



ARTICLES OF ASSOCIATION Of WORLD NRI COUNCIL

(THE COUNCIL LIMITED BY SHARES NOT FOR PROFIT UNDER
THE REGULATION OF MINISTRY OF CORPORATE AFFAIRS)

1. INTERPRETATION

In these Articles unless there by anything repugnant to the subject or context the following words shall have the meaning written against them:-

- a. The Organisation/Council means “WORLD NRI COUNCIL”
- b. The 'Act' or 'The said Act' will be regulated by Ministry of Corporate Affairs as amended by any Act or Acts for the time being in force in the union of India.
- c. The Director(s) means the Director(s) of the Council and includes any person who is the member of the Board of Directors, by whatever name called.
- d. 'The Board of Directors' or 'The Board Members' means The Board of Directors. (Explanation; to be on board, Share holder should hold 50 shares).
- e. Member means a Board Member, Executive Member or General Member.
- f. 'Register of Members' means a Register of Members to be kept pursuant to the Act.
- g. 'The Office' means the Registered Office or the Administrative office of the Council.
- h. 'Seal' means the Common seal of the Council.
- i. 'Writing' shall include printing and lithography and any other mode of representing or reproducing words in visible form and includes fax and e-mails.
- j. 'Rules & Regulations' means Those Rules & Regulations as from time to time altered or added to by Special Resolution by the majority of Board of Directors.
- k. 'Extra Ordinary General Meeting' means all general meetings other than annual general meeting shall be called extraordinary general meeting.

2. TABLE “F” TO APPLY

The Regulation contained in table “F” in the first Schedule of the Act, regulated by Ministry of Corporate Affairs and applicable to Private Councils shall apply to this Council except as modified herein by these Articles.



3. OFFICIAL LANGUAGE

World NRI Council's Global Committee Official Language should be English, this will not be applicable to National Committee, Regional Committee and Area Committee, but in any case Hindi and English knowledge will be given extra preference.

4. WORLD NRI COUNCIL – BOARD OF DIRECTORS

The Council is regulated by Ministry of Corporate Affairs with a minimum paid-up share capital as may be prescribed and accordingly:

- a) Shares can be transferred with the approval of the majority of Board of Directors in the General Body Meeting or by a special resolution passed by majority of Board of Directors.
- b) Limits the number of its members to two hundred.

Provided further that:-

- a) Persons who are in the employment of the Council; and
- b) Persons who, having been formerly in the employment of the Council were members of the Council while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members; and
- c) Prohibits any invitation to the public to subscribe for any securities of the Council.

5. BOARD OF DIRECTORS – RESTRICTIONS & CEILING

Minimum share to be taken by a person to become a Director / Share holder is 50 Shares in their name. No one is allowed to take more than fifty shares, ceiling of fifty shares is kept in order to ensure extremely complete democracy. A person who takes 50 Shares will have the right of a Director / Share holder including voting power. Every share holder will be in the Board of Directors, so there will be maximum of 200 Board of Directors, many number of Board of Directors again ensure transparent democracy, there by Financial transparency is also extremely ensured.

6. ELECTORAL PROCESS

Electoral process will be completely on a democratic way. Elections are conducted by Election Commission of World NRI Council. Chief Election Commissioner of World NRI Council will be selected by the majority of Board of Directors in the General Body Meeting or by a special resolution passed by majority of Board of Directors, whose decision will be final on Electoral Process. Election intimation will be communicated electronically only. Minimum there



should be two Candidates for election and the maximum will be three for any Governing body election process. If there is only one candidate they will be declared as a winner by - Regional Committee if it's for Area Committee, National Committee if it's for Regional Committee, Global Committee if it's for National Committee, Board of Directors if it's for Global Governing Body or Ad hock Committee appointed by Board of Directors. Every member – Board Members / Executive Member / General Member has the right to vote in their own area only. Three years will be the period of each governing body, the members will vote in the most advanced technology and privacy – via Mobile App. Global Governing Body winners will be declared through Press meet. National Governing Body winners will be declared through Press release. Regional and Area Governing Body winners will be declared through Official Website and Official Social Medias. Counting of Votes will be shared in Official Web site and Official Social Medias live.

Due to any reason such as death, resignation etc if a vacancy arises in any of the six Governing Body (Global, National, Regional, Area, Home, External Home) provided there is more than one year term balance for the Governing Body, which should be filled up within 30 – 45 days time by an Election or other pre-decided process. If the balance of the term is less than one year, it should be filled up by the concerned Governing Body's majority, within 30 – 45 days time. If there is a technical fault, malpractice or due to any valid reason that Chief Election Commissioner thinks to make a particular election null and void, new voting will be conducted in 30 - 45 days time (only voting). Voting day will be in a normal holiday of the respective country (eg: If it's in UAE, it will be on Friday) and the timing will be Twelve hours which looks convenient for the members in the respective country. Results of the vote will be declared officially within Forty Eight hours after the complete voting is over. Filtering Committee should approve nominated candidate.

Voting Rights - Regional and Area committee

Voting rights to decide, Regional and Area committee is reserved on:

- General members who will have one vote with the value of one vote only.
- Executive members who will have one vote with the value of two votes.
- Board of Directors who will have one vote with the value of three.

Regional Committee shall be free to adopt their own rules of operation in line with the Articles of the World NRI Council.



Voting Rights - National Committee

Voting rights to decide, National Committee is reserved on:

- Executive members who will have one vote with the value of one vote only.
- Board of Directors who will have one vote with the value of two.
- Regional Governing Body - Each member will have one vote with the value of one vote only.

National Committee is free to adopt their own rules of operation in line with the Articles of the World NRI Council.

Voting Rights - Global Committee

Voting rights to decide, Global Committee is reserved on:

- Board of Directors who will have one vote with the value of one vote only.
- National Governing Body members who will have one vote with the value of one vote only.

Global Committee is free to adopt their own rules of operation in line with Articles of World NRI Council. National Governing Body can nominate one candidate to Global Committee.

Voting Rights - Home Committee

In the election process of Global Committee, Home Committee members nominated by Global Committee will have the right to vote. One Home Committee member will have one vote, with the value of one vote only.

7. FILTERING COMMITTEE

Filtering Committee is a committee which finalizes nomination of the candidate for election. All types of Filtering Committees will be nominated by Global Governing Body, in this regard no one has the right to question Global Governing Body, and Filtering Committees decision is final and binding, even Global Governing Body will not have the right to question the Filtering Committees decision. Filtering criteria of the Filtering Committee will be as follows:

- i. Years of experience in locality concerned
- ii. Social experience and involvement
- iii. Status as an Individual
- iv. Capacity to influence
- v. Health
- vi. Availability to work



- vii. Capacity to bring new members
- viii. Management skill
- ix. Multi Lingual
- x. Well known personality
- xi. Age between 30 to 55
- xii. Minimum 5 years NRI
- xiii. No criminal case

8. ORGANIZATIONAL STRUCTURE

The organization structure of the Council is broadly classified into five heads:

- i. GLOBAL COMMITTEE (GC)
- ii. NATIONAL COMMITTEE (NC)
- iii. REGIONAL COMMITTEE (RC)
- iv. HOME COMMITTEE (HC)
- v. EXTERNAL HOME COMMITTEE (EHC)

Global Committee – The World NRI Council will have an international voice for NRIs to control and go ahead with government bodies in India and all over the world, through the Global Committee which is elected by the Board of Directors through electoral process or by a special resolution passed by majority of Board of Directors for a term of Three years.

National Committee - In each country there will be a National Committee representing those countries NRIs. The National Committee will be governed, taking into consideration the laws of that country and will have a three year term under the rules and regulations framed by World NRI Council, which is in force and will be controlled by Global Committee.

Regional Committee - In each region there will be a Regional Committee representing those regions NRIs. The Regional Committee will be governed, taking into consideration the laws of that country and will have a three year term under the rules and regulations framed by World NRI Council, which is in force and will be controlled by National Committee.

Addl. Note: Area Committees & Other Committees – Under Regional Committees as per the requirement will form Area Committee and other committees, from time to time and place to place.



Empowering NRI's For Emerging India

Home Committee – The World NRI Council will also have Home Committees (State Committees) in all states and Union Territories of India. Each State having one Home Committee will be under Global Committee, and totally controlled by Global Committee itself. Likewise each Union Territories having one Home Committee will be under Global Committee, and totally controlled by Global Committee itself. If there is no Global Committee, Global Ad-hock committee appointed by the majority of Board of Directors will be responsible for the role of Global Committee, and if there is no Ad-hock committee Board of Directors will be responsible for the role of Global Committee. Once Global Committee is in force, they will be solely responsible for their role. Home Committees preferred language will be English or Hindi, but communication can be done in regional Language while communicating with the External Home Committee. Committees Magna Carta, Rules, Regulations, Policies, Powers and Limitations will be framed by Global Committee and Home Committee will work accordingly. Global Committee will nominate two persons from each district, of each state to form Home Committees, all the nominated members of each state will together form one Home Committee in each state. Likewise Global Committee will nominate two persons from each districts, of each Union Territories to form Home committees, all the nominated members of each union territories will together form one Home Committee in each Union Territories. Nominated members are known as Home Committee Members (State Committee Members) and has the right to vote in Global Committee. Home Committee's Governing body team will be Twelve, elected from among the member's majority and the hierarchy will be as follows:

1. One President
2. Two Vice President
3. One General Secretary
4. One Deputy Secretary
5. One Treasurer
6. One Deputy Treasurer
7. Five Executive Members

Except Delhi in all other Union Territories such as Dadra and Nagar Haveli, Lakshadweep, Pondicherry, Andaman and Nicobar, Chandigarh, Daman and Diu the nominated members will be added to the nearest states Home Committee, which will be decided by the Global Committee. Delhi will be having an independent Home Committee.

All other matters will be decided by Global Committee as per the need, from time to time.



External Home Committee: Each Home Committee will have an External Home Committee. The External Home Committees will bridge the gap between Home Committees and Global committee mainly for easy communication in regional Language. External Home Committees will be formed by Global committee, preferably from Board of Directors of that state, if not possible with an external team appointment by a special resolution of Global Committee or by the majority of Board of Directors in the General Body Meeting or Ad-hock committee constituted by Board of Directors.

9. NOMINATION ELIGIBILITY FOR HOME COMMITTEE

Any individual who qualify below nomination eligibility criteria can be nominated to Home Committee.

- a) Individual should be an Indian.
- b) Should be a NRI for a minimum period of five years, either at present or in the past.
- c) Should hold a valid Indian passport.
- d) Should not have convicted to any criminal offences in any Country.
- e) Should be Thirty years of age.
- f) Should have a postal address in India.
- g) Maximum age limit should be 60.
- h) Leadership capability is must.
- l) Should not be a Lunatic.
- j) Should not be insolvent.
- k) Should be healthy.
- l) Social activity profile will be given special preference.
- m) Should be having a membership either as Executive Membership or Board Member in World NRI Council.

10. MEMBERSHIP ELIGIBILITY, OUTSIDE INDIA

Any individual who qualify any of the below membership eligibility criteria can be a member.

- i. Every individual who is a citizen of India or hold an Indian Passport can become the member of the Council. Provided that;
 - a) Must be a NRI bank account holder.
 - b) Should be a NRI for a minimum period of one year.



- c) Should not have convicted to any criminal offences in any Country.
 - d) Should be Eighteen years of age.
 - e) Indian by birth (born to Indian parent or parents).
 - f) Should have a postal address both in India and abroad.
- ii. A resident Indian citizen, who presently owns any business outside India, running for not less than five years, and have been in the status of Non-resident Indian (NRI) for not less than five years.

11. APPLICATION FOR MEMBERSHIP

- i. The application for membership shall be in writing and signed by the candidate via digitally or by hand or by post. The application shall be sent to the Delhi Office of the Council together with the receipt of necessary fees paid as prescribed by the Council.
- ii. Membership application received would be considered by the Scrutiny Committee appointed by the Global Committee of the Council in accordance with the procedure which may be laid down from time to time by the Council. The decision of the Global Committee shall be taken at their meeting with 3/4th majority.
- iii. When an application for membership rejected the applicant is debarred from making a fresh application within six months from the date of rejection of such application and the payment will be refunded.

12. REGISTER OF THE MEMBERS

The Council shall maintain at registered office a register of all its members and shall enter therein, the particulars required as per the Ministry of Corporate Affairs regulation.

13. RIGHTS OF MEMBERS

- i. Each member shall be entitled to participate in the General Meetings held in that country.
- ii. Each member shall have a right to stand for election and have the power to vote on National or Regional Council provided the member is registered as a member prior six months of the date of election. The voting rights will be as per the Election rules and regulations of World NRI Council passed by the majority of Board of Directors in the General Body Meeting.



- iii. Each Member shall have the right to inspect the Books of Account and Minutes Books of the General meetings and Register of members of the Council, on any working day, during office hours by giving at least 15 days' notice in writing and obtaining the permissions to do so.
- iv. In addition all members will enjoy all the rights passed by World NRI Council's Global Committee which is in force from time to time and country to country.

14. CESSATION OF GENERAL AND EXECUTIVE MEMBERSHIP

The Global Committee of the Council shall have the powers to expel/terminate member or/and members, from the membership of the above Council, on the following grounds:-

- a. On death.
- b. If found to be involved in any anti-social activities.
- c. If adjudged by any court of law to be a criminal offender.
- d. If member works against the aims and objects of the Council.
- e. If he fails to pay the subscription of contribution for two consecutive years.
- f. If he disregards Rules and Regulations, objectives or disobeys the decisions of the Global Committee.
- g. If the member is an institutional member / partnership firm / Company / Association of persons, on it being wound up or declared insolvent.

15. CONSEQUENCES OF CESSATION OF GENERAL AND EXECUTIVE MEMBERSHIP

A person ceasing to be a member shall nevertheless remain liable for and shall pay to the Council all monies which at the time of the cessation may be due to the Council.

16. RIGHTS OF BOARD MEMBERS

- i. Each Board Member shall be entitled to participate in all types of Meetings held in India and around the World.
- ii. Each member shall have a right to stand for election and have the power to vote on Global, National and Regional Committees. The voting rights will be as per the Election rules and regulations of World NRI Council passed by majority of Board of Directors in the General Body Meeting or by a special resolution passed by majority of Board of Directors.



- iii. Each Board Member shall have the right to use Personal Car Bumper board in India and Personal Car Sticker in India and abroad. Also Board Member can use his identity as a, Board Member – World NRI Council, in Business Card or Visiting Card with their Name.
- iv. Each Board Member shall have the right to use the identity of Board Member – World NRI Council, in his Webs, Blogs and Profiles.
- v. Each Board Member will be a Special Invitee for all the Events, Conferences, Meetings and Festivals conducted directly by World NRI Council based on time to time special resolutions passed by Global Committee.
- vi. Each Board Member shall have the right to inspect all Books of Account, Reports, Records and Minutes Books of all meetings on any working day, during office hours by giving at least 15 working days notice in writing and obtaining the permissions to do so.
- vii. In addition all Board members will enjoy all the rights passed by World NRI Council's Global Committee which is in force from time to time and country to country.

17. CESSATION OF BOARD MEMBERSHIP

The Global Committee of the Council shall have the powers to expel/terminate member or/and members, from the membership of the above Council, on the following grounds:-

- a. On death.
- b. On written resignation.
- c. If found to be involved in any anti-social activities.
- d. If member works against the aims and objects of the council in any way.
- e. If he disregards rules and regulations, objectives or disobeys the decisions of the global committee.
- f. If a Director/Board Member convicted by any court in the world in any Criminal offences, the Board Membership/Directorship will be terminated with immediate effect.
- g. If a Director/Board Member is involved in Terrorism, Anti Religion, Anti Caste, Colour Discrimination, Gender Discrimination and Anti Nationalism, the Board Membership / Directorship will be terminated with immediate effect.
- h. Once terminated the Director/Board Member will lose all his rights as a Board Membership / Directorship and will only have the right of a Share holder.



- i. If Director Board Member / Share holder expires or suffering from major illness or become lunatic, their shares should be transferred to their nominee. Nominee should be an NRI at the time of Share transfer. If nominee is not an NRI at the required time of transfer, Share holder / Nominee has the right to transfer the shares to a person who is an NRI and deemed fit for transfer. Transfer should be done within one year time, if not done within one year time, the Board of Directors will have the right to forfeit the shares by the majority of Board of Directors in the General Body Meeting or by a special resolution passed by majority of Board of Directors. If shares are forfeited Council will pay back the share value plus initial premium to the share holder or their nominee.

18. HONORARY DIRECTORS

Honorary Directors can be appointed either by majority of First Directors, or by the majority of Board of Directors in the General Body Meeting, or by a special resolution passed by majority of Board of Directors.

Honorary Directors will be either - Indian Ambassadors (in-service/retired), Indian Consul General (in-service/retired), Indian Foreign Service Officials (retired), IAS Officials (retired), Retired Judges, Doctors, Advocates, Professors, Recognized Personalities in any field of work, Recognized Leaders, Philanthropist, and Business Magnets.

19. PATRON

Patron of World NRI Council are well-known and respected personalities who extent their support to the council. Patrons can be appointed either by majority of First Directors, or by the majority of Board of Directors in the General Body Meeting, or by a special resolution passed by majority of Board of Directors.

Patrons will be either - Indian Ambassadors (in-service/retired), Indian Consul General (in-service/retired), Indian Foreign Service Officials (retired), IAS Officials (retired), Retired Judges, Doctors, Advocates, Professors, Recognized Personalities in any field of work, NRIs with minimum 15 years experience, Recognized Leaders, Philanthropist, and Business Magnets.

20. RIGHTS OF PATRONS

- a. All Patrons will enjoy rights passed by World NRI Council's Global Committee for Patrons which is in force from time to time and country to country.



- b. Patron Card will be issued for all Patrons and can avail 24*7 NRI services of World NRI Council.
- c. Each Patron shall be entitled to participate in all types of Meetings held in India and around the World.
- d. Every Patron shall have the right to use special Personal Car Bumper board in India and special Personal Car Sticker in India and abroad. Also Patrons can use his identity as a Patron – World NRI Council, in Visiting Card with their Name.
- e. Each Patron shall have the right to use the identity of Patron – World NRI Council, in his Webs, Blogs and Profiles.
- f. Each Patron will be a Special Invitee for certain Events, Conferences, Meetings and Festivals conducted directly by World NRI Council based on time to time special resolutions passed by Global Committee.
- g. All travel related expenses, related to World NRI Council will be borne by World NRI Council, out of pocket expense will be reimbursed.

21. SIMULTANEOUS POSITIONS AND CESSATION OF HONORARY DIRECTOR AND ADVISORY BOARD MEMBER

No individual will not be allowed to hold at the same time a position in World NRI Council's Board of Director and/or Honorary Director and/or Advisory Board Member. Honorary Directors and Advisory Board Members can be continuously in a position for a period of maximum six years. Honorary Directors and/or Advisory Board Members can be removed from their positions only by Global committee's majority plus Board of Directors majority. Cessation criteria of Advisory Board Member and Honorary Director of World NRI Council will be as below:

- a. On death.
- b. On written resignation.
- c. If found to be involved in any anti-social activities.
- d. If member works against the aims and objects of the council in any way.
- e. If he disregards rules and regulations, objectives or disobeys the decisions of the global committee.
- f. If an Advisory Board Member or Honorary Director convicted by any court in the world in any Criminal offences, the Advisory Board Member Position or Honorary Director Position will be terminated with immediate effect.
- g. If an Advisory Board Member or Honorary Director is involved in Terrorism, Anti Religion, Anti Caste, Colour Discrimination, Gender Discrimination and Anti Nationalism, the Advisory Board Member Position or Honorary Director Position will be terminated with immediate effect.



- h. Once terminated the Advisory Board Member Position or Honorary Director Position will lose all his rights in the respective positions.

22. RIGHTS OF HONORARY DIRECTORS

- i. Special Honorary Director Card will be issued for all Honorary Director and can avail 24*7 NRI services of World NRI Council.
- ii. Honorary Directors will share the rights to appoint advisory members.
- iii. Each Honorary Director shall be entitled to participate in all types of Meetings held in India and around the World.
- iv. Each Honorary Director shall have the right to use special Personal Car Bumper board in India and special Personal Car Sticker in India and abroad. Also Honorary Director can use his identity as a, Honorary Director – World NRI Council, in Visiting Card with their Name.
- v. Each Honorary Director shall have the right to use the identity of Honorary Director – World NRI Council, in his Webs, Blogs and Profiles.
- vi. Each Honorary Director will be a Special Invitee for all the Events, Conferences, Meetings and Festivals conducted directly by World NRI Council based on time to time special resolutions passed by Global Committee.
- vii. In addition all Honorary Director will enjoy rights passed by World NRI Council's Global Committee for Honorary Director which is in force from time to time and country to country.
- viii. All travel related expenses, related to World NRI Council will be borne by World NRI Council, out of pocket expense will be reimbursed.

23. SOCIAL MEDIA POLICY

Social media like Facebook (and its associated Facebook Messenger), Baidu Tieba, Gab, Google+, Instagram, LinkedIn, Pinterest, Reddit, Snapchat, Tumblr, Twitter, Viber, WeChat, Weibo, WhatsApp, Wikia, YouTube, Mobile application chat service, messengers, any digital group, any group or other Social net working sites etc, can be started by using World NRI Council logo and or name, only with the prior permission of the board, if boards permission is received, then with legal agreement duly signed only.

24. APPROVAL OF BY-LAWS

By-Laws of World NRI Council should be approved by the majority of Board of Directors in the General Body Meeting or by a special resolution passed by majority of Board of Directors. After the approval of World NRI Council's By-Laws, if any amendment is to be made, it can be made only by the majority of Board of Directors in the General Body Meeting or by a special resolution passed by majority of Board of Directors. By-Laws will be updated and changed in accordance with World NRI Council's growth. There will be an Amendment team for World NRI Council, appointed by the majority of Board of Directors in the



General Body Meeting or by a special resolution passed by majority of Board of Directors. By-Laws will be amended, if needed once in three years only. Before approving the amendment, it should be published and notified to Directors and all members either digitally or in print version or in any other means. Minimum 21 days should be provided for discussion. A true copy of Original By-Laws should be filed for World NRI Council's records. Certification of By-Laws will be signed by the Director authorized by the majority of Board of Directors in the General Body Meeting or by a special resolution passed by majority of Board of Directors.

25. FISCAL YEAR

The Fiscal year of World NRI Council shall be fixed as Calendar Year.

26. AUDITORS

i. Internal Auditors

Board of Directors shall appoint Internal Auditors. Auditors shall perform necessary audits of the accounting books, membership registers, bank records, bank accounts and every document of the World NRI Council. The World NRI Council's Officers shall provide the Auditors with all the documents, demanded by the Auditors within seven calendar days. The Auditors will directly report to the Board of Directors or team appointed by the majority of Board of Directors in the General Body Meeting or by a special resolution passed by majority of Board of Directors.

ii. External Auditors

Board of Directors shall appoint External Auditors. All Accounts and Financial statements must be audited by external auditors and must comply with best Auditing Standards. The officers of the World NRI Council should co-operate completely with the external auditors. The External Auditors will directly report to the Board of Directors or team appointed by the majority of Board of Directors in the General Body Meeting or by a special resolution passed by majority of Board of Directors.

27. GLOBAL COMMITTEE

The entire activities and affairs of the organisation shall be carried on and managed by the Global Committee which shall be constituted of maximum 26 members.



28. POWERS & FUNCTION OF GLOBAL COMMITTEE

Without prejudice to the generality of any powers hereby given or by law conferred or implied or vested in the Global Committee, the following powers and authorities are hereby expressly, conferred.

- a. To pay all expenses incidental to promotion, development and/or registration of organisation and to give aid by way of donations to needy persons or institutions or spend money to achieve the objects of the council.
- b. To receive subscription, donation on such terms and or conditions as may be decided at the meeting of Global Committee.
- c. To appoint and/ or dismiss staff and pay the remunerations as may be decided at the meeting of Global Committee.
- d. To induct members to the organisation and or remove members subject to articles of the organisation.
- e. To acquire suitable premises for the office of the council and / or to carry out objects of the organisation on rental, ownership or such other terms.
- f. To open, maintain and operate Bank A/c or Accounts in the name of the council after forming the Global Committee. Any such Bank Accounts may be operated upon by two or more of the members of the Global Committee as may be decided by passing a Resolution to that effect from time to time.
- g. To engage lawyers, auditors or other professional persons and pay the remuneration as may be agreed.
- h. To settle dispute of any nature.
- i. To carry out resolution passed by the General Body Meeting.
- j. To call the General Body Meeting of the Global Committee every year within 6 months, of the end of financial year and place before them the statement of annual accounts.
- k. To sell, let, mortgage, dispose off or turn to account all or any of the property or assets of the council as may be thought expedient with a view to the promotion of its objects with the consent of Global committee.
- l. To undertake and execute any trusts which may lawfully be undertaken by the organisation and may be conducive of its objects with the consent of the Council in Global committee Meeting.
- m. To borrow money for the purposes of the council on such terms and on such security as may think fit.



- n. To do all such other activities as may be necessary in the interest of the members and the council.
- o. To form committees among members of the council after conducting election or induction as and when required in order to speedy attainment of objectives of the council.

29. TERMS OF OFFICE OF THE GLOBAL COMMITTEE

The Term of every Global Committee shall be three years. The Directors / Board of Directors/ Nominees of the Global Committee, are eligible for re-election after their completion of one term of office; but no such Directors / Board of Directors / Nominees of the Global Committee shall hold office in the same capacity for more than two consecutive terms of office.

30. OFFICE BEARERS OF THE GLOBAL COMMITTEE

The Global Governing Body consists of Twenty Six (26) members. Other Governing Bodies spread around the world will also be controlled by Global Governing Body.

The Global Governing Body hierarchy will be as follows:

Note: In World NRI Council's constitution documents/AoA/MoA, Chairman means either chairperson or chairwoman

- i. One Chairman
- ii. Two Vice Chairman
- iii. One Secretary General
- iv. Three Deputy Secretary
- v. One Treasurer
- vi. Two Deputy Treasurers

Selection of Program Committee Directors and Additional Committee Members

- a. Five Program Committee Directors
- b. Eleven Additional Global Committee members

Program Committee Directors and Additional Committee Members will be selected without an election. Selection of Program Committee Directors and Additional Committee Members will be



executed after the election and appointment of elected office bearers. The appointed office bearers will select Program Committee Directors and Additional Committee Members, by the majority of the elected office bearers, from Board of Directors or World NRI Council Executive Members.

The period of office bearers shall be for three years.

31. POWERS, FUNCTIONS AND DUTIES OF OFFICE BEARERS OF GLOBAL COMMITTEE

Office bearers such as Chairman, Vice Chairman and all others will lead their team and instruct, direct, monitor, manage and make sure work is executed on time. Responsibility of the complete work lies with the concerned Office bearers. The Global committee will directly appoint the team from time to time and according to the need. Team's tenure of appointment and rest will be decided by Global Committee.

Chairman:

The principal role of the Chairman of the Global Committee is to manage and to provide leadership to the Board of Directors of the Council, NRI's and Members across the globe. The Chairman acts as the communicator for Global Committee.

More specifically, the duties and responsibilities of the Chairman are as follows:

- a. Promotes effective relationships and open communication, and creates an environment that allows constructive debates and challenges, both inside and outside the boardroom, between Indian Ambassadors, Indian Officials and Governments over the world.
- b. Chairman shall preside over all the meetings of the Council.
- c. At the time of voting on any matter/subject (except election), if the total votes of the groups of members happen to be equal in number, the Chairman has the power to cast an extra vote to decide the matter subject.
- d. Chairman shall have the power to allow inclusion of any subject/matter in agenda for the discussion in the course of proceeding meeting.
- e. Chairman will sign (Digital Signature or Pen Signature) all the papers/letters, on behalf of the Council, to conduct its correspondences.
- f. Convene immediately (maximum within 24 hrs) a meeting on critical issues such as but not limited to - War, Earth Quake, Natural Calamities, Violence and Refuge issues.
- g. Convene urgent meeting if there is an issue in the Directors/ Board Members.
- h. Arranges meetings and ensures that sufficient time and consideration is given to complex, contentious or sensitive issues.



- i. Establish good council governance practices and procedures and promotes the highest standards of integrity, probity and governance throughout the Council and at Board level.

Vice Chairman:

- a. In the absence of the Chairman, the Vice-Chairman shall preside over the meetings of the Global Committee and / or General Body and shall perform all such duties as may be entrusted to him by the Chairman and Global Committee from time to time.
- b. The Vice Chairman of the Council will assist the Chairman in performing the latter's duties and responsibilities. In particular, the Vice Chairman shall take the important role in monitoring the implementation of the Council's strategies.
- c. During the period when the Chairman is absent and the normal functions of the Chairman cannot be carried out, the Vice Chairman will take the role as the acting Chairman until the Chairman resumes carrying out the duties or a new Chairman has been elected and appointed.
- d. To ensure the strategies and policies agreed by Global Committee are effectively implemented.
- e. To support the Chair in conducting meetings in an orderly and organized manner.

Secretary General:

- a. Secretary General will summon and attend the meetings of the Global Committee and General Body.
- b. Assist the chairman in promoting effective relationships and open communication, and creates an environment that allows constructive debates and challenges, both inside and outside the boardroom, between Indian Ambassadors, Indian Officials and Governments over the world.
- c. Assist the chairman to convene immediately (maximum within 24 hrs) a meeting on critical issues such as but not limited to - War, Earth Quake, Natural Calamities, Violence and Refuge issues.
- d. Assist the Chairman to acts as the communicator for Global Committee.
- e. Secretary General will prepare the Membership Register (hard or soft) as well as the proceeding register to record the minutes of the proceedings of the Global Committee and have them duly signed by the members who attend the meetings.
- f. Perform complete administrative functions.
- g. Upholding the legal requirements of governing documents.
- h. Communication and correspondence.
- i. Develop and distribute a board calendar before the start of each year.



- j. Maintain a board binder containing the governing documents, key governance policies, minutes of board meetings and written consents.
- k. Consider using appropriately secured electronic storage of key documents as a backup.
- l. Ensure adequate comparability data is attached to board actions which rely on such information.
- m. Accountability of Committee Members.
- n. Custodian of records - Ensures that the records of the organization are maintained as required by law and made available when required by authorized persons.

Deputy Secretary:

- a. The Deputy Secretary shall enjoy the powers and duties of the General Secretary in his absence.
- b. Complete all the documents and make sure it reaches the right place in right time.
- c. During the period when the Secretary General is absent and the normal functions of the Secretary General cannot be carried out, the Deputy Secretary will take the role as the acting Secretary General until the General Secretary resumes carrying out the duties or a new Secretary General has been elected and appointed.

Program Committee Directors:

To plan, develop and successfully execute programs and events that will fulfill the programs in all aspects with the approval of the Global Committee.

- a. Assist Global Committee for Concept development, Planning and Program Management.
- b. Budgeting all Programs.
- c. Getting the right sponsors.
- d. Fundraising and funding assistance to Treasurer for the program concerned.
- e. Coordination between Global Committee and persons involved in the program.
- f. Evaluation and Implementation.
- g. Press Meet, Press Release and all promotion and marketing of the program, with written approval from the chairman.
- h. Make sure all legal formalities are fulfilled for the program.
- i. Make sure maximum tickets are sold out where there is ticket for the program.
- j. Conduct all travel and meetings needed for the program.
- k. Implementing programs in the best cost effective way while maintaining the quality.
- l. Arrange travel, accommodation, food and remuneration settlement for persons involved in the program.
- m. Post program coordination.

**Treasurer:**

- a. All funds of Council shall remain under the care and management of the Treasurer.
- b. Treasurer shall maintain the accounts of all money which is received and/or paid on behalf of the Council.
- c. Maintain a proper Cash flow with inflow and outflow of funds.
- d. Be responsible to answer any queries related to accounts in front of any committees or Board of Directors or Government officials or any responsible person/body.
- e. Keep up-to-date records as well as an audit trail for all transactions.
- f. General Financial Oversight.
- g. Funding and Fundraising.
- h. Control of fixed assets.
- i. Setting up an audit committee and appointing an external auditor with the written permission of Global committee.
- j. Protect the organization against fraud and theft, ensuring safe custody of money, and prompt banking.
- k. Make sure the board understands its financial obligations.
- l. Make sure the organization complies with tax regulations, such as GST, payroll tax and fringe benefits tax.
- m. Review all internal processes and reporting methods at least annually.
- n. Budgeting and forecasting for World NRI Council.
- o. Develop and enforce strong internal controls and financial management policies.
- p. Regularly assess risks and whether and how such risks should be mitigated.
- q. Keep a calendar of filing requirements and deadlines and have clear assignments to help ensure they are all met in a timely manner.
- r. Take quotations for the purchase to be done and costing for the same.
- s. Responsible for all receipts and payments.
- t. Releasing the financials in coordination with the auditors for World NRI Council.

Deputy Treasurer:

- a. Assists the Treasurer to perform his responsibilities completely.
- b. During the period when the Treasurer is absent and the normal functions of the Treasurer cannot be carried out, the Deputy Treasurer will take the role as the acting Treasurer until the Treasurer resumes carrying out the duties or a new Treasurer has been elected and appointed.
- c. The Deputy Treasurer shall enjoy the powers and duties of the Treasurer in his absence.



Additional Global Committee Members:

- a. If any of the office bearers of this committee is on short leave, for less than six months, due to any valid reason, Global Committee Additional Members will take charge as per Chairman's written instructions.
- b. Support the Global Committee officers in running the council, including taking on or 'shadowing' a specific role agreed with the Chairman.
- c. Actively support Council activities.
- d. Provide advice and support with all aspects of Council management, projects or activities, using personal experience, contacts, etc, as appropriate, but also to be aware of potential conflicts of interest and raising these for committee review whenever appropriate.
- e. If requested, to be a committee representative and or meeting representative for any geographical area.
- f. During the period when any other officials of Global Committee is absent or engaged in any of the council activities the Additional Global Committee Members will take the role as per the written instructions of the chairman or majority of the Global Committee.

32. ROLES AND RESPONSIBILITIES OF NATIONAL AND REGIONAL COMMITTEES

Code of Ethics, Election Process, Duties and Responsibilities, Rules and Regulations and all other laws will be framed by World NRI Council Global Committee, is applicable for National and Regional Committees, which is in force at the concerned time.

33. PROGRAM COMMITTEE OF THE GLOBAL COMMITTEE

Program Committee will plan, develop and successfully execute programs and events that will fulfil the programs in all aspects with the approval of the Global Committee. Chairman of the Global Committee will be the Chairman of the Program Committee and for all programmes. There will be five Program Committee Directors. Eleven Additional Global Committee Members will be at first taken to Program Committee when needed and according to need. Once all Additional Global Committee members are engaged, then if additional office bearers are needed to Program Committee they will be selected from the Global Committee.

34. MEETINGS OF THE GLOBAL COMMITTEE

Meetings of the Global Committee shall be held at such time and place as the members may from time to time decide and shall keep a Minutes book of the proceedings. All meetings and related invitations/notices/memos will be informed digitally only. At least one meeting of the Global Committee shall be held every year.

**i. Casting Vote:**

In case of tie or equality of votes at any meeting, the matter shall be decided according to the casting vote of the Chairman of the Meeting.

ii. Quorum:

The quorum for the meeting of Global Committee shall be 8 members or 1/3rd of total strength whichever is higher.

iii. Notice:

Minimum 30 business days (except emergency meetings) notice shall be required for every Global Committee meeting of the Council either physical mode or electronic mode. However, if urgent Global Committee Meetings can be called by 24 hours notice and same shall be ratified by the next meeting.

35. REQUISITION FOR EXTRA ORDINARY GENERAL MEETING OF THE GLOBAL COMMITTEE

The Global Committee shall call in Extra Ordinary Meeting of the Committee whenever it is requisition by one third of the members of the Committee having right to vote at the said date. In regard to the matter if the Global Committee does not call the meeting within 21 days from the date of the deposit of a valid requisition with the Committee, requesters can call a meeting for the consideration of the matter within 3 months from the date of deposit of the requisition with the Committee and the decision of the meeting will be presented in front of the Board of directors and the final decision will be made as per the majority of Board of Directors, to any extend. Final decision of the Board of Directors should come out within 30 days, if no decision comes out from the Board of Directors, requesters has the right to move to the court.

36. AVAILABLE GLOBAL COMMITTEE

Available Global Committee meeting is an emergency meeting convened in extremely emergency situations. In any emergency situation, which will be decided by the Global Committee Chairman, Available Global Committee meeting should be called. Even with regard to Board of Directors, or with regard to any members. Available Global Committee majority will take a decision and will be valid until next General Body Meeting of Global Committee. Decision of the Available Global Committee should be approved in the next General Body Meeting of the Global Committee, if not approved in the General Body Meeting, the decision of Available Global Committee will become null and void. Available Committee Meeting will be informed electronically before 48hrs. Decision to convene Available Global Committee and the decision arrived should never be misused.



37. GENERAL BODY MEETING OF THE BOARD OF DIRECTORS

The General Body shall consist of all members physically or virtually present, form of virtual attendance will be decided by Chairman of the Global Committee. Virtual attendance should be informed 7 days prior the meeting. General Body will discuss and do any other work as may be deemed fit and necessary in the interest of the Council.

38. NOTICE OF THE GENERAL BODY MEETING OF BOARD OF DIRECTORS

- i. Notice of the General Body meeting shall be given to all the members by hand delivery or electronic mode or post or courier at least 40 days in advance, stating the Agenda of the meeting. Agenda of the meeting will be prepared by the Council Secretary.
- ii. Notice of every Annual General Meeting specifying the places, the day and the hour of the meeting and the general nature of the activities to be transacted at the meeting shall be given to such members of the Council and also to other persons as are under the provisions of the Act entitled to receive notices from the Council. Accidental omission to give notice of a meeting to or the non-receipt of such notice by any member shall not invalidate any resolutions passed or proceedings held at any meeting.

39. QUORUM

At least one third members of Board of Directors personally present at the General Body Meeting Shall form a quorum and if the meeting is adjourned for want of quorum it will be held on the same day and same place after half an hour and the members present will be the quorum.

40. PROCEEDINGS AT THE GENERAL BODY MEETING

- a. No activities shall be transacted at any General Body Meeting of Board of Directors unless a quorum is present when the meeting commence.
- b. If within half an hour from the time appointed for the holding of General Body Meeting, a quorum is not present the meeting if convened on the requisition of the members shall be dissolved. In any other case it will be held on the same date and place after half an hour and the members present will be the quorum.
- c. If all the items on the Agenda of the meeting are not completed due to lack of time, with the consent of the members present, the Chairman of the Global Committee or his authorized representative may adjourn the meeting from time to time and from place to place.



- d. The Chairman of the Global Committee shall preside at every General Meeting as chairman. In his absence one of the Vice- Chairman will preside, if both Chairman and vice-chairman remain absent then the members present shall select any other member of the Global Committee to preside. In case all the members of the Global Committee present decline to take the chair, then the members shall elect any one member of the Committee present to preside.
- e. Each member shall be entitled to one vote.
- f. At all General Body Meeting a resolution put to vote of the meeting shall be decided either by show of hand or by ballot.
- g. In case of any equality of votes the chairman of the meeting shall be entitled to a second or a casting vote.

41. NATIONAL COMMITTEE (NC)

- a. The Global Committee is empowered to set-up National Committee in different countries for its operations in such countries. Global Committee may further set-up Regional Committee.
- b. National Committee shall be free to adopt their own rules of operation consistent with the Articles of the World NRI Council. All such by-laws shall be submitted to the Global Committee for ratification or Global Committee itself can frame the rules and regulations for the operations of any National Committee. Decision of Global Committee shall prevail in case of controversies and disputes.
- c. National by-laws shall be consistent with the existing laws of their respective countries.
- d. Any Individuals shall become members of a National Committee if they meet the membership eligibility requirements, accept the rules and regulations of World NRI Council and pay the prescribed membership fees.

42. MEMBERSHIP / SUBSCRIPTION FEES

The members shall pay yearly membership fees/ subscription fees as decided by the Global Committee from time to time. Any changes in membership subscription and / or fees shall be made by the Global Committee from time to time at their meeting by the way of resolution passed with 3/4th majority.



43. ACCOUNTS

The Directors shall cause true accounts to be kept of:

- a. All sums of money received and expended by the organisation and matters in respect of which such receipt and expenditure take place.
- b. Income, sales and purchases of goods or services – if any, by the organisation.
- c. The assets and liabilities of the Council and generally of all its commercial, financial and other affairs, transactions and engagements and of all other matters, necessary for showing the true financial state and conditions of the organisation.

44. BANKING

World NRI Council will have the below Bank accounts:

- a. World NRI Council (General)
- b. Board of Directors
- c. Global Committee
- d. National Committee
- e. Regional Committee

Further to the above if there is need of bank account/accounts it can be opened if approved by the majority of Board of Directors in the General Body Meeting or by a special resolution passed by majority of Board of Directors. Interbank fund transfers will be done as per the requirement of different bank accounts from time to time.

a. World NRI Council account

For the bank account minimum there should be two persons as signing authority, and maximum should be three. Signing authority of different bank accounts of World NRI Council will be decided by the majority of Board of Directors in the General Body Meeting or by a special resolution passed by majority of Board of Directors. For day-to-day activities of World NRI Council authorized signatory can withdraw INR 3,00,000 (INR Three Lakh) per month. If the withdrawal amount goes above INR 3,00,000 (INR Three Lakh) per month, with the approval of the Finance team or Finance Manager, appointed by the majority of Board of Directors in the General Body Meeting or by a special resolution passed by majority of Board of Directors. Finance team or Finance Manager is responsible to ensure sufficient fund is in the bank, cheque will not return, decide two persons to carry the cash (this person should be insured) and all the smooth running of World NRI Council's accounts.



b. Board of Directors

For the bank account minimum there should be two persons as signing authority, and maximum should be three. Signing authority of different bank accounts of Board of Directors will be decided by the majority of Board of Directors in the General Body Meeting or by a special resolution passed by majority of Board of Directors.

For the activities, authorized signatory can withdraw INR 1,50,000 (INR One Lakh Fifty Thousand) per month. If the withdrawal amount goes above INR 1,50,000 (INR One Lakh Fifty Thousand) per month, with the approval of the Finance team or Finance Manager, appointed by the majority of Board of Directors in the General Body Meeting or by a special resolution passed by majority of Board of Directors. Finance team or Finance Manager is responsible to ensure sufficient fund is in the bank, cheque will not return, decide two persons to carry the cash (this person should be insured) and all the smooth running of Board of Directors accounts.

Global Committee, National Committee and Regional Committee:

Regarding bank accounts of Global Committee, National Committee and Regional Committee, it will be decided by the respective office bearers / Governing body members of the committee.

45. THE SEAL

The Global Committee shall provide a common seal for the purpose of the Council and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the committee shall provide for safe custody of the seal, and the seal shall be used by the authority given in the presence of the Chairman or Secretary General and some other person appointed by the Global Committee for the purpose.

46. AMENDMENT

No article shall be made, altered or repealed and no new article shall be added or made unless the proposal to make, alter, repeal such article or articles has previously been submitted to and approved by Registrar of Companies as required under the Memorandum of Association and under the regulations of Ministry of Corporate Affairs and thereafter unless the same is passed by the 3/4th majority of members of the Council present and voting at a General Meeting of the Council. 21 days clear notice shall be given of any such resolution giving full particulars of the proposed resolution, full particulars of alterations, repeals or additions shall come into force on and from the date of the General Meeting accepting the same or from such date as the General Meeting may resolve.

47. TERM OF GLOBAL AD HOCK COMMITTEE

Global Ad hock Committee will function until all the 200 directors are completely entered to the board and form Global Committee, which is elected by the Board of Directors through electoral process or by a special resolution passed by majority of Board of Directors. Once Global Ad hock Committee is formed under the leadership of Board of Directors, the Committee will function under the complete control of Board of Directors.



48. WINDING UP

In the event of the Council being wound up, the Liquidator may with sanction of a special resolution of the Council and any other sanction required by the Act, divide among the members in specie or kind the whole or any part of the assets of the Council, whether they shall consist of property of the same kind or not.

49. SPECIAL RIGHTS OF THE FIRST DIRECTORS

- a. Casting votes in all elections and in other situations.
- b. Special Invitees in all Programmes.
- c. On demise, voluntarily resignation of any First Directors, their immediate relatives, which include spouse or children, will be replaced for the demised.
- d. The First Directors shall be the permanent Directors in the Board of Directors and they shall not liable to retire at any time unless they voluntarily resign.
- e. Will be a member of First Ad hoc committee.
- f. First Directors / Founder Directors may or may not hold the shares, but they will enjoy all rights as a director.

50. LEGAL ISSUES AND SETTLEMENTS

If a legal issue arises against World NRI Council and/or World NRI Councils Officials and/or any of the World NRI Council's Governing Bodies, initially it will be dealt by the Legal wing of World NRI Council together with a third party team appointed mutually by World NRI Council and the opponent. If a mutual consensus is not arrived in this way it will be dealt as below:

Legal issue against the Director Board of World NRI Council will be represented by one of the Director appointed by the majority of the Board of Directors in the General Body Meeting or by a special resolution passed by majority of Board of Directors.

Legal issue arising against the Global Governing Body of World NRI Council will be represented by one of the officials of the Global Governing Body appointed by the majority of the Global Governing Body.

Legal issue arising against the National Committee of World NRI Council will be represented by one of the officials of the National Committee appointed by the majority of the National Committee.

Legal issue arising against the Regional Committee of World NRI Council will be represented by one of the officials of the Regional Committee appointed by the majority of the Regional Committee.



Legal issue arising against the Area Committee of World NRI Council will be represented by one of the officials of the Area Committee appointed by the majority of the Area Committee.

All the cases against World NRI Council will be dealt either in Delhi Jurisdiction area, where the administrative office is located or in Kochi Jurisdiction area, where the registered office is located only.

DECLARATION

We hereby declare that the WORLD NRI COUNCILS Articles of Association and Memorandum of Association shown here are framed in accordance with Section 8 of The Companies Act 2013, regulated by Ministry of Corporate Affairs. The registered Articles of Association (AOA) and Memorandum of Association (MOA), after more research, for Organizational growth, Director Board had made changes which look good. Legal procedure for changes/amendments to be incorporated on AOA and MOA is going on. Also we had made necessary changes to WORLD NRI COUNCIL'S Articles of Association and Memorandum of Association intending for easy understanding purpose of the World NRI Council members, Share Holders, Directors and the General public, which includes Magna Carta, Internal Policies, Organizational Rules and Regulations as required also.

Empowering NRI's For Emerging India