ARTICLES OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

*Interpretation*

I. (*1*) In these regulations—

(*a*) “the Act” means the Companies Act, 2013;

(*b*) “the seal” means the common seal of the company.

(*2*) Unless the context otherwise requires, words or expressions contained in these

regulations shall have the same meaning as in the Act or any statutory modification thereof

in force at the date at which these regulations become binding on the company.

*Members*

II. 1. The number of members with which the company proposes to be registered is

hundred, but the Board of Directors may, from time to time, whenever the company or the

business of the company requires it, register an increase of members.

2. The subscribers to the memorandum and such other persons as the Board shall

admit to membership shall be members of the company.

*General meetings*

3. All general meetings other than annual general meeting shall be called extraordinary

general meeting.

4. (*i*) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(*ii*) If at any time directors capable of acting who are sufficient in number to form a

quorum are not within India, any director or any two members of the company may call an

extraordinary general meeting in the same manner, as nearly as possible, as that in which

such a meeting may be called by the Board.

*Proceedings at general meetings*

5. (*i*) No business shall be transacted at any general meeting unless a quorum of

members is present at the time when the meeting proceeds to business.

(*ii*) Save as otherwise provided herein, the quorum for the general meetings shall be as

provided in section 103.

6. The Chairperson, if any, of the Board shall preside as Chairperson at every general

meeting of the company.

7. If there is no such Chairperson, or if he is not present within fifteen minutes after the

time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting,

the directors present shall elect one of their members to be Chairperson of the meeting.

8. If at any meeting no director is willing to act as Chairperson or if no director is

present within fifteen minutes after the time appointed for holding the meeting, the members

present shall choose one of their members to be Chairperson of the meeting.

*Adjournment of meeting*

9. (*i*) The Chairperson may, with the consent of any meeting at which a quorum is

present, and shall, if so directed by the meeting, adjourn the meeting from time to time and

from place to place.

(*ii*) No business shall be transacted at any adjourned meeting other than the business

left unfinished at the meeting from which the adjournment took place.

(*iii*) When a meeting is adjourned for thirty days or more, notice of the adjourned

meeting shall be given as in the case of an original meeting.

(*iv*) Save as aforesaid, and as provided in section 103 of the Act, it shall not be

necessary to give any notice of an adjournment or of the business to be transacted at an

adjourned meeting.

*Voting rights*

10. Every member shall have one vote.

11. A member of unsound mind, or in respect of whom an order has been made by any

Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his

committee or other legal guardian, and any such committee or guardian may, on a poll, vote

by proxy.

12. No member shall be entitled to vote at any general meeting unless all sums presently

payable by him to the company have been paid.

13. (*i*) No objection shall be raised to the qualification of any voter except at the

meeting or adjourned meeting at which the vote objected to is given or tendered, and every

vote not disallowed at such meeting shall be valid for all purposes.

(*ii*) Any such objection made in due time shall be referred to the Chairperson of the

meeting, whose decision shall be final and conclusive.

14. A vote given in accordance with the terms of an instrument of proxy shall be valid,

notwithstanding the previous death or insanity of the principal or the revocation of the

proxy or of the authority under which the proxy was executed, or the transfer of the shares in

respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer

shall have been received by the company at its office before the commencement of the

meeting or adjourned meeting at which the proxy is used.

15. A member may exercise his vote at a meeting by electronic means in accordance

with section 108 and shall vote only once.

16. Any business other than that upon which a poll has been demanded may be

proceeded with, pending the taking of the poll.

*Board of Directors*

17. The number of the directors and the names of the first directors shall be determined

in writing by the subscribers of the memorandum or a majority of them.

18. (*i*) The remuneration of the directors shall, in so far as it consists of a monthly

payment, be deemed to accrue from day-to-day.

(*ii*) In addition to the remuneration payable to them in pursuance of the Act, the

directors may be paid all travelling, hotel and other expenses properly incurred by them—

(*a*) in attending and returning from meetings of the Board of Directors or any

committee thereof or general meetings of the company; or

(*b*) in connection with the business of the company.

*Proceedings of the Board*

19. (*i*) The Board of Directors may meet for the conduct of business, adjourn and

otherwise regulate its meetings, as it thinks fit.

(*ii*) A director may, and the manager or secretary on the requisition of a director shall,

at any time, summon a meeting of the Board.

20. (*i*) Save as otherwise expressly provided in the Act, questions arising at any

meeting of the Board shall be decided by a majority of votes.

(*ii*) In case of an equality of votes, the Chairperson of the Board, if any, shall have a

second or casting vote.

21. The continuing directors may act notwithstanding any vacancy in the Board; but,

if and so long as their number is reduced below the quorum fixed by the Act for a meeting of

the Board, the continuing directors or director may act for the purpose of increasing the

number of directors to that fixed for the quorum, or of summoning a general meeting of the

company, but for no other purpose.

22. (*i*) The Board may elect a Chairperson of its meetings and determine the period for

which he is to hold office.

(*ii*) If no such chairperson is elected, or if at any meeting the Chairperson is not present

within five minutes after the time appointed for holding the meeting, the directors present

may choose one of their members to be Chairperson of the meeting.

23. (*i*) The Board may, subject to the provisions of the Act, delegate any of its powers

to committees consisting of such member or members of its body as it thinks fit.

(*ii*) Any committee so formed shall, in the exercise of the powers so delegated,

conform to any regulations that may be imposed on it by the Board.

24. (*i*) A committee may elect a Chairperson of its meetings.

(*ii*) If no such Chairperson is elected, or if at any meeting the chairperson is not

present within five minutes after the time appointed for holding the meeting, the members

present may choose one of their members to be Chairperson of the meeting.

25. (*i*) A committee may meet and adjourn as it thinks proper.

(*ii*) Questions arising at any meeting of a committee shall be determined by a majority

of votes of the members present, and in case of an equality of votes, the chairman shall

have a second or casting vote.

26. All acts done by any meeting of the Board or of a committee thereof or by any

person acting as a director, shall, notwithstanding that it may be afterwards discovered that

there was some defect in the appointment of any one or more of such directors or of any

person acting as aforesaid, or that they or any of them were disqualified, be as valid as if

every such director or such person had been duly appointed and was qualified to be a director.

27. Save as otherwise expressly provided in the Act, a resolution in writing, signed

by all the members of the Board or of a committee thereof, for the time being entitled to

receive notice of a meeting of the Board or committee, shall be as valid and effective as if it

had been passed at a meeting of the Board or committee, duly convened and held.

*Chief Executive Officer, Manager, Company Secretary or*

*Chief Financial Officer*

28. Subject to the provisions of the Act,—

(*i*) A chief executive officer, manager, company secretary or chief financial

officer may be appointed by the Board for such term, at such remuneration and upon

such conditions as it thinks fit; and any chief executive officer, manager, company

secretary or chief financial officer so appointed may be removed by means of a

resolution of the Board.

(*ii*) A director may be appointed as chief executive officer, manager, company

secretary or chief financial officer.

29. A provision of the Act or these regulations requiring or authorising a thing to be

done by or to a director and chief executive officer, manager, company secretary or chief

financial officer shall not be satisfied by its being done by or to the same person acting

both as director and as, or in place of, chief executive officer, manager, company secretary

or chief financial officer.

*The Seal*

30. (*i*) The Board shall provide for the safe custody of the seal.

(*ii*) The seal of the company shall not be affixed to any instrument except by the

authority of a resolution of the Board or of a committee of the Board authorised by it in

that behalf, and except in the presence of at least two directors and of the secretary or

such other person as the Board may appoint for the purpose; and those two directors and

the secretary or other person aforesaid shall sign every instrument to which the seal of the

company is so affixed in their presence.

*Note*: The Articles shall be signed by each subscriber of the memorandum of association

who shall add his address, description and occupation, if any, in the presence of at

least one witness who shall attest the signature and shall likewise add his address,

description and occupation, if any, and such signatures shall be in form specified

below:

|  |  |
| --- | --- |
| Names, addresses, descriptions and occupations of subscribers | Witnesses (along with names, addresses, descriptions and occupations) |
| A.B. of………….Merchant | Signed before meSignature……………. |
| C.D. of………….Merchant | Signed before meSignature……………. |
| E.F. of………….Merchant | Signed before meSignature……………. |
| G.H. of………….Merchant | Signed before meSignature……………. |
| I.J. of………….Merchant | Signed before meSignature……………. |
| K.L. of………….Merchant | Signed before meSignature……………. |
| M.N. of………….Merchant | Signed before meSignature……………. |

Dated the……..day of ………20……

Place: ................................