

The Statues of the Association

The full text of the Statues, 8th October 2015

Clause I

Introductory provisions

1. The name of the association: **Namasté Nepal, registered association** (hereinafter referred to as the "Association").
2. The Association based in: Prague, the Czech Republic
3. The aim of the Association: The Association is an autonomous, voluntary, non-political and non-profit organization established for the purpose of fulfilling the common interest, which is a developing, humanitarian, educational and cultural support of people in Nepal and a familiarizing people in the CR with the life of people in Nepal.

For the fulfillment of the aim, the Association uses the experience and knowledge of Czech and Nepalese citizens, as well as other sources. The Association cooperates with internal and external legal persons of similar specialty.

Within the fulfillment of the stated aim, the Association especially focuses on:

- a) enhancing the level of education of Nepalese population and improving the quality of the life with regard to the preservation of their traditions and customs,
- b) increasing the awareness of people in the Czech Republic about the life of Nepalese people under difficult conditions of the Himalayas.

Clause II

Activity of Association

1. The main activity of the Association aims to protect and satisfy the common interests and fulfill the purpose, as established by Clause I of these Statutes. Within this main activity the Association evolves the following activities:
 - a) obtaining and releasing information about Nepal and its people in the Czech Republic for all target groups, including youth and people with disabilities,
 - b) collecting funds for development assistance to Nepal, especially in the social, educational, health and cultural areas, if necessary also for humanitarian assistance,
 - c) sending volunteers to Nepal and the mediation of the volunteer help,
 - d) designing and constructing objects of development assistance in Nepal (eg. schools, hospitals etc.)
 - e) organizing urgent help during natural disasters and / or humanitarian crises,
 - f) establishing and operating Nepalese centers,
 - g) organizing lectures, seminars, exhibitions and other cultural, social and sports events focusing on Nepal,
 - h) editorial, publishing and media activities focusing on Nepal,

- i) organizing trade exhibitions focusing on Nepal,
 - j) organizing one-off sales promotions in the lectures, exhibitions and other cultural and sport events with a focus on Nepal,
 - k) running brick-and-mortar and online shops focused on selling goods from Nepal or goods with the theme of Nepal,
 - l) consulting for travelers to Nepal and providing services in the field of tourism for traveling to Nepal,
 - m) mediation of imports of Nepali products to the Czech Republic and Czech products and investment projects to Nepal,
 - n) organizing public collections,
 - o) other activities of a similar nature, focusing on development assistance to Nepal.
2. To support the main activities, the Association develops secondary economic activity consisting in an employment activity, particularly in the following areas:
- a) providing basic info-service for Nepalese citizens living in the Czech Republic,
 - b) the mediation education of Nepalese citizens in the Czech Republic,
 - c) the preparation of teaching blocks of Nepal for all school levels in the Czech Republic,
 - d) processing curricula for special subject at Nepal schools,
 - e) supporting Nepalese organic farming and Fair Trade,
 - f) other activities of a similar nature.

Clause III

Membership

1. There are three types of membership in the Association:
- a) full membership;
 - b) sympathizing membership; and
 - c) honorary membership
(full membership, sympathizing membership and honorary membership together hereinafter referred to as the "Membership")
(full member, sympathizing member and honorary member together, hereinafter referred to as the "Member").
2. The Membership in the Association is voluntary. A Member of the Association can be:
- a) any person at the age of 18 or older, regardless of gender, religion, political and social status, nationality, race and citizenship;
 - b) any legal person whose focus is consistent with the purpose and activities of the Association.

The Membership binds to the persons as a Member, is not transferable to another person and not transferred to his successor.

3. The establishment of the Membership:

- a) a person who meets the conditions set out in Clause III, paragraph 2 of the Statues and who has made a written request for the admission as a full or sympathetic members of the Association can become the full member or sympathizing member. The full or sympathizing membership is established on the date of the decision of the Association Council (hereinafter referred to the "Council") on receipt of such a request for the Membership. The Council may reject the admission of an applicant for the Membership if there is a majority view that the proper fulfillment of the purpose of the Association would or could be threatened by the admission of the applicant as the Member;
- b) The Council may grant the honorary membership to persons who significantly helped the Association by their actions, directly supported Nepal and its people or carries out consistent work to help Nepal in accordance with the purpose and activities of the Association. The honorary membership is established by the acceptance of the appointment letter.

4. The Membership in the Association is terminated by:

- a) a voluntary resignation of the Member - the Membership expires on the delivery of written notice of the Membership termination to the Council,
- b) the Member's death,
- c) the exclusion of the full or sympathizing member - the Membership expires on delivery of the Council decision on the exclusion from the Association to the expelled Member; The Council has the right to exclude the full or sympathizing member if their conduct violates, obstructs or jeopardizes a proper fulfillment of the purpose and activities of the Association or neglects the obligations of the Membership,
- d) the withdrawal of the honorary membership - the honorary membership expires on delivery of the Council decision on the withdrawal of the honorary membership; The Council has the right to withdraw the honorary membership as an honorary member violates, obstructs or jeopardizes proper fulfillment of the purpose and activities of the Association by their conduct,
- e) the case of the failure to pay dues for the full membership to the data issued by the Council, and it is the first day of the delay in payment of membership dues,
- f) the dissolution of the Association or by the Council's decision on his conversion to another legal form.

5. Rights of Members:

All Members have the right to:

- a) participate in the activities of the Association,
- b) be regularly informed of developments in the Association,
- c) participate in the working meetings, the Council session and the membership meeting of the Association,
- d) submit suggestions, comments, ask bodies of the Association questions and receive a reply to their submissions.

Full members also have the right to:

- a) use the benefits of the Association's Member,
- b) elect and be elected to bodies of the Association.

6. Duties of Members:

Honorary members have no duties.

Full and sympathetic members have duties to:

- a) protect and preserve the good name of the Association,
- b) act in accordance with the purpose and activities of the Association,
- c) sign a declaration of confidentiality and not disclose the internal affairs of the Association,
- d) ensure that the interests and reputation of the Association are not harmed,
- e) observe the Statutes of the Association.

Full members have the duty to:

- a) pay membership dues,
- b) conscientiously serve in the bodies of the Association.

7. Members of the Association shall not be liable for any debts of the Association.

8. The Council is obliged to keep a list of Members, which is not public (not accessible). A method of making entries and deletions in the list of Members regarding the Membership in the Association Council modifies by its internal regulation.

Clause IV

Bodies of Association

1. The bodies of the Association are:

- a) the Membership Meeting,
- b) the Council,
- c) the Board,
- d) the Checking Commission.

2. The Membership Meeting is composed of the Assembly of all Members of the Association, other bodies are elected.

3. The term of office of Members in elected bodies is indefinite. The Membership in elected bodies is terminated by the death, expiration of the term of office, resignation of a Member of the elected body, withdrawal by the Membership Meeting or other competent body of the Association for serious violation of duties.

Clause V

Membership Meeting

1. The Membership Meeting is composed of the Assembly of all Members of the Association and it is the supreme body of the Association. The scope of the Membership Meeting includes:
 - a) to identify the main focus of the Association,
 - b) to elect the Members of the Council and Members of the Checking Commission,
 - c) to evaluate the activities of other bodies of the Association and its Members,
 - d) to decide to cancel the Association with a liquidation or its conversion.
2. The Membership Meeting is convened by the Council as necessary and at least once a year. At the initiative of at least one third of all Members, an extraordinary Membership Meeting must be convened. The request to convene the extraordinary Membership Meeting must contain a statement of reasons and the agenda of the extraordinary Membership Meeting. If the Council fails to convene the Membership Meeting within thirty days from receipt of the proper request, the person who filed the complaint can convene the Membership Meeting at the expense of the Association.
3. All Members have the right to participate in the Membership Meeting and carry out other appropriate membership rights. The invitation to the Membership Meeting together with its agenda must be sent to Members at least thirty (30) days prior to the Meeting and in written or electronic form. A place and time of the Meeting shall be determined so as the most Members have the possibility to participate in it. Already convened Membership Meeting may be canceled or postponed a way for its convening.
4. Each full member has one vote, sympathizing and honorary members have an advisory vote. The Membership Meeting is able to constitute a quorum for the participation of at least a third of the full members. The Membership Meeting adopts resolutions by a simple majority of those present full members.
5. In exceptional cases, the Membership Meeting can be implemented via correspondence. In this case, the Council shall send the Members a draft resolution of the Membership Meeting, which must contain a time limit for receipt of Member's statement, but at least fifteen (15) days, and the documents required for the admission. After the deadline, the Council will evaluate incoming statements and make a record of decisions of Membership Meeting. The provisions of the Clause V, paragraph 4 of these Statues shall apply accordingly so as the Membership Meeting held by correspondence would be a quorum.
6. The negotiation of the Membership Meeting is chaired by the Chairman or the person appointed by him. The Chairman leads the meeting, as its agenda was announced, unless the Membership Meeting decides to cancel the meeting. The issue that was not on the meeting agenda at the time of its announcement, it can be heard and decided only with the participation and consent of all present full members of the Association eligible to vote on it.
7. The Council shall arrange for drawing up of the minutes of the Membership Meeting within thirty (30) days of its completion. If this is not possible, the drawing up is made by the person who chaired the meeting, or who was charged by the Membership Meeting.

Clause VI

Association Council

1. The Council manages and supervises the activities of the Association in accordance with the statutes. The Council is a body of the Association with the decision and approval powers. The Council, in accordance with the statutes leads and manages the work of the Association, supervises the compliance with the Statutes and is concerned with the development of the Association.
2. The Council has from three to five members. The Members of the Council are elected by the Membership Meeting. The Council elects and removes its Chairman and Deputy Chairman.
3. The Council is responsible for the proper management of the Association, monitors the compliance with budgetary rules, approves amendments to the budget, ensures a proper care of the property and in particular the proper fulfillment of the purpose of the Association.
4. The Council is authorized to delegate those of its powers to be decided, the other Members or employees of the Association. The Council Members are obliged to act with due diligence.
5. The Council is convened by its Chairman (in his absence by the Deputy Chairmen) as needed, but at least three times a year.
6. The Chairman of the Council (in his absence one of the Deputy Chairmen) is required to convene the extraordinary meeting of the Council within fifteen (15) days, if it is requested by at least half of its Members with the statement of the reason for convening and meeting agenda.
7. The invitation to the meeting of the Council must be in writing or in e-mail form and must be sent with the agenda of the Council meeting, including any documents related to the agenda, at least one (1) day before the date of the meeting. Deviations from this provision are possible only for serious reasons and only if the Council approves it after its convening.
8. The Council meeting is chaired by its Chairman. The Council may also make decisions outside its meetings. It is permitted to communicate only via correspondence (email or written communication), or a form of electronic communication (chat, video conferencing). The Council is quorate only with the participation of at least half of its Members. The votes of all Members of the Council have the same importance. In the case of equality of the votes, the vote of the Chairman is casting (in his absence, the vote of the person whom the Chairman authorized to be in charge of the Council). At the Council, guests may be invited according to the needs.
9. The exclusive competence of the Council includes:
 - a) to convene a Membership meeting,
 - b) to review and approve the budget and annual financial accounts (to approve management Association) and publish them within the Association,
 - c) to approve proposals for the sale and purchase of real estates and other investments, to approve all contractual relations of the Association,
 - d) to supervise the proper care of the property and all economic activities of the Association,
 - e) to elect the Members of the Board of the Association,
 - f) to admit full and sympathetic members, to decide on their exclusion,
 - g) to decide on the granting and withdrawal of the honorary membership,

- h) determining the amount and maturity of dues,
 - i) to decide on the postponement, reduction or remission of dues to members, unless there are serious reasons,
 - j) to decide on employment matters of employees and volunteers,
 - k) to adopt internal regulations of the Association,
 - l) to approve internal organizational standards of the Association,
 - m) to decide on the management and organization of the various projects of the Association,
 - n) to decide on amendments of the Statutes,
 - o) to approve the annual reports on the activities and management of the Association for the past years presented by the Board,
 - p) to approve an economic result of the Association.
10. The Council's activities are directed by the Chairman, in his absence, the Deputy Chairman.

Clause VII

Board

1. The Board is the statutory body of the Association.
2. The Board has three members: the Chairman and two Deputy Chairmen.
3. The members of the Board are appointed and dismissed by the Council. The Board elects its Chairman and Deputy Chairmen, an absolute majority of all the members of the Board is required for their election.
4. The Chairman is in the forefront of the Board.
5. Each of the Board members is entitled to negotiations on behalf of the Association. Another person could be empowered to the negotiations on behalf of the Association in partial matters. In such cases, the power of attorney must be granted in writing with a precise definition of the powers and responsibilities of the authorized person and must contain the subject and time scope of the authorization. Signing on behalf of the Association happens so that a person acting on behalf of the Association joins his/her signature to the name of the Association.
6. The exclusive competence of the Board includes:
 - a) to appoint employees and terminate their employment,
 - b) to supervise workers of the Association,
 - c) the control of projects implemented by the Association.
7. Members of the Board follow the Clauses of the Association and decisions of the Council and Membership Meetings in the scope in which the relevant legal regulations do not rule out that. Board members are obliged to act with due diligence.
8. The Board may, in individual cases, delegate some of its competences to the Members of the Council, possibly to other full members, sympathizing members or employees of the Association.

Clause VIII

Checking Commission

1. The task of the Checking Commission is to check whether the action of the Association bodies and the management of the Association are carried out in accordance with generally applicable legal regulations, statutes, internal regulations of the Association, organizational norms of the Association and decisions of the Membership Meeting and the Council.
2. The Checking Commission has three members. Members of the Checking Committee are elected and dismissed by the Membership Meeting - full members or sympathetic members of the Association. The Checking Commission elects and dismisses its Chairman, who represents it in negotiations with the other bodies of the Association and other persons participating in the activities of the Association. The Checking Commission is answerable to the Membership Meeting.
3. Membership in the Checking Commission is incompatible with Membership in the Council and the Board of the Association. A Member of the Checking Commission must not be a close person to the Members of the Council or the Board. The Members of the Checking Commission are obliged to act with due diligence.
4. The Checking Commission carries out a check independently of the other bodies, at its sole discretion at any time during the year.
5. When carrying out checks, the Checking Commission is required to act objectively and impartially.
6. The Checking Commission is authorized to inspect all documents of the Association and to have these documents reviewed by an independent inspector in the field of accounting. The inspector is bound by the confidentiality of the documents of the Association.
7. The Checking Commission transmits a written report on the results of the check to the Chairman of the Council, the Chairman of the Board and then to the Membership Meeting. The report must contain a concise record of the process check, a list of checked areas, identified shortcomings, names of those people who are responsible for them, and a proposal for corrective measures.
8. All members of the Association bodies and employees of the Association are obliged to cooperate with the Checking Commission and provide the necessary information and explanations and other required cooperation during the inspection.
9. If responsible persons do not agree with the conclusions of the commission, they have the right to join a written expression to the report on the result of the check.

Clause IX

Property and Economic Activities

1. The Association gets resources for its activities mainly from membership dues, from inheritance and bequests, donations and sponsorships from natural and legal persons from home and abroad, from state contributions, foundation grants, incomes from its activities and from the proceeds of its property.
2. All collected resources must be used for the purposes of these Statutes, must be used to finance activities that meet the purpose and objectives of the Association and to provide the necessary conditions for the implementation of these activities.

3. The resources of the Association must not be used for the enrichment of natural and legal persons. This applies even in the case of Members and staff of the Association. This does not exclude the use of resources for social or charitable purposes. The exception of this provision is a proper salary or remuneration negotiated on the basis of effective treaties.
4. The remuneration can be disbursed to the Members of the Council and the Board of the Association for their functions. The Membership meeting decides on the amount and method of the determination of the remuneration to the members of the Council. The amount and method of the determination of the remuneration to the Members of the Board are decided by the Council.
5. The Association acquires into its ownership, management or use the property, in order to properly fulfill its purpose and activities of the Association.
6. The bodies of the Association are responsible for good management, restoration, maintenance and keeping records of the property in the extent of the provisions of these Statutes and internal regulations of the Association.
7. The Council may entrust a part of the property of the Association to the management of another entity, especially if a more efficient use of the property is ensured in favor of the Association. In the contract of the entrustment of the property, the Council will determine the extent and limits of the powers of the body during its management.
8. Further details governing the management of the property of the Association are contained in internal regulations and guidelines of the Association.

Clause X

Final provisions

1. The matters not regulated by these Articles shall be governed by generally applicable laws, especially Act No. 89/2012 Coll., The Civil Code, as amended.
2. These Statutes and all its provisions are binding on all members and bodies of the Association.