

MEMORANDUM OF ASSOCIATION AND RULES AND REGULATIONS OF

11AA 524876

“THE CORPORATE EDUCATIONAL AGENCY OF
THE CATHOLIC DIOCESE OF TIRUVALLA”

MEMORANDUM OF ASSOCIATION OF THE CORPORATE EDUCATIONAL AGENCY OF
THE CATHOLIC DIOCESE OF TIRUVALLA

1. Name The Name of the Society shall be
“The Corporate Educational Agency of the
Catholic Diocese of Tiruvalla”
2. Registered Office The Registered Office of the Society shall be at Catholic
Bishop’s House, Marygiri, P.B. No4,
Tiruvalla, Kerala, India-689 101
3. Address Catholic Bishop’s House, Marygiri, P.B No.4,
Tiruvalla, Kerala, India-689 101
4. Area of Operation The area of operation shall be the whole of India

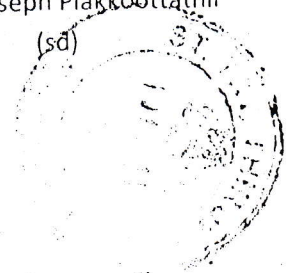
Chairman
Fr. Antony Chethipuzha
(sd)

Secretary
Fr. Pradeep Vazhatharamalayil
(sd)

Treasurer
Fr. Joseph Plakkottathil
(sd)

NDS 3083 P20/-
15/1/2013

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II AIMS AND OBJECTIVES: The Society is established for the promotion of education, Literature and Science, the diffusion of useful knowledge, and charitable purposes.

The means employed for the attainment of these objects are:-

- a) The provision and maintenance of Colleges, High Schools, Secondary Schools, Primary Schools, Nursery Schools, Day-Care Centers, Industrial Schools, Agricultural Farms, Orphanages, Dispensaries, Places of Worship, Convents, Hostels, Boarding and other Charitable Institutions in India belonging to the Diocese of Tiruvalla.
- a(i) Doing such other Charity without the main object of earning profit and coming under the purview of 'Charitable Purpose' under Indian Income Tax Act 1961 and any statutory notifications or amendments thereto, and the scope of the objects are not restricted as to any religion, community, caste, locality and (the charitable purpose) shall include relief of the poor, education, medical relief and the advancement of any other general public utility.
- b) Receiving donation, contributions, annuities, compensation or rent or subsidies, assistance etc. due from the Government institutions, persons, or groups, etc. using the same for the said aims and objectives.
- c) Raising the funds by way of collection from the public, by cultivating land of the institutions, and other legitimate means of income generating projects.
- d) The supply and maintenance of professors, teachers, etc. and of books and other necessary articles incidental to the carrying out of such educational ventures as may from time to time seem good and necessary in the estimation of the Governing Body and in accordance with the Education Rules and University statutes of each state of India.
- e) Framing necessary rules and regulations and to get recognition from authority, if necessary, and framing a scheme for Management for effective of the said aims and objectives.
- f) As the corporate educational agency of the Catholic Diocese of Tiruvalla belongs to the minority community of the Syro-Malankara Christian Catholic Church, it shall enjoy all the rights and privileges of the minority community granted by the constitution of India Article 30(i)

Chairman
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Secretary
Fr. Pradeep Vazhatharamalayil
(sd)

Treasurer
Fr. Joseph Plakkoottathil
(sd)

III The name and Designation, occupation and address of the members of the first Governing Body of the agency are as follows:-

No.	Name	Address	Occupation	Designation
1	Fr. Antony Chethipuzha	Catholic Bishop's house Marygiri, P.B No-4 Tiruvalla-689101	Priest	Chairman
2	Fr. Pradeep Vazhatharamalayil	Catholic Bishop's House Marygiri, P.B No-4 Tiruvalla-689101	Priest	Secretary
3	Fr. Joseph Plakkootathil	Catholic Bishop's House Marygiri, P.B.No-4 Tiruvalla-689101	Priest	Treasurer

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Fr. Joseph Plakkootathil
(sd)



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RULES AND REGULATIONS OF "THE CORPORATE EDUCATIONAL AGENCY OF THE CATHOLIC DIOCESE OF TIRUVALLA"

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N053082 Rs20/-
15/1/2013

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III. DEFINITIONS AND MEANING

1. T.C.E.A. C.D.T.: In the Rules and Regulations "The Corporate Educational Agency of the Catholic Diocese of Tiruvalla" means that particular agency of the Catholic Diocese of Tiruvalla which is interested in promoting education and other objectives specified in the Memorandum.
2. DIOCESE OF TIRUVALLA: is the ecclesiastical unit of the Syro-Malankara Catholic Church established by the Apostolic "Pastorum Principi" dated 11th June, 1932 of His Holiness Pope Pius XI.
3. PRESIDENT: means the person responsible for the over- all functioning of the Society according to these rules and regulations.
4. GOVERNING BODY: means the executive body of the Society consisting of the President and four councilors.
5. COUNCILLORS: means the members of the Governing Body.
6. Patron: means the patron of the society
7. Charitable Purpose: will have the same meaning as given in the definition under Section 2(15) of the Income Tax Act 1961.
8. Society: Society means The Corporate Educational Agency of the Catholic Diocese of Tiruvalla

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IV. Membership & Administration

- 1.a) **Member** : Any member of the Malankara Catholic Arch Diocese of Tiruvalla, not below the age of 21 years and in agreement with the objects of the society and subscribes not less than Rs.100/- shall become a member subject to the approval of the governing Board and the Patron. Any member who ceases to be a member of the Malankara Catholic Arch Diocese of Tiruvalla will lose his/her membership of the Society.
- b) Every person who is eligible for membership shall pay a sum of Rs.100/- (Rs. One Hundred only) along with the application for membership. Membership fee once paid shall not be refunded.
- c) The Governing Body and the Patron shall have the power to accept the membership or suspend or terminate the membership of any person, who in its opinion is engaged in activities detrimental to the interests of the society. If such member is an office bearer, such person may be removed from office after giving him an opportunity for hearing before Patron.
- d) Membership may be increased only when the governing body feels that the new members with the interest in the development of the society is needed to enhance the area as well as implementation of the objectives of the Society.
- e) New members must have deep interest in the welfare of the Society and strive to contribute by their talents towards its growth.
- f) The maximum membership of the Society shall not be more than 50 and the minimum shall not be less than 7 and the number of members admitted during the tenure of a Board shall not exceed five.
- g) The Vicar Generals, Procurator and heads of professional educational institutions of the Malankara Catholic Arch Diocese of Tiruvalla shall be the invitee to the Board as well as annual general meeting of the Society.
- h) Any person nominated by the Patron as his representative shall have the full membership in the Society.
2. The Governing body of the Society consists of President, Vice President, Secretary, Treasurer and three members. The minimum number of members in The Governing Board shall be Seven. The President shall be elected every three year period in the annual General Meeting and such elected President with the approval of Patron shall become President and he is authorised to nominate other office bearers and constitute the Governing Body with consent of the Patron. The term of office of President and other office bearers shall be for three years.

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3. In the event of any casual vacancy occurring in the Governing body, what so ever may be the reason, such vacancy shall be filled by the Patron with the approval of governing body within three months from the date of such vacancy.
4. **Audit:** The Governing Board shall appoint a Chartered Accountant or Chartered Accountants as the auditor or auditors of the society for every year in their Annual General Meeting. Audited Financial Statements along with budget for subsequent year must be presented before the Annual General Meeting by the Governing Body
5. **Patron of the Society:** The person appointed as Metropolitan/Archbishop of the Syro-Malankara Catholic Arch Diocese of Tiruvalla shall be the patron of the society. In other words, the Arch Bishop or in any other nomenclature a person is appointed time to time as head of the Arch Diocese/hierarchical unit of Malankara Catholic Church at Tiruvalla shall be the Patron of the Society
6. **Register of Members:** There shall be a register of members kept at the registered office of the society which shall contain the names and addresses of the members of the society, the date of admission, membership number, amounts subscribed and the date of removal, if any."
7. **Meetings**
 1. **Meetings of Governing Board:-**
 - b. The Governing Board shall meet at least once in three months. The date, and time of the meeting shall be decided by the Secretary in consultation with the President.
 - c. Seven day's clear notice shall be given to the members of the Governing Board for ordinary meetings. Emergency meetings may be called at short notice if the president considers it necessary.
 - d. Five members of the Board shall form a quorum except for adjourned meeting for which no quorum is necessary.
 - e. The Board shall decide all questions before it by a majority of votes. When the votes are equal the President shall have a second or casting vote.
 - f. A declaration by the Chairman of the meeting that a resolution has been carried or lost as determined by votes, and an entry to that effect made in the minutes book shall be conclusive evidence of that fact.
 - g. If any member of the board absents himself/herself from the Board meeting without leave for three consecutive meetings, his/her membership on the Board may be deemed to have ceased.

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2. **General Body Meetings:-**

- h. An annual General meeting of the members of the society shall be held not later than 30th September every year at which the annual report, audited accounts and budget shall be considered and passed.
- i. Twenty one days clear notice in writing shall be given to all the members for convening the general meeting. Such notices shall be sent by post and the certificate of posting shall be sufficient proof of proper serving of notice. Copies of the annual report, audited accounts and budget shall accompany the notice.
- j. The Governing Board may convene an extraordinary General meeting when-ever considered necessary by giving twenty one days clear notice in the same manner as provided for the annual general meeting.
- k. Ten members or Thirty percent of the total membership of the society whichever is less shall form the quorum. If the quorum is not present within half an hour of the appointed time for the meeting the same shall stand adjourned to such date and time as the board may decide. For adjourned meetings the members present shall form the quorum.
- l. The general meeting shall decide all the resolutions before it by a majority of votes. In case of equality of votes the President or chairman shall have second or casting vote. A declaration by the Chairman that a resolution has been carried or lost as determined by votes and an entry made in the minutes books shall be conclusive evidence of the due passing the resolution.
- m. The President and in his absence the Vice-President and if both are absent a member of Governing Board elected as chairman shall preside over the meeting.
- n. The secretary shall convene a meeting of the General body on requisition by 5 members or by 1/3 of total members of the society, whichever is less; such requisition shall specify the subjects to be transacted and it must have prior approval of the President.

8. **Arbitration:** Any unresolved dispute regarding any matter of the society shall be referred to the arbitration of the Patron or a committee appointed by him and the decision of the Patron or the Committee shall be final and there shall be no appeal against it.

9. The Governing Body may meet for the dispatch of business, adjourn or otherwise regulate its business as it thinks fit.

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10. BUSINESS OF THE SOCIETY: The Management of the affairs of the Society shall be entrusted to the Governing Body who shall do everything which, in their opinion is necessary for the purpose of carrying out the objectives of the Society.
11. In the exercise of its Functions the Governing Body shall be governed in all matters also by the provisions of the Church laws, and the Diocesan laws and regulations.
12. In all transactions the Society shall be fully represented by the Treasurer who shall demand and receive all money due to the Society and give proper receipts for the same.
13. The Secretary shall, on behalf of the society, execute all documents and make all endorsements as may be necessary for the purpose of assigning or creating an interest or in respect of any property of the society whether movable or immovable or for negotiating any note, bill or other security belonging to the society or in general for the purpose of carrying on the business of the society.
14. The society shall also be fully represented by the Secretary in all judicial proceeding before any civil, criminal or revenue court, or before a Registrar or Sub-Registrar or assurances.
15. The Term of Office of the Governing Body shall be for three years. Every three year period, Annual General Meeting shall elect a President and President in consultation with Patron constitutes the Governing Body.
16. The governing body shall have the power to mortgage, sell, lease or donate or otherwise deal with the assets and properties of the society movable or immovable.
17. **Amendments** : Amendments if any, to these rules and Regulations shall be made only at its general meeting by 2/3rd majority of the members present at such meeting with the prior permission of Commissioner of Income Tax and subject to the approval of the Patron.

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18. **TERMINATION OR EXTINCTION:**
If upon the dissolution of the society, there shall remain after the satisfaction of all debts and liabilities, any property, whatsoever, the same shall not be paid to, or distributed among the members of the said society, or any of them, but shall be given to the (State Government) upon such terms and conditions as may be mutually agreed upon or to some other society which has for its object, the furtherance of aims similar, as near as may be, to the objects of the dissolved society to be determined by the votes of not less than three fifths of the members present, personally, or by proxy, at the time of the dissolution, or, in default thereof, by such court as aforesaid.
19. **BANK ACCOUNT:** The Society can open Bank Account with any of the banks and such bank account shall be operated and managed jointly by the Secretary and Treasurer of the Society. They are authorized to deliver necessary documents to such organization and execute any agreement with such organization for and on behalf of the Society with the approval of Governing Body and Patron. They are the authorized signatory of the Society. The Institutions coming under the purview of the Society can open bank account in the name of the institution at any convenient location or bank by the Manager of such Institution. The Manager appointed for such Institution by the Board can open and operate Account with any Bank and he is the authorized signatory for such Bank Account.
20. To deposit, invest and deal with any of the money of the society not immediately required for the purpose of the Society in approved banks and securities in such manner as they think fit and from time to time vary or realize such investments. All intra institution transaction exceeding Rs.1.00 lakhs must be with the approval of the Governing body. The Board is further authorized to inter institutional transfer of funds.
21. To borrow money for the society upon the security of any of the property of the society and to grant or directed to be granted mortgages for securing the same with the approval of the Governing Board and the Patron. Secretary and Treasurer are jointly authorized to submit application and other documents and further authorized to execute the agreements in such case, on behalf of the society.
22. Generally to do all things necessary or expedient for the proper conduct of the affairs of the society not herein otherwise provided for.

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23. The Society shall appoint a Chartered Accountant or Chartered Accountants as Auditor or Auditors for the Society in its Annual General Meeting every year
24. Any acquisition or disposal of any of the immovable properties of the Society, prior approval of the Board and consent of the patron in writing must be obtained.

V. Duties of Governing Body and Office Bearers

1. Duties of The Governing Board shall;

- a) Cause minutes books to be kept of the proceedings of the General Body meetings and of the meetings of the Governing Board and shall cause entries to be made there in or resolutions put to votes and of the result of the voting. Every such minutes signed by the Chairman of the meeting shall be sufficient evidence of the due passing of any resolutions.
- b) Cause true accounts to be kept of all moneys received and expended by the society and the matters in respect of which such receipts and expenditure take place and of all the assets and liabilities and of all purchases and sales of properties of every kind.
- c) Cause to maintain the register of members and such other registers as are legally required to be kept at the registered office of the society.
- d) Place before the annual general meeting of the members of the society in each year an income and expenditure account of the society for the year ended 31st March and a Balance Sheet as at 31st March accompanied by a report of the Board as to the affairs of the Society and the report of the auditors of the society.
- e) A copy of every such balance sheet together with the copies of the said reports be sent to all persons entitled to receive notice of general meetings of the society, not less than fifteen days before which balance sheet and reports are to be placed.

2. Duties of Office Bearers

a. **President:** The President shall supervise all matters of the society, preside over the meetings of the society and governing body and shall see that the affairs of the society are carried out as per its rules and regulations.

b. **Vice President:** In the absence of the President the Vice- President shall discharge the functions of the Chairman.

c. **The Secretary:** is the executive head of the Institutions of the Society and designated as 'Secretary Cum Corporate Manager' before the Institutions of the Society and directly responsible and accountable to the Governing Body and Patron.

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The Secretary Cum Corporate Manager shall be authorized

1. to exercise all administrative powers
2. direct in general, supervise and co-ordinate the working of the institutions of the Society in accordance with the policies laid down by the Governing Body.
3. Formulate policies, programmes and procedures for maintaining high professional and ethical standards and discipline.
4. Delegate or entrust any duties to anyone or any committee constituted with the approval of governing body and supervise the work of such person or committee.
5. In the case of acquisition or disposal of any of the immovable properties of the Society, prior approval of the Board and consent of the patron in writing is required.
6. Secretary or any person/s authorized by the secretary shall represent any bank or financial institutions or Government or other organization for loan or advance or any such matters. He is authorized to deliver necessary documents to such organization and execute any agreement with such organization with the approval of Governing Body and Patron.
7. The Secretary is responsible for conducting audit every year and he is responsible for submitting necessary statutory returns including tax returns to concerned authorities periodically.
8. Carry out all other works or responsibility of the Society that he may be entrusted with by the Governing body or Patron of the Society

d. Joint Secretary: Joint Secretary shall be in charge of the office of the Secretary in his absence and do his duties as mentioned above.

e. The Treasurer: Shall maintain the accounts of the society, shall be in charge of cash and funds of the society, shall ensure the proper deposit of money of the society in a Bank approved by the governing body. The Treasurer must present the audited financial statement and reports before Governing body and Annual General Meeting.

VI Suits.

The society may sue and be sued against in the name of the secretary or such other person as shall be appointed by the Governing Board for that purpose. In other words, all suits, complaints and application by or against the Society in any court or office whatsoever shall be instituted or filed in the name of the Society under the signature of the Secretary.

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VII General

- a. It is hereby declared for the removal of doubts that the benefits of the services of the Society shall be open to all without any distinction on the bases of caste, creed, community or religion.
- b. It is also desired that any amendment to the deed of declaration affecting the Applicability of Direct Tax Laws shall be carried out only with the prior approval of the commissioner of Income Tax having jurisdiction. Such amendment or amendments shall not contravene the Provisions of the Income Tax Act, 1961.
- c. The Board shall invest such surplus funds of the Society that require investment only in the modes specified under the provisions of section 13(1)(d) read with Section 11(5) of the Income Tax Act, 1961 or such modes as may be prescribed by any subsequent alteration, amendment or addition to the said Act dealing with investment of Trust monies.
- d. The Board shall ensure at all times that the funds and income of the Society shall be solely utilized towards the achievement of the objects and aims of the Society and no portion of it shall be utilized for payment to the members by way of profit, interest, dividend and remuneration, provided however, members are empowered to reimburse to themselves expenses validly incurred for the purposes of the Society.
- e. The Society shall not carry on any activity with the intention of earning profit to the Society and any income arising from any assets or activities shall be utilized for attainment of the objects of the Society and no activity of the Society shall be carried on outside India.
- f. It shall be lawful for the Society to take over or amalgamate with another Trust/Society with similar aims and objectives.

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VIII. All the Provisions of the Travancore-Cochin Literary Scientific & charitable Societies Registration Act XII of 1955 will apply to this society.

We hereby certify that the above is a correct copy of the Rules and Regulations of the Corporate Educational Agency of the Catholic Diocese of Tiruvalla

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