Constitution of

Greater Sylhet Development & Welfare Council (UK)

1. Name

The name of the organisation shall be:

"Greater Sylhet Development & Welfare Council (UK)"
(to be referred to in this document as "the GSC").

2. Objects and powers

(1) The Objects of the GSC are for the benefit of the public and in particular for the benefit of those members of the public who are from Greater Sylhet or who are of Greater Sylhet descent by:

(i) relieving persons in Greater Sylhet and in the United Kingdom who are in conditions of poverty, sickness, and distress in such ways as the GSC through its Executive Committee may from time to time decide, and which may include the provision of grants or loans and the provision of advice and information concerning subjects such as housing, welfare benefits, employment, health, education, immigration and other matters;

(ii) advancing education and training;

(iii) providing and assisting in the provision of facilities for recreation and other leisure time occupation; and

(iv) furthering such other charitable purposes as the GSC through its Executive Committee may from time to time decide.

(2) The GSC shall remain a politically non-partisan voluntary organisation.

(3) In the furtherance of the Objects but not otherwise the GSC may:

(i) raise public awareness of multiple problems and deprivation faced by Bangladeshi communities such as that in Greater Sylhet and to mobilise support and assistance in both the United Kingdom and Bangladesh for relief of those problems;

(ii) seek to influence appropriate authorities for the development of industry, agriculture, and communication in the Greater Sylhet;

(iii) promote and undertake any work for relief of poverty, sickness and distress (such as famine and natural calamities) in Bangladesh;

(iv) take necessary steps to bring about improvements in the areas of education, housing, immigration, employment, health and other subjects of interest for the people of Greater Sylhet living in the United Kingdom;

(v) collaborate and co-operate with other charities, voluntary bodies, statutory authorities, specialised agencies and businesses (both in the UK and overseas) operating in furtherance of the Objects or of similar charitable purposes in order to exchange information and undertake joint ventures with them;

(vi) organise conferences, debates, seminars and such other special events as the Executive Committee may determine;

(vii) provide assistance, financial or otherwise and whatever else possible, for poor and meritorious students hailing from Greater Sylhet for higher education both in the United Kingdom and Bangladesh;

(viii) promote, support or organise cultural and sports activities for the people of Greater Sylhet living in the United Kingdom;

(ix) promote and support supplementary education projects such as Mother Tongue and Arabic/religious education for children of Greater Sylhet derivation;

(x) employ any person or persons to supervise, organise and carry out the work of the GSC;

(xi) establish where necessary, both in the United Kingdom and Bangladesh, regional branches;

(xii) raise funds and to invite and receive contributions provided that in raising funds the GSC shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

(xiii) establish, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the GSC;

(xiv) to do all such other lawful things as are necessary for the achievement of the Objects.

3. Location

The administrative centre of the GSC shall be located in London.

4. Membership

(1) The Executive Committee may admit to membership any individual of Greater Sylhet derivation or descent aged 18 years and over and interested in furthering the Objects who is willing to pay any annual subscription as may be laid down from time to time at the annual general meeting. The Executive Committee may, at their discretion, also admit to membership any individual aged 18 years or over who is not of Greater Sylhet descent who is interested in furthering the Objects of the GSC.

(2) Any person wishing to become a member of the GSC shall complete and submit a membership form.

(3) The Executive Committee may ask eminent persons who have rendered service of high order to the Sylheti Community to act as patrons of the GSC. Patrons may be expected to give advice and support to the GSC when deemed necessary by the Executive Committee. In addition, patrons may also be called upon by the Executive Committee to act as arbitrators in the event of a dispute arising between members.

(4) The Executive Committee shall have the power to terminate membership on any of the following grounds (*provided that the member(s) concerned shall have the right to be heard by the Executive Committee before a final decision is made*):

(i) if convicted by a Court for any criminal offence;

(ii) if found to be acting against the Objects and interests of the GSC;

(iii) upon failure to pay the annual membership fee within due time and after having been served with notice in this respect.

5. Honorary Officers

(1) At the annual general meeting of the GSC the members shall elect from amongst themselves a chairman*, a general secretary, and a treasurer as honorary officers of the Executive Committee.

(NB. *Words importing the masculine gender only shall include the feminine gender.)

(2) The honorary officers of the Executive Committee shall hold office for a term of two years but shall be eligible for re-election provided that they shall not hold office for more than two consecutive terms in the same post. Two years must elapse before any retiring honorary officer shall be eligible for re-election to the post previously held.

(3) Any member of the GSC wishing to stand for election as an honorary officer must already have served as a member of the Executive Committee for at least one term (two years) or for the same period of time on the executive committee of any regional branch.

6. The Executive Committee

(1) The members of the Executive Committee, *including its honorary officers* (see clause 5 above) shall be elected by and from the membership at the annual general meeting of the GSC and in accord with the criteria specified in clause 7 of this constitution.

(2) The policy and general management of the affairs of the GSC shall be undertaken by the Executive Committee which shall meet at least four times a year. The members of the Executive Committee are charity trustees as defined in section 97 of the 1993 Charities Act and the number of Executive Committee members shall be not less than 15 and not more than 35.

(3) Election to the Executive Committee shall be for a term of two years after which time a member of the Executive Committee shall retire from office but he or she may be re-elected.

(4) The Executive Committee shall have the power to co-opt persons from the general membership to serve on the Executive Committee. The number of the co-opted members shall not exceed one-third of the total membership of the Executive Committee. Such co-opted members shall retire from office at the end of the first annual general meeting after the date on which they came into office but they may be re-elected or re-appointed.

(5) The Executive Committee may fill any vacancy among its honorary officers (chairman, general secretary and treasurer) occurring between annual general meetings from among the other members of the Executive Committee. It may also appoint from among its number any other additional honorary officers as may be required but all such appointments shall be subject to confirmation by the GSC at its next annual general meeting.

(6) A member of the Executive Committee shall cease to hold office if he or she is:

(i) disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(iii) is removed from office by a two-thirds majority of the Executive Committee present and voting at an Executive Committee meeting who consider that is in the best interests of the GSC: *provided that such a decision and the reasons for it are properly recorded*; or

(iv) notifies to the Executive Committee a wish to resign (but only if at least 15 members of the Executive Committee shall remain in office after the notice of resignation takes effect).

(7) A quorum for any Executive Committee meeting shall be one quarter of the total membership of the Executive Committee or seven members of the Executive Committee whichever is less.

(8) The Executive Committee may delegate any of its powers to one or more sub-committees consisting of *any* members of the GSC for the purpose of making any inquiry or supervising or performing any function or duty which, in the opinion of the Executive Committee, would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any sub-committee shall be fully and promptly reported to the Executive Committee.

(9) No person shall exercise more than one vote on any matter to be decided at an Executive Committee meeting even though he or she may have been appointed to represent two or more interests. But in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

(10) Proxy voting shall not be permitted at any Executive Committee meeting.

(11) Minutes shall be kept of every meeting of the Executive Committee.

(12) The honorary officers and other members of the Executive Committee may also attend, speak and vote at regional branch meetings.

7. Election of Honorary Officers and Executive Committee Members

(1) Nominations from members of the GSC for honorary officers and other members of the Executive Committee must be submitted on the appropriate forms: 1) by the member making the proposal and: 2) by a member who is seconding the proposal. These must be in the hands of Election Commission of the GSC at least 7 days before the annual general meeting.

(2) Should nominations exceed vacancies, election shall be by ballot and the arrangements for such a ballot shall be made by the Election Commission. The Election Commission shall be deemed to be a sub-committee of the Executive Committee and it shall consist of 3 members appointed by the Executive Committee.

8. Regional Branches

(1) The Executive Committee shall have power to establish up to 32 regional branches (or units) in the United Kingdom and elsewhere for the furtherance of the Objects. Each branch so established shall not be an independent body but part of the GSC and shall comply with, and be subject to, the following regulations:

(i) branches shall act in pursuance of the Objects and policy of the GSC and be subject to such conditions as may from time to time be laid down by the Executive Committee;

(ii) a branch shall be deemed to have adopted the model rules for branches as prescribed by the Executive Committee;

(iii) a branch may publish literature solely in its name for local purposes but such literature shall not contain any statement contrary to the aims, Objects and policy of the GSC;

(iv) a branch shall make collections from membership fees, subscriptions and donations and it may have a share in these collections as shall be determined from time to time by the Executive Committee;

(v) if a branch is empowered by the Executive Committee to receive donations then any money so received or raised may be spent by that branch in its area solely for the furtherance of the Objects. A branch shall make returns to the Executive Committee in such form as shall be determined by the Executive Committee;

(vi) regional branches shall the power to form sub branches within their area of jurisdiction following consultation with the Executive Committee;

(vii) a branch may only make representation to other bodies and/or individuals with the prior approval of the Executive Committee;

(viii) all legacies bequeathed to the GSC shall be received by the treasurer or other appropriate officers of the GSC but, subject to any special trust by which such legacies may be affected, the Executive Committee shall have power to direct that that legacy, or any income therefrom, shall be paid to a particular branch;

(ix) a branch may not incur liability or commit the GSC to any contractual obligations without the prior approval of the Executive Committee;

(x) subject to these regulations, a branch may generally manage its own affairs.

(2) Each regional branch must have at least 100 members and shall elect 10% of its membership as "delegate members" (up to a maximum of 100) to act on its behalf at general meetings of the GSC.

(3) Any member who is not resident within the area covered by a regional branch may apply for membership of his or her nearest branch.

9. General Meetings of the GSC

(1) The annual general meeting of the GSC shall be held each year at such time and place (and not being more than 15 months after the holding of the preceding annual general meeting) as the Executive Committee shall decide. The general secretary shall give at least 21 days' notice in writing to each member with the power to vote {(see: clause 10 (1)}. Special general meetings of the GSC shall also be held at such times as may be determined by the the Executive Committee.

(2) At the annual general meeting the business shall include:

(i) the receipt of the annual report and statement of accounts;

(ii) the appointment and fixing of auditors (if any);

(iii) the acceptance of any resignations of members of the Executive Committee; and

(iv) the election of new Executive Committee members and voting, if necessary, on proposals.

(3) The chairman of the GSC may, at his discretion, call a special general meeting of the GSC at any time within 21 days of receiving a written request to do so signed by not less than 51 delegate members.

10. Procedure at General Meetings of the GSC

(1) *Only members with the power to vote are entitled to do so at general meetings of the GSC. Members eligible to vote shall consist of the honorary officers and other members of the Executive Committee and the delegate members as described in clause 8 (2).*

(2) A quorum at a general meeting of the GSC shall be one-third of the members eligible to vote unless otherwise decided at a general meeting.

(3) With the exception of general meetings called to amend the constitution or to dissolve the GSC, all questions arising at any general meeting of the GSC shall be decided by a simple majority of the votes cast. Arrangements for proxy voting may also be made.

(4) No person shall exercise more than one vote on any matter to be decided at any general meeting of the GSC even though he or she may have been appointed to represent two or more interests. But in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

(5) Full records shall be kept of the proceedings of every general meeting of the GSC.

11. Finance

(1) All money raised by or on behalf of the GSC shall be applied to further the Objects of the GSC and for no other purpose: provided that nothing in this document shall prevent the payment in good faith of reasonable and proper remuneration to any Executive Committee member of reasonable and properly incurred out-of-pocket expenses.

(2) The treasurer shall keep proper account of the finances of the GSC.

(3) The auditor or auditors (if any) appointed at the annual general meeting shall audit the accounts of the GSC at least once a year.

(4) A bank account shall be opened in the name of the GSC with a bank or building society as the Executive Committee shall decide. The Executive Committee shall authorise the treasurer, the general secretary and two other members of the Executive Committee to sign any cheques on behalf of the GSC. All cheques must be signed by not less than two of these four authorised signatories.

12. The GSC's Financial Year

The GSC's financial year shall run from April 1st to March 31st.

13. Alterations to the Constitution

Any alteration of this constitution shall receive the assent of not less than two-thirds of the members of the GSC present and voting at a general meeting specially called for the purpose: provided that notice of any such alteration shall have been received by the general secretary, in writing, not less than 21 clear days before the meeting at which the alteration is to be proposed. At least 14 clear day's notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the general secretary to each member.

14. Rules or Bylaws

(1) The Executive Committee may from time to time make such reasonable and proper rules or bylaws as they may deem necessary or expedient for the proper conduct and management of the GSC. The bylaws may regulate the following matters but are not restricted to them:

(i) the admission of members of the GSC and the rights and privileges of such members and the entrance fees, subscriptions and other fees or payments to be made by members;

(ii) the conduct of members of the GSC in relation to one another, and to the GSC's employees and volunteers;

(iii) the procedure at general meetings and meetings of the Executive Committee and sub-committees in so far as such procedure is not regulated by this constitution;

(iv) generally all such matters as are commonly the subject matter of organisational rules.

(2) The Executive Committee or the members of the GSC in general meeting shall have power to alter, add to or repeal the rules or bylaws and the Executive Committee shall adopt such means as they think sufficient to bring to the notice of all the members of the GSC all such rules or bylaws which shall be binding on all members of the GSC: provided that no rule or bylaw shall be inconsistent with, or shall affect anything contained in, this constitution.

15) Dissolution

If the Executive Committee by a simple majority decides at any time on the grounds of expense or otherwise it is necessary or advisable to dissolve the GSC, it shall call a meeting of all the members of the GSC who have the power to vote, of which meeting not less than 21 day's notice (stating the terms of the resolution to be proposed thereat) shall be given. If such a decision shall be confirmed by a two-thirds majority of those present and voting at such meeting the Executive Committee shall have power to dispose of any assets held by or on behalf of the GSC. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such Objects of the GSC as the Executive Committee may determine.

Amended on 11 **of** October **20**09

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