

NEPAL TRAIL BRIDGE FORUM (NTBF)

नेपाल भोलुङ्गे पुल सरोकार समाज
(Established as a non-profit sharing Company
under the Company Act, 2063)

ARTICLES OF ASSOCIATION

(pertaining to Section 18, sub-Section 6)

2064

Disclaimer

The original version of the document is in Nepali. In case of any difference between the two versions, the Nepali version will prevail.

NEPAL TRAIL BRIDGE FORUM (NTBF)

ARTICLES OF ASSOCIATION 2064

1. Name of the Company

This Company is named 'NEPAL TRAIL BRIDGE FORUM (NTBF)'.

2. Address of Company's Registered Office

The registered office of the Company is located at ward no. 3 of Lalitpur sub-Metropolitan city. With approval of the Company Registrar Office, the Company may open branch offices or relocate its registered office anywhere within Nepal.

3. Nature of the Company and business:

- (1) The Company, in the form of an entity with perpetual succession, is institutionalized as an autonomous non-profit making, non-political and non-religious non-governmental social company.
- (2) The principal directives and policies of the Company are delineated in Article 4 below.

4. Company Objective

- (1) The objectives of the Company are as hereunder:
 - (a) To facilitate dialogue and mutual exchanges among institutions, organizations, experts and user communities engaged in the construction, technology and education of foot trails, mule tracks and trail bridges.
 - (b) Contribute towards a coordinated development effort by way of mutual exchanges and updating of information, statistics, technology, knowledge and skills existing among stakeholders involved in foot trails, mule tracks and the trail bridge sector.
 - (c) To help promote pan-participation as per established principles and processes of decentralization for the construction, planning, execution,

follow-up, evaluation, management and maintenance of foot trails, mule tracks and trail bridges.

- (d) Contribute to bring transparency in the Planning Budget of foot trails, mule tracks and trail bridges that are to be built to specifications and norms prescribed by prevalent Nepalese law and to promote values and norms of good governance.
 - (e) Develop economic, easily available and ‘people popular’ technology for foot trails, mule tracks and trail bridges and help to promote community ownership.
 - (f) To support concerned agencies and local bodies in the making and effective implementation of appropriate and people oriented laws, policies and directives.
 - (g) Development of backward regions, communities and womenfolk for participation and representation in decision making processes.
 - (h) Contribute towards poverty alleviation of rural and low income communities.
 - (i) Contribute towards environment protection and management in rural areas.
- (2) In case prior approval is necessary for implementing the objectives mentioned under sub-section (1), the Company shall avail of such prior approval from the authorities concerned.
- (3) Copy of Approval or License for the implementation of the objectives mentioned under sub-section (1) will be submitted to the Office within fifteen (15) days.

5. Work for attaining Company’s Objectives

- (1) The Company will do the following to attain the Objectives mentioned under Section 4.
- (a) The Company may purchase, rent or lease land, house and vehicles as per need. The Company may purchase or rent vehicles and office equipment like computer, telephone, typewriter, fax etc.
 - (b) Employ personnel as per Company’s need and fix their terms and conditions of employment.
 - (c) Open accounts in banks and financial institutions in the name of the Company.
 - (d) Avail credit in the name of the Company from any bank or financial institution with or without security.
 - (e) The Company may enter into contracts under prevalent laws for fulfilling the objectives of the Company.

- (f) The Company may take recourse to all legal remedies to protect its rights, facilities and benefits whether initiated by or against the Company.
- (2) The Company will do the following in its subject sector to attain the objectives mentioned under Section 4.
- (a) Publicize available notices, information, government laws, policies, directives pertaining to foot trails, mule tracks and trail bridges among the general public and stakeholders. Conduct research oriented activities and publish informative bulletins and reports.
 - (b) Develop partnership and coordination among government agencies, local governments, NGOs, local communities, community based institutions and organizations for policy making, planning and execution of foot trails, mule tracks and trail bridges.
 - (c) Develop partnership and coordination in activities pertaining to education, training, technology development of foot trails, mule tracks and trail bridges.
 - (d) Undertake public awareness programs relating to foot trails, mule tracks and trail bridges.
 - (e) Other assigned, allotted work relating to foot trails, mule tracks and trail bridges.

6. Company's Preliminary Capital

The capital requirement for the establishment of this Company and its sources are as follows:

- (a) Membership fees and support funds amounting to Rs. 5,500.- (in words Rs. Five thousand five hundred only)
- (b) Funds previously received from different institutions and organizations in support of Company's programs Rs. 45,500.- (in words Rs. Forty five thousand five hundred only)

7. Non-share based Company

- (1) No share capital is required to establish this Company. But, for attaining its objectives, the Company may avail of the membership fees and donations from anyone according to the law.
- (2) Company members shall pay membership fees as follows:
 - (a) A general member shall pay a one time lump sum admission fee of Rs. 500.- and membership renewal fee lump sum Rs. 500.- for two years.

- (b) Individual Life Member one time fee of lump sum Rs. 2,500.-
 - (c) Institutional general membership one time admission fee lump sum Rs. 2,000.- and membership renewal fee lump sum Rs. 2,000.- for two years.
 - (d) Institutional Life Member one time fee lump sum Rs. 10,000.-
 - (e) If deemed appropriate by the Company, Honorary Membership can be granted to distinguished individuals, institutions, bodies on fee paying or non-paying basis.
- (3) Support funds and other donations from members will be deposited in a separate fund and will be the capital of the Company. This fund will be utilized for operational expenses of the Company to attain its objectives.
- (4) There will be a separate fund of the Company in which the following type of funds will be deposited.
- (a) Admission fees, membership fees and membership renewal fees.
 - (b) Donations and funds from anyone availed on free-will.
 - (c) Amounts received from sale of Company's fixed and non-fixed assets.
 - (d) Amounts donated by foreign institutions, individuals or international institutions and organizations.
 - (e) Donations or support funds availed by central and local bodies.
 - (f) Interests and profits from capital assets.
- (5) The Company will avail approval from the Government of Nepal before accepting financial support and donations from foreign institutions, organizations and individuals.
- (6) Funds received by the Company will be deposited in a local bank and operated through a bank account. The bank account will be operated by dual signature of the Company Chairperson, Secretary, Treasurer or the designated Chief of Accounts among whom the signature of the Treasurer will be compulsory.
- (7) Expenses from the Company fund will be done as follows:
- (a) No amount can be spent without approval of the yearly budget, plans and programs.
 - (b) Funds can be spent under the provisions of the budget and programs approved by the General meeting.
 - (c) Financial report detailing the expenses must compulsorily be submitted at the General meeting.

- (8) The income and expenditure accounts of the Company shall be maintained according to prevailing laws. The following processes will be adopted for regular auditing.
- (a) Company auditing will be done according to prevalent laws by a registered auditing firm.
 - (b) The Government of Nepal or the Office, if so desires, may at anytime check the accounts of the Company directly or through personnel designated for the purpose.
 - (c) A copy each of the Auditing Report and Yearly Work Progress will be submitted to the Office.

8. Non-Profit Sharing

- (1) From the profit earned by the Company no amount as profit, bonus or in any other form may be given to its members, post holders or employees.
- (2) Profit earned by the Company may be used only to enhance the capital of the Company or to attain its objectives.

9. Company membership and Renewal

Company membership terms, qualification, type of membership, processes for availing membership and renewal is as follows

- (1) Type of Membership: There are four types of membership as follows:
 - (a) General Member: Membership granted to any Individual or Institution qualified according to Section 9, sub-Section 2 following prescribed processes is considered as General Member. The Company may request for general membership from among those individuals, institutions, organizations and public bodies involved in or those who have made special contributions for foot trails, mule tracks and trail bridges and on acceptance of their application be granted general membership.
 - (b) Founder Members: Members and post holders of the Company at the time of its registration are designated 'Founder Members' of the Company. Founder Members, as desired, need to pay membership fees akin to that of a General or Life member.
 - (c) Life Member: Institutions, organizations, individuals, consultants and experts making special contributions for the development of the Company may be granted Life Membership following the prescribed processes.
 - (d) Honorary Member: If deemed appropriate, Honorary Membership can be granted to distinguished social workers and prominent institutions, organizations, public bodies and individuals. Honorary members will not have voting rights.
- (2) Membership Eligibility: The eligibility for membership in this Company is as follows:
 - (a) Should have crossed 21 years of age
 - (b) Should be mentally sound
 - (c) Untainted on account of abuse of public property
 - (d) Not penalized for morally criminal acts or on corruption charges
 - (e) Not disqualified for membership according to prevalent laws.
- (3) Membership fees, Renewal and Processes for Membership: Members mentioned in Section 9, sub-Section (2) need to submit application in writing in the prescribed format for membership of the Company. The Board by a simple majority may decide to provide membership on payment of membership fees as follows:
 - (a) General Members: Individuals wishing for General Membership need to pay a one time lump sum of Rs. 500.- and Institutions Rs. 2,000.- together with an application in the prescribed format whereupon the Board will decide to give General membership. General members can renew

membership by paying a lump sum of Rs. 500.- every two years. General members must renew membership every two years by end Kartik (mid-November).

- (b) Founder Members: The Board members during the establishment of the Company are Founder Members. Founder members may become General or Life Members on payment of prescribed membership fees.
 - (c) Life Member: Individuals paying a lump sum of Rs. 2,500.- and institutions paying a lump sum of Rs. 10,000.- and applying in the prescribed formats will be given Life Membership as decided by the Board.
 - (d) Honorary Member: If deemed appropriate by the decision of the Board, Honorary Membership can be granted to distinguished institutions, bodies and individuals on fee paying or non-paying basis.
- (4) If it is decided not to give membership to any applicant, the applicant will be informed of the reasons for not granting membership.
 - (5) All members are required to conform to the provisions of the Articles and Regulations of the Company.
 - (6) The Company will maintain separate registers for members as listed in sub-section (a), (b), (c) and (d).

10. Membership non-transferable

Membership is not transferable in anyway.

11. Termination of Membership

Membership in the Company will not remain valid under the following conditions:

- (a) On resignation from Company membership
- (b) On death of the member
- (c) On termination of the institution in the case of an institutional member or if the member institution amalgamates with another institution, organization
- (d) On the member being bankrupt
- (e) On being proved guilty of abuse of public property
- (f) On being penalized for morally criminal acts or corruption charges
- (g) On having personal stake in the business of the concerned Company.
- (h) On being disqualified to remain as a member of the Company according to prevalent laws.

12. Limited Liability

Members will not be responsible for the liabilities of the Company unless any member vouches in writing for personally bearing extra liabilities.

13. Other Important Matters

- (1) Establishment expenses will be borne by the Company itself.
- (2) Initial funds necessary for operating the Company will be availed from the Promoter Members.
- (3) Matters pertaining to granting of special facilities or rights to any promoter member or any other personnel will be decided by the Board. Such decisions will need to be affirmed by the General meeting and the Office will be so informed.
- (4) The Company will have its own Stamp and all documents pertaining to the Company will be evidenced by the Stamp. The Stamp and signs of the Company will be as decided by the Board. In case the name and stamp of the Company matches that of any other pre-registered company, changes will be effected immediately following required processes.

14. Other arrangements

All previous decisions, planning, activities of the Company (institution) shall be considered as having been undertaken as per the Articles and Regulations of the Company.

15. Validating changes in Articles of Association

- (1) Should the Company need to make any changes in the Articles of Association, such will need to be passed by the General meeting as a special proposal and will be validated only when so archived at the Office.
- (2) Any changes or cancellation in the Articles of Association will need to be affirmed by a 2/3 majority of the General meeting.

16. Ultra vires of the Articles of Association

Whatsoever is written in this Articles of Association, notwithstanding, if it contradicts with any provisions of the Company Law, 2063 or any other prevalent laws, the provisions of the Articles of Association, to the extent of contradiction, shall be considered null and void.

17. Founders' details and Oath

We, the promoters of Nepal Trail Bridge Forum hereby agree to establish and operate this Company as per the prevalent laws. Our names, addresses, signatures and witnesses appearing in this Articles of Association are correct and true. If proved otherwise, we accept to bear any liabilities that may accrue after the registration of the Company. The contents in this Articles of Association are true and if otherwise proved, we accept to bear all penalties as per prevalent laws.

Promoters name, address and signature	Name of Father / Husband	Citizenship no./ district from where issued / Passport no. in case of foreigner	Full name, address and signature of Witness,	Citizenship no. of witness and district from where issued
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<p>Signature:</p> <p>1) Name: Prof. Deepak Bhattarai</p> <p>2) Address: KMC 446, Dochamarg, Maharajgunj</p> <p>Phone no: 9851021544, 4413089</p> <p>Fax no: 6611681</p> <p>Email: yasmine@wlink.com.n p</p> <p>P.O. Box 10810, Kathmandu</p> <p>Right Left</p> <p>(thumb print)</p>	Late Prof. Govinda Prasad Bhattarai		<p>Signature:</p> <p>1) Name</p> <p>2) Address</p> <p>Right Left</p> <p>(thumb print)</p>	Citizenship no.
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<p>Signature:</p> <p>1) Name: Neeraj Shah</p> <p>2) Address:</p> <p>Dandagaon 6, Jajrkot Presently: Sainbu, Llaitpur 5</p> <p>Phone no: 5590570</p> <p>Fax no: Email: nshah@nepaltrailbridges.org</p> <p>P.O. Box Kathmandu</p> <p>Right Left</p> <p>(thumb print)</p>	<p>Manik Jung Shah</p>		<p>Signature:</p> <p>1) Name</p> <p>2) Address</p> <p>Right Left</p> <p>(thumb print)</p>	<p>Citizenship no.</p>
<p>Signature:</p> <p>1) Name: Shiv Chandra Kantha</p> <p>2) Address:</p> <p>Janakpur MC 11, Dhanusha</p> <p>Phone no: 5554905 Fax no: 5526829 Email: shiva.kantha@helvetas.org. np</p> <p>P.O. Box 688, Kathmandu</p> <p>Right Left</p> <p>(thumb print)</p>	<p>Surya Narayan Kantha</p>		<p>Signature:</p> <p>1) Name</p> <p>2) Address</p> <p>Right Left</p> <p>(thumb print)</p>	<p>Citizenship no.</p>

<p>Signature:</p> <p>1) Name: Saroj Kumar Upadhyaya</p> <p>2) Address: Gaur MC 3, Rauthat Presently KMC 35, Koteswor</p> <p>Phone no: 6225369, Fax no: 4228024 Email: cemecahra@mos.com.np</p> <p>P.O. Box 24148, Kathmandu</p> <p>Right Left (thumb print)</p>	<p>Mangal Kumar Upadhyaya</p>		<p>Signature:</p> <p>1) Name</p> <p>2) Address</p> <p>Right Left (thumb print)</p>	<p>Citizenship no.</p>
<p>Signature:</p> <p>1) Name: Rudra Prasad Sapkota</p> <p>2) Address: Bhaktapur MC, 17</p> <p>Phone no: 6611107 Fax no: Email: rsapkota@snv.org.np</p> <p>P.O. Box Kathmandu</p> <p>Right Left (thumb print)</p>	<p>Dinanath Sapkota</p>		<p>Signature:</p> <p>1) Name</p> <p>2) Address</p> <p>Right Left (thumb print)</p>	<p>Citizenship no.</p>

<p>Signature:</p> <p>1) Name: Kamal Jaishi</p> <p>2) Address:</p> <p>Phone no:</p> <p>Fax no:</p> <p>Email:</p> <p>P.O. Box Kathmandu</p> <p>Right Left</p> <p>(thumb print)</p>			<p>Signature:</p> <p>1) Name</p> <p>2) Address</p> <p>Right Left</p> <p>(thumb print)</p>	<p>Citizenship no.</p>
<p>Signature:</p> <p>1) Name: Pushpa Raj Bhattarai</p> <p>2) Address: Dhulabari, 9, Jhapa Presently Gothatar 8, Bhaktapur</p> <p>Phone no: 9841404656 Fax no: 4352344 Email: pujan@yahoo.com</p> <p>P.O. Box 10810, Kathmandu</p> <p>Right Left</p> <p>(thumb print)</p>	<p>Bishnu Kumar Bhattarai</p>		<p>Signature:</p> <p>1) Name</p> <p>2) Address</p> <p>Right Left</p> <p>(thumb print)</p>	<p>Citizenship no.</p>