

Memorandum of Association

The names of the society shall be "SPORTS GOODS FOUNDATION OF INDIA", Jalandhar City. The Registered office of the society shall be at, Jalandhar in the state of Punjab.

MAIN OBJECTS AND OBJECT INCIDENTAL OR ANCILLIARY TO THE MAIN OBJECTS.

The aims and objects of this society shall be as follows:-

- I. To promote education among children stitching inflatable balls.
- II. To do monitoring of child stitching labour.
- III. To carry out social protection programme to help children removed from conditions of child labour.
- IV. To assist manufacturers to ensure that any child under 14 who is currently working full time on stitching soccer and other inflatable balls must cease full time stitching and start going school.
- V. To address the problem of those children who are going to school but stitching soccer and other inflatable balls in the evening or on holidays.
- VI. To assist manufactures to in the long run, avoid children under the age of 14 doing any work what-so-ever in connection with the stitching of soccer and other inflatable balls and to offer them educational and other opportunities.
- VII. To collect funds or subscriptions from the members as may be specified in the Articles of Society.
- VIII. To accept contribution from Govt, Non-Govt, & International Organisation or anyone else who is interested in the betterment of Sports Goods Industry.
- IX. To invest the money of the foundation in any Bank or Security approved in this behalf by the Union Government.
- X. To Subscribe for, become a member of the Co-operate with any other Association, whose objects are altogether or in part similar to those contained in this memorandum and to obtain from and communicate to any such Associate such information as may be likely to fulfill the objects of the Foundation.
- XI. The income & property of the Society, whensoever derived shall be applied solely for the promotion of its objects as set-forth in the Memorandum.
- XII. No portion of the income or property shall be paid to 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 Foundation.
 - a) No remuneration or other benefits in money shall be given by the Foundation to any of its members, expect payment or out of pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises lent to the Foundation.
 - b) Nothing in this clause shall prevent the payment by the Foundation in good faith of reasonable remuneration to any of its officers or servants (not being a member) in return, for any services actually rendered to the Foundation.
- XIII. If upon the winding up or dissolution of the Foundation, there remains after the satisfaction of all the debts and liabilities, any property what-so-ever the same shall not to be distributed amongst the members of the company but shall be given or transferred to such other Society or Society having objects similar to objects of this Foundation to be determined by the members of the Foundation 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.
- XIV. True accounts shall be kept of the sums of money received and expended by the Foundation and the matter in respect of which such receipt and expenditure takes place, the property, credit & liabilities of the Foundation 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 for the time being of the Foundation, the Accounts shall be open to inspection of the members.
- XV. Once atleast in every year, the Accounts of the Foundation shall be examined and the correctness of the Income and Expenditure accounts, ascertained by the qualified auditor or auditors or by Audit.
- XVI. At any General Meeting, resolution put to the meeting shall be decided on a show of hands unless a poll is (before the declaration of the result of the voting on any resolution on show of hands) demanded by the Chairman of the meeting or by atleast five members personally present having the right to vote on the resolution.
- XVII. If a poll is demanded, it shall be taken in such a manner at such time and place and either immediately or after an adjournment no exceeding 48 hours as the Chairman of the meeting directs and the result of the poll as declared by the President shall be deemed to be the decision of the meeting on the resolution on which the poll was demanded.

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FOUNDING MEMBERS OF THE SOCIETY.

We, the several persons, being founder members whose names, addresses other particulars are here under subscribed are desirous of being formed a society in pursuance of this Memorandum of Association and are applicants for its registration under the Societies Registration Act.1860.

Name, addresses and occupation of subscribers:-

<u>Name</u>	<u>Address</u>	<u>Occupation</u>	<u>Signature</u>
1. Sh. P.C. Sondhi.	C/o F.C.Sondhi & Co.(India) Pvt Ltd. Business 15-Adarsh Nagar, Jalandhar		P.C. Sondhi
2. Sh. Satish Wasan	Wasan Exports, 518, Park Road, Model Town Jalandhar.	- do -	Satish Wasan
3. Sh. R.C. Kohli	Beat All Sports, 114-115, Industrial Area, Jalandhar.	- do -	R.C. Kohli
4. Sh. Ashok Katyal	Sakay Traders, WQ-54, Basti Nau, Jalandhar.	- do -	Ashok Katyal
5. Sh. Vikas Gupta	Soccer International Ltd., Basti Sheikh Road, Jalandhar.	- do -	Vikas Gupta
6. Sh. Anil Sharma	Akay International, 276-Central Town, Jalandhar.	- do -	Anil Sharma
7. Sh. Rajan Mayor	Mayor & Co., Suranasi, G.T.Road, Jalandhar.	- do -	Rajan Mayor
8. Sh. Ardeep Singh	Soccer International Ltd., Basti Sheikh Road, Jalandhar.	- do -	Ardeep Singh

RULES & REGULATIONS OF SPORTS GOODS FOUNDATION OF INDIA

GENERAL:-

The provisions of the Societies Registration Act of 1860 shall be applicable to the Society, subject to the rules and regulations hereinafter provided. In the interpretation of these Rules & Regulations, the word "Society" shall mean to be the Sports Goods Foundation of India, Jalandhar.

Any person, firm or body corporate interested or engaged in the manufacture of sports goods shall be eligible to become the ordinary member of this Society provided the application for membership is made to the Secretary of the Society in writing along with payment of the admission fee as may be prescribed by the Executive Committee from time to time in this behalf. The Executive Committee shall have the right to accept/reject any application for membership of the Society at its sole discretion.

Every Founder & Ordinary member shall have to pay Rs.300/- per annum as membership fee or as much amount as may prescribed from time to time by the Executive Committee as subscription to the Society.

Every member who has been enrolled shall be bound by the Rules & Regulations, as in force for the time being. List of all members of the Society shall be maintained with their addresses and be kept at the registered office of the society.

TERMINATION OF MEMBERSHIP

A member shall cease to be a member of the Society, if:-

- He resigns, dies or becomes of unsound mind, or he is expelled from the membership by the Executive Committee.
- A member shall not be deemed to have resigned unless and until his resignation has been accepted by the Executive Committee and there is no outstanding due against him.
- A member shall be deemed to have been expelled from the membership if a motion for his expulsion is carried out and passed by the majority of 2/3rd members present in person and entitled to vote in the meeting of the Executive Committee.

A member can be expelled on any of the following grounds:-

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- a) If he does not pay his subscription or agreed contributions regularly and within the period prescribed by the Executive Committee or the time given to him by the Chairman.
- b) If his conduct and activities are found detrimental and against the interests of the Society or he is found unfaithful to the Society or has rendered any loss to the property of the Society.
- c) If a member remains absent from three consecutive meetings without any Notice in writing will ceased to be member of Society with the consent of Executive Body.

Any member who has resigned or has been expelled from the Society shall have no right or claim against the Society.

GENERAL MEETINGS:-

1. General meetings of the Foundations shall be held atleast twice a year at such times and places as may be decided by the Executive Committee. One of such meetings shall be called Annual general meeting. The duration between two Annual meetings should not exceed 15 months period.
2. An Annual General Meeting besides any other meeting of the General Body of the Society shall be held every year in the last week of March every year or as such time, date and place as may be decided by the Executive Committee.
3. The Annual General Meeting shall be summoned by the Secretary with the consent of the Executive Members.
4. The Chairman shall have the powers to call the General Meeting at his own motion as and when required, for carrying out any emergency work of the Association. The meeting so called shall be known as the emergency meeting of the Society.
5. If a requisition duly signed and in writing is received by the Chairman by atleast 1/4th members of the General Body. The Chairman shall call a general meeting of the Society and the meeting shall be termed as extra-ordinary meeting of the General Body.
6. Any requisition made by the members to call extra ordinary General Meeting shall state the objects for which the meeting is to be called and shall be signed by the requisitionists and the same shall be deposited at the registered office of the Foundation.
7. The requisition may consist of several documents in like form each signed by one or more requisitionists.
8. Upon receipt of such requisition, the Chairman shall convene an extra-ordinary General meeting within 30 days from the date of deposit of valid requisition. If the meeting is not convened by the Chairman, then the requisitionists may themselves convene the meeting and all expenses of convening the same shall be borne by the Foundation. Any meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible, as that in which General meetings are to be convened by the Executive Committee.
9. Quorum for the General Meeting shall be 1/4th of the members with a minimum of 12 members. In case no quorum is present within half an hour from time fixed for, the meeting shall stand adjourned to the same day in the next week. The condition regarding the quorum shall not be effective for the meeting held after the meeting so adjourned to the same day in the next week. The condition regarding the quorum shall not be effective for the meeting held after the meeting so adjourned but no other business shall be transacted in the meeting held after the meeting so adjourned except to that from which Agenda was issued previously but the meeting was adjourned for want of quorum.
10. If within half an hour from the time appointed for the Extra Ordinary General meeting the quorum is not present the meeting shall be dissolved.
11. Chairman of a General Meeting may with the consent of the members adjourn any meeting but no business shall be transacted at any adjourned meeting other than the business left un-finished from which the adjournment took place.
12. The notice period for a general meeting shall be as under :
 - a) Annual meeting with 21 days prior notice.
 - b) General meeting with 3 days prior notice.
 - c) Extra Ordinary Meeting at 24 hours' notice.

POWER OF THE GENERAL BODY:-

The Powers of the General Body shall be as under:

- a) To elect the CHAIRMAN AND SECRETARY OF THE FOUNDATION FOR THE NEXT TERM.
- b) To remove any member of the Executive Committee or office Bearers with the majority of 2/3rd members of General Body present and voting in the general meeting.

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- c) To consider and pass the annual accounts of the Society and to hear the report from the Secretary regarding the working of the Society done in the previous year and to make necessary suggestions to the Executive of the Society for the benefits and cause of the Society.
- d) To delegate all or any of the powers to the Executive Committee or Sub-Committee, if formed, for any specified purpose.
- e) The decision on any matter in the General Meeting shall be held by the vote of majority including the election of the Executive Committee and office Bearers. Those members whose subscription is not in arrears and who are personally present in the meeting shall be entitled to vote. Every member shall be entitled to cast one vote but in case of tie, the Chairman shall have power to cast one additional vote besides his vote as a member.
Voting right only with partners/Directors/Prop. Only. No proxy will be entertained.
- f) Any alteration or amendment in the rules and regulations of the society can be done in the General Body for the purpose in which half members of the General Body are present and the resolution for the amendment etc., is approved and passed by the majority of 2/3rd members present in the meeting provided that a notice for such amendment has been given atleast three days before the meeting called for the specific purpose.

EXECUTIVE COMMITTEE:-

1. The Executive Committee of the Society shall consist of 20 members including its office Bearers as under:-

Chairman	:	1
Secretary	:	1
Senior Vice Chairman	:	1
Vice Chairman	:	3
Joint Secretaries	:	2
Public Relation Officers	:	1
Treasurer	:	1
Press Secretary	:	1

2. The office bearers, initially, will be nominated by the Core Committee of Eight Founder Members and it will be subsequently ratified in the next General Body Meeting.
3. The Chairman and Secretary will be elected by the members for a period of 2 years. Their term can be further extended for further periods also with the consent of General Body.
4. The office Bearers and Members of Executive Committee will be selected by the Team of Chairman and Secretary keeping in mind the interest of Foundation. They will issue a request letter to all the members of general House to volunteer their name and among those members who have volunteered their names, the Chairman and Secretary will nominate the best available team. The decision of Chairman and Secretary in this regard shall be final.
5. The office of the members of the Executive Body shall be vacated if:-
 - a) He absents himself for three consecutive meetings of the Executive Body without obtaining leave of absence in writing from the Secretary.
 - b) He ceases to be Authorized Representative of his firm.
 - c) He is convicted by a court in India of any offence and is sentenced in respect thereof to imprisonment for not less than six months.
 - d) By 2/3 members of the Executive Body present in meeting, if conduct of a member is not conducive for smooth functioning of the Executive Body Meetings.
6. If a member of the committee intimates the Secretary that he is not in a position to attend the meeting for a period exceeding three months of any time, then he will obtain leave of the Executive Body. The Committee may fill-up the temporary vacancy so caused by coopting another member among members of the Foundation.
7. No office Bearers or member of the Executive Committee shall be paid any salary or any remuneration of any kind whatsoever.
8. If any vacancy occurs in the Executive Committee, the same shall be filled up by the Executive Committee with the advice of the Chairman, Executive Committee shall hold meetings atleast once in every month.
9. The quorum for meeting of the Executive Committee shall be 1/3rd of the members of the Executive Committee.

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10. The decision on any matter shall be held by the vote of majority. In the event of tie, the Chairman shall be entitled to cast one additional vote besides his vote as member.

POWER OF THE EXECUTIVE COMMITTEE:

1. The committee will have the powers to appoint sub-committee to deal with special matters as and when necessary. The Secretary will be exofficio member of all the Sub-Committees.
2. The Executive Committee will receive all applications for membership and decide the same by majority of votes of the members present. In the event of rejection of the application for membership, no reason need be assigned.
3. Until such time as the elections are held, the Executive Committee will be responsible for the running of the Society.
 - a) For holding elections of Executive Committee, Election Committee of 5 members will be formed by Executive members which will function under the guidelines framed by Executive Body for holding smooth and fair elections.
 - b) Elections will be held for the post of Chairman and Secretary only, members of Executive Committee will be selected by Chairman and Secretary.
4. It shall collect subscription money from the members and raise funds from the members/non-members and other persons for the purpose of the Society.
5. To call annual general meetings and to present a report on the working of the Society as well as to place important matters for the advice of the General Body.
6. To lay down the audited accounts of the Society for the approval of the General Body and to appoint auditors for audit of accounts of the Society.
7. To appoint employees on salary or otherwise for the Society and to remove any employee/servant/workmen employed by the Society and to take disciplinary action against the defaulting employee.
8. To supervise the affairs of the Society and to watch the conduct of the members.
9. It may appoint any Advocate as legal adviser for the Society and to pay remuneration therefore. It can submit and file any suit or proceeding for and against the Society.
10. To submit proposal (s) for the alterations, amendments or abridgments of any of the rules & Regulations to be passed by the General Body.
11. To Manage and control all the funds, documents and other articles or property belonging to the Society.
12. To make bye-laws for the use of the property of the Society as may be deemed necessary from time to time.
13. The carry out all the acts, deeds and things which are necessary and conducive for the purposes of the Society.

POWERS OF THE OFFICE BEARERS:-

1. Chairman: He shall preside, conduct & regulate all the meetings of the society. He shall call for the meeting of the general body or executive committee as the case may be, to carry out any business of the society. He shall be entitled to spend upto ₹ 2,000 in case of emergency without the previous sanction of the executive committee, but he shall have to obtain the approval of such expenditure from the executive committee in its immediate next meeting. He may entrust any work or duty and issue directions to any member or office bearer of the society.
2. Secretary: The Secretary shall issue notice and prepare agenda for the meetings of the general body and of the executive committee as the case maybe with the consultation of the chairman. He shall write the proceedings of all the meetings. He shall supervise and manage the office work and shall deal all the correspondence on behalf of the society and shall keep the record thereof. He shall prepare the report on the working of the society and lay it before the general body in the annual general meeting. He may carry out any acts, deeds and things which are in the interest of the society. He shall seek guidance from the chairman on all important matters and seek the advice of the executive committee for performing the duties as secretary. He can spend any amount upto ₹ 1,500 for the cause of society without the previous approval of the executive committee, but he shall have to obtain the approval of such expenditure from the executive committee in its immediate next meeting.
3. Sr. Vice Chairman: In the absence of the Chairman, the Sr. Vice Chairman shall carry out all the duties and powers of the Chairman. He shall also carry out directions of the chairman as maybe given to him from time to time.
4. Vice Chairman: In the absence of the Sr. Vice Chairman, the Vice Chairman shall carry out all the duties and power of the Sr. Vice Chairman. They shall also carry out the directions of the chairman as well as the secretary.

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5. Joint Secretary: They shall carry out the duties of the Secretary and shall enjoy all powers vested to the Secretary during his absence. They shall carry out the orders and directions of the chairman as well as Secretary.
6. Public Relations Officer: The PRO shall carry out the duties as assigned to them by the president of the society from time to time. They will be responsible for propagating the achievements of the foundation. They will also be responsible in informing the executive body regarding problems being faced by members of the foundation, as well as suggestions for fulfilling aspiration and expectations of the members of the foundation.
7. Treasurer: The Treasurer shall keep all the accounts and books of accounts properly and exactly. He shall collect all the funds, subscription, donations and fee etc on behalf of the society and shall issue receipt thereof. He shall prepare monthly accounts of receipt and prepare a list of arrears of subscriptions due from the members of the society for necessary action. He shall deposit all the amounts to the account of the society in the bank or any funds created by the society in its name. He shall get the accounts audited once in a year and required to submit his explanations on each of the discrepancies pointed out by the auditors. In the absence of the treasurer, the secretary shall perform all his duties.
8. Press Secretary cum Official Spokesman: he shall be responsible to brief the press regarding the activities of the Sports Goods Foundation of India and to issue the press notes on behalf of the Sports Goods Foundation of India. He will present the views of the foundation during discussion with government officials. He will issue all the statements whenever necessary on behalf of the Sports Goods Foundation of India, during functions and seminars and press conference etc.

ELECTIONS:

1. The Executive Body will appoint a sub-committee consisting of 5 members to hold the Election of Chairman and Secretary under the guidance of executive Body.
2. The Election Committee shall be responsible for the conduct of smooth and fair elections.
3. The Election shall be held at the time of Annual General Meeting and it will be the last item of the Agenda.
4. The candidature for both Chairman and Secretary shall be proposed by 5 members who are authorized representatives of their respective firms.
5. Any member can propose the name of only one candidate each for the post of Chairman and Secretary.
6. The date of Annual General Meeting in which elections are not to be held shall be announced atleast 30 days in advance.
7. The date of receipt of candidature form and withdrawal shall be announced atleast 21 days in advance.
8. Only Authorized representatives of firms shall be entitled to cast their vote. Incase of partnership firms, the name of authorized representatives shall be recommended by the other Partners of the firm. Incase of urgency the authorized representatives can recommend the name of other partner but within the stipulated period as decided by the Executive Body.
9. Outside members (not residing in Municipal Corporation limit of Jalandhar city) can exercise their right to vote by postal ballot if they so desire. Once any outside members who has opted to cast his vote by Postal Ballot, will not be permitted to cast their vote during Annual General Meeting. The Postal Ballots will be received by the Sports Goods Foundation of India office under a sealed cover and will be opened just before the start of counting of votes.
10. The Chairman and Secretary can seek re-election for two consecutive terms, but after the expiry of two terms they will not seek re-election i.e. they can remain in office for a continuous period of 4 years and not more than that. They can be nominated to their respective posts by the Executed Committee in case of urgency even after their expiry of 4 years.
11. The Chairman and Secretary can seek re-elections after the gap of atleast one term of elected representative of the sports goods foundation of India if they have already served the Foundation for two consecutive terms for same post.

MINUTES:-

1. Minutes of proceedings of every General Meeting and of proceedings of every meeting of the Executive Body shall be recorded within 30 days of the conclusion of every such meeting, in the books kept for that purpose. The minutes of proceedings of a meeting of the Executive Body shall be signed by the President of a meeting of the said meeting of the Chairman of the next succeeding meeting.

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2. The minutes of proceedings of every Executive Body meeting shall be read by the Secretary in the next meeting which shall be approved by the Executive Body. The Executive Body can amend or delete any portion of the minutes with the approval of the Chairman.
3. Copies of minutes of the proceedings of every General Body meeting shall be circulated among the members of the Foundation within 30 days of the conclusion of every such meeting and comments, if any from a member shall be placed before the Chairman and the same shall be dealt within such manner as may be decided by the Chairman. The Chairman shall exercise an absolute discretion in regard to the inclusion of any matter in the minutes on the ground that they may be regarded as defamatory of any person, irrelevant or immaterial to the proceedings or detrimental to the interests of the Foundation.

BANK ACCOUNT:

A Bank Account in the name of the Society shall be opened in a bank of repute and the account shall be operated by any two amongst Chairman, Secretary and Treasurer or as instructed to the bank of the Foundation as may be resolved by the Executive Body.

SEAL:-

The Executive Body shall provide a common seal for the Foundation. The seal shall be deposited with the Secretary or such other person as the Executive Body may authorize for the purpose. The seal shall not be affixed to any documents except in the presence of atleast any two members of Executive Body in pursuance of resolution of the Executive Body or of the Sports Goods Foundation of India General body meeting.

Deeds, Bonds and other contracts under seal made on behalf of the Foundation and signed by any two members of the Executive Body, and countersigned by the Secretary or such other person as may be authorized by the Executive Body, shall be deemed to be duly executed.

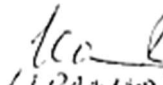
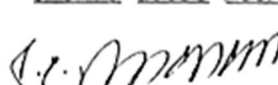
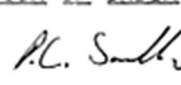
MISCELLANEOUS & GENERAL:

1. In the event of any dispute, if arises between a member and the Society, the member shall refer the matter to the Chairman for the decision. The aggrieved party may appeal against the decision of the Chairman to the Executive Committee and then against the decision of the Executive Committee to the General Body. The decision of the General Body shall be conclusive and binding. It shall not be challenged before any authority or in any court of law.
2. No financial liability will be incurred by the Society unless prior arrangements are made to meet it.
3. No office Bearer will be permitted to advertise his position, though such medium as letter heads or other advertising and printed literature of his firm. Any breach of this rule will disqualify that office bearer from the membership of the Society. The General Body has the power to amend the constitution of the Society as and when necessary by a simple majority. In the event of any controversy of any kind, the decision of the General Body shall be final.

WINDING UP:-

If, on the dissolution of the Foundation, there shall remain after satisfaction of its debts and liabilities, any property or assets, the same shall not be paid or distributed to any member or amongst the members of the forum, but shall be given to such other Society, Union or Society formed for the same or identical objects that of this Foundation.

WITNESS.

SPORTS GOODS FOUNDATION OF INDIA

(I.P. ANAND)
(CHAIRMAN)

(SECRETARY)

(SENIOR VICE
CHAIRMAN)