

CERTIFICATE OF REGISTRATION OF TRUST ASSOCIATION  
THE COMPANIES ACT, 1956  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SUARE CAPITAL  
AND  
LICENSED UNDER SEC. 25 OF THE ACT  
ARTICLES OF ASSOCIATION  
OF  
THE METHODIST CHURCH IN INDIA  
TRUST ASSOCIATION

1. Interpretation: In these Articles, unless the subject or context otherwise requires-
- (a) 'The Company' the 'Trust Association' or the 'Association' shall mean The Methodist Church in India Trust Association and or its duly constituted successors-in interest;
  - (b) 'The Act' means the Companies Act 1956 or any statutory modification thereof;
  - (c) The 'Managing Committee' shall mean the Board of Directors of the Company;
  - (d) 'The Office' mean the Registered offices for the time being of the Company;
  - (e) The 'Month' or 'Year' shall mean the English Calendar Month or English Calendar Year as the case may be;
  - (f) Words importing the singular numbers shall include the plural numbers and vice versa;
  - (g) Words importing the masculine gender shall include the feminine gender;
  - (h) 'The Church' shall mean the Methodist Church in India and/or the Church constituted as its legal successor.
- a. (1) The regulations contained in table 'C' of Sch.1 of the Act shall apply and the following regulations shall also apply in so far as they are not inconsistent with or repugnant to any of the regulation contained in the said Table 'C' and the conditions contained in the license issued to the Company U/s. 25 of the Act.
- (2) LEGAL STATUS. The Company is Limited by guarantee and is a private company within the meaning of Sec 3(1) (iii) of the Act.

A. The number of members of the company is limited to 50 not including.

- (i) Persons who are in the employment of the company and
- (ii) Persons who having been formerly in employment of the company were members of company while in that employment and have continued to be members after employment ceased;;

2. Membership;

A. The membership of the Company shall consist of –

- 1. The Bishops of the Methodist Church in India or their representative successors-in-office;
- 2. The General Secretary of the Methodist Church in India;
- 3. The Central Treasurer of the Methodist Church in India;
- 4. The executive Secretary of the council of Women's Work.

NOTE:

- (i) Those who hold the above offices shall be members by virtue of their office and shall vacate as soon as they cease to hold the office; and after their names are removed from the Register of Members.

5. One Minister and one Lay person elected by the Executive Council of the Methodist Church in India.

B. The number of members with which the company is proposed to be registered is 9 but the board of directors may from time to time whenever the Company or the business of the Company requires its registers on increase of members.

C. Vacancy in the membership or failure of anybody to appoint a member or failure of a person to accept the appointment or election or his suspension from membership under the Church discipline, shall not invalidate the acts of the Company.

D. Termination of membership :

A member shall cease to be a member of the Company-

- (i) If he shall die or become of unsound mind;
- (ii) If he is an undischarged insolvent or has applied to adjudicated as insolvent;
- (iii) If he has been convicted by a Court of any offence involving moral turpitude;
- (iv) On the expiry of the month's notice in writing given by him to the Secretary of the Company intimating his intention of ceasing to be a member ;
- (v) By ceasing to hold office by virtue of which he became a member.

PROVIDED cessation of membership in the aforesaid circumstances will take effect from the date on which his name is removed from the register of Members.

#### 4. Managing Committee:

1. The business affairs of the Association shall be managed by the Managing Committee, which shall not be less than 3 and not more than 9 in number, unless otherwise determined by the general meeting.

The committee shall consists of –

- (a) A Bishop to be appointed by the Council of Bishops of the Church specifying the period for which he shall hold office, but he shall continue in office until his successors is appointed.
  - (b) The General Secretary of the Methodist Church in India;
  - (c) The General Treasurer of the Methodist Church in India ;
  - (d) The Executive Secretary of the Council of Women's Work of the Church ;
  - (e) The Managing Committee may co-opt additional members specifying the period for which they may be members of the Managing Committee.
2. The Bishop serving as a member of the Managing Committee shall be President of the Company and the President shall preside over the general meetings. He shall also be the Chairman of the Managing Committee. In the event of equality of votes, he shall have it casting vote in addition to his vote as a Director.
  3. The General Secretary of the Methodist Church in India shall be the Secretary of the Company :

4. The Central Treasurer of the of the Methodist Church in India shall be the Treasurer of the Company :

5.

Quorums:

The quorum of the Managing Committee shall be either 8 members or  $\frac{1}{4}$  of its total strength whichever is less, provided the quorum shall not be less than two members in any case.

6. The Managing Committee shall have power to act notwithstanding any vacancy in its number, but if and so long as its number is reduced below the minimum number fixed by or pursuant to the regulations of the Association as the necessary quorum for meeting of the Managing Committee, the continuer members of the Managing Committee may act by electing a Chairman in the absence of the Chairman, for the purpose of increasing their number to that number or for summoning a General meeting, but for an other purpose.

In such a contingency, a general meeting shall be convened within six weeks thereof and the persons appointed by the Managing Committee shall hold office only during he intervening period until those who are empowered by these Articles to appoint the respective officers, fill in the vacancies so caused.

7. All acts done by the Managing Committee or by any person acting as a member of the Committee, while representing it and in the interests of it, notwithstanding the excellence of some disqualifications or some defect in the appointment of any member of the Committee or the
8. Questions at any meeting of the Managing Committee decided by a majority of votes. In case of equality of vote, Chairman shall have a second or casting vote.

9. A resolution in writing signed by all the members of the Managing Committee for the time being entitled to receive notice of a meeting of the Managing Committee shall be valid and effectual as it has been passed at a meeting of the Committee duly convened and held.

5. Frequently and place of meeting:

The Managing Committee shall meet a least once in every 18 months and shall be held at such times and places as they may determine and at such other times and places as the Chairman may deem fit.

6. Powers of the Managing Committee:

(a) The general management of the company shall be vested in the Managing Committee who, in addition to the powers express conferred upon them by these Articles, shall have the entire control and may exercise all such powers and do all such acts and things as may exercised or done by the committee provided that he Managing Committee shall not exercise power or do any act or anything which is directed or required whether by the Companies Act or any other Act or by the Memorandum or Articles of Association of the Company or any regulations or directions to be exercised otherwise.

(b) Without prejudice to the generally of the powers mentioned above, the Managing Committee, subject to the provisions of the Act, shall have authority –

1. To delegate any of its powers to a sub-committee consists of such members or others as they thinks fit and may all revoke such delegation. The proceedings of the such committee meetings are subject to revision by the Managing Committee.
2. To pay all costs, charges, expenses, preliminary and incidental to the promotions, formation, registration as establishment of the company ;
3. To appoint any person to accept and hold in trust from company any property or manage any organization, institutions belonging to the company or in which it is interested or for purpose and to exclude and do such deeds, documents and things as may be required in relation to any such organization or institution or trust ;
4. To determine who shall be entitled to sign on behalf of the Company bills, notes, receipts acceptances, endorsements, cheques, releases, contracts and documents and to execute the necessary power of attorney;
5. To invest and deal with any money of the company \_\_\_immediately required for the purpose thereof upon such securities and in such manner as they think fir and from time to time vary or release such investment and to place such money on deposit with any bank or banks ;

6. To set aside any funds of the Company for the purpose of constructing any buildings or starting new institutions or programmes or other special funds and to accumulate income arising there from and from time to time to apply the securities or moneys to the credit of such funds towards the objects for which such funds were created.

7. Meetings of the General Body;

1. The Managing Committee shall. From time to time, determine the time and place of the holding of the general body meetings and make such rules and regulations as they think proper to the summoning and holding of the meeting and for the transaction of the business thereof. The general body may adjourn such meetings.
2. The first annual general meeting shall be held within eighteen months of the registration of the company.
3. (a) Subsequently, subject to section 166 of the Act, the company shall in each year hold in addition any other meeting as its annual general meeting and shall specify the meeting as such in the notices calling the meeting and not more than 15 months shall elapse between the date of one annual general meeting and that of the next; provided, an annual general meeting is held within six months of the close of the financial year, the annual general meeting shall be held on such day and date and at such time as the Managing Committee may from time to time determine having regard to the directions if any given by the company in general meeting ;  
(b) Subject to the provisions of Sec. 210 of the Act, the balance sheet as on the last day of the financial year shall be submitted to the annual general meeting of the company together with a statement on that day of the income and expenditure of the company since the last preceding statement and a report on the state and progress of the company and Auditors' report. The balance sheet, the statement and the report shall be signed by at least two members of the Managing Committee and the Secretary and copies thereof with a copy of the Auditors report to each member at least twenty-one day prior to the annual general meeting.  
(c) In the annual general meeting, the company shall among other business, transact the following ;
  - (i) Consideration of the accounts, balance sheet, the report of the Managing Committee and the Auditors ;
  - (ii) The appointment of and fixing the remuneration of a Auditor or Auditors.
  - (iii) Election of officers and the members of the Managing Committee.  
(d) Quorum :

One third of the numbers of members whose names stand the Register of members for the time being, not being less than 2 members personally present shall be quorum for general meeting.

## 8. NOTICES:

1. Subject to the requirements of the Act to special resolution at least 21 days notice specifying the place, the day and hour of the meeting and in case of special business, the general nature of that business, shall be given to such persons as are, under the Act or the regulations of the company, entitled to receive notices, but the accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings at any general meeting.
2. Notice may be given by the company to any member either personally or by sending it by post to him in a prepaid letter addressed to such member at his registered place of abode.
3. Where a notice is sent by properly addressing, prepaying and posting a letter containing the notice, service of the notice shall be deemed to have been effected forty-eight hours after the time of posting.

## 9. VOTING :

1. All questions arising at a meeting of the company shall be decided by a majority of votes of those present in person and voting except in the case of subjects which require special resolution under the Companies Act, also except in the case of subjects which may be determined by a majority of the Managing Committee as requiring a special resolution barring the subjects respect to the Act only on resolution.
2. A resolution shall be a special resolution when –
  - (a) The intention to propose the resolution as a special resolution has been duly specified in the notice calling the general meeting or other intimation given to the members of the company ;
  - (b) The notice required under the Act has been duly given of the general meeting ;
  - (c) The votes cast in favour of the resolution (whether on a show of hands or on a poll as the case may be) by members who being entitled to vote are not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting.
3. Subject to provision of the following among other matters of the special resolution:
  - (i) Alteration of the memorandum.
  - (ii) Change of name ;
  - (iii) Alteration of Articles ;
  - (iv) For removing the registered office of the company outside the local limits of the town where it is situated, and such other matters requiring special resolution under the Act.
4. In case of equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands take place or at which the poll is demanded shall be entitled to a second or casting vote.
5. At any general meeting, a resolution put to the vote of meeting shall, unless a poll is demanded, be decided by a show of hands.

6. A declaration by the Chairman that by show of hands a resolution has or has not been carried, either unanimously or by a particular majority and entry to that effect in the books containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes cast in favour or against such resolution.
7. Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman on demand behalf by members in person and having not less than one tenth of the total voting power in respect of the resolution or an demand by one member having the right to vote as the resolutions present in person or proxy if not more than seven such members are personal present any by such or present in or by proxy more than such members are personal present.

10. PROXY:

- (a) Any member of the company entitled to attend and vote at a meeting of the company, shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself ;
- (b) The proxy shall be entitled to vote on a poll or otherwise ;
- (c) The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company not less than 48hours before the time of holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- (d) The instrument of proxy shall be in the form given below or in a form as near thereto as circumstances admit ;

THE METHODIST CHURCH IN INDIA TRUST ASSOCIATION

I/We \_\_\_\_\_ of  
 being a member/members of the above named company, hereby appoint  
 of \_\_\_\_\_ or falling him  
 of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our  
 behalf at the Annual General Meeting / General Meeting (not being an Annual  
 General Meeting) of the Company to be held on the \_\_\_\_\_ day of  
 and at every adjournment thereof

SIGNED this the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

.....  
 The instrument appointing proxy shall be deemed to confer authority to demand or  
 join in demanding a poll.

1. The minute of the proceedings or an meeting by a member or of any Managing Committee or sub-Committee, shall be recorded in books to be kept for the purpose (leaving no vacant space) with their pages consecutively numbered, within thirty days of the conclusion of every such meeting concerned. Each page of every such book shall be initialed and the last page of the record of proceedings of each meeting in such books shall be dated and signed.
  - (a) In the case of minutes of proceedings of a meeting of the Managing Committee or of sub-committee thereof, by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
  - (b) In the case of minutes of a general meeting by the Chairman of the same meeting within the aforesaid period of 30 days or in the event of death or inability of that Chairman, within the period, by a member of the Managing Committee duly authorised by the Managing Committee for the purpose.
2. In no case the minutes of proceedings shall be attached to any books as aforesaid by pasting or otherwise.
3.
  - (a) The minutes of each meeting shall contain a fair and correct summary of proceedings thereat ;
  - (b) All appointment of officers made at any of the Meetings aforesaid shall be included in the minutes of the meeting.
4. In the case of a meeting of the Managing Committee of a sub-committee thereof, the minutes shall contain
  - (a) The names of the members present at the meeting:
  - (b) In case of each resolution passed at the meetings, names of the members, if any, dissenting from or not concurring in the resolution.

#### 12. THE SEAL:

- (1) THE Company shall have a common seal in such a form as may be decided by the Managing Committee.
- (2) The Seal shall be in the custody of the Secretary of the Company.
- (3) The Seal shall be affixed to any document or instrument required by law to be sealed and to be executed by the company by the Secretary or any other person duly authorized by the Managing Committee to do so and the Secretary or such other person shall authorize the document or instrument.
- (4) The Seal of the Company shall not be affixed to any document or in document except by the authority of a resolution of the Managing Committee.

#### 10. ACCOUNTS:

1. Subject to any restriction that may be imposed by the Managing Committee from time to time and manner of inspecting the same, all books of accounts of the company shall be open to the inspection of any member of the Managing Committee;



2. Such receipts and expenditure take place or the assets and liabilities of the Company, by the Secretary and Treasurer.
3. The Accounts, unless the Managing Committee from time to time fix any other date thereof, be settled on the 31<sup>st</sup> of December in each year and a statement of income and expenditure of the Company during the preceding year shall be made.
4. Every Balance sheet and Income and Expenditure account when audited and approached in the Annual General Meeting shall be conclusive.

#### 14. AUDIT:

1. Such accounts with all vouchers and receipts and also such statements of accounts shall be examined by an Auditor or Auditors appointed by the Company in Annual General Meeting who shall report thereon to the Company;
2. Every Auditor shall have the right to access at all times to the books and accounts and vouchers of the company and shall be entitled to require from the honorary and other officers of the company such information and explanations as may be necessary for the performance of the duties of the Auditors. The Auditor or Auditors shall sign a certificate at the foot of the statement of account showing whether or not all their requirements as Auditors have been complied with and shall make a report to the company on the accounts examined by them, and on every Balance Sheet laid before the company during their tenure of office and in every such report the Auditors shall state whether in their opinion the statement of accounts referred to in the report in properly drawn up so as to exhibit a true and fair view of the affairs of the company as shown by the books of the company and such report shall be read before the Company in the Annual General Meeting.

#### 15. INDEMNITY:

Every member of the Managing Committee for the time being of the company, shall be indemnified out of the funds of the company against all losses and expenses incurred in the discharge of his duties except such as shall happen through his own willful act or default, and each one shall be chargeable only for so much money or property as he has actually received for or in discharge of the business of the Company, and such one shall be answerable only for his own acts, neglect, default and not for those of any other person, nor for the insufficiency of any security for money invested or of title to any other or property required, not for any loss or damage which may happen through his own willful neglect and default.

#### 16. ARBITRATION:

Any dispute or difference existing between the company and other company, Association, Society, Firm or persons including staff and other employees present and future relating to the workman, the discipline of the Company or other affairs shall be referred to under the Indian Arbitration Act 1940 to the person or persons appeared by the Bishop of the Methodist Church in India residing at Bombay, the decision of the Arbitrator in the matter so referred to happen respected as final.

Signatures, names, address description  
and occupation of the Subscribers

Signatures, names, address description  
and occupation of the Witnesses.

J.R. LANCE, S/o. ROCKWELL LANCE  
BISHOP  
12, BOULEVARD ROAD,  
DELHI - 110054

EMANUEL,  
S/o. LAWRENCE ROBERT MITCHEL  
BISHOP  
22, YMCA ROAD,  
BYCULLA, BOMBAY - 400 008.

M. ELIA PETER,  
S/o. M. PETER VENKANNA  
BISHOP  
27, 1<sup>ST</sup> MAIN ROAD,  
CAMBRIDGE LAYOUT, ULSOUR,  
BANGALORE - 560 008.

S.K. PARMAR,  
S/o. ASHIRWAD K. PARMAR,  
BISHOP  
37, CANTONMENT ROAD,  
LUCKNOW (U.P.) INDIA - 226001

K. SAMUEL,  
S/o. KARRIAPPA,  
BISHOP,  
BISHOP'S HOUSE, CHAPEL ROAD,  
HYDERABAD, A.P. 500 001.

ELLIOT D CLIVE,  
S/o. LATE WALTER CLIVE,  
BISHOPS HOUSE  
CLARA SWAIN HOSPITAL, BOPEILLY, U.P.

STANELY E DOWNES  
S/o. JAMES DOWNES  
METHODIST CENTRE,  
BOMBAY CENTRAL, BOMBAY.

JOHN N HAMCHINAMANI,  
S/o. ANGARPA HAMCHINAMANI,

S.T. PATANKER,  
S/o. J J PATANKER  
OFFICE ASST. ELBD MCI,  
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P.N. GROPE GRADEAN  
S/o. N. P. NARAYANANNAE  
ADVOCATE  
12, MMADRAS - 1.

CENTRAL TREASURER  
ST PETER MISSION BUSINESS  
OFFICE  
P.O. BOX NO. 92, FORT  
BOMBAY.

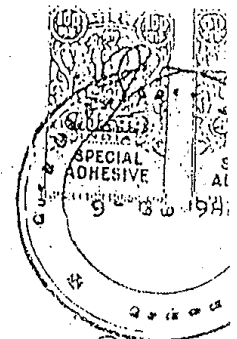
Dated at Bombay the 10<sup>th</sup> day of May 1986

8



THE COMPANIES ACT, 1956

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL AND LICENSED UNDER SEC. 25 OF THE ACT



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ARTICLES OF ASSOCIATION

Date 28.7.88

OF

Receipt No. 66569

THE METHODIST CHURCH IN INDIA

TRUST ASSOCIATION

Registered in the name of

Checked by

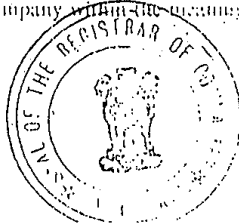
Issued by

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(f) Words importing the singular number shall include the plural number and vice versa;
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(h) 'The Church' shall mean the Methodist Church in India and/or the Church constituted as its legal successor.

2. (1) The regulations contained in Table 'C' of Sch. I of the Act shall apply and the following regulations shall also apply in so far as they are not inconsistent with or repugnant to any of the regulation contained in the said Table 'C' and the conditions contained in the license issued to the Company U/S 25 of the Act.

(2) LEGAL STATUS. The Company is limited by guarantee and is a private company within the meaning of Sec. 3(i) (iii) of the Act.



No. of Pages, 2
No. of Corrections, Nil

- A. The number of members of the company is limited to 50 not including
  - (i) Persons who are in the employment of the company, and
  - (ii) Persons who, having been formerly in employment of the company, were members of company while in that employment and have continued to be members after the employment ceased ;
- B. No invitation shall be issued to the public to subscribe to any debentures of the Association.

3. Membership :

- A. The membership of the Company shall consist of—
  1. The Bishops of the Methodist Church in India or their respective successors-in-office ;
  2. The General Secretary of the Methodist Church in India ;
  3. The Central Treasurer of the Methodist Church in India ;
  4. The Executive Secretary of the Council of Women's Work.

NOTE :

- (i) Those who hold the above offices shall be members by virtue of their office and shall vacate as soon as they cease to hold the office ; and after their names are removed from the Register of Members.
- 5. One Minister and one Lay person elected by the Executive Council of the Methodist Church in India.
- B. The number of members with which the company is proposed to be registered is 9 but the board of directors may from time to time whenever the Company or the business of the Company requires its registers on increase of members.
- C. Vacancy in the membership or failure of anybody to appoint a member or failure of a person to accept the appointment or election or his suspension from membership under the Church discipline, shall not invalidate the acts of the Company.

D. Termination of membership :

- A member shall cease to be a member of the Company—
  - (i) If he shall die or become of unsound mind ;
  - (ii) If he is an undischarged insolvent or has applied to adjudicated as insolvent ;
  - (iii) If he has been convicted by a Court of any offence involving moral turpitude ;
  - (iv) On the expiry of one month's notice in writing given by him to the Secretary of the Company intimating his intention of ceasing to be a member ;
  - (v) By ceasing to hold office by virtue of which he became a member.

PROVIDED cessation of membership in the aforesaid circumstances will take effect from the date on which his name is removed from the register of Members.

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No. of Page : 3  
No. of Corrections : Nil

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#### IV. Managing Committee:

1. The business affairs of the Association shall be managed by the Managing Committee, which shall not be less than 3 and not more than 9 in number, unless otherwise determined by the general meeting.  
The Committee shall consist of—
  - (a) A Bishop to be appointed by the Council of Bishops of the Church specifying the period for which he shall hold office, but he shall continue in office until his successor is appointed;
  - (b) The General Secretary of the Methodist Church in India of the Church;
  - (c) The Central Treasurer of the Methodist Church in India;
  - (d) The Executive Secretary of the Council of Women's Work of the Church.
  - (e) The Managing Committee may co-opt additional members specifying the period for which they may be members of the Managing Committee.
2. The Bishop serving as a member of the Managing Committee shall be the President of the Company, and the President shall preside over the general meetings. He shall also be the Chairman of the Managing Committee: In the event of equality of votes, he shall have a casting vote in addition to his vote as a Director.
3. The General Secretary of the Methodist Church in India shall be the Secretary of the Company;
4. The Central Treasurer of the Methodist Church in India shall be the Treasurer of the Company;
5. Quorum:  
Subject to Sec. 287 of the Act, The quorum of the Managing Committee shall be either 8 members or  $\frac{1}{3}$  of its total strength whichever is less, provided the quorum shall not be less than two members in any case.
6. The Managing Committee shall have power to act notwithstanding any vacancy in its number, but if and so long as its number is reduced below the minimum number fixed by or pursuant to the regulations of the Association as the necessary quorum for meetings of the Managing Committee, the continuing members of the Managing Committee may act by electing a Chairman in the absence of the Chairman, for the purpose of increasing their number to that number or for summoning a General meeting, but for no other purpose.  
In such a contingency, a general meeting shall be convened within six weeks thereof and the persons appointed by the Managing Committee shall hold office only during the intervening period until those who are empowered by these Articles to appoint the respective officers, fill in the vacancies so caused.
7. All acts done by the Managing Committee or by any person acting as a member of the Committee, while representing it and in the interests of it, notwithstanding the existence of some disqualifications or some defect in the appointment of any member of the Committee or the



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No. of Corrections: 100

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8. Questions arising at any meeting of the Managing Committee decided by a majority of votes. In case of equality of votes, Chairman shall have a second or casting vote.  
*Subject to Sec 292 of the Act*
9. A resolution in writing signed by all the members of the Managing Committee for the time being entitled to receive notice of a meeting of the Managing Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

5. *VI* Frequency and Place of meeting:

The Managing Committee shall meet at least once in every 12 months and shall be held at such times and places as they may determine and at such other times and places as the Chairman may deem fit.

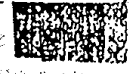
6. *VII* Powers of the Managing Committee:

- (a) The general management of the company shall be vested in the Managing Committee who, in addition to the powers expressly conferred upon them by these Articles, shall have the entire control and may exercise all such powers and do all such acts and things as may be exercised or done by the company, provided that the Managing Committee shall not exercise any power or do any act or anything which is directed or required by the Companies Act or any other Act or by the Memorandum or Articles of Association of the Company or any regulations or directions to be exercised otherwise.
- (b) Without prejudice to the generality of the powers mentioned above, the Managing Committee, subject to the provisions of the Act, shall have authority—
1. To delegate any of its powers to a sub-committee consisting of such members or others as they think fit and may at any time revoke such delegation. The proceedings of the sub-committee meetings are subject to revision by the Managing Committee;
  2. To pay all costs, charges, expenses, preliminary and incidental to the promotion, formation, registration and establishment of the company;
  3. To appoint any person to accept and hold in trust for the company any property or manage any organisation or institution belonging to the company or in which it is interested or for any purpose and to execute and do all such deeds, documents and things as may be required in relation to any such organisation or institution or trust;
  4. To determine who shall be entitled to sign on behalf of the Company bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents and to execute the necessary power of attorney;
  5. To invest and deal with any money of the company not immediately required for the purpose thereof upon such securities and in such manner as they think fit and from time



No. of Page : *5*  
No. of Conditions : *11*

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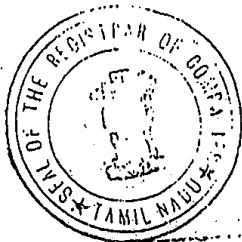


8. VIII. NOTICES:

1. Subject to the requirements of the Act to special resolution, at least 21 days' notice specifying the place, the day and hour of the meeting and in case of special business, the general nature of that business, shall be given to such persons as are, under the Act or the regulations of the company, entitled to receive notices, but the accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings at any general meeting.
2. Notice may be given by the company to any member either personally or by sending it by post to him in a prepaid letter addressed to such member at his registered place of abode.
3. Where a notice is sent by properly addressing, prepaying and posting a letter containing the notice, service of the notice shall be deemed to have been effected forty-eight hours after the time of posting.

9. IX. VOTING:

1. All questions arising at a meeting of the company shall be decided by a majority of votes of those present in person and voting except in the case of subjects which require special resolution under the Companies Act, also except in the case of subjects which may be determined by a majority of the Managing Committee as requiring a special resolution *barring the subjects respect on the Act only on resolution*
2. A resolution shall be a special resolution when —
  - (a) The intention to propose the resolution as a special resolution has been duly specified in the notice calling the general meeting or other intimation given to the members of the company;
  - (b) The notice required under the Act has been duly given of the general meeting;
  - (c) The votes cast in favour of the resolution (whether on a show of hands or on a poll as the case may be) by members who being entitled to vote are not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting.
3. Subject to provisions of the Act, the following among other matters require special resolution:
  - (i) Alteration of the Memorandum;
  - (ii) Change of name;
  - (iii) Alteration of Articles;
  - (iv) For removing the registered office of the company outside the local limits of the town where it is situated, and such other matters requiring special resolution under the Act.
4. In case of equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands take place or at which the poll is demanded shall be entitled to a second or casting vote.
5. At any general meeting, a resolution put to the vote of meeting shall, unless a poll is demanded, be decided by a show of hands.



No. of Pages: 6

No. of Corrections: Nil

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6. A declaration by the Chairman that by show of hands a resolution has or has not been carried, either unanimously or by a particular majority and entry to that effect in the books containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes cast in favour or against such resolution.

7. Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman on demand in that behalf by members in person and having not less than one-tenth of the total voting power in respect of the resolution or on demand by *one member* *present in person or proxy if not more than seven*

**PROXY:**

- (a) Any member of the company entitled to attend and vote at a meeting of the company, shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself;
- (b) The proxy shall be entitled to vote on a poll or otherwise;
- (c) The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting, or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- (d) The instrument of proxy shall be in the form given below or in a form as near thereto as circumstances admit;

*one member present in person or proxy if not more than seven such persons present in person or by proxy more than one member present*

**THE METHODIST CHURCH IN INDIA TRUST ASSOCIATION**

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member / members of the above named company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my / our proxy to vote for me / us on my / our behalf at the Annual General Meeting / General Meeting (not being an Annual General Meeting) of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at every adjournment thereof.

SIGNED this the \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_

The instrument appointing proxy shall be deemed to confer authority to demand or join in demanding a poll.



No. of Pages 1  
No. of Corrections 1

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Hyderabad

1. The minutes of the proceedings of an meeting, or of any Managing Committee, or sub-Committee, shall be recorded in books to be kept for the purpose (leaving no vacant space) with their pages consecutively numbered, within thirty days of the conclusion of every such meeting concerned. Each page of every such book shall be initialled and the last page of the record of proceedings of each meeting in such books shall be dated and signed.

(a) in the case of minutes of proceedings of a meeting of the Managing Committee or of sub-committee thereof, by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

(b) In the case of minutes of a general meeting by the Chairman of the same meeting within the aforesaid period of 30 days or in the event of death or inability of that Chairman, within the period, by a member of the Managing Committee duly authorised by the Managing Committee for the purpose.

2. In no case the minutes of proceedings shall be attached to any books as aforesaid by pasting or otherwise.

3. (a) The minutes of each meeting shall contain a fair and correct summary of proceedings thereat;

(b) All appointment of officers made at any of the Meetings aforesaid shall be included in the minutes of the meeting.

4. In the case of a meeting of the Managing Committee or a sub-committee thereof, the minutes shall contain

(a) The names of the members present at the meeting;

(b) In case of each resolution passed at the meetings, names of the members, if any, dissenting from or not concurring in the resolution.

12. XII. THE SEAL:

(1) The Company shall have a common seal in such a form as may be decided by the Managing Committee;

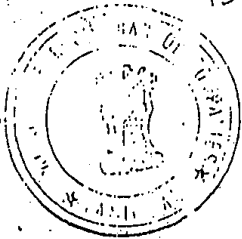
(2) The Seal shall be in the custody of the Secretary of the Company;

(3) The Seal shall be affixed to any document or instrument required by law to be sealed and to be executed by the company, by the Secretary or any other person duly authorised by the Managing Committee to do so and the Secretary or such other person shall counter-sign the document or instrument.

(4) The Seal of the Company shall not be affixed to any document or instrument except by the authority of a resolution of the Managing Committee.

13. XIII. ACCOUNTS:

1. Subject to any restriction that may be imposed by the Managing Committee from time to time and manner of inspecting the same, all books of accounts of the company shall be open to the inspection of any member of the Managing Committee;



No. of ...  
No. of ...

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- expanded by the... such receipts and expenditure take place, or the assets and liabilities of the Company, by the Secretary and Treasurer.
3. The accounts, unless the Managing Committee from time to time fix any other date thereof, be settled on the 31st of December in each year and a statement of income and expenditure of the Company during the preceding year shall be made.
  4. Every Balance sheet and Income and Expenditure account when audited and approved in the Annual General Meeting shall be conclusive.

14. XIV. AUDIT:

1. Such accounts with all vouchers and receipts and also such statements of accounts shall be examined by an Auditor or Auditors appointed by the Company in Annual General Meeting who shall report thereon to the Company;
2. Every Auditor shall have the right to access at all times to the books and accounts and vouchers of the company and shall be entitled to require from the honorary and other officers of the company such information and explanations as may be necessary for the performance of the duties of the Auditors. The Auditor or Auditors shall sign a certificate at the foot of the statement of account showing whether or not all their requirements as Auditors have been complied with and shall make a report to the company on the accounts examined by them, and on every Balance sheet laid before the company during their tenure of office and in every such report the Auditors shall state whether in their opinion the statement of accounts referred to in the report is properly drawn up so as to exhibit a true and fair view of the affairs of the company as shown by the books of the company and such report shall be read before the Company in the Annual General Meeting.

15. XV. INDEMNITY:

Every member of the Managing Committee for the time being of the company, shall be indemnified out of the funds of the company against all losses and expenses incurred in the discharge of his duties except such as shall happen through his own wilful act or default, and each one shall be chargeable only for so much money or property as he has actually received for or in discharge of the business of the Company, and each one shall be answerable only for his own acts, neglect or default and not for those of any other person, nor for the insufficiency or any security for money invested or of title to any estate or property required, nor for any loss or damage which may happen through his own wilful neglect or default.

16. XVI. ARBITRATION:

Any dispute or difference of opinion existing between the company and other company, Association, Society, Firm or persons including staff and other employees, members past, present and future relating to the working of the discipline of the Company or other affairs shall be referred to under the Indian Arbitration Act, 1940 to the person or persons appointed by the Bishop of the Methodist Church in India residing at Bombay. The decision of the Arbitrator in the matter so referred to shall be accepted as final.



12. 31. 1940

*Bar*

Signatures, names, addresses  
description and occupation  
of the subscribers.

Signatures, names, addresses  
description and occupation  
of the witnesses.

J.P. Lance s/o ROCKWELL LANCE  
(J.P. LANCE) BISHOP  
12 BOULEVARD ROAD  
DELHI - 110054

E. Mitchell s/o LAWRENCE ROBERT MITCHELL  
(E.A. MITCHELL) BISHOP  
22 J.M.C.H. ROAD  
Byculla, BOMBAY 400008

M. Anapud s/o M. PETER VENKANNA  
(M. ELIA PETER) BISHOP  
27. 1<sup>st</sup> MAIN ROAD  
CAMBRIDGE LAYOUT - ULSOOR  
BANGALORE - 560005

S.K. Parmar s/o ASHIRVIND K. PARMAR  
(S.K. PARMAR) BISHOP  
37 Cantonment Road  
Lucknow (U.P) INDIA 226001

K. SAMUEL  
(K. SAMUEL) BISHOP  
5-8-33L

KARRIAPPA  
BISHOP  
BISHOP'S HOUSE, NO: 5-8-33L  
CHAPEL ROAD  
HYDERABAD, A.P. 500001

Beneficiary  
P. D. George  
2-3001 (ELLIOT D. CEIVE)

Stanley E. Downes  
STANLEY E. DOWNES  
METHODIST CENTRAL OFFICE  
BOMBAY CENTRAL, BOMBAY 400008

Signature

JOHN T. HANCHIMANNI  
S/o MANGAPPA HANCHIMANNI  
CENTRAL TREASURER  
METHODIST MISSION BUSINESS OFFICE  
P.O. BOX 92, FORT, BOMBAY.

Dated at Bangalore this 10th day of May 1981



No. of Page 1  
No. of Corrections Nil

Witnesses:  
S. J. Parvate s/o J. J. Parvate  
METHODIST CENTRE,  
12th Main Road, BOMBAY 400008

P. N. George  
S/o P. N. George  
12, Subbarao Street,  
Hauz Khas - 1.

Witnesses:  
METHUEN PROVISIONAL TRUST  
METHODIST CHURCH IN SCOTLAND ASSN  
METHODIST CENTRE  
12th Main Road, BOMBAY 400008