

**CONSTITUTION
OF
PASA PUCHAH GUTHI, UK**

CONSTITUTION

Adopted on the 16th Day of August 2008

BACKGROUND

A meeting was held at Waterside Medical Centre, Tyler Road, Southall, UB2 4XQ on 01 July 2006 and an unanimous decision was taken to charity register Pasa Puchah Guthi UK within the period of the current Executive Committee 2006 – 2008. It was also agreed that the Pasa Puchah Guthi UK will remain totally free from political, religious as well as communal bias. Also a decision was taken to open the organisation for the members of the other communities who are interested in Newah culture.

PART 1

1 Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2 The Name

The name of the association is Pasa Puchah Guthi, UK (and in this document, hereafter, called PPG UK).

3 The Objects

PPG UK's objects (the Objects) are:

- (1) to preserve & promote Newah culture and tradition in arts, literature, music, dance, customs, rituals etc in the United Kingdom;
- (2) to develop linkages and liaise with other organizations both in Nepal and UK as well as other parts of the world which directly or indirectly support the preservation & promotion of Newah culture;
- (3) to provide emergency help to needy when necessary;
- (4) to gather information relevant to Newah community;
- (5) to enhance mutual understanding & foster good relationship among other communities of Nepal as well as British and the other International communities;
- (6) to collect, maintain and administer funds;
- (7) to provide, maintain such other services for the welfare of members as the Trustees deem desirable and practicable.

4 Application of the Income and Property

- (1) The income and property of PPG UK shall be applied solely towards the promotion of the Objects.
- (2) A Trustee or other officer may pay out of, or be reimbursed from, the property of PPG UK reasonable expenses properly incurred by him or her when acting on behalf of PPG UK.
- (3) None of the income or property of PPG UK may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of PPG UK. This does not prevent:

- (a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to PPG UK;
- (b) a Trustee or other officer from:
 - (i) buying goods or services from PPG UK upon the same terms as other members or members of the public;
 - (ii) receiving a benefit from PPG UK in the capacity of a beneficiary of PPG UK, provided that the Trustees comply with the provisions of sub clause (6) of this clause, or as a member of PPG UK and upon the same terms as other members;
- (c) the purchase of indemnity insurance for the Trustees or other officer against any liability that by virtue of any rule of law would otherwise attach to a trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to PPG UK but excluding:
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Trustee or other officer;
 - (iii) liabilities to PPG UK that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of PPG UK or in respect of which the person concerned did not care whether that conduct was in the best interests of PPG UK or not.
- (4) No Trustee or other officer may be paid or receive any other benefit for being a Trustee or other officer.
- (5) A Trustee or other officer may:
 - (a) sell goods, services or any interest in land to PPG UK;
 - (b) be employed by or receive any remuneration from PPG UK;
 - (c) receive any other financial benefit from PPG UK,if:
 - (d) he or she is not prevented from so doing by sub-clause (4) of this clause; and
 - (e) the benefit is permitted by sub-clause (3) of this clause; or
 - (f) the benefit is authorised by the Trustees or other officer in accordance with the conditions in sub-clause (6) of this clause.

- (6) (a) If it is proposed that a Trustee or other officer should receive a benefit from PPG UK that is not already permitted under sub-clause (3) of this clause, he or she must:
- (i) declare his or her interest in the proposal;
 - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - (iii) not be counted in determining whether the meeting is quorate;
 - (iv) not vote on the proposal.
- (b) In cases covered by sub-clause (5) of this clause, those Trustees or other officers who do not stand to receive the proposed benefit must be satisfied that it is in the interests of PPG UK to contract with or employ that Trustee or other officer rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees and other officers must balance the advantage of contracting with or employing a Trustee or other officer against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
- (c) The Trustees or other officers may only authorise a transaction falling within paragraphs 5(a) - (c) of this clause if the trustee body comprises a majority of Trustees who have not received any such benefit.
- (d) If the Trustees or other officers fail to follow this procedure, the resolution to confer a benefit upon the Trustee or other officer will be void and the Trustee or other officer must repay to PPG UK the value of any benefit received by the Trustee or other officer from PPG UK.
- (7) A Trustee or other officer must absent himself or herself from any discussions of the Trustees or other officers in which it is possible that a conflict will arise between his or her duty to act solely in the interests of PPG UK and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (8) In this Clause 4, "Trustee" shall include any person firm or company connected with the Trustee.

5 Dissolution

- (1) If the members resolve to dissolve PPG UK the Trustees and other officers will remain in office as charity trustees and other officers and be responsible for winding up the affairs of PPG UK in accordance with this clause.
- (2) The Trustees must collect in all the assets, including those managed by other officers of PPG UK and must pay or make provision for all the liabilities of PPG UK. In this circumstance all other officers of PPG UK must handover all assets and documents of PPG UK possessed and managed by them to the Trustees.

- (3) The Trustees must apply any remaining property or money:
 - (a) directly for the Objects;
 - (b) by transfer to any charity or charities for purposes the same as or similar to PPG UK;
 - (c) in such other manner as PPG UK Commissioners for England and Wales ("the Commission") may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve PPG UK specifying the manner in which the Trustees are to apply the remaining property or assets of PPG UK and the Trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of PPG UK be paid to or distributed among the members of PPG UK (except to a member that is itself a charity).
- (6) The Trustees must notify the Commission promptly that PPG UK has been dissolved. If the Trustees are obliged to send PPG UK's accounts to the Commission for the accounting period which ended before its dissolution, they must send to the Commission PPG UK's final accounts.

6 Amendments

- (1) Any provision contained in Part 1 of this constitution may be amended provided that:
 - (a) no amendment may be made that would have the effect of making PPG UK cease to be a charity at law;
 - (b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to PPG UK;
 - (c) no amendment may be made to clause 4 without the prior written consent of the Commission;
 - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution must be sent to the Commission within twenty one days of it being passed.

PART 2

7 Membership

- (1) Membership shall be open to individuals over eighteen or organisations who are approved by the Trustees or the Executive Committee, those interested in Newah Culture, who are in agreement with PPG UK's objectives and who are willing to abide by its rules. Members of other communities of Nepal as well as UK residents of any nationalities can become Members if they are interested in Newah and Newah culture.
- (2)
 - (a) The Trustees or the Executive Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
 - (b) The Trustees or the Executive Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The Trustees or the Executive Committee must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
 - (d) In cases of difference of opinion between the Trustees and the Executive Committee, the decisions of Trustees shall prevail.
- (3) Membership is not transferable to anyone else.
- (4) The Executive Committee must keep a register of names and addresses of the members which must be made available to any member upon request.
- (5) General Member
 - (a) An individual who obtained the membership of PPG UK in compliance with the above 7(1) to 7(4) paragraphs shall be known as General Member of PPG UK.
- (6) Corporate Member
 - (a) A membership obtained by an organisation as stated above in Para 7(1) shall be termed as a Corporate Member. The Corporate Member shall have equal rights and duties that of a General Member.
- (7) Life Member

- (a) Any body, approved to be a Member, can become a Life Member after paying the fee decided by the Trustees or the Executive Committee. A Life Member by default shall be also recognised as a Family Member.

(8) Family Member

- (a) Family Membership shall include spouse and children under 18. Upon the completion of 18 years, each of the children shall obtain separate Membership. Upon obtaining the Family Membership, each of the spouses shall have equal voting right, thus have two individual voting rights.

(9) Honorary Member

- (a) Honorary Membership can be awarded to a person or persons belonging to any community of the World, who have made either of material contribution for promotion of PPG UK, or contribution to the Newah culture, or prominent personalities who have achieved Honour for contributions in promotion of Newah ethnicity and culture,
- (b) Award of Honorary Membership will be decided by the Trustees.
- (c) Honorary Member will be a full fledged member, however, he or she can not become a Trustee or a member of the Executive Committee of PPG UK and can not take part in voting in any decision making.
- (d) An Honorary Member can become an Advisor or a Member of an Ad-hoc Committee, if he or she is requested so by the Trustees.

(10) Invitee Member

- (a) Any Person can become an Invitee Member upon the recommendation of two Members of PPG UK. However, the decision will be made by the Trustees or the Executive Committee.
- (b) Invitee Member will be a full fledged member, however, he or she can not become a Trustee or a member of the Executive Committee of PPG UK, and can not take part in voting in any decision making.
- (c) An Invitee Member can be nominated as a Member of an Ad-hoc Committee, if he or she is requested so by the Trustees or the Executive Committee.

- (11) Apart from the above mentioned memberships, Trustees may decide on provisions of any other types of membership as required by the circumstances.

8 Termination of Membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to PPG UK unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to PPG UK is not paid in full within six months of its falling due;
- (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of PPG UK that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of PPG UK) has been allowed to make representations to the meeting.

9 General meetings

- (1) PPG UK must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting should be held in each subsequent year and not more than fifteen months may elapse between successive general meetings.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The Trustees or the Executive Committee may call a special general meeting at any time.
- (5) The Trustees or the Executive Committee must call a special general meeting if requested to do so in writing by at least twenty members or one fourth of the membership, whichever is greater. The request must state the nature of the business that is to be discussed. If the Trustees or the Executive Committee fail to hold the meeting within twenty eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

10 Notice

- (1) The minimum period of notice required to hold any general meeting of PPG UK is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members, to the Trustees and other officers.

11 Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is;
 - 20 members entitled to vote upon the business to be conducted at the meeting; or
 - one third of the total membership at the time,

whichever is lesser.

- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Trustees or the Executive Committee shall determine.

- (5) The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
- (6) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

12 Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (4) If no Trustee is present the Executive Committee President or a person delegated by the Executive Committee shall chair the meeting.

13 Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

14 Votes

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.
- (3) The Chair of the meeting can exercise an additional casting vote in case of votes are divided equal.

15 Representatives of Other Bodies

- (1) Any organisation that is a member of PPG UK may nominate any person to act as its representative at any meeting of PPG UK.

- (2) The organisation must give written notice to PPG UK of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by PPG UK. The nominee may continue to represent the organisation until written notice to the contrary is received by PPG UK.
- (3) Any notice given to PPG UK will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. PPG UK shall not be required to consider whether the nominee has been properly appointed by the organisation.

16 Officers and Trustees

- (1) A two tier system shall be adopted. According to the constitution The Members of PPG UK shall elect Trustees for overall responsibility of the PPG UK and its property; and an Executive Committee for day to day management and administration.
 - a. Trustees shall have the overall responsibility of managing and administering PPG UK and its property. Trustees will formulate strategy and provide guidelines to the Executive Committee. Trustees shall monitor the activities of the Executive Committee, and advise as deemed relevant. In case of unsatisfactory performance by the Executive Committee or due to an unavoidable circumstance as determined by the Trustees, the Trustees can takeover partly or fully the responsibilities and activities run by the Executive Committee. The Trustees can continue running the activities to a maximum of six months, by which a new Executive Committee shall be formed. The Members of PPG UK shall elect following Officers among the Trustees according to this constitution:
 - A Chairman
 - A Member Secretary
 - Members

The Officers and Members are together called “the Trustees”. The Trustees shall be responsible to the General Body comprised of the Members of PPG UK.

- b. For day to day management and administration an Executive Committee shall be elected in accordance with this constitution. The Executive Committee shall manage and administer PPG UK and its property according to the strategy and guidelines provided by the Trustees. The Executive Committee shall be fully responsible to the Trustees and the General Body of PPG UK.

The Executive Committee of PPG UK shall have the following Officers:

- A President,

- Two Vice-Presidents,
- A General Secretary
- A Joint Secretary
- A Treasurer
- A Co-Treasurer
- Immediate Past President
- Immediate Past Vice Presidents
- Two Executive Members

The Trustees may add more officers in the Executive Committee, if deemed required.

- c. As far as reasonably practicable, a Trustee to be elected as Chairman of PPG UK, and members to be elected as the President and Vice-Presidents of the Executive Committee shall have some ability to converse in Nepal Bhasha language.
 - d. For the purpose of establishing and maintaining direct communication and link between the Trustees and the Executive Committee, the President, the General Secretary and the Treasurer of the Executive Committee shall be considered Members of Trustees during their tenure in the Executive Committee, and such Members shall be fully responsible to the originally elected Trustees.
- (2) Trustee and other officers must be a member of PPG UK or the nominated representative of an organisation that is a member of PPG UK.
 - (3) No one may be appointed a Trustee or other officer if he or she would be disqualified from acting under the provisions of Clause 19.
 - (4) The number of Trustees shall be not less than three but (unless otherwise determined by a resolution of PPG UK in general meeting) shall not be subject to any maximum.
 - (5) The first Trustees shall be those persons elected as Trustees at the meeting at which this constitution is adopted.
 - (6) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.
 - (7) The Executive Committee shall nominate up to two Advisors, of which one advisor shall be from among the Founder Member of PPG UK as far as reasonably practicable.
 - (8) PPG UK may open its branches in different parts of the United Kingdom after obtaining the approval from the Trustees. However, a minimum of twenty-five members will be deemed required to open a branch. Each Branch shall send one official representative to attend the General Meeting of PPG UK, and the representative shall exercise his/her equal voting right when necessary. The Members of each branch shall elect

an Executive Committee each according to this constitution. The Branch Executive Committees shall be fully responsible to the Trustees of PPG UK and their respective General Body. This Constitution shall be equally applicable for all PPG UK branches.

17 The Appointment of Trustees and Executive Committee

- (1) PPG UK in general meeting shall elect the Officers and the other Trustees, and the period of their Term will be Four years. PPG UK in General Meeting shall also elect the Executive Committee. The term of the Executive Committee will be Two years. The same person can not run in the same post for more than two terms in the Executive Committee. However, such limitation shall not be applicable in case of the Trustees, and he/she can be elected as many times as necessary.
- (2) The Trustees may appoint any person who is willing to act as a Trustee. Subject to paragraph 5(b) of this clause, they may also appoint Trustees to act as officers.
- (3) Each of the Trustees and the Executive Committee shall retire with effect from the conclusion of the annual general meeting in the concluding year of his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected a Trustee or an Officer at any annual general meeting unless prior to the meeting PPG UK is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Trustee or as an officer;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5)
 - (a) The appointment of a Trustee, whether by PPG UK in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees.
 - (b) The Trustees may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

18 Powers of Trustees

- (1) The Trustees must manage the business of PPG UK and they have the following powers in order to further the Objects (but not for any other purpose):

- (a) to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to PPG UK. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
 - (d) to borrow money and to charge the whole or any part of the property belonging to PPG UK as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (j) to obtain and pay for such goods and services as are necessary for carrying out the work of PPG UK;
 - (k) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - (l) to do all such other lawful things as are necessary for the achievement of the Objects;
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- (4) The Trustees shall formulate strategy for management and administration of PPG UK and its properties, provide guidance and delegate responsibilities and authorities to the Executive Committee to run day to day operation, management, and administration of PPG UK.

- (5) The Trustees if deemed required for betterment of PPG UK can dissolve the Executive Committee and take over the entire activities of the Executive Committee. However, new Executive Committee shall be elected according to this constitution within six months of period and the Trustees will delegate the responsibilities of day to day operation to the new Executive Committee. The same will be equally applicable in case of other PPG UK Branches.

19 Disqualification and Removal of Trustees

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

- (1) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of PPG UK;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a Trustee by notice to PPG UK (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

20 Proceedings of Trustees

- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any Trustee may call a meeting of the Trustees.
- (3) The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be three or the number nearest to half of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees. In case of the quorum for Executive Committee meetings, attendance shall be more than 50% (half) of the total persons in the Executive Committee.

- (8) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- (9) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the Trustees and Annual General Meetings.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.
- (13) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

21 Delegation

- (1) The Trustees may delegate any of their powers or functions to the Executive Committee, but the terms of any such delegation must be recorded in the minute book.
- (2) The Trustees may impose conditions when delegating, including the conditions that:
 - the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - no expenditure may be incurred on behalf of PPG UK except in accordance with a budget previously agreed with the Trustees.
- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

22 Irregularities in Proceedings

(1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if, without:

- the vote of that Trustee; and
- that Trustee being counted in the quorum,

the decision has been made by a majority of the Trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.

(3) No resolution or act of:

- (a) the Trustees;
- (b) any committee of the Trustees;
- (c) PPG UK in general meeting,

shall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of PPG UK.

23 Minutes

The Trustees and the executive Committee must keep minutes of all:

- (1) appointments of Officers and Trustees;
- (2) proceedings at meetings of PPG UK;
- (3) meetings of the Trustees and committees including:
 - the names of the persons present at the meeting;

- the decisions made at the meetings; and
- where appropriate the reasons for the decisions.

24 Annual Report and Return and Accounts

- (1) The Trustees and the Executive Committee must comply with their obligations under the Charities Act 1993 with regard to:
 - (a) the keeping of accounting records for PPG UK;
 - (b) the preparation of annual statements of account for PPG UK;
 - (c) the transmission of the statements of account to PPG UK;
 - (d) the preparation of an annual report and its transmission to the Commission;
 - (e) the preparation of an annual return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

25 Registered particulars

The Trustees must notify the Commission promptly of any changes to PPG UK's entry on the Central Register of Charities.

26 Property

- (1) The Trustees must ensure the title to:
 - (a) all land held by or in trust for PPG UK that is not vested in the Official Custodian of Charities; and
 - (b) all investments held by or on behalf of PPG UK,is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of PPG UK.
- (3) The Trustees may remove the holding trustees at any time.

27 Repair and insurance

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of PPG UK (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

28 Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) PPG UK may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with PPG UK or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from PPG UK.
- (4) A member present in person at any meeting of PPG UK shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that a notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.
 - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

29 Rules

- (1) The Trustees may from time to time make rules or bye-laws for the conduct of their business.

- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of PPG UK (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of PPG UK in relation to one another, and to PPG UK's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of PPG UK's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by this constitution;
 - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of PPG UK to be kept in electronic form and require a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) PPG UK in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of PPG UK.
- (5) The rules or bye-laws shall be binding on all members of PPG UK. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

Signatures

Signed by:

1. Mr Arjun Pradhan, Chairman, the Trustee, PPG UK
2. Mr Amrit Sthapit, Member, the Trustee, PPG UK
3. Mr Shashi Manandhar, Member, the Trustee, PPG UK
4. Mr Rameshwor Dongol, Member, the Trustee, PPG UK