

MEMORANDUM OF ASSOCIATION

WOMEN ENTREPRENEURS NETWORK

A society registered for the sustainable development of Women Entrepreneurship through networking, learning, training, reaching out and joining hands.

1. Name of the Society

The name of the Society shall be WOMEN ENTREPRENEURS NETWORK FOUNDATION (WEN).

2. Address of the Registered Office:

The Registered Office of the Society is at 56/2629F 4th Floor Business Bureau Coworking, Main Avenue Panampilly Nagar, Ernakulam, Kerala - 682036.

3. Area of Authority:

Within Kerala State and all over India.

1. Main Objectives:

The main objectives of the society are:

- 1.1. To promote Women Entrepreneurship and do everything with that end in view, including but not limited to:
 - 4.1.(i) To provide training, seminars, workshops, mentoring & conferences to help promote the business interests of its members and the general women business community.
 - 4.1.(ii) To conduct rallies and exhibitions to promote business, safety and health of its members.
 - 4.1.(iii) To elicit interest, discuss and formulate views on all questions directly or indirectly, affecting women entrepreneurs and convey the same to central, state or local authorities.
 - 4.1.(iv) To collect, classify and circulate statistics and other relevant information relating to commercial interests and utilize the same for the benefit of the members.

4.1.(v) To liaison with the Government on policy matters which affect the women business community.

4.1.(vi) To subscribe, to become a member of, and co-operate or enter into agreements with any other registered association or society or company whose objects are wholly or partly similar to this society to further the objects of the society

Clause 4.2 amended as per 6 th AGM held on 25th November 2023

4.1.(vii) To initiate various community programs and training workshops to promote women entrepreneurship from the socially and economically backward community.

4.1.(viii) To initiate various activities to promote social enterprise by women to benefit the society.

4.1.(ix) To initiate various activities to promote women entrepreneurial start ups and to fund them.

4.2 To support women in financial distress by encouraging and supporting entrepreneurial activities and to empower and support women to be financially independent in times of natural calamities /disasters.

5. Ancillary Objectives

With a view to promote the objectives; the Society shall have the following ancillary and incidental objectives:

5(i) To acquire by way of lease, sublease, gift, purchase, exchange, hire or in any other manner, any movable or immovable properties and any rights or privileges necessary or convenient for the purposes of the Society and to construct, erect, alter, improve and maintain any building and to construct, improve, alter, demolish or repair buildings and to manage, develop, sell, let, dispose off, mortgage, or otherwise deal with all or any part of the assets and rights of the Society with a view to achieve the objectives of the Society in accordance with law;

5(ii) To accept grants of money from National and International sources, equipment, land, buildings, donations, gifts, subscriptions and other assistance from the State/ Central Government or from any other source and to conform to the conditions on which such grants, other payments and assistance may be received, provided that no benefaction shall be accepted by the Society, which in its opinion involves conditions or obligations contrary to the objectives of the Society;

5(iii) To establish, promote, co-operate with, become a member of, act as, or appoint trustees, agents or delegate to control, manage, superintend or otherwise assist any associations

and institutions and other bodies engaged in any of the fields for which this Society is established. The objects of the society shall extend to whole of India;

- 5(iv) To do all such other lawful things as may be necessary, incidental or conducive to the attainment of the above objectives, which also includes producing documentaries & films , starting incubating centres , using any social media , networking with other organizations , conducting training, workshops ,seminars , exhibitions etc.
- 5(v) To be a support structure for providing guidance, training and other inputs to women with a focus on empowerment.
- 5(vi) To undertake and accept the Management of any non-profit endowment or trust or donation in furtherance of the objectives of the Society;
- 5(vii) To establish, equip and maintain any training center and any such facilities as are necessary for carrying out the objectives of the society;
- 5(viii) To study the legislative measures, bills, rules & regulations affecting business women initiated by any Government department and to make suitable representations to the concerned authorities. To liaison with Government to make women friendly policies at work ,to implement better working conditions , to provide childcare facilities in the workplace , better healthcare facilities in general , better amenities for women in public space etc .
- 5(ix) To levy fees or other charges for development and/or other services/facilities provided by the society at such nominal or other rates as may be specified by the general body; provided same shall be used for furtherance of objectives of society; To invest money's of the Society , in such securities as may from time to time be thought fit ; to operate banking accounts and to execute , transfer , endorse and negotiable instruments as may be necessary for the purpose of the society
- 5(x) To prepare, print, publish, issue, acquire and circulate books, reports, studies, papers, periodicals, exhibits, films, slides, video, tapes, circulars, and engage in other literary activities connected with or having a bearing on the objectives of the Society;
- 5(xi) To assist, guide or collaborate with other organization or institutions in India or any part of the world having objectives wholly or partly similar to those of the Society, in such manner as may be conducive to the attainment of the objectives of the Society;
- 5(xii) To solicit the participation of various non-government bodies in the activities of the objectives of the Society;
- 5(xiii) To establish, promote, co-operate with, become a member of, act as, or appoint trustees, agents or delegate to control, manage, superintend or otherwise assist any associations and institutions and other bodies engaged in any of the fields for which this Society is established;

- 5(xiv) To enter into any arrangement with any Government, Government Authority, municipal or local authority or otherwise, that may be conducive to the objectives of the Society and to obtain from any such authority rights, privileges and concessions which the Society may think desirable to obtain and to carry out, exercise and comply with such arrangement, rights, privileges and concessions;
- 5(xv) To make Byelaws or Rules and Regulations for the conduct of affairs of the Society and to add or amend, vary or rescind them from time to time.

2. DECLARATION:

- 6(a) We the several persons whose names and addresses are given above having associated ourselves for the purpose described in the Memorandum of Association do hereby subscribe our name to this Memorandum of Association and set our respective and several hands hereinto and from ourselves into an Association under the Provision of The Travancore Cochin Literal and Scientific Charitable Act 1955 (Act 12 of 1955).
- 6(b) In accordance to the decisions taken in the General Body Meeting of the Women Entrepreneurs Network Foundation (WEN), held on 2ND MAY 2017, the meeting has unanimously elected the following members as office bearers for the year MAY 2017 TO APRIL 2019.

3. MEMBERS OF GENERAL BODY:

The addresses, occupations and designations of the members of the Society, to whom, by the Byelaws of the Society, the management of its affairs is entrusted and the first Managing Committee, are as under. We the undersigned decided to form a Society in the Annual General Meeting held of 02-05-2017.

Clause 4.2 amended as per 6 th AGM held on 25th November 2023

SL.NOS	NAME & ADDRESS	OCCUPATION	DESIGNATION	SIGNATURE
1)	<p>Sheela Kochuouesph</p> <p>V Star Creations Pvt Ltd</p> <p>Near Thrikkakara Temple, Thrikkakara P.O</p> <p>Pin – 682021</p> <p>Mob: 9895534444</p>	Business	President	
2)	<p>Diwia Thomas</p> <p>12 A, White Waters</p> <p>Apartments,</p> <p>Thevara Ferry Road</p> <p>Thevara P.O,</p> <p>Pin – 682013</p> <p>Mob: 9995311888</p>	Business	Vice President	
3)	<p>Pushpy Muricken</p> <p>Kodiyatt, 5,</p> <p>Vrindavanam,</p> <p>Subhash Chandrabose</p> <p>Road, Vytila P.O</p> <p>Pin – 682019</p> <p>Mob: 9846932111</p>	Business	Secretary	

4)	<p>Anisha Cherian</p> <p>18th Floor, Choice Paradise, Thrippunithura P.O</p> <p>Pin – 682301</p> <p>Mob: 9447092763</p>	Business	Joint Secretary	
5)	<p>Priyada A M</p> <p>Lan-Dec Engineers</p> <p>House No.68 -A, Nila Nagar, Irimpanam P.O</p> <p>Thrippunithura,</p> <p>Pin – 682309</p> <p>Mob:9447221540</p>	Business	Treasurer	
6)	<p>Laila Sudeesh</p> <p>9B, SFS Kingdom, Near Choice School, Thrippunithura - 682301</p> <p>Mob: 9947242866</p>	Business	Joint Treasurer	
7)	<p>Ancy Jeyash</p> <p>Easy Learn Raphael's</p> <p>Door No 36/2214-C Near A J Hall, Kaloor P.O, Pin - 682017</p>	Business	Program Co-ordinator	
8)	<p>Beena Manoj</p> <p>Exclusive Furnishers Pvt Ltd, Aswathy Building, Azad Road, Kaloor P.O</p> <p>Pin - 682017</p> <p>Mob: 9847721259</p>	Business	Joint Program Co-ordinator	

9)	Devika, Princy World Travels Pvt Ltd, S17, GCDA Commercial Complex, Marine Drive, Cochin - 682031 Mob: 9847033178	Business	Committee Member	
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RULES AND REGULATIONS OF WOMEN ENTREPRENEURS NETWORK FOUNDATION (WEN) SOCIETY

In the Rules and Regulations unless there be any thing repugnant to or inconsistent with the subject or context:

- (a) **“Society”** means Women Entrepreneurs Network Foundation
- (b) **“Member”** means any women entrepreneur who applies for membership of WEN and is duly approved by the Chapter/Managing Committee.
- (c) **“Decision of the MC”** means decisions made through majority vote by the MC and mentioned in the Minutes Book.
- (d) **“WEN Associate Member”** means a women who aspires to start a business and has a PAN card , has all the rights of a WEN member except voting rights and cannot stand for elections into the WEN Committee.
- (e) **“Office Bearers”** means the President, Secretary, Treasurer, who will be elected from among the members of the Managing committee constituted by the representatives from each WEN Chapter. An office bearer cannot hold the same position for more than two terms.
- (f) **“Financial Year”** means the financial year commencing on the 1st April and ending on 31st March following;
- (g) **Election Officer (“EO”)**, a member nominated by the MC to conduct the Election to the Governing Council.
- (h) **“Elected Office Bearers”**: - The Foundation President, Secretary and the Treasurer of the Governing Council as defined in clause13 and shall be elected from the General Body at the AGM. An office bearer cannot hold the same position for more than two terms consecutively and shall have a cooling off period of one (1) year.
- (i) **Managing Committee (“MC”)** means the committee which may consist of 21 members or more, made up of the 3 representatives of each of the WEN Chapters viz. (i) the President (ii) the Secretary and (iii) the Treasurer respectively and others as set out in Clause 13 below.

(j) **“Appeals Committee (AC)”** means the forum comprising of 1 representative each from the Redressal Committee of every WEN Chapter to deal with appeals arising from the Redressal Committee as set out in Clause 10 below.

(k) **“Buddy Leader”** Means -WEN Chapters are divided into Buddy Groups/Teams. Each Buddy Team is headed by a Buddy Leader.

(l) **“ Chapter ”** means the WEN Chapters located at various places which form part of the WEN Foundation and bound by its byelaws.

(m) **“Chapter Committee (CC)”** – means the 9-member committee of each WEN Chapter, that governs its affairs comprising of (i) a 4 member Ex-Com and 5 member Operations team

(n) **Governing Council ’(“GC”)** means the members who are elected as the WEN Foundation President, Foundation Secretary and the Foundation Treasurer, who form part of the MC. They are the signing authorities of WEN Foundation as set out Clause 13 below.

(p) **“Redressal Committee (RC)”** means the forum created in each WEN Chapter to deal with the disciplinary measures and to deal with grievances consisting of one or more members as the case may be as set out in Clause -9 and 10 below.

(q) **“WEN Chapter Advisory”** means the Past Chapter Chairs who have the option to automatically join WEN Chapter Advisory for a period of two years from vacating their office, and are entitled to attend CC meetings but are not entitled to cast votes as set out in Clause 13.13 below.

(q) **“WEN Core Advisory”** means members who are the founders of WEN and are permanent advisors, to ensure continuity of the WEN culture and vision, who may attend WEN MC/CC meetings but shall not cast votes at any meetings as set out below in Clauses 13.11 below.

Any reference to the ‘singular ’shall also include ‘plural’.

1. Name of the Society

2. The name of the Society shall be **WOMEN ENTREPRENEURS NETWORK FOUNDATION (WEN)**

3. Address of the Registered Office:

The Registered Office of the Society is at 56/2629F 4th Floor Business Bureau Coworking, Main Avenue Panampilly Nagar, Ernakulam, Kerala - 682036.

4. Area of Authority:

Within the Kerala State and all over India.

5. Main Objectives:

The main objectives of the society are:

5.1. To promote Women Entrepreneurship and do everything with that end in view, including but not limited to:

4.1.(i) To provide training, seminars, workshops, mentoring & conferences to help promote the business interests of its members and the general women business community.

4.1.(ii) To conduct rallies and exhibitions to promote business, safety and health of its members.

4.1.(iii) To elicit interest, discuss and formulate views on all questions directly or indirectly, affecting women entrepreneurs and convey the same to central, state or local authorities.

4.1.(iv) To collect, classify and circulate statistics and other relevant information relating to commercial interests and utilize the same for the benefit of the members.

4.1.(v) To liaison with the Government on policy matters which affect the women business community.

4.1.(vi) To subscribe, to become a member of, and co-operate or enter into agreements with any other registered association or society or company whose objects are wholly or partly similar to this society to further the objects of the society.

4.1.(vii) To initiate various community programs and training workshops to promote women entrepreneurship from the socially and economically backward community.

4.1.(viii) To initiate various activities to promote social enterprise by women to benefit the society.

4.1.(ix) To initiate various activities to promote women entrepreneurial startups and to fund them.

5. Ancillary Objectives

With a view to promote the objectives; the Society shall have the following ancillary and incidental objectives:

5(i) To acquire by way of lease, sublease, gift, purchase, exchange, hire or in any other manner, any movable or immovable properties and any rights or privileges necessary or convenient for the purposes of the Society and to construct, erect,

alter, improve and maintain any building and to construct, improve, alter, demolish or repair buildings and to manage, develop, sell, let, dispose off, mortgage, or otherwise deal with all or any part of the assets and rights of the Society with a view to achieve the objectives of the Society in accordance with law;

5(ii) To accept grants of money from National and International sources, equipment, land, buildings, donations, gifts, subscriptions and other assistance from the State/ Central Government or from any other source and to conform to the conditions on which such grants, other payments and assistance may be received, provided that no benefaction shall be accepted by the Society, which in its opinion involves conditions or obligations contrary to the objectives of the Society;

5(iii) To establish, promote, co-operate with, become a member of, act as, or appoint trustees, agents or delegate to control, manage, superintend or otherwise assist any associations and institutions and other bodies engage in any of the fields for which this Society is established. The objects of the society shall extend to whole of India;

5(iv) To do all such other lawful things as may be necessary, incidental or conducive to the attainment of the above objectives, which also includes producing documentaries & films, starting incubating centres, using any social media, networking with other organizations, conducting training, workshops, seminars, exhibitions etc.

5(v) To be a support structure for providing guidance, training and other inputs to women with a focus on empowerment.

5(vi) To undertake and accept the Management of any non-profit endowment or trust or donation in furtherance of the objectives of the Society;

5(vii) To establish, equip and maintain any training centre and any such facilities as are necessary for carrying out the objectives of the society;

5(viii) To study the legislative measures, bills, rules & regulations affecting business women initiated by any Government department and to make suitable representations to the concerned authorities. To liaison with Government to make women friendly policies at work, to implement better working conditions, to provide childcare facilities in the workplace, better healthcare facilities in general, better amenities for women in public space etc.

5(ix) To levy fees or other charges for development and/or other services/facilities provided by the society at such nominal or other rates as may be specified by the general body; provided same shall be used for furtherance of objectives of society; To invest moneys of the Society, in such securities as may from time to time be thought fit; to operate banking accounts and to execute, transfer, endorse and negotiable instruments as may be necessary for the purpose of the society

5(x) To prepare, print, publish, issue, acquire and circulate books, reports, studies, papers, periodicals, exhibits, films, slides, video, tapes, circulars, and engage in other literary activities connected with or having a bearing on the objectives of the Society;

5(xi) To assist, guide or collaborate with other organization or institutions in India or any part of the world having objectives wholly or partly similar to those of the Society, in such manner as may be conducive to the attainment of the objectives of the Society;

5(xii) To solicit the participation of various non-government bodies in the activities of the objectives of the Society;

5(xiii) To establish, promote, co-operate with, become a member of, act as, or appoint trustees, agents or delegate to control, manage, superintend or otherwise assist any associations and institutions and other bodies engaged in any of the fields for which this Society is established;

5(xiv) To enter into any arrangement with any Government, Government Authority, municipal or local authority or otherwise, that may be conducive to the objectives of the Society and to obtain from any such authority rights, privileges and concessions which the

Society may think desirable to obtain and to carry out, exercise and comply with such arrangement, rights, privileges and concessions;

5(xv) To make Byelaws or Rules and Regulations for the conduct of affairs of the Society and to add or amend, vary or rescind them from time to time.

6. WEN MEMBER:

Any women entrepreneur who is resident of India and who is above the age of 18 years and has had a minimum of 1-year entrepreneurial experience in the capacity of owner i.e. Proprietor, Director of a company, Partner of a Firm/LLP, NGO/Trust and is desirous of becoming a member of the society can make an application for the same. The application with a photograph, shall state a brief description of the applicant, her biographical data, Certificate of Incorporation & resolution stating that the member is a director (if company), Copy of Pan Card & visiting card or Corporation license or website (if Proprietor) and copy of Partnership Deed (Showing the member as a partner), Trust /Society doc (If NGO) and the application to be signed by her. The membership is open only to women. The application need to be recommended by 1 member. On receipt of such an application for membership, the secretary shall place the matter before the CC/MC for ascertaining the views of the Committee members. The application shall thereafter be considered by the CC /MC who shall take majority decision on whether the applicant shall be enrolled as a member or not. The applicant is not eligible to be a member if there is any ongoing criminal proceedings against her in any court. Any applicant who fulfils the above criteria, whose application is accepted by the committee & who has paid her membership fee is a member and she is eligible to vote.

7) WEN ASSOCIATE:

A woman who aspires to become an entrepreneur and start a business can join as a WEN ASSOCIATE, who shall have all the rights and responsibilities of a WEN MEMBER except voting rights and cannot stand for elections in the WEN committee. Membership fees shall be the same as WEN members and shall be collected in the same pattern.

7.1 For those who have started Business - GST registration or Copy of PAN card or any license or trademark or Facebook/ insta/ online page/website/ brochure or visiting card.

7.2 Fresher who are aspiring entrepreneurs - copy of PAN card.

7.3 The MC can change the documentation requirement of both members and associates from time to time, based on changes in business practices due to technological or other advancements.

8. Membership Fees and Other Revenues/Incomes

The annual subscription fee for all members and associate members shall be Rs 3500/- + applicable taxes, or any other amount as maybe fixed by the MC from time to time, which is payable in advance and falls due from the date of admission to the respective WEN chapters. The CC shall deposit the fees so collected, into the respective WEN Chapter bank accounts. 20% of the membership fee so collected shall be paid by the WEN chapters into the WEN Foundation account. This percentage may be increased by the MC to a higher percentage if found to be necessary. These funds shall only be utilized on matters that are aligned with the objectives of the society.

It is recommended that the fees chargeable for the recurring WEN events/programs may be set at a discounted rates for **MEMBERS/ASSOCIATES**, and at an enhanced rate for non – members. This stipulation on the differential fee chargeable for events between members and non-members may be amended on a case-to-case basis as determined by majority vote of the respective CCs or the MC.

9. Rights and Privileges of Members

- (a) To vote, if present, at a regular Meetings and Annual General Meeting of members;
- (b) Propose or second an applicant for membership;
- (c) Serve as an office bearer or as a member in the Chapter Committee/Managing Committee.
- (d) No person shall be entitled to a return of her donation, subscription or gift to the society nor any transfer of her interests in the society shall be binding on the society;
- (e) All members shall have right to admission and use of the society buildings, equipment etc., subject to compliance with such conditions, if any, as may be prescribed by the Managing Committee from time to time;

(f) Any WEN Member/Associate may refer any grievance directly to the Redressal Committee of the respective WEN Chapter. An appeal against any decision of the Redressal Committee will lie with the Appeals Committee. The decision of the Appeals Committee shall be final and binding.

Clause 10

10. Suspension /Termination of Membership

10 (a) Suspension

10(a)(i) Any member may be suspended for good cause by the concerned Chapter Committee. The CC of the concerned WEN chapter may suspend any member for a maximum period of 90 days.

10(a)(ii) The suspended member may raise her grievance with the **Redressal Committee (“RC”)** of the concerned Chapter by way of appeal against the decision of the CC.

10(a)(iii) A member who is suspended may appeal against such suspension to the **Appeals Committee (“AC”)** comprised of a representative from every RC of every WEN chapter.

10(a)(iv) *Notice* -Before the CC suspends any member at least 10 days’ written notice and an opportunity to respond in writing shall be afforded to the member. Notice shall be delivered by email or by registered letter to the member’s last known address. The member has the right to appear before the CC to state her case.

10(a)(v) Within 7 (seven) days after the RC decision to suspend a member, the Chapter Secretary shall notify the member in writing;

10(a)(vi) Within 14 days after the notice of suspension, the member may give written notice of an appeal to the AC.

10(a)(vii) A 2nd appeal likewise within 14 days to the AC.

10(a)(viii) The decision of the AC is final and binding.

10(B) Termination

The membership of any member shall be terminated if:

(a) The member fails to pay the subscription for a period of one year. Such a member shall be reinstated on payment of subscription.

(b) The member acts against the objects and interests of the society or has misappropriated funds or submitted fraudulent documents or fails to obey' or implement the decision of the CC/MC.

(c) By resigning herself from the society. The resigning member needs to give a minimum notice period of one (1) month. On expiration of the notice period and the resignation being accepted by the CC/MC, the members name shall be removed from the members register.

(d) If convicted by any court.

Before terminating the membership under clauses (a) and (b), the member shall be given 14 days' notice in writing, asking to show cause as to why her membership shall not be terminated. If she fails to submit any written explanation within 14 days, or if her explanation is found to be satisfactory. The decision of the Appeals Committee shall be by majority vote.

Any aggrieved member may appeal against the termination with the RC within 14 days.

In the event of a 2nd appeal against the decision of the RC, it may be referred to the Appeals Committee.

The decision of the AC shall be by majority vote. The decision of the AC is final and binding.

11. Membership Register:

A register of members shall be maintained in the Office of the society in which all the relevant details shown in the application shall be noted and any changes thereafter shall be noted from time to time after placing all the facts before the MC.

12. Meeting of the general body:

12.1 The general body shall meet whenever necessary, but at least once in a year; The first AGM shall be held within 18 months of its incorporation;

12.2 Not less than 15 days clear notice shall be given to all members for the general body meeting;

12.3 The MC shall place before the Annual General Body meeting, an annual report and audited Balance Sheet and Income and Expenditure account of the preceding financial year for its approval;

12.4 The general body shall appoint an auditor for the current year;

12.5 The quorum for all the general body meetings shall be 60% or 50 members whichever is less. Where a quorum is not preset one hour after the time fixed for the commencement of a general meeting of members, the members present may adjourn the meeting to a time and place to be determined by the MC, But not later than thirty days after the date of adjourned meeting but may not transact any other business. If at the adjourned meeting there is no quorum the members present constitute a quorum and may proceed with the meeting

12.6 The MC convene an extraordinary general body meeting to transact some special business of urgent nature. At least 10 clear days' notice specifying clearly the objects of such meeting shall be given to the members and only the business so specified shall be discussed at such meeting;

12.7 In the absence of the President any member voted to the Chair by the Members present shall preside over the meeting of the general body;

12.8 If one fifth of the active members make a written requisition specifying the purpose to the President or Secretary to convene an extraordinary general meeting the President or Secretary shall be bound to call such meeting of general body.

13. Managing Committee (MC)

WEN with its headquarters at Ernakulam, Kerala, shall be governed by the WEN Foundation MC. The MC itself is constituted by the 3 key office bearers from each WEN Chapter at different places - viz the President, Secretary and Treasurer respectively. Further the MC of the WEN Foundation shall be headed by the **Governing Council**' ("GC") i.e. WEN Foundation President, Foundation Secretary and the Foundation Treasurer, who shall be the signing authorities of WEN as set out here below.

13.1 The 3 office bearers of the Foundation viz. the President, Secretary and the Treasurer shall not be part of any current WEN Chapter Committee.

13.2 Past Chapter Chairs from any of the WEN Chapters and the Foundation Secretary shall be eligible to be elected as the Foundation President.

13.3 Foundation Secretary and Treasurer shall be elected from among WEN Kochi Chapter members, due to operational reasons in order to process matters at the Kochi headquarters.

Rationale: All statutory obligations, registrations, and jurisdictions such as GST, Income Tax, Bank transactions, and Society matters are based in Kochi; hence operational governance requires dedicated seats

13.4 The WEN Foundation Secretary and Foundation Treasurer from Kochi, being part of the MC, shall focus exclusively on Foundation related responsibilities, and shall not form a part of the WEN Kochi Chapter Committee.

13.5 The MC shall meet at least once every month;

13.6 The Foundation Secretary shall circulate the meeting agenda in consultation with the GC. All decisions shall be taken by means of a majority vote in the MC meeting.

13.7 The Treasurer shall have the accounts prepared and secure the approval of the MC, prior to having the financial statements audited and presented to the general body.

- For avoidance of doubt there shall specifically be at least 5 members from the WEN Kochi Chapter in MC - (i) Incumbent Chapter Chair, (ii) Incumbent Chapter Secretary (iii) Incumbent Chapter Treasurer, and the 2 posts of Foundation Secretary and Foundation Treasurer.

13.9 **Eligibility Criteria** of MC members and CC members should have served in a leadership role (e.g. Committee member/Buddy Leader, etc.) Further both the Foundation Secretary and Treasurer must be recommended by a past foundation chair; and by a core advisory member.

13.10 There shall be a minimum of 21 members on the Managing Committee. There is no maximum limit fixed, and is subject to the number of WEN Chapters in existence;

13.11 **WEN Core Advisory** shall consist of the following members:

- a) Sheela Kochouseph
- b) Pushpy Muricken
- c) Anisha Cherian
- d) Maria Abraham
- e) Asha Suresh
- f) Laila Sudheesh
- g) Beena Manoj

13.12 Additional Roles of WEN Core Advisory

13.12(i) The WEN Core Advisory members are permanently taken to advisory, to ensure continuity of the WEN culture and vision.

13.12(ii) If WEN Core Advisory by majority decides that the current WEN MC is not capable of taking forward the objectives of WEN and WEN culture for whatsoever reason, then WEN Core Advisory CAN dissolve current MC.

13.12(iii) The President elected shall be approved by WEN Core Advisory.

13.12(iv) Major decisions, which requires amendment of WEN Bye Laws shall be taken up only after getting assent from WEN Core Advisory

13.12(v) WEN Core advisory members shall serve till they attain the age of 80.

13.12(vi) If a Managing Committee seat from any WEN Chapter should fall vacant due to resignation/death/disability/bankruptcy/misdemeanor etc., the same WEN Chapter Committee from where the vacancy arose may co-opt the replacement and shall be part of the MC.

13.12(vii) One seat from the 21 member MC is reserved for the WEN Chapter from where the Foundation President has been elected.

13.13 WEN CHAPTER ADVISORY

13.13(i) Past Chapter Chairs of WEN Chapters- They have the option to automatically join WEN Chapter Advisory for a period of two years from vacating their office and may also attend the respective chapter committee meetings for the same period, but shall not vote on any decisions thereto.

13.13(ii) Experts having relevant experience in specific areas to be identified and invited by majority members of the Core Advisory or MC as Expert Mentors to support WEN Foundation whenever required.

13.13(iii) The Expert Mentors Engagement shall be for a term of two years during which they have the option to attend CC/MC meeting as invitees. They are eligible for reappointment by majority vote of members of the core advisory/MC.

13.14(i) Chapter Committee

The WEN Chapters shall be governed by the respective Chapter Committees. Each Chapter Committee shall consist of nine (9) members and shall be made up of **4 ExCom members and 5 Operations team**. The Chapter Committee shall meet monthly, and decisions shall be taken by majority vote.

13.14(ii)The (ExCom) members are

- Chapter Chair – Chapter Secretary
- Chapter Treasurer
- Immediate Past Chapter Chair

The ExCom members shall hold their post for a period of one (1) year and shall follow the succession plan, wherein the Chapter Treasurer shall become the Chapter Secretary at the end of her '1' year tenure. So also, the Chapter Secretary shall become the Chapter Chair at the end of her 1 year tenure.

Finally, the Chapter Chair shall become the Immediate Chapter Chair ("ICC") at the end of her '1' year tenure. After the tenure of the ICC she will undergo a cooling off period of '1' year and shall not serve on any committee.

13.15 The Operations Team members are:

- Five additional members co-opted by the ExCom into the CC.

13.16 The 5 member Operations Team of the C.C. shall serve for a term of two (2) years, and on completion of term, members shall undergo a cooling-off period of one (1) year. The Immediate Past Chair of the Ex-Com after serving her term shall undergo a cooling-off period of one (1) year, during which she cannot hold any committee position.

13.17 Resignation & Replacement: If an ExCom member resigns, the next in succession shall automatically assume the role. If an Operations Team member resigns, the Chapter Committee shall co-opt a replacement based on eligibility criteria.

14. Management :

All the affairs of the society shall be managed by the MC. All cheques should be signed by minimum two office bearers, i.e. cheques can be signed by President and Treasurer or Secretary & Treasurer of the MC, minimum of 2 signatures is required for disbursements of funds, one of the signatories has to be the Treasurer. Reimbursement to members or MC members should be approved expenses or within approved budgets (approved by the MC) and paid

only on the production of original bills and vouchers. The Treasurer and the person who claims reimbursement needs to sign on all cash vouchers.

15. Powers and duties of the MC and CC

The MC shall in addition to the powers and duties prescribed elsewhere: -

15(1) To purchase or otherwise acquire property rights or privileges at such prices and under such terms and conditions as the MC thinks fit:

15(2) To open bank accounts and invest or deal with the funds subject to the approval of the MC, in such a manner as is beneficial to the society and its members, in alignment with the objectives of the society;

15(3) To dispose of applications for membership from those eligible under the rules of admission with or without assigning any reason;

15(4) The MC shall control the finance of the society and CC shall control the chapter finances respectively;

15(5) To enforce the rules and bye-laws of the society;

15(6) To appoint officers, clerks and servants of the society or any other person that the committee feels may be necessary for the society and to remove, demote, dispense with or dismiss them or vary or alter the conditions of service from time to time in such manner as it thinks fit;

15(7) To take disciplinary action including termination against any member by following due process as prescribed in these byelaws

15(8) To borrow or otherwise raise funds on behalf and for the benefit of the society;

15(9) To enter into contract with others for the benefit of the society;

15(10) The MC shall convene AGM, to approve the audited financial statements, elect office bearers or extra ordinary general meeting of the society whenever necessary.

15(11) To represent the society in any legal proceedings

15(12) To determine the manner in which bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents shall be signed or executed by or on behalf of the society;

15(13) To appoint any sub- committees for any specific purposes and give specific discretionary powers to make decisions for the committee to function;

15(14) To fill up casual vacancies in the MC by co-opting any other eligible member to fill up such vacancy, for the remainder of their tenure;

15(15) To decide in what manner and who should represent the Society at meetings, sporting events, delegation, cultural activities, workshops etc. at which the society may participate;

15(16) The MC may amend or make- by-laws as may be deemed necessary from time to time for the more efficient working of the Society;

15(17) The MC shall be the interpreter of the rules and bye-laws of the society and to decide matters not covered by these rules and regulations;

15(18) To take such other steps as may be necessary for the exercise of any of its powers or for the discharge of any of its duties

15(19) Option to remove MC members from the MC if the member has not attended 3 consecutive meetings and has not provided a valid reason in writing approved by the MC; Likewise, the CC has the same powers with respect to CC.

15(20) The MC has the right to remove its members from the MC and from the society through majority vote, if there is evidence to show misappropriation of funds, fraudulent dealings, criminal proceedings in court, court conviction, or any act against the objects or interests of the society or any other serious matter including refusing to implement any decision of the MC;

15(21) To appoint legal counsel or advocates for any legal matter;

15(22) To enter into arrangements with other associations to promote the objects of the society;

15(23) To invest money of the society not immediately required for interest or profit. The decision of the MC shall be final and binding for all matters. All decisions of the MC shall be by majority vote. The MC shall maintain official

channel of communication as email groups i.e. The MC shall decide from time to time on the official mode of written communication.

Discussions on various matters related to the objects of the society should be encouraged in the email groups, all discussions to be polite with mutual respect and mindful of the tone and language used; Likewise, the CC has the same powers with respect to CC funds.

15(24) The MC can choose to open chapters across India with rules and structure decided by the MC from time to time.

15(25) The MC by 2/3rd majority may remove CC members from any chapter. The MC with approval from Core Advisory may dissolve by 2/ 3 rd majority vote, the CC of any chapter for reasons of financial fraud or for acting against the interests and objectives of WEN.

15(26) The MC with recommendation from the AC and in consultation with Core advisory has the power to review and disqualify members from being selected or elected into committees.

15(27) The Past Foundation president, Core Advisory, Founder Chapter Chairs of WEN chapters may attend the MC meetings. Past Chapters Chairs and Core Advisory may attend CC Meetings of WEN Chapters. However, they may provide guidance and advice but cannot vote during decision making. The Expert Mentors can attend CC/MC meetings as invitees whenever required...

16. Functions of the Governing Council (GC):

16.1 President

The President shall have general control over the affairs of the society. She can direct the secretary to convene a meeting. She can appoint in consultation with the Secretary and with the approval of MC salaried persons as they think fit to perform the functions of the society for a special purpose. She shall execute all documents on behalf of the society and approved by the MC. She shall generally perform such duties as appertains to the office of the President. In the absence of the President, the MC shall select a member from among themselves to perform all the duties of the President.

16.2 Secretary

The Secretary shall be the administrative executive of the MC. Her duties are as follows:

16.2(a) To entrust the chapter secretary to receive all applications for membership in the society and place them before the CC for its consideration and disposal;

16.2(b) To take appropriate steps to carry out the objects of the society;

16.2(c) To convene meetings of the MC and GC as well as general body in consultation with the President;

16.2(d) She shall prepare the agenda for all the meetings in consultations with the GC, all MC members via email can request for points to be added to the agenda for discussion and decision.

16.2(e) She can postpone agenda points as per priority to the next meeting if there is time constraints. The agenda to be send out to all MC members at least 1 day before the meeting.

16.2(f) To maintain a page numbered minutes book to record the proceedings of the meetings of the Committee and the General Body specifying decisions made, members responsible for actions and members who voted for and against;

16.2(g) To place before the MC all important correspondence up to the date of the meeting;

16.2(h) She shall make arrangements for the conduct of such functions of the society and shall have general control over office;

16.2(i) She shall be the custodian of all documents and records of the society;

16.2(j) She may keep up to Rs. 1000/- petty cash to meet the day to day expenses or as decided by the MC;

16.2(k) She shall represent the MC in all legal proceedings;

16.2(l) To implement the directions or decisions of the MC.

16.2(m) To take all such measures and do all such things has may be required to carry on the work to fulfill the aims and objects of the society.

16.2(n) In the absence of the Secretary. In the absence of the Secretary, the MC shall determine who shall discharge her duties from among themselves.

16.3 Treasurer

The Treasurer shall be the sole custodian of all the funds and accounts of the society and shall perform the following duties:

16.3(a) To receive all entrance fees, subscriptions, donations and other moneys payable to the society and to keep regular accounts or receipts and payments and to submit every month an abstract showing the financial position of the society for the inspection of the MC.

16.3(b) To get annual accounts audited by the auditor;

16.3(c) To operate bank account jointly with the President or Secretary;

16.3(d) To implement all the directions and decisions of the Society as shown in the Minutes book of the society in general meetings of the MC and the General Body meeting;

16.3(e) To look after and safeguard the financial interest of the society to the best of her ability;

16.3(f) To create budgets and submit before the MC for approval in the beginning of the year and to update the MC of the financial position of the society in regular intervals during the MC meetings;

16.3(g) To ensure that financial sanctions are given within the MC approved budgets;

16.3(h) To maintain a budget for the administrative expense of the society with approval from the MC.

In the absence of the Treasurer, the MC shall determine who shall discharge her duties from among themselves.

17. Meeting of the Managing Committee:

17(a) The MC shall meet whenever, necessary but shall meet at least once a month;

17(b) The President or in her absence, any member voted to the chair shall preside over the meeting;

17(c) The matters before the MC shall be decided by simple majority of vote and when votes are equal then the President shall have the casting vote; detailed minutes are maintained where the decisions made, members responsible for action and members who voted for and against is specified, the minutes of the meeting shall be send out to all the MC members and to all the members of WEN. Due to any specific reason or due to any delicate matter, the MC can choose by simple majority vote not to send out specific minutes to the full WEN members list.

17(d) One third of the total number of members of the MC shall be the quorum;

17(e) All decisions of the MC shall be decided by a majority vote of the physical members present and minutes maintained for the same;

17(f) The email forum or other social media forums are for discussions only, decisions to be made during the meetings of the MC. Any other decisions taken in case of emergencies shall be ratified immediately in the next meeting

18. Right to vote:

No member shall be eligible to vote unless she has paid membership subscription up-to-date. Members who has not paid the yearly subscription for one year can be terminated by the MC as per the process laid out.

19. Procedure for meetings:

The President shall preside over all meetings. In the absence of the President the MC members present can appoint any member to preside over the meeting or adjourn the meeting. No new business shall be transacted at the adjourned meeting other than the business left unfinished. The Secretary shall in consultation with the President fix a day for the adjourned meeting. Notice for such adjourned meeting shall be circulated as an email to the MC members.

20. Election Process

20.1 These rules shall be called the Rules of Election for the Managing Committee members: -

20.1(a) The EO shall be a WEN member.

20.1(b) The EO has the option to choose an assistant at the time of Election during the AGM.

20.1(c) Election modus operandi - secret ballot.

20.1(d) The MC shall appoint the Election Officer. Elections of the GC shall be conducted before expiry of its term by the EO, The EO will ask for self-nominations for the post of the Foundation President, Secretary-and Treasurer.

20.1(e) The members of the society eligible to are on the Register of Members at least 14 days before the election due date.

20.1(f) Secretary has to prepare the members list based on members in the Register Book and send the same to the EO, who shall send out the voters list to all members 14 days before the election due date.

20.1(g) Elections is restricted to the 3 office bearers of the GC.

20.1(h) The EO shall send out a mail to the eligible members asking for self nominations for the GC

20.1(i) Election modus operandi - secret ballot.

20.2 Elections shall be held to the following 3 Office Bearers posts in the MC, viz.:-

- Foundation President
- Foundation Secretary
- Foundation Treasurer

20.3 The EO shall not stand for any office bearer post in the MC.

21) ASSETS OF THE SOCIETY:

21(a) The maintenance deposit transferred by the promoters.

21(b) Monthly maintenance charges collected from members.

21(c) Any sum or assets, as may be contributed, donated, bequeathed by any person or persons, firm or company, by State or Central Government or other authorities to the Society or any other Association/Society.

21(d) All interest or income arising out of the said funds.

21(e) All assets that may be purchased or acquired from or out of the said funds or otherwise acquired by the Society.

21(f) All Investments and realizations thereof from or out of the said funds and assets.

21(g) All funds and assets which have by any means become the property of the Society.

22. Application of Income

All the incomes, movable and immovable property of the Society including any institutions thereof, howsoever derived, shall be solely utilized and applied towards the promotion of its aims and objectives as set forth in this Memorandum of Association provided that nothing herein contained shall prevent the payment in good faith of costs incurred to any member thereof or to any person in return for any services rendered to the Society including any situations thereof or for traveling allowance, halting or other similar charges. No member of the Society shall have any personal claim on any movable or immovable property of the Society or make profits whatsoever by virtue of his/her membership. The members of the society are entitled to get their expenses reimbursed which they have incurred on behalf of the society to attain its objectives, provided they are supported by required documents eg Bills etc. CC/MC members shall not undertake or be awarded any contracts or projects of WEN for financial gain. The Society can get its specific work or projects outsourced through its members. The process to be followed i.e. the secretary shall sent out minimum two times the requirements and eligibilities of the specific work or project to all members through the official channels of communications. Sealed Quotations to be called for and received within a deadline. The sealed quotations shall be opened only during the CC/MC meeting. Work shall be assigned on priority basis to the WEN member whose quotation is the lowest and has required experience. It shall also be ensured that

there is a track record of proven product quality and service. All such work or service contracts shall be awarded only after the same is approved by majority vote in the CC/MC.

23) Investments

The Society may invest its surplus funds productively as per decision of the General Body. Such investments should be in accordance with section 11 (5) and 13 (1) (d) of the Income Tax Act.

24) Accounts and Audit

Financial year of the Society shall be from 1st April to 31st March of the succeeding year. Audited accounts of the Society for the year ending 31st March shall be placed for the consideration and approval of members at the Annual General Body Meeting of the Society to be held in the same year. The outgoing GQURSNEWO handover charge to the incoming GC members within 30 days following the conduct of the AGM. A Statement of Account duly audited is to be sent to the members along with the notice for the Annual General Body Meeting.

25. Reports and Returns:

The Secretary shall be responsible for filing all reports and returns to the lawful authorities either annually or as called for from time to time.

26. General Indemnity of Members

No member of the Society shall be liable for any dues, debt or other liability contracted by the Society save to the extent specifically agreed to by such member under a written agreement, contract or guarantee with, or to the Society.

27. Power to Covenant

It shall, be lawful for the Society to enter into any agreement with any Institution or Organization or legal entity for furtherance of the objectives of the Society.

28. Amendments:

These rules and regulations shall not be altered, modified, amended or repealed in any manner except by special resolution passed by not less than two third majority of votes of the members of the General Body present. The proposed amendment shall be notified in the agenda for the meeting.

29. Dissolution:

If at any time it is found that the affairs of the society can no longer carried on ,either because it has survived its usefulness, or because of the insufficient funds, or if adequate support is not forthcoming from the public, or for any other reason, the MC may take steps to dissolve the Society subject to the approval of the Core Advisory. A Special General Body meeting for this purpose shall be convened and the resolution shall be passed by 3/4th majority of members present and voting. Conditions of such dissolution and the manner in which the assets shall be disposed off, shall be detailed in the notice calling for such extraordinary meeting.

30. Exhibition of Books:

The bye-laws, register of membership, accounts and minutes book are to be placed prominently in the office during all working hours of the Society, for inspection by the members, free of cost.

31. General:

31(a) A Managing Committee member failing to attend three consecutive meetings of the committee without sufficient cause in writing approved by the Managing Committee shall cease to be a member of the Managing Committee;

31(b) Members causing any damage to any assets of the society will be required to compensate the loss or damage and in addition to pay an equal value of damage as penalty.

31(c) No MC member should gain any financial profits directly or indirectly in the supervision or execution of any project or proposal approved by MC. Other WEN members can be given specific work and projects through the tender process as shown in the Bye Law and sealed quotations shall be opened before the Managing Committee, and the member who has submitted the lowest quote

and after assessing her quality of work or service shall be given priority in assigning the work project, the same to be approved and passed by the Managing Committee with majority vote.

31(d) All members should act or involve in approved projects within the sanctions approved by the MC and should not act or make unilateral decisions in their individual capacities.

32) All Rules and Regulations of Travancore Cochin Literal and Scientific Registration Act (Act 12 of 1955) is binding on this Society.

33) Dispute Resolution

In the event of any dispute among members or third parties, it shall be referred to the law courts at Ernakulam.

Certified that this is the true certified copy of the Bye Law approved by the General Body Meeting of the WOMEN ENTREPRENEURS NETWORK held on 2nd Day of MAY 2017.