the business to be conducted, the Secretary shall call an extraordinary general meeting and will give at least 21 (twenty one) days' notice to all members.

- 25 The accidental omission to give notice of a meeting to, or the failure to receive notice of a meeting by any member of the Association shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 26 No business shall be transacted at any general meeting of the Association unless a quorum is present. A majority, for the time being, of the members entitled to vote upon the business to be transacted shall constitute a quorum which will be 50% of board members + 1.
- 27 The Chairperson of the Management Committee or, in her or his absence, the Vice-Chairperson shall preside over general meetings of the Association. If neither the Chairperson nor the Vice-Chairperson is present another member of the Management Committee shall preside over the meeting. If no member of the Management Committee is present the members present shall choose one of their number to preside over the meeting.
- 28 Except where this constitution requires otherwise all matters put to the vote at a general meeting of the Association shall be decided by a simple majority of votes cast. In the case of an equality of votes the Chairperson, or whoever is presiding over the meeting shall have a casting vote.

MANAGEMENT COMMITTEE

- 29 The business of the Association shall be managed and administered by a Management Committee comprising a minimum of 5 (five) and a maximum of 11 (eleven) members.
- 30 The first members of the Management Committee shall be those persons whose names appear affixed as subscribers to this constitution. Future members of the Management Committee shall be appointed as described in the following clauses.

MANAGEMENT COMMITTEE: NOMINATION, APPOINTMENT AND RETIREMENT OF MEMBERS

- 31 At the conclusion of the first and thereafter every second Annual General Meeting each member of the Management Committee shall retire from office but she or he shall be eligible to be re-appointed for a further term, without limit to the number of consecutive terms she or he may serve, provided she or he continues to be a member of the Association.
- 32 The notice of an Annual General Meeting at which the Management Committee is due to retire shall be accompanied by an invitation to all members of the Association to nominate themselves or another member for appointment to the Management Committee. To be valid, such nomination shall:
- 32.1 be in writing, in such form as the Management Committee may decide and signed by the nominating member; and
 - 32.2 in the case of a nomination made on behalf of another member, include an indication of the willingness of the member nominated to be appointed to the Management Committee; and
 - 32.3 be received by the Secretary at least 7 (seven) days before the date of the Annual General Meeting.
- 33 At an Annual General Meeting the Association the members present may appoint any properly nominated member to the Management Committee provided that:
- 33.1 no member under the age of 18 (eighteen) shall be appointed to the Management Committee; and
 - 33.2 a member shall not be appointed unless all monies owed by her or him to the Association by way of subscription or other charge have been paid in full (unless the Management Committee has agreed to waive or reduce such charge); and
 - 33.3 a member shall not be appointed unless she or he was admitted into membership of the Association at least 3 (three) months before the date of the Annual General Meeting; and
 - 33.4 no person shall be appointed who is disqualified from acting in such a capacity under clause 37.1.
- 34 In the event that the number of nominations properly received by the Secretary exceeds the number of vacancies, a secret ballot shall be held among the members present at the Annual General Meeting. Those nominees receiving the greatest number of votes in favour of their appointment, up to but not exceeding the maximum number of places available shall be appointed to the Management Committee.

VACANCIES ON THE MANAGEMENT COMMITTEE

- 35 The Management Committee may appoint any member of the Association aged 18 (eighteen) years or over to fill any vacancy among its number that arises between one Annual General Meeting and the next provided that no person is appointed who is disqualified from acting in such a capacity under clause 37.1.
- 36 A member of the Management Committee appointed to fill a vacancy under clause 35 shall hold office until the conclusion of the Annual General Meeting at which the Management Committee is next due to retire at which time she or he too shall retire.

REMOVAL AND DISQUALIFICATION OF MANAGEMENT COMMITTEE MEMBERS

- 37 A member of the Management Committee shall cease to hold office if she or he:
- 37.1 is disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005); or
 - 37.2 becomes an employee of the Association and whose membership of the Association is therefore terminated; or
 - 37.3 resigns her or his office by written notice to the Management Committee; or
 - 37.4 is absent without reasonable grounds, in the opinion of the other members of the Management Committee, for a period of more than 3 (three) consecutive meetings of the Management Committee and the remaining members agree to remove her or him from office.
 - 37.5 becomes incapable for any reason of managing her or his own affairs and such condition is expected to persist for at least 6 (six) months.

OBSERVERS AND ADVISERS TO THE MANAGEMENT COMMITTEE

- 38 The Management Committee may invite or request the attendance at any of its meetings of any person or representative of any body for the purpose of giving advice, submitting information or evidence or otherwise assisting it in the conduct of its business. The attendance of such persons shall be in a non-voting capacity at the discretion of the Management Committee and may be for the whole or any part of any meeting.

MANAGEMENT COMMITTEE MEMBERS' INTERESTS

- 39 Subject to the exceptions of clause 40 no member of the Management Committee shall hold or gain any interest in property belonging to the Association (apart from being a trustee) or receive any payment from the Association in respect of her or his position as a member of the Management Committee or as an office bearer.
- 40 A member of the Management Committee may be paid all reasonable travel, subsistence and other out-of-pocket expenses incurred by her or him in connection with the discharge of her or his duties.

APPOINTMENT AND RETIREMENT OF OFFICERS

- 41 At its first meeting after an Annual General Meeting at which the Management Committee was appointed, the Management Committee shall appoint one of its number to each of the offices of Chairperson, Vice-chairperson, Treasurer and Secretary. The person nominated to hold the position of Chairperson, Vice-Chair, Treasurer and Secretary should at least server one full term(2 years) as a board member before being eligible to stand for these post.
- 42 Each officer shall hold office until the conclusion of the Annual General Meeting at which the Management Committee is next due to retire, at which point she or he shall retire but, with the exception of the Chairperson, she or he may be re-appointed to the same office for a further term, without limit to the number of consecutive terms she or he may serve in that office, provided that she or he continues to be a member of the Management Committee.
- 43 The appointment of any officer shall terminate if she or he ceases to be a member of the Management Committee for any reason or if she or he resigns from such office in writing to the Management Committee.
- 44 In the event that any office bearer resigns or ceases to hold office for any reason the Management Committee shall appoint another from among its number to replace her or him as soon as reasonably practicable.

DUTIES OF OFFICERS

- 45 The Chairperson shall be responsible for chairing meetings of the Management Committee and of general meetings of the Association. In her or his absence the Vice-chairperson or another office bearer shall chair such meetings.
- 46 The Treasurer shall be responsible, on behalf of the Management Committee for ensuring that financial records are kept, and accounts are prepared and financial reports given to the Management Committee and to general meetings of the Association in collaboration with the auditors or independent examiners of the Association.
- 47 The Secretary shall be responsible for keeping minutes of general meetings of the Association and of the Management Committee, for giving notice of meetings and for the administration of all matters relating to the admission of members and the appointment and retirement of members of the Management Committee.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- 48 The Management Committee shall meet not fewer than 6 (six) times each year. The Secretary shall give at least 7 (seven) days' notice of each meeting which shall include an agenda of the business to be transacted.
- 49 No business shall be transacted at any meeting of the Management Committee unless a quorum is present. A majority, for the time being, of the Management Committee shall comprise a quorum.
- 50 All business at meetings of the Management Committee shall be decided either by general agreement or by a majority vote. All members of the Management Committee shall have one vote, but if the votes are equal the Chairperson, or whoever is presiding over the meeting shall have a casting vote.
- 51 The Management Committee may, from time to time, make and alter any rules for the conduct of its meetings provided that no rule is made which is inconsistent with this constitution.

SUB-COMMITTEES

- 52 The Management Committee may set up any sub-committee for carrying out any task or duty on its behalf. The membership of any sub-committee shall be decided by the Management Committee provided that it shall include at least two members of the Management Committee. The Management Committee may, at any time, agree to amend or dissolve any sub-committee it has set up.
- 53 All acts and decisions made by any sub-committee shall be reported back fully and promptly to the Management Committee.

FINANCES AND ACCOUNTS

- 54 The income and property of the Association shall be used solely for the Purposes and for no other purpose and no member of the Association shall be entitled to receive any payment from the funds of the Association except as permitted by clause 40.
- 55 All of the funds of the Association shall be paid into a bank or building society account operated by the Management Committee in the name of the Association. All cheques drawn on the account shall be signed by at least 2 (two) signatories who are authorised by the Management Committee to do so.
- 56 The financial year of the Association shall run from 1 April of one year to 31 March of the following year.
- 57 The Association and the Management Committee shall comply with their statutory duties under the Charities and Trustee Investment (Scotland) Act 2005 with regard to:
- 57.1 the keeping of accounting records of the Association;
 - 57.2 the preparation and presentation to members of the Association of such statements of account, balance sheets and financial reports as are required;
 - 57.3 the appointment of auditors or independent examiners of the accounts;
 - 57.4 the making available to the public the most recent statement of accounts of the Association upon request;
 - 57.5 the transmission of the annual statement of accounts and the report of the auditor or independent examiner in good time to the Scottish Charity Regulator.

HERITABLE PROPERTY AND TRUSTEES

- 58 The Management Committee shall vest the title to all land, buildings and other heritable property held by or in trust for the Association and all investments held by or on behalf of the Association in the office bearers of the Association for the time being and their successors in office.

AMENDMENT OF THE CONSTITUTION

- 59 This constitution may be amended by a resolution passed by a majority of not less than two-thirds of the members present and voting at a properly convened general meeting of the Association. The notice calling the general meeting shall include notice of the resolution, setting out the terms of the amendment proposed.
- 60 No amendment may be made to clause 1 (the name of the Association) or clauses 3 and 4 (the Purposes) without first obtaining the consent of the Scottish Charity Regulator.
- 61 No amendment may be made to this constitution which would have the effect of making the Association cease to be a charity.
- 63 The Management Committee shall promptly send a copy of any amendment of this constitution to the Scottish Charity Regulator.

DISSOLUTION AND DISPOSAL OF ASSETS

- 64 Subject to clause 66 the Association may be dissolved by a resolution passed by a majority of not less than two-thirds of the members present and voting at a properly convened general meeting of the Association. The notice of the general meeting shall include notice of the proposed resolution.
- 65 In the event that a resolution to dissolve the Association is passed any assets remaining after the settlement of any proper debts and liabilities, including the return of those items advanced or on loan and the repayment of the balance of any unspent grant where this is an agreed condition of any donor (whether statutory or otherwise), shall not be distributed among the members of the Association but shall be given to other such charitable organisations or trusts having similar purposes to those of the Association.
- 66 No action to dissolve the Association shall be valid unless the Association has obtained the prior consent of the Scottish Charity Regulator.
- 67 The Management Committee shall send a statement of accounts for the final accounting period of the Association to the Scottish Charity Regulator. Thereafter the Association shall be declared dissolved.

This amended constitution was adopted at a general meeting of the members of Association held on 30th April 2017 and replaces in its entirety all earlier versions of the constitution.