

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

WORLD TAMIL RESEARCH

ASSOCIATION

MEMORANDUM OF ASSOCIATION
[Pursuant to Rule 19(2) the Companies (Incorporation) Rules, 2014]

OF

WORLD TAMIL RESEARCH ASSOCIATION
(COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL)

(INCORPORATED UNDER SECTION 8 OF THE COMPANIES ACT, 2013)

- 1 The name of the company is **WORLD TAMIL RESEARCH ASSOCIATION**
- 2 The Registered Office of the Company will be situated in the State of Tamil Nadu within the jurisdiction of Registrar of Companies, Tamilnadu, Chennai.
- 3 **(a) The Objects to be pursued by the Company on its incorporation are:-**

1. To promote multi-disciplinary research on modern scientific lines in all aspect of Dravidian studies in general, and Tamil studies in particular and in allied fields with the active collaboration of international organizations and scholars interested in such studies.
2. To promote Tamil studies and other Dravidian languages by bring about intimate contact between specialists in different parts of the world who are working in the above fields and co-ordinate the dissemination of information in these fields, through International conferences, group discussions, seminars, bulletins, newsletters, journals, mono-graphs or other publications globally.

No objects of the Company will be carried out without obtaining prior approval/no objection certificate from concerned authority wherever required/or if any prescribed. None of the objects of the Company will be carried out on commercial basis.

Provided that the company shall not support with its funds, or endeavour to impose on, or procure to be observed by its members or others, any regulation or restriction which, as an object of the company, would make it a trade union.

(b) Matters which are necessary for furtherance of the objects specified in Clause 3 (a) above are:

1. To raise funds in line with the objectives of the company as permitted under the provisions of the Act..
2. To alienate by way of sale, lease or otherwise the properties or funds of the company or any portion thereof from time to time as may deem necessary for the purpose or business of the company.
3. To use all income from the property movable or immovable or from the works of the company as such whomsoever derived for the objects of the company, that no portion thereof be distributed among its members or staff by way of profits or any other form, except remuneration for services rendered to the company.
4. To collaborate with other academic, international and private organizations and persons in promoting the objects of the Association without prejudice to its academic autonomy.
5. To award scholarships, travel grants, or such other assistance as may be conducive towards promotion of the objects of association.
6. To receive by way of bequests, donations, gifts, grants, monies or other property, movable or immovable.
7. To take financial assistance, loan, take guarantee from any public charitable institutions, trusts, societies and other such organizations as the Board of Directors may deem it beneficial and in the interest of the company for furtherance of the objects of the Company.
8. To collect, classify and circulate statistical and other information and to undertake special enquiries wherever necessary for attainment of objects of the company.
9. To organize and establish branches and offices of the Company at any place globally and to discontinue the same.
10. To enter into any arrangement with any government or municipal, local or other authorities and to obtain from them any rights, concessions and privileges that may seem conducive to the Company's objectives.
11. To enlighten the public on all matters relating to objects of the Company and for that purpose disseminate information through all available media.

12. To acquire by gift, donation purchase or take on lease or license or hire or otherwise, lands and all other property, movable or immovable, or any rights or privileges, as may be considered proper.
13. To receive donations, gifts, grants and other resources either in the form of money or in kind to help the Company in furthering its objectives.
14. To do all such other lawful programs, activities and things that are incidental or conducive to the attainment of objects of the company.
15. The business/activities of the company shall be carried out without any discrimination as to caste, creed, religion and gender.
16. Investments of the funds of the company shall be made as permitted as per the Income tax Act.
17. No alienation of the property of the company shall be made without the previous approval of the Commissioner of Income Tax (exemptions).
18. No alteration to the constitution of the company shall be made without the previous approval of the commissioner of income tax (exemptions).
19. Under no circumstance the administrator or any other office bearers of their associates, relatives shall take any benefit or advantage directly or indirectly which will be detrimental to the objects/business/program of the association.
20. The Association hereby created is not revocable at the instance of members of the association or any other person at any time or under any circumstance.
21. In case of winding up of association the net funds shall be disposed to approved Institutions which are having similar objects and enjoying Exemptions under section 2(15), 11,12,13 and 80G of the Income Tax Act, 1961 subject to clause 10 of this memorandum of association.

22. The change in any of the objects of the association by the company/members should not be inconsistent with the basic objects of the association and not repugnant of the provision of section 2(15), 11,12,13 and 80G of the Income Tax Act. The above change can be done only after getting prior approval from the Commissioner of Income Tax.

4th The objects of the company extend to whole of India and globally around the world.

5th (i) The profits, if any, or other income and property of the company, whenever derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum.

(ii) No portion of the profits, other income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been, members of the company or to any one or more of them or to any persons claiming through any one or more of them.

(iii) No remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or members of the company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.

(iv) Nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company.

(v) Nothing in clauses (iii) and (iv) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;

6th No alteration shall be made to this memorandum of association or to the articles of association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar of Companies. Tamil Nadu.

7th The liability of the members is limited.

- 8th Every member of the company undertakes to contribute:
- i. To the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member:
 - ii. To the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among themselves), such amount as may be required, not exceeding Rs.10,000/- (Rupees Ten thousand only).
- 9th True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to the inspection of the members.
- Once at least in every year, the accounts of the company shall be examined and the correctness of the balance-sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.
- 10th If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of this company, subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to the Rehabilitation and Insolvency Fund formed under section 269 of the Act.
- 11th The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.

12th We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association:

Sl.No.	Names,addresses, descriptions and occupations of subscribers	Signature of subscriber	Signature, names addresses, descriptions and occupations of Witnesses
1.	<p>Dr. M.PONNAVAIKO S/O. S. MURUGESA UDAIYAR 2/255, 3RD STREET, KURINJI NAGAR, VANDALUR, CHENNAI – 600 048. VICE CHANCELLOR PAN : AAIPP2494F</p>	Sd/	<p>I WITNESS TO SUBSCRIBE, WHO HAVE SUBSCRIBED AND SIGNED IN MY PRESENCE ON 15.05.2016 AT CHENNAI, FURTHER I HAVE VERIFIED THEIR IDENTITY DETAILS (ID) FOR THEIR IDENTIFICATION AND SATISFIED MYSELF OF TJEIR IDENTIFICATION PARTICULARS AS FILLED IN. Sd/ (N.NEDUNCHELIAN) F.C.A. S/O.K.R. NACHIAPPAN M/S. HARSHA, ANANTU & SANKAR, CHARTERED ACCOUNTANTS (FRN.001104S0) NO.104, RAMANAICKEN STREET, NUNGAMBAKKAM, CHENNAI – 600 034. PARTNER M.NO. 028053</p>
2.	<p>R. MUTHUKUMARA SWAMY S/O. A. RAJAGOPAL 522, T.T.K. ROAD, ALWARPET, CHENNAI – 600018. DIRECTOR, SAIVA SIDDHANTHA KAZHAGAM PAN : BHFFPM0837A</p>	Sd/-	
3.	<p>DR. ULAGANAYAKI D/O. V.SRINIVASAN OLD NO. 2/2, NEW NO.5, MAHALINGAPURAM, CHENNAI – 600 034. PROP. OF TAMIL STELLA MARIS COLLEGE, CHENNAI – 600 086 PAN : AAKPU7490E</p>	Sd/-	

4.	<p>P. MARUDANAYAGAM S/O. M.PARAMASIVAM 11/6, EIGHTH STREET, PARTHASARATHY NAGAR, ADAMBAKKAM, CHENNAI – 600 0088. (RETD) PROFESSOR PAN : AEVPM6984Q</p>	Sd/	<p>I WITNESS TO SUBSCRIBE, WHO HAVE SUBSCRIBED AND SIGNED IN MY PRESENCE ON 15.05.2016 AT CHENNAI, FURTHER I HAVE VERIFIED THEIR IDENTITY DETAILS (ID) FOR THEIR IDENTIFICATION AND SATISFIED MYSELF OF TJEIR IDENTIFICATION PARTICULARS AS FILLED IN. Sd/ (N.NEDUNCHELIAN) F.C.A. S/O.K.R. NACHIAPPAN M/S. HARSHA, ANANTU & SANKAR, CHARTERED ACCOUNTANTS (FRN.001104S0) NO.104, RAMANAICKEN STREET, NUNGAMBAKKAM, CHENNAI – 600 034. PARTNER M.NO. 028053</p>
5.	<p>E. SUNDARAMOORTHY S/O. T.ELAYAPERUMAL 16, BHARATHI STREET, THIRUMALAI NAGAR ANNEXE PERUNGUDI, CHENNAI – 600 096. (RETD) VICE CHANCELLOR PAN : ABQPS2342Q</p>	Sd/-	
6.	<p>P.R.NAKEERAN S/O. P.RANGAPPA 49, PILLAYAR KOIL STREET, METTUPALAYAM, CHENNAI – 600 033. FORMER DIRECTOR TAMIL VIRTUAL ACADEMY PAN : AADPN9002C</p>	Sd/-	
7.	<p>R. GANDHI S/O.S.K.RAMASAMY 66, III MAIN ROAD, GANDHI NAGAR, ADYAR, CHENNAI – 600 020. SENIOR ADVOCATE, HIGHCOURT, CHENNAI PAN : AAMPG2379L</p>	Sd/-	

PLACE: CHENNAI

DATE : 13.05.2016

ARTICLES OF ASSOCIATION

OF

WORLD TAMIL RESEARCH ASSOCIATION

(Company Limited by Guarantee and Not Having Share Capital, under the Companies Act, 2013 – incorporated under section 8 of the companies Act 2013)

Table 'H' to Apply

Subject to as hereinafter provided, the Regulations contained in TABLE – H in the First Schedule to the Companies Act, 2013, shall apply to this Company in so far as they are applicable to a Guarantee and not having share capital Company.

Interpretation

I. (1) In these regulations—

- (a) "the Act" means the Companies Act, 2013;
- (b) "the seal" means the common seal of the company.
- (c) "association" or "company" in this articles or memorandum means **WORLD TAMIL RESEARCH ASSOCIATION**

(2) Unless the context requires, words or expressions contained in these regulations shall have the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Members

II. 1. The number of members with which the company proposes to be registered is 5000, but the Board of directors may, from time to time, whenever the company or the business of the company requires it, register an increase of members.

2. a. The subscribers to the memorandum and such other persons as the Board shall admit to membership shall be members of the company.

b. The members shall pay the following annual subscriptions.

- (i) Annual subscription for individual Rs.1000
- (ii) Annual subscription of institution Rs.3000
- Life membership fee
- (iii) for individual Rs.10,000
- (iv) for institution Rs.30,000

Every member should pay annual subscription on or before 30th June of the financial year. Along with application form for membership subscription should be paid. When admitted as member during the course of the year also annual subscription for whole year shall be paid.

General meetings

3. All general meetings other than annual general meeting shall be called extraordinary general meeting.

4. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

5. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103

6. The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

7. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

8. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

9. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

10. Every member shall have one vote.

11. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

12. No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid.

13. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

14. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used. **Only a member of the company shall be appointed as proxy.**

15. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

16. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

Board of Directors

17. The minimum no. of number of directors of the compnay shall be Three and the maximum no. of directors shall be fifteen.

The following persons shall be the first directors of the Company:

- 1. Dr. MURUGESAN PONNAVAIKKO – (DIN- 07316660)**
- 2. Mr. RAJAGOPAL MUTHUKUMARASWAMY – (DIN- 01556666)**
- 3. Dr. SRINIVASAN ULAGANAYAKI - (DIN- 07450820)**
- 4. Dr. P. MARUDANAYAGAM – (DIN- 07513580)**
- 5. Dr. ELAYAPERUMAL SUNDARAMOORTHY - (DIN- 07513581)**

18. (i) Subect to clause V of the memorandum of association the remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

- (a) in attending and returning from meetings of the Board of directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.

Proceedings of the Board

19. (i) The Board of directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

20. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

21. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

22. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their members to be Chairperson of the meeting.

23. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

24. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

25. (i) A committee may meet and adjourn as it thinks proper.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairman shall have a second or casting vote.

26. All acts done by any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

27. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

**Chief Executive Officer, Manager, Company Secretary or Chief
Financial Officer**

28. Subject to the provisions of the Act,—

- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board.
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

29. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

30. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

31. The company shall enact by-laws for the conduct of the business of the company and also for the conduct of the members. All the members shall abide by the bye-laws.

Sl.No.	Names,addresses, descriptions and occupations of subscribers	Signature of subscriber	Signature, names addresses, descriptions and occupations of Witnesses
1.	Dr. M.PONNAVAIKO S/O. S. MURUGESA UDAIYAR 2/255, 3 RD STREET, KURINJI NAGAR, VANDALUR, CHENNAI – 600 048. VICE CHANCELLOR PAN : AAIPP2494F	Sd/	I WITNESS TO SUBSCRIBE, WHO HAVE SUBSCRIBED AND SIGNED IN MY PRESENCE ON 15.05.2016 AT CHENNAI, FURTHER I HAVE VERIFIED THEIR IDENTITY DETAILS (ID) FOR THEIR IDENTIFICATION AND SATISFIED MYSELF OF TJEIR IDENTIFICATION PARTICULARS AS FILLED IN. Sd/ (N.NEDUNCHELIAN) F.C.A. S/O.K.R. NACHIAPPAN M/S. HARSHA, ANANTU & SANKAR, CHARTERED ACCOUNTANTS (FRN.001104S0) NO.104, RAMANAICKEN STREET, NUNGAMBAKKAM, CHENNAI – 600 034. PARTNER M.NO. 028053
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3.	DR. ULAGANAYAKI D/O. V.SRINIVASAN OLD NO. 2/2, NEW NO.5, MAHALINGAPURAM, CHENNAI – 600 034. PROP. OF TAMIL STELLA MARIS COLLEGE, CHENNAI – 600 086 PAN : AAKPU7490E	Sd/-	

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5.	<p>E. SUNDARAMOORTHY S/O. T.ELAYAPERUMAL 16, BHARATHI STREET, THIRUMALAI NAGAR ANNEXE PERUNGUDI, CHENNAI – 600 096. (RETD) VICE CHANCELLOR PAN : ABQPS2342Q</p>	Sd/-	
6.	<p>P.R.NAKEERAN S/O. P.RANGAPPA 49, PILLAYAR KOIL STREET, METTUPALAYAM, CHENNAI – 600 033. FORMER DIRECTOR TAMIL VIRTUAL ACADEMY PAN : AADPN9002C</p>	Sd/-	
7.	<p>R. GANDHI S/O.S.K.RAMASAMY 66, III MAIN ROAD, GANDHI NAGAR, ADYAR, CHENNAI – 600 020. SENIOR ADVOCATE, HIGHCOURT, CHENNAI PAN : AAMPG2379L</p>	Sd/-	

PLACE: CHENNAI

DATE : 13.05.2016