

**ARTICLES OF ASSOCIATION
OF
KARATE ASSOCIATION OF INDIA**

I. PRELIMINARY

1. The Regulations contained in Table "A" in Schedule "I" 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.

II. MEMBERSHIP

1. The number of members of the Company, with which it purports to be registered, shall be unlimited.
2. Only Affiliated members will be allowed to vote except when an affiliated member of a particular state is not present and upon the governing body's approval the member of that state may be allowed only to vote.
3. Only voting member has the right to be elected to any position in the Association.
4. Any voting member may send his vote by post or authorize another only to vote on his behalf. An authority letter to this effect must be produced.
5. The Governing Body 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.
6. The membership shall be in four categories:
 - (a) Affiliated Member
 - (b) Associate Member
 - (c) Karate Club/ Karate Style Organizations Member
 - (d) Patron-in-Chief/ Patrons/Vice Patrons

(a) AFFILIATED MEMBER

Any Karate-do organization representing a State or is eligible for Affiliated membership if it meets the following requirements :

- (i) its objects are similar to those of the Association and it promotes the Karate Sport in that State.
- (ii) It is registered as an amateur organization in its state.
- (iii) It agrees in writing to be bound by the memorandum and regulations of the Association and acknowledges the same in writing.
- (iv) It agrees to furnish every year a report of its activities and a roster of its members.
- (v) It agrees to suspend/terminate/expel/cancel or includes any person/club/organization in/from its membership on the directive of the President/General Secretary or governing body of the Association.
- (vi) It pays the annual membership fee as set by the Association on time.

(b) ASSOCIATE MEMBER:

Qualification to become an Associate Member shall be as follows :

(i) Any Company/organization which is not registered as an amateur state body in its state but which complies with the other requirements of the Association or any other organization the Association deems fit may be admitted as an Associate member.

(ii) In all other matters the same requisites as for "Corporate Member" apply.

(c) STYLE ASSOCIATION/CLUB MEMBER

(i) Any person, Club or Karate style organization may be admitted as a style association/club member.

(ii) Style association/club member by virtue of his special skills may be asked to attend.

(iii) Its Coach/Principal Chief Instructor is approved by the President/General Secretary of the Association.

(iv) Allowed to attend Meetings on invitation and give technical assistance in an honorary capacity without the voting rights.

(d) PATRON-IN-CHIEF /PATRONS / VICE PATRONS

Any person may be admitted to the Association by the governing body and may be invited to attend meetings without the voting rights.

III. PRIVATE COMPANY

7. 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 50 (fifty) 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 shares in the Company jointly, they shall for the purpose of this definition, be treated as a single member, and;

(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.

8. The business of the Company shall commence soon after its incorporation.

9. Applications for membership of the company under all categories shall be proposed by any one member and seconded by another member. All such applications shall be at the discretion of the Governing Body who shall have the right to reject any application without giving any reasons.

10. ***Voting Rights*** :

All affiliated Members, shall have one vote each. In case of equality the Chairman of the Association shall have a casting vote.

No member will be allowed to vote until all membership fee and other dues are cleared before the meeting.

11. ***Subscriptions***

The Governing Body 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 contributions to be paid by all categories of members.

(a) Affiliate members shall pay Rs. 10,000/- for the first year and Rs.5000/- annually thereafter.

(b) Associate members shall pay Rs. 5,000/- annually.

(c) Subscription becomes due in January each year and should be made payable to Karate Association of India.

12. CESSATION OF MEMBERSHIP

Any member (Affiliate, Associate, Style Association/Club) or any member of the governing body shall cease to be a member of Karate Association of India:

(a) on its / his / her resignation by a letter addressed to the General Secretary of the Association.

(b) On its violating any of the rules or regulations or objects of the Association or for any activities not keeping with the spirit of Karate.

(c) On absenting itself/himself from three consecutive meetings of the governing body without reasonable ground.

(d) On not paying the due fees/subscription consecutively for 2 years.

(e) On the grounds of involvement in any anti association activities or involvement in any criminal case which harms the integrity of Karate Sports.

13. Register of Members

The Company shall maintain a register for each category of membership which shall have the name, current address, phones & emails and the name of an individual which has been authorized to represent the member.

Every member shall inform the company in writing, within 30 days, any change affecting any of the entries in the above register.

Entries in the register shall be taken as final unless the member has applied for any change.

IV. GOVERNING BODY

14. GENERAL RULE AND REGULATION

- (1) There shall be a governing body of not more than "21" and not less than "7" members.
- (2) Governing body members shall be elected at the Annual General Meeting of the Federation or an Extra Ordinary General Meeting of the Association.
- (3) Office bearers of the Governing Body shall consist of President, Vice Presidents, General Secretary, Joint Secretaries and Treasurer.
- (4) General Secretary and Treasurer shall hold office continuously for 2 terms of 4 years each.
- (5) The President shall be eligible to hold office for 12 years or three terms of office of four years each with or without break.
- (6) The maximum age limit to be the office bearer will be not more than 70 years.
- (7) No person who has already held the office bearer post in executive body in the Association for two consecutive terms shall be ineligible to stand for election.
- (8) The Office bearers shall be elected by the affiliated members in Annual General Body Meeting.

15. POWERS AND DUTIES OF THE GOVERNING BODY

The Governing Body shall have general powers of supervision and control over all the affairs of the Association and its members and in particular shall discharge the following duties :

- (a) To summon the Annual General Meeting of the Federation.
- (b) To appoint sub committees with such powers and duties as may be considered necessary and expedient.
- (c) To accept donations, gifts, sponsorship, subscription, property for the Association.
- (d) To sell, lease, mortgage or otherwise dispose of and deal with all or any part of the property of the Association.
- (e) To keep proper accounts of the Association and to open bank account in the name of the Association in one or more banks.
- (f) Bank account will be operated jointly by the President, Secretary or Treasurer of the Federation. At least 2 out of the 3 must sign any mandatory transaction.
- (g) To fill interim vacancies arising out of resignation, expulsion etc. of the office bearers during their term.
- (h) To advertise and to authorize the printing, publication and circulation of periodicals, journals and printed matter considered essential or desirable for the promotion and propagation of objects of the association.
- (i) The Governing Body shall be the Managing Body to look after all the day to day working of the company and shall have all the powers to effectively run and operate the company.
- (j) In addition, the General Body can give specific authorities and powers to the Governing Body.
- (k) The Governing Body may at their discretion frame such rules and regulations from time to time that may be necessary for their working and for the working of the company.

- (l) To establish offices, regional offices, branch offices that may be required for smooth functioning of the company.
- (m) To acquire, use and dispose tangible and intangible, movable and immovable, assets.
- (n) To appoint committees/sub committees and determine their powers.
- (o) To accept members under each category on terms and conditions predetermined by them for the purpose.
- (p) To file and defend lawsuits, arbitration proceedings, settlements etc. and appoint attorneys and representatives
- (q) To pay costs incurred for incorporation and establishment of the company.
- (r) To become members of other national and international bodies/organizations to further the objects of the company.

The above mentioned decisions should be discussed by the Governing Body and thereafter implemented.

16. Constitution

The Governing Body shall be constituted either through election or through country-wise nomination. It will have 7 individual members and 2 institutional members. The office bearers shall be elected by the governing body and the members shall be as follows:

| | | |
|--------------------------|---|----------------|
| President | - | 1 (One) |
| Vice Presidents | - | 6 (Six) |
| General Secretary | - | 1 (One) |
| Joint Secretaries | - | 6 (Six) |
| Treasurer | - | 1 (One) |

Life of the governing body shall be for 4 years after which fresh elections will be held. No member of the governing body shall be elected to the same position for more than 2 consecutive terms.

V: OFFICE BEARERS

17. (a) President:

The duties and functions of the Honorary President are:

- (1) The President shall preside over the meeting of the general body and executive committee.
- (2) In the absence of the President one of the members nominated by the President shall act in his place. In the absence of the President and nominated Vice-President the meeting shall elect his own chair and will preside over that particular meeting only.
- (3) The President will cast his deciding vote in case of equal number of votes.
- (4) The President will be responsible for overall functioning of the Association.

(b) Vice-Presidents

- (1) The Vice-Presidents shall assist the President in performing his duties in any manner the President may decide.
- (a) In the absence of the President, the Vice- Presidents shall have the powers of the President and shall also preside over the meetings of the Governing Body and the General Body.

(C) General Secretary

The duties and functions of the Honorary General Secretary are:

- (1) To look after the welfare of the Federation and manage the same in accordance with its rules and regulations and the directions of the General Body and the Executive Committee.
- (2) To be in charge of the office of the Association and its properties.
- (3) To carry on correspondence on behalf of the Association.
- (4) To call meetings and prepare a complete agenda for the Association.
- (5) To keep on record the proceedings of all the meetings of the Association.
- (6) To have authority to spend an amount not exceeding Rs. 25000/- (Rupees twenty five thousand only) in an emergency. The honorary Treasurer shall furnish him with the said sum of money on requisition.

(d) : Treasurer

The duties of the Honorary General Treasurer are :

- (i) To be responsible for the collection and safety of funds of the Association.
- (ii) To receive all collections and maintain proper account of the funds.
- (iii) To make all payments from time to time sanctioned by the executive committee.
- (iv) To keep true and correct statements of all such receipts and expenditures in proper books of accounts.
- (v) To bring to the notice of the executive committee any irregularity in receipt or the expenditure of Association money.
- (vi) To operate a joint saving bank account in a Nationalized Bank with the President, Honorary General Secretary and deposit the funds keeping a petty cash of Rs. 25000/-
- (vii) To help the honorary auditor in all possible ways in auditing the accounts of the Association and to explain him such items, entries or mode of accounting adopted for which explanations may be called for.
- (viii) To submit an audited statement of the accounts of the Association at the Annual General Meeting of the Association.

18. Meetings

1. MEETING

- (1) A meeting of the Governing body shall be held once in six months at such place and time as the President or General Secretary may determine. Voting by

proxy or representation will be allowed provided an authorization letter is produced.

(2) Five Governing body members shall constitute a quorum.

(3) The President shall preside over all meetings of the Governing body and in his absence members present shall elect a chairman of the meeting. All questions before the meeting will be decided by a majority of votes, each member having one vote. The President or the Chairman shall take a second or casting vote in addition to his own vote in case of equality of votes.

(4) 21 days notice of the meeting specifying the place, time and general nature of work and business to be transacted shall be given to every member of the Governing Body. Emergency meeting may be called at 24 hours notice, with the concurrence of the President and General Secretary and details of emergency decisions taken must be informed to the governing body.

(5) Extraordinary General Meeting may be called if half of the members of the Governing Body desire it. An authorization letter to this effect should be circulated to all members at least 21 days in advance. If the meeting is not held within two months of the prescribed date the other members of the Governing Body are entitled to call the meeting and all decisions shall be binding of all members of the Association.

2. Minutes of each meeting shall be written and confirmed at the next meeting of the Governing Body. On confirmation they shall be signed by the Chairman. After signatures of the Chairman, minutes shall be final and binding.
3. Quorum for meetings shall be at least one third of the strength of the Governing Body. 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.
4. Notice for the meetings shall be given in writing with agenda and supporting papers at least 21 days in advance.
5. Each member of the Governing Body shall have one vote for all matters placed before them. The Chairman shall have a casting vote in the event of equality of votes.
6. The Governing Body 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.

19. Board of Directors

The management of the Company and of its property and funds shall be vested in the Board of Directors which shall comprise not less than two (2) or more than Seven (07) individuals or as may be decided by the members from time to time, one of whom shall be the Chairman. At

any point in time at least four out of the seven members of the Board of Directors or 60 percent of the total strength of the Board as rounded off to the nearest whole number shall be out of Founder Members and / or Life Members.

20. The following shall be the first Directors of the Company:
- a) Mr. Bharat Bhushan Sharma
 - b) Mr. Thiagarajan Raghupathy

VI. General Body

The General Body shall meet at least once a year before 30th March to:

- Approve Annual Report of the Governing Body
- Approve Annual Accounts
- Approve Budgets
- Appoint Auditors
- Elect the Governing Body

This meeting shall be called the Annual General Meeting of the members.

In addition to the Annual General Meeting, a meeting of the members can be called any time by the President /Secretary General.

21. Notice for all meetings of the members shall be given at least 21 days in advance and shall state the agenda to be taken up at the meeting. No matter can be discussed at the meeting which has not been included in the agenda. All notices shall be accompanied with supporting documents and explanatory notes on matters to be discussed.
22. Minutes shall be drawn and written for all meetings which shall be confirmed at the next meeting and signed by the Chairman as confirmation. After these signatures, the Minutes shall be final and binding.
23. Quorum for all meetings of the General Body shall be one third of the membership. In the event of quorum not being present, the meeting shall be adjourned for 30 minutes and members then present shall form a valid quorum but decision taken in the adjourned meeting shall be approved in the next meeting.
- a. Each member of the General Body shall have one vote by show of hands. On matters to be decided by poll, members present can have votes by proxy provided a valid proxy has been registered before the meeting with the Company Secretary.

VII. ACCOUNTS & FINANCE

24. All funds of the company and also funds at the disposal of the company shall be under complete control of the Governing Body.

25. The Governing Body 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.
26. The Governing Body 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.
27. All records and books of accounts shall be kept at the Registered Office of the company. The Governing Body may decide at any time to keep the records at such other office or offices as they deem fit. The Governing Body may also frame such rules to govern inspection of records by members.
28. At the end of each financial year (April to March) an income & expenditure account with balance sheet as at the end of the year shall be drawn in accordance with statutory requirements and accounting standards.
29. The yearend accounts shall be audited by a qualified auditor appointed by the General Body/Governing Body.
30. The audited accounts along with the auditor's report shall be circulated among the primary members of the company.
31. The first auditors of the company shall be appointed by the Governing Body 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 auditor's remuneration can be fixed either by the General Body themselves or they can delegate the power to the Governing Body. The auditors shall hold office till the conclusion of the Annual General Meeting.

VIII. SEAL

32. The Governing Body 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 a authorized resolution and in the presence of a member of the Governing Body.

IX. INDEMNITY

33. Subject to the provisions of the Act, every President, Vice- President, Member of the Governing Body, Auditor, Manager, 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 Body 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 Body 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.\

X. Right to Information Act:

34. The Association will be a non profitable organization and act under Right to information act if receive financial grants from Government.




XI. DOPING RULE AS PER NATIONAL ANTI-DOPING AGENCY

35. Association shall follow the doping rules as per NADA for fair and transparent playing of sports.

XII. AMENDMENTS

36. Amendments may be made by two third majority in the Annual General Body Meeting.

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. No. | Names, Addresses, Description and occupation of each Subscriber | Signature Of Subscriber | Signature of witness With Description and Occupation |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | THIAGARAJAN RAGHUPATHY S/o RAGHUPATHY R/O 3, FIRST MAIN ROAD GANDHI NAGAR ADYAR CHENNAI, TAMILNADU INDIA 600020 BUSINESS |  | my signature of both  |
| 2. | Bhenuel bhavan sharma S/o Shyam Sunder Sharma A/c C-399, second floor, Hari nagar mayapuri West Delhi, India 110064 Business |  | I witness the subscribers Abhinav upadhyaya R/o 6/41, Sunder wasi, Conlough company Secretary New Delhi - 110051 Practice P.No: 4329 |

Place: New delhi.

Date: 14-08-2013