

The Companies Acts 1985 and 1989

Company Limited Guarantee And Not
Having A Share Capital

MEMORANDUM OF ASSOCIATION

of

GUJARATI LITERARY ACADEMY

CLAUSE 1 : TITLE

The name of the Institution shall be "GUJARATI LITERARY ACADEMY" (hereinafter referred to as "the Academy")

CLAUSE 2 : REGISTERED OFFICE

The Academy's registered office is to be situated in England and Wales.

CLAUSE 3 : OBJECTS

The objects of the Academy shall be to advance the education of the public in Gujarati Literature Language and Culture without distinction of race religion caste creed gender or nationality.

CLAUSE 4 : POWERS

In furtherance of its objects and for no other purposes the Academy shall have the following powers:

[A] Directive Powers :

- [a] To encourage promote and contribute to activities and variegated facets of creative and critical Gujarati Literature.
- [b] To stimulate and arrange discussions on all aspects of Gujarati and non-Gujarati Literature.
- [c] To encourage promote and organise activities and programmes for the betterment of Gujarati literary and linguistic self-consciousness.

- [d] To publish Gujarati literary works created in the Western world through the Academy's journal: ASMITA and other appropriate means.
- [e] To undertake and encourage amongst educationists teachers parents and community organisations various activities to stimulate development of appropriate Gujarati linguistic resources.
- [f] To advise and co-operate with educational and other local and national and governmental authorities as regards education in the Gujarati language.

[B] Administrative Powers

- (1) To provide a forum for the exchange of information through surveys research exhibitions, workshops, seminars and lectures.
- (2) To create and advance understanding and appreciation of Gujarati literature, language culture and all forms of arts.
- (3) To promote the availability of Gujarati literature created in the Western world through public libraries and other educational institutions.
- (4) To promote translations into and from Gujarati literature and occidental languages.
- (5) To arrange to publish and preserve books and manuscripts in Gujarati literature and language in various languages.
- (6) To acquire, write, print, publish, issue, circulate and sale such papers, books, periodicals, pamphlets, other documents, films, recorded audio and visual tapes and cassettes.
- (7) To establish and provide a research centre with printed literary works, manuscripts, pamphlets and periodicals and to disseminate the useful results of any research undertaken.
- (8) To bestow awards, recognitions and honours as appropriate to litterateurs, linguists and artists with outstanding achievements.
- (9) To establish, develop and strengthen links with appropriate institution and organisations in India and generally elsewhere.
- (10) To act in a representative capacity and participate in consultation with local, regional, national and international bodies with similar objects.
- (11) To liaise with similar organisations and co-ordinate all such activities promoting Gujarati literature, language and culture.

- (12) To sponsor and organise public concerts, performances, exhibitions, conferences, seminars, workshops and other activities.
- (13) To acquire, erect, establish, conduct, provide and manage centre or centres in furtherance of aforesaid objects.
- (14) To affiliate to charitable organisations in order to promote the aforesaid objects.
- (15) To undertake all such lawful things, as may be necessary for the attainment of the said objects, or any of them, or the implementation of the provisions of the Constitution.

[C] Financial Powers

- (1) To obtain, collect, issue appeals for and receive money and other assets by way of contributions, donations, subscriptions, legacies, grants and any other lawful method and accept and receive gifts of property of any description, whether subject to any special trusts or not.
- (2) To purchase, take on lease or in exchange, hire, licence or otherwise acquire and hold and [with such consents as by law required] to sell, lease or otherwise dispose of any real or personal estate, stock, effects and assets [whether or not subject to any trusts].
- (3) To raise, invest, reinvest, lend money or other financial securities as appropriate.
- (4) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques, operate bank accounts, borrow and raise money for the objects of the Academy on such terms and mandates and (with such consents as by law required) on such security as may be thought fit.
- (5) To undertake, execute, manage or assist any trusts which may lawfully be undertaken executed, managed or assisted by the Academy in accordance with rules and regulations as laid down in the Trusts Acts and Charities Acts at that time.
- (6) To raise, spend and invest funds on any of the aforesaid directive, to invite and receive contributions, administrative or financial powers provided they are solely for the attainment of objects of the Academy.
- (7) To employ, retain or engage persons and to remunerate the same and to pay reasonable annual sums or premiums for or towards the provision of pensions for the same for the time being or their dependents.
- (8) To insure and arrange insurance cover for and to indemnify its officers, staff and voluntary workers from and against risks incurred in the course of performance of their duties.

- (9) To pay the costs, charges and expenses of and incidental to the formation and registration of the Academy.
- (10) To do all such other lawful things as are necessary for the achievement of the objects.

CLAUSE 5 : RESTRICTION ON USE OF FUNDS AND PROPERTY

The income and property of the Academy shall be applied solely towards the promotion of its objects as set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Academy and no member of its Executive Committee shall be appointed to any office of the Academy paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Academy.

Provided that nothing herein shall prevent any payment in good faith in the Academy:-

- [a] of reasonable and proper remuneration to any member, officer or servant of the Academy (not being a member of its Executive Committee) for any services rendered to the Academy;
- [b] of interest on money lent by any member of the Academy or of its Executive Committee at a reasonable and proper rate per annum not exceeding 2% less than published base lending rate of a clearing bank to be selected by the Executive Committee or 3% whichever is the greater;
- [c] of reasonable and proper rent the promises demised or let by any member the Academy or of its Executive Committee;
- [d] of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Executive Committee may also be a member holding not more than 1/100th part of the capital of that company; and
- [e] to any member of its Executive Committee of reasonable out-of-pocket expenses.

CLAUSE 6 : LIMITED LIABILITY

The liability of the members is limited

CLAUSE 7 : UNDERTAKING

Every member of the Academy undertakes to contribute to the assets of the Academy, in the event of the same being wound up while he/she is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Academy contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

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ARTICLES OF ASSOCIATION
of
GUJARATI LITERARY ACADEMY

GENERAL:

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not consistent with the subject or context:

WORDS MEANINGS

The Act	The Companies Act 1985 (as may be amended).
The Academy	The above-named company.
The Articles	The Articles of Association, and the regulations of the Academy from time to time in force.
Member	A member of the Academy.
The Committee	The Executive Committee (alias the Board of Directors) of the Academy for the time being.
Committee person	One of the Committee for the time being.
The Office	The registered office of the Academy.
The Seal	The Common Seal of the Academy if it has one.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar Month.
In Writing	Written, printed or lithographed, or partly one and partly another, and the other modes of representing or reproducing words in a visible form.
The Memorandum	The Memorandum of Association of the Academy for the time being.

And words imparting the singular number only shall include the plural number and vice versa.

Words imparting the masculine gender only shall include the feminine gender, and words imparting persons shall include corporations.

Subject as aforesaid, any words or expressions contained in the Articles shall, if not inconsistent with the subject or context, bear the same meaning as in the Act.

1. MEMBERSHIP

- (1) The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the Articles shall be members of the Academy.
- (2) Membership shall be open to all who endorse the objects of the Academy and who pay the agreed subscription as approved by the Executive Committee of the Academy. The membership is also open to the Community organisations, agencies, local education authorities and institutions maintained by them, independent linguistic and literary institutions and other local, regional, national, international or academic, research or voluntary organisations with special interest in the field of Gujarati Literature, Language and Culture.
- (3) The Academy shall consist of members called:
 - [a] Patrons
 - [b] Donors
 - [c] Life Members
 - (i) Institutional
 - (ii) Individual
 - [d] Annual Members
 - (i) Institutional
 - (ii) Individual

Such Annual Members shall be deemed to be member for the Financial year in which payment is made and shall continue to remain so long as he/she/it pays in advance the annual subscription fee within one month from beginning of each financial year.

- [e] Overseas Members

It is open to individuals, institutions, organisations, associations, groups and/or societies wishing to be kept in touch with work of the Academy The subscription fee for such membership may be decided by the Executive Committee.

The subscription fee for all categories of membership shall be determined by the Executive Committee. However, the subscription will be reviewed once every three years at an Annual General Meeting Subscription paid for any category of membership shall not be refundable.

- (4) Any person or institution, wishing to become a member of the Academy, shall have to fill in, sign the prescribed form and submit the same along with the required subscription fee to the Secretary General. The Secretary General shall present all such applications to the Executive Committee and he/she/it will be accepted as a member only after his/her/its application has been approved by the Executive Committee. All rejected applications will be returned to the applicants and it shall be at the absolute discretion of the Executive Committee whether or not to show cause of such rejection. However, such applicant(s) can appeal to the Annual General Meeting against such rejection.
- (5) Membership shall entitle members to participate in the work of the Academy at the local, regional, national and/or international levels. They have the right and privilege to attend and participate in all meetings of the Academy.

Members shall have individual voting rights at meetings of the Academy. However, no member shall be entitled to vote at meetings unless he/she has attained at the time of recording the vote the age of eighteen.

Institutional members shall have the right to exercise two votes at such meetings.

Overseas members shall not have voting rights.

Each member will receive a free copy of the Academy's journal 'ASMITA' as and when published.

- (6) The Executive Committee shall have the right, for good and sufficient reason, to terminate the membership of any individual or institution, provided that:
 - (a) Written notice of the proposal to expel the member shall be given to him/her/it at least seven days prior to the meeting of the Executive Committee at which it is to be considered.
 - (b) He/she/it shall be given an opportunity to be heard before a decision is made thereon.
 - (c) He/she/it has a right of appeal to the Annual General Meeting whose decision shall be final.
 - (d) Membership shall not be transferable and a member shall cease to be a member:
 - [i] On death.
 - [ii] If by seven days signed notice in writing to the office he, she or it resigns membership

- [iii] If, at a Meeting of the Committee at which not less than half of its members are present, a resolution shall be passed by at least two-thirds of the Committee persons present resolving that the member be expelled for whatever cause A Resolution as aforesaid shall not be passed unless the member has been given not less than 21 days' notice in writing of the Committee Meeting at which the member is to be considered broadly specifying the conduct or circumstances alleged as a ground for the expulsion and unless the member concerned shall have been afforded a reasonable opportunity of being then heard by or of making written representation to the Committee.
- (e) An expelled member may appeal to a General Meeting of the Academy by signed notice of appeal served at the Office within 21 days of having received notice of expulsion. The appeal shall then be considered by the next following General Meeting of the Academy, and if at that Meeting a resolution shall be carried by a majority consisting of not less than two-thirds of the members voting on the resolution that the decision of the Committee be reversed then the resolution of the Committee shall thereby be of no effect and the person to whom such resolution relates shall thereupon be reinstated to membership.
- (7) An institution organisation or association accepted by the Executive Committee as member, must submit to the Secretary General a statement in writing and signed by a duly authorised person, two names of its representatives along with their addresses if any of them may, however, at any time make a change in the person(s) being their representatives, such must be notified in writing and signed by a duly authorised person to the Secretary General of the Academy. Any representative duly appointed shall serve as official representative till the next ensuing Annual General Meeting.

2. EXECUTIVE COMMITTEE

[A] The Office Bearers :

The Executive Committee of the Academy shall consist of the President, the Vice President, the Secretary General, the Assistant Secretary, the Treasurer and six elected members Immediate Past President shall continue to be an ex-officio member with voting rights for the full term.

The maximum and minimum number of Executive Committee members shall be determined by the Company in general meeting, but unless and until so fixed there shall be no maximum number and the minimum number of Executive Committee members shall be 6.

The first Executive Committee members shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future Executive Committee members shall be appointed as provided subsequently in these Articles.

The Executive Committee members shall be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from Executive Committee meetings or general meetings of the Company or in connection with the business of the Company.

[1] PRESIDENT

The highest office in the Academy shall be that of the President, who

- (a) shall chair all Executive Committee Meetings and sign the minutes as confirmed by the Meetings;
- (b) shall endeavour to establish liaison with various like minded groups, bodies and organisations;
- (c) shall uphold the Constitution and guide the Academy in realising its objects;
- (d) shall be responsible for the observance of the objects of the Academy together with rules and regulations implemented by the Executive Committee;
- (e) shall also be one of the signatories to operate and manage the account or accounts with the Bank or such institutions on behalf of the Academy;
- (f) shall have a second or casting vote at any meeting of the Executive Committee and the General Meetings, in the case of an equality of votes;
- (g) shall undertake all such things as seen to be necessary in furtherance of the aforesaid objects.

[2] VICE PRESIDENT

The Vice President shall assume duties and responsibilities in the absence of the President and assist the President in carrying out his/her duties and responsibilities.

[3] SECRETARY GENERAL

The Secretary General, besides exercising a general supervision of the detailed working of the rules of the Constitution of the Academy, shall also be responsible for the welfare of the Academy and the dignity of the institution. The Secretary General

- (a) shall keep and record in the Minute Book minutes of the Executive Committee and the General Meetings of the Academy;
- (b) shall issue notices of the meetings to all members and also inform the general membership of all the events, functions organised by the Academy All such notices posted, shall be deemed to have been received;
- (c) shall conduct correspondence and put the decisions of the Executive Committee Meetings into execution;
- (d) shall keep in safe custody the files, Minutes Books, Register of all Members, copies of the Constitution, the Academy's seal and all other records of the Academy;

- (e) shall prepare and submit for the approval of the Executive Committee his/her annual report of the Academy's activities for presentation to the Annual General Meeting;
- (f) shall be one of the signatories to operate and manage the account or accounts with the Bank or such institutions on behalf of the Academy;
- (g) shall have powers to spend as prescribed by the Executive Committee from time to time, a sum of money for any specific urgent business of the Academy without the prior consent of the Executive Committee; but shall account for such expenses in the immediately following Executive Committee meeting;
- (h) shall carry out such other functions, duties and responsibilities as are delegated to him/her by the Executive Committee;
- (i) shall undertake all such things as seen to be necessary in furtherance of the aforesaid objects.

[4] ASSISTANT SECRETARY

- (a) The Assistant Secretary shall assist the Secretary General in carrying out his/her duties and responsibilities;
- (b) He/She shall act as Acting Secretary General in the absence of the Secretary General.

[5] TREASURER

The Treasurer

- (a) shall keep general control over finance of the Academy;
- (b) shall keep such books and accounts as may be required and shall be responsible for the correct accounting of the receipts and payments and for the safe custody of the funds of the Academy;
- (c) shall deposit all monies received into the Bank or Financial Institution approved by the Executive Committee and as per the up-to-date Roll or Rolls of Members shall collect subscriptions and dues from members;
- (d) shall pass and issue receipts for all incomes received by him/her on behalf of the Academy;
- (e) shall prepare and present before the Executive Committee, management accounts, budgets and financial accounts of the Academy as and when require He/she will also submit, Annual Audited Accounts for the presentation at the Annual General Meeting(s);
- (f) shall operate and manage jointly with the President and the Secretary General the accounts with the Bank or such institutions on behalf of the Academy;

- (g) shall have power to spend the prescribed sum of money for any such urgent business but shall account for such expenses in the immediately following Executive Committee Meeting;
- (h) shall advise the Executive Committee through the President of any financial transactions being negotiated by the Academy;
- (i) shall transact the financial business of the Academy in such manner as the Executive Committee may direct from time to time.

[B] Election of Executive Committee members

- (1) At the first and every subsequent Annual General Meeting of the Academy all the Executive Committee members shall retire from office.
- (2) A retiring Executive Committee member shall be eligible for re-election.
- (3) The Academy at the meeting at which a Executive Committee member retires in the above manner may fill the vacated office by electing a person to it, and in default the retiring Executive Committee member shall, if offering himself for re-election, be deemed to have been reelected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
- (4) No person other than an Executive Committee member retiring at the meeting shall, unless recommended by the Executive Committee, be eligible for election to the Executive Committee at any general meeting unless, not less than 3 nor more than 21 days before the date set for the meeting, there shall have been left at the registered office of the Academy notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.
- (5) Subject to article 2[A] the Academy may from time to time by ordinary resolution increase or reduce the number of Executive Committee members.
- (6) The Executive Committee shall have power at any time to appoint any person to be an Executive Committee member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Executive Committee members shall not at any time exceed any maximum number fixed in accordance with these articles. Any Executive Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.
- (7) The Academy may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Executive Committee member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Academy and such member. The Academy may by ordinary resolution appoint another person in place of an Executive Committee member removed under this article.

- (8) No person may be appointed as an Executive Committee member :
- (i) unless he has attained the age of 18 years;
 - (ii) in circumstances such that, had he already been an Executive Committee member, would have been disqualified from acting under the provisions of article 2[D];
 - (iii) unless he has been a member for a continuous period of 2 years prior to the date of the election.
- (9) A notice shall be served upon all members and affiliated organisations at least twenty-eight days before the election day, calling for nominations for the various office bearers and members of the Executive Committee, to be duly seconded and submitted in writing as to reach the Secretary General not less than fourteen days before the election day. En bloc nominations shall not be permitted.
- (10) If the number of nominations does not exceed the number of vacancies to be filled, the persons nominated shall be declared to have been elected at the qualifying Annual General Meeting.
- (11) In case the number of nominations exceeds the number of vacancies voting shall take place by a show of hands or ballot paper as decided by the Annual General Meeting.
- (12) The required number of candidates (to fill the vacancies) obtaining the highest number of votes shall be declared elected in the event of a tie, a second vote to elect one of those tying for it shall be taken for that position.
- (13) A chairperson for the purpose of conducting an election only shall be appointed at the appropriate meeting. He/she may appoint scrutiniser(s) for the purpose of such election(s).

[C] Functions and Powers of the Executive Committee

- (1) The Executive Committee shall manage, control and supervise all the affairs, activities, the trusts administered by the Academy and of all things necessary for and incidental to the carrying out of all the objects of the Academy, except such as may have been expressly reserved by the General Body.
- (2) The Executive Committee members shall be the managing trustees of the Academy it shall be their duty to manage the trust and its property for the purposes specified in this constitution.
- (3) No member of the Executive Committee shall be employed by the Academy.

- (4) The Executive Committee shall have power to set up sub-committee(s) and working parties as necessary to conduct the work of the Academy The Executive Committee shall be empowered to select members of such sub- committees and working parties from suitably qualified and experienced persons. All acts and proceedings of any such sub-committees shall be reported back to the Executive Committee as soon as possible.
- (5) The Executive Committee shall be empowered to make by-laws for the purpose of carrying out the objects of the Academy, but not inconsistent with any of the rules of the Academy or any resolutions of the Annual General Meeting(s).
- (6) The Executive Committee shall have power to fill any vacancy occurring in the Executive Committee during the terms of office in compliance with the terms of theses Articles. However, the vacancy occurring by resignation, death and/or expulsion of the President and the Secretary General cannot be filled by the Executive Committee These vacancies must be filled by a specially called General Meeting.
- (7) The Executive Committee shall receive and determine any application for membership of the Academy.
- (8) The Executive Committee shall review membership subscription provisions, fees and charges from time to time.
- (9) The Executive Committee shall meet at least six times a year.
- (10) The Executive Committee may ask any individual or official of any statutory authority to attend its meetings as an observer, if required for a particular meeting, who shall not have any power to vote.
- (11) The Executive Committee shall appoint and/or terminate the services of any employee(s) of the Academy.
- (12) The Executive Committee shall call a Special and/or Extra-Ordinary General Meeting.
- (13) The Executive Committee shall adopt, issue and put into operation the Standing Orders and/or rules and regulations of the Academy, subject to review by the Annual General Meeting and shall not be inconsistent with the provisions of the Constitution.
- (14) The Executive Committee shall interpret the provisions of the Constitution and decide on all matters not provided therein.
- (15) The Executive Committee shall administer the finance of the Academy in the conformity with the objects of the Academy and the general direction of the Annual General Meeting and to keep true and accurate accounts thereof.
- (16) Any organisation or individual requiring the services of the Academy, shall make an application in writing to the Secretary General, which shall first have to be approved by the Executive Committee, who shall arrange to give its best possible service on merit and in light of the prevailing circumstances.

- (17) The quorum at meetings of the Executive Committee shall be one-tenth or five members of the Executive Committee, whichever is the greater. If within 15 minutes of the appointed time of commencement, a quorum is not established, the members present may commence the proceedings, but shall not take any policy decision which may affect the objects of the Academy.

However, members present may decide to adjourn such properly constituted meeting which shall stay as adjourned until the day, time and place to be decided by those present at the meeting. Such an adjourned meeting shall not require a quorum, provided a written notice of such an adjourned meeting has been given to all members of the Executive Committee.

If any properly constituted meeting, having partially disposed of the Agenda, stands adjourned to a date agreed by the members present, shall not require a quorum at that adjournment to carry on with the remaining business on the Agenda of the meeting.

- (18) Any five members of the Executive Committee may in writing request the Secretary General to call a meeting of the Executive Committee. Within 14 days of the receipt of such request, the Secretary General shall convene the Executive Committee Meeting.
- (19) All motions put to any of the meetings of the Executive Committee, shall be decided upon by a simple majority of votes. In the case of an equality of votes the chair shall have a second or casting vote.
- (20) A resolution or a decision approved or taken by an Annual General Meeting, a Special or Extra-Ordinary Meeting cannot be overruled for a period of six months.
- (21) The Executive Committee shall decide to affiliate to any charitable institution, body, group, organisation, society or authority, having similar objects.

[D] Disqualification of Members of the Executive Committee

- [1] The office of a member of the Executive Committee shall be vacated if the member
- (a) becomes bankrupt, or makes any arrangements or composition with his/her creditors; or
 - (b) becomes of unsound mind, or incapable by reason of mental disorder, illness or injury of managing or administering his/her affairs; or
 - (c) ceases to be a member of the Academy; or
 - (d) by notice in writing to the Academy, resigns his/her office; or
 - (e) ceases to hold office by reason of any provision of the Act or is disqualified from acting by virtue of S.72 Charities Act 1993 (or any statutory re-enactment or modification); or

- (f) fails without satisfactory written explanation to be present at three consecutive Executive Committee meetings. However, the Executive Committee has to inform such disqualification to the Annual General Meeting; or
- (g) is directly or indirectly interested in any contract with the Academy and fails to declare the nature of his interest as required by S.317 of the Act.

[2] In addition and without prejudice to the provisions of the Charities Acts, the Academy members may, by Extra-Ordinary Resolution remove any member of the Executive Committee and may by an ordinary resolution appoint another qualified in his stead.

3. GENERAL MEETINGS

(A) Annual General Meeting :

Once each year, not later than 31st day of March the Executive Committee shall convene an Annual General Meeting of the Academy by giving at least twenty-eight days notice in writing by post, which all members shall be entitled to attend for the following purposes:

- (1) to receive and approve the annual report from the Secretary General;
- (2) to receive, consider and approve the audited Statements of Accounts, presented by the Treasurer;
- (3) To appoint an Auditor or Auditors and fix their remuneration;
- (4) To elect the office bearers and six other members of the Executive Committee in place of those retiring;
- (5) any other business, with the permission of the Chair.

Not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next provided that so long as the Academy holds its first Annual General Meeting within 18 months of its incorporation it need not hold it in its year of incorporation or the following year.

(B) Extra-Ordinary General Meeting :

An Extra-Ordinary General Meeting shall be convened by the Executive Committee as provided by the Act.

4. NOTICE OF GENERAL MEETINGS

An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing. Other meetings shall be called by at least 14 clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner mentioned below or in such other manner, if any, as may be prescribed by the Academy in general meeting, to such persons as are, under the articles of the Academy, entitled to receive such notices from the Academy provided that a meeting of the Academy shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:

- (i) in the case of the Annual General Meeting, by all the members entitled to attend and vote; and
- (ii) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the members.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

5. GENERAL PROCEDURES AND POWERS

- [1] A member can attend any General Annual or Extra Ordinary Meeting personally or by proxy, provided that the document of proxy shall be deposited at the headquarters of the Academy at least forty-eight hours before the date and time of the meeting and provided further that the proxy shall be a member of the Academy competent to vote according to the rules for the time being in force and provided further that, no vote shall be recorded for purposes of election on behalf of persons present by proxy.
- [2] All motions put to any of the meetings shall be decided upon by a simple majority of votes unless otherwise specified in the Constitution The chair shall have a casting vote distinct as from his/her ordinary vote.
- [3] Votes shall be counted by "show of hands" only unless the Meeting decides by a majority to vote by ballot.
- [4] Any resolution for consideration at the Annual General Meeting must be received by the Secretary General, duly seconded in writing for consideration by the Executive Committee at least twenty-one days in advance of the Annual General Meeting.

- [5] No members shall be entitled to vote at any Annual General Meeting unless all money presently payable by him/her to the Academy has been paid. However the Executive Committee will have the power to waive this restriction in view of any special circumstances that may be brought to their attention.
- [6] Two representatives of every affiliated society or group shall also have the right to vote provided the names of such persons have been submitted to the Secretary General well in advance in writing.
- [7] A resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded by a majority of members present at the time of the meeting. A poll may also be directed by the President in the absence of such deliberations the President shall declare whether a particular resolution has been carried either unanimously or by a majority vote or lost, and an entry to that effect shall be made conclusively in the Minute Book.
- [8] Every voting member and delegate of an affiliated Organisation present in person shall have one vote in the Case of an equality of votes, whether on a show of hands or on a ballot, the President shall be entitled to a second or casting vote.
- [9] In the absence of the President, the Vice President shall preside over the meeting. In the absence of both of them the Secretary General or the Treasurer shall chair the meeting.
- [10] The quorum for any General Meetings shall be one twentieth of the total membership or 15 members, whichever is the greater. If a quorum at aforesaid meeting is not formed for 15 minutes from the time of the meeting, the members present may adjourn the meeting, to any Convenient day and time for which reasonable notice shall be given to the absent members Business may be transacted without quorum at the adjourned meeting.
- [11] If any properly constituted meeting, having partially disposed of the Agenda, stands adjourned to a date agreed by the meeting then it shall require no quorum at the adjournment to carry on with the remaining business of Agenda No other Subject than the Agenda will be discussed at the adjourned meeting.
- [12] The President and/or the Executive Committee, may be removed at any time during term of office at an Extra-Ordinary General Meeting called for that purpose by a simple majority on such removal a new President, Executive Committee shall be elected in accordance with the provisions of these Articles.

6. INDEMNITY

In the execution of the Trusts hereof no Executive Committee member shall be liable for any loss to the property of the Academy 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 for the negligence or fraud of any agent employed by him/her or by any other Executive Committee member hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary or by

reason of any mistake or omission made in good faith by any Executive Committee member hereof or by reason of any other matter or thing other than wilful and individual fraud, wrong doing, or wrongful omission on the part of the Executive Committee member who is sought to be made liable and subject to the provisions of the Act every Executive Committee member or other officer or auditor of the Academy shall be indemnified out of the assets of the Academy against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Academy.

7. EXAMINATION BOARD

- [1] The Executive Committee shall appoint an Examinations Board to organise, administer and conduct appropriate examinations in Gujarati language literature and culture in keeping with the Objects laid down in Clause 3 and to train teachers and voluntary centres' organisers to teach on and to organise courses, leading to its examinations.
- [2] The membership of the Examinations Board shall be determined every two years by the Executive Committee subsequent to the elections of the Academy's office bearers and the Executive Committee.
- [3] The maximum number of members of the Executive Committee to be appointed on the Examinations Board shall be six. They will have power to co-opt up to four other members to serve with themselves during their own term of office, provided that the total membership of the Board shall not exceed nine. All members of the Board will be eligible for reappointment after their term of office.
- [4] The Examinations Board shall operate as an autonomous body within the Academy for the purpose of the organisation, administration and conduct of the examinations, and shall be responsible for the financial transactions relating to its functions. Its Financial Accounts shall be audited by the honorary auditor of the Academy.
- [5] The Examinations Board shall have final decision making power in all matters relating to the examinations, including the contents of the syllabuses, prescribed textbooks, frequency of the examinations, appointment of examiners and staff, determination of fees, announcement of results and award of certificates.
- [6] The Examinations Board shall present its annual report on its activities to the Executive Committee who shall publish it to the members of the Academy.
- [7] The Executive Committee shall have the power of dismissing an existing Examinations Board if its activities transgress the Objects of the Academy defined in Clause 3; and in such an eventuality, the Executive Committee shall appoint a new Board in its place.

8. AMENDMENT TO THE ARTICLES

Except where otherwise provided any provisions of these Articles may be amended or revoked by a Resolution passed by a two-third majority of Members present at the qualifying General Meeting, but any proposal to alter the rules for the time being in force, must be communicated to the Secretary General and must be specific and in writing. The Secretary General shall put the same before the Executive Committee for its information and thereafter circulate the same to all the members at least twenty-eight days before the meeting at which the proposal is to be moved. No amendment shall be made which would cause the Academy to cease to be a Charity. Provided that no amendment to the objects of the Academy, this Clause, or Clause 13 of these Articles shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

9. ACCOUNTS AND ANNUAL REPORT AND ANNUAL RETURN

- [1] Once every year the books of accounts and related records shall be prepared in accordance with Part VII of the Act.
- [2] The Auditor(s) shall be appointed at the Annual General Meeting in pursuance of the Charities Acts and Charities legislation and the Companies Acts and their duties should be in accordance therewith.
- [3] The Financial Year of the Academy shall be reckoned from the 1st January to the 31st December of the same calendar year unless otherwise resolved.
- [4] The Executive Committee members shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual report and its transmission to the Charity Commissioners.
- [5] The Executive Committee members shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

10. THE SEAL

The Seal of the Academy shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of at least two Executive Committee members and of the Secretary General, and the said Executive Committee members and Secretary General shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Academy such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

11 COPIES OF DOCUMENTS

Every voting member shall have a right to a copy of the Academy's constitution and Audited Accounts of the Academy passed during the year.

12 STANDING ORDER

The Executive Committee shall have power to adopt and issue Standing Orders and/or Rules for the operation of Projects/ Schemes Such Standing Orders and Rules shall come into operation immediately, provided always that they shall not be inconsistent with the provisions of the Articles.

13. DISSOLUTION

Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Academy shall have effect as if its provisions were repeated in these Articles.

14. NOTICES

Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Executive Committee need not be in writing.

The Academy may give any notice to a member either personally or by sending it by post to him or to his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives the Academy an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Academy.

Notice of every general meeting shall be given in any manner authorised by these articles to :

- (1) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Academy an address within the United Kingdom for the giving of notices to them;
- (2) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;

