

CONSTITUTION

adopted on the 30th May 2006

amended on 23rd July 2017

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 association's name is '**Hindu Cultural Association (Wales)**' (and in this document it is called the 'Association' or 'Charity'). The Trustees of the Association may also be known as Governors of the Association. Hereafter, the terms Trustee and Governor are interchangeable.

3 The Objectives of the Association.

The Association's objectives are:

- **To advance the understanding and awareness of the Hindu religion and philosophy**
- **To advance education**
- **To relieve poverty and sickness amongst the Hindu community resident in Wales.**

The Governing body of the Association may take any reasonable steps within the law of the land, in the furtherance of the above objectives

4 Applications of the Income and Property.

(1) The income and property of the Association shall be applied solely towards the promotion of the Objects.

(2) A Governor may pay out of, or be reimbursed from, the property of the Association reasonable expenses properly incurred by him or her when acting on behalf of the Association.

(3) None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent:

(a) a member who is not also a Governor from receiving reasonable and proper remuneration for any goods or services supplied to the Association;

(b) a Governor from:

(i) buying goods or services from the Association upon the same terms as other members or members of the public;

(ii) receiving a benefit from the Association in the capacity of a beneficiary of the Association, provided that the Governor comply with the provisions of sub clause (6) of this clause, or as a member of the Association and upon the same terms as other members;

(c) the purchase of indemnity insurance for the Governor 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 the Association but excluding:

(i) fines;

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Governor or other officer;

(iii) liabilities to the Association that result from conduct that the Governor or other officer knew or ought to have known was not in the best interests of the Association or in respect of which the person concerned did not care whether

that conduct was in the best interests of the Association or not.

(4) No Governor may be paid or receive any other benefit for being a Governor.

(5) A Governor may:

(a) sell goods, services or any interest in land to the Association;

(b) be employed by or receive any remuneration from the Association;

(c) receive any other financial benefit from the Association,

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 Governors in accordance with the conditions in sub-clause (6) of this clause.

(6) (a) If it is proposed that a Governor should receive a benefit from the Association 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 Governors who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Association to contract with or employ that Governor rather than with someone who is not a Governor and they must record the reason for their decision in the minutes. In reaching that decision the Governors must balance the advantage of contracting with or employing a Governor against the disadvantage of doing so (especially the loss of the Governor's services as a result of dealing with the Governor's conflict of interest).

(c) The Governors may only authorise a transaction falling within paragraphs 5(a) - (c) of this clause if the trustee body comprises a majority of Governors who have not received any such benefit.

(d) If the Governors fail to follow this procedure, the resolution to confer a benefit upon the Governor will be void and the Governor must repay to the Association the value of any benefit received by the Governor from the Association.

(7) A Governor must absent himself or herself from any discussions of the Governors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association 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, "Governor" shall include any person firm or company connected with the Governor.

5 Dissolution.

(1) If the members resolve to dissolve the Association the Governors will remain in office as charity trustees and be responsible for winding up the affairs of the Association in accordance with this clause.

(2) The Governors must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.

- (3) The Governors 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 the Association;
 - (c) in such other manner as the Association 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 the Association specifying the manner in which the Governors are to apply the remaining property or assets of the Association and the Governors 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 the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity).
- (6) The Governors must notify the Commission promptly that the charity has been dissolved. If the Governors are obliged to send the charity's accounts to the Commission for the accounting period, which ended before its dissolution, they must send to the Commission the charity's final accounts.
- (7) Dissolution of the association can only be implemented after approval of 3/4th of the members present in the General Meeting.

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 the Association 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 the Association;
 - (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 is open to any Hindu individual over the age of eighteen years, who has been approved by the Governing body.

(1.1) ANY ONE CONVICTED BY THE COURT OF LAW IN UK OR ELSEWHERE for a serious criminal offense may not be a member of this association. Prospective members will need to provide a self-declaration of past, present or

impending criminal prosecutions. Executive committee members shall be asked to undergo a CRB check at the discretion of the Governing body.

(1.2)

Following types of membership are available:

(a) Guardian Cell Membership:

This category includes many members who are founder of the Association. Few people became Guardian Cell Member later on. This type of membership has been offered to those persons, who have donated to the Association not less than £2,500.

This membership is valid for life.

These members will have voting right and eligibility to stand for any post of the Governing Body by election or otherwise.

New members can become Guardian cell members by paying a donation of £2500 or more (or as decided by Board of Governors from time to time)

(b) Life Membership:

This membership is also valid for life after payment of the required subscription.

These members will have voting right and eligibility to stand for any post of the Governing Body by election or otherwise.

New members can become life members by paying the required subscription as decided by Governors from time to time.

(c) Annual Membership:

This membership is valid for only one year from the date of payment of required subscription. These members will have voting right but shall be eligible to stand for any post of the Governing Body only after one year of membership and for executive committee after two consecutive years of membership of the Association.

(d) Youth / Student Membership:

This membership is also valid for only one year from the date of payment of required subscription. This type of membership is for those Hindu, who are either under the age of eighteen or a student or those who are not able / willing to pay required 'Annual Membership' subscription. These members shall not have a voting right.

(e) Associate Membership:

Associate membership may be offered by the Governing body to any non-Hindu over the age of eighteen, who is interested in, and has respect for, the Hindu religion and philosophy and is interested in furthering his/her knowledge and awareness of the Hindu way of life. The Associate member shall not have a voting right.

(1.3) The subscription figure for all types of membership shall be determined by the Governing Body from time to time.

(2) (a) The Governors may only refuse an application for membership if,

acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application.

(b) The Governors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The Governors must consider any written representations the applicant may make about the decision. The Governors' decision following any written representations must be notified to the applicant in writing but shall be final.

(3) Membership and its benefits are not transferable to anyone else.

(4) The Governors must keep a register of names and addresses of the members, which must be made available to any member upon request.

8 Termination and lapse of Membership.

Membership is terminated if:

(1) The member dies or, if it is an organization, ceases to exist.

(2) The member resigns by written notice to the Association unless, after the resignation, there would be less than two members.

(3) Any membership fee due from the member to the Association is not paid in full by the renewal date. (A grace period of no more than 6 weeks can be provided at the Governors discretion at the payment of rejoining fee to be decided by the Governors from time to time)

(4) The member is removed from membership by a resolution of the Governors that it is in the best interests of the Association 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 Governors 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 the Association) has been allowed to make representations to the meeting.

(5) THE MEMBER HAS BEEN CONVICTED BY A COURT OF LAW IN UK OR ABROAD for any serious criminal offence

9 General meetings.

(1) The Association must hold a general meeting within twelve months of the date of the adoption of this constitution.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

(3) All general meetings other than Annual General Meetings (AGM) shall be called Special General Meetings (SGM) or Emergency General Meeting (EGM).

(4) The Executive Committee may call a SGM / EGM at any time.

(5) The Executive Committee must call a special general meeting, if requested to do so in writing by at least twenty five percent of the membership. The request must state in writing the exact nature of the business or the resolution that is to be discussed. If the Executive Committee fails to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting

themselves but in doing so they must comply with the provisions of this constitution

10 Notices.

(1) The minimum period of notice required to hold any general meeting of the Association is 21 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.

(5) Governors should have at least seven clear days' notice of the Governing Body meeting.

11 Quorum.

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is 50 members entitled to vote upon the business to be conducted at the meeting; or 25 percent of the total membership at the time, whichever is the lesser.

(3) 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,

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

(4) The Executive Committee must reconvene the second meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

(5) 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 providing that at least ten members or ten percent of the total membership entitled to vote at that meeting (whichever is less) are present.

(6) If the reconvened second meeting does not have new reduced quorum, the Executive Committee shall call a third general meeting not less than 28 days from the date of the reconvened meeting and the members present at that meeting regardless of numbers shall constitute the quorum.

(7) Quorum for the Governing body meeting will be at least 10 governing body members.

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 the Vice Chair person shall chair the meeting. In the absence of the Chair and Vice Chair, the secretary shall chair the meeting.

(3) If there is only one Executive committee member present and willing to

act, he or she shall chair the meeting.

(4) If no Executive Committee member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to 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 proposed and seconded and duly signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective.

(3) To qualify for voting in general meeting one should be a member for at least six months prior to the date of General meeting

15 Governing Structure of the Association.

(1) The Association and its property shall be managed and administered by a Governing Body comprising the Officers and other members elected in accordance with this constitution. The whole body of the Officers and other members of the committee shall be called as the 'Governing Body of the Association' or 'Board of Governors' and individually they will be called "the Governor"

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(2) The Board of Governors will be formed by: 33 Governors (maximum): Six Officers (a chairperson, a Vice Chairperson, a Secretary, a Deputy Secretary, a Treasurer and a Deputy Treasurer), which will form the 'Executive Committee'.

Eight Guardian Cell Members

Sixteen members from the Life member and annual member categories in proportion to the number of members of each category. If a rounding up is needed, this would be done in favour of the Life members category.

Three officers of the outgoing Executive Committee (Chairperson, Secretary and Treasurer).

The outgoing Chair, Secretary and Treasurer will be Ex Officio members of the Board of Governors and will be called President (Ex Chair) and Vice President (Ex Secretary and Treasurer) of **India Centre** respectively. This will be subject to

ratification by the outgoing Board of Governors prior to the elections. The Ex- officio members will have one vote between the three of them.

(3) A Governor must be a member of the Association for at least one year and all his/her membership subscriptions must be paid up as of the date of annual general meeting or special general meeting.

(4) No one may be appointed a Governor if he or she would be disqualified from acting under the provisions of Clause 18.

(5) A Governor may not appoint anyone to act on his or her behalf at meetings of the Governors.

15 (A) Guardian Cell Advisory Body:

The Guardian cell members shall by virtue of their experience and long association with the Association act as an advisory body to the Governing body. However, the decision taken by a majority of the Governing body shall override the advice or recommendations of the Guardian Cell. In the event the Guardian Cell remain dissatisfied with the decision of the Governing body; they can convene a special general meeting as per the provisions of this constitution.

16 The Appointment of Governors.

(1.a) Six Officers of the new Executive Committee (Chairperson, Vice-Chairperson, Secretary, Deputy-Secretary, Treasurer and Deputy-Treasurer) will be elected on the day of Annual General Meeting directly by all members of the Association, by one member one vote method.

(1.b) Eight members will be elected from the Guardian cell membership group in the same way as stated above.

Sixteen members from the Life member and annual member categories in proportion to the number of members of each category. If a rounding up is needed, this would be done in favour of the Life members category.

(1.d) Three members will be co-opted (Ex-Chairperson, Ex-Secretary and Ex-Treasurer).

(2) If the Governing body membership does not reach the maximum thirty-three as prescribed by this constitution than the Governors may appoint any member who is willing to act as a Governor.

(3) Each of the Governors shall retire with effect from the conclusion of the annual general meeting two year after his or her appointment but shall be eligible for re-election at that annual general meeting for a maximum for 6 years in total. No officer shall continue for more than four years in total in the same post. No officer shall be in the executive committee for more than six years consecutively and after six years of consecutive membership, that member shall have to take a break of 2 years from the executive committee before being eligible for re-election for a maximum of two more years. In the absence of a suitable candidate and with the unanimous approval of the General meeting, any member can be selected for any vacant post without the above restrictions applying.

(3.1). The Guardian cell membership shall be exempt from the six-year limitation and would be eligible for re-election even after 6 years of continuous governorship

- (4) No-one may be elected a Governor or an Officer at any annual general meeting unless prior to the meeting the Association 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 Governor or as an officer; (duly seconded) meeting or by the other Governors, must not cause the number of Governors to exceed any number fixed in accordance with this constitution as the
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

Election Process

(d) The BOG will decide the date of AGM and Election and will appoint the Election Board comprising of three Election Commissioners. Secretary of HCA (Wales) will provide advisory and support role.

(e) Secretary will send the notice of AGM and Election to all the members, 28 days before the election with nomination form.

Nomination form must contain the name of the candidate for the post, which must be proposed and seconded by one member each eligible to vote. It must also be signed by the candidate declaring their willingness to contest election for that post and accept it, if elected.

(f) All nominations should come to the election board at least 2 weeks before election. After scrutiny and withdrawal, the election board will publish the final list of candidates at least at least 7 days before election

(g) To avoid conflict of interest, no one will be allowed to file nomination as an Officer or Governor of HCA(Wales) if that candidate also holds an office either as an officer or board member of a similar Indian community association, whether registered or unregistered. The election commissioners will declare any such nominations as null and void. In case of any dispute, the matter would be decided by a majority vote of the outgoing Board of Governors keeping the abovementioned principle in mind.

(5) The appointment of a Governor, whether by the Association in general meeting or by the other Governors, must not cause the number of Governors to exceed any number fixed in accordance with this constitution as the maximum number of Governors

(6) An Annual Member who wishes to become a member of the Board of Governor must pay an amount equivalent to two years of Annual Membership subscription at the time of filling the nomination paper for election.

(7) Following method should be adopted to fill up any vacancy in the Governing body:

(A) If the main post of Executive Committee office viz. Chairperson, Secretary or Treasurer becomes vacant, then it should be filled by:

either; existing Vice-Chairperson, Deputy Secretary or Deputy Treasurer respectively,
or, if the Deputy Officer is not willing to take up the post, then it should be filled by one of the existing members of the Board of Governors by consensus. If there is more than one candidate, then it will be decided by election, in which all members of the Board of Governors will vote.

(B) If the post of Vice Chairperson, Deputy Secretary or Deputy Treasurer becomes vacant, then it should be filled by one of the existing members of the Board of Governors by consensus. If there is more than one candidate, then it will be decided by election, in which all members of the Board of Governors will vote.

(C) If a post of general membership of the Board of Governor becomes vacant, then it should be filled by a member of the same category i.e. Guardian Cell Member, Life Member or Annual Member. If there is more than one candidate, then it will be decided by election in which all members of the Board of Governors will vote.

17 Responsibilities and Powers of Executive committee and Governors.

(17a) Responsibilities of Executive committee and Governors:

Following duties are only indicative and not exhaustive. The Executive Committee will work as a team and take decision collectively.

CHAIRPERSON: will be head of the Executive Committee.

- Will be responsible to conduct the meeting of the governing body.
- Must liaise with other members of the Executive Committee.
- To call for a Governing body meeting with the help of the Secretary.
- Will be the first point of contact with the media regarding affairs of the Association.

VICE-CHAIRPERSON:

• Will share the workload of the Chairperson and carry out the chairperson's role during his/her absence.

SECRETARY:

- Will deal with all administrative work and correspondence.
- Responsible to maintain proper record of every matter concerning the Association.
- Call for the meeting of the Governing body after consulting the Chairperson. Record minutes of the meeting. The minutes of the last meeting should be sent to all members of the Governing body in due course prior to the next meeting.

DEPUTY-SECRETARY:

• Will share the workload of the Secretary and carry out the Secretary's role during his/her absence.

TREASURER:

• Will be responsible for maintaining the financial record of the Association such as maintaining account etc.

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• Will liaise with the accountant for the preparation of the annual account of the association and present the annual account to members at the

time of AGM of the Association.

- Will present up-to-date financial report to the Executive Committee and the Governing body on a regular basis during the meetings answer any query raised by the members.

- Will maintain up-to-date register of members of the Association and will notify to members when their membership subscription is due for renewal.

DEPUTY-TREASURER:

- Will share the workload of the Treasurer and carry out the Treasurer's role during his/her absence.

(17b) Powers of Executive committee and Governors:

(1) The Executive committee must manage the business of the Association and they have the following powers in order to further the Objects (but not for any other purpose): While the Executive committee shall manage the day to day affairs of the Association, it shall report to the Governing body at meetings to be held at least five times a year.

(a) to raise funds. In doing so, the Association 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 the Association. In exercising this power, the Governors 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 the Association as security for repayment of the money borrowed. The Executive committee 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 the Association;

(k) to open and operate such bank and other accounts as the Governors 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 Governor 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 Governors.

(3) Any meeting of Governors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Governors.

18 Disqualifications and Removal of Governors.

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

- (1) is disqualified from acting as a Governor 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 the Association;
 - (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (4) resigns as a Governor by notice to the Association (but only if at least two Governors will remain in office when the notice of resignation is to take effect);
- or
- (5) is absent without the permission of the Governors from all their meetings held within a period of six consecutive months and the Governors resolve that his or her office be vacated.

19 Proceedings of Governors.

- (1) The Governors may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any five Governors may call a meeting of the Governing body if the next scheduled meeting is not for another eight weeks and if the Governors asking for the meeting feel that there is urgent business which cannot wait for the next scheduled meeting. If the next scheduled meeting is less than eight weeks away, the secretary may at the advice of the Executive committee refuse to call the meeting.
- (3) The secretary must call a meeting of the Governors if requested to do so by a Governor subject to the provisions of Clause 2 above.
- (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 Governors unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be eleven or the number nearest to one third of the total number of Governors, whichever is the lesser or such number as may be decided from time to time by the Governors.
- (8) A Governor shall not be counted in the quorum present when any decision is made about a matter upon which that Governor is not entitled to vote.
- (9) If the number of Governors is less than the number fixed as the quorum, the continuing Governors may act only for the purpose of filling vacancies or deciding about urgent administrative matters.
- (10) The person elected as the Chair shall chair meetings of the Governors.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Vice Chair followed by the Secretary in that order shall Chair the meeting. In the absence of these three officers, the Governing body meeting will be reconvened no sooner than seven days from the date of the previous meeting. If the Chair, Vice Chair,
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and Secretary are not present or unwilling to preside the meeting, then the Governors shall elect one of their number to be the Chair for that meeting.
- (12) The person appointed to chair meetings of the Governors shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Governors. If the Governors feel appropriate, the

Governor elected to chair the meeting may be confirmed to act as Chair till the next election annual meeting. The Governors may also by a simple majority decide to convene a special general meeting for the purposes of electing a Chair from amongst the general membership of the association.

(13) A resolution in writing signed by all the Governors entitled to receive notice of a meeting of Governors or of a committee of Governors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Governors or (as the case may be) a committee of Governors duly convened and held.

20 Delegations.

(1) The Governors may delegate any of their powers or functions to a committee of two or more Governors but the terms of any such delegation must be recorded in the minute book.

(2) The Governors 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 the Association except in accordance with a budget previously agreed with the Governors.

(3) The Governors may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the Governing body. Where it will be discussed for final decision before its implementation.

(5) Every Governor will take responsibility of some work through different Committees, such as Puja committee, Event committee, Women forum, Youth forum etc. as decided by the Board of Governors from time to time.

21 Irregularities in Proceedings.

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

- 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 Governor; and
- that Governor being counted in the quorum, the decision has been made by a majority of the Governors at a quorate meeting.

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

(3) No resolution or act of:

- (a) the Governors;
- (b) any committee of the Governors;
- (c) the Association in general meeting,

shall be invalidated by reason of the failure to give notice to any Governor 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 the Association.

Sub-clause 21(2) - see clause 4 (and in particular sub-clause 4(5)) which sets out the restrictions on trustee benefits and the procedures to be followed if a benefit is to be allowed to a trustee.

22 Minutes.

The Governors must keep minutes of all:

- (1) appointments of Officers and Governors;
- (2) proceedings at meetings of the Association;

- (3) meetings of the Governors and committees of Governors including:
 - the names of the Governors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

23 Annual Report and Return and Accounts.

(1) The Governors must comply with their obligations under the Charities Act 1993 with regard to:

- (a) the keeping of accounting records for the Association;
- (b) the preparation of annual statements of account for the Association;
- (c) the transmission of the statements of account to the Association;
- (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 Governors are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

24 Registered particulars.

The Governors must notify the Commission promptly of any changes to the Association's entry on the Central Register of Charities.

25 Property.

(1) The Governors must ensure the title to:

- (a) all land held by or in trust for the Association that is not vested in the Official Custodian of Charities; and
- (b) all investments held by or on behalf of the Association, 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 Governors and

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that if they do so they will not be liable for the acts and defaults of the Governors or of the members of the Association.

(3) The Governors may remove the holding trustees at any time.

26 Repair and insurance.

The Governors must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Association (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.

27 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) Notice may be given 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 the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
- (4) A member present in person at any meeting of the Association 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.

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28 Rules.

- (1) The Governors may from time to time make rules or byelaws 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 the Association (including the admission of organizations 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 the Association in relation to one another, and to the Association's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Association'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 Governors 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 the Association to be kept in electronic form and require a Governor 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) The Association in general meeting has the power to alter, add to or repeal the rules or byelaws.
- (4) The Governors must adopt such means as they think sufficient to bring the

rules and byelaws to the notice of members of the Association.

(5) The rules or byelaws shall be binding on all members of the Association. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.