

**BRANNGO [BRITAIN AND NEPAL NGOS]**

**CONSTITUTION**

1. **Name, Description and Operation.**
	1. It is certain that the number of charities and possibly other organisations and individuals that seek to help the people of Nepal has increased significantly over recent years. But, there seems to be no organisation within Great Britain [GB] that allows them to find out about the work that each is doing, or proposes to do. Thus contact with each other is limited and it is hard to benefit from shared interest and learn from previous experiences. It is proposed therefore to form an informal and flexible networking association whose members will be encouraged to do just this.
	The aims are set out below.
	2. The purpose of this document is to form the basis of a constitution for approval of the present Steering Committee that initially discussed it at their meeting on Wednesday 17 January 2018 before it is adopted and circulated to potential members.
	3. The Association is to be called BRANNGO a name that is easily remembered, but is actually an acronym for **Br**itain **A**nd **N**epal **NGO**s.
	4. BRANNGO will operate under its own Constitution and Committee but will also seek affiliation withthe Britain Nepal Society <http://www.britainnepalsociety.org> Initially such an affiliation will enable and encourage mutual cooperation and support between the two organisations as appropriate. A more formal structure may be developed in due course.
	5. In its formative stages BRANNGO is much supported by the CAIRN Trust that is located at Thomas’s Academy, New Kings Road, Fulham,
	London SW6 4LY.
	6. This Constitution assumes that the proposed affiliation will go ahead
	as planned. If it does not then references to BNS should be disregarded
	and deleted.

1. **Aims.**

BRANNGO is an informal network of philanthropic and other organisations that seek to support and strengthen the effectiveness of UK NGOs working in Nepal.  It does this through:

* 1. Exchanging information and insights.
	2. Facilitating dialogue through bringing practitioners together to share knowledge and good practice.
	3. Encouraging collaboration to enable greater impact and avoid duplication.

1. **To Fulfill these Aims BRANNGO** may:
2. ­­­­­Share and exchange information about
philanthropic and other operations in Nepal.
3. Work through a central database, social media and other
media including Internet and a regularly published newsletter.
4. Respond to opportunities and requests to liaise with the appropriate
authorities and organisations in Nepal, but not function as a political lobbyist
nor seek to represent BRANNGO members.
5. Encourage achievement of greater cost effectiveness for members by
 avoiding duplication in Nepal and UK. Thus enabling members to coordinate their activities when so desired.
6. Encourage flexible affiliations to other British and overseas philanthropic organisations, including schools, where thought appropriate by the Committee.
7. Enroll members that may wish to be representatives of health, education, communities, environment, agriculture, construction and other areas as needed.
8. Use the BRANNGO database, subject to General Data Protection Regulations to be enacted and effective from May 2018, to contact organisations with relevant skills and interests and where appropriate create small informal groups to work on issues and bring leaders together to share their areas of interest/expertise.
9. Explore the possibilities, where the opportunities arise, to coordinate applications for DFID/Government funding and possibly other funding when desired by either statutory authorities (who are increasingly keen for ‘nodes’ or sector application). Or, when there are two or more members keen to collaborate to support inter-organisation bids and joint working.
10. Secure the services of an active Committee from interested participants, with the usual officers in addition to those volunteering to help with coordination, conferences, databases, newsletters and the like.
11. Establish a list of members with their interests that
will be available to all members.
12. Hold at least one or two general meetings/conferences a year at appropriate venues (At the outset likely to be - Thomas’s Academy, New Kings Road, Fulham, London SW6 4LY).
13. Partner with the Britain-Nepal Society (BNS) as an affiliated organization in a formal capacity to be agreed.
14. Establish reasonable membership fees to be reviewed annually. Membership Fees [and see 4. below] at the start to be as follows but to be reviewed for incorporating a sliding scale for the future:
	* 1. £35 pa per individual for Associate and Full Members
		2. £100 pa for Group members whose purpose is philanthropic
		3. £200 pa for Group members that are institutions or profit seeking

1. Be committed to using best practice and ensuring our work is evidence led
and that at all times we work in reciprocal relationships with those in Nepal
in achieving objectives.
2. Generally assist charities in GB and other members with their legitimate activities and carry out any other lawful activity incidental or conducive to achieving its aims.

**4. Powers.**

In order to achieve its aims BRANNGO may:

 a.     Open bank accounts

 b.     Take out insurance

 c.     Employ staff

 d.     Organise courses and events

 e.     Work with other groups and exchange information

 f.      Raise money

g. Hold and maintain essential data about Members and activities in

 accordance with latest data protection legislation

**5. Membership.**

**BRANNGO** will have a three tier membership structure for which an annual fee will be payable. Associate and Full Members will be open to individuals, while Group Membership will be for organisations whether profit seeking, philanthropic, government or other.

* 1. **Associate Members**: For individuals - those who may be working in or visiting Nepal or wishing to set up an organisation to help Nepal. Associate Membership will also be available to those individuals who have registered a charitable or other organisation that is still within two years of its registration date. They may also wish to be associated with or introduced to other members carrying out similar activities. They will be eligible to attend the annual BRANNGO conference of members, but not the BNS functions unless they have joined BNS separately which they are encouraged to do. They will be entitled to receive BRANNGO advice and information and will be eligible to join the BRANNGO Committee. Associate members will have one vote each at general and special general meetings and will be eligible to be elected to the Committee.

b. **Full Members**:

As for Associate Members - but must also:

* + 1. Apply to become members of BNS
		2. Full members may be joint where both persons are members of the same family and each will be eligible to stand for election to the BRANNGO Committee and have voting rights.

c. **Group Members:** Will include charitable, profit-seeking and other organisations working abroad including schools, government bodies and philanthropic organisations. Group members will also:

1. Have a genuine and stated purpose in helping Nepal through a Nepali NGO.
2. If philanthropic in purpose, have been a registered UK charity for over 2 years and be listed on the Charity Commission website: <http://www.charitycomission.gov.uk> and have their interest in Nepal stated in their charitable objectives as well as being a member of the Fundraising regulator website http://www.fundraisingregulator.org.uk
3. Comply with Nepal Government rules regarding NGOs and INGOs.
4. Be eligible to stand for election to join the BRANNGO Committee and nominate up to 4 individuals for Membership of whom two may be elected to be members of the Committee.
5. Be eligible to attend the BRANNGO Conferences.
6. May apply to be members of BNS as a body or as individuals and are encouraged to do so.
7. **In addition,** membership of BRANNGO shall be open by invitation to any person over 18 and shall be available to persons without regard to gender, race, nationality, disability, sexual preference, religion or belief.
8. **Voting.** Each Full, Group, and Associate Member shall have one vote at General or Special General Meetings that shall be taken by a written note or administered by a suitable token or ticket.
9. **Termination.** The Committee may in its absolute discretion terminate the membership of any member, but the member has a right to be heard by the Committee or their nominees before a final majority decision is made.

**6. Management.**

1. **Administration.** A Committee of not more than ten members including
officers confirmed at the Association’s Annual General Meeting (AGM)
shall administer BRANNGO.
2. **Officers of the Committee** shall be: the Chair, the Vice-Chair, the Treasurer,
and Committee members responsible for particular areas of operation such
as education, communities, newsletters, conferences, medical and the like as decided by the Committee.
3. BRANNGO and BNS will each have an ex officio representative as a member
of each other’s board/committee
4. **Individuals** nominated by the Committee to assist with the administration of BRANNGO such as the Secretary and others need not be members although
it is hoped that they will become Members in time.
5. **Meetings.** The Committee shall meet at least three times a year.
6. **The Chair** or his or her Nominee shall chair all meetings of the Association.
7. **The Quorum** for Committee meetings shall be the Chair and four members.
8. **Voting** at Committee meetings shall be by show of hands. If there is a tied vote then the Chair shall have a casting vote.
9. **Removal.** The Committee may by a two-thirds majority vote to remove any other Committee member, provided that person has the right to appeal and be heard by the Committee or their nominees before a final decision is made. In the event that only a quorum [4 members and the Chair] are able to meet then the voting must be a minimum of four to one in favour of removal.
10. **The Committee** may appoint another member of BRANNGO as a Committee member to fill a vacancy provided the maximum number is not exceeded.
11. **The Initial Steering Committee** will be drawn from those volunteering to  participate in the formative stages. They may offer themselves for re-election at the first available General Meeting and in any event within 12 months.
12. **The Permanent Committee** will be drawn from Members nominated by the existing Steering Committee and will be confirmed at a General Meeting with tenure of three years prior to re-election.
13. **Rotation of Committee Members**. One third (or the number nearest to one third)
of the Committee Members will retire by rotation every third year but be eligible
for re-election up to his or her 80th birthday.
14. **Changes to the Constitution**, membership rules, appointment and removal of members or Committee members, and fee subscription changes require a 75% majority of Committee Members present. For normal business a simple majority will be sufficient. The Chair to have a casting vote but also see Clause 9 below.

**7. Duties of the Officers.**

1. The duties of the **Chair** are to:
	1. Chair meetings of the Committee and the Association
	2. Represent BRANNGO at functions/meetings to which it has been invited
	3. Act as spokesperson when necessary
2. The duties of the **Coordinator** are to:
	1. Ensure minutes of meetings are taken and kept.
	2. Prepare the agenda for meetings of the Committee and the Association in consultation with the Chairman
	3. Maintain the membership list
	4. Deal with correspondence
	5. Collect and circulate any relevant information within the Association
	6. Keep members of the Committee informed of matters affecting BRANNGO
3. The duties of the **Treasurer** are to:
	1. Supervise the financial affairs of BRANNGO
	2. Keep proper accounts that show all monies collected and paid out.
	3. Ensure that any money obtained by BRANNGO shall be used only
	for the Association
	4. Ensure that any bank or other accounts opened for BRANNGO shall be
	in its own name.
	5. Ensure that any cheques issued or payments made shall be signed or authorized by the Treasurer and one other nominated Committee member.

**8. Annual General Meeting.**

1. The Association shall hold an Annual General Meeting (AGM) in a month, time and place to be nominated by the Committee.
2. All members shall be given at least twenty-one days’ notice of the AGM and shall be entitled to attend and vote.  The quorum for an AGM or SGM shall be 10 members.
3. The business of the AGM shall include:
	* 1. Receiving a report from the Chair and Coordinator on BRANNGO’s activities over the year
		2. Receiving a report from the Treasurer on the finances
		of the Association
		3. Electing a new Committee and
		4. Considering any other relevant matter as may be decided.

 **9. Special General Meeting [SGM].**

A Special General Meeting may be called by the Committee or by any four Members to discuss a matter. The Secretary shall give all members twenty-one days’ notice of any Special General Meeting together with notice of the business to be discussed. All members shall be entitled to attend and vote.

**10. Alterations to the Constitution.**

At least 51% of those members present and voting at any General or Special General Meeting must agree and ratify any changes to this Constitution.

**11. Dissolution.**

BRANNGO may be wound up at any time if agreed by two-thirds of those members present and voting at any General Meeting or Special General Meeting. In the event of winding up, any assets remaining after all debts have been paid shall be given to a Charity with similar aims of assisting the people of Nepal as decided by the then Committee.

**12. Adoption of the Constitution by the Steering Committee.**

The date of adoption of this constitution is now to be Monday 2 April 2018 following the meeting on Wednesday 17 January 2018 at Thomas’s Academy, New Kings Road, Fulham, London, SW6 4 LY at which the Constitution was discussed and any further amendments by email.

**NOTES ON AFFILIATION AND THE STEERING COMMITTEE**

1. **BNS.**
	1. **BNS** is a long established, well-known and respected Society. It was founded on 1 January 1960, [58 years ago]. The President is HRH the Duke of Gloucester and the Society is well supported by the Nepalese Embassy in London.
	2. BNS seeks to promote friendship between the peoples of the United  Kingdom and Nepal. BNS is not working on the ground
	in Nepal but wishes to encourage those that do.
	3. BNS has a current membership of about 400
	that it seeks to increase.
	4. BNS activities centre on London and consist mainly of suppers and lectures to members and their guests who are interested in Nepal and its people.
	5. BNS is strongly supported by those who have lived, worked, visited, mountaineered or trekked in Nepal including British Gurkha officers both past and present.
	6. BNS is not a charity but an association of members.
2. **BRANNGO** is a newly formed networking organisation of those who work for the benefit of Nepal through local NGOs in that country. Other members may have philanthropic, commercial, educational or government interests. BRANNGO is supported mainly by those who have already started a charity in UK in order to fund their work in Nepal.
3. The two associations have a common interest in helping Nepal and its people and by joining together in a flexible Association it is thought that BRANNGO will benefit from the establishment and contacts of BNS while BNS will benefit from an increased young and vigorous membership through BRANNGO.
4. Each association will work independently of the other under its own Committee\Board but will keep in touch at this level and through ex officio representatives on each other’s Boards that will decide the best ways of working for the future.
5. **COMMITTEE MEMBERS.**
	* 1. The meeting on 17 January 2018 was attended by the following Steering Committee Members who offer themselves for election as Permanent Committee members for a three-year term:
	1. **Chair Designate & Treasurer** for 12 months
		1. DAVID THOMAS - Co President Cairn Trust
	2. **Members.**
		1. ANGUS BERRY - CEO and Co Founder Connecting Clubs International
		2. STEPHEN CARRICK-DAVIES - CEO Mondo Foundation
		3. ROGER POTTER– [for 12 months] Chairman Britain Nepal Society
		4. JOANNA THOMAS – Co President Cairn Trust
		5. LIZ WOODCOCK – Development Director Cairn Trust
		6. AIDAN WARLOW – Kathmandu University
	3. **Also offering themselves for election but were unable to come to the meeting:**
		1. DENISE PRIOR – Development Manager Community Action Nepal
		2. JOEY OWEN– UK Programme Manager Freedom to Learn
		3. DAVID MORALL– Co Founder and Trustee Nepal Earthquake Recovery Fund
	4. **Those not seeking election to Committee but wishing to be kept informed:**

 SARAH GALVIN – Programme Director, Pepal

 JODY DONTJE – Founder The Help Nepal Appeal

 FIROZ PATEL– CEO Childreach International

 PAULA BRONSON – Founder and Trustee Kids First Nepal

Dlt 15/3/2018