

## **Regulations of the Association**

### **HIMALAYAN PROJECT**

§1. The name of the Association is 'Himalayan Project'. The Association was founded the 26<sup>th</sup> November 1998. The domicile of the Association is Viborg Kommune (Municipality).

§2. The purpose of the Association is to give 'Non-Governmental Organisation' (NGO) assistance to projects in Nepal, predominantly among the rural people living in the mountainous northern districts of Nepal. In this way, the Association aims to increase the level of education and improve the living conditions of these people living far from central Nepal, in turn increasing the opportunity to exert real influence in their own districts in particular and in the Nepalese state in general.

§3. The Association is open to anyone who wants to make a contribution to its work. Anyone who makes a financial contribution, of whatever amount, is entitled to receive information about the work of the Association for the following period of one year. Formal membership is open to any individual aged 15 or over who wishes to be a member and pays the required subscription. Registration of Membership is done when subscription is done, and is valid for the whole calendar year. A member is considered as resigned when the subscription is absent in the following calendar year. The members are not liable for the dues of the association except with their subscription and voluntary payments. Membership is subscribed in the following categories:

3.1. Member (one vote)

3.2. Youth member (student or of limited means; one vote)

3.3. Support member (no vote).

§4. The Association must be open to contact with other organisations and groups who share the same aims, and be willing to let such groups who initiate an individual project within a co-operative framework have control of their project for an appropriate period of time. Should it at some point seem more advantageous for the Association to be attached to a larger umbrella organisation with the same aims, a decision to become subordinate can be made at the annual general meeting, providing that existing projects are not disadvantaged. Similarly, the Association must also be willing to take on the role of an umbrella organisation for other groups who will start or already have similar projects.

§5. The subscription and accounting year for the Association is the calendar year from 1<sup>th</sup> January to 31<sup>th</sup> December. The annual general meeting is held by the end of March at the latest.

§6. Himalayan Project is managed by an executive committee comprising 7 members, who are elected at the Annual General Assembly for a 2-year period. A further 2 deputies are elected, who can take part in the meetings of the board. The executive committee is constituted with a chairman, a deputy chairman, an administrator and a secretary at the latest 14 days after the annual general meeting has taken place. The work of the committee and the auditor is unpaid.

§7. The management of the Association is conducted by the executive committee. The committee can delegate individual and sub-committee tasks to single persons or groups of members (see §16). The committee manages the funds, which can be obtained from trusts, foundations, associations, public grants, interest groups, private contributions, contributions from members, membership subscriptions, profits from business and such like. The executive committee must appoint a

qualified auditor in the event of a demand for such from either a financial contributor or the annual general meeting. The committee has a quorum when at least two-thirds of its members are present or have given written consent.

#### §8. The running of the Association:

8.1. The Association is authorized by the board, which delegates the daily and administrative work of the association to the administrator. There is no personal liability of the committee members for the liabilities that properly lie with the Association. The Association must not incur debts.

8.2. The main objective of Association funds is to ensure ready and lasting working capital for the projects for which there is a responsibility. If there is more than sufficient capital to ensure the fulfilment of existing liabilities and responsibilities in current projects, then new projects can be initiated. As a rule, however, external sources of funding are to be sought for the establishment of projects, with Association funds acting primarily as working capital, or merely as security for the running of the projects.

8.3. Association funds have to cover the necessary and documented running costs as well as remuneration and fees for such expert assistance as is absolutely necessary for the future of the Association and its projects, and which can not be freely obtained, and also fees to those responsible for administration and management in Nepal. The executive committee must be able to document the legitimacy of these expenses at the annual general meeting.

8.4. Subsidy can be given to air transport between Denmark/Europe and Nepal/Asia in connection with the monitoring of existing projects and the investigation of new projects. Such subsidy must, however, be at a reasonable level in relation to the scope of the other duties of the Association and to its financial situation. Travel subsidy must never undermine the finances that are necessary for the maintenance of the objectives of §8.2. Travel subsidy is given exclusively to persons, Nepali or European, who make a significant financial and/or work-related contribution to the Association, or whose activity and presence in Nepal/Asia or Denmark/Europe is considered crucial for the general advancement of the Association or the achievement of its aims.

8.5. The Association must not have a restrictive effect on private activities and initiatives in Nepal/Asia. Any profit arising from a personal work-related effort or financial contribution belongs to the individual. The individual can work personally under the banner of the Association, and the Association can use the efforts of the individual for promotion purposes. Any profit arising from the work of the Association made with collective effort and using Association funds belongs to the Association. Himalayan Project undertakes a range of functions such as supporting, helping, co-ordinating, organising, guarantor, acting as an experience bank, initiating, being a contact point, to name but few.

§9. There is a need for competent individuals or organisations in Nepal who are willing and able to collaborate with Himalayan Project, and who are independent of the relevant projects. These collaborators are assigned responsibility for the implementation, monitoring, quality control and reporting of the individual projects in Nepal. The Nepalese collaborator should be able to expect payment for their efforts. Payment is negotiated with and defrayed by Himalayan Project. A donor can assign responsibility for the carrying out of a project to the Association, in which case a fee for administration is charged. The carrying out of such a project must take place in consultation with the executive committee. Himalayan Project can implement whole or part projects independently in Nepal. Minor projects that can never be a burden to the Association's finances are implemented in consultation with the executive committee, while larger projects must be approved by the members at the annual general meeting. All reports, both final and provisional, are to be published on Himalayan Project's website, and are to be mentioned at the annual general meeting. Payments that

could be construed as formally or informally corrupt must not be made, with the exception of minor gratuities or reasonable fees.

§10. The administrator manages the Association funds in such a way that they can always be checked by the executive committee and the auditor. The funds shall primarily be held as bank deposits. The administrator has a duty to ensure, through contact with public authorities, including the tax authorities, the Chief of Police, and the regional and local authorities, that there is agreement between the Association's authorisation and its working conditions. At the end of the financial year the chairman must certify all receipts and the accounts are gone through and endorsed by the auditor.

§11. The Association's annual general meeting is held before the end of March. The annual general meeting must be convened by written notification, including: agenda, Chairman's report and a statement of accounts checked and approved by the executive committee. Notification must be sent with at least 21 days' notice to all members and to those who have made a financial contribution during the period of the preceding year. Only current members with a receipt for membership subscription paid at least 8 days previously have the right to vote, but all those who have an interest are welcome to attend.

§12. The annual general meeting is the highest authority of the Association.

12.1. The annual general meeting begins with the election of chairman of the meeting, minute taker and vote tellers.

12.2. The Chairman's Report and Sub-Committee Reports, giving an account of the year's activities, are presented, together with ideas and suggestions for the future.

12.3. The audited accounts are presented by the board for approval.

12.4. The Chairman's Report and the accounts are collectively approved by the annual general meeting. If this is not possible, then the entire committee resigns. Re-election is possible.

12.5. Proposals which have been submitted in writing at least 8 days before the annual general meeting are dealt with, although proposals leading to changes in the regulations must be sent by the 15<sup>th</sup> January at the latest.

12.6. Subscription and budget proposals are presented by the executive committee.

12.7. As regards election of the executive committee and deputies, the period of election is 2 years in such a way that approximately half of executive committee members are up for election every year. Voting must be in writing if there are more candidates than posts.

12.8. As regards election of auditor and deputy, both are up for election every year. Re-election is possible.

12.9. Under 'Any other business' there is open discussion about the circumstances and future of the Association.

§13. An extraordinary general meeting is called if:

13.1. An important decision of major consequence for the Association is to be made.

13.2. A project with major financial implications for the Association is to be started.

13.3. The executive committee can no longer continue.

13.4. One-third of the members or the executive committee wishes the Association to be dissolved.

Notification of convening, with agenda and eventual proposals for election of a new executive committee, must be sent in writing, either letter or e-mail, to all members with at least 21 days' notice.

§14. Executive committee meetings are held as required. The member responsible for convening must send a written agenda to the other committee members with at least 1 week's notice, and as far as possible the entire executive committee should be present. Minutes of executive committee meetings are taken, with the minutes being approved at the subsequent meeting.

§15. Ordinary elections and decisions within the executive committee should be unanimous, but minor decisions can be made by a majority of the executive committee, with a minute being taken.

15.1. Ordinary elections and voting at the annual general meeting are decided by a majority of the members present.

15.2. Changes of regulations are passed at the annual general meeting with a two-thirds majority of the members present. Proxy voting with written permission is possible.

15.3. Dissolution of the Association can be decided upon at an annual or an extraordinary general meeting, followed by an extraordinary general meeting held at least 14 days later. Letter and proxy votes are permissible. Dissolution of the Association requires a two-thirds majority of the given votes at the first general meeting and a simple majority of the given votes at the second general meeting.

§16. Sub-committees are set up as required to deal with the carrying out of projects and tasks. A sub-committee should comprise a chairman, a secretary and a number of members. The same person can sit on different sub-committees. If a project is taken over by another association or organisation, the executive committee must appoint a member to sit on the relevant sub-committee of the other organisation. Each sub-committee must send minutes from their meetings to the executive committee, just as they must present a report at the annual general meeting.

§17. In the event of dissolution of the Association, its means must be transferred to another association or public aid programme, which is domiciled in Denmark, that have charitable or in other respects have non-profit objectives, that is able and willing to carry out the current projects. This other association could well be one specially established for the purpose. A condition, however, is that the regulations of such a new association must be approved by a lawyer or a qualified auditor, who must assess that the means will serve the purpose of the new organisation without those who have made a financial contribution feeling their contribution abused. It should also be possible to place the funds of the dissolved association in one or more foundations, the returns of which will favour the existing projects left by the dissolved association.

Sevel Kro, Thursday the 26<sup>th</sup> November 1998.

With changes of §6 the 26<sup>th</sup> February 2001

and with changes of §1, 2, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 15 and 17 the 5<sup>th</sup> March 2009.

and with changes in § 1, 3 and 17 on 16. March 2010

and with changes in § 6, 8.1, 10, 12.3 and 12.8 on 2. March 2017