

**MEMORANDUM OF ASSOCIATION  
OF A NON-PROFIT COMPANY**

- I. The name of the company is  
.....
- II. The Registered office of the Company will be located in the State of  
xxxxxx.
- III. A. The main objects of the company on its incorporation are :-
- i) To create awareness on various social, moral and economic issues affecting the country and to direct this awareness to developing innovative means of generating resources-financial, material and professional and channelise these resources through people and projects in the field ;
  - ii) To promote national integration and encourage, support and develop social welfare programmes for balanced growth of the nation ;
  - iii) To provide financial or any other assistance towards relief and rehabilitation of the populace affected by calamities like cyclones, earthquakes, epidemics, fire, famine, floods, war, riots, etc. ;
  - iv) To establish, maintain or support a home or homes for widows, orphans, special centres for providing shelter and protection to women and children in distress ;
  - v) To create and promote enlightened public opinion on various issues affecting the citizens of the country ;
  - vi) To encourage conservation, afforestation and protection of the environment including birds, animals and all species of plants and animals ;
  - vii) To provide food, clothing and shelter to all those in need and provide pecuniary assistance to those unable to fend for themselves due to old age, disease or any physical or mental handicap ;
  - viii) To undertake, or assist in undertaking, projects like digging wells, providing drinking water facilities, fodder for cattle, grains, seeds and fertilizers for farming, agricultural tools etc. ;
  - ix) To establish, maintain or support dharamshalas, resthouses, convalescing homes, health and immunisation camps, infirmaries, orphanages ;
  - x) To provide assistance for building or maintaining roads, national and state highways, bridges, reservoirs, irrigation tanks, tube wells, recreation centres, parks, playgrounds for children, libraries, museums, art galleries, cultural centres for the benefit of the public and improving their quality of life ;
  - xi) To support the initiative of any individual, group or organisation in promoting education both formal and informal and for children and adults ;
  - xii) To establish, take over, run, maintain, assist and support hospitals,

including mobile hospitals, charitable dispensaries, maternity homes, sanatoriums, medical centres, medical camps, health education and family planning centres, children welfare centres, natural health centres, nutrition centres and any other institution or forum for preventive, curative or primary health-care and treatment ;

- xiii) To establish take over, run, maintain a centre or centres for senior citizens or retirement homes or old peoples homes with facilities for boarding, lodging, health-care, nutrition, recreation, etc., as may be necessary ;
- xiv) To construct low cost buildings and houses for the poor, disadvantaged and those in distress, especially in the rural and/or urban slums or wherever found necessary ;
- xv) To conduct and organise seminars, workshops, conferences, meetings, public lectures.

B. The objects incidental or ancillary to the attainment of main objects are :

- i) To co-operate with the Central and State and Local Government in formulation of laws and policies-concerning Community, Urban and Rural Development and to offer proper advice in implementation of such laws and policies.
- ii) To retain and/or employ skilled professionals or technical advisers and other staff and workers in connection with the objective of the Company and pay such fees and remuneration as may be though expedient and for the purpose to appoint, suspend and dismiss employees of the Company.
- iii) To solicit obtain or accept subscriptions, donations, grant-in-aid, gifts and endowments, bequeath and trust of moveable or immovable property of any kind from Government, Municipalities, other local and public bodies, co-operative societies or other person or persons on such terms and conditions as considered fit and proper by the Managing Committee and otherwise to receive money.
- iv) To purchase or to take by way of lease, sublease, gifts, exchange, hire or otherwise acquire any movable or immovable property and in particular any land, building, workshop, laboratory, machinery, equipment, furniture, scientific record, experimental data, library, plant, apparatus, appliance and any right or privilege necessary or convenient for the purpose of the Company and to construct, erect, develop, alter, improve and maintain any building.
- v) To borrow or raise money for the purpose of the Company on terms and conditions as may be considered fit and proper by the Committee of Management.
- vi) To make rules and regulations in connection with the management and control of the Company.
- vii) To create productive employment by improving the existing skills and introducing new skills by proper training both in the field of agriculture as well as small and cottage industries.

C. The other objects for which the Company is established are :

- i) To sell, charge, hire, lease, demise, let, mortgage, dispose of or otherwise deal with and manage the assets and properties movable or immovable of the company.
- ii) To sell, dispose of, distribute, market or denote the produces and products generated in carrying out any of the activities of the company.

- iii) To set up and run farms, processing units, distribution and marketing centres.
  - iv) To establish, promote, co-operate with or become a member of any associations, institutions and other bodies having similar object of community and rural development or to appoint trustees, agents or delegates for control, management, superintendence of such association, institutions and other bodies and afford financial assistance to or otherwise assist the same.
  - v) To establish, maintain, control and manage branches of the company in the country and elsewhere.
  - vi) To establish, and support or aid in the establishment or support of associations, institutions, funds, trusts and convenience calculated to benefit employees or ex-employees of the company or the dependent of such person, and to grant pensions and allowances to make payments towards insurance of such persons.
  - vii) To pay out of the funds belonging to the company or out of any other particular part of such funds all expenses of or incidental to the formation of the company and for management and administration of any of the objectives of the company including all rents, license fees, taxes, outgoing salaries, honorarium and other benefits to employees.
  - viii) To draw, make, accept, endorse, discount the cheques notes or other negotiable instruments.
  - ix) For the purpose of the company to sign deeds, documents and assurances as may be necessary.
  - x) To do all other things that are incidental or conducive to the attainment or furtherance of the aims and objectives of the company.
- Provided that the company shall not support with its funds, or endeavour to impose on or procure to be observed by, its members or others, any regulations or restriction which, if an object of the company, would make it a Trade Union.

IV. The objects of the Company extends to the whole of the country in general and the State of ..... in particular.

- V. a) The no income and property aforesaid shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been members of the company or to any one or more of them or to any person claiming through any one or more of them.
- b) No portion of the income or property aforesaid shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been members of the company or to any one or more of them or to any person claiming through any one or more to them.
- c) Except with the prior approval of the general body no remuneration, or other benefit in money or money's worth shall be given by the Company to any of its members, whether officers or servants of the Company or not, except payment of out of pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the Company.
- d) Except with the previous approval of general body no member shall be appointed to any office under the Company which is remunerated by salary, fees or in any other manner not excepted by sub-clause (3).

- e) Nothing in this clause shall prevent the payment by the Company in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being a member) in return for any services actually rendered to the Company.
- VI. No addition or amendment shall be made to this Memorandum of Association or the Regulation contained in the Articles of Association for the time being in force unless the same has been previously submitted to and approved by the Regional Director.
- Clause V & VI contain the conditions on which a licence is granted by the Central Government to the Company in pursuance of Section 25 of the Companies Act, 1956.
- VII. The liability of the members is limited.
- VIII. The Share Capital of the Company will consist of Rs. 1,00,000/- (Rupees One Lakh Only) divided into 10,000/- (Ten Thousand) Equity Shares Rs. 10 (Rupees Ten) each with the power to increase or reduce, subdivide or consolidate it as the Company may think fit as per the provisions of the Companies Act, 1956.
- IX. True accounts shall be kept of the all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place ; and of the property, credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the company shall be examined and the correctness of the balance sheet and Income and Expenditure Account ascertained by one or more properly qualified auditor or auditors.
- X. If upon winding up or dissolution of the Company, there remains after the satisfaction of all the debts and liabilities, any property whatsoever the same shall not be distributed among the members of the Company but shall be given or transferred to such other Company or Society, Trust having objects similar to the objects of this Company to be determined by the members of the Company at or before the time of dissolution or in default thereof, by the High Court of judicature that has or may acquire jurisdiction in the matter.