

# Company Limited by Guarantee not having Share Capital not for profit u/s 25 of the Indian Companies Act, 1956

Regd Office: C-138, 2nd Floor, Defence Colony, New Delhi 110024  
CIN: U92490DL2013NPL249132

## ARTICLES OF ASSOCIATION OF COMMUNITY OF EVALUATORS – SOUTH ASIA

Amended Articles unanimously approved at the Extra-ordinary General Meeting of the Company held on 5 July 2016 in Delhi and approved by the Registrar of Companies, Delhi, vide Ref: SRN G07999949 dated 25 July 2016 (amendments to the Articles) and vide Ref: SRN G10186559 dated 29 August 2016 (change of name).

### (i) PRELIMINARY

1. The Regulations contained in Table "A" in Schedule "1" to the Companies Act, 1956 (herein after referred to as the Act) to the extent applicable to section 25 registered companies shall apply to the Company except that such regulations as are embodied in these Articles of Association shall exclude corresponding provision in table "A" aforesaid.
2. The words and expressions shall have the same meaning as in the companies Act, 1956.
  - 2 (A) In these Articles:
    - The term "Governing Body" means the Board of Directors of the Company.
    - The term "General Body" refers to the members of the Company.
    - Words imparting the masculine gender include the other genders.
    - Words indicating persons shall include juristic as well as natural persons.

### (ii) MEMBERSHIP

3. The number of members of the Company, with which it purports to be registered, shall be unlimited.
4. The Governing Board may from time to time frame such rules, regulations and by laws as may be necessary for admission of members and also determine their rights.
5. **Membership:**
  - A. The membership shall be of two categories:
    - (i) **Individual Membership:**

Subject to Article 8, individual persons who endorse the aims and objects of the company may be admitted as 'Individual Members' by the Governing Body at its sole discretion.
    - (ii) **Institutional Membership:**

Subject to Article 8, any organization, body, trust, company or section 25 (now Section 8) company or any other Body (by whatever name called, registered or not) who

endorses the aims and objects of the Company may be admitted as 'Institutional Members' by the Governing Body at its sole discretion.

**B. Termination of Membership:**

A Member shall cease to be a member of the Company under any one of the circumstances indicated below:

- (i) if a member resigns from the Company, by a letter addressed to the Governing Board and sent to the Chairman of the Board, if any.
- (ii) if a Member is in default for two consecutive years in the payment of annual subscription and the Governing Board resolves that such a Member shall cease to be a member.
- (iii) if any Member of the Company acts in a manner detrimental to the Company the membership of such member shall be terminated. The Governing Board, on the basis of a written complaint by a member of the Company, shall where it sees reasonable cause for termination, inform such member, in writing, of the conduct complained of and give reasonable opportunity to show cause against such termination. The Governing Board shall after due deliberation and by a resolution passed by majority shall terminate the membership.
- (iv) A Member so removed under paragraph (iii) as aforesaid shall not be eligible for re-election as a Member for a period of five years from the date of such removal.

**C. Membership and Voting Rights**

- (i) Applications for membership of the company under all categories shall be proposed by any one member and seconded by another member. The Governing Board shall have the right, at its discretion, to reject such applications without assigning in any reasons thereto.
- (ii) Voting rights: All members shall have one vote each. In case of equal number of votes, the Chairman of the meeting shall have a casting vote.

**(iii) PRIVATE COMPANY**

- 6. The Company is a Private Company within the meaning of the Section 3 (1) (iii) and 2(35) of the Companies Act, 1956 and accordingly;
  - (a) Restricts the rights, to transfer its shares in the manner as hereinafter provided;
  - (b) Limits the number of its members to 200 (Two Hundred) but not including
    - (i) persons who are in the employment of the Company; and
    - (ii) persons who, having been formerly in the employment of the Company were members of the Company, while in that employment and have continued to be the members after the employment ceased, provided that where two or more persons hold one or more membership in the Company jointly, they shall for the purpose of this definition, be treated as a single member.
  - (c) prohibits any invitation to the public to subscribe for any shares in or debentures of the Company.

- (d) prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.
- 7. The business of the Company shall commence soon after its incorporation.
- 8. **Subscriptions**

The Governing Board shall, from time to time, recommend to the General Body, such subscriptions towards admission fee and annual fee that they deem necessary to be paid by each category of membership. The General Body shall be the final authority to finalize and fix all membership fees to be paid by all categories of members.
- 9. **Register of Members**
  - (a) The Secretary shall maintain a register for each category of membership which shall have the name, current address, telephone number and email address, and the name of an individual which has been authorized to represent the member.
  - (b) Every member shall inform the company in writing, within 30 days, any change affecting any of the entries in the above register.
  - (c) Entries in the register shall be taken as final unless the member has applied for any change.
  - (d) All communications with the Members shall be by electronic mail and/or post as per the particulars maintained in the Register.

#### (iv) **GOVERNING BODY**

##### 10. **Constitution & Term of Office**

###### A. **Constitution**

The Governing Board shall consist of seven (7) individual members and two (2) institutional members elected/appointed by the General Body. The Immediate Past Chairman shall be an Observer Member of the Board, without voting rights.

The Board may from time to time appoint one or more of their body to be Chairman/Vice-Chairman/Managing Director/ Wholetime Director/Chief Executive Officer/Chief Financial Officer of the Company on such terms and conditions and on such duties and powers as may be determined by the Board. The board shall have powers to remove or dismiss him or them from office and appoint other or others in his or their place or places.

###### B. **Term of Office**

- (i) The members of the Governing Board shall be elected by the General Body.
- (ii) The term of office of the Members of the Governing Board shall be three years. At the end of the term, two-thirds of the Members shall retire by a lottery conducted at the end of the term by the Governing Board, but are eligible for re-election. The rest one-third shall remain for another term of three years.
- (iii) Upon retirement or resignation of Board Members of the first Governing Board on completion of terms as per clause 10 B (ii), new members shall be elected by the General Body. The term of office of such new members shall be three years.
- (iv) Any person shall be eligible for appointment/re-appointment to the Governing Board for not more than three consecutive terms. However, a person who has served

for three consecutive terms shall not be eligible for appointment unless three years have elapsed from his last retirement.

- (v) A Member of the Governing Board who has not participated in four consecutive meetings, either physical or electronic, in a calendar year ceases to be a member the Governing Board.
- (vi) A casual vacancy arising out of cessation of Board membership, resignation or death of a Member of the Governing Board shall be filled by the Governing Board by nominating a member from the General Body for the balance period.
- (vii) Subject to the provisions of section 149 of the Act, the Governing Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person(s) shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

#### **11. Powers**

- (a) The Governing Board shall be the managing body to oversee the working of the company and shall have all the powers to effectively run and operate the company.
- (b) In addition, the General Body can give specific authorities and powers to the Governing Board.
- (c) The Governing Board may at its discretion frame such rules and regulations from time to time that may be necessary for its working and for the working of the company, and shall through resolutions:
  - (i) establish offices, regional offices, branch offices that may be required for smooth functioning of the company.
  - (ii) acquire, use and dispose tangible and intangible, movable and immovable, assets.
  - (iii) enter into contracts.
  - (iv) appoint committees and determine their powers.
  - (v) accept members under each category on terms and conditions predetermined by them for the purpose.
  - (vi) file and defend lawsuits, arbitration proceedings, settlements etc. and appoint attorneys and representatives
  - (vii) pay costs incurred for incorporation and establishment of the company.
  - (viii) become members of other national and international bodies/organizations to further the objects of the company.
- (d) The Governing Board may also delegate the powers acquired under Article 15 (c) to an Office bearer or to an employee of the Company, subject to its confirmation by the next meeting of the Governing Board.

#### **12. Meetings of the Governing Board**

- (i) The Governing Board shall have a minimum of 4 meetings every year in such a manner that not more than 120 days shall elapse between two consecutive meetings of the Board. The Governing Board may meet electronically also.

- (ii) The President shall preside at every Governing Board Meeting and meetings of the General Body at which he is present. In the absence of the President, the Vice-President shall perform the duties of the President. In the absence of both the President and Vice President, the Governing Board/General Body shall elect a *pro-tem* Chairperson.
- (iii) Minutes of each meeting shall be written and confirmed at the next meeting of the Governing Board. On confirmation they shall be signed by the President. After signature of the President, minutes shall be final and binding.
- (iv) Quorum for meetings shall be at least one third of the strength of the Governing Board. If the quorum is not present for half an hour after the designated time the meeting shall not be held but adjourned for another time.
- (v) The Notice for the Board meetings shall be given in writing with agenda and supporting papers at least seven days in advance and such meeting notices can be sent in electronic mode also..
- (vi) Each member of the Governing Board shall have one vote for all matters placed before them. The President shall have a casting vote in the event of equality of votes.
- (vii) The Governing Board shall prepare a yearly report of their proceedings and circulate the same along with the annual accounts and notice to all the members of the company before the Annual General Meeting of the members.

### 13. **Members**

- (a) The number of members with which the company proposes to be registered is two, but the Governing Board may, from time to time, whenever the company or the business of the company requires it, increase the number of members.
- (b) The subscribers to the memorandum and such other persons as the Governing Board shall admit to membership shall be members of the company.
- (c) The management of the Company and of its property and funds shall be vested in the Governing Board.

### 14. **First Directors of the Company**

The following shall be the first Directors of the Company:

- I. Mr Solomon Chelladurai
- II. Mr Narayanan Raghunathan
- III. Ms Sonal Dilip Zaveri

## (v) **OFFICE BEARERS**

### 15. **Chairman**

- (a) The Chairman shall preside over all meetings of the Governing Board and the General Body.
- (b) At these meetings, he shall have a casting vote in the event of equality of votes.

- (c) He shall execute all those powers and responsibilities which are delegated to him/her by the Governing Board and the General Body and shall lead the working of the Governing Board with his/her vision and experience.

**16. Vice-Chairman**

- (d) The Vice- Chairman shall assist the Chairman in performing his duties in any manner the Chairman may decide.
- (e) In the absence of the Chairman, the Vice- Chairman shall have the powers of the Chairman and shall also preside over the meetings of the Governing Board and the General Body.

**17. Secretary**

The Secretary shall supervise day-to-day operation of the Company and shall be responsible to the Governing Board.

**(vi) GENERAL BODY**

**18. The General Body shall meet at least once a year before 30th September to:**

- Approve Annual Report of the Governing Board
- Approve Annual Accounts
- Appoint Auditors
- Elect the Governing Board

This meeting shall be called the Annual General Meeting of the members. In addition to the Annual General Meeting, an extra-ordinary meeting of the members can be called any time by a resolution of the Governing Board.

**19. Notice of General Meetings**

Notice for the Annual General Meeting of the members shall be given by electronic mail or by post at least fifteen days in advance and shall state the agenda to be taken up at the meeting. All notices shall be accompanied with supporting documents and explanatory notes on matters to be discussed.

The notice for Extraordinary General Meeting shall be sent by electronic mail or post at least seven days in advance.

20. Minutes shall be drawn and written for all meetings which shall be confirmed at the next meeting and signed by the President as confirmation. After these signatures, the Minutes shall be final and binding.
21. Quorum for all meetings of the General Body shall be ten persons physically present in the meeting. In the event of quorum not being present, the meeting shall be adjourned for 30 minutes and members present at the meeting shall form a valid quorum but decisions taken in the adjourned meeting shall be approved in the next meeting.
22. Each member of the General Body shall have one vote by show of hands. On matters to be decided by poll, members can have votes by proxy provided a valid proxy has been registered before the meeting with the Company Secretary.

(vii) **ACCOUNTS & FINANCE**

23. All funds of the company and also funds at the disposal of the company shall be under complete control of the Governing Board.
24. The Governing Board shall at its discretion dispose or invest funds within the objects of the company and statutory requirements including the provisions of the Indian Income Tax Act, 1961, FCRA and the Companies Act, 1956.
25. The Governing Board shall cause to keep proper records and books of accounts for all funds at the disposal of the company and shall cause to keep these records within the statutory requirements and Accounting Standards.
26. All records and books of accounts shall be kept at the Registered Office of the company. The Governing Board may decide at any time to keep the records at such other office or offices as they deem fit. The Governing Board may also frame such rules to govern inspection of records by members.
27. At the end of each financial year (April to March) an income and expenditure account with balance sheet as at the end of the financial year shall be drawn in accordance with statutory requirements and accounting standards.
28. The year-end accounts shall be audited by a qualified auditor appointed by the General Body based on the recommendation of the Governing Board.
29. The audited accounts along with the auditor's report shall be circulated among the members of the company along with the Notice for the Annual General Meeting.
30. The first auditors of the company shall be appointed by the Governing Board at their first meeting after the incorporation of the company. Thereafter, the auditors shall be appointed by the General Body at the Annual General Meeting. The Auditors' remuneration shall be fixed by the Governing Board. The auditors shall hold office until the conclusion of the Annual General Meeting.

(viii) **SEAL**

31. The Governing Board shall provide for a seal of the company which shall be kept in its safe custody. The seal shall be fixed on any document only after an authorized resolution and in the presence of a member of the Governing Board.

(ix) **INDEMNITY**

32. Subject to the provisions of the Act, every President, Vice-President, Member of the Governing Board, Auditor, Secretary or other officer or servant of the Company shall be indemnified by the company against any liability arising out of an Act done by him or them in bona fide discharge of their duties and shall be the duty of the Governing Board to pay out of the funds of the Company all costs, losses and expenses which such director, officer or servant may incur or become liable to, by reason of any contract entered into, act, or deed done by him as such officer, servant or in any way in the discharge of his duty. The Governing Board may execute in the name and on behalf of the Company, in favor of any director or other person who may incur or be about to incur, any personal liability for the

benefit of the Company such mortgages of the Company's property (present and future) as they think fit, and any such other powers as shall be agreed upon.

We, the several persons whose names, addresses, descriptions, and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Articles of Association S. Names, Addresses, Description and occupation. Signature of witness with Description.

| S.No. | Name, Addresses, Description and Occupation of each Subscriber  | Signature of Subscribers | Signature of witness with Description and Occupation  |
|-------|---|--------------------------|---|
| 1.    | SOLOMON CHELLADBURAI<br>S/o Solomon<br>R/o 1487-B, LNR Garden<br>Kariyanapalya, St.Thomas Town<br>Bangalore 560084<br>(Business)                  | Sd/-                     | I hereby witness the signatures who have signed in my presence.<br>Sd/-<br>(SUDHIR VARMA)<br>Membership No.:081489<br>Chartered Accountant<br>S/o Sh.L.R. Varma<br>B-57, New Rajinder Nagar, New Delhi-110060 |
| 2.    | NARAYAN RAGHUNATHAN<br>S/o Krishnamachari Narayanan<br>R/o No.36, Ground Floor<br>Vinayaka Layout, Bhoopasandra<br>Bangalore-560094<br>(Business) | Sd/-                     |   |
| 3.    | SONAL DILIP ZAVERI<br>D/o Suman Ramji Doshi<br>R/o 601/602, Shree Niketan<br>Plot No.264, St.Anthony Road, Chembur<br>Mumbai-400071<br>(Business) | Sd/-                     |   |

Place: NEW DELHI

Date: 18/12/2012