



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U85190PN2012NPL143070

2012 - 2013

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

ASSOCIATION OF SENIOR LIVING INDIA

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) की धारा 25 के अधीन आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक तेईस अप्रैल दो हजार बारह को पूणे में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U85190PN2012NPL143070

2012 - 2013

I hereby certify that ASSOCIATION OF SENIOR LIVING INDIA is this day incorporated under Section 25 of the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given at Pune this Twenty Third day of April Two Thousand Twelve.

Validity unknown
Digitally signed by Vishnu Pandurang Katkar
Date: 2012.04.23 14:27:52
GMT+05:30

Registrar of Companies, Maharashtra, Pune

कम्पनी रजिस्ट्रार, महाराष्ट्र, पूणे

*Note: The corresponding form has been approved by VISHNU PANDURANG KATKAR, Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.
The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

ASSOCIATION OF SENIOR LIVING INDIA

DALAL HOUSE, KONDHWA (KHURD), PUNE - 411048,

Maharashtra, INDIA



THE COMPANIES ACT, 1956

**COMPANY LIMITED BY GUARANTEE
&
COMPANY NOT HAVING SHARE CAPITAL
(under Sec.25)
MEMORANDUM OF ASSOCIATION
OF
ASSOCIATION OF SENIOR LIVING INDIA**

- I. The name of the Company is "**ASSOCIATION OF SENIOR LIVING INDIA**"
- II. The Registered office of the Company shall be situated in the State of Maharashtra, i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Pune.
- III. The objects for which the Company is established are:

A. Main objects for which the Company is established are:

1. To create a national voluntary membership association for Developers/Service Providers/Corporates that operate in the Senior Living Industry;
2. To represent, promote and protect the interest of its members and senior citizens;
3. To create programs aimed to promote the senior living business and operational excellence by adapting "Best Code of Practices" available globally.

No Object of the Company shall be carried out without the permission of competent authorities, whomsoever, and no object of the company shall be carried out on commercial basis.

B. Objects Incidental and ancillary to the attainment of the main objects :

4. To create communication platforms to educate the Senior population on Senior Living housing as a choice and on principles of quality, care, service, transparency, ethical standard and business excellence provided by its members,
5. To inform the senior citizens about various amenities, living

arrangements, services and rights;

6. To support Public policy positions of informed choice, resident rights, quality staffing, appropriate infrastructure and oversight for senior citizens in India and abroad.
7. To ensure quality improvement for the members of Association of Senior Living as day to day work and focus on improvement in areas which are important for senior citizens.
8. To formulate and approve the core principles, encourage consumer choice, quality care and accessibility for all Indians needing assistance for long-term care.
9. To provide information about the resident's rights, as defined by state law or regulation as well as contact information for the local/state long term care ombudsman and the state regulatory agency if appropriate.
10. To promote sense of love and respect for Senior Citizens and educate the people, particularly youth, to value their guidance for the advancement of mutual trusts and love in the society.
11. To serve the mankind in general and Senior Citizens in particular by promoting the various schemes and project for their all round upliftment and betterment;
12. To promote Senior Citizens to play Proactive role in the development of the society.
13. To Build Houses, Service Apartments, Residential Complexes, Farm Houses, Resorts, Stay Homes, Health Care and Yoga Centers, Libraries and Parks for Senior Citizens and needy segments of the society.
14. To assist NGOs and other organizations to receive donations; find volunteers, employees and service providers; get market access, expert advice and sector knowledge, essential ingredients to build and grow effective organizations.

15. To establish, maintain or grant aid to homes for the aged, orphanages and other establishments for help and support to the poor, needy and destitute people, orphans, widows and aged persons or otherwise to support them and to do all acts and things for their relief and upliftment.
16. To establish, support, maintain and aid boarding houses and hostels and other institutions for boarding / lodging of needy and deserving senior citizens.
17. To bring various individuals, NGOs, societies or companies, invite the public at large to donate to them, and receive donations from donors in India and abroad, through various online and offline payment mechanisms, including, but not limited to, credit cards, internet banking, remittance systems like Money2India, physical cheques, drafts, and the like.
18. To promote and advance educational, charity and general welfare of the people.
19. To create an online platform to create awareness and raise money for non profit activities across India and contribute to the overall development of the social sector.
20. To promote national integration and international brotherhood above caste, creed, religious and linguistics barriers.
21. To ensure the participation of best talents among senior citizens and socially motivated persons for the fulfillment of the aims and object of the company.
22. To establish, run, support, maintain or grant aid in cash or in kind to old age homes, senior living, hospitals, medical schools and colleges, pathological laboratories, blood banks, eye banks, milk banks, and such other Institutions or Societies for public benefit as it may think fit and proper for the purpose of relief or aid to poor or needy.

23. To help individuals to learn about, engage with and contribute to the social sector in ways that are most convenient for them.
24. To grant relief and assistance to the needy victims during natural calamities such as famine, earthquake, flood, fire pestilence etc. and to give donations and other assistance to institutions, establishments or persons engaged in such relief work.
25. To establish, maintain and grant scholarship, prizes, stipends and grant-in-aids including supply of books, stipends, medals and other incentives to study, without any distinction as to caste, color, race, creed or sex.
26. To establish, construct, build, run, support, maintain or grant or aid financial assistance to parks, gardens, gymnasiums, sports clubs, dharamshalas, rest houses, temples or such other place of worship for use by public in general.
27. To grant aid or render assistance to other public charitable trusts or institutions as directors may in their absolute discretion think fit.
28. To establish and develop institutions for the physically handicapped and disabled or mentally retarded persons and to provide them education, food, clothing or other help.
29. To acquire, purchase or take on lease or otherwise, lands or buildings and all other property, movable and immovable which the Company may, for the purpose thereof from time to time, think proper to acquire.
30. To sell, improve, manage, develop, exchange, lease or let, under lease, sublet, mortgage, dispose off, turn to account or otherwise deal with, all or any part of the Company.
31. To open and operate bank account in Company name and all such current, saving, fixed or other deposit accounts with any banks, financial institutions and to pay into and to draw money from such accounts from time to time and to make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bill of lading, warrants, debentures and other negotiable or transferable instruments and to take loans from such banks,

financial institutions, finance companies, institutes and any other person or persons for the object of the company.

32. To accept donations, gifts, bequest, endowments, devises from the members and others to carry out the objects of the Company and create trust for the safe custody of the funds, properties and assets of the Company.
33. To receive or give any grant, subsidy, financial assistance, concessional loans from any person, member, firm, company, institutions, government, government bodies in India or abroad for fulfillment of the objects of the Company.
34. To lend or advance money with or without security and to give such persons including Government and upon such terms and conditions as may think fit for the attainment of the objects of the Company and to give guarantee for the performance of contracts by such persons but the Company shall not do the banking business as defined under Banking Regulations Act, 1949.
35. To pay all the costs, charges and expenses incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital.
36. To invest any money of the Company not immediately required for any of its objects, in such securities and with such sanctions as may, for the time being be prescribed by law.
37. To amalgamate with or to acquire and undertake the whole or any part of the business or liabilities of any person, firm, trust, body corporate, cooperative society carrying on or proposing to carry on any business which the Company is authorized to carry on or in conjunction therewith.
38. To levy and collect interests, fees, service and other charges for the services or other assistance provided by the Company.
39. To engage, employ, remove and reappoint qualified instructions, lecturers, professors, medical practitioners and any other persons as may be required for imparting such training voluntary or otherwise.
40. To promote participation of youth (unemployed as well as students)

in income generation activities.

41. To organize lectures, seminars and workshops to help or strengthen the character building process and to disseminate information and knowledge, to edit, publish, and print literature and documents etc.
42. To promote social welfare activities with special emphasis on women empowerment.
43. To work for the betterment of women, children, senior citizens, and disabled and to fight against social wrongs like discrimination and harassment based on gender etc. with a vision of social justice.
44. To eliminate child labor, child trafficking, and child abuse and focus on the education and resettlement of these deprived children.
45. To fight against corruption and make people aware about their legal and consumer rights.
46. To create awareness about communicable and vector-borne disease control measures through better hygiene and sanitation.
47. To work in the field of reproductive and child health services with emphasis on vaccination.
48. To look after the interest of people on the issues such as providing security, controlling of noise pollution, garbage and clearance, Plantation and Greenery.
49. To work for environmental awareness, sustainable development and participative management of local natural resources for development of the surround, precincts.
50. To set and attain the objects of the Association by united action which each member may not be able to accomplish in its separate capacity.

51. Subject to the provisions of any other enactment in force, to indemnify and keep indemnified Officers, agents and servants of the Company, against proceedings, costs, damages, claims, any payment of out-of-pockets expenses, proper interest on money lent or reasonable rent on premises let out to the Company and demands in respect of anything done or ordered to be done by them, for and in the interest of the Company and for any loss, damage or misfortune whatsoever and which shall happen in execution of the duties of their office or in relation thereto.
52. The Income of the society on by whatever means shall be utilized for the objects of the Company and shall not be distributed among the members or anybody.
53. To take over the management or administration of any other society, organization, institution, company, NGO or trust having objects wholly or in part similar to those of this Company on such terms and conditions as they may think fit and manage the same accordingly.

Provided that the Company shall not support its fund or endeavor to impose on or procure to be observed by its members or any other negotiations or restrictions which, if any, object would make it trade union.

C. Other Objects : Nil

IV The objects of the Company shall extend to the whole of India.

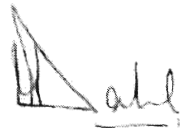

- V
- (i) The income and property of the Company, when so ever derived, shall be applied solely for the promotion of its objects as set forth in the above object clause.
 - (ii) No portion of the income or property aforesaid shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit, to any person/persons who, at anytime is/are, or has/have been Member/Members of the Company or to any one or more of them or to any person/persons claiming through any one or more of them.

- (iii) Except with the previous approval of the Central Government, no remuneration, or other benefit in money or moneys worth shall be given by the company to any of its members, whether officers or servants of the company or not, except payment of out of pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the Company.
- (iv) Except with the previous approval of the Central Government, no member shall be appointed to any office under the company which is remunerated by salary, fees, or in any other manner not excepted by sub-clause (3).
- (v) Nothing in this clause shall prevent the payment by the Company in good faith of remuneration to any of its officers or servants (not being a member) in return for any services actually rendered to the Company.
- (vi) 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.

- VI. The liability of the members is limited.
- VII. Each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payments of debts or liabilities of the Company contracted before he ceases to be a member and of the costs, changes and expenses of winding up, and for adjustment of rights of contributories among themselves such amount as may be required not exceeding Rs.1,000.
- VIII. 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 Income and Expenditure account ascertained by one or more properly qualified Auditor(s).

- IX. If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other institution(s) having objects similar to the objects of the Company, to be determined by the members of the Company at or before the time of dissolution or in default thereof by the High Court of Judicature that has or may acquire jurisdiction in the matter.

We, the undersigned several persons whose names, addresses and occupations are described hereunder are desirous of being formed into a company not for profit in pursuance of this Memorandum of Association

NAMES ADDRESS DESCRIPTION AND OCCUPATION OF EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER	SIGNATURE, NAME, ADDRESS DESCRIPTION & OCCUPATION IF ANY OF THE WITNESSES
<p>MR. MANSOOR HUSSAIN DALAL S/O MR. HUSSAIN DALAL ADDRESS: DALAL HOUSE, KONDHWA (W) Pune - 411048. OCCUPATION: ARCHITECT.</p>		<p>MS. JYOTI S MANSUKHANI S/O. LATE SHYAM MANSUKHANI ADDRESS: C-903, ARCHANA HILL TOWN, NIBM RD, KONDHWA, PUNE - 48 OCCUPATION: SERVICE J. S. Mansukhani</p>
<p>MR. ANKUL GUPTA S/O OM PRAKASH GUPTA ADDRESS: W: 177 C.K. II NEW DELHI - 110048 OCCUPATION: BUSINESS</p>		<p>Ms. Blessymol Chacko w/o Mr. Amen Thomas ADDRESS: L-105/238, STREET NO. 7A, MAHIPALPUR EXT NEW DELHI - 110037 OCCUPATION - SERVICE Blessy</p>

Place: Pune
 Date: MARCH 23, 2012

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THE COMPANIES ACT, 1956
COMPANY LIMITED BY GUARANTEE
AND
NOT HAVING SHARE CAPITAL
(under Sec.25)
ARTICLES OF ASSOCIATION
OF
ASSOCIATION OF SENIOR LIVING INDIA
APPLICATION OF TABLE 'C'

1. The Regulations contained in Table 'C' in Schedule I to the Companies Act, 1956, shall apply to the company in so far as the same are not repealed or amended in these Articles hereinafter

INTERPRETATION

2. (1) In these articles -
- a) "the Act" means the Companies Act, 1956,
 - b) "the Seal" means the common seal of the company.
 - c) "Act" means the Companies Act 1956 including any statutory modification or re-enactment thereof for the time being in force;
 - d) "Articles" means these Articles of Association of the Company;
 - e) "Board" or the "Board of Directors" means a meeting of the directors duly called and constituted or as the case may be the directors assembled at a duly convened meeting of Directors, or the requisite number of directors entitled to pass a circular resolution in accordance with these Articles;
 - f) "Chairman" means Chairman of the Board of Directors of the Company or the person elected as Chairman at a meeting of the Directors or the Members, as the case may be;
 - g) "Company" means **ASSOCIATION OF SENIOR LIVING INDIA**;
 - h) "Committee" means Managing Committee of the Company constituted in terms of provisions made in the Articles of Association hereinafter.
 - i) "Director" means a Director for the time being of the Company and includes a person occupying the position of a Director by whatever name called and shall, unless the context otherwise requires, include an alternate Director; Page 2 of 8
 - j) "Secretary" means the Secretary of the Company;
 - k) "Month and Year" means English calendar month of the English Calendar Year as the case may be;

For Association of Senior Living India


Director

*Amended vide Special Resolution passed at Extra Ordinary General Meeting of the Company held on 3rd May, 2012

- l) "Register of Members" means the Register of Member kept pursuant to the Act;
 - m) "General Meeting" means a duly convened and constituted meeting of the shareholders of the Company;
 - n) "Managing Director" means the Managing Director of the Company for the time being.
 - o) "Memorandum" means the Memorandum of Association of the Company;
 - p) "Shareholder" or "Member" means a member whose name is entered in the Register of members;
 - q) "The Seal" means the Common Seal of the Company;
 - r) "Articles" means the Articles of Association of the Company and the amendments thereof in force from time to time;
 - s) Words importing the singular number also include the plural number and vice versa.
 - t) Words including the masculine gender also include the feminine gender.
 - u) Words importing persons include corporations.
2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear 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.

PRIVATE COMPANY

3. The Company is a "private company" within the meaning of section 3(1) (iii) of the Act, and accordingly
- a) Limits the numbers of its members to "Hundred" not including:
 - i) Persons who are in employment of the Company.
 - ii) Persons who having been formerly in the employment of the Company were members of the Company while in that employment and have continued to be members after the employment ceased.
 - b) Prohibits any invitation to the public to subscribe for any debentures of the Company.
 - c) Prohibits any invitation or acceptance of the deposits from the persons other than its members, directors or their relatives.

GENERAL MEETINGS

3. All general meetings other than annual general meetings shall be called extraordinary general meetings. A General meeting may be called by giving not less than 14 days notice. General meeting may with the consent of all the members, be called at a shorter notice and in such manner as the members think fit.
4. 1) The Board may, whenever it thinks fit, call an extraordinary general meeting.

For Association of Senior Living India



Director

- 2) Any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible.
- 3) The provision of Section 173 shall not apply to this company and accordingly where any special business is to be transacted at a general meeting, there shall be no need to annex any explanatory statement to the notice of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

5.
 - 1) 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.
 - 2) Save as herein otherwise provided, two members present in person shall be a quorum.
6.
 - 1) If within half an hour from the time appointed for holding the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved.
 - 2) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine.
 - 3) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
7. The chairman, if any, of the Board shall preside as chairman at every general meeting of the company.
8. If there is no such chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman of the meeting, the directors present shall elect one of their number to be chairman of the meeting.
9. If at any meeting no director is willing to act as chairman 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 numbers to be chairman of the meeting.
10.
 - 1) The chairman 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.
 - 2) No business shall be transacted at any adjourn meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - 3) 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.
 - 4) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
11. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
12. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
13. The accounting year of the Company shall be the financial year ending on 31st March every year.

For Association of Senior Living India


 Director

VOTES OF MEMBERS


14. Every member shall have one vote.
15. 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 nominee or other legal guardian, and any such nominee or guardian may, on a poll, vote by proxy.
16. No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid.
17. 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: 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.

BOARD OF DIRECTORS

18. Subject to Section 252 of the Companies Act, 1956 and unless and until otherwise determined by the company in general meeting, the number of Directors shall not be less than two and nor more than twelve.
19. The first Directors of the company shall be:
 - (i) **Shri Mansoor Dalal s/o Shri Hussain Dalal**
 - (ii) **Shri Ankur Gupta s/o of Shri Om Prakash Gupta**

The First Directors shall hold office during their life time unless they voluntarily resign.
20. The first directors of the Company shall not be liable to retire by rotation.
21. The Board will have power to appoint Additional Directors, subject to the maximum mentioned above who shall hold office until the next general meeting. However, such Additional Director(s) shall be eligible for re-appointment at the general meeting.
22. The Board may appoint Alternate Director in place of a Director (original director) to act for him during his absence for period of not less than three months or such period allowed by the Act from the state in which the meetings of the Board are ordinarily held.
23. The Board of Directors shall have the power at any time and from time to time, to fill a casual vacancy occurring on account of the vacation in the office of any Director. Any person appointed to fill the casual vacancy shall hold office only upto the date which the Director in whose place he his appointed would have hold office.
24. No person being (a) undischarged insolvent, (b) convicted of an offence involving moral turpitude (c) unsound mind, (d) a minor, shall be eligible to be or continue as a Director;

For Association of Senior Living India



Director

POWERS OF BOARD OF DIRECTORS

25. The management and control of the Company's business shall be vested in the Board who may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or by any other Act, or by the Memorandum, or by the Articles of the Company, required to be exercised by the Company in General Meeting, with a view to achieving the Company's objects as stated in the object clause of the Memorandum of Association, subject, nevertheless, to these Articles, to the provisions of the Act, or any other Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting. The Company, in general meeting, may ratify any prior act of the Board, which would have been valid if that regulation had not been made.
26. The Chairman of the Company is empowered whenever necessary to file criminal as well as civil suits on behalf of the group and also defend such suits filed against the group. These rules and regulations may be altered or amended by the Committee and approved by the group as and when it may deem, necessary.
27. The Board may raise or borrow money on a mortgage or pledge the Company's properties or any part thereof with or without any security and at such rate of interest and on such terms as they may in their absolute discretion think fit;
28. The directors may be paid all traveling, hotel and other expenses incurred by them in connection with the business of the Company, after prior approval of the board.

PROCEEDINGS OF MEETINGS OF BOARD

29.
 - 1) The Board of directors may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.
 - 2) A director may, manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
 - 3) All meetings of the Company shall be held at such place as decided by the Chairman and failing him by Board members for the time being may from time to time decide;
 - 4) A Director who is unable to be present at a meeting of the Company may send his views on the agenda in writing and such expression of opinion shall be taken to be his vote on the matter concerned.
 - 5) The minutes of the proceedings of every meeting of the Company shall be entered in a book to be kept for the purpose and signed by the Chairman of such meeting or of the following meeting where they are read over and shall when so entered and signed be conclusive evidence of the business and other matters transacted at such meeting.
 - 6)
 1. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
 2. In case of an equality of votes, the chairman shall have a second or casting vote.
 - 7) 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.

For Association of Senior Living India


Director

- 8) 1. The Board may elect a chairman of its meetings and determine the period for which he is to hold office.
2. If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairman of the meeting.

MANAGING COMMITTEE

30. 1) 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.
- 2) 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.
- 3) The Bank accounts shall be opened and will be operated jointly as decided by the Board from time to time.
31. 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.
32. Save as otherwise expressly provided in the Act, a resolution in writing, signed by majority of the members of the Board or a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or committee, duly convened and held.

ELIGIBILITY FOR MEMBERSHIP

33. 1) Any person having completed his/her graduation and any association/company/organization having a motive to serve senior citizens and the society for promoting art, science, religion, charity or objects similar to the Association of Senior Living India, may become eligible for membership subject to approval of the Board.
- 2) The various categories of membership will be as follows:

FOUNDING MEMBERS: Fee of Rs. 2,50,000/- for the first year and thereafter an annual fee of Rs.75,000/- from the following year.

CHARTER & PRIMARY MEMBERS : Annual fee of Rs. 1,00,000/-.

ASSOCIATE MEMBERS : Annual fee of Rs. 25,000/-.

KNOWLEDGE PARTNERS : No annual fee.

CESSATION OF MEMBERSHIP

34. Any member may resign by giving notice of his intention to resign. Such notice shall be deemed to take effect 60 days after the last day of the month in which such notice is received, provided that any member shall be liable to pay his subscription for the current year.

REMOVAL OF MEMBERS

35. If, at any time the Committee of the Company shall be of the opinion that the interest of the Company so requires, the Committee, may, terminate the membership of any member by a resolution of the Committee passed with not less than three-fourth majority of the members present.

For Association of Senior Living India



Director

REGISTER OF MEMBERS

36. The Company shall keep a register of its members and enter therein the following particulars:
1. the names and addresses of the members,
 2. the date on which each member was entered in the register of members,
 3. the date on which he ceased to be a member,
 4. Every member shall promptly notify the Company in writing of any change affecting any entries in the register.

REMOVAL & RETIREMENT OF DIRECTOR

37. The Company may, by ordinary resolution remove a Director not being a Nominee Director and not being a Director appointed by the Central Government in pursuance of Section 408 of the Act before the expiry of his period of office.
38. Special notice as provided by Section 190 of the Act shall not be required for any resolution to remove a director under this article or to appoint somebody in place of a director so removed at the meeting at which he is removed.
39. Every Director will be at liberty to resign on giving one month's notice to do so without assigning any reason and without being responsible for any costs, occasioned by such resignation. However, he shall be responsible for any loss to the Company, which is directly attributable to his / her negligence or misfeasance whether singly or jointly with other Directors.

MANAGER OR SECRETARY

40. 1) A manager or secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any manager or secretary so appointed may be removed by the Board.

THE SEAL

41. 1) The Board shall provide for the safe custody of the seal.
- 2) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board of directors, 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 as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

POWER TO FRAME RULES & REGULATIONS

42. The Board shall have the power to frame from time to time such rules and regulations not inconsistent with these Articles as it think necessary for the purpose of conducting its own meetings and of managing the affairs of the Company with under Articles they are empowered to do and to alter, add to or amend the same from time to time with prior approval of the Central Government.

INDEMNITY

43. Subject to Section 201 of the Act every Director, Officer or Agent of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favor or in which he is acquitted or in connection with any application under Section 633 in which relief is granted to him by the court.

For Association of Senior Living India


Director

We, the undersigned several persons whose names, addresses and occupations are described hereunder are desirous of being formed into a company not for profit in pursuance of this Articles of Association.

Names, address, description and occupation of each Sub-scriber	Signature of Subscriber	Signature, Name, Address, Description & Occupation in any of the witness.
<p>Mr. Mansoor Hussain Dalal</p> <p>S/o. Mr. Hussain Dalal</p> <p>Add: Dalal House, Kondhwa, (Khurd), Pune : 411 084</p> <p>Occupation: Architect.</p>	<p>Sd/-</p>	<p>Ms. Jyoti Mansukhani</p> <p>D/o Late Shyam Mansukhani</p> <p>Address: C -903 Archana Hill Town NIBM Road, Kondhwa, Pune - 48</p> <p>Occupation: Service</p>
<p>Mr. Ankur Gupta,</p> <p>S/o. Om Prakash Gupta,</p> <p>Address: W – 177, Greater Kailash, Part 2, New Delhi – 110 048.</p> <p>Occupation: Business.</p>	<p>Sd/-</p>	<p>(Witness to All)</p> <p>Sd/-</p>

For Association of Senior Living India



Director