Memorandum and Articles of Association

Dartford Hindu Mandir Ltd
(Registered Charity No: 1210594)

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1. Interpretation

In the articles:

‘address’ means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

‘the articles’ means the charity’s articles of association;

‘the charity’ means the company intended to be regulated by the articles;

‘clear days’ in relation to the period of a notice means a
period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

‘the Commission’ means the Charity Commission for England and Wales;

‘Companies Acts’ means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

‘the trustees’ means the trustees of the charity. The trustees are charity trustees as defined by section 177 of the Charities Act 2011; Two types of trustees of the Charity are ;

1. The subscribers to the first memorandum are the first members of the charity. They be called a ‘Founding Trustee’.
2. Those who did not subscribe to the memorandum but later became a Member shall be called a ‘Trustee’.

‘the members’ means only the Trustees of the Charity.

‘connected persons’ meaning is detailed in the ‘interpretation’ sections;

‘officers’ means only the Trustees of the Charity;

‘secretary’ means any person appointed by the Trustees to perform the duties of the secretary of the charity;

‘devotees’ means those who support the cause of the Charity, includes donors, devotees, life members, executive committee members and anyone willing to donate or offer free service to the Mandir, it’s up-keep and well-being;

‘document’ includes, unless otherwise specified, any document sent or supplied in electronic form;

‘electronic form’ has the meaning given in section 1168 of the Companies Act 2006;

‘the memorandum’ means the charity’s memorandum of association;

‘the seal’ means the common seal of the charity if it has one;

‘the United Kingdom’ means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. Liability of members

The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

a. payment of the charity’s debts and liabilities incurred before he, she or it ceases to be a member;
b. payment of the costs, charges and expenses of winding up; and
c. adjustment of the rights of the contributories among themselves.

4. Objects

The advancement of the Hindu religion or faith through religious education and activities and the maintenance of the doctrines and tenets of such religion or faith, as defined in Vedas and Puranas, and the observances which would serve to promote and manifest it including the provision and maintenance of a temple in Dartford, Kent, for the purposes of public discourse, observing Hindu rites and rituals, celebrating religious ceremonies, festivals and other Hindu religious charitable purposes and create a resource centre to benefit the larger community in Dartford.

5. Powers

The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, only through its Trustees, the charity has power:

a. to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
b. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
c. to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must

comply as appropriate with sections 117 and 122 of the Charities Act 2011.

d. to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
e. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
f. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
g. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
h. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
i. to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may remunerate a trustee only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
j. to:
    i. deposit or invest funds;
    ii. employ a professional fund-manager; and
    iii. arrange for the investments or other property of the charity to be held in the name of a nominee;
    iv. in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
k. to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
l. to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;
m. Organise regular prayer sessions and cultural activities;
n. To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the charity;
o. To oppose, or object to, any application or proceedings which may prejudice the charity's interests; and
p. To engage such consultants and advisers as considered appropriate for the proper conduct of the charity's activities.

6. Application of income and property

a. The income and property of the charity shall be applied solely towards the promotion of the Objects.

b.

i. A trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

ii. A trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

iii. A trustee may receive an indemnity from the charity in the circumstances specified in article 57.

iv. A trustee may not receive any other benefit or payment unless it is authorised by article 7.

c. Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee receiving:

i. a benefit from the charity in the capacity of a beneficiary of the charity;

ii. reasonable and proper remuneration for any goods or services supplied to the charity.

7. Benefits and payments to charity trustees and connected persons General provisions

a. General provisions

No trustee or connected person may:

1. buy any goods or services from the charity on terms preferential to those applicable to members of the public;
2. sell goods, services, or any interest in land to the charity;
3. receive any remuneration from, the charity;
4. receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting trustees' or connected persons' benefits

i. A trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
ii. A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
iii. Subject to sub-clause (3) of this article a trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the trustee or connected person.
iv. A trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
v. A trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
vi. A trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

b. The charity and its trustees may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
    i. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its trustees (as the case may be) and the trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
    ii. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
    iii. The other trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
    iv. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or

arrangement with him or her or it with regard to the supply of goods to the charity.

v. The reason for their decision is recorded by the trustees in the minute book.

vi. A majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 7.

c. In sub-clauses (2) and (3) of this article:

i. 'charity' includes any company in which the charity:

1. holds more than 50% of the shares; or
2. controls more than 50% of the voting rights attached to the shares; or
3. has the right to appoint one or more trustees to the board of the company.

ii. 'Connected person' includes any person within the definition in article 61 'Interpretation'.

8. Declaration of trustees' interests

A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A trustee must absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

9. Conflicts of interests and conflicts of loyalties

a. If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:

i. the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

ii. the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and

iii. the unconflicted trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

b. In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

10. Members

a. The subscribers to the memorandum are the first members of the charity, they agreed to become trustees when application to register the Charity was made. They be called Founding Trustees.
b. Those who did not subscribe to the memorandum as Founding Trustees but later became a Member shall be called Trustees.
c. As Membership is open to other individuals or organisations who:
    i. Upon fulfilling the criteria set by the BoT from time to time apply to the charity to become a Trustee; and
    ii. are approved by the Trustees.
d.
    i. The trustees may only refuse an application for membership if an applicant has not fulfilled the BOT criteria to become a Trustee – currently being donation of 50K to DHM.
    ii. The trustees may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interest of the charity to refuse the application.
    iii. The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
    iv. The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
e. Membership is not transferable.
f. The chair of trustees must keep the Charity Commission register up to date at all times of the current names and addresses of the members.

11. Classes of membership

a. The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

1. The subscribers to the memorandum are the first members of the charity, they agreed to become trustees when application to register the Charity was made. They be called Founding Trustees.

2. Those who did not subscribe to the memorandum and later became a Member shall be called Trustees. These are members who become Trustees from October 2025 onwards.

   The Trustees from (1) & (2) above shall be responsible for the overall functioning of the Dartford Hindu Mandir and shall be members of Board of Trustee (BoT).

   The BoT will be the final decision-making body in the Charity. The BoT will oversee as well as control all operation of the Charity. Each

Trustee shall be a lead of their allocated department(s) and be assigned task(s).

In the interest of the DHM Charity and to focus on its purpose, development and growth of the Mandir all Trustees are expected to undertake expected duties and responsibilities of the Mandir. Trustees must fulfil their duties and responsibilities towards the Mandir in their allocated departments. This becomes a requirement of each Trustee to remain a Trustee. Non-committal to their responsibilities and duties of being a Trustee and/or not engaging in work of Mandir, for a period of six months and more, can lead to their removal from being a Trustee by a majority vote in a BOT meeting, via a recall petition.

b. The rights attached to a class of membership may only be varied if it is required to progress and protect the interest of DHM Charity.

c. Termination of membership – The membership is terminated if:

a. the member dies or,
b. the member resigns by written notice;
c. the member is removed from membership due to being involved in anti-organisation activities and case being proven beyond reasonable doubt.
d. the member is removed from membership as an outcome of a successful recall petition.

12. Office bearers

a. The Board of Trustees shall nominate from among themselves office bearers to lead various departments, as they consider appropriate.

Election to the Chairperson of the Board of Trust to be held amongst the BOT members every 4 years or if it becomes necessary due to resignation, removal or death of the incumbent Chairperson.

The BoT will oversee as well as control all operation of the Charity. Each Trustee shall be a lead of their allocated department(s) and be assigned task(s).

13. Executive committee

1) Executive Committee Members – are those elected every year, from those who are Life-Members, into the 12 -member body, for a period of 12 months. Elected executive committee members will be required to assist the Board of Trustees in running of the Temple and will work under the supervision of the Board of Trustees.

2) Executive Committee members shall elect a President and a Vice-President from those elected to the 12-member body.

3) Executive Committee members can meet independently and can make recommendations to BOT, for the BoT to make final decisions on all matters.

4) To stand in election to become an Executive Committee Member one must be A) a Hindu, B) have become a Life Member; C) Have served Mandir for at least six months and D) Have not been involved in any Anti-organisation activity.

   Life Members – 'devotees' who have donated at least £2,000 to the Charity. For a couple a donation of £3,000 will make them both life members.

5 The Executive Committee's role shall remain only to assist the Trustees in running of the Temple and they will work under the supervision of the Board of Trustees. The BoT will oversee as well as control all operation of the Charity. Each Trustee shall be a lead of their allocated department(s) and assigned task(s). Elected Executive Committee members will be 'second lead' of the departments, being led by Trustees.

6 Election to The Executive Committee's shall be held in April of every year.

   If for any reason election cannot happen on time incumbent Executive Committee can continue to function as normal, but for no longer than 3 more months. First Executive Committee election to be done once Mandir becomes operational and after the idols are permanently established in the Mandir.

7 Those elected to be the President and Vice-president of the elected Executive Committee for two successive terms will have to take a gap year from the two position, but can get elected to the Executive Committee.

8 An executive committee membership is not transferrable.

9 In the interest of the Charity and to focus on its purpose and growth all Executive committee members, during their term, must fulfil their responsibilities towards the Mandir in their allocated departments. This becomes a requirement to remain in their position, non-committal to their responsibilities of being a Executive Committee member can be discussed in BOT with options of initiating recall petition against the Executive committee member.

10 Termination of executive committee membership – The membership is terminated if:

   a. the member dies or,
   b. the member resigns by written notice;
   c. the member is removed from membership due to being involved in anti-organisation activities and case being proven beyond reasonable doubt.
   d. the member is removed from membership as an outcome of a successful recall petition.

14 General Meetings of a) Board of Trustees and b) Executive Committee

Executive Committee members can meet independently and can make recommendations to BOT for the BOT to take final decisions on all matters. Both bodies can seek assistance of members of either body to fulfil their allocated responsibilities.

a. The Board of Trustees must hold its first annual general meeting within eighteen months after the date of its incorporation of charity and subsequently every year.

b. The Executive Committee must hold its first general meeting within 4 weeks after their election.

c. For Board of Trustees, annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

d. The BoT may call a general meeting at any time, of (a) and/or (b).

15 Notice of general meetings of a) Board of Trustees and b) Executive Committee

e. The minimum periods of notice required to hold a general meeting are:
    i. twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
    ii. fourteen clear days for all other general meetings.

f. A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

g. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22.

h. The notice must be given to all the members and to the trustees and auditors.

i. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

16 Proceedings at general meetings of a) Board of Trustees and b) Executive Committee

a. No business shall be transacted at any general meeting unless a quorum is present.
b. A quorum is:
    i. 50% members present in person and entitled to vote upon the business to be conducted at the meeting; or
c. If:
    i. a quorum is not present within half an hour from the time appointed for the meeting; or
    ii. during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the trustees shall determine.

d. The trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
e. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
f. General meetings shall be chaired by the person who has been appointed to chair meetings of the trustees.
g. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
h. If there is only one trustee present and willing to act, he or she shall chair the meeting.
i. If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
j. The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
k. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
l. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
m. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
n. Emergency meeting of Trustees can be called by any Trustee and can happen as long as all Trustees are in agreement. Emergency meetings are those that needs to happen within 24 hrs of it being called.
o. Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

i. by the person chairing the meeting; or
ii. by at least two members present in person or by proxy and having the right to vote at the meeting; or
iii. by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

p.
i. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
ii. The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

q.
i. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
ii. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

r.
i. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
ii. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

s.
i. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
ii. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
iii. The poll must be taken within thirty days after it has been demanded.
iv. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
v. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

17 Content of proxy notices

a. Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which -
i. states the name and address of the member appointing the proxy;
ii. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
iii. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and

iv. is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

b. The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
c. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
d. Unless a proxy notice indicates otherwise, it must be treated as -
    i. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
    ii. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

18 Delivery of Proxy notices

a. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.
b. An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
c. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
d. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

19 Written resolutions

a. A resolution in writing agreed by a simple majority of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
    i. a copy of the proposed resolution has been sent to every eligible member;
    ii. a simple majority of members has signified its agreement to the resolution; and
    iii. it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
b. A resolution in writing may comprise several copies to which one or more members have signified their agreement.
c. In the case of a member that is an organisation, its authorised representative may signify its agreement.

20 Vote of members of BoT & Executive Committee

a. Subject to article 11, every member, shall have one vote to their respective bodies.
b. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

21 Power of trustees

i. The trustees shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
ii. No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
iii. Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.
iv. The Trustees shall be responsible for the overall functioning of the Dartford Hindu Mandir Charity and shall be members of Board of Trustee (BoT).
v. The BoT will be the final decision-making body in the Charity. The BoT will oversee as well as control all operation of the Charity.
vi. Each Trustee shall be a lead of their allocated department(s) and assigned task(s).
vii. In the interest of the Charity and to focus on its purpose and growth all members must fulfil their responsibilities towards the Mandir in their allocated departments. This becomes a requirement of each Trustee to remain in their position, non-committal to their responsibilities of being a Trustee can be discussed in BOT with options of initiating recall petition against the member.

22 Appointment of trustees / trustees

a. The charity may by ordinary resolution appoint a person who is willing to act to be a trustee upon 'the applicant' completing the qualification criteria set upon from time to time; The BoT has set a qualification criteria to become a Trustee, for e.g. a donation ceiling and mandatory time of service to Mandir, this qualification is reviewed every year and shall be applied without discretion.
b. All members who are entitled to receive notice of a general meeting must be given not less than seven or more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a trustee.
c. The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees.

23 Disqualification and removal of trustees

a. A trustee shall cease to hold office if he or she:
    i. Dies
    ii. ceases to be a trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a trustee;
    iii. in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
    iv. resigns as a trustee by a written notice (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
    v. is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.
    vi. Is found to be involved in anti-organisation activity and this is proved beyond reasonable doubt in any case.
    vii. As an outcome or a successful recall petition.

24 Remuneration of trustees

a. The trustees must not be paid any remuneration unless it is authorised by article 7.

25 Proceedings of trustees

a.
    i. The trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
    ii. Any trustee may call a meeting of the trustees.
    iii. The trustees shall appoint a trustee to chair their meetings.
    iv. Questions arising at a meeting shall be decided by a majority of votes, if a unanimous decision was not possible. Members must work towards making unanimous decisions on matters.
    v. Every Trustee has one vote, one who is chairing the meeting shall vote at the end.

b.
    i. No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made. [‘Present’ includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.]
    ii. The quorum shall be half of the total number of trustees, or such larger number as may be decided from time to time by the trustees.
    iii. A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.

c.

i. A resolution in writing or in electronic form agreed by all of the trustees entitled to receive notice of a meeting of the trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held.
ii. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement.

26 Delegation

i. The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded.
ii. The trustees may impose conditions when delegating, including the conditions that:
    1. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
    2. no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
iii. The trustees may revoke or alter a delegation.

27 Validity of trustees' decisions

a. All acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
    i. who was disqualified from holding office;
    ii. who had previously retired or who had been obliged by the constitution to vacate office;
    iii. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
    iv. the vote of that trustee; and
    v. that trustee being counted in the quorum;

    the decision has been made by a majority of the trustees at a quorate meeting.

28 Seal

a. the charity does not have a seal to use.

29 Minutes

a. The trustees must keep minutes of all:
    i. appointments of officers made by the trustees;
    ii. proceedings at meetings of the charity;
    iii. meetings of the trustees and committees of trustees including:
        1. the names of the trustees present at the meeting;

2. the decisions made at the meetings; and
3. where appropriate the reasons for the decisions.

30 Accounts

a.
   i. The trustees must prepare for each financial year accounts as required by the Companies Acts and Charity Commission. The Trustees can appoint a Chartered Accountant to complete the yearly accounts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
   ii. The trustees must keep accounting records as required by the Companies Act and Charities Commission.

31 Annual report, Return and Register of Charities

a. The trustees must comply with the requirements of the Charities Act 2011 and Charities Commission with regard to the:
   i. transmission of a copy of the statements of account to the Commission;
   ii. preparation of an Annual Return and its transmission to the Commission.
b. The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

32 Means of communication to be used

a.
   i. Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
   ii. Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.
b. Any notice to be given to or by any person pursuant to the articles:
   i. must be in writing; or
   ii. must be given in electronic form.
c. The charity may give any notice to a member either:
   i. personally; or
   ii. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
   iii. by leaving it at the address of the member; or

iv. by giving it in electronic form to the member's address.
v. by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

d. A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

e.
i. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
ii. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
iii. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
1. 48 hours after the envelope containing it was posted; or
2. in the case of an electronic form of communication, 48 hours after it was sent.

33 Indemnity

a.
i. The charity may indemnify trustees against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
ii. In this article a 'relevant trustee' means any trustee or former trustee of the charity.

34 Rules

a. The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
b. The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
i. the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
ii. the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
iii. the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;

iv. the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
v. generally, all such matters as are commonly the subject matter of company rules.

c. The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
d. The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
e. The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

35 Disputes

a. If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

36 Dissolution

a. The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
    i. directly for the Objects; or
    ii. by transfer to any charity or charities for purposes similar to the Objects; or
    iii. to any charity or charities for use for particular purposes that fall within the Objects.
b. Subject to any such resolution of the members of the charity, the trustees of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
    i. directly for the Objects; or
    ii. by transfer to any charity or charities for purposes similar to the Objects; or
    iii. to any charity or charities for use for particular purposes that fall within the Objects.
c. In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 60(1) is passed by the members or the trustees the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

37 Interpretation

a. A 'connected person' means:
    i. a child, parent, grandchild, grandparent, brother or sister of the trustee;
    ii. the spouse or civil partner of the trustee or of any person falling within sub-clause (i) above;
    iii. a person carrying on business in partnership with the trustee or with any person falling within sub-clause (i) or (ii) above;
    iv. an institution which is controlled –
        1. by the trustee or any connected person falling within sub-clause (i), (ii), or iii) above; or
        2. by two or more persons falling within sub-clause 4(a), when taken together
    v. a body corporate in which –
        1. the trustee or any connected person falling within sub-clauses (i) to (iii) has a substantial interest; or
        2. two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
        3. Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

38 Recall Petition

(1) Members as well as Executive Committee members shall be covered by the Recall petition.
(2) If there is a case against an individual that must lead to their removal from their position, they can be removed by activating the Recall petition against the individual.
(3) First step of Recall petition will be for the Executive Committee President to call for a meeting of devotees, to discuss the recall petition. The President, and in case the case is against the President, the General Secretary must chair the meeting. Devotees shall decide the outcome by virtue of voting on the petition, a threshold of 75% vote be needed for a recall petition to be successful. The chair of the meeting shall communicate to BoT the outcome of the meeting, along with a report on the case and the minutes of the meeting. 38 (3) shall not apply on a Trustee.
(4) Next step will be for the Board of Trustees to call for a BOT meeting, to discuss the recall petition report and recommendation of Executive Committee President and make a final decision. The Chairperson, and in case the case is against the Chairperson one of the Founding Trustees must chair the meeting. Report of the case and minutes of the meeting is prepared. In case of a Trustee 38(4) shall only apply.
(5) If a Recall petition passes test of both the bodies membership of that individual shall be considered to have ceased. In case of a Trustee 38(4) shall only apply.

39 Anti organisation activities

"Anti-organization activity" is a broad term that can refer to several different concepts. Here is a breakdown of what it usually means in context of Mandir:

- **In Public Safety & Extremism:** Under UK law, this can refer to involvement in proscribed (banned) terrorist or extremist organizations. You can review the complete government list of Proscribed Terrorist Groups.
- **Anti-Social Behaviour (ASB):** On a local level, this refers to disruptive activity that causes harassment, alarm, or distress to the community the Mandir serves or causes harm of reputation or/and financial loss to the Mandir.

In the interest of the DHM Charity and to focus on its purpose, development and growth of the Mandir all Trustees are expected to not engage in anti-organisation activities against the Mandir, this becomes a requirement of each Trustee to remain a Trustee. Involvement in anti-organisation activities can lead to their removal from being a Trustee by a majority vote in a BOT meeting, via a recall petition.

40 Decision Making between BOT and EC

Elected Executive Committee will be required to assist the Trustees in running of the Temple and will work under the supervision of the Board of Trustees. The BoT will oversee as well as control all operation of the Charity.

Executive Committee members can meet independently and can make recommendations to BOT for final decisions on all matters.