



**OLD BOYS' ASSOCIATION**  
**ST. JOSEPH'S BOYS' HIGH SCHOOL**

**Memorandum and Articles of Association**

(Adopted and resolved at the EGM of the OBA held on December 1, 2019)

### **Preamble to the Memorandum and Articles of Association adopted at the Annual General Body Meeting 2000:**

The Old Boys' Association of St. Joseph's Boys' High School, though formed on 25th August 1912 during the time the school was run by the French Foreign Mission Fathers, did not meet again till 7th September 1919, and thereafter has been active to date. Since 1937, the school has been under the management of the Society of Jesus. Its vision statement, Bonded in Love and Fellowship, we affirm we shall ever endeavour to be men and women for others and that we shall be Partners in the Jesuit effort of forming human beings grown to their full potential, freed from all bondage, who will give themselves to the service of others", and its motto, "To give and not to count the cost", is incorporated to form part of this Preamble. Further since the formation of the Association, over the years, by means of resolutions various changes have been made, not all of which have been properly documented, hence the need to up-date the Memorandum and Articles of the Association is necessary.

### **Brief History of the evolution of School and the OBA as per the College/School Annuals**

1858: *St Joseph's College was founded.*

1901: *A general meeting of Old Students of St Joseph's College was convened on 27th September 1901 by Rev Fr M L Blaise at which it was resolved that an Association be formed and rules be drawn up. The beginning appeared promising, "but after a year or two the Association seems to have quietly sunk into oblivion; it was no more heard of."*

1904: *The Indian Section was separated from the European Section.*

1911: *A meeting of the Association was held on 25th August 1912 and the Committee for the year elected and the next meeting date fixed for 21st August 1913. However, the 1913 meeting could not take place and thereafter, until the end of the first World War, there were no formal meetings.*

1919: *"The general meeting of the 7th September 1919 was a perfect success". Since then, the Old Boys' Association has been active and grown from strength to strength.*

1926: *St Joseph's College, started two years earlier in the Indian Section, "was affiliated to the Madras University as a first-grade college and opened its first Junior BA class," The grounds now house three autonomous institutions under three independent principals.*

1937: *The Management of the School was entrusted to the Society of Jesus.*

1968: *The name of the School changed to St. Joseph's Boys' High School.*

1973: *Formation of the Bangalore Jesuit Educational Society (BJES)*

## **MEMORANDUM OF ASSOCIATION**

**1. Name:** The name of the Association shall be ***Old Boys' Association of St. Joseph's Boys' High School*** [hereinafter referred to as ***the OBA or Association***].

The OBA is a part of St. Joseph's Boys' High School (originally known as *St. Joseph's College* and later *St. Joseph's European High School*), an institution now administered by the Bangalore Jesuit Educational Society, Bangalore.

**2. Office:** The office of the OBA shall be situated in the premises of St. Joseph's Boys' High School, Bangalore.

**3. Aims and Objectives:** The OBA has been formed to bring into closer union and friendship, all former pupils of St. Joseph's Boys' High School and to perpetuate their interest and connection with their *alma mater*. The manner in which the stated objectives may be achieved shall be determined by the members from time to time, and as incorporated in the Articles of Association.

**4. Funds:** The income and property of the OBA wheresoever derived, shall be utilised solely for the promotion of the objects of the OBA as set forth in this Memorandum and elaborated in the Articles of Association.

**5. Property:** The property, movable and immovable, of the OBA shall be owned by the BJES and held in the name of ***The Principal, St. Joseph's Boys' High School, Bangalore.***

**6. Dissolution:** Upon winding up or dissolution of the OBA, the entire funds and other property of the Association shall be given/transferred to the BJES, to be utilised for the benefit of the School.

**THE OLD BOYS' ASSOCIATION OF ST. JOSEPH'S BOYS' HIGH SCHOOL  
ARTICLES OF ASSOCIATION**

**1. Glossary**

In this Memorandum and Articles of Association:

- 1.1 Gender: Words including pronouns importing the masculine gender shall include all genders,
- 1.2 Number: Words in the singular may include the plural and vice versa, if the context so requires
- 1.3 The term Old Boy or Josephite, shall include ex-students of all genders
- 1.4 AGM – Annual General Body Meeting of the OBA
- 1.5 Association or OBA – Old Boys' Association of St Joseph's Boys' High School
- 1.6 BJES – Bangalore Jesuit Educational Society,
- 1.7 EGM – Extraordinary General Body Meeting of the OBA
- 1.8 MC – Managing Committee of the OBA
- 1.9 School or SJBHS shall mean St. Joseph's Boys' High School

**2. Membership of the Association**

**2.1 Eligibility**

The following persons are eligible to become members of the *Old Boys' Association of St. Joseph's Boys' High School* [hereinafter referred to as the **OBA** or **Association**]:

- a) All former students who at any time have studied in St. Joseph's College prior to January 01, 1927.
- b) All former students of all genders who at any time have studied for a minimum of 6 months after January 01, 1927 in St. Joseph's European High School, now known as St. Joseph's Boys' High School.
- c) The minimum age to be admitted as a member of the OBA is 15 years and the minimum age to be elected as a member of the Managing Committee is 18 years.

**2.2 Classes of Membership**

Membership shall be of the following classes:

- a) Life Members
- b) Patron Members
- c) Honorary Members

**2.3 Application for Membership**

Applications for Life or Patron Memberships shall be submitted in the prescribed form and shall be addressed to the Secretary of the Association, who shall verify the eligibility of the applicant before placing the application before the Managing Committee for consideration. Admission to the Association shall ordinarily be automatic for all eligible applicants

**2.4 Refusal of Membership**

The Managing Committee shall have the power to refuse membership to any applicant, if in it's opinion, the admission of such applicant to the OBA is not in the best interest of the Association.

Notwithstanding the foregoing, an applicant who has been refused admission may reapply for membership one year after such refusal.

**2.5 Fees**

The fees payable are as follows:

- a) Life Membership

Members of the Clergy	No Fee
Graduating students	Rs. 500
Others	Rs. 1,000

- b) Patron Membership Rs. 10,000

**2.6 Honorary Membership**

- a) All Past Principals shall be Honorary Members of the Association

b) During their tenure in the School, members of the clergy attached to the School shall (at their option) be Honorary Members of the OBA.

### 2.7 Termination of Membership

A Member may terminate his membership of the OBA by tendering his resignation in writing.

## **3. Duties, Rights and Privileges of Members**

3.1 Patron and Life Members shall have the right to attend, participate, propose resolutions and vote at Annual and Extraordinary General Body Meetings of the Association.

3.2 Only Patron and Life Members may requisition an Extraordinary General Body Meeting.

3.3 Honorary Members shall have the right to attend General Body Meetings of the Association.

3.4 All individual members shall inform the Secretary in writing of their postal and email addresses or any change in address, to which communications may be sent.

3.5 Any communication or notice or letter sent to the Members by post to the last address registered with the Association, or to their email address, shall be deemed to have been delivered.

## **4. Official and Financial Year**

4.1 The Official Year of the Association is the term of the Managing Committee, which shall hold office from the conclusion of one Annual General Body Meeting to the conclusion of the succeeding Annual General Body Meeting.

4.2 The Financial Year of the OBA shall commence on the 1<sup>st</sup> day of April of one year and shall terminate on the 31<sup>st</sup> day of March of the succeeding year.

## **5. Funds and Income arising from Investments**

### 5.1 Funds of the Association

5.1.1 The funds of the OBA shall be classified into the following categories as on 1 April 2020.

- a) General Funds, comprising the Capital Fund, Fixed Asset Fund, Administration Fund and Income and Expenditure Account
- b) Reserve Funds
- c) Specific End-Use Funds
- d) Non-Specific End-Use Funds

### 5.1.2 Guiding Principles

- a) All Funds of the Association (other than the Fixed Asset and Administration Funds) should be invested in such financial investments as are permitted for the BJES or kept in Bank Accounts in the name of 'Bangalore Jesuit Educational Society A/c SJBHS OBA'.
- b) The unutilised amounts of the Fixed Asset and Administration Funds may be invested in Bank Fixed Deposits at the discretion of the Managing Committee.
- c) Cash-in-hand should be minimised or avoided. The Managing Committee shall formulate guidelines and implement measures to ensure that all transactions comply with legal and statutory norms.
- d) The Fixed Asset Fund should be only used to acquire/replace Fixed Assets.
- e) The Administration Fund should only be utilised for working capital requirements of the Association.
- f) The returns from investments shall be attributed to the various Funds, in the manner provided hereinafter, and such attributed amounts utilised solely for the purposes for which the respective Funds were established.

## 5.2 General Funds (Capital Fund, Fixed Asset Fund, Administration Fund and Income & Expenditure Account)

### 5.2.1 Capital Fund

- a) The Capital Fund as on 1 April 2020 shall be Rs 50,00,000 (Rupees fifty lakhs) or such sum approved by the AGM 2020.
- b) The following amounts may be transferred each year to the Capital Fund
  - i) All Life and Patron membership fees received each year
  - ii) Any specific donation received from any person
  - iii) Such amount of the surplus or deficit from the Income and Expenditure Account as approved by the members at an AGM.

### 5.2.2 Fixed Asset Fund

- a) The Fixed Asset Fund as on 1 April 2020 shall be Rs 15,00,000 (Rupees fifteen lakhs) or such sum approved by the AGM 2020.
- b) The utilised amount of the Fixed Asset Fund as on the first day of any Financial Year shall be the written down value of Fixed Assets as per the Balance Sheet as at the end of the immediately preceding Financial Year.
- c) The unutilised balance in the Fixed Asset Fund at the commencement of any Financial Year shall be computed as the difference between the Fixed Asset Fund and the utilised amount of the Fund as on that date. Such unutilised amount of the Fixed Asset Fund may be used only for the purpose of acquiring new fixed assets or replacing fixed assets that need to be replaced during such Financial Year.
- d) The Fixed Asset Fund may be increased or decreased by such amounts as are approved by the members at an AGM or EGM.

### 5.2.3 Administration Fund

- a) The Administration Fund as on 1 April 2020 shall be Rs 10,00,000 (Rupees ten lakhs) or such sum approved by the AGM 2020.
- b) The Administration Fund shall only be used for funding the working capital requirements of the Association.
- c) The Administration Fund may be increased or decreased by such amounts as are approved by the members at an AGM or EGM.

### 5.2.4 Income and Expenditure Account

- a) The Income & Expenditure Account balance as on 1 April 2020 shall be nil.
- b) The Income and Expenditure Account, for each year thereafter, shall disclose the surplus or deficit of the Association, after accounting for all expenses and income of the Association for the year, as per generally accepted accounting standards applicable to the BJES, and transfers to the Capital and other funds as proposed by the MC and approved by the members at an AGM.
- c) Income arising from investments attributable to General Funds (as hereinafter provided) in any Financial Year may be considered as Income for such Financial Year.

## 5.3 Reserve Fund

5.3.1 As of 1<sup>st</sup> April 2020, the Reserve Fund shall comprise all funds of the Association which do not represent Specific End-Use Funds, Non-Specific End-Use Funds or General Funds.

5.3.2 The following amounts shall be transferred to the Reserve Fund each year:

- a) any amount in excess of requirements from the Capital Fund, as approved by members at the AGM
- b) any unutilised amounts of Non-Specific End-Use Funds as decided by the MC, and approved by members at the AGM.
- c) any specific donations received towards the Reserve Fund.
- d) income arising from investments attributable to the Reserve Fund.

5.3.3 The Reserve Fund may be utilised only for the following purposes, with the approval of members at the AGM:

- a) establishing or augmenting MC-sponsored Specific End-Use Funds,
- b) establishing or augmenting a Non-Specific End-Use Fund for the education or welfare of Students or the welfare of retired or current teachers and non-teaching staff,
- c) expenditure for the direct or indirect benefit of the School,
- d) transfers to Capital Fund.

#### 5.4 Specific End-Use Funds

5.4.1 As on 1 April 2020, such funds, as per the Balance Sheet as on 31 March 2020, that can be characterised as Specific End-Use Funds shall be classified as such, and thereafter subject to the rules set out hereinafter.

5.4.2 A Specific End-Use Fund may be established by the MC with the approval of the members at an AGM or by one or more donors in the name of one or more Individuals (like a classmate(s), teacher(s), principal(s), parent(s), etc), a group of Individuals (like a Batch or a specific Group like OBA-USA, etc) or any name or purpose as may be approved by the MC. The following rules shall apply:

- a) Any person or persons desiring to establish a Specific End-Use Fund shall submit the prescribed form, duly filled, to the Association, specifying, *inter alia*, the following information:
  - i) proposed name of the Specific End-Use Fund
  - ii) purpose for which the Fund should be used.
  - iii) the person authorised to receive all future communications from the Association, and who will have the authority to decide on any revisions or changes to the said Fund.
- b) The minimum amount required to set up a Specific End-Use Fund shall be Rs. 5,00,000 (Rupees five lakhs only). Such amount may be revised by the MC from time to time.
- c) The interest or return from investment of the funds shall be used for the purpose specified by the donors for a period of 10 years. Any unused amount shall be added to the Specific End-Use of the Fund.
- d) The Specific End-Use Fund shall be separately disclosed in the Financial Statements of the Association together with the utilisation of the return on investment each year.
- e) After the initial period of 10 years, and every 5 years thereafter, the MC may – if warranted by the return of investment on the funds – send a written request to the authorised person designated by the donor(s) to increase the Specific End-Use Fund to the then existing minimum amount within a reasonable period of time.
- f) Should the Donor(s) not be able to increase the Specific End-Use Fund within the time allowed, the Managing Committee will have the discretion to either continue the same or, with the Donors' concurrence, merge the fund with one of the MC-established Specific End-Use Funds for the same or similar purpose, with the approval of the AGM. Alternatively, the MC may treat such Fund as a Non-Specific End-Use Fund and disburse the balance in that Fund for the same or similar purpose as originally specified by the donor(s).
- g) The MC shall have the discretion to permit a Specific End-Use Fund to be set up with an initial funding of less than the minimum amount required to establish a Specific End-Use Fund, on the condition that such minimum amount shall be collected within a reasonable period of time, which may be extended at the discretion of the MC. If the donors are unable to collect the minimum amount within the time permitted, the Managing Committee shall, with the concurrence of the Donor(s), merge such fund with one of the MC-established Specific End-Use Funds for the same or similar purpose, with the approval of the AGM. Alternatively, the MC shall treat the amount collected as a Non-Specific End-Use Fund, and disburse the balance in that Fund for the same or similar purpose as originally specified by the donor(s).

#### 5.5 Non-Specific End-Use Funds

5.5.1 As on 1 April 2020, such funds, as per the Balance Sheet as on 31 March 2020, that can be characterised as Non-Specific End-Use Funds shall be classified as such, and thereafter subject to the rules set out hereinafter.

5.5.2 Any donations which do not meet the criteria for a Specific End-Use Fund shall be considered as Non-Specific End-Use funds. All such donations shall be utilised towards the end use specified by the donor. If no

end use is specified, the donation shall be utilised solely for the education and welfare of students, and welfare of teachers and non-teaching staff, within the period specified by the donor, or transferred to the Reserve Fund by the MC.

5.5.3 The MC may establish Non-Specific End-Use Funds of a specified amount or for a specified duration or for a specific purpose, for the education and welfare of students and welfare of teachers and non-teaching staff.

#### 5.6 Investment of Funds and Returns thereon

5.6.1 The MC shall ensure that such funds, that are not required for immediate disbursement or use, are retained in the bank accounts as permitted by the BJES for use of the Association, or invested in bank Fixed Deposits or any financial instruments as may be permitted by law and approved by the BJES.

5.6.2 If an investment is made from a specific Fund or group of Funds, the return of such investment shall be credited to the respective Fund(s).

5.6.3 In cases not covered under Article 5.6.2, the return on investments shall be pooled and attributed in the proportion (or as near an approximation as is practically possible) of the weighted average credit balances of each of the Specific End-Use Funds and the Reserve Fund to the total funds invested. Return on investments attributable to the other Funds (General Funds and Non-Specific End-Use Funds) shall be credited to the Income & Expenditure Account for the year.

### **6. Annual General Body Meeting (AGM)**

6.1 The Annual General Body Meeting of the OBA shall ordinarily be convened every year in the month of September on the Sunday immediately following the Annual Sports Day of the School. However, the Managing Committee can convene the Annual General Body Meeting on any other date within 6 months from the close of the immediate preceding financial year.

6.2 All AGMs shall normally be held in the school premises, but if the school premises are unavailable or it is inconvenient or impractical, the AGM may be held at any convenient place within the limits of the city of Bangalore.

### **7. Extraordinary General Body Meeting (EGM)**

7.1 An Extraordinary General Body Meeting may be convened by the Managing Committee or on the requisition in writing by not less than fifty voting members. Any requisition so made by the members shall state the object or objects of the meeting proposed to be called and must be signed by the Proposer and at least 49 other requisitionists.

7.2 The Notice and Agenda of an Extraordinary General Body Meeting shall be issued by the Secretary not less than 14 calendar days before the time appointed thereof for the said Meeting

7.3 For an EGM requisitioned by members, if the Secretary does not send the Notice or publish the Agenda as requested in writing by the Proposer, then, if the EGM date has been notified, the Proposer of the EGM may circulate the Agenda not less than one week before the time appointed thereof for the said Meeting.

7.4 If the Secretary has not notified the EGM date, then the Proposer and at least two requisitionists shall give notice of the date of the meeting along with the Agenda and other relevant documents in accordance with Article 8.

7.5 All EGMs shall normally be held in the school premises, but if the school premises are unavailable or it is inconvenient or impractical, an EGM may be held at any convenient place within the limits of the city of Bangalore.

### **8. Conduct of General Body Meetings**

8.1 At least 14 days prior written notice of a General Body Meeting specifying the place, date and time of the meeting and the general nature of the business to be conducted, shall be given to the members. Resolutions

seeking to rescind, abrogate, vary, modify or otherwise amend the Memorandum or Articles of Association framed herein shall be deemed to be special resolutions and notice of the intention to move such resolutions shall be given to members before the General Body Meeting at which such resolutions are to be moved.

8.2 The notice convening an Annual or Extraordinary General Body Meeting shall be signed by the Secretary of the Managing Committee or by such members as the Managing Committee may decide, except in the case of an Extraordinary General Body Meeting convened by members in accordance with these Articles under requisition, the notice shall be signed as provided in Article 7.

8.3 The non-receipt of notice by any member shall not invalidate a meeting for which notice is given.

8.4 Fifty members present in person shall form the Quorum for a General Body Meeting. No business shall be transacted at a General Body Meeting unless the requisite quorum be present at the commencement and for the duration of business of the meeting.

8.5 If within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to some other day to be decided by the members present. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, that adjourned meeting shall be dissolved.

8.6 The President of the Association shall preside at all General Body Meetings. In the absence of the President, the Vice President shall preside. In the absence of the President and Vice President within fifteen minutes of the time appointed for the holding of the meeting, the members present shall choose one of their number to be Chairman.

8.7 At any General Body Meeting a resolution put to vote shall be decided on a show of hands by a simple majority and subject to the other Articles in these Articles of Association, unless a poll is demanded by at least five members present and having the right to vote. A declaration by the Chairman that a resolution has, on a show of hands, been carried or lost and an entry to that effect in the book of proceedings of the Association shall be deemed conclusive evidence of the fact.

8.8 On a show of hands and upon a poll every member present in person and entitled to vote shall have one vote.

8.9 In case of equality of votes, the Chairman shall have a casting vote, in addition to his vote as a member.

8.10 The Managing Committee shall cause to be kept, minutes of all proceedings of General Body Meetings, which shall contain a fair and accurate summary of the proceedings thereof. The Chairman of the meeting shall exercise absolute discretion with regard to the inclusion in the minutes of any matter that, in his opinion, could reasonably be regarded as irrelevant or immaterial to the proceedings, or is detrimental to the interest of the Association.

8.11 At every Annual General Body Meeting, the Annual Report, the audited Financial Statements, including the Income & Expenditure Account and Balance Sheet for the immediately preceding financial year and the Auditors' Report thereon, shall be placed for consideration and if approved, adopted by the Members.

8.12 The General Body shall appoint the auditors and fix their remuneration for the next financial year.

## **9. Managing Committee – Constitution**

9.1 The affairs of the Association shall be managed by a Managing Committee which shall consist of the following elected posts:

- a) President
- b) Vice President
- c) Secretary

- d) Joint Secretary
- e) Joint Treasurer
- f) Ten Committee Members

9.2 In addition to the above, the following persons shall be *ex-officio* members of the Managing Committee:

- a) The Principal of St. Joseph's Boys' High School or a designate of the BJES as the Treasurer of the Association, who shall have voting rights.
- b) Rector of St. Joseph's School and College, who shall have voting rights.
- c) Past President: The immediate past President of the Association for a period of one year after demitting office, may, at his option, be an ex-officio member of the MC without any voting rights. In the event the President in any particular year is re-elected for a second term, then the post of Past President shall remain vacant.

9.3 Elections shall be held during the Annual General Body Meeting of the Association, in accordance with these Articles of Association and Bye-laws governing Election to the Managing Committee. Voting to elect the members of the Managing Committee shall be by secret ballot.

9.4 Members of the Managing Committee shall be elected to hold office for one year, and may thereafter be re-elected and hold office to the Managing Committee subject to the provisions of Article 9.6.

#### 9.5 Eligibility Criteria for the Managing Committee

##### 9.5.1: President, Vice President, Secretary, Joint Secretary and Joint Treasurer:

A member who desires to offer himself as a candidate for election as President, Vice President, Secretary, Joint Secretary or Joint Treasurer should have served at least one year as a member of the Managing Committee.

#### 9.6 Other Provisions

9.6.1 A person who has served as an elected member of the Managing Committee for a period of 6 years or more, or who has served as President of the OBA for a term of 2 years or more, shall not be eligible to contest elections to the Managing Committee at AGM 2020 or thereafter.

9.6.2 The term of the office of President shall be limited to a maximum of two consecutive years. Any person who has completed one year as President and who is not elected to, or chooses not to contest for, the office of President for the immediately following year, or any person who has completed the maximum permitted term as President, shall not be eligible for election to the MC thereafter.

9.6.3 A member shall not be eligible to be a candidate for election to the MC if he has served on the MC for an aggregate period of 6 years or more during his lifetime.

9.6.4 A member shall be deemed to have served on the MC for a whole year if he was elected to the MC for the year but resigned or was ceased or excluded during that year.

9.6.5 An elected member who was ceased or excluded from the MC shall be ineligible to be a candidate for election for 2 years following the year of his cessation or exclusion.

### **10. Powers of the Managing Committee and Duties/Functions of MC Members**

#### 10.1 General

a) The Managing Committee shall be responsible for the administration, direction and management of the Association and shall promote the objects of the Association as set out in the Memorandum.

b) All elected and ex-officio members of the MC shall have the right to

i) inspect the Minutes of Meetings of the MC and/or Sub-Committees

ii) inspect any other documents and/or records of the Association

iii) request for and be provided, relevant information, pertaining to the Accounts, Investments or any transaction(s) that the Association may have entered into with any party.

c) In case of a vacancy to any elected position on the MC, by resignation or otherwise, the remaining members of the MC may assign the duties and responsibilities of such MC member to one or more of the remaining members.

## 10.2 President

- a) The President is the first among equals of the Members of the Managing Committee.
- b) The President shall be the executive head of the Association and, if present and able, be the Chairman of all meetings of the Managing Committee and of the General Body.

## 10.3 Vice President

- a) The Vice President shall perform the duties of the President in the absence or inability on the part of the President.
- b) The Vice President may be allocated additional responsibilities/duties by the President.

## 10.4 Secretary/Joint Secretary

- a) The Secretary or, in his absence, the Joint Secretary, shall carry out the directions of the Managing Committee and shall generally maintain communications with all members of the Association and with the past students of the School.
- b) All correspondence of the Association and the collection of subscriptions shall devolve on the Secretary or the Joint Secretary as may be decided by the Managing Committee.
- c) The Secretary or in his absence, the Joint Secretary, shall maintain the minutes of proceedings of all Committee and Sub-Committee Meetings and ensure that they contain a fair and accurate summary of the proceedings of such meetings. Such minutes shall be recorded in an electronic form and also in a Minutes Book, which shall be preserved as a permanent record of the Association,
- d) The Secretary shall maintain a complete list of members of the Association together with postal address, email id and other relevant details.
- e) The Secretary shall prepare and place before the members at the Annual General Body Meeting, the Annual Report on the working of the Association for the official year under review.

## 10.5 Treasurer

- a) All property of the Association shall stand in the name of the Principal of St. Joseph's Boys' High School, *ex-officio* Treasurer of the Association, or a designate of the BJES.
- b) The Treasurer shall be the mandatory signatory of all the accounts, fixed deposits and investments of the Association, with the President or Joint Treasurer being the co-signatory.

## 10.6 Joint Treasurer

- a) The Joint Treasurer shall receive all subscriptions, dues, interest on investments, donations and other sundries and acknowledge receipt thereof through the Secretary.
- b) The Joint Treasurer shall be responsible to maintain proper Books of Account with respect to all sums of money received and the assets and liabilities of the Association,
- c) The Treasurer/Joint Treasurer shall ensure that all investments of the Association as decided by the Management Committee are placed in financial instruments approved by the Bangalore Jesuit Educational Society (BJES).
- d) The Joint Treasurer shall prepare and present all budgets, expenditure and investments of the Association to the Managing Committee for their approval.
- e) The Joint-Treasurer shall ensure that the audited Financial Statements, including the Income & Expenditure Account and Balance Sheet for the immediately preceding financial year, and the Auditors' Report thereon, are incorporated in the Annual Report of the Association and sent to the members at least 14 days before the Annual General Body Meeting.

## 10.7 Committee Members

Committee Members shall be assigned roles and responsibilities by the President in consultation with the Vice-President, Secretary/Joint Secretary and Treasurer/Joint Treasurer.

## 10.8 Sub-Committees

The Managing Committee may appoint ad-hoc sub-committees to attend to any special business of the Association, but in all such cases, a member of the Managing Committee shall head the Sub-Committee and the Secretary or the Joint Secretary shall be an *ex-officio* member who shall record and maintain minutes of

all such Sub-Committee meetings. Such Sub-Committees may be disbanded by the President or MC Member heading the Sub-Committee at any time.

### 11. Managing Committee Meetings and Sub-Committee Meetings

11.1 The Managing Committee shall have a Regular Monthly Meeting every calendar month. If circumstances require, Additional Meetings may be convened at the direction of the President or any three members of the Managing Committee. Absence or excusal of an elected or co-opted member from three consecutive meetings, without justifiable cause, shall cessate his membership of the Managing Committee with immediate effect from the conclusion of the third consecutive meeting.

11.2 The Secretary or, in his absence, the Joint Secretary, shall give each member of the Managing Committee at least 5 calendar day's written notice of a Managing Committee meeting along with the agenda for the meeting, supporting papers and notes regarding matters to be discussed thereat, and any other documents and statements that are relevant. Managing Committee meetings may be called at shorter notice if agreed to by a majority of the elected MC members.

### 11.3 Agenda for Meetings

11.3.1 The Agenda of every Regular Monthly Meeting, Additional Meeting and Sub-Committee Meeting shall be as directed by the convenor of the meeting.

11.3.2 All Regular Monthly Meetings shall mandatorily include the following business

- a) Confirmation of minutes of the previous Regular Monthly Meeting(s) and any Additional Meeting(s) held but not confirmed or taken on record – to be presented by the Secretary/Joint Secretary
- b) Taking on record the confirmed minutes of Sub-Committee meetings held but not taken on record – to be presented by the Secretary/Joint Secretary.
- c) Consideration and taking on record the updated investment account – to be presented by the Joint Treasurer.
- d) Consideration and approval of the monthly and year-to-date accounts of the Association – to be presented by the Joint Treasurer.
- e) In case any of the aforementioned items of business are deferred or postponed at any meeting, such items shall be included in the Agenda of the next Regular or Additional Meeting as directed by the Chairman of the meeting. In case of repeated defaults in providing the required documents to the satisfaction of the other members of the MC, the Secretary/Joint Secretary or Joint Treasurer, whoever is responsible, may be considered for exclusion from the MC.

11.4 The quorum for the duration of a Managing Committee Meeting shall be nine elected members. In case a quorum is not present, the meeting shall be rescheduled/adjourned to a more convenient time by the President, Vice-President or Secretary after consulting the other MC members.

11.5 The President, or in his absence the Vice-President, shall be the Chairman of a Management Committee meeting. In the absence of the President and the Vice President, the elected members of the Managing Committee present shall chose from one of their number present to chair the Managing Committee meeting. All matters put to vote shall be decided by a simple majority on a show of hands and in case of a tie, the Chairman of the meeting shall have a casting vote, in addition to his vote as a member.

11.6 The Secretary or, in his absence, the Joint Secretary, shall keep an accurate record of the proceedings of all the meetings of the Managing Committee and Sub-Committees.

## **12. Code of Conduct for the Members of the Managing Committee and Sub-Committees**

12.1 The conduct of Members of the Managing Committee and Sub-Committees must always be becoming of a Josephite, always mindful of the trust reposed in the Managing Committee and the Sub-Committees by the General Body.

12.2 Frugality and prudence are to be practiced in conducting the affairs of the OBA, with claims for reimbursement being only for actual expenses incurred, with all supporting documentation being provided, with necessary approvals in place and after following all appropriate prudential norms and procedures.

12.3 Consumption of, or the gifting of, articles by members of the Managing Committee or Sub-Committees is prohibited.

12.4 Members of the Managing Committee and Sub-Committees are expected to ensure that every action of the Association is compliant in letter and spirit with the laws in force.

12.5 Members of the Managing Committee and Sub-Committees must disclose in writing to the MC, direct or indirect interest, whether pecuniary or otherwise, in any transaction with the Association including with friends or associates.

12.6 Conflict of interest situations are to be avoided. In unavoidable cases, the Member must recuse himself from the decision making process with full disclosure, which shall be minuted.

### **13. Amendment of the Memorandum and/or Articles of Association**

13.1 The Memorandum and/or Articles of the Association for the time being in force or any of them may be amended, abridged or repealed by a special resolution moved at a General Body Meeting of the Association called in accordance with these Articles and passed by a majority of not less than two-thirds of voting members present at the meeting.

13.2 The Managing Committee shall have the authority to frame Bye-laws, Rules, Forms and Standard Operating Procedures (SOPs) not inconsistent with these Articles or amended Articles as may be necessary for the efficient working of the Association or in any manner connected therewith, provided that all such Bye-laws, Rules, Forms and SOPs shall be ratified at the next General Body Meeting of the Association.

### **14. Complaints and Suggestions**

14.1 Any member having complaints or suggestions shall do so in writing and address the same to the Secretary who shall place it before the next meeting of the Managing Committee.

### **15. Interpretation of the Rules and Regulations**

15.1 The interpretation of these Articles of Association and the bye-laws, their construction and effect as decided by the Managing Committee and any ruling given by the Managing Committee shall be final and binding on all members.

### **16. Other Provisions**

#### **16.1 Chapters, Branches and similar entities**

Old Boys intending to establish Chapters, Branches or other entities similar to the Association, in India or elsewhere, should inform the Association about their intent prior thereto. All existing entities of should submit periodic reports (at least once annually) of their membership, activities and other details that the MC may request for, at least once each year. It should be ensured that any such entity is legally and otherwise independent of the Association, and complies with laws and regulations of the country in which it is established. The Association shall not be legally, statutorily or otherwise responsible for any acts of any such entity.

This Memorandum and Articles of Association was initially presented for adoption at the Annual General Meeting of the OBA held on September 1, 2019 and later considered and adopted at the Extraordinary General Meeting held on December 1, 2019.

Members of the Drafting Committee:

A. G. Krishnaswamy
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Hemachandra Basappa
Ian Faria
Ian Lewis
Irfan Razack
Jimmy Anklesaria
John Joseph Nereyeth
Llewellyn Rego
Nadeem Ahmed
Shubendu Ghosh
Siddharth Raja
Zaki Khaleeli

Managing Committee as on the date of adoption of the Memorandum and Articles of Association:

Ian Lewis	President
Praveen Rodrigues	1 <sup>st</sup> Vice President
Rajeev Shenoy	Secretary
Fr. Sunil Fernandes, SJ	Treasurer
Aditya Kaura	Joint Treasurer
Charles Raj	Member
Rebecca D'Silva	Member
Sameer Gurjer	Member
Sunil Rasquinha	Member
Vikram Chugh	Member
Vinay Jain	Member
George Ollapally	Past President