(COMPANYLIMITEDBYGUARANTEE)
UNDERSECTION8OFTHECOMPANITESACT, 2013
ARTICLES OF ASSOCIATION
OF
ATMAIYOTI SANATAN DHARM SEVA FOUNDATION

1. a) The reference herein to The Act is to the Companies Act, 2013 as amended there to , from time to time and as application.
b) The heading are gives for convenience and shall not affect the construction of these articles.

## Interpretation

1(1) In the regulations-
(a) the Act means the Companies Act2013;
(b) the seal "means the common seal of the company.
(2) unless the context otherwise requires, word or expressions contained in these regulations shall have the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company
(1). Members
(I) Admission of Member-

1) Admission of member is allowed as per company act 2013 as rules made there under.
2) Member shall be from SanatanDharam Religion and shall practice SanatanDharam religion only.
3) Member should not be:
a. Criminal
b. Should not be a person of unsound mind.
c. Should not be less than 18 Yrs.
4) New member other than the member name mentioned in thememorandum and article of association should be recommended by two existing members.
5) Board Director and committee scan invite new members in the company, where no recommendation is need.
6) Introduction of new member shall be approved by the Managing committee, Managing committee can reject the application as deem fit.
7) Appointment of member shall be intimated by the Managing committee to the new member.
8) The number of members with which the company propose to be registered is there, but the Board of Directors may from time to time, whenever the company or the business of the company require, can increase of member.
9) Subscribers to the memorandum and such other person as the Board shall admit to membership shall be members of the company.
(II). Disqualification of Member.
1. A person shall be disqualified for appointment as, or for being, a member of company if he/she-
a. Is a minor -
b. Has been convicted a criminal court of any offence involving moral turpitude;
c. Is of unsound mind, and is so declared by a competent authority, court or Board or Advisory committed of company.
d. Is an undischarged insolvent;
e. Has directly or indirectly interest in a lease or any other transaction relating to the property vesting in the company;
f. Is a paid servant of the committee or has any share or interest in a contract for the supply of good to, or for the execution of any works, or the performance of any service, undertaken by the committee in respect of endowment;
g. Is found to be guilty of misconduct by the India law, company law, article of this company;
h. In the case of religious endowment ceases to profess the religion or to belong to the religious denomination for which the committee is appointed; or
i. Is otherwise unfit.
j. Changed his religion from following Sanatan Dharma, and started practicing other religion simultaneously.
2. If it appears to the Management Board/Advisory Committee, that a member has incurred any of the disqualification aforesaid, Management Board/Advisory committee both jointly or any one of them may, after giving such member an opportunity of showing cause by giving 30days notice, and after considering any such cause shown can remove such person from membership and the decision of the Management Board/Advisory Committee shall be final.
(III). Transfer of Membership:
3. The Members registering for membership is for life long, the transfer of member is permitted, if member want to willfully resign or he dies, the membership is not transferable for the members for are disqualified from company.
4. The Members need to nominated the Legal heir in the application form for the transfer of membership at time of application,
(VI). Rights of Member
5. Members can contribute their services by offering donation and physical service to company.
6. Members can participate in all the programs, function and festivals arrange by the company.
7. Members can enjoy the infrastructure of company, by following rule and
regulation laid by management of company.
8. Members can take part in management of company; no remuneration shall be paid to them. It a free service.

## (II) General meetings

1. All general meeting other than annual general meeting shall be called extraordinary general meeting.
2. (i) The Board may whenever it thinks fit call an extraordinary general meeting.
(ii) The first meeting of members shall be held on such date, time and place as may be fixed by founders 2 Board member, within 30 days from date of incorporation, form the Advisory Committee of $\mathbf{1 0}$ members through selection process.
(iii) The All Committee/Board shall, from time to time; hold its meetings at such interval as it think fit;
(iv) The chairman shall appoint the date, time and place of every ordinary board meeting and shall, upon a written request signed by not less than two members and, within ten days from the receipt of such request, issue a notice calling a special meeting.
(v) Seven clear days' notice of an ordinary meeting and ten clear days' notice of a special meeting specifying the date, time and place at which such meeting shall be held, and the business to be transacted thereat shall be circulated to the members and pasted up at the office of the company. Such notice shall, in the case of a special meeting, specify the motion or proposition mentioned in the written request made for such meeting.
(vi) Every notice, summons or any paper which is required to be circularized, sent or given to Board/Committee/members shall be deemed to have been duly sign by chairman/Administrator/Committee head/Member. Circularized, given or sent. If a copy thereof is dispatched(such dispatch being made either by post \& Email.

## (III) Proceedings at general meetings

1) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two member of that company may callan extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.
2) (i) No business shall be transacted at any general meeting unless a quorum of members is presentthe time when the meeting proceeds to business.
(ii) Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.
3) The chain person if any, of the Board shall preside as Chairperson at every general meeting of the company.
4) If there is no such Chairperson on if he is not present within fifteen minutes after the time appointed for holding the meeting of is unwilling to act as chairperson of the meeting the directors present shall elect one of their
members to be Chair person of the meeting .
5) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the meeting the members present shall choose one of their members to be chairperson of the meeting .
6) All questions shall be decided by a majority of the votes of the members present and voting, the presiding authority having a second or casting vote in all cases of equality of votes.
7) The Chairman may himself place or allow any member to place before the board/committee/members any matter not included in the agenda, if the chairman is of the opinion that such matter requires immediate consideration of the all of them; and thereupon the board/committee, shall consider such matter.
8) Where the chairman is of the opinion that a decision is required to be taken urgently by the board/committee on any proposition. He shall cause the proposition in writing to be circulated to all the members of the board/committee for observations and votes of members. The decision on any proposition so circulated shall be in accordance with the majority of votes recorded thereon; but every such decision shall be placed before the next meeting of the Board/Committee for its formal ratification.
9) It shall be the duty of the secretary to keep at the disposal of the members of the Board/committee, all paper connected with the items of business shown on the agenda of any meeting
10) The minutes and proceedings of every meeting including decisions arrived at shall be drawn up and recorded in writing by the Secretary in a book to be kept for the purpose, [and the same shall be read out at the next meeting and confirmed under the signature of the chairman of the meetingl A copy of the said minutes shall be submitted for information to such authority or authorities as the Registrar of company may specify in that behalf.
(vi) Adjournment of meeting
(I) The Chair person may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place
(ii) No business shall be transacted at any adjourn meeting other than the business left unfinished at the meeting from which the Adjournment took place.
(iii) When a meeting is adjourned for thirty day or more notice of the adjourn meeting shall be given as in the case of an original meeting.
(iv) Save as aforesaid and as provided in section 103 of the act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## Voting Rights

1. One member one vote is right of member.
2. A member of unsound mind of in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll by his committee or other legal guardian and any such committee or guardian may on a poll vote by proxy.
3. No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid.
4. (i)No objection shall be raised to the qualification of any vote except at the meetingor adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.
(ii) Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.
5. A vote give in accordance with the terms of an instrument of proxy shall be valid not with standing the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed ,or the transfer of theshare in respect if which the proxy is given.

Provided that no intimation in writing of such death insanity revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourn meeting at which the proxy is used.
6. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
7. Any business other than that upon which a poll has been demanded may be preceded with pending the taking of the poll.
8. Any business other than that upon which a poll has been demanded may be preceded with pending the taking of the poll.
9. Provided that no intimation in writing of such death insanity revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourn meeting at which the proxy is used.

## Board of Directors

1. The member of the directors and the names of the directors shall be determined in writing by the subscribers of the memorandum or a majority of them.
(i) The No remuneration of the directors shall pay for their services.
(ii)The directors may be paid for all travelling hotel and other expenses properly incurred by them-
(a) In attending and returning from meeting of the board of Directors or any committee there of or general meetings of the company or
(b) In connection with the business of the company.

## Composition of Committees:

(I) Advisory Committee
(A) Eligibility Criteria:

1) Ten member board committee to be formed by 2 founder trustee through nomination process.
2) Minimum age is $\mathbf{6 0}$ year to be member of this committee.
3) Member should be Sanatan Dharma follower and should practice Sanatan dharma in day to day life exclusively.
4) Member should be member of Shri Akhil Bharatiya Kutch KadwapatidarSamaj.
5) Committee has sole power to select and form the $\mathbf{1 0}$ Member Board.
6) The tenure of the committee member shall be five years and they can be reinstating by the nomination of $\mathbf{3}$ board members, who are priest, saint, sadhu.
(B) General Duty of Advisory Committee
7) To guide the Company management with experience they have gain over period.
8) To resolve the problem and disputes arising out in the management of company.
9) To nominate and select new member to form a board.
10) To monitor the company objectives and give suggestion to board, to follow them.
11) To propose new projects for company.
12) Committee acts as a supreme committee over Board and all the committee of company, Any problems or conflicts arising within the company, with are not resolved by board member shall be refer to this committee and decision of advisory committee chairman decision shall be final and binding to all the board, committee and members of trust.
13) To attend all the programs and participate in the events organized by company.
14) To provide physical service or funds required for company.
(ii) Board Member:

BoardshallconstituteThree member's minimum and fifteen member maximum as a directors including chairman.

## Conditions for Three Members:

There shall be reservation of the three members in board for monk, Saint and celibate and from them one shallbe the chairman of the committee.

Eligibility Criteria:

1. The shall be follower and practicing Sanatan Dharma in day to day life exclusively.
2. They shall be member of Kutch Kadva Patidar Sanatan community.
3. They cannot be removed from the Board until they die or resign from the services.
4. They shall have given minimum of $\mathbf{1 0}$ year of services to the kutch kadwa patidar community.
5. They shall be Sadhu/Sant/Sadhvi and shall be Bhramhachary.
6. New nomination and selection of chariman shall be done by Advisory committee of company.
7. They outgoing director can nominate new director on approval of Advisory board.

## Condition for Two Members:

There shall be reservation of the Two members in board for the present president and secretary of Shri Akhil Bharatiya Kutch Kadwa Patidar Samaj.

Eligibility Criteria:

1. They shall be follower and practicing Sanatan Dharma in day to day life exclusively.
2. They shall be member of Kutch Kadva Patidar Sanatan community.
3. They shall be replaced on expiry of their term from Shri Akhil Bharatiya Kutch Kadwa Patidar Samaj.

## Condition for Two Members:

There shall be reservation of the Two members in board for invitaties from other community following and practicing Sanantan Dharma. In case of non availability of member, advisory committee can take decision to select any member of their choice.

## Eligibility Criteria:

1. They shall be follower and practicing Sanatan Dharma in day to day life exclusively.
2. They shall be minimum of $\mathbf{4 5}$ year of age.
3. They shall have given minimum of 10 year of religious service in this in any organization.
4. The tenure for the member shall be 4 year, they can be reelected one maximum 2 terms.
5. They shall be compulsory permanent member of this company.

## Condition for Eight Members:

There shall be reservation for the eight members in board for members of Shri Akhil Bharatiya Kutch Kadva Patidar Samaj.

Eligibility Criteria:

1. They shall be follower and practicing Sanatan Dharma in day to day life exclusively.
2. They shall be minimum of 45 year of age.
3. They shall have given minimum of $\mathbf{1 0}$ year of religious service in this in any organization.
4. The tenure for the member shall be 4 year, they can be re-elected one maximum 2 terms.
5. They shall be compulsory permanent member of this company.
6. They should be member of Shri AkhilBharatiya Kutch KadwaPatidarSamaj.

General Duty of Board Members:

1) Maintain a record containing information relating to the origin, income, object and the beneficiaries of every such endowments;
2) Prepare a budget estimating its income and expenditure.
3) Make regular payment of salaries and allowances and other sums payable to the secretary, officers and servants of a committee from management fund.
4) Keep separate accounts for each such endowment:
5) Ensure that the income and property of the endowment are applied to the objects and for the purposes for which such endowment was created, intended or is to be administered;
6) Take measures for the recovery of lost properties of any such endowment;
7) Institute and defend any suits and proceedings in a court of law relating to such endowment;
8) Supply such returns, statistics, accounts and other information with respect to such endowment as the state government may from time to time, require;
9) Inspect or cause the inspection of the properties of such endowment; and
10) Generally do all such acts as may be necessary for the proper control, maintenance and administration of such endowment.
11) To resolve the problem and disputes arising out in the management of company.
12) To nominate and select new member to form a board.
13)To monitor the company objectives and give suggestion to board, to follow them.
13) To propose new projects for company.
15)To attend all the programs and participate in the events organized by company.
16)To provide physical service or funds required for company.

## Eligibility Criteria

1. Managing committee is formed by Board members
2. Managing committee shall have 10 members
3. Member shall be above 18 year of age.
4. Member shall be following and practicing Sanatan Dharm in day to day life.
5. Member shall have 4 year tenure and can be repeat for max two terms.

General Duty of Managing committee:

1) To Plan, implement and execute the event, programs, festivals, celebration, etc with help of fellow colleagues.
2) Managing Committee shall have right to form the sub-committee to meet the object of company. Various purpose driven Sub-committee can formed and dissolved as per the requirement of project.
3) Managing Committee to keep and maintain records of all income and expenses of project and shall submit to Board in regular interval till the completion of project.
4) Managing Committee shall prepare budget for project and take approval from Board member before starting project.
5) Managing Committee can hire resources and service as an when required and recommend for payment of them to Board member.
(VI) Administration \& Staff:
6) Full time Estate manager to be appointed for day to day management of trust property.

Duty of Estate Manager
a. To appoint and Employee the required staff and employees for management of estate and office administration.
b. To Keep records of Books, files, Document of company.
c. To Maintaintime table and the discipline in the company premises.
d. To arrange the meeting of company.
e. To pay salary, taxes, utility charges, bill of vendors \& professional.
f. To timely maintain Accounts and audits.
g. To assist the member of trust for booking of facilities and donations.
$h$. To provide receipt of donation to members.
i. To send the reminder for renewal of memberships.
j. To provide details to member of company about events, campaign, programs, etc. and send reminder for the same.

Resignation of Board/committee

1) Resignation of member of the Board /committee shall be intimated to Board in writing through Email or by post.
2) On receiving the letter the Advisory committee \& Board member shall jointly take meeting and decide on the acceptance or rejection and same to communicate by email or post.
3) If no answer is received for the resignation letter with 90 day from company the resignation is deemed to be accepted.

Suspension, removal and dismissal of Board/Committee members:
Advisory committee may, either on application of a Board/Committee members or any member or person interested in the company or on receipt of a complaint or report may suspend, remove or dismiss any Board/Committee member of company.
a. Havenotcompliedwiththemainobjectofthecompany.
b. Is a minor - Below 18 year age
c. Has been convicted a criminal court of any offence involving moral turpitude;
d. Is of unsound mind, and is so declared by a competent authority, court or Board or Advisory committed of company.
e. Is an undischarged insolvent;
f. Has directly or indirectly interest in a lease or any other transaction relating to the property vesting in the company;
g. Is a paid servant of the committee or has any share or interest in a contract for the supply of good to, or for the execution of any works, or the performance of any service, undertaken by the committee in respect of endowment;
h. Is found to be guilty of misconduct by the India law, company law, article of this company;
i. In the case of religious endowment ceases to profess the religion or to belong to the religious denomination for which the committee is appointed; or
j. Is otherwise unfit.
k. Changed his religion from following Sanatan Dharma, and started practicing other religion simultaneously.

1. Makes persistent default in the submission of accounts report or returns;
m . Willfully disobeys any lawful orders issued by the ROC provisions of this Act or rules made there under by the state Government;
n. Continuously neglects his duty or commits any mal-feasance or misfeasance, or breach of trust in respect of the company;
o. Misappropriates or deals improperly with the properties of the company of which he/she is a Board/committee member;
p. Accepts any position in relation to the company which is inconsistent with his position as Board/committee member;
q. If convicted of an offence involving moral turpitude.
r. Willfully disobey of rule and regulation layed down by Management of company by Board/committee member.
s. An order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;
t. Board/ committee member has been convicted of the offence dealing with related party transactionsunder section 188 at any time during the last preceding five years;
u. Board/ committee member has not complied with sub-section (3) ofsection 152. (Not acquired DIN he has not complied with the provisions of sub-section (1) of section 165. (Number of Directorships)

Show cause Notice shall be given to member of the Board/committee in case of any contravention of above-mentioned clause, the member of the Board/committee to whom a notice is issued, shall submit his reply there to within 21 days from the date of receipt of notice.

If the member fails to give reply to the notice issued, Board finds that the reply is not satisfactory, In case of any contravention found; Board shall have the power to decide on the matter.

## Vacancy of Member

The Advisory Committee /Board may appoint a new member when a member of a committee on following grounds -
a. Resigns or dies.
b. Is for a continuous period of six month absent from India without leave of the Board of company.
c. Leaves India for the purpose of residing abroad;
d. Desires to be discharged;
e. Refuses to act
f. If the member is terminated due to contradiction of by lows of Company.

## Proceedings of the Board

19(i). The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meeting as it thinks fit
(ii) A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board
20. (i)Save as otherwise expressly provided in the Act questions arising at any meeting $o$ the board shall be decided by a majority of votes.
(ii) In case of inequality of votes the Chairperson of the Board if any shall have a second or casting vote.
21. The continuing directors may act not withstanding any vacancy in the Board ;but if and solongastheirnumberisreducedbelowthequorumfixedbytheActforameetingofthe Boardthe continuing directors or director may act for the purpose of increasing the number of directors or director may act for the purpose of increasing the number of directorstothatfixedforthequorum,orofsummeringageneralmeetingofthecompany but for no other purpose.
22. (i)The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
(ii)If no such chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present with five minutes after the time appointed for holding the meeting the directors present may choose one of their members to be chairperson of the meeting.
23. (i) The Board may subject to the provisions of the Act delegate any of its power to committees consisting of such member or member of its body as it thinks fit.
(ii) Any committee may subject to the provisions of the Act, delegated, conform to any regulations that may be imposed on it by the Board.

24(i) A committee may elect a Chair person of its meetings.
(ii) If no such Chairperson is elected or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.
$25(i)$ A committee may meet and adjourn as it thinks proper
(ii) Questions arising at any meeting of a committee shall be determined by a majority of voted of the members present, and in case of inequality of votes, the chairman shall have a second or casting vote.
26. All acts done by any meeting of the Board or of a committee there of or by any person acting as a director, shall notwithstanding that it may be afterwards discovered thatthere was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any if them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
27. Save as otherwise expressly provided in the Act, a resolution in writing signed by all the member of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee shall be as valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

## Chief ExecutiveOfficer,Manager Company Secretary or Chief financial officer

28. Subject to the provisions of the act-
(i) A chief executive officer manger company secretary or chief financial officer may be appointed by the Board for such temat such remuneration and upon such conditions as it think fit and chief executive officer manger, company secretary or chief financial officer so appointed may be removed by mean of a resolution of the Board
(ii) A director may be appointed as chief executive officer manger, company secretary or chief financial officer.
29. A provision of the Act or these regulations requiring or authorizing officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of chief executive officer manager company secretary or chief financial officer.
30. Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

Subject to the provisions of the Act,-
(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board.
(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
31. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

## The Seal

32. The Board shall provide for the safe custody of the seal.

The seal of the company shall not be affixed to any instrument except by the authority ofa resolution of the Board or of a committee of the Board authorized by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, In pursuance of this Article of Association.

| SI | Name, Description, Address, and Occupation of the Subscribers | Signature of the Subscriber | Name, Description, Address Occupation of the Witness | and |
| :---: | :---: | :---: | :---: | :---: |
| 1. | BHARTI DIDI D/O GURU WALRAM <br> R/O C/O BHARTI DIDI, HARIOM ASHRAM, NANWGHAT KHEDI, BARWANA KHARGONI, MADHYA PRADESH-451115, INDIA <br> PAN: AVTPD5988L OCCUPATION: BUSINESS <br> JALA RAM PATEL S/O RATAN PATEL <br> R/O C/O JALA RAM PATEL, HARIOM ASHRAM, NANWGHAT KHEDI, BARWANA KHARGONI, MADHYA PRADESH-451115, INDIA <br> PAN :- AZFPP7081C OCCUPATION:- BUSINESS |  |  |  |

