

Society for Promoting Rationality

SPRAT

**CHARTER
SOCIETY DEED**

Society for Promoting Rationality

SPRAT

CHARTER PART - I

OBJECTS AND PURPOSE [Memorandum of Association]

1. The Society for Promoting Rationality was founded on 27th January, 1998 by Mr M H Jowher – hereinafter called the Chief Promoter – at Ahmedabad and it was functioning as an unregistered body under the supervision of a board of trustees, from the office of Manfin Infotech Ltd. [formerly known as Jowher Managerial & Financial Services Pvt Ltd.]. It is now desired to formally register this Society. Accordingly this charter is hereby adopted by the signatories hereto.
2. **NAME:** The Society shall be known as the ~~Society for the Promotion of Rational Thinking~~ Society for Promoting Rationality ¹["SPRAT" for short] and is hereinafter referred to as the "Society". For the sake of ease of pronunciation and popularity, it may also be known, in common parlance, by its roughly translated version/s or acronym thereof.
3. **REGISTERED OFFICE:** The registered office of the Society shall be located for the time being at A-1, Moonbaker Duplex, Kashmera Society, Vishwakunj, Paldi, AHMEDABAD 380 007
4. **ADMINISTRATIVE OFFICE:** The administrative office of the Society shall be located for the time being at Rajnagar Complex, Narayan Nagar Road, Paldi, AHMEDABAD 380 007
5. **MISSION:** To promote, encourage and develop rational thinking, spirit of inquiry and scientific temper in all spheres of life for integrated human development and human personality
6. **AIMS AND OBJECTIVES:**
 - 6A. MAIN OBJECTS
 - I- To promote rational thinking, scientific temper and spirit of free inquiry
 - II- To advance, promote, uphold and defend universal human rights and human dignity
 - III- To work for the welfare of the society in general and for the marginalized communities and underprivileged sections including Dalits in particular
 - IV- To work for the wholesome development of human personality in all dimensions, particularly of the deprived and marginalized sections
 - V- To work towards eradication of social evils, such as illiteracy, discrimination, over-population, dowry, untouchability and superstition of any form or manner

¹ Clause 2: NAME: Amended at AGM dated: 22nd Sept 2007

- VI- To promote inter-faith, inter-caste, inter-regional and international harmony and understanding and to promote universal brotherhood
 - VII- To challenge, prosecute, complain and otherwise agitate against individuals, institutions, bodies, governments and all types of entities for their policies, plans and actions militating against reason, justice and fairness
 - VIII- To maintain healthy and cordial rapport and work closely with governments, whether provincial, federal or foreign, and other societies and institutions, whether private or public, to further the objectives of the Society
 - IX- To support, strengthen and participate in every activity designed to promote a healthy and friendly human society, and to further the objectives mentioned in this Charter, whether social, political or otherwise
 - X- To work in everyway for the promotion of communal harmony, national integration and universal brotherhood
 - XI- To do and to cause to be done all other things and acts that further the objectives listed in this Charter
- 6B. ANCILLARY OBJECTS
- I- To work with the government for formulation, amendment and enforcement of the various laws and rules relating to human rights, marginalized communities and human development
 - II- To agitate against, urge or oppose legislation and other measures and to pursue change of laws and practices affecting human rights, marginalized communities and human development
 - III- To edit, print and publish journals, books, pamphlets and other material relevant to human rights, marginalized communities and human development
 - IV- To collect, tabulate and circulate information and statistics of value and to conduct research in all areas of human endeavour

- V- To adopt, support or otherwise strengthen bodies and agencies whose objects or acts compliment the objectives of the Society.
- VI- To promote, set up, run, administer, host, borrow, hire, purchase, lease, rent, grant or otherwise deal with websites, web spaces, home pages, discussion boards, bulletin boards, chat forums, chat groups, newsgroups, video and tele-conferences and other virtual estates, spaces and services on the web and in cyberspace in the furtherance of the objectives of the Society
- VII- To buy, sell, own, rent, lease, hire, sub-let and otherwise deal in servers, computers, peripherals, accessories and services
- VIII- To establish, promote and run chapters, divisions, sub-groups, cyber-cafes, shared libraries, training centres, community centres, clubs and other entities, whether partly owned or fully, in the fulfillment of its other objectives
- IX- To accept, grant, receive and pay grants, donations, charities, aids and other relief and sanctions in cash or kind
- X- To seek and to bestow affiliation, recognition, membership, empanelment and other forms of association or networking from or to other bodies, trusts, governments or entities, whether Indian or international, in the pursuit of its objectives
- XI- To run, exchange, receive, promote, hire, own, sub-let or otherwise deal with advertisements in any form and on any media, including but not restricted to electronic media, in furtherance of its objectives
- XII- To support, strengthen and participate in scientific and social fora meant for spread of science, logic and spirit of free inquiry
- XIII- To represent the interests of its members and the public at large before the government, judiciary, public bodies, commissions, tribunals, courts, institutions and also at hearings, benches, conventions, workshops

- and seminars and all types of meetings and at other national and international bodies and institutions and also to create, join and support public forums to address such concerns and interests.
- XIV- To engage in social service activities aimed at improving the living conditions and general welfare of the underprivileged
 - XV- To work for and to pursue the advancement of education in all forms and all manner, and similarly of hygiene, sanitation, communication, understanding between peoples, and of reason, science and technology, and for economic, educational and all other forms of human empowerment
 - XVI- To provide social and educational assistance and guidance to the weaker and oppressed sections of society, urban as well as rural
 - XVII- To encourage, support and administer educational institutions, technical institutes, economic and financial institutions and socio-cultural institutions
 - XVIII- To perform works of charity; social, medical, economic and educational, for all people, and specially for the underprivileged
 - XIX- To organize, plan, supervise, execute and conduct educational programmes of all kinds for the needy and underprivileged, alone or in collaboration with other institutions or individuals
 - XX- To promote, sponsor, organize seminars, open house, conferences, symposiums, workshops debates and discussions in the pursuit of the stated objectives
 - XXI- To start and run institutions and facilities like schools, colleges, orphanages, child care centres, destitute homes, career counseling and informal education centres, vocational and other centres, schools, specially for the handicapped, public baths and toilets, cheap eating houses and living facilities, cottage and family run tiny industries and short stay homes

- for anyone, specially for the underprivileged.
- XXII- To take-up appropriate programmes for the promotion of games, sports, culture and literacy with a view to further the other objectives
 - XXIII- To conduct and cause to be conducted research in all fields allied to the objectives of this Charter and to publish research reports, pamphlets, monographs, leaflets, dailies, ezines, newsletters, books and periodicals, whether physical, electronic or otherwise
 - XXIV- To render all types of services for the amelioration, relief, rehabilitation, betterment and advancement of the community and for carrying out any programme/s for the benefit of fellow beings and for other objectives of public good
 - XXV- To promote education, communication, information technology, health, community participation, civic consciousness and public participation in governance
 - XXVI- To challenge, fight, discourage and counter superstition, prejudice, and polarization of society, fanaticism, fundamentalism, hatred and all other irrational beliefs
 - XXVII- To raise private and public funds by conducting benefit shows, events and other cultural programmes and by accepting donations from members and other well wishers or through any other means which is permissible under law in the best interests of its aims and objects
 - XXVIII- To buy, rent, sell, lease, let, possess, transfer premises, plants and equipments
 - XXIX- To institute, defend and compound proceedings in courts or before any authorities constituted by law in the interest of the Society.
 - XXX- To accept securities, moveable or immovable, against the Investment of the Society funds and to acquire land or other property on rent, sale or lease and also accept any donations in the form of land, buildings, furniture etc. from individuals, institutions and governments for

- the purpose of meeting the objectives of the Society.
- XXXI- To purchase, take on rent or lease or in exchange, hire or otherwise acquire any property, immovable or movable and any rights or privileges, necessary for the promotion of the objects of the Society and to construct, alter, improve and maintain any buildings or erections or other property necessary for the work of the Society
 - XXXII- To let, mortgage, dispose off or turn to account all or any of the properties or assets of the Society
 - XXXIII- To open, close, maintain, operate and transfer bank accounts in any licensed bank or banks and to invest, withdraw and in every way manage money, funds and corpus
 - XXXIV- To sign, discharge, endorse, make, release, honour, pay, transfer, deliver, accept, receive and to otherwise deal in negotiable instruments, including bills and cheques, in the normal course of pursuit of its objects
 - XXXV- To lend, loan, invest, dispose, sell off, transfer and otherwise deal in its money, investments and surpluses
 - XXXVI- To borrow, raise resources, loans and other indebtedness, to guarantee, stand surety and to incur financial and performance obligations and to secure repayment or performance thereof including by charging and securitizing the assets of the Society
 - XXXVII- To enter, agree and execute agreements, contracts and other engagements in the furtherance of the objects of the Society
 - XXXVIII- To permit any agents or any other persons or institutions authorized by the Society to use and occupy any building, erections or other property of the Society
 - XXXIX- To enter into any arrangement with any Government or authority, Central, State, Municipal or otherwise in pursuance of the objects of the Society and to obtain from any

- such government or authority all rights concessions and privileges that may seem conducive to any of the Society's objects
- XL- To undertake and execute charitable trusts, to set up and run other societies, bodies, institutions and NGOs
- XLI- To apply for, receive and grant permissions, grants, subsidies, reimbursements, relief, licenses, registrations and any other permissions, including under Income Tax Act, FEMA / FCRA, forex remittances etc.
- XLII- To receive and take any gift or money or other property in connection with the objects of the Society, provided further that the Society may nevertheless decline to accept any gift or take over any property or relief, from any person or agency, including the government
- XLIII- The funds of the Society shall be invested in the manner specified under the provisions of Sec. 13[1] [d] and section 11[5] of the Income-Tax act, 1961*
- XLIV- To act as agents for any person, body, society or undertaking in any matter and in any lawful manner for the furtherance of the above objects of the Society.
- XLV- To open, promote, encourage and support branches, chapters, divisions, extension counters of the Society at any place in India or abroad, with such permission as may be required by law
- XLVI- To appoint, hire, discipline and remove staff, either on permanent, temporary or contractual basis and to undertake every type of HR management
- XLVII- To grant pay, pensions, allowances, gratuities, bonuses or other compensation or monies to the Society's staff, employees, officers and retainees, or to the dependents of such persons, whether past or present, and whether temporary or permanent, and by whatever name called.
- XLVIII- To affiliate, admit to membership, takeover, to

give aid and to receive aid from or to any other trust, society, company, corporation, firm, individual, partnership or persons promoting or intending to promote any of the objects of the Society and to subscribe to or aid any such society, trust, company, corporation, firm, partnership or person with a view to obtaining any advantage or benefit for the purposes of the Society and to subscribe to any fund or any society as may be considered deserving from time to time.

XLIX- To do and to cause to be done each and every such other act, thing or deed that may support or complement or further, or that may be considered incidental or ancillary to any of the objectives listed in this Charter

7. And whereas for the better and more effectual holding, using and administering of the Society property and such other funds and/or property as may be entrusted to the Society or its successors in pursuance of these presents, it is resolved to make a declaration of Society concerning the Society Fund, appoint trustees and delegate powers, for the holding, using and administering of the Society property, and such other assets as may be entrusted to the Trustees or their successors in pursuance of these presents.
8. Now this deed witnesseth that in consideration of these presents the Trustees of the Society property do have, hold and administer the same for the Society purposes herein before recited in accordance with the powers hereinafter contained.
9. The First Board of Trustees following the registration shall be as follows:

BOARD OF TRUSTEES

In Alphabetical order			
SNo	Name and Address	DoB, Nationality and Occupation	Remarks
1	Prof Yoginder Kumar Alagh S/o Bhagat Ram Alagh 45, Surdhara, Behind Goel Intercity, Opp. Doordharshan Towers, Ahmedabad 380 054	14-02-1939 Indian Teaching, Research and Consultancy	Trustee
2	Prof Rakesh Basant S/o Mr Iqbal Narain Indian Institute of Management Vastrapur Ahmedabad 380015	17-01-1957 Indian Teaching, Research and Consultancy	Trustee
3	Mr Mohd Hasan Jowher S/o Mohd Yusuf Jowher A-1, Moonbaker Duplex, Kashmera Society, Vishwakunj, Paldi, AHMEDABAD 380 007	06-09-1952 Indian Management /IT Consultancy	Chief Promoter and Lifetime Trustee
4	Mrs Zakia Hasan Jowher W/o Mr Mohd Hasan Jowher A-1, Moonbaker Duplex, Kashmera Society, Vishwakunj, Paldi, AHMEDABAD 380 007	16-01-1965 Indian Education and Training	Promoter and Lifetime Trustee
5	Mr Arif M Khan S/o Mr Ashfaque Mohd Khan B-10, Mayfair Garden, New Delhi – 110 016	07-12-1951 Indian Social Service	Trustee
6	Mr M Ali Khan S/o Mr M Jameel Khan 10-3-17/4 Humayun Nagar Hyderabad 500 028	02-02-1958 Indian Entrepreneur	Trustee
7	Mr Harsh Mandar S/o Mr Harmander Singh 71, Udai Park, New Delhi 110 049	17-04-1955 Indian Admin & Social Service	Trustee
8	Prof Sebastian Morris S/o Mr Luckose Jerome Morris Indian Institute of Management Vastrapur Ahmedabad 380015	15-08-1955 Indian Teaching, Research and Consultancy	Trustee
9	Ms Tooba Anjuman Fatima W/o Mr M Ali Khan 10-3-17/4 Humayun Nagar Hyderabad 500 028	20-09-1965 Indian Businesswoman	Trustee

10. We the undersigned are desirous of registering our Trust named SOCIETY FOR PROMOTING RATIONALITY [SPRAT] under the Societies Registration Act XXI of 1860 and Bombay Charitable Trust Act, having subscribed our names and addresses to this Memorandum. In witness whereof we set our hands to these presents and affix the common seal of the Society in our presence.

SIGNED AND DELIVERED BY

In Alphabetical order

Sr. No.	Name and Address	DoB, Nationality and Occupation	Sign
1	Prof Yoginder Kumar Alagh S/o Bhagat Ram Alagh 45, Surdhara, Behind Goel Intercity, Opp. Doordharshan Towers, Ahmedabad 380 054	14-02-1939 Indian Teaching, Research and Consultancy	
2	Prof Rakesh Basant S/o Mr Iqbal Narain Indian Institute of Management Vastrapur Ahmedabad 380015	17-01-1957 Indian Teaching, Research and Consultancy	
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	Vastrapur Ahmedabad 380015	Teaching, Research and Consultancy	
9	Ms Tooba Anjuman Fatima W/o Mr M Ali Khan 10-3-17/4 Humayun Nagar Hyderabad 500 028	20-09-1965 Indian Businesswoman	
WITNESS 1:	Name, Address, Signature		
WITNESS 2:	Name, Address, Signature		

Society for Promoting Rationality

SPRAT

CHARTER PART – II

RULES AND REGULATIONS OF THE SOCIETY

[Articles of Association]

1. **DEFINITIONS AND INTERPRETATIONS:** In this Charter, unless explained specifically otherwise or unless found inconsistent with the subject of the context, the following words shall bear the meaning and interpretation given against them:
- 1A. *Charter:* The word "Charter" refers to the Memorandum and the Rules and Regulations of the "Society for Promoting Rationality".
 - 1B. *Society:* The word "Society" shall mean the "Society for Promoting Rationality".
 - 1C. *General Body:* The General Body of Ordinary, Affiliate, Institutional, Patron and such other members who may be, under this Charter, eligible to vote and to participate in the governance of the Society
 - 1D. *Board of Trustees:* The Board of Trustees of the Society for the time being, as distinguished from the Board of Governors.
 - 1E. *Board of Governors:* The Board of Governors of the Society for the time being, as distinguished from the Board of Trustees.
 - 1F. *The Rules:* The Rules and Regulations mentioned in this Charter as being in force at a given time.
 - 1G. *Member:* The term: "member" may be understood and interpreted with reference to the context. However, unless implied otherwise, this term refers to Ordinary Member. Virtual Members and Associate Members are not members within the meaning of this term.
 - 1H. *Ordinary Members:* Except where specifically mentioned, the Ordinary Members of the Society, for the time being, whose names shall have been duly entered in the Register of Members and who have not ceased to be members by virtue of any of the provisions of this Charter.
 - 1I. *The Chairperson:* The Chairperson of the Society
 - 1J. *The Vice-Chairperson:* The Vice-Chairperson of the Society
 - 1K. *The President:* The President of the Society
 - 1L. *The Secretary:* The Secretary of the Society
 - 1M. *The Treasurer:* The Treasurer of the Society
 - 1N. *The Joint Secretary:* The Joint Secretary of the Society
 - 1O. *The Register:* The Register/s of Members maintained in terms of this Charter.
 - 1P. *Code of Ethics:* The Code of conduct that appears after the end of this Charter and which the Society has approved to be binding upon each member of the Society, as amended from time to time. The application for membership of the Society shall be deemed to be an affirmation by such member of his undertaking to abide by such code of ethics as amended from time to time.
 - 1Q. *The Office:* The Registered Office of the Society for the time being

- 1R. *Month*: Calendar Month
- 1S. *Website*: The official website/s of the Society including www.mysprat.org and www.riotinfo.com
- 1T. The Words importing singular numbers shall include the plural number. Words importing persons, unless otherwise clarified, shall include individuals, firms and corporations. Similarly third person masculine gender shall also include third person feminine gender. Likewise a singular pronoun may, unless repugnant to the context, mean and include its plural form.
2. **OFFICES**: The location of the Administrative / Head Office and the Secretariat of the Society may be changed from time to time to suit the convenience of the President with the permission of the Board of Governors. However, any such change must be notified to all members and be prominently displayed on the website of the Society for a fortnight.
3. **OFFICIAL LANGUAGE**: The Records and Books of Accounts shall be maintained in English.
4. **MEMBERSHIP**:
- 4A. Members may be classified in accordance with duration or tenure of membership, voting rights, nature of entity etc.
- 4B. The admission to the membership of the Society shall be the discretion of the Board of Governors
- 4C. The Board of Governors may create new classes of membership or rename existing ones from time to time, subject to the approval of the General Body
- 4D. Making separate rules for different types of memberships and extending varying benefits and voting rights and prescribing different obligations shall not be construed as unfair discrimination
- 4E. At present the Society shall have the following categories of members:
- E1- Virtual Member [also known as Nominal Member]
 - E2- Associate Member [also known as Temporary Member]
 - E3- Ordinary Member
 - E4- Patron Member
 - E5- Institutional Member
 - E6- Affiliate Member
 - E7- Honorary Member
- 4F. General Conditions
- F1- The Ordinary Member, Institutional Member and the Affiliate Member shall have two classes, viz, Annual or Life. The annual membership of any of these particular categories may be converted to life membership upon payment of subscription or

fee as applicable to that particular class of membership for a period of ten years in advance, subject to its acceptance by the Board of Governors.

- F2- Ordinarily life membership only confers a financial concession and protects the members against the fee hike up to a certain period. The Board of Governors may, nevertheless, discontinue at any time any benefits enjoyed by the Life Members with the consent of the Board of Trustees.
- F3- However, in respect of Lifetime Trustees, the term “life” means the complete physical life of such person and, unless denied specifically, his heirs or successors. Provided, however, that nothing contained herein forbids a lifetime trustee from resigning his position, and that such resignation will not impair the functioning of the Trust in any way. Further providing that any other position or office held by a Lifetime Trustee within the Society does not pass on to his successor or heir automatically in succession.
- F4- In any case, if the Board of Governors rejects the application for membership, the amount received with the application shall be refunded within one month from the date of rejection of the application.
- F5- Ordinarily no membership application where a fee is payable is considered a valid application if such fee is not received along with the application.
- F6- All admission to each type of membership shall be the sole discretion of the Board of Governors. In any case where the Board of Governors rejects an application for membership, the amount or fee so received with the application shall be refunded within one month.
- F7- The Membership fees and Admission or Entrance Fees may be decided and revised by the Board of Trustees from time to time.
- F8- The voting rights of various members shall be determined on the basis of the categories of memberships. Every Ordinary Member will carry one vote regardless of the number of shares held by him in an identical capacity. However, the voting rights of Patron, Affiliate and Institutional Members may vary according to their holding, membership or their capital etc. as the Board of Governors in consultation with the Board of Trustees may decide. Virtual and Associate Members are not entitled to vote and participate in governance of the Society in any manner, nor to requisition any records or to seek any information except in respect of their own membership.

F9- The Board of Governors in consultation with the Board of Trustees, from time to time, can decide the increase, reduction or waiver of fees for certain or all categories, groups, sections of membership for a specified period of time, from time to time. Such concessions, additions etc. shall not be construed as acts of discrimination.

5. VIRTUAL MEMBERS

- 5A. Virtual Members are such members, not being Ordinary Members, who electronically subscribe to the virtual register of virtual members and in whose case no physical evidence of membership may be required.
- 5B. Virtual members shall not enjoy voting rights nor shall participate in the governance of the Society in any way.
- 5C. Only individuals, and not firms, bodies corporate and other entities, may be enrolled Virtual Members
- 5D. Virtual Membership shall be deemed purely temporary in nature and does not bestow or confer upon such members any inherent rights whatsoever beyond a kind of identity and association with the Society and beyond what the Board of Governors may from time to time announce, such as reduction in fee for seminars, access to Society's library or website etc.
- 5E. Eligible Virtual Members may, however, apply for Ordinary Membership subject to the conditions laid down hereunder
- 5F. The Society shall not be required to maintain any records or evidence in respect of its Virtual Members, though the Society may, nevertheless, require the applicants to furnish particular information for its own satisfaction
- 5G. The Board of Governors may discontinue, suspend or terminate this membership at will and resume or enlarge it from time to time
- 5H. The Board of Governors may also prescribe, from time to time, such conditions of eligibility for this membership as it deems fit, including levying admission fee, annual fees and other subscription etc.

6. ASSOCIATE MEMBERS

- 6A. Associate Members, also known as Temporary Members, are such members, not being Ordinary Members, who may temporarily associate with the Society and in whose case no physical evidence of membership may be required.
- 6B. Associate members shall not enjoy voting rights nor shall participate in the governance of the Society in any way, regardless of whether they are required to pay a fee or subscription or not.
- 6C. Individuals, firms, bodies corporate and other entities, may be enrolled Associate Members

- 6D. Associate Membership shall be deemed purely temporary in nature and does not bestow or confer upon such members any inherent rights whatsoever beyond a kind of identity and association with the Society and beyond what the Board of Governors may from time to time announce, such as reduction in fee for seminars, access to Society's library or website, participation in Society's functions etc.
- 6E. Eligible Associate Members may, however, apply for Ordinary Membership subject to the conditions laid down hereunder
- 6F. The Society shall not be required to maintain any records or evidence in respect of its Associate Members, though the Society may, nevertheless, require the applicants to furnish particular information for its own satisfaction
- 6G. The Board of Governors may discontinue, suspend or terminate this membership at will and resume or enlarge it from time to time
- 6H. The Board of Governors may also prescribe, from time to time, such conditions of eligibility for this membership as it deems fit, including levying admission fee, annual and fees and other subscription etc.

7. ORDINARY MEMBERS

- A1- Any sane adult, individual is eligible to apply for the Ordinary Membership of the Society subject to acceptance of this Charter
- A2- Ordinary Members on admission shall assume the responsibilities entailed by membership and shall be entitled to the benefits and privileges of Ordinary Membership, save where subscription is in arrears, unless and to the extent this be condoned by the Board of Governors.
- A3- For the time being the annual fee for the Ordinary Members is Rs. 100/- and the Admittance Fee is Rs. 50/-
- A4- Sole proprietary firms may apply in the individual name of their proprietors. Partnership firms and other collection of individuals may not be enrolled as Ordinary Member
- A5- The Society for the purpose of registration is declared to consist of an unlimited number of Ordinary Members.

8. PATRON MEMBERS:

- 8A. Individuals, who may be considered by the Board of Governors as otherwise eligible for Ordinary Membership, and who additionally contribute to the corpus or any other designated fund of the Society, as prescribed by the Board of Governors from time to time, not being less than Rs. 5,000/-, may be admitted as Patron Members for a specific duration
- 8B. Patron Members carry all the benefits available to the Ordinary Members and such other special privileges as the Board of Governors may from time to time confer upon them.

- 8C. The Board of Governors may, in consultation with the Board of Trustees, further subdivide this membership into various categories and lay down terms governing them

9. INSTITUTIONAL MEMBERS

- 9A. Corporate bodies, institutions, partnership firms and other business entities, including sole proprietary concerns in their business names, subject to their paying such fees as may be prescribed for them, may be enrolled Institutional Members.
- 9B. Every Institutional Member shall nominate -and shall keep at all times nominated- one of their senior officials to represent it and to vote on its behalf.
- 9C. Save for a fall in the number of Ordinary Members at no time will the total of such members exceed 25% of the number of Ordinary Members.
- 9D. The authorized representative of the Institutional Members so accepted by the Society shall enjoy all the rights and privileges as enjoyed by the Ordinary Members.
- 9E. Institutional Members as a class shall carry such voting rights as may be prescribed by the Board of Governors from time to time subject to the approval of the Board of Trustees. Provided, however, that enrolling an entity as a Institutional Member does not, ipso facto, entitle all its members and stake holders or employees and others to claim the benefits available to the members of the Society.
- 9F. The Board of Governors may, in consultation with the Board of Trustees, further subdivide Institutional Members into different categories on varying terms and voting rights, related to their size, corpus, profits, number of employees etc.
- 9G. If any Institutional Member is amalgamated with any other company or firm or is taken over as a going concern by any other company or its assets are assigned to any other company; or if any individual firm be dissolved and is taken over as a going concern by any other entity and its business is carried on in any other name it ceases to be the Institutional Member of the Society. The Board of Governors may allow such new company or the individual firm or entity, as the case may be, subject to the latter otherwise being eligible for Institutional Membership, to continue as a member in place of the old company or entity on such terms as it may lay down for it.
- 9H. A Register of Institutional Members shall be maintained

10. AFFILIATE MEMBERS

- 10A. Such societies, trusts, NGOs, associations, bodies, educational institutions, chapters of the Society and other entities, whose bye-laws or rules of governance substantially or in core, confirm with the

objectives of this Society, or who undertake to modify their rules so as to confirm as such, or they are dedicated to research or education or otherwise sharing the objectives of SPRAT, and not running with the objective of making a profit; not being individuals, nor Institutional or Patron Members, may be enrolled as Affiliate Members.

- 10B. Every Affiliate Member shall nominate -and shall keep at all times nominated- one of its senior officials to represent it and to vote on it behalf.
- 10C. The authorized representative of the Affiliate Member so accepted by the Society, shall enjoy all the rights and privileges as enjoyed by the Ordinary Members. Provided, however, that enrolling an entity as an Affiliate Member does not, ipso facto, entitle all its members and stake holders or employees and others to claim the benefits available to the members of the Society.
- 10D. Affiliate Members shall carry such voting rights and other privileges as may be prescribed by the Board of Governors from time to time, subject to the approval of the Board of Trustees.
- 10E. A Register of Affiliate Members shall be maintained.
- 10F. Save for a fall in the number of Ordinary Members, at no time will the total of Affiliate Members exceed 25% of the number of Ordinary Members.

11. HONORARY MEMBERS

- 11A. In exceptional cases prominent individuals of standing and repute may be admitted as Honorary Members of the Society by a two-thirds majority of the Board of Governors as a mark of recognition and honour
- 11B. Honorary Members shall be entitled to all the privileges as the Ordinary Members, but shall not stand for any elections at any meeting held during their honorary membership, nor shall they hold any office while remaining Honorary Members. They shall at all times remain non-partisan within the Society
- 11C. They may, upon invitation, attend any meetings of the Board of Governors and other bodies and tender advice when sought
- 11D. Honorary members shall not be required to pay a membership fee or admission fee, nor to make a formal application. However, a letter of consent from such persons will be held on the records of the Society
- 11E. Honorary membership may be conferred for a limited period or for life. "Life" here means a period of ten years.
- 11F. Save for a fall in the number of Ordinary Members, at no time the total of such members, currently on the rolls at any given time, will

exceed 1% of the number of Ordinary Members

11G. The Board of Governors may, by a resolution passed by three-fourth of its full membership, lay down additional conditions or alter existing conditions of eligibility of such membership, subject to these provisions

11H. A Register of Honorary Members shall be maintained

12. ADMISSION OF MEMBERS

12A. An application for admission of membership, where such an application is required, shall be made to the Secretary in such forms as may from time to time be prescribed by the Board of Governors

12B. Virtual Members may sign up on such electronic registration form as provided on the official website(s) of the Society or on such paper form as prescribed by the Board of Governors

12C. Applications shall be considered as expeditiously as possible but the Board of Governors may call upon the applicant to furnish such additional information relating to his eligibility as may be considered necessary. When all information is furnished the application must be disposed off within 60 days.

12D. Every application for membership shall be reviewed by the Board of Governors and, if approved, admitted by a resolution adopted by a simple majority of its members present and voting. However, in respect of the Virtual Member the Board of Governors may authorize one of its functionaries to do so. Similarly the Board of Governors by virtue of a resolution passed by a majority of 3/4th of its total members authorize a sub-committee to exercise its powers in respect of admission of members except for the Honorary Members.

12E. The Board of Governors in its absolute discretion may admit members and shall be empowered to reject any application for admission without assigning to the applicant any reason for its rejection

12F. The admission or rejection of any application for membership shall be notified to the applicant within 70 days

13. MEMBERSHIP SUBSCRIPTION / FEE AND DUES

13A. The Society may prescribe and change the fee for admission as well as an annual fee for each class of membership separately. The Lifetime Trustees are exempt from all types of fees and levies that may be otherwise necessary to keep the membership alive.

13B. All membership dues are payable in advance for a financial year in full and shall become due on the first day of the financial year and this shall be payable before the end of two months from that date

13C. The Board of Governors may provide a reduced half-yearly or

quarterly portion of the annual fee for new members. However, in respect of Patron Members the Board of Governors at its discretion may grant a deferred payment schedule.

- 13D. In cases, where in the opinion of the Board of Governors, unusual expenditure or commitments may become necessary in furtherance of the objectives or interests of the Society or of its members, the Board of Governors shall be empowered to levy and claim from any one or more classes of members, on an equitable basis, such new or additional sum or sums, provided that in any one financial year, such levy or levies shall not exceed an amount equal to the normal annual subscription of the particular class of member, and that this decision is ratified by the General Body
- 13E. Where a fee -including annual subscription- or a levy is called for or becomes due and the member fails to pay it within three calendar months from such call or due date, such member shall be ipso-facto disqualified from taking part in any proceedings of the Society
- 13F. The Board of Governors may from time to time prescribe penalties or late fee to be levied upon all delayed payments, subscription or fee. Such penalties and late fees shall be deemed to be integral part of the fee and shall attract the same penalties as the fee itself. However, acceptance and condoning of delayed payment shall be the discretion of the Board of Governors

14. **TRANSFER OF PRIVILEGES OF MEMBERS**

- 14A. The privileges of membership shall not be transferable or transmittable save and except in the manner and to the extent provided for by the Board of Governors

15. **CESSATION OF MEMBERSHIP**

- 15A. A member ceases to be a member upon his death. However, heirs and successors of Lifetime Trustee/s shall continue to enjoy such membership ad infinitum
- 15B. No member may be a member under more than one category / class in the same capacity. If eligible and approved for a second class of membership he must resign from one class choosing any one type of membership.
- 15C. If any member fails to pay the annual subscription or levy of fee, including the late fee, within three months of the due date, a final notice shall be sent to such a member requesting payment of the amount due within two (2) months and, in default of payment within such period, the Board of Governors may remove the name of the defaulting member from the Register. Such a removed member may be debarred from the membership of the Society for any length of time.

- 15D. If in the opinion of the Board of Governors, any member has by reason of breach of or non-compliance with this Charter, or otherwise, ceased to be eligible for membership of the Society, such member shall be invited to show cause within fifteen (15) days from the date of notice as to why his name should not be removed from the Register. If the member fails to show cause in accordance with the notice, or if the Board of Governors is of the opinion that the member has failed to establish his continued eligibility, the name of such member shall be removed from the Register
- 15E. A member may resign from the Society at any time by giving thirty (30) days' written notice to the Secretary of his intention to resign and the resignation shall take effect upon the expiry of the notice, or earlier at the option of the Society, but without prejudice to any liability or obligation incurred by him while he was a member
- 15F. The Board of Governors shall have the power by resolution to expel from membership of the Society a member who in the opinion of the Board of Governors established by an absolute majority of the full strength of the Board of Governors, is guilty of professional or other misconduct or has committed a breach of the provisions of this Charter, after providing a reasonable opportunity to such member to show cause or be heard against such expulsion
- 15G. A member shall, ipso facto, cease to be a member of the Society:
- G1- In the case of annual members or members whose subscription is renewable every year, upon the expiry of a year from the date of his membership
 - G2- In case a member makes a default in paying his subscription in terms of this Charter
 - G3- In case a member resigns in the manner laid down in this Charter
 - G4- In case, where a member is an individual, he becomes an undischarged insolvent or makes a composition or scheme of arrangement under the Insolvency Act or if he is adjudged by a competent court to be of unsound mind or if he is convicted of an offence involving moral turpitude; in the event of his death or being found by a judicial authority, guilty of a criminal offence
 - G5- In case where a member is an association, trust, firm or company, if it is dissolved or if it goes into liquidation or adjudged insolvent or makes a composition or scheme of arrangement under the Insolvency Act or whose partners and working directors as such are convicted of an offence involving moral turpitude
 - G6- In case a member suffers from any disability, incapacity or

disqualification as provided in this Charter provided in all such cases that the Board of Governors will be empowered to waive any such disqualifications in respect of any member/s

G7- The subscription or fees paid by the members of the Society is not ordinarily refundable on cessation of membership

16. REGISTER OF MEMBERS

16A. Except for Virtual Members the Society shall maintain a Register of Members for all types of members. Such register may be single or separate for each class of members

16B. In such a register shall be entered the name, address, membership number and such other information about each member as required by the law or such other information as the Board of Governors may, from time to time, determine.

16C. Such register shall be open for inspection by the said member or class of members or their authorized representatives at the office of the Society during normal working hours by prior notice

17. GENERAL BODY AND MEETINGS

17A. The Annual General Meeting of the Society shall be held every year as soon as possible after the accounts for the year are ready but not later than end of August.

17B. The General body shall comprise Lifetime Trustees, founder members and all other members that are entitled to vote and participate in governance, who remain current on the rolls of the Society on the last working day of the previous year and who have not ceased to be members at the meeting.

17C. The general body shall elect a certain number of the members of the Board of Governors as laid down in this Charter

17D. A notice of at least 14 days shall be given for the General Body meetings

17E. The Board of Governors may, whenever they think fit, and they shall on the requisition of the holders of not less than one tenth of the voting rights of the Society, convene an Extraordinary General Meeting of the Society -provided that this requisition shall be made in writing stating the matters for consideration at the meeting to be called and signed by the members requisitioning the meeting and deposited with the President.

17F. Special General meeting can also be held at any time as may be required, by similar notice

17G. The Chairperson of the Board of Governors shall preside over all the meetings of the General Body. In his absence the Vice Chairperson and in his absence the President will preside thereon.

And in absence of these, a senior member elected for the purpose at the meeting will preside over it

- 17H. The Quorum for the General Body meeting, Extraordinary General Body meetings and Special General Body meetings shall be 1/5th of the total members current on the register of members or 15 members eligible to vote, whichever be lower
- 17I. A member desirous of moving a resolution at the General Body meeting should submit the same to the Secretary in writing, not less than seven days prior to the date of the meeting
- 17J. Members desirous of calling any generic information must submit a notice in writing to the Secretary at least 7 days prior to the date of such general body meeting. However no inquiry pertaining to individual members and specific transactions may be made.
- 17K. At the general body meeting the report of the management of the Society for the previous year along with an audited statement of accounts, shall be submitted for the approval of the members
- 17L. A member who owes a sum, due and in arrears, including arrears of membership fee, annual subscription or other claims, to the Society, as on the date of notice of the meeting, shall not be eligible to contest or vote at that meeting.
- 17M. No person shall vote by proxy.
- 17N. The General Body may grant any additional privileges to the Lifetime Trustees, the Board of Trustees, Board of Governors or any other specific class of members.
- 18. PROCEEDINGS AT THE ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETINGS**
- 18A. The business of the Annual General Meeting shall be to receive and consider the annual accounts of the Society and the Reports of the Board of Trustees and the Board of Governors and of the auditors, to elect member of the Board of Governors for the ensuing term and to transact any other business which under this Charter is required to be transacted at Annual General Meeting.
- 18B. All business transacted at an Extraordinary General Meeting shall be deemed special.
- 18C. Once in every year, within one month from the date of the Annual General Meeting of the society, a list shall be filed with the Registrar, of the names, addresses and occupations of the members of the Board of Trustees and of the Board of Governors
- 18D. If within 15 minutes from the time appointed for the annual or extraordinary general meeting, but excluding a requisition meeting, a quorum be not present, the meeting, shall be adjourned by a further one hour and held at the same venue and with the same agenda as

if the quorum were complete. No quorum shall be necessary at such adjourned meeting, nor will it be necessary to issue a fresh notice for such adjourned meeting

- 18E. Every issue submitted to a meeting for a decision shall be decided in the first instance by a show of hands: The Chairperson shall declare whether the motion was carried or negated by clear majority. Unless a demand for a card vote be made before or immediately after such declaration, the matter shall be determined accordingly. If a card vote be required as aforesaid, it shall be taken at once in such manner as the Chairperson of the meeting directs unless the meeting shall decide on an adjournment or otherwise for the purpose thereof, and the result of the card vote shall be deemed to be the resolution of the meeting at which such vote was demanded.
- 18F. The Chairperson of a general meeting may adjourn the meeting in exceptional circumstances, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the said adjourned meeting.
- 18G. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in case of an original meeting. Save as aforesaid it shall not be necessary to give a notice of adjournment or of the business to be transacted at any meeting so adjourned.
- 19. NOTICES FOR THE MEETINGS**
- 19A. Any notice or other communications sent via e-mail or other widely accepted means including post, courier or angadia shall be deemed to be a valid notice or such other communication.
- 19B. All notices of all meetings shall specify the place, date, time and business for consideration for the meetings.
- 19C. A notice for a meeting shall be sent not less than the following number of days before the concerned meetings:
- | | |
|-----------------------------------|--------------|
| C1- Board of Trustees meetings | = three days |
| C2- Board of Governors meetings | = three days |
| C3- Annual General Meeting | = 14 days |
| C4- Extraordinary General Meeting | = 14 days |
- 19D. The non-receipt of notice by any member shall not invalidate the proceedings of any such meetings.
- 19E. Any notice required by this Charter to be given to a member shall be deemed to be sufficiently served if sent properly addressed to his last known address, or by exhibiting the notice during its entire currency in a conspicuous manner at the Head Office and the Secretariat of the Society.

20. ELECTIONS:

- 20A. Except where specifically provided for, the Board of Governors may lay down rules for conducting the election of members of the Board of Governors and modify them from time to time with a view to making such election fairer and more transparent. Such an election may be held before or at the Annual General Body meeting. The Board of Governors shall have the power to supervise the election procedure directly or through a sub-committee. If at any election sufficient nominations are not received, the Board of Governors may nominate such other members to the Board of Governors as needed
- 20B. Elections to fill vacancies in the elected membership of the Board of Governors, where required, shall be held either by secret ballot or through any other means approved by the General Body, before the Annual General Meeting.
- 20C. When elections are required, the Secretary of the Society shall issue a notice to all eligible members calling upon them to state within 10 days whether they wish to stand for election, intimating the number of seats to be filled in the Board of Governors.
- 20D. Subject to any provision made specifically to the contrary effect, any two members eligible to vote are eligible to nominate any third member who may, on the date of such nomination, be eligible to vote and contest, to be considered for election to any notified position. Provided that no nomination shall be considered valid unless accompanied by the letter of consent of such a nominee and provided further that such nominating members can make only one nomination for each vacancy. In the event any member nominates more candidates than the seats notified, the latter nominations shall be rendered invalid.
- 20E. After receipt of nominations, if it is observed that the number of candidates are in excess of the available vacant seats in the Board of Governors, then the Secretary, with the permission of the Board of Governors, shall issue a notice not less than 24¹⁰² days, before the retiring Governors would cease to hold office, to all eligible members intimating the names of the candidates and of their nominators along with the ballot paper to be returned by or before the election date. Such election shall be held before the General Body meeting of the Society, either through postal ballot or through voting in person as the Board of Governors may decide from time to time. After receipt of the ballot papers, the same shall be

² Clause 20-E: [ELECTIONS]: Amended at AGM dated 22nd Sept 2007

scrutinized and the result shall be declared, as the Chairperson may direct, at the Annual General Meeting. Those members who receive the largest number of votes will be elected first. In case of a tie where there is equality in number of votes between two or more candidates, the matter will be decided by the drawing of lots.

- 20F. Explanation: for the purpose of this and all other elections, a method approved by the General Body other than the ballot paper or physical voting method, shall be valid. In the event the voting is decided to be conducted electronically, the ballot paper shall be taken to mean the electronic vote. In absence of directions to the contrary by the General Body, the provisions made by the Board of Governors governing the election of Governors shall be valid and binding.
- 20G. If the number of nominations received is less than the stipulated number of vacancies, such vacancies can be filled either by nomination at the same general body meeting or later by co-option by the Board of Governors.
- 20H. The Board of Governors shall declare the result of the election and a copy of the same shall be exhibited on the notice board of the Society

21. BOARD OF TRUSTEES

- 21A. The Chief Promoter and the Promoter, both being Founder Trustees of the said Society, shall remain Life-time Trustees.
- 21B. Any Trustee, including Lifetime Trustee, may retire from the Society by tendering appropriate notice of his intention to retire in writing.
- 21C. If any Trustee dies or becomes bankrupt, insolvent or mentally incapacitated, conducts himself, as determined by the Board of Trustees, in a manner unbecoming of a Trustee, such Trustee shall cease to be Trustee of the Society
- 21D. Except where provided otherwise, any question arising as to the property or any transaction of the Society shall be conclusively settled as between all parties concerned by decision of majority of the number of Trustees for the time being
- 21E. Every Trustee shall be indemnified out of the Society Fund against all losses and expenditures incurred in the discharge of his duties except such as shall happen through his own negligence, malafide act or default
- 21F. Each Trustee shall be chargeable with only such money or property as he shall actually receive for or in the discharge of affairs of the Society and each shall be answerable only for his own acts, neglects or defaults and not for those of any other person

- 21G. The total ownership of the assets of the Society lies in the Board of Trustees. However, the Board of Governors shall be the council in charge of the administration of the Society in accordance with the policies of the Trust.
- 21H. The Board of Trustees shall lay down the general policy for the furtherance of the aims and objects of the Society which the Board of Governors will execute
- 21I. The Board of Trustees will appoint the first Board of Governors
- 21J. The Board of Trustees shall be a non-dissolving, permanent body, for the entire life of the Society. However some of its members may keep changing as provided herein.
- 21K. The total number of Trustees of the Society shall not at any time be less than seven and more than twelve. Barring the first Board of Trustees – and excluding the life-time trustees – the tenure of all other trustees shall be two years at a time, in the normal course
- 21L. The initial Board of Trustees will comprise the signatories to this Charter, viz, the following:
- L1- Two life-time trustees who are the promoters of this Trust
 - L2- Up to eight other Trustees accepting the invitation of the promoter-trustees and signing this charter.
 - L3- Provided that the said trustees may co-opt such further trustees as may be required subject to the ceiling
 - L4- Half of these Trustees shall retire by the draw of lots at the end of one year from the date of this Charter and the remaining ones will retire the following year. They both shall be eligible for reelection in the normal course.
- 21M. However, the subsequent Board of Trustees will comprise the following
- M1- Two Life-time Trustees. In the event of their death, their nominees, and in the absence of such nomination, the nominee of their heirs or successors.
 - M2- Up to five Trustees nominated by Life-Time Trustees
 - M3- Up to five Trustees nominated by the Governing Board by a simple majority. Such Trustees may or may not be members of the Board of Governors. In the event that the Board of Governors is not constituted or if for any other reason these trustees are not nominated as provided, the strength of the Board of Trustees shall be deemed to be reduced by that number and no authority of the Board of Trustee shall be impaired for that reason.
- 21N. All the retiring trustees will be eligible for reelection / renomination.

21O. The Board of Trustees may meet as often as necessary, but shall meet at least once in six months. Such meetings of the Trustees may, however, be held through video conferencing or otherwise. However evidence of such meetings shall be maintained.

O1- The quorum of such meeting shall be one third of its current total strength.

O2- If there is no requisite quorum for a Board of Trustees meeting, the presiding officer can adjourn the meeting for half an hour and then reconvene the meeting even if there is no quorum. No business other than that mentioned in the agenda may be transacted in such adjourned meeting

21P. OFFICERS OF THE BOARD OF TRUSTEES

P1- The Chief Promoter of the Trust shall be the Life-time President of the Board of Trustees. Such President of this Board shall also be appointed as the President of the Board of Governors. The President shall preside over all meetings of the Board of Trustees.

P2- The Board of Trustees shall elect from amongst them a Treasurer to the Board of Trustees. Such Treasurer shall hold office for a period of two years at a time and shall hold it until his successor is appointed. Such Treasurer of this Board shall also be appointed as the Treasurer of the Board of Governors.

22. POWERS OF THE BOARD OF TRUSTEES

22A. The Board of Trustees shall act as the custodian of the Trust and ensure that the properties, assets and the surpluses of the Society are being utilized in accordance with this Charter. However, it shall, ordinarily and except where the situation so warrants, leave the day-to-day governance to the Board of Governors.

22B. Notwithstanding anything contained in this Charter in every matter concerning funds management, members and membership, including admission, rejection, transfer, cessation and other policies affecting the rights and duties of members, an appeal can be made to the Board of Trustees whose decision will be binding upon the Board of Governors.

22C. Additionally, the Board of Trustees shall exercise the following powers:

C1- To nominate and appoint office bearer/s and members of the Board of Governors as provided herein

C2- To demand, receive, verify and supervise the books of

accounts and to inquire into the utilization of the funds and assets of the Society.

- C3- To certify accounts of the Society and to present the Accounts to the General Body Meeting.
- C4- To appoint auditor/s and to receive auditors' reports' and accounts
- C5- To remove Trustees who remain absent for three consecutive meetings
- C6- To advise the Board of Governors to remove Governor/s whose continuance, in their opinion, hurts the interests of the Trust.
- C7- To fill-up vacancies on the Board of Trustees and to nominate members for the Board of Governors as provided herein.
- C8- To advise the Board of Governors as to the utilization of funds and assets of the Society and to generally advise the Board of Governors on matters of serious importance
- C9- To tender opinion to the Board of Governors on any other matter when sought
- C10- In an extreme situation, and by a majority of 2/3rd of members present and voting by prior agenda, to dissolve the Board of Governors and to call Extra-ordinary General Meeting for reelecting the Board of Governors as provided herein.

22D. The Board of Trustees shall be the sole authority for the interpretation of this Charter and of any other provisions that may be made from time to time under this Charter and the question of interpretation or decision upon any matter affecting the Society and not provided for by this Charter or by the said provisions shall be final and binding on the members.

23. **THE BOARD OF GOVERNORS**

23A. So as to provide for professional management of the Society, the Board of Governors shall function as a watch-dog body and shall depend upon the various office bearers to effectively manage the Society

23B. The Board of Governors shall consist of a maximum of 12 members as follows:

- B1- Up to five members, including the President and the Treasurer, nominated by the Board of Trustees by a simple majority, provided that at all times at least one of them shall be a Life-time Trustee. They shall be called the Trust Nominees to the Board of Governors. However, such members shall become the members of the Society before exercising voting rights at the Board of Governors

- B2- Up to four members elected by the General Body. They shall be called the Elected Members of the Board of Governors.
 - B3- Up to three distinguished members of the public nominated / co-opted by the Board of Governors. They shall be called the Co-opted Members of the Board of Governors. However, such members shall become the members of the Society before exercising voting rights at the Board of Governors
 - B4- The first Board of Governors will be nominated by the Board of Trustees separately classifying each as Trust Nominee, Elected, or Co-opted members. Half of these Members shall retire by the draw of lots at the end of one year from the date of first meeting of the Board of Governors and the remaining ones will retire the following year. They both shall be eligible for reelection or renomination as the case may be, in the normal course.
- 23C. The normal term of the Board of Governors shall be two years, at the end of which it will be reconstituted on a rotational basis as follows
- C1- At the end of two years, the remaining half of the first members of the Board of Governors shall retire. Such retiring members will be eligible for re-election or re-nomination as the case may be
 - C2- Depending upon the need the requisite vacancies will be filled by election or nomination as the case may be.
 - C3- From the third year onwards every year members who have completed two years continuously on the Board of Governors, being the most senior, shall retire. For this purpose seniority shall refer to the duration of the current tenure. All such retiring members will be eligible for re-election or re-nomination as the case may be
 - C4- When the term of office of the member of the Board of Governors expires he shall continue to hold office until a successor is elected or nominated
- 23D. The effective strength of the Board of Governors shall at a given time comprise the number of Members currently on the Board.
- 23E. The Board of Governors may meet as often as necessary, but shall meet at least once in three months.
- E1- The quorum of such meeting shall be one third of its current total strength.
- 23F. The meetings of the Board of Governors shall be presided over by the Chairperson, or in his absence by the Vice Chairperson or in his absence by the President

- 23G. If there is no requisite quorum for a Board of Governors meeting, the presiding officer can adjourn the meeting for half an hour and then reconvene the meeting even if there is no quorum. No business other than that mentioned in the agenda may be transacted in such adjourned meeting
- 23H. Any disputes of the Board of Governors will be resolved by the intervention of the Board of Trustees
- 23I. The office of a member of the Board of Governors shall ipso facto be vacated if:
- I1- He tenders his resignation by notice in writing to the Society
 - I2- He ceases to be a member of the Society, under any circumstances
 - I3- He abstains himself without leave of the Board of Governors from three consecutive meetings thereof, unless such absence is condoned by the Board of Governors
 - I4- The Society by a resolution in General Meeting resolves on his removal.
 - I5- He has been removed by the Board of Trustees
- 23J. No office bearer of the Board of Governors, save for the Trustee Members, shall be allowed a tenure of more than four consecutive years or two terms, whichever be the longer duration, except through a special resolution passed by the Board of Trustees.
- 24. POWERS OF THE BOARD OF GOVERNORS**
- 24A. So as to provide for professional management of the Society, the Board of Governors shall function as a watch-dog body and shall depend upon the various office bearers to effectively manage the Society. The Board of Governors shall exercise the following powers:
- A1- To appoint office bearers as provided herein
 - A2- To employ, promote and discharge staff, to engage services of internal auditors, lawyers and other professionals
 - A3- To remove from Board of Governors members who remain absent for three consecutive sittings and to fill-up vacancies arising thereby or by any other reason.
 - A4- To nominate members to the Board of Trustees as provided herein
 - A5- To advice the President to call Special General Body meeting
 - A6- To appoint, when necessary, one or more sub-committee/s of the Board of Governors, for transacting any particular business and to delegate any of their powers to such sub-committees for the duration of that business or for a specific term.

- A7- To appoint advisory board/s, advisory council/s, special subject or area committees by whatever names and whether comprising members of the Board of Governors or not, and to lay down their terms of conduct and to delegate powers to them.
- A8- The Board of Governors may exercise all the powers of the Society not specifically required to be exercised by the members in General Meeting, nor by the Board of Trustees.
- A9- The Board of Governors may constitute special interest groups, sub-groups of the Board of Governors and create additional positions of office bearers to assist the President.
- A10- The Board of Governors, with the consent of the Board of Trustees, may exercise all the powers of the Society to borrow money and to mortgage or charge it's property or any part thereof and to issue debentures and other securities whether outright or as a security for any debt, liability or obligation of the Society.
- A11- All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board of Governors may determine from time to time, keeping in mind the advice of the Board of Trustees, if any, in this behalf.
- A12- The Board of Governors shall cause minutes to be made of all meetings of the General Body of the Society and of the Board of Governors and its sub-committees. Such minutes shall be signed by either the person chairing the meeting or by the person chairing the meeting that confirms these minutes, in consultation with each other. It is clarified that such minutes and such signatures can be made through any electronic means known to be secure and protected against alteration, if the Board so decrees by a 2/3rd majority.
- A13- The Board of Governors may, subject to the consent of the Board of Trustees and the approval of the General Body, categorize members into different functional or other categories and divide a class of members into sub-classes as the need may in its discretion arise from time to time.
- A14- The Board of Governors may, subject to the consent of the Board of Trustees and the approval of the General Body, also assign differing weightage to the voting rights of various classes of members. It may also similarly allocate quotas for seats in the Board of Governors to the various categories or classes of members.

A15- The Board of Governors may delegate all or any of their powers specifically to any Committee, Sub-Board of Governors, office bearers, officials or other bodies of the Society for a specific period of time

A16- The Board of Governors shall have powers to frame rules for the appointment and service conditions of the office bearers, officers and staff members of the Society in all respects.

A17- The Board of Governors shall have the power to accept or reject application for membership in the Society

24B. OFFICE BEARERS:

B1- No members of the Board of Governors including the Chairperson, President, Secretary, Treasurer and other officers or servants of the Society shall be liable for the acts, receipts, negligence or defaults of any member of the Board of Governors, President, Secretary, Treasurer or officer or servant of the Society or for joining in any receipt or other transactions of the Society or through the insufficiency or deficiency of title to any property required by order of the Board of Governors for or on behalf of the Society or for the deficiency of any security in or upon which any of the moneys of the Society shall be invested or for loss or damage of any person with whom any moneys securities or effects of the Society shall be deposited or for any loss occasioned by any genuine error of judgment or oversight on his part or for any other loss, damage or misfortune whatsoever, which shall happen in the normal execution of the duties of his office or in relation thereto, unless the same shall happen through his own dishonesty, callous negligence or willful complicity.

B2- The members of the Board of Governors shall elect / appoint from amongst themselves, the following office bearers to the Board of Governors:

- a) One Chairperson
- b) One Vice Chairperson
- c) One President [as appointed by the Board of Trustees]
- d) One Secretary
- e) One Treasurer [as appointed by the Board of Trustees]

B3- The Board of Governors shall appoint the President of the Board of Trustees as the President of the Board of Governors. The President shall be the Chief Executive Officer of the Society.

- B4- Similarly the Board of Governors shall appoint the Treasurer of the Board of Trustees as the Treasurer of the Board of Governors.
- B5- Except as provided hereinabove, the office bearers of the Board of Governors may or may not be members of the Board of Trustees.
- 24C. POWERS & DUTIES OF OFFICE BEARERS OF BOARD OF GOVERNORS
- C1- CHAIRPERSON: The Chairperson shall have the powers.
- a) To preside over the meetings of the General Body and of the Board of Governors
 - b) To call the meetings of the General Body and of the Board of Governors
- C2- VICE CHAIRPERSON: The Vice Chairperson shall have the following powers:
- a) In the absence of the Chairperson, the Vice -Chairperson shall have the power to act as the Chairperson and to preside over all the meetings that the Chairperson would have presided over.
 - b) In the event of the resignation of the Chairperson, removal or death, and until the election of a Chairperson, the Board of Governors shall temporarily appoint the Vice-Chairperson as the Chairperson. For such duration such a person may combine both the positions in him.
 - c) In the case of absence of the Chairperson and of the Vice-Chairperson, or of their death, removal or resignation, the President will preside over the Board of Governors and shall act for any or both of them for the remainder of their term/s
- C3- THE PRESIDENT
- a) The President shall be the Chief Executive and the Chief Operations Officer and shall be vested with all powers that may be required to run the Society effectively.
 - b) The President shall also have powers to:
 - 1- Collect funds for the Society whether general or specific
 - 2- Appoint or to remove the employees of the Society
 - 3- Attend to the day-to-day functioning of the Society, within the guidelines provided by the Board of Governors.
 - 4- Supervise over the work of the organization and its employees

5- Sign all papers, deeds and documents on behalf of the Society

6- Watch over the property of the Society in its entirety

7- Represent the Society in all proceedings before civil, criminal, revenue and labour courts and tribunals.

The President shall be competent to sue and to be sued on behalf of the Society.

8- To supervise the functioning of the Secretary and Treasurer

C4- THE SECRETARY:

a) The Secretary shall assist the President at the meetings of the, General Body of Members, the Board of Governors and the Board of Trustees and shall prepare the minutes of all such meetings.

b) He shall receive notices, assist in conducting elections and to otherwise assist the Society in secretarial matters.

C5- THE TREASURER: The treasurer shall have the power to receive, on behalf of the Society, donations, endowments, grants and any other financial assistance from organizations, individuals, councils, corporations, company and Governments as approved by the Board of Governors and to arrange for their acknowledgements

a) He shall cause to maintain books of accounts and all related documents and shall receive and distribute money and act as an internal auditor

25. ADVISORY BOARD/S:

25A. The Board of Governors may at their discretion constitute one or more board/s of eminent or distinguished persons or of some who have made outstanding contributions in any field supporting the objectives of this Society, or of those whose association with the Society in their opinion may strengthen it, on such terms as they deem fit.

25B. Such a Board shall have purely advisory and recommendatory powers.

25C. The members of this Board may or may not be the members of the Society

26. AUDITORS

26A. The Board of Trustees shall appoint the auditors of the Society, which shall be confirmed at the Annual General Meeting.

26B. The auditors shall, at least once in every year, audit the Accounts of the Society and present their report to the Board of Trustees,

which must present it at the Annual General Meeting with their own report.

27. **PROJECTS:** The Society may take up any number of projects in any part of India. However in respect of the projects in any part of India outside the state of Gujarat the Society shall be registered as a branch in the specific states, if so required by the laws of the concerned states
28. **MEETINGS:** Unless otherwise provided by a special resolution of the Board of Trustees or of the Board of Governors, all meetings of the Boards - and of all other committees, sub-groups, special interest groups etc- may be held either physically or through electronic means such as video or chat conferences. Consequently the notices issued and the resolutions passed in a valid manner through these other, paperless means shall be equally valid and binding. However adequate records of the meetings shall be maintained in a secure manner.

29. FUNDS AND ACCOUNTS

- 29A. The sum of Rs 10,000/= [Rupees Ten thousand only], hereinafter called the Society Fund, is collected as the nucleus of the Society's funds to execute the objectives of the Society.
- 29B. Funds may be raised by accepting donations, freewill offering, endowments, gifts or contributions in India and abroad in cash or kind, properties, moveable foundation, bequests etc. from any person/s, individuals, co-operatives, private bodied, councils, corporations, establishments, trusts or societies, institutions and Governments etc. for the furtherance of the aims and objects of the Society upon such terms and conditions as the Society may in its absolute discretion, decide.
- 29C. The accounts of the Society shall be maintained regularly on double entry book keeping principles or any other more advanced and contemporary system agreed upon by the Board of Trustees
- 29D. The Accounts shall be audited every year by a Chartered Accountant or Chartered Financial Analyst who shall not be a member of the Society.
- 29E. The accounting year of the Society shall coincide with the fiscal year of the Government of India.

30. BANK ACCOUNTS

- 30A. Bank Account/s shall be opened in the name of the SOCIETY in any scheduled or licensed Indian or foreign bank/s
- 30B. ~~The principal bank account/s shall be operated jointly by the President with Secretary or the Treasurer. However, to facilitate everyday or outstation transactions and in respect of amounts not~~

~~exceeding Rs. 10,000/- per transaction, the Board of Governors may authorize any other officials to jointly operate any secondary bank accounts, provided, however, that no credits except by transfer from the principal bank account/s shall be received in such secondary account/s.~~³The banking accounts shall be operated under the joint signatures of at least two officials as laid down by the Board of Governors from time to time.⁴

31. AFFILIATIONS AND SOCIETY

- 31A. The Society shall have power, by special resolution, to create, form, promote or to join with or assist in the creation, formation, promotion or growth of any other body, whether incorporated or unincorporated and whether a branch or a subsidiary of the Society or not and to affiliate itself with any such body and may also delegate to it any of its powers.
- 31B. Any power or authority delegated by the Society in accordance with the provisions of this Charter may be revoked or cancelled by the Society with the consent of the donee or by a special resolution of the Society in General Meeting.
- 31C. Any other society or institute of common interests shall be eligible for affiliation to the Society on such terms and conditions as the Board of Governors may decide. Such affiliated body shall retain full right to decide and to pursue its own line of action, including representations to the Government at all levels. Such arrangement for affiliation may be terminated, or reviewed from time to time, by the Board of Governors. Such affiliates may additionally be enrolled as Affiliate Members at their discretion.
- 31D. Similarly, the Society may get affiliated with any body or society with the consent of the General Body

32. AMENDMENT TO THIS CHARTER

- 32A. This Charter shall not be altered, varied, modified, remade, rescinded, cancelled, or added to without the sanction of a special resolution of the Society passed by a majority of not less than two thirds of the votes of the members present and entitled to vote at the meeting at which such resolution is proposed by prior notice.
- 32B. For such a meeting to be convened a resolution should have been passed by the Board of Trustees with a 2/3rd majority
- 32C. Both the notices shall be accompanied by details of the proposed alterations showing changes and their implications

³ Clause 30B Amended at AGM dated 31-08-03 raising Rs.10,000/- to Rs. 1,00,000/-

⁴ Clause 30B Amended at AGM dated 30-08-04 simplifying banking operations

32D. Where necessary the prior permission of Commissioner of Income Tax shall be sought. All alterations shall be confirmed by a deed of variation of Society. No amendments to the Charter shall be made which are repugnant to the provisions of Sections 2[15], 11, 12, 13 and 80g of the Income Tax Act 1961 amended from time to time, without the permission of the authority concerned.

33. THE COMMON SEAL

33A. The Society shall have a common seal and the Board of Governors shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Board of Trustees or of Board of Governors previously given. The President shall be deemed to be authorized as such, provided that he shall sign every instrument to which the seal is affixed and every such instrument shall be countersigned by the Secretary or any other member of the Board of Governors acting in this behalf, provided nevertheless that any instrument bearing the seal of the Society and issued for valuable consideration shall be binding on the Society notwithstanding any irregularity touching the authority of the Board of Trustees or the Board of Governors to issue the same.

34. INDEMNITY

34A. Every member of the Board of Trustees, the Board of Governors, the office bearers and other officers or servants of the Society shall be indemnified by the Society against, and it shall be the duty of the Society to pay, all costs, losses and expenses, which any member of the Board of Trustees, the Board of Governors, Chairperson, President, Secretary, Treasurer, other Officers or servants of the Society may incur or become liable to, by reason of any contract entered into or act or thing properly and lawfully done by him as such member of the Board of Trustees, the Board of Governors or officer or servant of the Society and the amount for which the said indemnity is provided shall immediately attach as a lien on the property of the Society and have priority as between the members over all other claims.

35. DISSOLUTION

35A. Following a resolution passed by the Board of Trustees, the General Body specifically convened for the purpose may pass a resolution by not less than 3/4th of the members present and voting to dissolve the Society.

35B. If the Society shall be insolvent, the liability of the members, who were members on the first day of the year, preceding the commencement of the winding up, shall be limited to contributing

towards the deficit to the extent of the year's annual subscription payable by them.

- 35C. In the event of a dissolution, the assets of the Society after meeting all its liabilities, if any, shall be transferred to another organization having similar objectives and which enjoys recognition under section 80G of Income Tax Act of 1961, as amended from time to time, by passing a resolution by a majority of not less than 3/4th of its members present and voting. In absence of any such resolutions, such disposal of assets and liabilities may take place in accordance with law

36. RECONSTRUCTION

- 36A. If the Society shall by a Special Resolution approve any scheme of reconstruction or amalgamation, the whole or any part of the assets may be transferred accordingly.

37. COVERAGE OF THIS CHARTER

- 37A. This Charter shall bind the Society and the members thereof, to the same extent as if it had been signed and sealed respectively by each member and contained covenants on the part of each member to observe all provisions thereof.

38. All the provisions of the Societies Registration Act XXI of 1860 will apply to this Society except in so far as expressly notified herein.

IN WITNESS WHEREOF, we of the Trustees set our hands unto these presents

SIGNED AND DELIVERED BY

In Alphabetical order			
Sr. No.	Name and Address	DoB, Nationality and Occupation	Sign
1	Prof Yoginder Kumar Alagh S/o Bhagat Ram Alagh 45, Surdhara, Behind Goel Intercity, Opp. Doordharshan Towers, Ahmedabad 380 054	14-02-1939 Indian Teaching, Research and Consultancy	
2	Prof Rakesh Basant S/o Mr Iqbal Narain Indian Institute of Management Vastrapur, Ahmedabad 380015	17-01-1957 Indian Teaching, Research and Consultancy	
3	Mr Mohd Hasan Jowher S/o Mohd Yusuf Jowher A-1, Moonbaker Duplex, Kashmera Society, Vishwakunj, Paldi, AHMEDABAD 380 007	06-09-1952 Indian Management /IT Consultancy	
4	Mrs Zakia Hasan Jowher W/o Mr Mohd Hasan Jowher A-1, Moonbaker Duplex,	16-01-1965 Indian Education and Training	

	Kashmera Society, Vishwakunj, Paldi, AHMEDABAD 380 007		
5	Mr Arif M Khan S/o Mr Ashfaqe Mohd Khan B-10, Mayfair Garden, New Delhi – 110 016	07-12-1951 Indian Social Service	
6	Mr M Ali Khan S/o Mr M Jameel Khan 10-3-17/4 Humayun Nagar Hyderabad 500 028	02-02-1958 Indian Entrepreneur	
7	Mr Harsh Mandar S/o Mr Harmander Singh 71, Udai Park, New Delhi 110 049	17-04-1955 Indian Admin & Social Service	
8	Prof Sebastian Morris S/o Mr Luckose Jerome Morris Indian Institute of Management Vastrapur Ahmedabad 380015	15-08-1955 Indian Teaching, Research and Consultancy	
9	Ms Tooba Anjuman Fatima W/o Mr M Ali Khan 10-3-17/4 Humayun Nagar Hyderabad 500 028	20-09-1965 Indian Businesswoman	
WITNESS 1:		Name, Address, Signature	
WITNESS 1:		Name, Address, Signature	

BOARD OF GOVERNORS

AS OF FEBRUARY 2021

Sr. No.	Name and Address	Designation and Profession
1	Mr Mohd Hasan Jowher Rajnagar Complex, Narayan Nagar Road Paldi, AHMEDABAD 380 007	President [Ex Bank CEO, Management /IT Consultant]
2	Ar Rizwan M Kadri Flat No. 704, Akira Heights, Nr Ashiana Green, 100 Ft Ring Road, Opp Ambar Tower, Sarkhej AHMEDABAD 380 005	Secretary [Architect, President of Wakf Committee]
3	Mr Mahadev Vidrohi 143, Panditji Ni Chali, Gandhi Ashram AHMEDABAD 380 027	Treasurer Managing Trustee, Gujarat Lok Samiti