

# GOLAPGANJ UPAZILA SOCIAL TRUST (UK)



# CONSTITUTION

## Golapganj Upazila Social Trust (UK)

Last Updated 8<sup>th</sup> August 2021 (BGM 2021)

UK Registered Charity Number 1190653

[www.golapganjsocialtrust.com](http://www.golapganjsocialtrust.com)

Est. 31 December 2017

# C O N S T I T U T I O N

## GOLAPGANJ UPAZILA SOCIAL TRUST (UK)

### A. NAME

The name of the organisation is the Golapganj Upazila Social Trust (UK). It will be a non-profit making and non-political organisation.

### B. OBJECTIVES

#### 1. CHARITABLE OBJECTS

- a) To further or benefit the public without distinction of sex, sexual orientation, race or political, religious, or other opinions by associating together. The public and the local authorities, voluntary and other organisations in a joint effort to provide facilities in the interests of social welfare for recreation and leisure time occupation to improve the conditions of life for the public..

#### 2. ACTIVITIES

- a) To build up a robust communication, connection, and relationship amongst the people of Golapganj.
- b) To increase awareness and understanding of the young generation about their heritage, cultural legacy, and unique history.
- c) To undertake various social, cultural and welfare activities aimed at improving the living conditions of the people of Golapganj.

### C. POWERS

The Board of Management may exercise the following powers in order to furtherance the Objects (but not for any other purpose):

In furtherance of the Objects but not otherwise, the Executive Committee may exercise the following powers:

1. Power to raise funds and invite and receive contributions provided that in raising funds, the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant law requirements.
2. Power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use:
3. Powers subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity.
4. Powers subject to any consents required by law to borrow money and charge all or any part of Charity's property to repay the money so borrowed.
5. Power to employ such staff (who shall not be members of the Executive Committee) as necessary for the proper pursuit of the objects and to make all reasonable and necessary provisions for the payment of pensions and superannuation for staff and their staff dependents.
6. Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and exchanging information and advice with them.
7. Power to establish or support charitable trusts, Organisations or institutions formed for all or any of the objects.
8. Power to appoint and constitute such advisory committees as the Executive Committee may think fit.
9. Power to do all such other lawful things as necessary for the objects' achievement.

## D. MEMBERSHIP

1. General Membership shall be open to any person:
  - a) Who comes from Golapganj.
  - b) Aged eighteen years or over.
  - c) Who has been living in the UK.
  - d) Subscribes to the objectives of the Trust.

Such members shall be called GENERAL MEMBER and shall be entitled to vote.

2. The General Membership fee will be £100.00
3. HONORARY LIFE MEMBERSHIP shall be offered to a person in recognition of his/her outstanding contribution or services to the Trust by the Board of Management; such member shall be eligible to vote.
4. The Chairman and General Secretary of the outgoing committee will automatically gain the Honorary Life Membership. No more than 3 honorary life memberships (including the Chair and the General Secretary of the outgoing committee) will be offered in one term.
5. JUNIOR MEMBERSHIP can be offered to a person under the age of 18 without any voting rights. The junior membership fee will be £5.00.
6. Any person wishing to become a member of the Charity shall complete the appropriate form, which shall be submitted to the Executive Committee for acceptance or otherwise.
7. The Executive Committee shall have the right to approve or reject a membership application.
8. Membership subscription shall be non-refundable.
9. All GENERAL MEMBERS have the right to vote at General Meetings.
10. The membership shall be for life and not transferable to anyone else.
11. Anyone who has no connection with Golapganj Upazila can become an ASSOCIATE MEMBER. The associate membership fee will be £100.00. Such associate members shall not have any voting rights.

## E. MEMBERSHIP REMUNERATION

The Board of Management of the TRUST; shall determine the membership subscription/ fee as they feel appropriate for the organisation, and the AGM must ratify this.

## F. TERMINATION OF MEMBERSHIP

A member of the organisation, including Board of Management, shall cease to hold office if he or she:

1. Is disqualified from acting as a member of the Board of Management or any other form of membership under section 72 of the Charity Act 1993 of the UK or any statutory re-enactment or modification of that provision.
2. Becomes incapable because of mental disorder, illness or injury of managing and administering his or her affairs.
3. Is absent without the permission of the Board in three consecutive meetings, and the Board of Management resolve that his or her office is to be vacated: or
4. Notifies the Board of Management of his/her wish to resign (but only if at least three members of the Board of Management committee will remain in office when the notice of resignation is to
5. Removed from office (Executive Committee) by a two-thirds majority of the Board of Management present and voting at their regular meeting who consider that is in the Charity's best interests: provided that such a decision and its reasons are correctly recorded.

## G. COMMITTEE

### 1. BOARD OF MANAGERMENTS.

- a) The Board of Management shall consist of 41 members such as 36 elected representatives from the general membership category (3 representatives from each Union and further 3 representatives of Golapganj municipality will be elected by the members of the respective Union and municipality the Board of Management). Altogether 33 representatives from 11 unions of Golapganj Upazila and 3

representatives from Golapganj Municipality shall be elected for the Board of Management. Member will only be able to vote for representatives within their Union or municipality.

- b) Elected member of the Board of Management will Co-opt further 3 representatives from Founder and Co-founder members and 2 Women representatives from General members.
  - c) If there are no representatives in any union, municipality, founder & co-founders, and women category. The Board of Management can decide or decide whether to take anyone from general members.
  - d) The Board of Management members elected at the biennial general meeting who shall hold office from the conclusion of that meeting:
  - e) Executive Committee: The Board of Management will elect the Executive Committee not less than 3 (three) and no more than 27 (twenty-seven) members for the day-to-day run of the TRUST.
2. Board of Advisors: A Board of Advisors will be selected by the Board of Management consisting of dignitaries or professionals. The membership of the Board of Advisors shall not be more than 7 (seven).

## H. ELECTION OF OFFICERS

1. Every two years, there will be an election where General Members will elect their representative to the Board of Management. The Board of managements election date shall be the first or second Sunday of June.
2. GUST members who are located outside M25 may apply for a Postal or Proxy vote.
3. GUST members who are out of the country may apply for a Postal or Proxy vote. Members must provide their airline e-ticket as proof of being out of the country.
4. Any individual serving the Chairman/Vice Chairman/ General Secretary/ Assistant General Secretary/ Treasurer/ Assistant Treasurer and all others Secretarial posts to Executive Committee of any other similar Golapganj Upazila based organisation will not be eligible for Executive Committee.
5. Any individual serving the Chairman/ General Secretary/Treasurer posts to Executive Committee of any other similar Golapganj Upazila based will not be eligible for the Board of Managements committee.
6. At least the last 12 months of membership of the organisation will be eligible to stand for election to the Board of Management.
7. To stand for the Chairman, General Secretary and Treasurer position, a member must have served one complete term (elected) as a Board of management.
8. No candidate will be allowed to organise public meetings but can produce printed material for publicity purposes. An organising public meeting will be considered a violation of the election process, and the nomination of the respective candidate/s will be void.
9. An Executive Committee shall be elected for 2 years at the first meeting of the Board of Management such with the position of 1 Chair, 4 Vice-Chairs, 1 General Secretary, 2 Assistant General Secretary, 1 Treasurer, 1 Assistant Treasurer, 1 Organizing Secretary, 1 Membership Secretary, 1 Cultural Secretary, 1 Education Secretary, 1 Press and Publication Secretary, 1 Sports Secretary, 1 Youth Secretary and 12 members.
10. First meeting of the Board of Management will be held following the announcement of the election result. If in the first board meeting, elected board members are not present, they may vote by proxy.
11. All Officers, except for the chair and general secretary who hold the same position, are elected for two consecutive terms of two years each and may run for re-election. However, the Chairman and General Secretary are not eligible for re-election to their current position (Each term is defined as 2 years, hence 4 years.)
12. Chair of the EC will preside over the meetings of the Board of Management.
13. The General Secretary of the EC will act as the General Secretary of the Board of Management.

## I. FUNCTIONS OF THE COMMITTEE

1. The Board of Management may make such regulations as its members consider appropriate for the efficient conduct of the business of the TRUST.

2. The Board of Management may appoint such staff as its members consider necessary on such terms and conditions as they may determine.
3. The Board of Management may appoint sub-committees, advisory groups or working parties of its members and other persons. It may from time to time decide necessary for carrying out of its work and may determine their terms of reference, duration, and composition. All such sub-committees shall make regular reports on their work to the Committee. Sub-committees shall automatically dissolve when their jobs are completed.
4. If any vacancies occur in the Committee, the Board of Management will take necessary action to fill up the vacancies.
5. Any vacancy shall not invalidate the Executive Committee or Board of Management proceedings among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

#### **J. MEETINGS & PROCEEDING OF THE EXECUTIVE COMMITTEE**

1. All TRUST meetings shall be presided over by its Chairperson or one of its Vice-Chairperson in his/her absence. If neither are present, those present may elect one of their members to Chair the meeting.
2. The Executive Committee shall hold at least 3 (three) ordinary meetings each year. A special meeting may be called at any time by the chairman upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed. However, if the matters include an appointment of a co-opted member, then not less than 21 (twenty-one) days' notice must be given.
3. The chairman shall act as a chairman at meetings of the Executive Committee. Suppose the chairman is absent from any meeting. In that case, the Executive Committee members present shall choose one of their number to be chairman of the meeting before any other business is transacted.
4. There shall be a quorum when at least one-third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the more remarkable, is present at a meeting.
5. Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question, but in the case of equality of votes, the chairman of the meeting shall have a second or casting a vote.
6. The Executive Committee shall keep minutes in books kept for the proceedings at meetings of the Executive Committee and any sub-committee.
7. The Executive Committee may, from time to time, make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
8. The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee to make any inquiry or supervise or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or earned out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to Executive Committee.

#### **K. MEETINGS AND PROCEEDINGS OF THE BOARD OF MANAGEMENT**

1. The Board of Management shall meet at least 2 (two) times a year. Meetings shall enable the Group to discuss actions and monitor progress to date, and consider future developments.
2. All TRUST meetings shall be presided over by its Chairperson or one of its Vice-Chairperson in his/her absence. If neither are present, those present may elect one of their members to Chair the meeting.
3. Notice of the meeting of BM to be served at least ten days before the meeting.

#### **L. ANNUAL GENERAL MEETING**

1. The first Annual General Meeting of the TRUST shall be held not later than December 2019. An Annual General Meeting of the TRUST shall be held at such time and place (not being more than 15 months after the holding of the preceding Annual General Meeting) as the Board of Management shall determine. At least 21

clear days' notice shall be given in writing by the General Secretary to each member or published on the GUST official website, WhatsApp group or the Facebook page.

At such an Annual General Meeting, the business shall include the following:

- a) The election of members to serve on the Executive Committee.
- b) The appointment of an auditor or auditors.
- c) The consideration of an Annual Report of the work done by or under the auspices of the Committee.
- d) The consideration of the audited accounts.
- e) The transaction of such other matters as may from time to time be considered necessary.

#### M. SPECIAL GENERAL MEETING

1. A SPECIAL GENERAL MEETING may be called at any time by a majority of the Board of Management Committee, EC committee or one-fifths General Members signed and requested to General Secretary or Chairman.
2. The General Secretary or Chairman called the Board of Management meeting within 14 days' notice to authorise the Board of Management committee.
3. Board of Management meetings must be attended by two-thirds of BM Members.
4. If the Board of Managements authorised SGM, then the General Secretary must give 21 days' notice for the date of the SPECIAL GENERAL MEETING (SGM).
5. A Special General Meeting to alter the Constitution under Clause Thereof or consider any matter which may be referred to them by the Committee or for any other purpose.

#### N. RULES OF PROCEDURE AT ALL MEETINGS

1. **Voting:** all questions arising at any meeting shall be decided by a simple majority of those present [In case of an equality of votes, the Chairperson shall have a second or casting a vote].
2. **Minutes:** Minute books shall be kept by the TRUST, Committees and all sub-committees, and the appropriate General Secretary shall enter therein a record of all proceedings and resolutions.
3. **Quorum:** The quorum at General Meetings/ SGM shall be one-eighth. For the Executive Committee and Board of Management, the quorum shall be one-third of the respective committee members.

#### O. NOTICE

Any notice required to be served on any member of the TRUST shall be in writing by the Executive committee either by e-mail or by sending it through the post in a prepaid letter addressed to such member at his or her last known address and any letter so sent shall be deemed to have been received within 10 days of posting.

The Charity may give any notice to a member either:

1. personally, or
2. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
3. by leaving it at the address of the member; or
4. by giving it using electronic communications to the member's address. Or
5. GUST official website, Facebook page or WhatsApp group.
6. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of electronic communication, 48 hours after it was sent.

#### P. FINANCE

1. All monies raised by or on behalf of the TRUST shall be applied to further the objects of the TRUST and for no other purpose PROVIDED THAT nothing herein contained shall prevent the payment of legitimate out-of-pocket expenses to members of the TRUST engaged upon the approved business of the TRUST.
2. The income raised will NOT be used to pay dividends to the members or shareholders.

3. The Honorary Treasurer shall keep accurate accounts of the finances of the TRUST.
4. The financial year shall run from 1 April to 31 March.
5. The accounts shall be audited at least once a year by an auditor or auditors.
6. An audited statement of accounts for the last financial year shall be. The Board of Management submitted it to the Annual General Meeting.
7. A current bank account will be opened by 'Golapganj Upazila Social Trust (UK). Three signatories will open the account. The signatories are the Chair, the General Secretary, and the Treasurer.
8. The company is guaranteed without share capital to £1 per subscriber for a total of £4.
9. All banking related work will be dealt with, signed, and nominated by the Chair, the General Secretary, and the Treasurer.
10. To withdraw money from the bank, two signatories among the Chair, General Secretary and the Treasurer will be required.

#### 11. ACCOUNTS

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) about:

- a) the keeping of accounting records for the Charity.
- b) the preparation of annual statements of account for the Charity.
- c) the auditing or independent examination of the statements of account of the Charity and
- d) the transmission of the statements of account of the Charity to the Commissioners.

#### 12. ANNUAL REPORT

- a) The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) regarding preparing an annual report and its transmission to the Commissioners.

#### 13. ANNUAL RETURN

- a) The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) concerning preparing an annual return and its transmission to the Commissioners.

### Q. PROPERTIES

#### 1. ADMINISTRATION

- a) Subject to the matters set out below, the Centre and its property shall be administered and managed under this constitution by the members of the Executive Committee, constituted by clause G (2) of this constitution ("the Executive Committee").
2. The Executive Committee may appoint and terminate the appointment of not less than 3 people to act as custodian Trustees to hold any property belonging to the TRUST.

### R. STANDING ORDERS

1. The Board of Management may, from time to time, make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the TRUST. However, such rules or bye-laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye-laws currently in force must be made available to any TRUST member on request.

### S. DISPUTES

1. Suppose a dispute arises between TRUST members about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement. In that case, the parties



to the dispute must first try in good faith to settle the dispute by the mediation of the Board of Management before resorting to litigation.

2. If necessary, for the Charity. Suppose there is a constitutional crisis, where the Executive Committee/ Board of Managements Committee or Election Commission fails to reach a decision. In that case, they may take the opinions of the HONORARY LIFE MEMBERS. The majority of the Honorary Life members decisions are always accepted.

#### T. LIMITED LIABILITY CLAUSE

- a) All warranties, conditions, and other terms implied by statute or common law are excluded from this Agreement to the fullest extent permitted by law.
- b) Nothing in this Agreement limits or excludes the liability of the subscribers for:
- c) death or personal injury resulting from its negligence; or
- d) fraud or fraudulent misrepresentation.
- e) Subject to clause 1 and clause 2:
- f) the subscribers shall not under any circumstances whatever be liable for:
- g) loss of profits; or
- h) any special, indirect, or consequential loss, costs, damages, charges or expenses; and

#### U. ALTERATION TO THE CONSTITUTION

1. Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
2. No amendment may be made to clause A, close D (3) and (4), close G (1) (a) and (b), close H (2) and (3), clause S (2), clause V or this clause without the prior consent in writing of the Charity Commissioners.
3. No amendment may be made, which would make the Charity cease to be a charity at law.
4. The Executive Committee should promptly send the Commissioners a copy of any amendment made under this clause.

#### V. DISSOLUTION

1. If the Board of Management decides that it is necessary or advisable to dissolve the TRUST, it shall call a meeting of all TRUST members of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting at the meeting, the Board of Management shall have the power to realise any assets held by or on behalf of the TRUST.
2. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects of the TRUST as the members of the TRUST may determine or failing that shall be applied for some other charitable purpose. A copy of the statement for the final accounting period of the TRUST must be sent to the company house/charity commission.

#### W. INDEMNITY

1. The TRUST shall indemnify and keep indemnified every officer, member, volunteer and employee of the TRUST from and against all claims, demands, actions and proceedings (and all costs and expenses in connection in addition to that or arising from there) made or brought against the TRUST in connection with its activities, the actions of its officers, members, volunteers or employees, or in connection with its property and equipment but this indemnity shall not extend to liabilities arising from wilful and individual fraud, wrongdoing or wrongful omission on the part of the officer, member, volunteer or employee sought to be made liable. The Treasurer shall affect a policy of insurance in respect of this.



## X. ARRANGMENTS UNTIL FIRST ANNUAL GENERAL MEETING

1. Until the first annual general meeting takes place, this Constitution shall take effect as if references in it to the Board of Management were references to the persons whose signatures appear at the bottom of this document. This Constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document, and on behalf of this TRUST:

This Constitution was first adopted at the General Meeting of the Charity on *18th November 2018*. Last amended on the *7th March 2021* at a Special General Meeting and *8th August 2021* at Biannual General Meeting of the GUST and is signed on behalf of the Executive Committee and the GUST membership.

*Mohammed Abdul Basit*

*Anwar Shahjahan*

*Bodrul Alom*

---

**Mohammed Abdul Basit**  
*Chairman*

**Anwar Shahjahan**  
*General Secretary*

**Bodrul Alom**  
*Treasurer*

Date: 8<sup>th</sup> August 2021

The Constitution of the Golapganj Upazila Social Trust (UK) is the constitutional document of Golapganj Upazila Social Trust (UK). It was first adopted on *18th November 2018*. Last amended *7th March 2021* at a Special General Meeting and *8th August 2021* at Biannual General Meeting of the Golapganj Upazila Social Trust (UK).

Author(s) Constitution Drafting Committee.

- Dr. Abdul Aziz Toki
- Dr. Renu Luthfa
- Anwar Shahjahan

**[www.golapganjsocialtrust.com](http://www.golapganjsocialtrust.com)**

UK Registered Charity Number 1190653