

THE COMPANIES ACT 1985

Company No. 2132728

Memorandum and Articles of Association

MAHAVIR FOUNDATION LIMITED

Incorporated the 19th day of May, 1987.

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF MAHAVIR FOUNDATION LIMITED

1. The name of the Company (hereinafter called "the Foundation") is Mahavir Foundation Limited.
2. The registered office of the Foundation will be situated in England.
3. The objects for which the Foundation is established are advancement in the United Kingdom and throughout the World of the Jain religion particularly but not exclusively by the provision of places of worship and study, facilities for other functions of a religious character such as the celebration of births and marriages and the performance of rites relating to deaths, and the employment and housing of priests.
 - (b) To advance education by establishing, conducting and managing colleges, schools and libraries to provide facilities for the study and teaching and research into Jainism.
 - (c) The relief of poverty, the advancement of education and the protection of health and such other charitable objects as the foundation may from time to time decide.

In furtherance of the above objects but not further or otherwise, this foundation shall have the following powers: -

- (a) To hold examinations and organise exhibitions, conferences and meetings of all kinds in connection therewith.
- (b) To edit, publish and issue books, journals and periodicals, in Sanskrit, English and other languages, to promote the objects of the Foundation or to impart or further education as authorised and to print and publish the results of any research which is undertaken.
- (c) To initiate individuals in Jainism irrespective of caste, creed, colour, sex, religion and nationality.
- (d) To adopt any other programmes necessary for the teaching and propagation of Jain philosophy and culture.
- (e) To propagate the values of the Jain order of living to intelligent and the masses in all forms of mass media without detracting from the dignity and value of the subject.
- (f) To disseminate the ideology and utility of Jainism in India and abroad under the guidance of experts.

- (g) To establish Jain Ashrams to impart tuition in the scientific techniques of self-realisation and revive the science of meditation in a systematic and organised way.
- (h) To send and receive delegations from various parts of the world in the cause of dissemination of Jain knowledge.
- (i) To perform all incidental activities to attain the objects specified and thought so afterwards to serve humanity in the Jain mode.
- (j) To arrange cultural and social programmes on behalf of the Foundation.
- (k) To enter into an agreement with other institutions or trusts for running and conducting Jain School in conjunction with others for the spread and propagation of its aims and objects and such other effective steps to fulfil its aims, objects and obligations.
- (l) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the foundation may think necessary for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Foundation.
- (m) To sell, let, mortgage, dispose of on turn to account all or any of the property or assets of the Foundation as may be necessary for the promotion of its objects.
- (n) To undertake and execute any trusts which may lawfully be undertaken by the foundation and may be necessary for its objects.
- (o) To borrow or raise money for the purposes of the Foundation on such terms and on such security as may be thought fit.
- (p) To invest the moneys of the Foundation not immediately required for its purposes or in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (q) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purpose of the Foundation or calculated to further its objects.
- (r) To do all such other things as are necessary for the attainment of the above objects or any of them.

Provided that: -

- (i) In case the Foundation shall take or hold any property which may be subject to any trusts, the foundation shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (ii) The Foundation shall not support any objects, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Foundation would make it a Trade Union.
- (iii) In case the Foundation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or

Minister of Education, the Foundation shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee of the Foundation shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as it would as such Executive committee has been if no incorporation had been effected, and the incorporation of the Foundation shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee, but it shall as regards any such property be subject jointly and separately to such control or authority as if the Foundation were not incorporated.

4. (a) The income and property of the Foundation whencesoever derived, shall be applied solely towards the promotion of the objects of the Foundation as set forth in this Memorandum of Foundation, and no portion shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Foundation.
(b) Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Foundation or to any member thereof, in return for any services actually rendered to the Foundation, nor prevent the payment of interest at a rate not exceeding the normal commercial rate for the time being in force on money lent or reasonable and proper rent for premises demised or let by any member of the Executive Committee of the Foundation provided that at no time a member of the Executive Committee of the Foundation shall be appointed to any salaried office of the Foundation or to any office of the Foundation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Foundation to any member of such Executive Committee, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Foundation provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Executive Committee may be a member and in which such member shall not hold more than five hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.
5. The liability of the members is limited.
6. Every member of the Foundation undertakes to contribute to the assets of the Foundation, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Foundation contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

7. If upon the winding up or dissolution of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Foundation, but shall be given or transferred to some other charitable institution or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Foundation and which shall prohibit the distribution of its or their income and property among its or their members to any extent at least as great as is imposed on the Foundation under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Foundation at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.
8. The Motto of the Foundation shall be: -

LIVE AND HELP TO LIVE

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Foundation.

	Name	Address	Description
1.	Mansukhbhai B. Shah	72, Wolmer Gardens Edgware, Middlesex	Tax Consultant
2.	Chief Harakhchand Bhandari	18, Florence Mansions Vivjan Avenue, NH4	Businessman
3.	Hasmukh D. Gardi	8, Fallowfield Stanmore, Middlesex	Solicitor
4.	Vinod Kapashi	11, Lindsay Drive Kingsbury, London, NW9	Engineer
5.	Pravin Shah	65, Bush Grove, Stanmore, Middlesex	Businessman

Date this 29 day of January 1987

Witness to the above Signatures :-

GAGRAT GARDI & CO.

Solicitors

150 Southampton Row

London W.C.1.

THE COMPANIES ACTS 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association
of
Mahavir Foundation Limited

GENERAL

1. In these presents the words standing in the first column of the Table next hereafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

Words	Meanings
The Act	: The companies Act 1985.
These presents	: These Articles of Association, and the regulations of the Association from time to time in force.
The Foundation	: The above-named company.
The Board of Advisors :	The Board of Advisors shall advise the Executive Committee from time to time and carry out the functions as set out in the Clause 46 below.
The Executive Committee:	The Executive Committee for the time being of the Foundation.
The Office	: The registered office of the Foundation.
The Seal	: The common seal of the Foundation.
The United Kingdom	: Great Britain and Northern Ireland.
Month	: Calendar month.
In writing	: Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including electronic communication.

And word Member of Executive Committee shall include Trustee, Director and vice versa.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporation.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Foundation shall, if not inconsistent with the subject or context, bear and same meanings in these presents.

PRELIMINARY

2. The Foundation is established for the purpose expressed in the Memorandum of Association.

MEMBERSHIP

3. The number of members with which the Foundation proposes to be registered is 1000, but the Executive committee with the approval of the Trustees may from time to time register an increase of members. The Executive Committee have increased the limit to 1500.

Eligibility: Membership will be open to all practising Jains or those following Jain religion and resident in the United Kingdom. The Executive Committee reserves right to decide about eligibility of the applicant. The eligibility criteria will apply to all affiliates. The term 'members' will mean 'life members'.

Membership categories and fees and its application to be as set out by the EC from time to time.

4. Any person who is eligible shall become a member of the foundation upon the receipt by the Secretary or nominated EC member of the Foundation of an application for membership in the manner and form prescribed by the Executive Committee containing a written consent to become a member and to be bound by the memorandum and articles of association of the foundation.
5. Membership cannot be transferred and is not transmissible.
6. Any member may at any time by notice in writing to the secretary resign his membership.
7. The secretary or nominated EC member will maintain a list of members and will update it to remove deceased members or who are disqualified and publish it annually and at least 30 days before the date of annual general meeting for the year.
8. No member whose membership shall have ceased by resignation or otherwise shall have any claim upon the property or effects of the Foundation.

E. C.

9. (a) The Executive Committee shall have power to invite any individual they consider suitable to become a patron of the foundation, who may attend but shall have no rights of voting at any meeting of the foundation.
- (b) The Executive committee with the approval of a General Meeting of the members of the Foundation shall have the power to define the conditions for the nomination of Donors, Life Associates, Associates and Student Associates of the Foundation and their rights and obligations to the Foundation.

GENERAL MEETINGS

10. The Foundation shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, who shall specify the meeting as such in the notices calling it.
11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Executive Committee may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by the Act.
13. At least twenty-one days' notice in writing of every Annual General Meeting and of every meeting convened to pass a special Resolution, and fourteen days' notice in writing of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the date and the hour of meeting, and in the case of special business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Foundation; but with the consent of all the members having the right to attend and vote there at or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure accounts and balance sheet, and the reports of the Executive Committee and of the Auditors, the election of members of the Executive Committee in the place of

- those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided forty (40) fully paid-up members including Executive Committee members, personally present shall be a quorum'.
 17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or at such other place as the Chairman of the meeting may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
 18. The President of the foundation shall preside as chairman at every General Meeting, but if there be no such President, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the vice-President or if there shall be no such vice-president or he shall be unwilling to act the members present shall choose some member of the Executive committee, or if no such member be present, or if all the members of the Executive Committee present decline to take the chair, then shall choose some member of the Foundation who shall be present to preside.
 19. The Chairman may, with the consent of any meeting at which quorum is present (and shall if so, directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
 20. At any General meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person, representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the foundation shall be conclusive evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against that resolution. Any resolution proposed at any General

Meeting shall unless approved by at least two-thirds of the members present in person and voting be deemed to be not carried. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22 or, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
23. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

24. Subject as hereinafter provided, every qualifying member shall have one vote.
25. Save as herein expressly provided, no member other than a member duly registered at least 180 days before the meeting, who shall have paid every sum (if any) which shall be due and payable to the Foundation in respect of his membership, shall be entitled to vote on any question personally at any General Meeting, Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy must be a life member of the foundation.
26. **Appointment of Proxy:**
 - a. Any eligible member wishing to appoint a proxy will need to give authority on the prescribed form. Any eligible person if appointed as proxy, such proxy can accept and act as proxy for only one member. If a person appointed as proxy accepts such appointment for more than one member, such proxy will be disqualified to act as proxy for the said meeting.
 - b. In order to be valid and acceptable, such authority will need to be witnessed and reach the Secretary of the Foundation at least seventy-two hours before the time appointed for the meeting/poll.
 - c. Executive Committee will have power to scrutinise all applications of appointments of proxies.
 - d. No instrument appointing a proxy shall be valid after the expiration of two months from the date of its execution.
27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

28. Any instrument appointing a proxy shall be in the following form or as near hereto as circumstances will admit:

"I _____ residing at _____ of _____ "a member of "Mahavir Foundation Limited" hereby appoint _____ of _____ and failing him. " _____ of _____ " to vote for me and "On my behalf at the (Annual or Extraordinary, or Adjourned, as "the case may be) General meeting of the Foundation to be held "On the _____ day of _____ and at every adjournment "thereof. As witness my hand this _____ day of _____ year _____ "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Signature of Member _____

Witnessed by Name _____ Signature _____

Acceptance by Proxy _____

Executive Committee

29. Until otherwise determined by a General Meeting, the number of the members of the Executive Committee shall not be less than 9 or more than 15. The Foundation may from time to time in the General Meeting increase or decrease the number of members in Executive Committee and determine in what rotation increased or reduced member shall go vacate the office and make appointment if necessary for effecting the increase in numbers. Any change to reduce the number will be effective from the next Annual General Meeting.

POWERS OF THE EXECUTIVE COMMITTEE

30. (1) The business of the Foundation shall be managed by the Executive Committee who may pay all such expenses of the formation of the Foundation as they think fit, and may exercise all such powers of the Foundation and do on behalf of the Foundation all such acts as may be exercised and done by the Foundation, and are not by statute or by these presents required to be exercised or done by the Foundation in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and to such regulations as may be prescribed by the Foundation in General Meeting, but no regulation made by the Foundation in General Meeting shall invalidate any prior act of the Executive

Committee which would have been valid if such regulation had not been made.

- (2) The Executive Committee with the approval of the members of the Foundation in General Meeting may authorise the opening of a Branch or Branches of the Foundation at any place in Great Britain and overseas and may appoint such officers as the committee shall consider proper including the chairman, vice-chairman, Director, Secretary, Registrar and committee. The Executive Committee shall define the functions, powers and duties of the officers and committees of each branch and make directions as to the administrative and financial affairs of each branch. The Executive Committee may also make, amend or repeal any by-laws or regulations governing the administration and management of the branch.
 - (3) The Executive Committee with approval of the members of the Foundation at a general meeting may authorise establishing of affiliates of the Foundation at any place in in Great Britain and overseas. The Executive Committee shall approve the objectives, bylaws, powers and duties of the officers and the committees of each affiliate and make directions as to the administration and financial affairs of each affiliate. The Executive Committee may also make, amend or repel any by-laws or regulations governing the administration and management of the affiliates.
31. The members for the time being of the Executive Committee may act notwithstanding any vacancy in their body; provided always that in case the members thereof shall be less than the minimum number prescribed in accordance with these presents, it shall be lawful for them to act as such committee for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.
 32. A resolution in writing signed by all other members for the time being of the Executive Committee shall be as valid and effective as if it had been passed at a meeting of the Executive Committee duly convened and held.

EXECUTIVE COMMTEE:

33. (a) Every elected charity trustee must be a life member of the charity for at least two years prior to seeking appointment as a trustee.
- (b) No two connected people of the same family will be eligible for seeking election to the executive committee at any time. Connected persons will mean parent, spouse, son, daughter, siblings or partner. Within the executive committee, there will not be two or more connected people as described above serving at the same time.

CONFLICT OF INTEREST

- (c) Every elected charity trustee must declare if he/she has any personal conflict of interest at the beginning of the term. Whenever the subject of the conflict of interest is on the agenda personal conflict of interest should be declared and the trustee who has conflict of interest must abstain from discussion on the subject.

PRESIDENT, VICE-PRESIDENT AND EXECUTIVE SECRETARY

- 34. (1) The President, Vice-President, Secretary and Treasurer of the Foundation shall be appointed by the Executive Committee. The newly elected Executive committee immediately after Election is over, will elect the president of the Executive Committee as per provisions made in Clause 34 and declare the name of president to general meeting for approval in the same General meeting. General meeting, if doesn't approve the decision of the Executive Committee, will elect President from the elected Executive Committee following provisions of clause 34.
- (2) Any member of the Executive Committee who has held the membership of Executive Committee for minimum of two terms, only that member can be appointed as president. In any circumstances when no such member is available or such member of the Executive Committee do not wish to be president; the Executive Committee will appoint any member of the Executive Committee as president.
- (3) Any member of the Executive Committee who have served the Foundation as President for a period of four years will not be eligible to be re-appointed as president unless AGM has agreed to extend the term of such president as per clause 34(4)
- (4) Before the date of the AGM for the year where new Executive committee is to be elected, the existing Executive Committee, with the decision of two third majorities, may request to the members at AGM to extend the term of the retiring president for another term of four years. The extension, if approved, will be subject to retiring president is elected to Executive Committee member in the forthcoming AGM and on being elected as president at the first Executive Committee after the AGM. Members can extend the term of any president for a maximum period of four years. No person will be eligible to be appointed as president of the trust for more than eight years.

**DISQUALIFICATION OF MEMBERS OF
THE EXECUTIVE COMMITTEE**

35. The office of a member of the Executive Committee shall be vacated: -
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - (b) If he becomes of unsound mind;
 - (c) If he ceases to be a member of the Foundation.
 - (d) If by notice in writing to the Foundation, he resigns his office;
 - (e) If he ceases to hold office by reason of any order made under relevant section of the Act;
 - (f) If he is removed from office by a resolution duly passed pursuant to section 168 of the Act;
 - (g) If he ceases to be a member by virtue of relevant section of the Act;
 - (h) If he fails without satisfactory explanation to be present at any three consecutive meetings.

36. **ROTATION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

- 1) At the first bi-Annual General Meeting to be held after incorporation of the Foundation and thereafter at every bi-Annual General Meeting all the members of the Executive Committee shall retire from office. A retiring member of the Executive Committee shall be eligible for re-election
- 2) The Executive committee not less than seven days before the date of Annual General Meeting or Extra Ordinary General meeting, as the case may be, when existing Executive Committee is retiring by rotation, will invite eligible member of the foundation including retiring member of the Executive committee to complete a nomination in the prescribed form and in the manner prescribed by the Executive committee for the election of Executive Committee members.
- 3) The Executive Committee will prescribe rules and procedure for the election of Executive Committee. The Executive Committee will appoint one of the members of the foundation to be the independent Election officer to oversee the election of Executive Committee.
- 4) If number of nominations exceeds the numbers of places in the Executive Committee, election will be held at the AGM by secret ballots. The Election officer will follow the election procedure agreed by Executive Committee and declare the winner at the end of counting of votes. The decision of the Election officer will be final.

37. The Foundation may, at the meeting at which a member of the Executive Committee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election be deemed to have been re-

elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

38. In addition, and without prejudice to the provisions of the Act, the Foundation may by Extraordinary Resolution remove any member of the Executive Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

39. The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business.
40. Unless otherwise determined fifty one percent of members personally present shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
41. A member of the Executive Committee may, and on the request of a member of the Executive Committee the General secretary shall, at any time, summon a meeting of the Executive Committee by notice served upon all the members of the Executive Committee. A member of the Executive Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
42. The President shall be entitled to preside at all meetings of the Executive Committee at which he shall be present and failing him the Vice-President but if no such President be elected, or if at any meeting the President or Vice-President be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Executive committee shall choose one of their number to be chairman of the meeting.
43. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the foundation for the time being vested in the Executive Committee generally.
44. The Executive Committee may delegate any of its powers to sub-committees, consisting of such member or members of its body as it thinks fit. Any such Sub-Committee so formed shall, conform to any bye-laws made from time to time by the Executive Committee. The meetings and proceedings of any sub-committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Executive committee, so far as the same are applicable thereto, and are not superseded by any byelaw made by the

Executive Committee. Majority of the member of such Sub-Committee will always be from Executive Committee.

45. A resolution in writing signed by all the members of the Executive Committee for the time being entitled to receive notice of a meeting thereof shall be valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.

46. **BOARD OF ADVISORS**

Within 30 days from the date of approval of this Articles of Association, The Executive Committee will appoint board of advisors and make rules and regulations for the board of advisors. It will ensure that board of advisors is effective and fulfils the roles and responsibilities for which the board is appointed. The Executive Committee will consider effectiveness of the board of advisors and make decisions as to any changes required. The Secretary will provide report on the working of the board of advisors to members at each AGM.

47. The Board of Advisors shall comprise of five members consisting minimum of three advisors from the life members of the Foundation.

48. The Executive Committee shall appoint any eligible life member of the foundation as advisor for a period of two years. At the end of 2 years, members of advisory board can be reappointed for further period of two years subject to provision of clause 49

49. **ELIGIBILITY TO BE APPOINTED AS ADVISOR.**

- a. Person appointed must be life member of the foundation and living in UK
- b. Person must be actively attending activities of the foundation to the knowledge of Executive Committee
- c. Person should be of good standing with experience in various fields and holding good reputation in the community and the one who can be friend, philosopher and guide to the Executive Committee.
- d. Person must not be a member of Executive Committee of the foundation or any other affiliates of the foundation
- e. The person must not be employee of the Foundation or indebted to foundation for any money due
- f. The person or clause family of the person must not be receiving any financial benefits from the foundation.
- g. Must not be disqualified to be advisor under the provision of clause 52
- h. Must not be a person who has served as a member of Executive Committee in last five years before appointment as an advisor.

50. **APPOINTMENT OF ADVISOR:**

- a. All member of Executive Committee will be able nominate up to two eligible member of the foundation by completing a nomination form prepared by the Executive Committee and by providing brief details about eligibility of the person they want to nominate.

- b. Nomination should be sent to president within time limit prescribed by Executive Committee for nomination of the advisor.
- c. Executive Committee shall consider all nominations received from members of Executive Committee and will appoint the five members to advisory board. If president feels it is necessary, such appointment shall be agreed by secret ballots of the Executive Committee members.
- d. Once the Executive Committee have made the decision, the appointment of advisor will be confirmed after the person appointed give consent to be invited as advisor and agreed to carry the responsibilities of an advisor. Such consent shall be in writing on an appropriate appointment letter.
- e. Any vacancy in the advisory board shall be filled by Executive Committee in the same manner for the remaining period of the advisor in whose place appointment is made.

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ROLES AND RESPONSIBILITY OF THE ADVISORY BOARD

- a. Advisory board will be responsible to act as a guide, monitors and well-wisher of the foundation and they will give opinion about the working of the foundation on regular basis.
- b. They will give suggestions for the improvements and development of the foundation and its activities.
- c. shall provide written advice to the Executive Committee as and when such advice is sought or requested by the Executive Committee
- d. may, of its own volition, offer written advice to the Executive Committee in relation to any matter which it may consider to be of fundamental importance to the Foundation
- e. shall be responsible for reviewing the Grievance and Disciplinary Procedures from time to time and making recommendations to the Executive Committee
- f. In circumstances where the whole Executive Committee is not available or non-functional or Executive Committee is suspended under the provision of any statue, and if it becomes legally imperative, the advisor will organise meeting of the members and shall appoint new Executive Committee to ensure that foundation continue to work normally. The board of Advisor will take legal advice before any action is taken under this clause.
- g. Advisory board shall receive and listen to any complaint or suggestion from the member of the foundation or any member of the Executive Committee and convey it to Executive Committee. It will request Executive Committee to act upon such suggestions.
- h. The advisory board meet minimum of four times in a year. The quorum of the meeting will be any three advisors
- i. Shall receive and review appeals from applicants whose application for Membership of the Foundation has been rejected. After reviewing the appeal, the Board of Advisors shall proffer written advice, in relation to the appeal, to the Executive Committee, which will then take the final decision in respect of the application for membership

- 52 **AN ADVISOR SHALL CEASE TO BE A MEMBER OF THE BOARD OF ADVISORS IF:**
- a) he or she resigns by written notice to the Board of Advisors and the Executive Committee
 - b) he or she fails to attend at least three consecutive meetings of the Board of Advisors without prior consent of the Advisory Board
 - c) he or she ceases to be member of the Foundation
 - d) at a General Meeting of the Foundation a resolution is passed resolving that the office of the Advisor in question be terminated. Such a resolution shall not be passed unless the Advisor has been given at least twenty-eight clear days' notice in writing that the resolution is to be proposed at such a meeting, specifying the circumstances alleged to justify the termination of his or her office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the members of the Foundation
 - e) he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs
 - f) he or she has been convicted of any criminal offence
 - g) he or she has been adjudged bankrupt and has been discharged
- 53 Two Advisors may and the secretary of Board at the request of the chairperson shall call a meeting of the Board. Notice of every meeting of the Board stating the general particulars of the business to be considered at such meeting shall be sent by post, facsimile or electronic media to each Advisor at least seven clear days before such meeting.
- 54 A special or emergency meeting of the Board may be called by the secretary to the Board on notification by two Advisors or the chairpersons of the Board. At least two clear days' notice must be given of such meeting to all Advisors specifying the reasons for the meeting and the business to be transacted.
- 55 Minutes of the Meeting: Board of advisors will keep minutes of the meetings and submit it to Board of Trustees if requested.

THE SEAL

- 56 The Common Seal of the Foundation shall only be used by the authority of the Executive Committee and every instrument to which the seal is affixed shall be signed by three members of the Executive Committee.

ACCOUNTS

- 57 The Executive Committee shall cause proper books of account to be kept with respect to: -
- a. all sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place;
 - b. all sales and purchases of goods by the Foundation; and
 - c. the assets and liabilities of the Foundation.

- d. Proper books shall not deemed to be kept if (i) there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Foundation, and to explain its transactions.
- 58 The books of account shall be kept at the office or, subject to relevant provision of the Companies Act, at such other place or places as the Executive Committee shall think fit, and shall always be open to the inspection of the members of the Executive Committee and the Trustees.
- 59 The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Foundation or any of them shall be open to the inspection of members not being members of the Executive Committee, and no member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the foundation except as conferred by statute or authorised by the Executive Committee or by the Foundation in General Meeting.
- 60 At the Annual General Meeting in every year the Executive Committee shall lay before the Foundation a proper income and expenditure account for the period since the last preceding account up to the 31st day of December together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall conform with the statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices hereinafter directed to be served.

AUDIT

- 61 Once at least in every year the accounts of the Foundation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 62 Auditors shall be appointed and their duties regulated in accordance with provision of the Companies Act, the members of the Executive Committee being treated as the Directors mentioned in those sections.

NOTICES

- 63 A notice may be served by the Foundation upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the Register of members.

- 64 Any member described in the Register of members by an address not within the United Kingdom, who shall from time to time give the Foundation an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those members who are described in the Register of members by an address within the United Kingdom shall be entitled to receive notices from the Foundation.
- 65 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

- 66 Clause 1 of the memorandum of Foundation relating to the winding up and dissolution of the Foundation shall have effect as if the provisions thereof were repeated in these Articles.

CHANGES IN CONSTITUTION

- 67 The Foundation shall have power to amend, to add to, or to rescind these Articles, but no alternation shall be made except at a General Meeting of the Foundation, and then only by a resolution approved by a three-fourths majority of those voting at that meeting.