

**QATAR FINANCIAL CENTRE
REGULATIONS NO.2 OF 2005
QFC COMPANIES REGULATIONS**

COMPANY LIMITED BY GUARANTEE

**AMENDED AND RESTATED
ARTICLES OF ASSOCIATION**

OF

GREEK SOCIETY OF DOHA


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PART I: INTERPRETATION

1. In these regulations:-
 - 1.1 "the Committee" means the board of directors of the Society as defined in Part XIV of these articles of association;
 - 1.2 "the Regulations" means the QFC Companies Regulations (Regulations No. 2 of 2005);
 - 1.3 "the Society" means the Greek Society of Doha;
 - 1.4 "the Unincorporated Society" means the unincorporated body known as the "Greek Society of Qatar" whose funds and other assets and liabilities the Society is authorised to take over by Article 15 of these articles of association;
 - 1.5 "the seal" means the common seal of the Society;
 - 1.6 "Secretary" means any person appointed to perform the duties of a secretary of the Society and includes an honorary secretary;
 - 1.7 "State" means the State of Qatar;
 - 1.8 "written" shall include the use of electronic mail (e-mail) and other digital media;
 - 1.9 "meeting" shall include conventional, digital (teleconference) and blended (some participants meeting at a certain location while others join digitally) meetings; and,
 - 1.10 "ballot" shall include all forms of ballot, including box, digital, email, or letter.

PART II: ESTABLISHMENT

2. The name of the Company is "Greek Society of Doha" (hereinafter called "The Society").

3. The objects for which the Society is established are:-
 - 3.1 To promote business between Qatar and Greece and Cyprus.
 - 3.2 To assist Greek and Cypriot businesses with understanding the business and social environment in Qatar.
 - 3.3 To assist Qatari businesses with understanding the business and social environment in Greece and Cyprus.
 - 3.4 To assist in fostering educational activities between Qatar and Greek speaking countries.
 - 3.5 To the ends set out above the Society shall also:-
 - (a) create a library of resources for Greek business, culture and language.
 - (b) promote Greek culture and the Greek language in Qatar.
 - (c) promote studies in Greek culture and language.
 - (d) assist in business, cultural and student exchanges between Qatar and Greece.
 - 3.6 To subscribe to, become a member of and to co-operate with any other society, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Society.

4. In furtherance of the objects of the Society, the Society may:-
 - 4.1 Purchase or take a lease of premises, equipment or any other property real or personal.
 - 4.2 Enter into any arrangements with any government or local authority or any society, company, or person which may seem to be conducive to the objects of the society, and to acquire or obtain from any such government or authority, society company or person charters, decrees, rights, privileges and concessions which may be conducive to any such objects and accept, make payments under, carry out, exercise and comply with any such arrangements charters contracts, decrees, rights, privileges and concessions.
 - 4.3 Hire and employ secretaries, clerks, managers and other personnel and to pay them and to other persons in return for services rendered to the Society salaries, wages, gratuities and allowances.
 - 4.4 Invest the moneys of the Society, not immediately required, upon such securities as may be permitted by law for the investment of monies.
 - 4.5 Borrow or raise and give security for money in such manner as the Society shall think fit, and in particular by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Society, or by mortgage, bill of sale, or charge upon all or any part of the property, real and personal of the Society, both present and future.
 - 4.6 Make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

- 4.7 Sell, lease, improve, mortgage, dispose of or otherwise deal with all or any part of the property of the Society.
- 4.8 Take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Society.
- 4.9 Take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society in the shape of donations, annual subscriptions or otherwise.
- 4.10 To print and publish any periodicals, books, programmes or leaflets and to subscribe copy and advertisement to newspapers and periodicals that the Society may think desirable for the promotion of its objects.
- 4.11 To utilise social media of any kind whatsoever in order to promote its objects.
- 4.12 Do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.
- 4.13 To make sure awards and presentations and to give certificates, medals and prizes for services rendered or contributions made to the objects of the Society.
- 4.14 To undertake and execute any trust which is directly or indirectly conducive to any of the objects of the Society.

PART III: INCOME

5. The income and property of the Society, wheresoever and whensoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in these articles of association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Society. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Qatar for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Society; but so that no member of the Committee of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of the Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Committee may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he or she may receive in respect of such payment.

PART IV: AMENDMENTS

6. No addition, alteration or amendment shall be made to these articles of association for the time being in force, unless the same shall have been previously submitted to and approved by the Qatar Financial Centre Authority ("the QFCA").

PART V: LICENCE

7. Article 3 of these articles of association contains the objects upon which a licence is granted by the QFCA to the Society.
The LLC(G) shall not carry on any activities of the type described in Paragraphs 1 to 9 of Schedule 3 to the QFC Law in or from the QFC by way of Business pursuant to the relevant provisions of the FSR (QFC's Financial Services Regulations).

PART VI: LIABILITY & ACCOUNTS

8. The liability of the members is limited.
9. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Society contracted before he or she ceases to be a member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount themselves, such amount as may be required, not exceeding twenty Qatari Riyals (QAR20).
10. If upon the winding-up or dissolution of the Society there remains after satisfaction of all its debts' and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Article 5 of these articles of association, such institution or institutions to be determined by the members of the Society at or before the time of dissolution provided that such institution or institutions shall be approved as recipient by the QFCA.
11. True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Society; 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 Society for the time being in force, shall be open to the inspection of the members. Once at least in every year,

the accounts of the Society shall be examined and the correctness of the balance-sheet ascertained by one or more properly qualified auditor or auditors.

PART VII: SUBSCRIPTION

12. The names and nationalities of the subscribers are as follows:-

Mariana Grymaneli a Greek nation with Qatar identity document number 26630000112;

Konstantina Melanidi a Greek national with Qatar identity document number 27830000091;

Angeliki Perivolari a Greek national with Qatar identity document number 27030000098;
and

Efstathia Giannouli a Greek national with Qatar identity document number 27530000129;

who have all indicated their desire of being formed into a company limited by guarantee in pursuance of these articles of association.

13. The maximum number of members with which the Society proposes to be registered is 1,000 but the Committee may from time to time authorise an increase of members.

14. The subscribers to these articles of association and such other persons as the Committee shall admit to membership in accordance with these regulations shall be members of the Society.

15. If the whole of the funds and other assets of the Unincorporated Society become the absolute property of the Society forthwith after its incorporation then every person who at the date of incorporation of the Society is a member of the Unincorporated Society and who on or before the 30th day of June 2018 agrees in writing to become a member of the Society shall be admitted by the Committee to membership of the Society. Every member of the Society who prior to his or her agreeing to become a member of the Society has paid his or her subscription due on the 1st day of January 2018 as a member of the Unincorporated Society shall not be liable to pay any further sum by way of annual subscription to the Society for the period prior to the 1st day of January 2019.

16. Every applicant for membership of the Society shall be the holder of Greek or Cypriot citizenship and residing in Qatar, or of Greek or Cypriot origin, or known Philhellene, or married to any of the previous categories, or associated to an active entity in Qatar, and other than the subscribers to these articles of association shall be required to complete a written application. The application for membership shall

be signed by the applicant shall be in such form as the Committee from time to time prescribes and shall be accompanied by the applicant's entrance fee and first annual subscription. The name address and occupation of the applicant shall be displayed in a conspicuous place at the registered office or other duly appointed place (determined by the Committee) for at least a week prior to the next meeting of the Committee and at the meeting acceptance of the application shall be determined by the Committee and where accepted (which shall take place at the absolute discretion of the Committee) the applicant shall be advised and the name of the applicant shall be entered into the register of members. Any person not aforementioned eligibility criteria shall be permitted to apply for associate membership which shall carry all rights of membership save for voting at any general assembly.

17. Subject to the proceeding regulation at the next meeting of the Committee after receipt of any application for membership such application shall be considered by the Committee who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give any reason for the rejection of an applicant. A record shall be kept by the Secretary of the names of the Committee members present and voting at such meeting. When applications for membership come before the Committee negative votes at the rate of 1 in 3 shall exclude the applicant from election and thereupon the fees accompanying his or her application shall be refunded.
18. When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his or her acceptance.
19. The entrance fee and annual subscription payable by members of the Society shall be such as the Society in general meeting shall from time to time prescribe, provided that until the Society shall otherwise resolve the entrance fee shall be twenty Qatari Riyals (QAR 20) and the annual subscription shall be one hundred Qatari Riyals (QAR 100).
20. All annual subscription shall become due and payable in advance on the 1st day of January in every year.

PART VIII: MEMBERSHIP CARDS

21. Each member shall be provided with a membership ticket or card and shall produce same whenever called upon to do so by a member of the Committee or such other person or persons as may be appointed by the Committee. Such ticket or card shall remain the property of the Society and shall be surrendered to the Society by the member if so requested by any member of the Committee or such other person or persons as may be appointed by the Committee or his or her ceasing to be a member.

PART IX: LIFE MEMBERSHIP

22. Any member who pays not less than ten years annual subscriptions or such other sum as may be decided by the Committee may be elected a member for the term of his or her life ("Life Member") and any person or member who has performed special services for the Society may be elected a Life Member or honorary Life Member by a resolution carried by secret ballot at the General Meeting of the Society by the votes of not less than four-fifths of those present and entitled to vote. No person shall be elected a Life Member or honorary Life Member unless a nomination form in writing signed by not less than five members of the Society shall be delivered to the Secretary at least 21 days prior to the general meeting at which such election shall be held.

PART X: HONORARY MEMBERS

23. The following persons may at the discretion of the Committee be admitted as honorary members of the Society:-
 - 23.1 The patron or patrons for the time being of the Society provided that this number shall not exceed six.
 - 23.2 Any benefactor of the Society.
 - 23.3 Any prominent citizen visiting the Society for a special occasion or a special function.
 - 23.4 The Ambassadors to Qatar of the Hellenic Republic and the Republic of Cyprus for the time being.
 - 23.5 The Ambassadors to the Hellenic Republic and the Republic of Cyprus of the State of Qatar for the time being
 - 23.6 The Archbishop of Doha for the Greek Orthodox Church.
24. No honorary member shall be entitled to hold any office in the Society or participate in any form of business or exercise any vote nor shall any honorary member shall be entitled to participate in any decision-making of the Committee or the Society. Honorary members shall not have any obligations or responsibilities towards the Society in any manner whatsoever.

PART XI: CESSATION OF MEMBERSHIP

25. If the subscription of a member shall remain unpaid for a period of one calendar month after it becomes due then the member may after notice of the default shall have been sent to him by the Secretary or Treasurer be debarred by resolution of the Committee from all privileges of membership and his or her name may be removed by the Committee from the Register of Members provided that the Committee may reinstate the member and restore his or her name to the Register on payment of all arrears if the Committee thinks fit to do so.

26. A member may at any time by giving notice in writing to the Secretary resign his or her membership of the Society but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his or her resignation and for all other moneys due by him to the Society and in addition for any sum not exceeding twenty Qatari Riyals (QAR20) which he or she is liable as a member of the Society under Article 9 of these articles of association.
27. If any member shall willfully refuse or neglect to comply with the provisions of these articles of association or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interest of the Society, the Committee shall have power to expel the member from the Society and erase his or her name from the Register of Members provided that at least one week before the meeting of the Committee at which a resolution for his or her expulsion is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution for his or her expulsion and that he or she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defense he or she may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution for his or her expulsion is to be considered by the Committee, elect to have the question of his or her expulsion dealt with by the Society in general meeting and in that event an extraordinary general meeting of the Society shall be called for the purpose and if at the meeting a resolution for the expulsion of the member be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member shall be expelled and his or her name removed from the Register of Members.

PART XII: GENERAL MEETINGS

28. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Society and at such place as the Committee may determine.
29. An annual general meeting of the Society shall be held in accordance with the provisions of the Regulations. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.
30. Any member of the Committee may whenever he or she thinks fit convene an extraordinary general meeting and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Regulations. A request for an extraordinary general meeting can also be initiated by a written and signed request of one fifth ($\frac{1}{5}$) of the members of the Society addressed to the Committee.

31. Subject to the provisions of the Regulations relating to special resolutions and agreements for shorter notice, fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Society.
32. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Committee and Auditors, the election of officers and other members of the Committee in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.

PART XIII: PROCEEDINGS AT GENERAL MEETINGS

33. 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. Save as herein otherwise provided, one third (1/3) of the members without any outstanding obligations present in person shall be quorum. For the purposes of this article "member" includes a person attending as a proxy for a corporation which is a member.
34. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it 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 Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than one fifth ($\frac{1}{5}$) of the members) shall be a quorum. If quorum is still not achieved then, the meeting shall stand adjourned once again, as per above considerations with respect to time and place, and if at the second adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (of any number not less than two) shall be a quorum.
35. The President of the Society shall preside as Chairman at every general meeting of the Society, or if there is no President, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.

36. 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, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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. 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.
37. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- 37.1 by the Chairman; or
- 37.2 by at least three members present in person or by proxy.
- Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
38. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
39. 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.
40. A member may vote in person or by proxy or by attorney and a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
41. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his or her Committee or by his or her trustee or by such other person as properly has the management of his or her estate, and any such Committee, trustee or other person may vote by proxy or attorney.
42. No member shall be entitled to vote at any general meeting if his or her annual subscription shall be in arrear at the date of the meeting.

43. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
44. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointment a proxy shall be in the following form or a form as near thereto as circumstances admit:-

GREEK SOCIETY OF DOHA

I, [●] of [●] appoint [●] as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Society, to be held on the day of 20[●] and at any adjournment thereof. Signed this day of 20[●]

This form is to be used in favour of / against* the resolution.

*Strike out whichever is not desired. (Unless otherwise instructed; the proxy may vote as he or she thinks fit).

45. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society, or at such other place within the State as is specified for the purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
46. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing or such death, unsoundness of mind or revocation as aforesaid has been received by the Society at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

PART XIV: COMMITTEE AND OFFICERS

47. The officers of the Society shall consist of a president (“the President”), a vice-president (“the Vice-President”), and a treasurer (“the Treasurer”) all of whom shall be members of the Society.

48. The following subscribers to these articles of association shall constitute the first board of directors (“the Committee”) and the first officers as set out below:-

President:

[●] Konstantina Melanidi

Treasurer:

[●] Mariana Grymaneli

The aforesaid persons shall also constitute the first Directors of the Society. They shall all retire at the second General Meeting but shall be eligible of re-election.

49. Thereafter the Committee shall consist of the officers, the Secretary, and up to two other members of the Society, all elected as herein provided. All Committee members (including the Officers) shall provide their services on a pro bono basis and claim no pay from the Society.

The (up to six) committee members elected will allocate the officer and remaining committee roles among them in their first meeting, considering that depending on their role they shall have the following responsibilities:

The President shall:

- Represent the Society in all its relations with any authority, organization or third party.
- Speak on behalf of the Society in public.
- Call for the meetings of the Committee and the General Meeting and chair these meetings.
- Coordinate the activities of the Committee and the Society.
- Faithfully execute the decisions of the General Meetings and the Committee.
- Sign official documents of the Society.
- Assign other responsibilities and tasks as per the needs of the Committee or the Society.

The Vice President shall:

- Undertake the role of senior executive (Senior Executive Function or SEF in QFC’s terminology) representing the society in banks, utilities, Society’s computer card and other authorities.
- In the absence of the President, undertake the role of the President.
- Review the Treasurer’s requests for any fund move, authorize any transaction on the bank account(s) of the Society and sign any checks issued.
- Regularly review the Financial Accounts as maintained by the Treasurer.

The Treasurer shall:

- Be responsible for the financial and accounting management of the assets and resources of the Society, collect the receivables and execute the payments, issuing, signing and archiving the necessary receipts.

- Maintain records of all financial transactions and be personally and jointly with the President and the Vice President responsible for any financial irregularity.
- Prepare the financial statements and submit all needed to QFC and the authorities as per the Society's obligations.

The Secretary shall:

- Direct the offices of the Society, prepare announcements, letters, and sign official documents.
- Prepare together with the President the agenda of the meetings.
- Archive all documents and correspondence, maintain the stamp (seal), the Book of Minutes of Meetings, and the Register of the Society Members together with the Treasurer.
- Prepare the minutes of the meetings of the Committee and the General Meeting.
- Be replaced by any available Committee member when absent, under decision of the President.

All regular Committee Members shall:

- Support, act and carry out the tasks of the Committee as defined or deemed necessary.
- Be ready to undertake additional duties as per assignment by the President.
- Participate, speak and vote in Committee meetings.

Any Alternate and Reserve Committee Members shall:

- Optionally participate and speak in Committee meetings, but not have the right to vote.
- Be on stand-by to replace any regular member stepping down, as per Committee decisions.

50. At the second general meeting of the Society and at the annual general meeting of the Society in each alternate year thereafter the officers and other members of the Committee shall be elected from among the members and such officers and other members of the Committee shall hold office for a period of two years until the next annual general meeting when they shall retire but they shall be eligible for re-election.

51. The election of officers and other members of the Committee shall take place in the following manner:-

51.1 Any two members of the Society shall be at liberty to nominate any other member to serve as an officer or other member of the Committee.

51.2 The nomination, which shall be in writing and signed by the member and his or her proposer and seconder shall be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place.

- 51.3 A list of the candidates need not be posted in the registered office of the Society.
 - 51.4 The Committee shall appoint a returning officer who is neither a candidate or a relative of a candidate, to take charge of the ballot for the election of the Society Committee and officers. The returning officer, or his or her appointee, shall supervise the issue of the ballot papers. The returning officer shall be responsible for the safe custody of the ballot papers returned and will count the votes after the ballot has closed. The decision of the returning officer as to the informality of any vote shall be final. The result of the ballot shall be given to the Chairman of the annual general meeting, who shall declare the Committee and officers to be those persons so elected, together with the vote tally count.
 - 51.5 At least seven days before the date of the annual general meeting a ballot paper bearing the candidates, the proposers and seconders names shall be handed or posted to every member entitled to vote. The ballot shall close 24 hours before the annual general meeting. Postal votes must be in the hands of the returning officer not later than 72 hours before the annual general meeting.
 - 51.6 The Committee may prescribe the manner in which votes are to be marked on the ballot paper or such other matter as it may deem necessary to secure the secrecy or propriety of the ballot and there shall be placed an asterisk beside the name of any candidate on the ballot paper who is a member of the Committee offering himself for re-election.
 - 51.7 In case there shall not be a sufficient number of candidates nominated the Committee shall fill up the remaining vacancy or vacancies or may direct the incoming Committee to do so.
52. The Society may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of officers or other members of the Committee.
 53. The Committee shall have power at any time, and from time to time, to appoint any member of the Society to the Committee, either to fill a casual vacancy or as an addition to the existing officers or other members of the Committee but so that the total number of officers or other members of the Committee shall not at any time exceed the number fixed in accordance with these regulations. Any officer or other member of the Committee so appointed shall hold office only until the next annual general meeting.
 54. The Society may by ordinary resolution remove any officer or other member of the Committee before the expiration of his or her period of office, and may by an ordinary resolution appoint another person in his or her stead; the person so appointed shall hold office only until the next annual general meeting.

55. The office of a member of the Committee shall become vacant if the member:-
- 55.1 Ceases to be a member of the Committee by virtue of the Regulations;
 - 55.2 Becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 55.3 Becomes prohibited from being a Director of a Company by reason of any order made under the Regulations;
 - 55.4 Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - 55.5 Resigns his or her office by notice in writing to the Society;
 - 55.6 For more than six months is absent without permission of the Committee from meetings of the Committee held during that period;
 - 55.7 Holds any office of profit under the Society;
 - 55.8 Ceases to be a member of the Society; or
 - 55.9 Is directly or indirectly interested in any contract or proposed contract with the Society provided, however, that a member shall not vacate his or her office by reason of his or her being a member of any corporation society or association which has entered or proposes to enter into a contract with the Society if such corporation society or association is among the class of companies referred to in the proviso to Article 5 of these articles of association and if he or she shall have declared the nature of his or her interest in manner required by the Regulations.

Provided always that nothing in this article shall affect the operation of Article 4 of these articles of association.

PART XV: POWERS AND DUTIES OF THE COMMITTEE

56. The business of the Society shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Regulations or by these regulations, required to be exercised by the Society in general meeting, subject, nevertheless, to any of the regulations, to the provisions of the Regulations, and to such regulations or provisions, as may be prescribed by the Society in general meeting; but no regulation made by the Society in general meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.
57. The Committee may exercise all the powers of the Society but not to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Society.
58. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society shall be signed drawn accepted endorsed or otherwise executed, as the case may be by any two

members of the Committee or in such other manner as the Committee from time to time determine.

59. Any expenditures incurred by the Committee shall not exceed the total sum of the annual budget of the Society without approval by the members in general meeting.
60. The Committee shall cause minutes to be made:-
 - 60.1 Of all appointments of officers and servants;
 - 60.2 Of names of members of the Committee present at all meetings of the Society and of the Committee; and
 - 60.3 Of all proceedings at all meetings of the Society and of the Committee.Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

PART XVI: PROCEEDINGS OF THE COMMITTEE

61. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Committee may at any time and the Secretary shall on the requisition of a member of the Committee summon a meeting of the Committee.
62. Subject to these articles of association questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
63. A member of the Committee shall not vote in respect of any contract or proposed contract with the Society in which he or she is interested, or any matter arising therefrom, and if he or she does so vote his or her vote shall not be counted.
64. The quorum necessary for the transaction of the business of the Committee shall be three or such greater number as may be fixed by the Committee.
65. The continuing members of the Committee may act notwithstanding any vacancy in the Committee but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Society, but for no other purpose.
66. The President shall preside as chairman at every meeting of the Committee or if there is no President or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting the Vice-President shall be

Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be chairman of the Meeting.

67. The Committee may delegate any of its powers to sub-committees consisting of such member or members of the Society as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any requirements that may be imposed on it by the Committee.
68. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
69. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
70. All Acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee. Where needed, the Committee may issue more detailed codes of conduct for one or more of its subcommittees. Such Codes of Conduct may be subject to change only after recommendation of the relevant Subcommittee and the Committee, and decision at a General Meeting.
71. A resolution in writing signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

PART XVII: SECRETARY

72. The Secretary shall in accordance with the Regulations and above articles be appointed by the Committee for such term at such remuneration and upon such conditions as it thinks fit; and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Committee from appointing a member of the Society as honorary Secretary and any member so appointed shall forthwith become an officer of the Society and if not already a member of the Committee ex

officio a member of the Committee and he or she shall be subject to the provisions of Article 3 of these articles of association.

PART XVIII: SEAL

73. The Committee shall provide for the safe custody of the seal which shall only be used by the authority of the Committee or of a sub-committee of members of the Committee authorised by the Committee in that behalf and every instrument to which the seal is affixed shall be signed by a member of the Committee and shall be countersigned by the Secretary or by a second member of the Committee or by some other person appointed by the Committee for the purpose.

PART XIX: ACCOUNTS

74. The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Regulations provided, however, that the Committee shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date not more than three months before the date of the meeting.
75. The Committee shall from time to time determine in accordance with Article 11 of these articles of association at what times and places and under what conditions or regulations the accounting and other records of the Society shall be open to the inspection of members not being members of the Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or paper of the Society except as conferred by law or by Article 11 of these articles of association or authorised by the Committee or by the Society in general meeting.

PART XX: AUDIT

76. A properly qualified auditor or auditors shall be appointed and his or her or their remuneration fixed and duties regulated in accordance with Section 11 of the Regulations and Article 11 of these articles of association.

PART XXI: NOTICES

77. A notice may be given by the Society to any member either personally or by sending it by post or email to him at his or her registered email or physical address or (if he or she has no registered address within the State) to the address, if any, within the State supplied by him to the Society for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected

by properly addressing prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

78. Notice of every general meeting shall be given in any manner herein before authorised to every member except those members who (having no registered address within the State) have not supplied to the Society an address within the State for the giving of notices to them; and the auditor or auditors for the time being of the Society. No other person shall be entitled to receive notices of general meetings.

PART XXII: WINDING UP

79. Any process for winding up of the Society shall follow such processes as are set out in the Regulations and the provisions of Article 10 of these articles of association relating to the winding up or dissolution of the Society shall have effect and be observed.

PART XXIII: INDEMNITY

80. Every member of the Committee, Auditor, Secretary and other officers for the time being of the Society shall be indemnified out of the assets of the Society against any liability arising out of the execution of the duties of his or her office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which is acquitted or in connection with any application under the Regulations in which relief is granted to him by a Court of competent jurisdiction in respect of any negligence default breach of duty or breach of trust.

WE, the several persons whose names are subscribed being subscribers to the Society hereby agree to the foregoing Articles of Association.