
CONSTITUTION
of the
SHREE DIGAMBER JAIN ASSOCIATION

Adopted on 22nd April 2012

PART 1 (Clauses 1 - 7)

1. ADOPTION OF CONSTITUTION

The Association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution.

2. NAME

The Charity's name is 'SHREE DIGAMBER JAIN ASSOCIATION' ('the Association'); registered Charity No. 1012340, under the United Kingdom Charities Act 1992.

3. OBJECT

The Charity's Object ('the Object') is to advance, promote, propagate and facilitate the practice of the Terapanth Digamber Jain Religion defined for the purpose and context of this Constitution as the proclamations and teachings of Tirthankar Shree Mahavirswami and as recorded and depicted in the scriptures by Shree Kundkund Acharya and other such Digamber Acharyas and further practiced, preached and explained by Pujya Gurudevshree Kanjishwami of Songadh, Saurashtra, India.

4. FURTHERANCE POWERS

The Association will have the following powers to facilitate its Object:

- (1) To hold lectures, discussions, seminars, learning classes, publish literature and to invite learned scholars to impart their knowledge and practice of Digamber Jain religion.
- (2) To build or assist in building of Jain temples, meeting halls, schools, colleges or any other institution of education for worship and/or to propagate knowledge and principles of Digamber Jain religion.
- (3) To undertake those measures or activities which are conducive to the aims and purpose of the Object.
- (4) No additional idols may be installed, idolised or conscripted in any property of the Association.

5. APPLICATION OF INCOME AND PROPERTY

- (1) The income and property of the Association shall be applied solely towards the promotion of the Object.
 - (a) A Charity Trustee, referred from here on as the Executive Committee, is entitled to be reimbursed from the property of the Association or may payout of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association.
 - (b) An Executive Committee may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.

- (2) None of the income or property of the Association may be paid or transferred directly or indirectly by way of a dividend bonus or otherwise by way of profit to any member of the Association.

6. DISSOLUTION

- (1) If the Executive Committee and Holding Trustees together decide that it is necessary or advisable to dissolve the Association, it shall call a Special General Meeting of all members. The notice to members must state the terms of the resolution to be proposed which shall include a statement of the manner in which the disposal of assets is proposed.
- (2) The Executive Committee shall have the power to realise any assets held by or on behalf of the Association.
- (3) Any assets remaining after the satisfaction of any proper debts and liabilities shall be transferred or donated to a charitable body or bodies whose Object is similar as the Object of the Association.
- (4) Under no circumstances shall the net assets of the Association be paid to or distributed amongst members of the Association.
- (5) Copies of the resolution and final statement of disposal of assets and accounts must be sent to the Charity Commission on completion of dissolution as soon as reasonably practicable.

7. AMENDMENT OF CONSTITUTION

- (1) The Association may amend any provision contained in Part 1 of this Constitution provided that:
 - (a) No amendment may be made that would have the effect of making the Association cease to be a charity at law;
 - (b) No amendment may be made to alter the Object if the change would undermine or work against the current Object of the Association;
 - (c) No amendment may be made to clauses 5 or 6 without the prior written consent of the Charity Commission;
 - (d) Any resolution to amend a provision of Part 1 of this Constitution must be passed by not less than two thirds majority of all the Life Members (not necessarily attending), at a Special General Meeting, the notice of which must state the resolution setting out the terms of the amendments proposed.
- (2) Any provision contained in Part 2 of this Constitution may be amended, provided that any such amendment is made by a resolution passed by a two thirds majority of the Life Members present and voting at a Special General Meeting, the notice of which must state the resolution setting out the terms of the amendments proposed.
- (3) A copy of any resolution amending this Constitution shall be sent to the Charity Commission within twenty one days of it being passed.

PART 2 (Clauses 8 - 25)

8. MEMBERSHIP

- (1) Any person who wishes to follow the principles of Digamber Jain religion as described in the Object of the Association will be eligible to become a member. The membership will consist of the following classes:
 - (a) Any person under the age of 16 years will be a 'Junior Member' until he or she reaches the age of 16 and will not be required to pay any subscriptions.
 - (b) Any person over the age of 16 will be eligible to become an 'Associate Member' and will be required to pay a one-off subscription of £51.00 sterling.
 - (c) Only an Associate member of standing of three or more years, will be eligible to become a 'Life Member' automatically, unless the Executive Committee otherwise refuses membership if they consider it to be in the best interests of the Association.
- (2) Application for all types of membership must be made on a prescribed application form of the Association and will be required to be proposed and seconded by Life Members of the Association. The Executive Committee shall have the right to reject any application if it reasonably considers that the relevant criteria for membership is not met or that such membership is not or may not be in the interest of the Association. The Executive Committee shall act fairly and reasonably, but shall not be obliged to disclose its reasons to the applicant.
- (3) Every member shall have the right to take part in all the activities, have the use of all the facilities and to attend all General Meetings of the Association in pursuing the Object of the Association. Only Life Members will have the right to vote at any of the meetings.

9. TERMINATION OF MEMBERSHIP

- (1) Membership is terminated in the event of a member's death, or if he/she resigns by written notice to the Association.
- (2) The Executive Committee shall have the right to terminate the membership of a member, for good and sufficient reason that it considers is in the best interest of the Association, provided that:
 - (a) Written notice of the proposal to terminate the membership shall be given to him or her at least 15 days prior to the meeting of the Executive Committee at which it is to be considered.
 - (b) The individual concerned shall have the right to be heard by the Executive Committee, accompanied by up to two other Life Members.

10. GENERAL MEETINGS

- (1) ANNUAL GENERAL MEETING

- (a) The Executive Committee shall arrange to hold an Annual General Meeting of the Association each year between the months of September and December.
- (b) The Notice of the Annual General Meeting shall be accompanied by a copy of the independent examiner's report and/or audited accounts of the preceding year and the minutes of the previous Annual General Meeting and any Special General Meeting, if not sent earlier.
- (c) The following businesses will be transacted at the Annual General Meeting:
 - i. Approval of the minutes of the previous Annual General Meeting and any Special General Meetings held during the year and any matters arising there from.
 - ii. Receive from the Secretary the annual report that shall include reports of the Executive Committee and its sub-committees.
 - iii. Receive from the Treasurer the annual report and the independent examiner's report and/or audited financial statements of the Association for the preceding year.
 - iv. The President's address.
 - v. Transact any other appropriate business, notice of which shall be given to the Executive Committee 48 hours before the Meeting.
 - vi. Triennially elect Officers and members of the Executive Committee and quadrennially elect Trustees.
 - vii. Appoint or re-appoint auditors, solicitors, bankers or any other professional bodies.

(2) SPECIAL GENERAL MEETING

- (a) The Executive Committee may convene a Special General Meeting at any time for any important matters.
 - (b) A Special General Meeting may be requisitioned by not less than 33% of the Life Members of the Association signing a requisition stating the purpose of the meeting and delivering it to the Secretary by recorded post. The Executive Committee shall call the meeting within two months of the receipt of the requisition by giving notice of 28 days to all the members stating the business to be discussed at the meeting. Should the Executive Committee fail to convene a meeting within the stated period, the requisitionists themselves may call the meeting giving notice in the format prescribed for General Meetings by this Constitution.
- (3) All questions arising at the meeting shall, unless otherwise provided by the Constitution, be decided by a majority of two thirds of all the life members (not necessarily attending), at a Special General Meeting in connection with Part 1 of the Constitution; and by a majority of two thirds of the life members present and voting at a Special General Meeting in connection with Part 2 of the Constitution. Voting for those present and entitled will be by show of hands, unless the majority of members present request voting by ballot on any particular matter.

- (4) The minutes of all General Meetings of the Association shall be maintained in proper records by the Secretary and will be circularised to all members before the next General Meeting.

11. NOTICE

- (1) For every General Meeting the minimum period of notice required is 28 clear days from the date on which the notice is deemed to have been given. The notice will be served by the Secretary or the Executive Committee in writing on every member either personally or via post to the member's last known address in the UK or by electronic communication. Where more than one member resides at the same address, only one notice will be served.
- (2) A Special General Meeting may be called by shorter notice by giving not less than 14 clear days notice if it is so agreed by all the members entitled to attend and vote.

12. QUORUM & ADJOURNMENTS

- (1) No business shall be transacted at any General Meeting unless a quorum is present.
- (2) The quorum at a General Meeting will be 20% of Life Members. In the event of a quorum not being present:
 - (a) The meeting can be adjourned for 30 minutes and shall be held as an adjourned meeting, where only the business contained in the original agenda will be transacted and no quorum will be necessary; or
 - (b) The Executive Committee can decide to adjourn the meeting to another date, not later than 21 days, for which notice of 14 days will be given and only the business contained in the agenda for the original meeting will be discussed. No minimum quorum shall be required at the adjourned meeting.

13. CHAIR

The President or in his absence the Vice President will chair the meeting and in the absence of both, the Executive Committee will elect a member to chair the meeting.

14. VOTES

Each member shall have one vote but if there is an equality of votes, the person who is chairing the meeting shall have the casting vote in addition to any other vote he or she may have.

15. EXECUTIVE COMMITTEE AND HOLDING TRUSTEES

- (1) The Association and its property shall be managed and administered in accordance with the Constitution by an Executive Committee (designated as 'Charity Trustees' for the purpose of the Charity Act).

- (2) The Association shall have the following officers elected in accordance with this Constitution:
 - (a) President
 - (b) Vice President
 - (c) Treasurer
 - (d) Secretary
- (3) The rest of the Executive Committee will be made up with a further two Committee members.
- (4) The Association shall have a further three Holding Trustees.

16. APPOINTMENT & ELECTIONS OF THE EXECUTIVE COMMITTEE & HOLDING TRUSTEES

- (1) Only Life Members of three years standing or more will be eligible to be elected as Officers and Holding Trustees. The two Committee members will also be Life Members but without the requirement of a minimum duration.
- (2) The term of office for the Executive Committee members will be three years and for the Holding Trustees the term of office will be four years.
- (3) Elections of the Executive Committee members and the Holding Trustees will take place by ballots at the Annual General Meeting or a Special General Meeting called for elections.
- (4) The pre-election procedure for the election of the Executive Committee and the Holding Trustees will be as follows:
 - (a) The notice of the Annual General Meeting or Special General Meeting for election shall invite nominations for each post on a prescribed nomination form, which will be available from the Secretary. The nomination forms must be delivered to the Secretary or the Executive Committee within 12 days of the date of the Notice. The nominee, qualified in accordance with the terms of this Constitution, shall be proposed and seconded by Life Members.
 - (b) The Secretary or the Executive Committee shall inform general members of the names and posts for which nominations are received within 8 days of the final date for receipt of nominations.
 - (c) The Chairperson shall call for nominations from the floor for three Life Members who are willing to be appointed as Returning Officers to conduct the elections. If there are more than three nominations, a ballot by show of hands shall be held by members present, and the three members with the highest votes will be nominated as Returning Officers.
 - (d) The Chairperson shall then invite the Returning Officers to conduct the elections.
 - (e) The Chairperson shall then announce the dissolution of the outgoing Executive Committee.

- (f) The Returning Officers will introduce all the nominees to the members and give an opportunity to any nominee, if he/she so desires, to address the members for not more than two minutes.
 - (g) The Returning Officers shall arrange to distribute the required number of pre-numbered ballot papers to the members eligible to vote and then collect and count the ballot papers.
 - (h) The Returning Officers shall declare the result and invite the elected members to take their seat at the podium.
- (5) In the event that no nominations are received for the post of some or all of the members of the Executive Committee or Holding Trustees when due, the Returning Officers may invite nominations from the floor for vacant positions to be filled. The nominees shall all be Life Members and qualified in accordance with Clause 16 (1) of this Constitution. The Proposers and Seconders shall also be Life Members.
- (6) In the event that only four members are elected at the AGM, then the Executive Committee will function as a caretaker committee only (whereby at least three members will take officer roles) and will endeavour to fill the remaining vacancies within twelve months, failing which, the Executive Committee will call an election of the whole Committee again immediately.
- (7) In the event that none of the vacancies of the Executive Committee are filled at an election, then the existing Executive Committee will continue to hold office and call for new elections not later than twelve months from the election meeting.
- (8) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in appointment of a member.
- (9) In the event that all the members of the Executive Committee vacate office prematurely, then the Holding Trustees will take over the administration of the Association until a new election for the Executive Committee is held at the earliest possible date but not later than twelve months since the vacation of office by the Executive Committee. Holding Trustees will take possession of all documents, books, accounts and other articles from the vacating committee. The Holding Trustees will have the right to co-opt any members for assisting in the administration.

17. POWERS OF THE EXECUTIVE COMMITTEE AND HOLDING TRUSTEES

- (1) In furtherance of the Object of the Association, the Executive Committee shall have the following powers:
- (a) To call Annual General Meetings and any other Special General Meetings of the members.
 - (b) To pass Resolutions and Acts, subject to such consents as required by law, to manage assets and invest funds in land, property, mutual funds or any other Trustee securities, whose activities or functions do not contravene the principles of Digamber Jain religion.
 - (c) To purchase, take on lease or rent property necessary or desirable for the achievement of the Object and to manage, improve and cultivate it and to maintain and equip it for use of the Association.

- (d) To employ staff on a full-time or part-time basis to assist in the daily running of the Association including worship ceremonies, cleaning and other routine maintenance of premises.
 - (e) To engage any professional person or persons for specific tasks by payment of appropriate fees.
 - (f) Any single expenditure will not exceed 2.5% of the net asset value of the last independent financial examiner's report and/or audited accounts on maintenance and repairs, purchase of equipment, furniture and fittings. Any single expense over 2.5% of assets will require the prior approval from two third of members present and eligible to vote at an Annual General Meeting or a Special General Meeting called for the approval of the expense.
 - (g) The Executive Committee will be authorised to collect donations on behalf of any other charitable Association for the building of temples, meeting halls or Pratishtas or to any Institute for scholarship or endowment, determining that such Associations or Institutes are in genuine need and adhere strictly to the Object of the Association.
 - (h) To appoint sub-committees of members, non-members or professional persons, for any specific purpose or activity, provided that all acts and proceedings of such sub-committees will be fully and regularly reported to the Executive Committee.
 - (i) Any vacancy occurring in the Executive Committee will be filled by the Executive Committee by the next Annual General Meeting as per the Election rules of this Constitution.
 - (j) The Executive Committee may from time to time make rules, by-laws or standing orders for the conduct of business and proceedings of the Association, which will be binding on all the members until the end of the term of the Executive Committee as long as such rules are not inconsistent with, or shall not affect or repeal anything contained in this Constitution.
 - (k) Any two of the four officers will be authorised to sign documents, cheques or any other instruments.
 - (l) The Executive Committee will have the authority to change the amount of membership fees for new applications, if thought fit and prudent to do so.
- (2) In furtherance of the Object of the Association, the Holding Trustees shall have the following powers:
- (a) To be responsible for the safeguarding of all property and all other assets and the provisions of Constitution. The property and funds which cannot be held in the name of the Association or that cannot be vested in the Official Custodian will be held in the name of at least two Holding Trustees on behalf of the Association.
 - (b) To proffer advice to the Executive Committee in relation to any matter which they consider to be of fundamental importance to the Association.

- (c) To otherwise advise the Executive Committee as and when requested by the Executive Committee.
- (d) To assist in the settling of any disputes that the members may have against the Executive Committee.

18. PROCEEDINGS OF THE EXECUTIVE COMMITTEE AND HOLDING TRUSTEES

(1) EXECUTIVE COMMITTEE

- (a) The Executive Committee shall meet at least six times a year by giving notice of 7 days, unless a shorter period is agreed by all the committee members. The Notice shall be sent in writing or by electronic communications.
- (b) The President or in his absence the Vice President shall preside as Chairperson of the meeting.
- (c) The quorum for the transaction of business shall be at least one half of the total committee members.
- (d) Every matter at a meeting shall be decided by a simple majority of votes. In the case of equality of votes, the Chairperson of the meeting shall have a casting vote.
- (e) The Secretary shall record and keep minutes of the proceedings, which will be circularised to all Executive Committee members and the Holding Trustees after the meeting within a reasonable period.
- (f) The members of the Committee shall have the authority to expend up to £1000 for a single sundry expense, the invoice/receipt of which must be presented to the next meeting of the Executive Committee.
- (g) The Executive Committee shall ensure that all minutes, account files and records of Association are securely retained for the retention period required of a Charitable Association by the Law.
- (h) On election of the new Committee, the outgoing Committee will arrange for handing over of all the documents, books, instruments within 30 days of election and assist in any matter requiring clarification to ensure a smooth transition by the new Committee. In the interim, the outgoing office bearers will still be obliged to sign documents, cheques, etc until the new mandate comes into force.

(2) HOLDING TRUSTEES

- (a) The Holding Trustees will elect one Holding Trustee member to be Chairperson of the Board of Holding Trustees, who will call meetings, chair meetings, keep minutes and manage any related correspondence and records.
- (b) Any vacancy created during the term of the Holding Trustees due to resignation or otherwise will be filled by the Executive Committee and will be held until election at the next AGM.
- (c) The Holding Trustees may require the Executive Committee to call a Special General Meeting to discuss special issues, failing which the Holding Trustees may call a Special General Meeting in certain

exceptional circumstances where they are of the opinion that the Executive Committee are in breach of their obligations in accordance with the Constitution. Decisions reached by members at such meeting shall be binding on both Executive Committee and Holding Trustees.

19. DISQUALIFICATION AND REMOVAL OF EXECUTIVE COMMITTEE AND HOLDING TRUSTEES

A member of the Executive Committee or Holding Trustee shall cease to hold office if he or she:

- (1) Is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any Statutory Re-enactment or Modification of that provision); or
- (2) Ceases to be a member of the charity; or
- (3) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (4) Resigns, by notice to the Association (but only if at least two Executive Committee Members and/or Holding Trustees will remain in office when the notice of resignation is to take effect); or
- (5) Is absent without the permission of the Executive Committee and/or Holding Trustees from all their meetings held within a period of six consecutive months and the Executive Committee and/or Holding Trustees resolve that his or her office be vacated; or
- (6) There is a unanimous decision by the rest of the Executive Committee that a particular member of the Executive Committee is disrupting the functions of the Committee and the continuous membership shall be prejudicial to the best interest of the Association.

20. MINUTES

The Executive Committee (Secretary) must keep minutes of all:

- (1) Appointments of officers and Sub-Committee made by the Executive Committee;
- (2) Proceedings at the meetings of the Association;
- (3) Meetings of the Executive Committee including:
 - (a) The names of the Executive Committee Members, present at the meeting;
 - (b) The decisions made at the meetings; and
 - (c) Where appropriate the reasons for the decisions.

21. ACCOUNTS, ANNUAL REPORT, ANNUAL RETURN

- (1) The Executive Committee (Treasurer) must comply with their obligations under the Charities Act 1993 with regard to:

- (a) The keeping of accounting records for the Association as required by UK tax law;
 - (b) The preparation of annual statements of account for the Association;
 - (c) The transmission of the statements of account to the Charity Commission;
 - (d) The preparation of an Annual Report and its transmission to the Charity Commission;
 - (e) The preparation of an Annual Return and its transmission to the Charity Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Charity Commission, unless the Executive Committee is required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

22. REGISTERED PARTICULARS

The Executive Committee must notify the Charity Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

23. PROPERTY

The Executive Committee must ensure the title to all land held by or in trust for the charity is vested in the Official Custodian Trustees of Charities.

24. REPAIR AND INSURANCE

The Executive Committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

25. NOTICES

- (1) Any notice required by this Constitution to be given to or by any person must be given:
- (a) In writing; or
 - (b) Using electronic communications.
- (2) The Association may give any notice to a member either:
- (a) Personally; or
 - (b) By sending it by post to the last known address; or
 - (c) By leaving it at the last known address of the member; or

- (d) By sending it utilising electronic communications to the member's last known address.

26. INDEMNITY

In the execution of the duties under the Charity, no member of the Executive Committee shall be liable for any loss to the Charity arising by reason of any improper investment made in good faith (so long as he/she shall have sought professional advice before making such investment) or any mistake or omission made in good faith by him/her or any other matter other than wilful and individual fraud, wrongdoing or omission on the part of the member who is sought to be made liable.
