



1
**The Constitution
Of
GOLAPGANJ HELPING HANDS UK
(GHH UK)**

1. Name of Charity

The name of the Charitable Incorporated Organisation is Golapganj Helping Hands UK (hereinafter referred to as " Association").

2.1 Locations of Principle Administrative Office

The registered office of the Association shall be situated in London, United Kingdom.

2.2 Working Area of the Organisation

The working areas for the Association shall be in the United Kingdom and Bangladesh.

3. AIM and Objectives

The Objects of the Charity are to promote the following charitable purposes for the benefit of the public and in particular for the benefit of the inhabitants of Golapganj Upazila and for the benefit of those members of Bangladeshi community in the UK who are of Golapganj origin or descent:

- (a) The prevention or the relief of poverty or financial hardship of individuals who are in conditions of poverty, sickness and distress in such ways as the Association through its Executive Committee may from time to time decide which may include the provision of grants or loans and other kinds of assistance in the provision of education, training, housing, healthcare and including the provision of advice and information designed to enable individuals to find employment or to generate a sustainable income and be self-sufficient;
- (b) The advancement of Bengali arts, culture and heritage in the UK by providing or assisting in the provision of instruction and the opportunity for young people of Bangladeshi origin or descent to converse in Bengali language, including providing for observance of Bengali customs, festivals and ceremonies for public benefit;
- (c) The provision or assistance in the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disability, financial hardship or social circumstances with the object of improving their conditions of life; and
- (d) Furtherance of such other charitable purposes as the Association through its Executive Committee may from time to time decide.

4. Powers

The Association has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, Association's powers include power to:

- (a) Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The ASSOCIATION must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (b) Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) Sell, lease or otherwise dispose of all or any part of the property belonging to the ASSOCIATION. In exercising this power, the ASSOCIATION must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (d) Employ and remunerate such staff as are necessary for carrying out the work of the ASSOCIATION. The ASSOCIATION may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- (e) Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the ASSOCIATION to be held in the name of a nominee, 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;



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- (f) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions, donations and otherwise provided that the Charity shall not undertake permanent trading activities in raising funds for the said objects;
- (g) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in the UK or overseas;
- (h) Establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (i) Acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects; and
- (j) Make by-laws for proper governance and management of the organisation.
- (k) Distribute funds and to assist in the provision of grants to community organisations in the area of benefit;
- (l) Co-operate and collaborate with voluntary bodies and statutory authorities operating in similar fields and exchange information and advice;
- (m) Arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure time activities;
- (n) Write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objects, and to issue or circulate the same whether for payment or otherwise;
- (o) Do all such other lawful things as shall further the charitable objects of the Association

5. Income and Property

- (a) The income and property of the Association must be applied solely towards the promotion of the objects.
- (b) A charity trustee is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association.
- (c) A charity trustee may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (d) The Association may not give any of its money or property to its members or the executive committee. The only time it can do this is when it pays for work that a trustee has done for the Association. The payment must be a reasonable amount for the work that has been done.
- (e) The executive committee or a member of the Association can only get money back from the organisation for expenses that she or he has paid for or on behalf of the Association and for which authorisation has been granted.
- (f) The executive committee or members of the Association do not have rights over things that belong to the organisation.
- (g) Subject to provisions of sub-clause (b) of this clause, the Committee shall cause the title to:
 - (1) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charity; and
 - (2) all investment held by or on behalf of the Charity; to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by the EC at their pleasure and shall act only in accordance with lawful directions of the EC, the holding trustees shall not be liable for acts and defaults of its members.
- (h) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the EC may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroker company which is member of the International Stock Exchange (or any subsidiary of any such stockbroker company) as nominee for the EC and may pay such a nominee reasonable and proper remuneration for acting as such.
- (i) The EC may remove the holding trustees at any time.



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6. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared; and
- (b) Absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Organisation and any personal interest (including but not limited to any financial interest).
- (c) Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

7. Execution of documents

- a) There must be one logo for the charity and every member of the charity must keep the original colour, shape and background of the logo. All documents related to the charity shall have the logo on it
- (b) A document is validly executed by signature if it is signed by at least two of the charity trustees and by affixing its seal.

8. Liability of Members

- (a) If the charity is dissolved, the members of the charity have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.
- (b) No member of the Executive Committee shall be liable by reason of any mistake or omission made in good faith by any member of the Executive Committee other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

9. Membership of the Organisation

- (a) The membership of the Charity shall be open to any individual aged 18 years or over who has a connection with Golapganj Upazila of Sylhet district in Bangladesh through birth, descent or domicile and is interested in furthering the works of the Charity and has paid the appropriate sum of subscription as laid down from time to time by the General Meeting hereinafter mentioned and accepts the duty of members set out in sub-clause (b) of this clause.
- (b) Duty of members: It is the duty of each member of the organisation to exercise his or her powers as a member of the organisation in the way he or she decides in good faith would be most likely to further the purposes of the charity.
- (c) Any person wishing to be become a member of the Charity shall complete the appropriate form which shall be submitted to the Executive Committee for acceptance or otherwise.
- (d) The Executive Committee shall have the right to approve or reject application for membership.
- (e) Every member upon being admitted shall be deemed to agree to abide by the Constitution. If a member fails to abide by the Constitution the Executive Committee may suspend his/her membership at any time.
- (f) All members have the right to vote at General Meetings.
- (g) The membership shall be for life and not transferable to anyone else.
- (h) Membership subscription shall be non-refundable.
- (i) Anyone who has no connection with Golapganj Upazila can become an Associate Member. Such associate member shall not have any voting rights.

10. Termination of Membership

Membership of the charity comes to an end if:



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- (a) The member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist.
- (b) The member sends a notice of resignation to the charity trustees;
- (c) Failure to uphold the Constitution may result in immediate suspension from membership.
- (d) Any member can be removed from membership by a resolution of the Executive committee that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (i) The member has been given at least twenty-one days' notice in writing of the meeting of the Executive committee at which the resolution will be proposed and the reasons why it is to be proposed;
 - (ii) The member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

11. Annual General Meetings (AGM).

- (a) The Annual General Meeting of the Charity shall be held in each year at such time (not being more than fifteen months after the holding of the preceding Annual General Meeting) and place as the EC shall determine. At least 21 days' notice shall be given in writing by the General Secretary to each member.
- (b) The EC shall present reports and accounts for the preceding year at the Annual General meetings.
- (c) All general meetings other than Annual General Meetings shall be called Special General Meetings.
- (d) The EC may call a special general meeting at any time in accordance with clause (12)
- (e) The Executive committee must within 21 days of receiving a written request so to do from at least 10% of the members of the Association and giving reasons for the request, call a Special General Meeting of the Association.

12 Notices of Meetings

- (a) The secretary of the executive committee, or as the case may be a authorised person of the said executive committee must give at least 21 clear days' notice of any general meeting to all of the members.
- (b) Notices for all meetings provided for in this constitution must be given to relevant members in writing, either in person, sending it by post in a prepaid envelope , or that an electronic form of notice; to the address or other similar particulars provided by the members.
- (c) The notices for all meetings must indicate the reasons for the meeting and the matters that will be discussed in the meeting.
- (d) 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.
- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Association.

13. Quorums

- (a) General Meeting: The quorum at any General Meeting of the Charity shall be one-tenth of the eligible members who are entitled to attend and vote at such meetings or such other number as the Charity may in General Meeting from time to time decide.
- (b) EC Meetings: The quorum for any EC meeting shall be one third of the total membership of the EC.
- (c) However, for the purpose of considering changes to this constitution, or the dissolution of the organisation, then a two thirds ($\frac{2}{3}$) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken.
- (d) All meetings of the organisation must reach a quorum before they can start.
- (e) If, however a quorum is not present within thirty minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date, within fourteen days thereafter.



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(f) If no quorum is present at the reconvened meeting within thirty minutes of the appointed time, the members present shall be regarded to make up a quorum for that meeting and the meeting will continue as if a quorum is present.

14. Honorary Charity Trustee

(1) Eligibility for trusteeship

(a) Every charity trustee must be a natural person.

(b) No one may be appointed as a charity trustee; if he or she would automatically cease to hold office under the provisions of clause [16(a)(vi)].

(c) A person cannot act as a trustee if;

- He/she has an unspent conviction for an offence involving dishonesty or fraud.
- Is bankrupt or has entered into a formal arrangement with a creditor.
- Has been removed as a company director or charity trustee/ member because of wrongdoing

(d) Any individual serving the Executive Committee of any other similar Golapganj Upozila based organisation will not be eligible for any presidential or secretarial post of the EC election. Existing EC members cannot stand for any presidential or secretarial post for in any other similar organisation's election . If they wish to do so, they must resign from the committee.

(e) No-one who has been a member of the Charity for less than one year shall be eligible to stand for election to the EC

(f) Any Individual who wants to stand for a signatory must provide Basic Discloser as well as their proof of immigration status to the election commission.

(g) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(2) Executive committee

(a) The policy and general management of the affairs of the Charity shall be executed by an Executive Committee (hereinafter referred to as "EC") whose total membership shall consist of not less than 15 members or more than 36 members, being the honorary officers (Chair, General Secretary and Treasurer) as specified in the preceding clause and a minimum of twelve EC members elected by the members of the Charity at the General Meeting.

(b) At the first Annual General Meeting and thereafter at every second Annual General Meeting the members of the Charity shall elect a Chairperson, a General Secretary, a Treasurer and such other honorary officers as the Charity may from time to time decide.

(c) The honorary officers of the Charity shall hold office for a term of two years but shall be eligible for re-election PROVIDED THAT the posts for the Chairperson, General Secretary and Treasurer shall rotate among all Union Parishads specified in clause 17(c) hereinafter so as to ensure a balanced geographical representation in the Executive Committee, the method of which shall be decided from time to time by the Charity.

(d) All members of the EC (including honorary officers) shall be the Charity trustees.

(e) Subject to clause 5(b) above, all honorary officers and EC members shall retire from the office together at the end of the every second Annual General Meeting but they may be re-elected.

(f) The first members of the EC (including honorary officers) shall be those persons elected at the meeting at which this constitution is adopted.

(i) The EC shall meet not less than three times a year.



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(j) The EC shall have the power to co-opt persons from general members of the Charity to serve on the EC who shall have voting rights in EC proceedings. The number of the co-opted members shall not exceed one-third of the total membership of the EC.

(k) The EC may appoint a panel of not more than 11 members as Advisors for the benefit of the Charity for same term as their own office. Advisors will normally advise the EC or help the Charity as and when necessary.

(l) The EC may appoint such special or sub-committee as may be deemed necessary by the EC and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or sub-committees shall be reported back to the EC as soon as possible.

(m) The Chairperson and the General Secretary shall be ex-offi Association members of the Charity, the said Executive Committee and of any other committee

(n) The EC may fill any causal vacancy occurring in the offices of the honorary officers elected by the Charity and may subject to any conditions imposed by the Charity, appoint any other honorary officers but all such appointments shall be subject to confirmation by the Charity at its next General Meeting.

15 . Composition and distribution of the post of the Executive Committee:

(a) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the Association and may for that purpose exercise all the powers of the Association. It is the duty of each charity trustee:

(1) to exercise his or her powers and to perform his or her functions as a trustee of the Association in the way he or she decides in good faith would be most likely to further the purposes of the Association; and

(2) To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

(i) Any special knowledge or experience that he or she has or holds himself or herself out as having; and

(ii) If he or she acts as a charity trustee of the Association in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(3) President (1 post) - The President must ensure that an agenda is planned for each board meeting and preside over meetings of the EC and annual meetings. The president will be primary spokesperson for the organisation.

(4) Vice President (4 posts) - Will preside over the committee in the absence of the president and also carry out the function as president in his/her absence having appointed amongst themselves a lead for a specific task

(5) Secretary (1 post) -The Secretary must keep records of the minutes of the meeting and of all policies approved by the board. Maintain a calendar of corporate events, including the date of the annual meeting and budget approval dates

(6) Assistant Secretary (1 post) - The assistant secretary shall assist the general secretary in his/her various duties to the association. In the absence of the general secretary the assistant secretary will perform all the duties of the general secretary

(7) Treasurer (1 post) - Shall be responsible for all financial affairs of the association including fund raising and will report to executive committee meetings, AGM, and emergency general meeting and be responsible for keeping a day to day financial account of the association. Financial account must be submitted to the AGM for approval.

(8)Assistant Treasurer (1 post) - Shall assist the Treasurer in all financial matters of the Association and act at the Treasurer's absence

(9) Organising Secretary (1 post) - The organising secretary will lead on organising major events and informing members of activities and news. He/she will act to establish mutual understanding and sincere co-operation amongst the members of the community. He/she will perform his/her duties in co-operation with the President and the General Secretary;



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(10) Assistant Organising Secretary (1 post)- Shall assist the Organising Secretary on organising events and act at the organising secretary's absence

(11) Press & Publicity Secretary (1 post) - Will maintain press and publicity affairs of the association and work with the co-operation of the President and General Secretary;

(12) Cultural and Educational Secretary (1 post) - Will promote and manage all religious, cultural and educational functions and work with the Organising Secretary and General Secretary to arrange events;

(13) Sports Secretary (1 post) - shall organize and supervise sports activities of the Association, coordinate sports programs of the Association, and head sports related committee if necessary;

(14) Membership Secretary (1 post) is responsible for maintaining and administering membership database of all members and withdrawal of members. They are also to organise and promote various ways of increasing membership numbers

(15) Assistant Membership Secretary (1 post) – will help Membership Secretary to maintain membership database and act at Membership secretary's absence.

(16) Executive Committee Member (11 posts) – Shall attend all Committee meetings and participate in all decision making.

(b) Distribution of the posts in the EC among the Union Parishads:

To ensure equitable geographical distribution of the posts among the Union Councils/ Municipality (hereinafter called Union Parishads or "UP"), all posts in the EC specified in the clause above shall be elected biennially by the members of the Charity in following order:

Distribution of posts among the Union	Total allocation of Parishads (UPs) posts per UP
Chairperson + 2 EC Members	3
Vice Chair + Joint Secretary	2
Vice Chair + Joint Treasurer	2
Vice Chair + Joint Organising Secretary	2
Vice Chair + Joint Membership Secretary	2
General Secretary + 2 EC Members	3
Treasurer + 2 EC Members	3
Organising Secretary + 1 EC Member	2
Membership Secretary + EC Member	2
Education Secretary + EC Member	2
Press & Publicity Secretary + 1 EC Member	2
Sports Secretary + 1 EC Member	2
Total posts	27

(C). Method of allocation of posts in the EC:



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(1) Upon the conclusion of the election of the EC, the Election Commissioner(s) so appointed by the EC hereinafter mentioned shall allocate posts by lottery at the corresponding Biennial General Meeting (BGM) in accordance with the preceding clause to each UPs which shall become due for elections after two years.

(2) The posts of the Chairperson, General Secretary and Treasurer shall rotate among all UPs to ensure geographical balance in the overall representation in the EC of the Charity. Therefore, no UPs which once held any of these posts shall be eligible to be included in the said lottery for the allocation of the same post for election until the remaining UPs have had a chance to serve on these respective posts.

(3) If any UP decides that they do not want to participate or steps out from participating in the election for any of the posts in the EC for the next term, such vacant posts shall be filled up by other honorary officers and EC members after their election as under, and any person so appointed to fill such vacancies shall hold office until the conclusion of the next election of the EC:

(4) The post of Chairperson shall be filled by a Vice Chair who secured highest votes in the election

(5) The post of the General Secretary shall be filled by the Assistant General Secretary.

(6) The post of the Treasurer shall be filled by the Assistant Treasurer.

(7) The post of any other honorary officers which either becomes vacant as a result of taking up another post as stated above or remains unelected shall be filled by EC Members following their election.

(8) Any post of EC members which becomes vacant as a result of taking up another post shall remain vacant. However, the EC may use their discretion to co-opt members on to the EC as per the provision in the Constitution of the Charity.

16. Appointment of Election commissioner(s) and their duties

(a) At least 90 days before the corresponding General Meeting at which the election of Executive Committee due, the EC may appoint up to three (3) independent persons as Election Commissioners to conduct the Election. The role of the commission is solely to manage election matters.

(b) The election commission is an independent body responsible for administration of election process. Election commission must publish election schedule at least 60 days prior to election. This notice must contain details of the known vacancies, the requirement for nomination and the closing date for nominations. The common election date is 1st Sunday in every 2nd year.

(c) Immediately upon the completion of the election of the EC and the Election Commissioner(s) shall conduct the lottery at the same BGM to allocate posts to each UP's for election for the next term and thereafter their appointment as Election Commissioner(s) shall relinquish automatically

(d) The EC shall provide all necessary logistic support to Election Commissioners(s) to conduct elections smoothly.

(e) An Election commissioner shall be removed from office if a resolution to remove that commission is proposed at an general meeting of the members called for that purpose and properly convened and the resolution is passed by two third majority of votes cast at the meeting..

(f) If the Chief Election commissioner is absent or unable to act, an Election commissioner may exercise any of the powers and perform any of the duties of the Returning Officer. If the Chief Election commissioner resigns, the Election commissioner will assume the duties of the chief Election commissioner.

17. Election Rules

(a) Nominations from members of the Charity from their respective Union Parishads for either honorary officers or members of the EC must be submitted in the prescribed form by both person nominated and seconded by one bona fide member and must be in the hands of the Election Commissioner(s) so appointed by the EC as mentioned in the preceding clause at least 30 days' before the corresponding General Meeting

(c) No one shall be eligible to stand for the election as an EC Member or as an Honorary Officer unless his/her nomination comes from their own UP/Municipality.



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- (d) The Election Commission will, on request, provide any prospective candidate with a nomination paper for completion.
- (e) Members of Election Commission are not permitted to subscribe the nomination paper of a candidate standing for election.
- (f) Candidates are required to submit their formal nomination paper by the proposed date to the Election Commission.
- (g) Any candidate may withdraw his/her candidature accordingly to specified time limitations as set by the commission.
- (h) The Election Commission will check the eligibility of all candidates to serve as trustee and undertake such enquiries as it deems necessary to decide who should be supported at the election.
- (i) In the event that the election commission finds a candidate does not meet the eligibility criteria set out at clause 14 (2) they will be disqualified for the election.
- (j) The election commission will arrange a list of all nominated candidates and check their validity, together with the name of proposer and supporter not less than 21 days before the election. Names of candidates will be listed alphabetically.
- (k) In case of insufficient nominations for the honorary officers or EC members from any UP, such posts shall be filled as per clause 15(c).
- (L) In the event that there is no more than one candidate to fill a vacancy, the candidate will be declared elected unopposed at BGM.
- (M) Should nominations exceed vacancies, election shall be by ballot.
- (N) A contested election will be conducted by secret ballot by a member of the charity.
- (O) In the event there is more than one vacancy in any office then seniority of the position will be according to number of votes achieved. However, contested candidates shall receive seniority over all uncontested candidates for that particular office. In the event that there is equity of votes between candidates for any vacancy Election Commission will determine the successful candidates by the drawing of lots.
- (P) Whether contested or not, the result of the election will be declared at the BGM by the Election commissioner.
- (Q) The proceedings of the Executive Committee shall not be invalidated by any failure to elect or any defect in the election, co-option or qualification of any member

18. Retirement and removal of charity trustees

- (a) A charity trustee ceases to hold office if he or she:
 - (i) retires by notifying the ASSOCIATION in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (ii) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - (iii) Dies;
 - (iv) In the written opinion, given to the ASSOCIATION, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - (v) Is removed by the members of the ASSOCIATION in accordance with sub-clause (ii) of this clause;] or
 - (vi) Is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (b) Executive committee may call a vote of no confidence against a trustee. If a vote of no confidence is passed by two thirds of the total membership of the executive committee, the person in question is bound to vacate the office.



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(c) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at an General meeting of the members called for that purpose and properly convened and the resolution is passed by two third majority of votes cast at the meeting.

(d) A resolution to remove a charity trustee in accordance with sub clause (C) of this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Charity.

19. Procedures at Meetings

The Executive committee may regulate its meetings and proceedings as it deems fit, subject to the following:

(a) That the Chairperson shall chair all meetings of the organisation, including that of the board.

(b) If the chairman is unwilling to chair the meeting, or if the respected chair in question, or is not present within twenty minutes of the time at which a meeting was due to start—

(c) The vice chair present, or

(d) if no vice chairs are present the meeting must appoint a member of the EC to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(c) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

20. Making Decisions in Meetings

(a) The decisions of the organisations shall be made by showing hands or votes.

(b) All votes shall be counted and the majority votes on issues shall be regarded as the decision of the meeting

(c) However, if opposing votes are equal on an issue, then the chairperson in that meeting has either a second or a deciding vote.

21. Particular Decisions

(a) Any decision to remove a trustee must be taken in accordance with clause [18]

(b) Any decision to amend this constitution must be taken in accordance with clause [27] of this constitution (Amendment of Constitution).

(c) Any decision to wind up or dissolve the charity must be taken in accordance with clause [28] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the charity to one or more other charity must be taken in accordance with the provisions of the Charities Act 2011

22. Records of Meetings

(a) Proper minutes and attendance records must be kept for all meetings of the organisation.

(b) The minutes shall be confirmed as a true record of proceedings by the next meeting of the board, or of general members as the case may be, and shall thereafter be signed by the chairperson.

(c) Minutes shall thereafter be kept safely and always be on hand for members to consult.

23. Committee Handover

A handover is required whenever current committee members who are being replaced by new committee members after annual elections or as a result of a resignation.

a) The handover process to new committees should not exceed more than thirty days.



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b) The outgoing committee must set-up a handover process meeting as soon as possible to avoid delays. Disregarding sub clause (a) of this clause may lead to disciplinary action.

c) The objective of a “Hand-Over Meeting” is to ease the transfer of functions of President, Secretary and Treasurer and to pass all the documentation such as logo, accounts, company Executive committeehip e.t.c (on paper and on electronic format) relevant to those positions.

24. Finances and Reports

(a) The fund of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the EC in the name of the Charity at such bank in the United Kingdom as the EC shall from time to time decide. The EC shall authorise in writing the Treasurer, General Secretary and Chairperson of the Charity to sign cheques on behalf the Charity. All cheques must be signed by not less than two of the three authorised signatories.

(b) The fund belonging to the Charity shall be applied to further the objects of the Charity and for no other purposes PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Charity or the repayment to members of the EC or of any committee of reasonable out-of-pocket expenses.

(c) The Treasurer shall keep proper accounts of the finances of the Charity.

(d) The accounts shall be examined or audited at least once a year by the auditor or examiner appointed at the Annual General Meetings to the extent required by legislation or, if there is no such requirement, scrutinised by a person who is independent of the EC.

(e) The Charity may operate additional bank account in Bangladesh for the purpose of the delivery of services to its beneficiaries and investment.

25. Rules/By-laws

The EC shall have power to adopt and issue rules or bye-laws for the Charity. Such rules or bye-laws shall come in operation immediately PROVIDED THAT they shall be subject to review by the Charity in General Meeting and shall not be inconsistent with the provisions of this Constitution.

26. Disputes

a) In the event of any dispute arising among the members, the Advisors may act as arbitrators upon the request from the EC. In the event of no appointed advisory committee then the executive committee will nominate five neutral respected persons within the charity to solve the disputes and both party's shall respect their decision.

b) If a dispute cannot be resolved by the charity, the parties involved in the dispute must first try in good faith to settle the dispute via internal or external mediation before resorting to litigation.

27. Amendment of Constitution

(a) Any proposal to alter this constitution must be delivered in writing to the Secretary of the ASSOCIATION not less than 21 days before the date of the meeting at which it is first to be considered. Any alteration will require the approval of both:

- A simple majority of members of the Executive Committee present and voting at an Executive Committee meeting.
- A two thirds majority of members with power to vote present and voting at a General Meeting

(b) Any alteration of clause 1, clause 3 (Objects), clause 5(g), clause 5(h), clause (23), clause [26] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Organisation or persons connected with them, requires the prior written consent of the Charity Commission. No amendment may be made which shall alter the geographical representative character of the EC of the Charity

(c) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(d) No amendment may be made which shall alter the geographical representative character of the EC of the charity.



Appendix A: The Constitution of Golapganj Helping Hands UK

(e) A copy of any resolution altering the constitution, together with a copy of the Organisation constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

28. Voluntary Winding-up or Dissolution

a) If the EC by a simple majority decide at any time on ground of expenses or otherwise it is necessary or advisable to dissolve the Charity, it shall call a meeting of all members of the Charity who have power to vote, of which meeting not less than 21 days' notice (stating the terms of the resolution to be

Propositioned thereat) shall be given. The organisation may dissolve or close down if at least two thirds ($\frac{2}{3}$) of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.

b) When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organisation. It should be given in some way to another non-profit organisation that has similar objectives. The organisation's general meeting can decide what organisation this should be.

(c) The charity must observe the requirements of the Dissolution Regulations in applying to the EC for the charity to be removed from the Register of Charities, and in particular:

The charity trustees must send with their application to the Commission:

- A copy of the resolution passed by the members of the charity;
- A declaration by the charity trustees that any debts and other liabilities of the charity have been settled or otherwise provided for in full.
- A statement by the charity trustees setting out the way in which any property of the charity has been or is to be applied prior to its dissolution in accordance with this constitution.
- The charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the charity, and to any charity trustee of the charity who was not privy to the application.

(d) If the charity is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

29. Interpretation:

(a) The words "Union Parishad" mean Union Councils in Bangladesh which are the administrative local government units comprising of several villages or wards.

(b) The word "Upazila" means a sub district in Bangladesh. The Upazilas are the administrative units comprising of several Union Parishads.

(c) Golapganj Upazila consists of the following eleven Union Parishads and one Municipality as marked in the attached map of Golapganj Upazila: (1) Bagha (2) Golapganj (3) Fulbari (4) Lakshmpipasha (5) Amura (6) Dhakadakshin (7) Lakshanaband (8) Badeshwar (9) Budbari Bazar (10) Badepasha (11) Sharifganj (12) Golapganj Municipality

(d) The relevant legislation shall apply for the interpretation of the Constitution as it applies in the interpretation of an Act of Parliament.

This Constitution was adopted 2012 at the meeting of the Charity on 25th November 2012

: NAMES AND ADDRESSES OF SUBSCRIBERS TO THE CONSTITUTION:

NAME AND ADDRESS

POSITION

SIGNATURE



Appendix A: The Constitution of Golapganj Helping Hands UK

S AYED AHED SHAD 29 Fenton Street London E1 2NE	chairperson
MD TAJUL ISLAM 75 Phoenix Court Mast House Terrace London E14 3RF	General Secretary
MD SALIM AHMED 38 Braodhurst House Joseph Street London E3 4HY T	Treasurer

This Constitution was last updated at the Biennial meeting of the Charity on 7th April 2019

NAME AND ADDRESS SIGNATURE	POSITION
Belal Hussain	chairperson
Md sabbir Ahmed	General Secretary
Abdus Samad	Treasurer