

Constitution

Adopted on the Thirteenth day of MARCH 2008.

1 NAME

The name of the Association is **SHISHUKUNJ.**
("the Charity") Charity No.284206

2 ADMINISTRATION

The Charity and its property shall be administered and managed in accordance with this constitution.

3 OBJECTS

The Charity's objects ("the objects") are

- 3.1 To advance Indian religions and cultures amongst children and young people;
- 3.2 To advance the education of children and young people;
- 3.3 To instruct children and young people in the principles of discipline, loyalty and good citizenship;
- 3.4 To relieve poverty, distress and sickness amongst children and young people.

4 POWERS

In furtherance of the above objects but not otherwise the Executive Council may exercise the following powers:

- 4.1 to cultivate through high morals the initiative spirit of the children in particular and youths in general and divert it to the field of discipline and good citizenship;
- 4.2 to promote and organise activities and welfare centres, such centres to be known as Kendra (branches) for carrying out of the objects of the charity;

- 4.3 to acquire, establish or erect and provide Indian cultural and welfare centres and to arrange and organise cultural and religious programmes and celebrate Indian festivals;
- 4.4 to print, publish, sell gratuitously, distribute cultural literature and to edit and publish the Charity journals;
- 4.5 to raise funds and to invite and receive grants, gifts and contributions provided that in raising funds the Executive Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 4.6 to hire, buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- 4.7 subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- 4.8 subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- 4.9 to employ such staff (who shall not be members of the Executive Council or The Governors) as are necessary for the proper pursuit of the objects for administration and management of the Charity and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff;
- 4.10 to co-operate with other legal entities including but not limited to charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- 4.11 to establish or support any charitable trusts, associations or institutions formed for all or any of the above objects;
- 4.12 to appoint and constitute such advisory committees as the Executive Council or the Governors may think fit;
- 4.13 to do all such lawful things in order to achieve the objects of the Charity;
- 4.14 not to affiliate directly or indirectly with any political organisations or indulge in any political activities (including not to make any donations whatsoever to any political organisation);
- 4.15 invest the Charity's funds with all the powers conferred on Executive Council under the [Trustee Act 2000] as amended from time to time and delegate any of its investment powers in accordance with such

statute on such terms as the Executive Council thinks fit and in accordance with the Regulations;

- 4.16 provide or assist in the provision of money, materials or other help of whatsoever kind for the furtherance of the Charity's objects;
- 4.17 To attend, participate and represent the charity at events, conferences, seminars, symposiums and to organise such in the name of the Charity singularly or with others;
- 4.18 To enter into contracts on behalf of the Charity, subject to the terms of this constitution.

5 PROPERTY AND FUNDS

- 5.1 The property and funds of the Charity shall be used only for promoting the objects and shall not be distributable to members of the Charity, Executive Council or Governors save as expressly permitted by the constitution in clause 5.7 here in below or by law.
- 5.2 Property and funds which cannot be held in the name of the Charity will be held in the name of the Governors on behalf of the Charity, executed by a Declaration of Trust.
- 5.3 From time to time, the Executive Council will approve setting up of other specific Funds, which are to be kept separate at all times from the general fund and any other funds and are to be utilised for the specific cause for which each such fund is set up subject to provision 5.5.
- 5.4 Save where funds of the Charity are earmarked or collected or received by the Charity for specific purposes, the funds of the Charity can be used by the Charity in the furtherance of any of its objects.
- 5.5 Where funds of the Charity earmarked or collected or received by the Charity for specific purposes have not been expended, utilised or applied towards the cause for which each of the specific fund was set up for any continuous period of 6 years then with the approval of members in General Meeting such a fund can be transferred to funds of the Charity for its general purposes for furtherance of any of its objects.
- 5.6 At the time of adoption of this Constitution, The Shishukunj Education Trust Fund ("SETF") is in existence and comprises of funds gathered and accumulated specifically for the object of advancing the educational needs of children and young people. The specific purpose for which this fund has been set up is to fund the purchase of land and building for the furtherance of the objects of the Charity.

5.7 No member of the Executive Council or the Governors or members of the charity may receive any payment of money or other material benefit (whether direct or indirect) from the Charity except:

- i) reimbursement of all reasonable and appropriate out of pocket expenses properly incurred in connection with the administration of the Charity which for the avoidance of doubt shall not include expenses in connection with attendance at any meetings of the Executive Council or any sub-committee or meetings of the Charity;
- ii) interest at a reasonable rate on money lent to the Charity provided the lender can prove a written loan agreement signed by the Charity;
- iii) a reasonable rent or hiring fee for property let or hired to the Charity;
- iv) an indemnity in respect of any liabilities properly incurred in running the Charity (including costs of a successful defence to civil or criminal proceedings);
- v) where such payment, material benefit or interest is held in trust for the Charity.

5.8 No member of the Executive Council and the Governors shall acquire any interest in property belonging to the Charity (otherwise than as Governors for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Council) in any contract entered into by Executive Council.

6 MEMBERSHIP

6.1 Membership of the Charity shall be of two categories:

- i) **Junior membership** (“junior member”) for children (between such minimum age as determined by Executive Council from time to time up to the age 18 years) who have paid any annual subscription laid down from time to time by the Executive Council, and
- ii) **Adult membership** (“adult member”) for any person over the age of 18 years interested in furthering the objects of the Charity and who has paid the annual subscription or such other subscription laid down from time to time by the Executive Council.

6.2 **Adult membership** shall be classified as follows: -

6.2.1 **Ordinary member.** Any adult paying an annual fee or such other subscription as the Executive Council may from time to time determine.

- 6.2.2 **Life member.** Any adult paying a determined amount or such other sum as the Executive Council may from time to time specify shall become a Life member of the Charity.
- 6.2.3 **Honorary member.** Distinguished person interested in the furtherance of the objects of the Charity, who has been invited by the Executive Council to become an Honorary member and who accepts such invitation.
- 6.2.4 **Patron.** Any adult paying a determined amount or such other sum as the Executive Council may from time to time specify shall become a Patron of the Charity.
- 6.2.5 **Parent member.** Any parent of a junior member will automatically become a member of Shishukunj Parents Association (SHIPA). Parent members may vote if two-thirds of the voting adult members present at the meeting so determine. Parent member may be nominated and stand for election (subject to becoming an adult member).
- 6.2.6 Any person wishing to become a member of the Charity shall have to fill in and sign the prescribed form and submit the same with appropriate fee or sum relevant to the category applied for to the Secretary of the charity. The Secretary shall submit all life and patron applications to the Executive Council and process the others on behalf of the Executive Council. All rejected applications will be returned to the applicants.
- 6.2.7 The Executive Council reserve the right to reject any application in any category or classification with or without cause.

6.3 **Special Recognition**

- 6.3.1 **Shishu-Sevak.** Any adult member of the Charity having continuously and voluntarily worked and dedicated his/her services for more than ten years and/or suffered or sacrificed in furtherance of the objects of the Charity in some outstanding manner, may be bestowed with the honour of Shishu-Sevak by the Executive Council.

6.4 **Field Officers**

- 6.4.1 **Trainee Field Officer.** Any junior member over the age of fourteen years or adult member demonstrating good conduct may be nominated by the Executive Council as a trainee field officer.
- 6.4.2 **Field Officer.** A junior member who is a trainee field officer of good conduct may after achieving an approved standard based on a syllabus conducive to the objects and activities of the Charity be directly nominated as field officer by the Executive Council on his/her attaining the age of over eighteen years.

6.4.3 An adult member of good conduct after being nominated trainee field officer and on completing the course and further undergoing a regular training course of not less than two years and after achieving an approved standard based on a syllabus conducive to the objects and activities of Charity may be nominated a field officer by the Executive Council.

6.4.4 The Executive Council may at any time strip any member of such nomination as trainee field officer or field officer.

6.5 Rights of members

6.5.1 All Ordinary members, all Life members, all Honorary members and all Patrons shall have the right to attend and participate in all the general meetings of the Charity, and only such members (and Parent members subject to clause 6.2.5) shall have the right to vote or be eligible for election or nomination to the Executive Council or to hold any office.

6.5.2 All junior members and Parent members shall have the right to attend and participate in all the General Meetings of the Charity, but shall have no right to vote and shall not be eligible for election or nomination to the Executive Council or to hold any office (save where the right applies by virtue of clause 6.2.5).

6.5.3 No member shall be entitled or eligible to vote at a meeting of the charity unless present at the meeting.

6.6 Termination of membership

6.6.1 The Executive Council shall have the right, for good and sufficient reason, to terminate the membership of any adult or junior member, provided that:

- a) Written notice of the proposal to terminate the member shall be given to him/her at least seven days prior to the meeting of the Executive Council at which it is to be considered.
- b) The member concerned shall have the right to be heard by the Executive Council accompanied by a third party of his/her choice but in case of a junior member, accompanied by his/her parents or guardian.
- c) The member concerned shall have a right of appeal the decision of the Executive Council to the General Meeting, whose decision shall be final.

7 EXECUTIVE COUNCIL

- 7.1 At the Annual General Meeting of the Charity the members of the charity who are eligible for voting at a general meeting of the Charity and are present at such meeting shall elect from amongst themselves a President, and other individuals of the Executive Council.
- 7.2 The policy and general management of the affairs of the Charity shall be directed by the Executive Council. The Executive Council shall have power to enter into contracts on behalf of the Charity and may exercise, on behalf of the Charity, any or all of the powers set out in Clause 4 and any or all of the powers given by law, subject to 7.3 and 7.4 below.
- 7.3 The Executive Council shall not resolve to commit the Charity to any contract (or a series of contracts relating to the same project) of a capital nature, which singly or aggregately (in the case of a series of contracts) would exceed 10% of the net asset value as per the last audited accounts of the Charity without the consent of a simple majority of the members of the Charity (eligible to vote) present and voting at an Extraordinary General Meeting convened specifically for obtaining such consent.
- 7.4 The Executive Council shall not resolve to make any single payment or commit the Charity to any project (whether of a capital or revenue nature) which exceeds 2% of the net asset value as per the last audited accounts of the Charity without first consulting with and receiving advice from the Governors. The Executive Council, having considered any advice given by the Governors shall, nevertheless, have full discretion to make any resolution on any matter which it believes is in the best interest of the Charity.
- 7.5 For the purposes of charity law in UK and elsewhere it is the members of the Executive Council who shall be and are the Charitable Trustees and no other individuals.

8 COMPOSITION OF THE EXECUTIVE COUNCIL

- 8.1 The Executive Council shall comprise of:-
- a) the President, who shall be elected by a simple majority vote at the Annual General Meeting;
 - b) seven field officers, who shall be elected by a simple majority vote at the Annual General Meeting;
 - c) five elected members, under open seats, who shall be elected by a simple majority vote at the Annual General Meeting;
 - d) immediate past President;
 - e) the Kendra Nayaks of each Kendra as nominated by the Executive Council from time to time.

8.2 The Executive Council as comprised in 8.1 will nominate within themselves, the following office bearers, within fourteen days of their election at the Annual General Meeting

Vice President
Honorary Secretary
Honorary Treasurer
Head of Field Activities
Head of SHIPA

8.3 The Executive Council may co-opt up to two additional adult members of the Charity as and when considered necessary.

8.4 All members of the Executive Council shall retire and deemed to have retired annually. Any person who has been a President of the Charity for two consecutive terms shall not be eligible to be re-elected as a President at the Annual General Meeting immediately following the second term of his office as President.

8.5 A member eligible to stand for nomination for election to the Executive Council can only be eligible after six months of continuous association of the Charity as from the date of his joining the Charity. An adult member will only qualify to stand for the post of the President after having been associated with the Charity for at least four years with minimum of two years on the Executive Council.

9 **TERMINATION OF MEMBERSHIP OF THE EXECUTIVE COUNCIL**

- 9.1 A member of the Executive Council shall cease to hold office if:
- a) disqualified from acting as a member of the Executive Council or as a charitable Governor by virtue of [section 72] of the Charities Act 2006 (or any statutory re-enactment or modification of that provision);
 - b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - c) is absent without written permission of the Executive Council from seventy five percent of their meetings held within a period of six months and the Executive Council resolve that his or her office be vacated; or
 - d) notifies to the Executive Council a wish to resign (but only if at least three members of the Executive Council will remain in office when the notice of resignation is to take effect);
 - e) he or she ceases to be a member of the Charity;
 - f) he or she ceases to be resident in United Kingdom.

10 **PROCEEDINGS OF THE EXECUTIVE COUNCIL**

- 10.1 The Executive Council shall meet at least ten times a year. Executive Council members shall be given at least seven days notice by post, facsimile or such other written or electronic media, as resolved by the Executive Council in advance of a meeting of the Council. Any failure or accidental omission to give notice to any member will not invalidate the proceedings for the meeting.
- 10.2 The President, or in his or her absence, the Vice President, shall preside as chairperson of every meeting of the Executive Council at which he or she is present.
- 10.3 The quorum for the transaction of business of the Executive Council shall be at least one half of the total Executive Council members, of whom one shall be the President or Vice President.
- 10.4 If quorum is not met at any meeting then that meeting shall be declared adjourned to a day, time and place to be decided by those present at that meeting. Such an adjourned meeting shall not require a quorum.
- 10.5 Unless otherwise expressly provided by the constitution, every matter at a meeting shall be decided by a simple majority of votes. In the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote.
- 10.6 The secretary shall keep minutes of the meeting and shall send to each member of the Executive Council for comments prior to the meeting at which the minutes are to be put for approval. Such minutes will be reviewed at the following meeting and approved by the members of the Executive Council and signed by the chairperson.
- 10.7 A resolution or decision approved or taken at an Annual General Meeting or Extra Ordinary General Meeting cannot be defied for a period of six months.
- 10.8 The Executive Council may appoint sub-committees for the purpose of making any inquiry, supervising or performing any function or duty which in the opinion of the Executive Council would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Council. Each sub-committee shall at all times have at least one member from the Executive Council.
- 10.9 The Executive Council may disband any sub-committee at any time with or without cause.

10.10 The Executive Council may invite any person, whether or not a member of the Charity, to attend its meetings as an observer, but without the power to vote. Any person not so invited but desiring to attend an Executive Council meeting shall notify, in writing, the President or the Secretary in the first instance and he/she may be permitted to attend the meeting but without the power to vote.

11 **RECEIPTS AND EXPENDITURE**

11.1 The funds of the Charity, including all cash subscriptions, donations contributions and bequests, shall be paid into an account operated by the Executive Council in the name of the Charity at such bank as the Executive Council shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Council, one of which should be the President, Vice President, Secretary or Treasurer.

11.2 The funds belonging to the Charity shall be applied only in furthering the objects of the Charity.

11.3 All such records of the Charity may be inspected at any reasonable time to be arranged, on at least one week's written notice, with the Treasurer of the Charity by any member of the Executive Council.

12 **BOARD OF GOVERNORS**

12.1 Board of Governors shall comprise of four Governors.

12.2 Any adult member of the Charity may propose eligible members as prospective Governor to the Board of Governors for approval, to replace the retiring, resigning or removed Governor. Every prospective Governor shall then be recommended for appointment by a majority resolution of the Executive Council of the Charity and approved by a three quarter majority vote by the members of the Charity eligible to vote at a General Meeting of the Charity present at the Annual General Meeting.

12.3 In recommending person to be appointed as Governor, the Executive Council shall take into account the benefits of appointing a person who through residence, occupation, employment or otherwise has special knowledge of the area of benefit or who is otherwise able by virtue of his/her personal or professional qualifications to make a contribution in the pursuit of the objects or the management of the Charity.

Eligibility for Governorship

12.4 No person shall be appointed as a governor:

- a) unless he/she has attained the age of 18 years or over;
- b) unless on a first or any subsequent appointment into office, he/she signs a declaration of acceptance and willingness to act in the interest of the Charity in pursuance of the objects of the Charity;
- c) unless he/she has served a minimum of four years on the Executive Council of the Charity and should have a minimum of six years association with the Charity;
- d) if he/she is an Executive Council member;
- e) unless he/she is resident in UK for a period of at least six months in each calendar year.

12.5 A Governor shall cease to hold office if he or she:

- a) becomes bankrupt or makes any arrangements of composition with his/her creditors generally;
- b) acquires a criminal record for a criminal act committed in the last five years as per the Rehabilitation of Offenders Act;
- c) becomes incapable by reason of mental disorder illness or injury of managing and administering his/her own affairs;
- d) is absent without written permission of the Governors from all their meetings, within a period of six months and the Governors resolve that his/her office be vacated; or
- e) remains out of the United Kingdom for more than six months in one year and he/she is recommended for discharge by resolution of the Executive Council and/or the Board of Governors;
- f) notifies to the Governors a wish to resign (but only if at least two Governors will remain in office when the notice of resignation is to take effect);
- g) is voted out of the office by a simple majority vote of the members eligible to vote at a General Meeting of the Charity at an Annual General Meeting of the Charity.

Rotation of governors

12.6 Each Governor shall be elected to serve for a maximum term of eight years.

12.6.1 At the first Annual General Meeting of the Charity after the registration of this amended constitution, new Governors will be appointed in the manner stated above.

12.6.2 Thereafter, at the 2nd Annual General Meeting after the first Annual General Meeting following registration of the amended constitution, the most senior of the Governors will retire and a new Governor will be appointed so that there are always at least four Governors following each Annual General Meeting.

12.6.3 Thereafter the rotation of the Governors will be on the basis of first in first out and will continue on this basis every two years.

12.6.4 If a vacancy occurs any eligible Governor may be appointed for a period up to the next annual general meeting by the Executive Council; after which the vacancy shall be filled by an appointment in accordance with clause 12.2. Where there are no fewer than three Governors, none of the powers or discretion hereby or by law vested in the Governors shall be exercisable except for the purpose of appointment of a new Governor or Governors.

12.7 The Board of Governors

- a) may of its own volition, proffer advice to the Executive Council in relation to any matter which it considers to be of fundamental importance to the Charity;
- b) shall otherwise advise the Executive Council as and when requested by the Executive Council;
- c) shall receive and scrutinise the minutes of all meetings of the Executive Council;
- d) may report to the members of the Charity on any matter at any meeting of the Charity and shall provide a report to the members at each Annual General Meeting;
- e) may by written notice to the Executive Council require that the Executive Council shall within 4 weeks giving such notice call a Extra Ordinary General Meeting of the Charity;
- f) may exercise any powers or functions specifically reserved to or vested in it by the other provisions of this Constitution;
- g) may act as nominees for the Charity in accordance with clause 5.2;
- h) may delegate to any one or more of the Governors, or to the Executive Council, any of the powers listed herein and to delegate the transactions of any business or the performance of any act required to be transacted or performed in the execution of the trusts of the Charity; provided that the Governors shall exercise reasonable supervision over any Governors, or the Executive Council acting on their behalf under this provision and

shall ensure that all their acts and proceedings are fully and promptly reported to them;

i) Shall have no power to bind the Charity to any commitments;

12.8 a) the Governors shall hold at least two ordinary meetings in each calendar year. The meetings may be called at anytime by the Chairman or any two Governors upon giving not less than 10 days notice to the other Governors. The Board of Governors will also nominate one of their members to attend the meeting of the Executive Council;

b) a special meeting may be called at any time by the Chairman or any two Governors upon giving not less than four days notice to the other Governors of the matters to be discussed but if the matters include an appointment of a Governor or a proposal to amend any of the trusts of this Deed then upon not less than 21 days notice being given;

c) the Governors at their first ordinary meeting in each year shall elect one of their members to be chairman of their meetings until the first ordinary meeting in the following year. The Chairman shall always be eligible for re-election. If the chairman is not present within 10 minutes after the time appointed for holding a meeting or there is no chairman the Governors present shall choose one of their number to be chairman of the meeting;

d) there shall be a quorum when at least three Governors are present;

e) every matter shall be determined by a simple majority of votes of the Governors present. The chairman of the meeting shall have a casting vote in case of equality of votes;

f) the Governors shall keep minutes for the purpose of the proceedings at their meeting; such minutes to be sent to the Secretary of Executive Council within 14 days of the said meeting.

13 GENERAL MEETINGS OF THE CHARITY

13.1 Annual General Meetings

13.1.1 Once each year, not later than 31st day of March the Executive Council shall convene an Annual General Meeting of the Charity by giving twenty one days notice in writing by post, facsimile, electronic transmission or other media to all adult members. The business of the meeting shall include:

- a) annual report of the Honorary Secretary;
- b) annual report of the Honorary Treasurer;
- c) annual report of the Head of Field Activities;
- d) annual report of the Governors;
- e) President's address;
- f) elect the President;
- g) elect seven field officers;
- h) elect five open seats;
- i) elect Governor when appropriate;
- j) appoint an auditor or auditors;
- k) any other business, with the permission of the Chair.

13.1.2 Nominations for the office of the President, field officers and open seats must be in writing in a form prescribed by the Executive Council from time to time and must be proposed by two members eligible to vote at a general meeting of the Charity. The nomination must contain the written consent of the nominee and must be delivered to the returning officer prior to the relevant election.

13.2 **Extra Ordinary General Meetings**

13.2.1 An Extra Ordinary General Meeting of the Charity shall be convened by the Executive Council within six weeks after receipt of written requisition duly signed by at least fifty or one-tenth of the members eligible to vote at a general meeting of the Charity (whichever is the lesser) and stating the business to be discussed. All members shall be notified in writing at least twenty one days prior to the date of meeting of the Charity, by post or other media.

13.2.2 However, should the Executive Council fail to convene a meeting within six weeks from the date of the receipt of the request then the requisitionists themselves may call the meeting, giving not less than twenty one days written notice to all members of the Charity by post or other media, and then the decision taken at such a meeting shall be conclusive and binding on all members of the Charity, the Executive Council and the Charity. No subject, other than the specific subject for whom the meeting is convened, shall be discussed at such meeting.

13.2.3 An Extra Ordinary General meeting of the Charity may also be called by the Governors on giving appropriate notice of such a meeting to the

members of the Charity, in certain exceptional circumstances where they are of the opinion that the Executive Council are in breach of their obligations. Decisions reached by the members at such a meeting will be binding on both the Executive Council and the Governors.

13.3 The President, or in his or her absence, the Vice president shall preside as Chairperson of the meeting. If neither is present, members of the Executive Council present shall elect one of their numbers to be the Chairperson. The chairperson will have a casting vote. If the Executive Council fails to so elect or the President, Vice President or person elected by the Executive Council fails to act as Chairperson the members present shall by simple majority so elect a chairperson.

13.4 All questions arising and all resolutions at any meeting of the Charity shall, (unless otherwise provided by the legislation), be decided by a simple majority of those members present and entitled to vote. Every matter other than elections to the Executive Council shall be decided in the first place as a show of hands, but the chairperson may order a ballot and must do so if it is requested by the majority of the members of the charity present and entitled to vote. Proxy votes shall not be allowed.

13.5 Each member eligible to vote and is present at the meeting shall be entitled to one vote.

14 **PROCEDURE AT GENERAL MEETINGS**

14.1 The Secretary or any other person specially appointed by the Executive Council shall keep a full record of proceedings at every General Meeting of the Charity.

14.2 There shall be a quorum when at least one twentieth of the number of members or thirty members of the Charity eligible to vote at the General Meeting of the Charity, whichever is the lesser, are present at any General Meeting.

15 **ACCOUNTS AND ANNUAL RETURNS**

15.1 The Executive Council shall comply with their obligations under the Charities Act 2006 (or any statutory re-enactment or modification of that Act) with regard to:

- a) the keeping of accounting records for the Charity;
- b) the preparation of annual statements of accounts for the Charity;
- c) the auditing or independent examination of the statements of account of the Charity; and

- d) the transmission of the statements of account of the Charity to the Charity Commission.

16 **AFFILIATION**

- 16.1 The Charity may be affiliated to any institution having similar aims and objects PROVIDED ALWAYS that two thirds of the members eligible to vote at a general meeting of the Charity present at such a Meeting vote for such affiliation.

17 **ALTERATION TO THE CONSTITUTION**

- 17.1 Subject to the following provisions of this clause the Constitution may be amended, revoked, altered or varied by not less than three fourths of the members (eligible to vote at a general meeting of the Charity) present by voting at a general meeting. The notice of the general meeting must include notice of the resolutions setting out the terms of the alternative proposed at a General Meeting as hereinafter provided.
- 17.2 No amendment may be made to clause 1 (the name of the Charity), Clause 3 (the objects), Clause 5 (Executive Council members and the Governors not to be personally interested) and Clause 18 (Dissolution) without the prior consent in writing of the Charity Commissioners.
- 17.3 No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- 17.4 The Executive Council should promptly send to the Charity Commission a copy of the amendment made under this clause.

18 **DISSOLUTION**

- 18.1 If the Executive Council by majority decides that the purpose of the Charity cannot in the circumstances continue to be carried out the Executive Council shall call an Extra Ordinary General Meeting of all members of the Charity, of which not less than 28 days' notice shall be given stating the terms of the resolution to be proposed.
- 18.2 If the proposal is confirmed by a three fourths majority of those present and eligible to vote the Executive Council shall have power to realise any assets held by or on behalf of the Charity.
- 18.3 Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the Charity as the members (eligible to vote at a general meeting of the Charity) of the Charity may determine.

18.4 A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Charity Commission.

19 **NOTICES**


19.1 Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary of the Executive Council on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his/her last known address in the United Kingdom, and any notices so sent shall be deemed to have been received by that member.

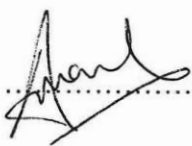
20 **INDEMNITY**

20.1 In the execution of the duties under the Charity, no member of the Executive Council, Governors or other officers shall be liable for any loss to the Charity arising by reason of any improper investment made in good faith (so long as he/she shall have sought professional advice before making such investment) or any mistake or omission made in good faith by him/her or any other trustee or any other matter other than wilful and individual fraud, wrongdoing or omission on the part of the Governors who is sought to be made liable.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

We certify this is a true copy of the original.

Signed  RAJESH DHANANI 30-3-08
PRESIDENT

 AMAR SWAN 30-03-08
SECRETARY

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