

MEMORANDUM OF ASSOCIATION

1. **NAME** VASHI CULTURAL ASSOCIATION
2. **ADDRESS** B- 404, Raheja Residency, MG Complex, Sector - 14,
Vashi, Navi Mumbai. - 400 703

3. **AIMS & OBJECTIVES**

Aim and Objects of the **Vashi Cultural Association** shall be:-

1. To endeavor to maintain and improve the cultural heritage of India - particularly Bengali Culture - under its area of jurisdiction.
2. To arrange for intellectual discussions and to maintain and create interests in art and culture and also to arrange and hold lectures, seminars on educational subjects and/or subjects connected with science, arts, sports, games and religion with the sole intention to percolate cultural heritage of India to the younger generation.
3. To conduct, organize and perform various religious functions and ceremonies, cultural and social functions as well as various Indian festivals.
4. To promote the study, practice and impart knowledge on science, arts, literatures, religion, yoga and all other branches of knowledge for an over all development of physical, mental and spiritual health of the members and such other activities in the interest of the Objectives of the Association
5. To provide facilities for recreation, games, sports, physical exercises and/or for the development of any art such as yoga, meditation, etc.
6. To provide a platform for its members to meet, deliberate and pursue issues relating to various activities that it plans or do relating to Indian culture and ethics in Navi Mumbai.
7. To educate the public by means of lectures, newspaper articles, exhibitions, publications and distribution of periodicals, pamphlets, wall posters, handbills, magazines, etc.
8. To promote the study, practice and conduct all types of cultural entertainments and functions as are incidental or conducive to the objects of the Association.

9. To raise money and resources through donations, publicity and promotion and advertisement so as to fund the various activities of the Association that it has set out in this memorandum of association.

10. To do all such other lawful acts, deeds or things as are incidental or conducive to the attainment of any of the above objects.

4. **NAME OF THE FIRST TIME NOMINATED OFFICE BEARERS ALONG WITH ADDRESS, AGE, DESIGNATION, NATIONALITY AND OCCUPATION ON WHOM THE VASHI CULTURAL ASSOCIATION ARE ENTRUSTED, ARE AS UNDER**

	NAME	Address	Age	Designation	Occupation	Nationality
1	Deepak L Bhattacharjee	B-404, Raheja Residency, Sec-14, Vashi	60	President	Business	Indian
2	Sukanta Nag	Plot 61/4, Sec -28, Vashi	46	Jt Secretary	Service	Indian
3	Tapas Biswas	Blue Heaven, JN- 4/09/14, Sec 10, Vashi	52	Secretary	Service	Indian
4	Aroop Sarkar	102, Sai Karuna, Sec-29, Vashi	52	Vice President	Business	Indian
5	Ashit Mallick	2, Plot-138, Sec-28 Vashi	47	Member	Business	Indian
6	Sarbottam Ganguly	4, Plot No 138, Sec-28, Vashi	48	Member	Business	Indian
7	Mihir Dasgupta	502, Lok Sagar, Sec-14, Vashi	60	Vice President	Service	Indian
8	Manas Samanta	304. Joydeep, Sec- 18, Kopar Khairane	45	Member	Service	Indian
9	Bivas Maiti	101, Maithali, Sec- 12, Vashi	45	Treasurer	Service	Indian
10	Subhash Talukdar	9, Dwarka CHS, Sec-9A, Vashi	35	Internal Auditor	Service	Indian
11	R P Mukherjee	33, Sagarika, Sec- 10A., Vashi	63	Member	Retired	Indian

5. MANAGEMENT

The management of the affairs of the Association is entrusted in accordance with the rules and regulations of the Association to the Managing Committee duly nominated and or elected from time to time and the list of which shall be printed on the cover of the Annual Report of the Association.

	NAME	Address	Signature
1.	Deepak L Bhattacharjee	B-404, Raheja Residency, Sec-14, Vashi	
2.	Sukanta Nag	Plot 61/4, Sec -28, Vashi	
3.	Tapas Biswas	Blue Heaven, JN-4/09/14, Sec 10, Vashi	
4.	Aroop Sarkar	102, Sai Karuna, Sec-29, Vashi	
5.	Ashit Mallick	2, Plot-138, Sec-28 Vashi	
6.	Sarbottam Ganguly	4, Plot No 138, Sec-28, Vashi	
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8.	Manas Samanta	304. Joydeep, Sec-18, Kopar Khairane	
9.	Bivas Maiti	101, Maithali, Sec-12, Vashi	
10.	Subhash Talukdar	9, Dwarka CHS, Sec-9A, Vashi	
11.	R P Mukherjee	33, Sagarika, Sec-10A, Vashi	

Annexure-C

THE VASHI CULTURAL ASSOCIATION Rules & Regulations

1. DEFINATION:

In the interpretation of these Rules and Regulations the following expressions shall have the meaning assigned to them unless repugnant to the subject or the context thereof.

- i. ASSOCIATION means the **VASHI CULTURAL ASSOCIATION**
 - ii. ACT means the Societies Registration Act, 1860 and Bombay Public Trust Act 1950 and any statutory modifications or re-enactment thereof from time to time.
 - iii. GENERAL BODY means the General Body of the ASSOCIATION consisting of all the Life Members and Associate Members of the ASSOCIATION.
 - iv. BOARD OF TRUSTEES (Here after referred to as B.O.T) means Board of Trustees of the Association as formed under these presents.
 - v. MANAGING COMMITTEE means the Managing Committee of the ASSOCIATION as formed under these presents.
 - vi. MEMBERS mean an organization (NGO) or an individual who has been accepted as a Member in accordance with these presents.
 - vii. CONVENOR/GROUP LEADER means a member or an individual entrusted a responsibility for conducting any event.
 - viii. GENDER: The words importing masculine gender include feminine gender and vice versa
 - ix. NUMBER: The word imparting 'Singular' number also includes the 'Plural' number and vice-versa where the context so admits or so requires.
2. **JURISDICTION:** The jurisdiction of the Association shall be restricted to the area of Navi Mumbai or the area as and when decided by the Association. The Registered Office of the ASSOCIATION shall be presently at **B- 404, Raheja Residency, MG Complex, Sector - 14, Vashi, Navi Mumbai 400 703**
3. **ACCOUNTING YEAR:** The accounting year of the ASSOCIATION shall be from 1st April to 31st March or as may be prescribed by the relevant law.
4. **MEMBERSHIP:** Any major person, male or female of Indian origin, or an individual who bears deep interest and respect for Indian culture and who agrees to abide by and strive for attainment of the aims and objectives of the ASSOCIATION, may be admitted to the membership. The MANAGING COMMITTEE would have the sole right to accept or reject the application for membership subject to final approval by the B.O.T.
5. **CLASSES OF MEMBERS**

Notwithstanding what has been said above regarding the rules for membership - the ASSOCIATION may have the following classes of Members.

- i. **Founder Member:** An Indian, residing in Navi Mumbai, who has signed the Memorandum of Association of the **BENGALI CULTURAL ASSOCIATION (VASHI)**, shall be a Founder Member. The one-time subscription for Founder Member shall be Rs 1000/-.
- ii. **Life Member :** Any major person, male or female of Indian origin - with any of the parents being a Bengali, or with a Bengali Spouse or Bengali speaking - on payment of a one time subscription of Rs 1000/- may be enrolled as Life Member
- iii. **Patron Members:** Organizations/individuals who shall be helpful to achieve the aims and objects of the ASSOCIATION in a substantive way in various fields, may become Patrons of the ASSOCIATION on payment of a minimum donation of Rs 10,000/- .
- iv. **Associate Member:** Any Organization or an individual whose services may be useful to ASSOCIATION may be admitted as Associate member for a specific period with the fees to be charged as decided by the Board of Trustees subject to a minimum of Rs. 300.

6. MEMBERSHIP RULES

1. Only Founder Members and Life Members would have voting rights. Other types of members, however, may take part in the deliberations in meetings.
2. Enrollment of Members :
 - a. Every person who is to be admitted as a Member shall submit an application in the prescribed form to the ASSOCIATION duly introduced by another life member also declare that she/he accepts the aims and objectives of the ASSOCIATION and agrees to abide by its Rules and Regulations.
 - b. Application for life membership shall be placed before the Managing Committee who may recommend the application by 2/3rd majority of members present in the meeting. The recommended applications would be set before the Board of Trustees - who would be the final decision maker to grant life membership.
 - c. In case of the Patron Members and Associate Members the application for admission as Member shall be placed before the Managing Committee - which will have the power to grant membership with 4/5th of the members present. These members may be admitted without the concurrence of the Board of Trustees.
 - d. Every member of the ASSOCIATION shall be entitled to inspect, free of cost at the office of the ASSOCIATION with prior appointment from the Secretary at any time fixed by him with the approval of the Managing Committee, a copy of the following documents -
 - i. Last audited income & expenditure account,

- ii. Last audited balance-sheet,
- iii. List of the members of the Committee/ ASSOCIATION,
- iv. The minutes of the General body & Managing Committee Meetings.

He may also take copies of the above by paying the charges fixed by the ASSOCIATION from time to time.

- e. A Founding Member and a Life member shall be entitled to the rights of contesting, proposing, recommending, nomination, and voting in the elections. In the case of Life Members such a right shall be enjoyed only after completion of 2 years of membership.
- f. The names and addresses of the Members shall be entered chronologically in the Membership register maintained category wise i.e. Founder Members, Life Members, Patron Members and Associate Members etc. The last known permanent address of the Members shall be recorded in the register. This register shall be up-dated from time to time. The Secretary shall verify the entries at least two months before the Annual General Meeting.
- g. No member shall exercise the rights of a member of the ASSOCIATION until all outstanding dues to the ASSOCIATION in his name are cleared.
- h. Managing Committee is competent to approve readmission of a member on payment of a readmission fee as may be prescribed.
- i. Not more than 2 members of a family can become Life Members in the Association.

7. **CESSATION OF MEMBERSHIP:** The person shall cease to be a member of the Association:

- i. On his resignation from membership of the Association having been accepted by the Managing Committee
- ii. On his death.
- iii. On his expulsion from the membership of the Association.
- iv. On being adjudged as an insolvent or legally disabled from continuing as member.
- v. **Expulsion:** Any Member acting in contravention of the aims and objects or in any manner derogatory to the interest of the ASSOCIATION shall be liable for recommendation of expulsion on the vote of 2/3rd majority present in the meeting of the Managing Committee. Such a recommendation would be considered by the board of trustees and the final decision would rest with the Board of Trustees after seeking an explanation from the Member in his defense. Upon this decision of the Board of Trustees for expulsion – the Member would be suspended till the time of the next AGM – when this decision needs to be ratified with

a 2/3rd majority of the members present during the AGM. A member who is adjudged by Court of Law as guilty for acts involving moral turpitude can be expelled without any notice. No appeal shall be admissible against such a decision by the Board of Trustees.

8. BASIC CODE OF CONDUCT

This Memorandum puts in place a set of rules as a Basic Code of Conduct. This is meant to be followed by all members of the Association – irrespective of their type and class of membership. These rules are to be seen as guidelines for good and gentlemanly behavior. Some of the elements of the code of conduct are

- i. Any member who is entrusted with any assignment by the managing committee as a Convener / Leader – is understood to have willfully agreed to the assignment and he shall at all time report to the managing committee and would be accountable to it. He will be responsible to execute all decisions taken by him after ratifying the same with the President / Secretary of the Managing Committee.
- ii. No Member/ MC Member / Convener / Leader of any event can approach any individual/organization/Government body/whatsoever on behalf of VCA, for any assistance, help, donation in any form, services etc unless the same has been discussed in the Managing committee and approved in advance. This will only be deviated in the emergency circumstances when there is no time or scope for any such discussion to take place. In such cases it should be ratified post facto at the earliest opportunity.
- iii. No Member/ MC Member / Convener / Leader of any event can dispose off / donate / sell any VCA asset of any form / make any Commitment of service/help/donation or assistance to any individual /organization /Government body/whatsoever unless the same has been discussed in the Managing committee and approved in advance.
- iv. All Members / Managing Committee members / Convener / Leaders of any event must agree that the ultimate decision making authority lies with the Managing Committee. The President and the Secretary of the Managing Committee – by virtue of their positions are de-facto decision makers for the Managing Committee. All the members of the managing Committee including the office bearers should also remember that they are responsible to the General Body and Trustees – who are the custodians of the Association.
- v. Respect for majority decision is the key factor for organizational health. All Member/ MC Member / Convener / Leader of any event must accept such majority decision in good spirit. While every one has the right to give their opinion – but once a majority decision is taken every one should respect that majority decision and work according to it.
- vi. All opinions and criticisms for any other member should be made only in the open forum in the presence of members of the managing committee. Any member indulging in any back biting, irresponsible slander of another member would be deemed to have done a serious misconduct and would invite severe penalties.

- vii. Necessary disciplinary action will be initiated by the Managing Committee / Board of Trustees against anyone behaving contrary to the above code of conducts and dealt with according to the provisions of By-laws as amended from time to time.

9. THE GENERAL BODY:

- i. The General Body shall consist of all the Members of the ASSOCIATION on its rolls at any given time.
- ii. Powers of the General Body: The General Body shall be the highest authority to take steps to regulate, control and define policy of the ASSOCIATION from time to time.
- iii. Function of the General Body
 - i) Annual report of the Managing Committee at Annual General Meeting
 - ii) Statements of accounts of the ASSOCIATION duly audited by the Auditors appointed by it for the preceding year with such modifications as it may find necessary.
 - iii) The budget/ estimates for the next financial year.
 - iv) Appoint Auditors for the ASSOCIATION for the next year on such remuneration as may be approved by it.
 - v) Elect / Select (by consensus) members of the Managing Committee.
 - vi) Consider and pass orders or give directives on any matter brought before it by a report of the Managing Committee.

8. MANAGING COMMITTEE.

- A. The President shall preside over the meeting of the General Body. In his absence one of the Vice Presidents shall preside preferably the senior one.
- B. The General Secretary shall be the chief convener of all meetings of the managing committee.
- C. All decisions (excepting amendments to these Rules and Regulation) of the General Body shall be taken by the simple majority of votes and expressed by show of hands or by ballot as the case may be. In case of a tie, the President of the meeting shall have a casting vote.
- D. Member attending meetings of the General Body shall not be entitled to any allowance for attending the meeting.

9. ANNUAL GENERAL MEETING: The Annual General Meeting of the General Body shall be held every year within 3 months from the end of the accounting year. The AGM would necessarily deliberate on the following.

- i. Annual Report as presented by the General Secretary
- ii. Statements of accounts of the ASSOCIATION duly audited by the Auditors

appointed by it for the preceding year with such modifications as it may find necessary.

- iii. The budget/estimates for the next financial year.
- iv. Appoint Auditors of the ASSOCIATION for the next year on such remuneration as may be approved by it.
- v. Elect / Select (by consensus) members of the Managing Committee.
- vi. Consider and pass orders or give directives on any matter brought before it by a report of the Managing Committee.

A. NOTICE & QUORUM :

- i. A notice in writing for every meeting shall be put up on the notice board and sent by email and / or Courier Mail to every member at the last known address at least 3 days in advance except in case of emergency. But the proceedings of any meeting shall not be invalidated by any irregularities in respect of notice including accidental omission or non receipt of notice by a member or by reasons of any business being considered which was not included in any notice.

ii. Quorum :

- a. The quorum necessary for transaction of business by General Body meeting shall be 30 members or 3/5 of the members of the ASSOCIATION, whichever is less.
- b. If within half an hour after the time appointed for the General Meeting of the ASSOCIATION there is no quorum, it shall be adjourned to a later hour on the same day and at the same place as may have been specified in the notice. The business on the agenda of the original general meeting shall be transacted, in the adjourned meeting, whether there is a quorum or not. However the President of the Association may adjourn if he so desires, the General Body Meeting of the Association to a subsequent date not earlier than seven days and not later than 30 days.

10. SPECIAL GENERAL BODY MEETING :

- i. A special or extra-ordinary meeting may be convened if so decided by the Managing Committee requiring decision of the General Body on some specific and/or on urgent matter.

- ii. A special or extra-ordinary meeting called on requisition or upon the decision of the President of the Managing Committee shall not discuss any other subject or subjects except those mentioned in requisition or in the resolution of the Managing Committee or ancillary thereto. The notice of the meeting shall specifically state the subject or subjects for which the meeting is called.
- iii. If within time appointed for the Special/Requisition General Body Meeting of the Association, there is no quorum, the meeting convened upon the requisition of the members, shall be dissolved.
- iv. Extra Ordinary General Body Meeting may be called by the Life Members on any subject of importance – provided it is supported in writing by atleast 26% of the Life Members or 30 members which is higher. This meeting would essentially be on a single point agenda – which would be mentioned on the notice, the notice for such a meeting would be issued by the General Secretary and would be atleast with 14 days notice.
- v. Notice: At least 14 days clear notice shall be given for any meeting of the General Body. The statement of the business to be transacted shall accompany the notice. Notice would be given through email, couriered mail or through a bulletin on the Notice Board.

11.

MANAGEMENT:

The ASSOCIATION shall have the following bodies for the Management of all matters connected with the functioning of the ASSOCIATION –

- i. Board of Trustees
- ii. Managing Committee.
- iii. General Body
- iv. Committee of Founder Members

12.

BOARD OF TRUSTEES :

- i. **The Board of Trustees** would constitute of a total of five Members. Three Trustees who would be elected by the General Body.
- ii. The President and the General Secretary of the Managing Committee will be two Ex-officio Members of the Trustee Board.

- iii. The election of the Board of Trustees would be at the AGM only Each Trustee would have tenure of 6 years in the Trustee Board except first two Chairman of the Board of Trustees.
- iv. The senior most member (in terms of his tenure in the Trustee Board) of the Trustee board would take over as the Chairman of the Trustee Board on a rotation basis.
- v. The Chairman of the Trustee Board would have tenure as Chairman of two years. After that he would retire from the Trustee Board. The next senior most of the remaining two trustee board member takes over as the Chairman of Trustee Board. No Member who has become a member of the Trustee Board once and retired as the Chairman – can be re-elected again.
- vi. As the Chairman of the Trustee Board retires after every two years – a new Trustee member is elected by the general Body. Such an election of the new Trustee Board member is to happen during the general body meeting – one year prior to the actual induction of the trustee member.
- vii. In the unlikely case of the Chairman of the Trustee Board resigns or meets an untimely demise the next senior most member of the trustee board takes over the Chairmanship and completes the remaining term and then continues for the next two years as Chairman.
- viii. The Chairman of the Board of Trustees or any member of the Trustee Board could be removed / dismissed at any time during the term by the AGM – through a no – confidence motion brought in by at least 2/5th of the Life Members with minimum of 50 members signing the petition or by 3/5th of total members of the Managing Committee. Such a no confidence motion needs to be discussed only at an EGM specially called for the purpose and needs to be passed by a 2/3rd majority of the eligible members present, through a secret ballot.
- ix. The General Secretary of the Managing Committee would also perform all the secretarial functions of the Board of Trustees and would be the convener of all meeting and deliberations of the board which would always be presided by the chairman or in his absence any of the two other trustee.
- x. Eligibility Criteria for becoming a Trustee Board Member
 - a) He should be a Life Member of the Association for more than 2 years
 - OR
 - b) He should be a Founder member of the Association
 - c) He should be over 45 years old.

- d) These restrictions would not be applicable to Ex-officio members of the Trustee Board.

xi. **Role of the Board of Trustees -**

- a) **The Board of Trustees** would be the custodian of the Association for all Assets, Funds and Goodwill that the Association creates and generates.
- b) **The Board of Trustees will** work out Long Term and Short term goals for the Association including plan of action for creating assets for the organization.
- c) **The Board of Trustees -** would be the guiding pillars of the managing committee and would guide and advise the managing committee on all matters of the Association. The Managing Committee would not take any decision which would impinge, alter, and modify any of the rules / articles of this memorandum without the express and implicit affirmation of the Board of Trustees.
- d) **The Board of Trustees** would be solely responsible for framing and alter/ modifying all policies, rules, regulation, articles of association for the Association. However the Board of Trustees would be fully answerable to the General Body of Life Members for ratification of all such rules, policies, regulations and articles of association.
- e) **The Board of Trustees** would need to ratify, approve and permit any expenditure done in the Association - by the Managing Committee. However in order to enable smooth working of the association - the Board of Trustees would need to only give post facto approval of all expenditures upto Rs. 25,000 for a single project . Beyond an expenditure of Rs. 25,000 - the Board of Trustees need to sanction expenditure on a budgetary basis - prior to the actual spending on the project. Similarly - any project where the total expenditure is likely to exceed Rs 25,000 - the Board of Trustees need to give prior approval for the same. Further more - this limit of Rs 25,000 could be raised based on a resolution passed by the managing committee and forwarded for approval to the Board of Trustees.
- f) **The Board of Trustees** would be final arbitrator in case of a dispute which could not be amicably resolved by the managing committee. Similarly any life member could appeal to the Board of Trustees on any matter of the Association - if such an appeal has not been **amiably** resolved in the petitioner's view.

xii. **Meeting of the Board of Trustees -**

- a) The board of trustees needs to meet atleast once in a span of three months. The meeting needs to be called atleast with three days notice and an agenda needs to be circulated for the meeting in advance.

- b) The board meeting needs to be convened by the general secretary and would need a minimum quorum and either of the two of the three trustees (not including the ex-officio members) for the meeting to transact any business.
- c) Meeting of the Board of Trustees would be presided by the Chairman of the Board of Trustees. In case the Chairman is not present or unavailable - then the Board may elect another Trustee from amongst themselves to preside over the said meeting.
- d) The Board of Trustees would also mandatorily attend the Managing Committee Meetings for a minimum of thrice a year - as observers.

xiii.

Governing the Activities of the Managing

Committee - The Board of Trustees would have the overall authority and responsibility of overseeing the activities of the Managing Committee in terms of

- a) **Admitting Life Members into the Association** - The Board of Trustees would have the final say in admitting any member as the Life Member of the Association based on the recommendation of the Managing Committee.
- b) **The Board of Trustees** would be the approving authority for all the major expenses that the managing committee incurs. Based on the recommendation and justification given by Managing Committee prior sanction may be given for expenditure over Rs 25000 for major events.
- c) **The Board of Trustees** will authorize the MC for carrying out all expenses upto Rs 25,000 for a single event with exception in specific circumstances.
- d) **The Board of Trustees** would also have the final responsibility of overseeing the activities of the Managing Committee. It shall have the powers to dismiss any life member / member of the Managing Committee on the recommendation of Managing Committee. It could also proceed with charges brought against any life member / member of the Managing Committee if such charges are put forward by a minimum of 30 life members. The method of such removal would be to conduct a hearing after giving due show cause notice to the concerned life member / member of managing committee and a fair opportunity to the member to defend him against the charges made. The charges under which such suspension can be considered would include
 - i. Not following the code of conduct and be in serious breach of the provisions of the code of conduct
 - ii. working against the objectives of the Association,
 - iii. bringing disrepute to the Association by any act not commensurate with

good public behaviour,

- iv. Participating willfully in any act of financial irregularity.
 - v. participating in any criminal activities and being convicted in any court of law,
 - vi. on declaration of insolvency / bankruptcy
 - vii. On being declared medically of unstable mind - and unfit to undertake the responsibilities of being a member of the managing committee.
- f. **The Board of Trustees** would also have the power to dismiss the entire Managing Committee for similar acts as laid out for individual members. This expulsion of the Managing Committee has to be recommended by atleast 2/5th of the General Body with clear charges explained. The Board of Trustees would need to discuss the same at the Trustee Board Meeting with full quorum (of the two elected trustees and the co-opted / nominated trustee only) and passed unanimously. The decision of the Board of Trustees of removing / expelling the entire managing committee would then be needed to be ratified at an extra ordinary general body meeting specially called for the purpose. Also the Board of Trustees would in the same meeting constitute a temporary Managing Committee to carry out the functions of the Association till the elections are announced. The new elected Managing Committee has to be constituted within a maximum period of 3 months.

13.

THE MANAGING COMMITTEE :

- i. The Control and the Management of the overall as well as the day-to-day affairs and functioning of the ASSOCIATION shall rest in the Managing Committee which shall consist of 11 elected members and a maximum of 4 nominated / co-opted members. The first meeting of the Committee, shall be convened by the outgoing Secretary, within 15 days from the announcement of the results of election. The following office bearers shall be elected from amongst elected eleven members for a period of two years.
 1. President - One
 2. Vice-President - Two
 3. General Secretary - One
 4. Jt. Secretary - One
 5. Treasurer - One
 6. Jt Treasurer - One (Optional)
 7. Members - Four
- ii. Not exceeding two representatives of the Government or any other authority according to the terms agreed mutually between the ASSOCIATION and such Government or Authority may be invitees to the Managing Committee meetings.]
- iii. Managing Committee is entitled to form any number of sub-committees for any special task / purpose as it may deem necessary. The members in a sub committee

would be selected by the managing committee from within the Life Members / Founder Members.

- iv. If any vacancy arises before expiry of the term of office for any reason whatsoever, the same may be filled in by the Managing Committee by co-option, from the list of Life Members. Only in this case - the number of co-opted members can exceed four till the next election.

14. TENURE OF THE MANAGING COMMITTEE & ELECTION RULES:

- i. Any vacancy in the office of the Secretary or the Treasurer will be filled in by the Managing committee at its next meeting after the vacancy occurs. In the meanwhile, the President may nominate a Member of the Managing committee to act as Secretary or the Treasurer as the case may be.
- ii. Period for Managing Committee shall be 2 years. The entire Managing Committee would cease to function exactly two years - to the date - after the completion of two years.
- iii. Elections of all the Members of the Managing Committee shall be held once in 2 (two) years.
- iv. No Office Bearer of the Managing Committee can continue to be an office bearer of the Managing Committee for more than five terms with not more than two terms consecutively.
- v. Similarly only one member from a family can be a member of the Managing Committee and /or Board of Trustees.
- vi. Procedure for election of member of the Managing Committee :
 - a. Election of the members of the managing Committee shall be held every two years.
 - b. Not less than 90 days before expiry of term of the existing Managing Committee, the Secretary will scrutinize the register of Members belonging to various classes and ensure that the entries therein are correct and complete.
 - c. Not less than 90 days before expiry of the term of the existing Managing Committee, the Secretary shall report to the Managing Committee, about verification of the register of members' along with proposal for election of the next Managing Committee.
 - d. Not less than 90 days before expiry of the term of the existing Managing Committee the said Committee shall prepare election program including

- i. Appointment of Election Officer, who shall be a member of the ASSOCIATION and not desirous of proposing, seconding and contesting.
 - ii. The Election Officer would be elected in the AGM one year before the Managing Committee gets dissolved.
 - iii. The election officer shall have the powers and responsibility to conduct the elections.
 - iv. Publication of list of members on the notice board in the registered office of the ASSOCIATION.
 - v. Calling for nominations.
 - vi. Date, time and place for voting etc.
 - vii. The Election program shall formally be notified by the Election Officer.
 - viii. Voting shall be by raising of hands or by secret ballot as the case may be. The date of voting shall synchronize with the date of the Annual General Meeting or be within a week after the elections.
 - ix. The Election Officer will draw program accordingly so that his report including election results can be placed before the Annual General Meeting.
 - x. The Election Officer - would after the elections - invite the elected members and President of the Managing Committee to take office. He would also get all the elected members of the Managing Committee including the President to sign a Code of Conduct - which would guide their actions during their term.
- e. The outgoing Managing Committee would have the responsibility to complete all accounting procedures and finalize the accounts within the date of remission of office. They would need to handover all the accounts, ledgers, bank accounts and cash in hand to the Treasurer of the new committee on the date of the change of guard.
 - f. Additionally the outgoing Managing Committee would have the responsibility to get the accounts audited within the next three months after remitting of office.
 - g. If after two years of the term of the Managing Committee - the new committee is not elected - the Board of Trustees would create a Care Taker Committee (CTC) consisting of three members - from among the life members - with no member included from the outgoing Managing Committee.
 - h. The CTC would finalize and close the annual accounts of the Association and arrange to hold the election in the next three months.

- i. The Earlier Managing Committee members have the responsibility to the CTC to clear all administrative and accounting tasks / problems and help to clear the accounts in the next three months.
- j. The CTC would not have any financial decision making capacity - other than carrying out routine expenditure which is cleared and approved by the Board of Trustees.

15. DUTIES & POWER OF THE MANAGING COMMITTEE :

The Managing Committee shall have full powers and authority to do all acts, matters, things and deeds which may be necessary or expedient for the purpose of the activity of the ASSOCIATION but without in any manner derogating from the generality of the powers under these presents and in particular the following:

- i. To prepare an annual Budget - along with details of Revenue and Expenditure before the beginning of financial year. This budget would have to be approved by the Board of trustees and then presented at the next AGM.
- ii. To review the performance of the budget periodically - with half yearly reviews discussed officially at the MC meetings in the presence of the Board of Trustees.
- iii. To collect membership fees, subscription, entrance fees, donations, consultation fees, commission, aids, grants, funds and gifts for the ASSOCIATION and to receive the sale proceeds of movable or immovable properties and assets, proceeds of any investments made by the ASSOCIATION.
- iv. To acquire, purchase, hold, take on lease or rent, mortgage and/or create any charge on the immovable properties and to sell, give on rent or lease, dispose off the said properties of the ASSOCIATION.
- v. To make payments, incur expenditure and spend for and on behalf of the ASSOCIATION while conducting activities of the ASSOCIATION including payment towards deposits, commissions, discounts, refunds, salaries, bonus, honorarium, consultation fees, construction, maintenance, repairs, office rent and for purchases and expenses for the activities of the ASSOCIATION.
- vi. To purchase, sell, deposit by way of security, shares, debentures, Government promissory notes and bonds and any other valuable securities as permitted by law.
- vii. To decide for opening and operating bank accounts including current, saving and fixed term, recurring deposits and any other type of accounts which may be necessary from time to time. Bank accounts are to be operated jointly by the Secretary with the President/the Treasurer.
- viii. To hold Annual General Meeting and special extra ordinary meetings by requisitions or otherwise prescribed by these presents.

- ix. To submit an annual report to the General Body on the working and progress of the ASSOCIATION every year at the Annual General Meeting.
- x. To submit to the General Body duly audited annual statement of accounts of the previous year at its Annual General Meeting and to clear any audit objection within the specified period. To hold elections of the Managing Committee.
- xi. To recommend to amend, delete or substitute the rules for the conduct of its business or for official management of the affairs of the ASSOCIATION or its establishments/offices
- xii. To recommend proposals for change in these rules and regulations proposed by any member or as rendered necessary by any law or by any situation
- xiii. To appoint committees that may be necessary for the Business of the ASSOCIATION and to delegate specified powers and functions to such committees or persons by its resolutions, not inconsistent with these presents. All such committees formed for any special purpose like organizing religious / cultural /social functions shall be totally subservient to the managing committee and would report only to the managing committee.
- xiv. To hold in safe custody all the records of the ASSOCIATION.
- xv. To keep or cause to be kept proper accounts of the funds collected and disbursed for the purpose and in the name of the ASSOCIATION.
- xvi. To frame rules for all categories of employees agents, consultants and constituents.
- xvii. To appoint requisite staff, consultants, agents and constituents and fix their salaries, commission, fee, honorarium etc.
- xviii. To inquire into conduct of employees, consultants, agents, constituents and to discharge, suspend, remove, dismiss or demote them, to withhold annual increments, reduce commissions, honorarium etc. or otherwise deal with them but within the frame work of law and natural justice.
- xix. To take necessary steps and exercise all the necessary powers for the fulfillment of the aims and objectives of the ASSOCIATION.
- xx. No act of the ASSOCIATION or a Committee or any officer, done in good faith in pursuance of the business of the ASSOCIATION shall be deemed to be invalid by reason of some defect subsequently discovered in the organization of the ASSOCIATION or on the constitution of the Committee, or in the appointment or election of an officer or on the ground that such officer was disqualified for his office.
- xxi. All contracts made in relation to or concerning the affair of the ASSOCIATION shall be expressed/to be made in the name of the ASSOCIATION and shall be signed jointly

by any two of the President, the Vice-President, the General Secretary or the treasurer unless otherwise decided by the Managing Committee.

- xxii. All payments in excess of Rs.5000/-shall be made by means of A/c payee's cheques. Every Cheque shall be signed by the General Secretary of the ASSOCIATION along with the President or the Treasurer of the ASSOCIATION in that behalf.

16. DUTIES & RESPONSIBILITIES OF THE OFFICE BEARERS

i. **The President:**

- a. The President as the Head of the MANAGING COMMITTEE shall oversee the affairs of the ASSOCIATION as per the overall policy and guidance of the Board of Trustees.
- b. The Managing Committee shall delegate to the President such powers as may be deemed necessary to enable him to exercise general supervision over the affairs of the ASSOCIATION.
- c. The President of the ASSOCIATION shall have the power of overall superintendence and guidance in respect of the management of the affair of the ASSOCIATION, within the framework of the Act, Rules & Regulation of the ASSOCIATION.
- d. In case of emergency, the President of the MANAGING COMMITTEE shall be competent to exercise any of the powers of the Committee with full and express guidance, ratification and consent of the Board of Trustees. Subsequently any decision so taken by the President (with the consent of the Board of Trustees) shall have to be ratified in the next Managing Committee meeting. The said action shall not be rendered invalid even if it is not ratified but the same shall not have any effect thereafter.
- e. The President of the ASSOCIATION would have to take the ultimate responsibility of any acts of omissions and commissions made by the ASSOCIATION or any other member of the Managing Committee or for the performance of the Association in holding of events and festivals.

ii. **The Vice-Presidents:** In the absence of the President, one of the Vice-President shall exercise the powers of the President as decided by the Managing Committee. In addition the VPs would assist the president in his activities and the take over responsibilities of Functions as the president may decide.

iii. **The General Secretary:**

- a. The General Secretary either himself or through the Staff under him shall manage and supervise the affairs of the ASSOCIATION and be solely responsible for proper maintenance of the Office of the ASSOCIATION.
- b. All administrative activities, maintenance of records and minutes of meetings, maintaining membership records would be the responsibility of the General Secretary.
- c. He would be the Chief Operating Officer of the Association and shall work under the guidance of the President along with Managing Committee.
- d. He shall also act as a bridge between the Managing Committee and the Board of Trustees.
- e. As the Chief Operating Officer of the Association he would be held ultimately accountable regarding all errors of omissions and commissions regarding the operations of the Association.

- iv. **The Joint Secretary:** In absence of the Secretary, the Jt. Secretary shall exercise the powers of the Secretary as decided by the Managing Committee/Secretary and will be responsible to the Managing Committee.
- v. **The Treasurer:**
- a. The Treasurer either himself or through the Staff under him shall be responsible for all matters pertaining to finances and accounts of the ASSOCIATION.
 - b. He will be responsible for managing the accounts of the Association, managing the taxation procedures including paying of all taxes / levies / other governmental and institutional payments on time / issue of TDS certificates etc.
 - c. He would also be responsible for Filing of all Tax Returns – including IT Returns, Service Tax returns well within the stipulated time.
 - d. It would be the responsibility of the Treasurer to prepare within the stipulated time of three months after the end of the financial year – the Yearly Statement of Accounts and put them up to the Managing Committee and subsequently to the General Body for scrutiny and ratifications.
 - e. He would also be responsible - along with the President and Secretary- for submission of all Accounts, and other statutory documentation to the Charity Commissioner at the end of each year.
 - f. He will report to the Managing Committee and Board of Trustees.
 - g. He will be responsible for maintaining of accounts of collection of all donations, subscription, taxes, etc.
- vi. **Joint Treasurer:** In absence of the Treasurer , the Jt. Treasurer shall exercise the powers of the Treasurer as decided by the Managing Committee/Secretary and will be responsible to the Managing Committee.
- vii. **The Management of the Office of the Association:** For proper management and maintenance of the office-of the ASSOCIATION, its records, correspondence etc. in general, responsibility of the General Secretary includes
- a. Preparation of Agenda and to convene meetings of the Managing Committee, the General Body and the various Committees appointed by the Managing Committee and maintaining proceedings of all such meetings.
 - b. Take actions on the decisions of the meetings as directed by the Board/ Managing Committee /Other Committee.
 - c. Making necessary arrangements for elections as and when necessary.
 - d. Make all correspondence on behalf of the ASSOCIATION and to represent the ASSOCIATION in all legal proceedings.
 - e. Maintenance of registers, including the membership register and submission of various statutory reports and returns to the appropriate authorities.

- f. Such other acts and responsibilities as may be delegated/ entrusted to him by the Managing Committee/ General Body from time to time.
- g. To see that the office of the ASSOCIATION and its establishments are properly run and all records and registers are properly maintained.
- h. Such other duties as may be reasonably expected of his position.

17 MEETING OF THE MANAGING COMMITTEE :

- i. Managing Committee shall meet at least once a month. Three days' notice is sufficient to call the meeting of the Managing Committee.
- ii. Meeting of the Managing Committee: The Managing Committee shall meet at least once a month for transaction of business and may adjourn or otherwise regulate its meetings and the proceedings as it thinks fit and proper. Usually the President of the Committee will preside over the Committee meetings. In case the President is not present or is unwilling then the Vice-President shall preside. In absence of the Vice-President, the Committee may elect a member from amongst themselves to preside over the said meeting.
- iii. Procedure for convening and conducting meetings of the Managing Committee :
 - a. A member having personal interest in the subject matter shall have no voting right on that subject. Every member shall have one vote except the President who shall have a casting vote in case of a tie.
 - b. Confirmation of the Minutes: The Minutes of every meeting shall be read and confirmed in the next meeting with or without any corrections. The President/General Secretary shall sign the minutes in confirmation.
 - c. Circular Resolution: In case of emergency, a circular resolution may be approved by at least half the members of the concerned Committee and the President. Such Circular Resolution shall be kept before the next meeting for information.
 - d. A member remaining absent for three successive meetings without leave shall be deemed to have ceased to be a member of the concerned Committee.
 - e. The account and finance of the ASSOCIATION : All financial matters and proper maintenance of accounts, shall be the responsibility of the Treasurer and shall include
 - i. Collection of donations, subscription fees etc. and all other amounts receivable by or on behalf of the ASSOCIATION.

- ii. Proper maintenance of Books of Account, Registers and Records etc. pertaining to financial matters of the ASSOCIATION and safe custody thereof.
- iii. Maintenance of records of all income and expenditure of the ASSOCIATION.
- iv. Preparation and finalization of annual accounts within stipulated time.
- v. Preparation of Budget estimates for each year in consultation with the Secretary.
- vi. Such other acts and responsibilities as may be delegated or entrusted to him from time to time by the Managing committee and General Body.
- vii. Get the statements of account audited every year by Internal and Statutory Auditors, who shall be appointed by the Board/General Body, every third year from the panel of auditors, maintained by the Registrar of Cooperative Societies.
- viii. Such other duties as may be reasonably expected of his position.
- ix. The Secretary and the Treasurer may reimburse/may be reimbursed any expenses as approved by the Managing committee.

18. Requisition Meeting: A Special or Extra-ordinary meeting of the General Body shall be convened by the General Secretary in consultation with the President, if he finds it necessary or on receipt of written requisition signed by at least 25% of the members of the ASSOCIATION subject to a minimum of 30 members stating the business proposed to be discussed and the reason for calling a special or extra ordinary general meeting for the purpose. Such meeting shall be called within one month from receipt of the requisition after notice to the members, provided that if collection of information is necessary for the subject to be discussed and if the meeting can not be conveniently called within a month, the meeting may be called within 2 months after receipt of the requisition.

19. NOTICE OF THE MEETING AND THE QUORUM :

- i. A notice in writing for every meeting shall be put up on the notice board and given to every member at the last known address at least 5 days in advance except in case of emergency but the proceedings of any meeting shall not be invalidated by any irregularities in respect of notice including accidental omission or non receipt of notice by a Member or by reasons of any business being considered which was not included in any notice.
- ii. Quorum: The quorum for the meetings of the Managing Committee shall be six.

20. COOPTION TO FILL UP VACANT POSTS

In the event of vacancy in the Managing Committee caused on account of the death, resignation, disqualification, or removal of any member of the Managing Committee such vacancy may be filled may fill in such vacancies by cooption on the Managing Committee of any other members, eligible to be on the Managing Committee, in spite of the fact whether there is a quorum or not. However such a cooption would need to be ratified by the Board of Trustees within one month.

21. FUND

- i. The Funds of the ASSOCIATION shall be kept with a Bank or any other financial organization / institution recognized by the competent authorities for the purpose.
- ii. The Bank account shall be operated jointly by the General Secretary along with the President/the Treasurer.

22. **UTILISATION OF INCOME / SURPLUS:** Any income or surplus derived by the ASSOCIATION whenever and whatsoever shall be applied for the attainment and promotion of the aims and objects of the ASSOCIATION set forth in the Memorandum of Association and no portion thereof shall be paid or used or transferred in any manner directly or indirectly by way of dividend, bonus or interest otherwise by way of profit to any past or present member of the ASSOCIATION. Provided, however, that nothing herein shall prevent payment in good faith as remuneration and/or consultation fee or honorarium to any member of the ASSOCIATION or any person in return for any services rendered to or on behalf of the ASSOCIATION or towards the contractual obligations of the ASSOCIATION.

23. **PROVISION FOR LOAN & DEPOSIT** - The Managing Committee shall have the power to raise loan and make deposits , as per the following provision

- i. To take or concur in taking all such steps and proceedings as may be necessary to uphold and support the credit of the Association and to obtain and justify public confidence and to avert or minimize financial disturbance which might affect the interest of the Association.
- ii. To collect and disburse fees, consultation fees, donation grant and funds.
- iii. To purchase, sell, deposit by way of security or otherwise, deal with any stock, shares, debentures, Govt. Promissory notes or any other valuable security as permitted by law.
- iv. To raise money in such manner as may be thought fit and in particular by the acceptance of temporary/fixed deposits with or without interest, by loans or mortgage of the movable and/or immovable property of the Association by loan or promissory notes, and debentures perpetual or otherwise or by any means, charged upon all or any property and funds of the Association,

both present and future.

- v. To invest and deal with surplus moneys of the Association in such manner as may from time to time be determined.
- vi. To receive money on deposit with or without allowance of interest thereupon, subject to the provisions of the Societies Registration Act, 1860, and directives of authorities under the Public Trust Act.
- vii. To open account or accounts with any company, or with any bank or banks or any financial institution as permitted by the Charity Commissioner and Income Tax Authorities and to pay into and withdraw money from such account or accounts.
- viii. To make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the objects of the Association or otherwise expedient and also to subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, benevolent, national, public or other institutions, objects or for any exhibition or for any public objects.
- ix. To undertake the payment of all rent and the performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the Association.
- x. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund whether for replacement or for repairing, improving, extending or maintaining any of the properties of the Association.
- xi. To take or concur in taking all such steps and proceedings as considered necessary to uphold and support the credit of the Association and to obtain and justify public confidence and to avert or minimize financial disturbance which might affect the Association

24 ACQUISITION & SALE OF IMMOVABLE PROPERTY : General Body with the recommendation of the Managing Committee reserves the right to acquire and sell moveable and immovable property for the achievement of the aims and objectives of the Association any such sale or acquire shall have the approval of the Managing Committee . The immovable properties of the Association shall be entrusted to the Managing Committee who shall manage the same.

25 BANK ACCOUNT: Bank account of the Association shall be opened in any of the Nationalized /Schedule Commercial Bank in the name of the Association and shall be operated jointly by General Secretary along with the President/treasurer.

26 MEMBERSHIP REGISTER: List of the members shall be maintained duly entered in the register for the purpose. Index of the member shall show the page number with the particulars of receipt of subscription etc...

- 27. METHOD OF CHANGE/AMENDMENT OF THE BYELAWS:** General body shall have the power to amend/alter the rules and byelaws of the Association with the recommendation and approval of the Managing Committee. Any proposal / resolution for change / amendment of the byelaws etc. shall be circulated by way of “draft amendment” among the members through display on the notice board at least 15 days prior to the General Body meeting and be adopted by 2/3rd majority of the members present and voting in the said meeting. Procedure will be applied as per clause 12, 12A, 12B and 12C of the Societies Registration Act, 1860.
- 28 PROVISION REGARDING CHANGE IN THE AIMS AND OBJECTIVES AND NAME OF THE ASSOCIATION:** If at any time a question of changing of the name of the Association or amendment/alteration/addition to the objectives of the Association shall arise, it will be lawful for the Managing Committee to do the same after following the procedure laid down in the section 12, 12A, 12B and 12C of the Societies Registration Act, 1860.
- 29 INDEMNIFICATION:** Every Office Bearer of the ASSOCIATION shall be indemnified against losses and expenses incurred in the confide discharge of his duties. However, the members of the committee shall be jointly and severally liable for making good any loss, which the ASSOCIATION may suffer on account of their negligence or commission or omission to perform any of the duties and functions cast on them under the Act, and Rules & Regulation of the ASSOCIATION.
- 30 EXPLICIT PROVISION:** In case no provision is explicitly included in these Rules and Regulation the same shall be dealt as per the provisions available in Societies Registration Act, XXI of 1860.
- 31 DISSOLUTION:** The ASSOCIATION may be dissolved in the following circumstances and conditions.
- i. Not less than 4/5th of the Members present in a specifically convened meeting of the General Body ASSOCIATION for that purpose may approve dissolution of the ASSOCIATION
 - ii. All necessary steps shall be taken for disposal and settlement of the properties of the ASSOCIATION after satisfying debts and liabilities in accordance with the provisions of law, and also subject to approval of the competent authority.
 - iii. Any property, fund and assets left out after discharging all the liabilities should not be distributed amongst the members including the Managing Committee members but should be donated to any other organization which maintains similar aims and objectives as that of the ASSOCIATION, to be decided by 4/5th Majority of vote of the members present in the meeting for that purpose.
 - iv. Procedure will be applied as per clause 13 and 14 of the Societies Registration Act, 1860.

Solemnly affirmed that the above is the true copy of the Rules and Regulations of the VASHI CULTURAL ASSOCIATION