

**INTERNATIONAL
HUMAN
RIGHTS
ORGANIZATION
CONSTITUTION**

SECTION A

SUPREMACY OF THE CONSTITUTION

- (a) This Constitution shall supersede any other document that regulates the conduct of members, their relationship or purports to confer authority to IHRO or any structure falling under or formed by IHRO.
- (b) This Constitution shall bind the Board and all other structures established by IHRO, whether under this Constitution or any document purporting to confer such authority.

ABOUT THE TRUST

- (c) As per this constitution, Trust is International Human Rights Org. (IHRO)
- (d) Hence, Name of the Trust would be termed as IHRO.

SECTION B

PREAMBLE

International Human Rights Organization (IHRO) is a non-party, Inter-governmental organization (IGO), with national focus and world-wide network. It agitates, both in India and internationally, for protection of peoples' rights irrespective of their caste, creed or political views. The voluntary organization has a selective membership drawn from a variety of disciplines- Law, Journalism, Education, Medicine, Agriculture, Trade and Industry. Since its inception in xxxx, the IHRO has been endeavoring to investigate and publicize violations of human rights in this part of the Indian subcontinent and abroad.

IHRO strives to bring together all those who cherish democratic values in all spheres of life-social, economic and political-and takes active steps to preserve, defend and strengthen democracy. It also strives to educate public opinion by propagating rational

and constructive views on human rights, dignity and freedom, and to promote the cause of unrepresented nations and peoples including their right to self-determination, with a hope that these efforts will minimize the political conflicts and establish peace.

IHRO works for structural changes to fulfil socio-economic and political aspirations of nationalities, ensuring protection of their ethnic, religious and cultural identities; seeks recognition of principles of universal brother-hood, socio-economic and political justice, and dignity of the individual; educates people about their rights by organizing seminars and lobbies at world fora for the protection of theirs rights. It comprehends national and international problems in their depth, complexity and essence, and suggests peaceful solutions for their resolution. The IHRO creates liaison with national and international organizations with similar missions.

IHRO seeks Justice, social, economic and political

- Liberty of person, nation and peoples
- Equality of all human being in dignity and rights
- Fraternity in the spirit of universality

IHRO believes

'Whereas it is essential, if a human being is not be compelled to have recourse, as a last resort, to rebellion against tyranny and oppression, that human rights should be protected by rule of law'

Preamble to the UN Declaration of Human Rights, December 10, 1948

Main Aims & Objects

Everyone is entitled to all the rights and freedoms set forth in UN charter and covenants. And Human Rights, including the right to self-determination of all nations, are not concerns exclusively within the domestic jurisdiction of the UN member states (Preamble to IHRO Constitution, April 7, 1985).

IHRO is dedicated to the principles stipulated in its Constitution:

- **Human Rights**

Building public opinion in defense of human rights including of all those who struggle for their right to self-determination.

- **Self-determination**

The right to self-determination of all nations and peoples so as to freely determine their political status and pursue their social, economic and cultural development.

- **Tolerance and Fraternity**

Recognition of the principles of universal brother-hood, socio-economic and political justice, and dignity of the individual and rejection of racism, caste-ism, communalism and chauvinism.

- **Equality**

The right to equality and equal protection before law.

- **Rule of law and Democracy**

Promotion of rule of law, justice and democracy.

- **Independence of Judiciary and Press**

The independence and impartiality of the judiciary, freedom of the Press and other mass media.

- **Peace and political solution**

IHRO studies in depth political conflicts and suggests peaceful solutions. And where there are people's liberation movements by nations and peoples, it seeks for them the right to self-determination.

Now therefore the members bind themselves to the provisions of this Constitution as follows:

1. INTERPRETATION

In this Constitution, unless the context otherwise requires:-

- 1.1 **“the Act”** means the Universal Declaration on Human Rights in 1948 and the regulations published thereunder;
- 1.2 **“The Trust”** means IHRO, a voluntary non-profit association constituted in terms hereof;
- 1.3 **“Branch”** means a duly constituted branch of the Association;
- 1.4 **“Branch Chair”** means the person duly elected by a Branch Committee to head same;
- 1.5 **“Branch Committee”** means the committee of a Branch elected by the members of a region to run the Branch;
- 1.6 **“Board”** means the Board of Directors appointed to manage the affairs of the Association;
- 1.7 **“Board Charter”** means the document containing the codes of conduct and terms of reference for the Board;
- 1.8 **“the Constitution”** means this subsisting and duly adopted constitution of the Association;
- 1.9 **“Co-Opted Board Member”** means a board member appointed by the President in terms of Clause [INSERT];
- 1.10 **“Operations Committee”** means the committee tasked with the day to day management of Branch issues comprising the Branch Chairs, the Chief Executive Officer and chaired by the Vice President;
- 1.11 Words in the singular number shall include the plural and vice versa;

- 1.12 Words importing the masculine gender shall include males;
- 1.13 Words importing persons shall include created entities (corporate or not);
- 1.14 Where figures are referred to in numerals and in words, if there is any conflict between the two, the words shall prevail;
- 1.15 Expressions defined in this Constitution shall bear the same meanings in schedules or annexure to this Constitution, which do not themselves, contain their own definitions;
- 1.16 When any number of days is prescribed in this Constitution for issuing of a notice, the same shall exclude the first and include the last day from the date of issuing such notice unless the last day falls on a Saturday, Sunday or public holiday, in which case the last day shall be the next succeeding day which is not a Saturday, Sunday or public holiday.

SECTION C

1. NAME

The official name of the trust is International Human Rights Organization (“IHRO”).

2. VISION

International Human Rights Organization is established to part in making the global into SOVEREIGN, SOCIALIST, SECULAR and DEMOCRATIC; and to secure all people from Judicial, Social, Economic and Political crisis; and to have LIBERTY of thought, expression, belief, faith and worship; and EQUALITY of status and opportunity; and to promote all FRATERNITY assuring the dignity of the individual and the unity, peace and integrity of the World;

3. VALUES

The principle of universality of human rights is the cornerstone of international human rights law. This principle, as first emphasized in the Universal Declaration on Human Rights in 1948, has been reiterated in numerous international human rights conventions, declarations, and resolutions. The 1993 Vienna World Conference on Human Rights, for example, noted that it is the duty of States to promote and protect all human rights and fundamental freedoms, regardless of their political, economic and cultural systems.

IHRO subscribes to the following values:

- **PROFESSIONALISM**
- **INTEGRITY**
- **EMPATHY**
- **ACCOUNTABILITY**
- **COMMITMENT**

- **SUCCESS**
- **RESPECT**
- **PASSION**

4. MISSION

International Human Rights Organization is established to create awareness before the public regarding Human Rights, Consumer Rights and all other Laws and to protect the same and to provide sustained support to sick, physically handicapped and affected victims.

The IHRO is established for the following public charitable purpose, namely, to protect and promote the human rights of the people worldwide.

4.1. For the above purposes, the IHRO Directors may:

4.1.1. Formulate policies;

4.1.2. Make rules in connection with any policy; and

4.1.3. Revoke or amend any policy or rules and formulate others.

4.1.4. Advocate Human Rights issues worldwide

4.1.5. Form country specific Human Rights Agendas

4.1.6. Establish IHRO offices worldwide

4.1.7. Network with national and International bodies/
agencies/ institutions for the protection of
Human Rights

5. STRATEGY

Solely for the purpose of carrying out the IHRO's object, the IHRO may:

5.1. Support the establishment and development of
national and international chapters

- 5.2. Promote cooperation and joint activity among national and international chapters, the United Nations, governments, human rights non-government organisations and other relevant organisations and individuals;
- 5.3. Supply, and advise on, human rights capacity building and provide human resources and other support to assist in the establishment and development of national and international human rights institutions;
- 5.4. Encourage the United Nations, governments, human rights nongovernment organisations and other relevant organisations and individuals to participate in meetings of, or arranged by, the IHRO;
- 5.5. Raise funds and invite and receive contributions, grants, distributions of income or capital, gifts (by will or otherwise), loans and deposits from any person;
- 5.6. Provide funds or other material benefits by way of grant or otherwise to further the IHRO's objective;
- 5.7. Co-ordinate and arrange conferences, meetings, standing committees and commissions and other trusts nationally and internationally
- 5.8. Accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the IHRO Directors from a class of trusts, objects or purposes specified by any person;
- 5.9. Accept and undertake full or partial trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee otherwise, and charge and accept fees, commissions or other remuneration in respect of the trusteeship, administration and management;
- 5.10. Purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges that are required for the purposes of, or capable of being conveniently used in connection with, the IHRO's object. However, if the IHRO takes or holds any property which is subject to a trust, the IHRO may only deal with that property in the manner allowed by law having regard to that trust;

- 5.11. Manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property or any estate or interest in property;
- 5.12. Invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
- 5.13. Construct, improve, maintain, develop, work, manage and control real or personal property and enter into contracts and agreements;
- 5.14. Appoint a person as the IHRO's attorney or agent with the powers (including the power to sub-delegate) and on the terms the IHRO thinks fit, and procure registration or recognition of the IHRO in any other country or place;
- 5.15. Enter into any arrangement with any government or authority that seems conducive to the IHRO's object, obtain from any government or authority any right, privilege or concession that the IHRO thinks it desirable to obtain, and carry out, exercise and comply with any of those arrangements, rights, privileges and concessions;
- 5.16. Engage, dismiss or suspend any employee, agent, contractor or professional person;
- 5.17. Borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other obligation by mortgage, charge or otherwise ;
- 5.18. Spend money and do all other things that it considers desirable to promote the IHRO's objective;
- 5.19. Make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 5.20. Print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;

5.21. Accept any gift of property, whether subject to any special trust or not, for the IHRO's object, but subject to the provisions in rule 3(j) relating to trusts (if applicable);

5.22. Take any steps by personal or written appeals, public meetings or otherwise, that the IHRO considers expedient to procure contributions to the IHRO's funds, by way of donations, gifts (by will or otherwise), grants, sponsorships or otherwise;

5.23. Appoint patrons of the IHRO;

5.24. Make donations for charitable purposes;

5.25. Decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property; and

5.26. Do all other things that are incidental or conducive to attaining the IHRO's object.

5.27. Develop additional programmes towards achieving its vision and mission as and when they are required.

5.28. Additional Powers:

5.28.1. The IHRO has the powers set out in the Act but only to the extent necessary or convenient to carry out, or incidental to carrying out, the IHRO's object.

5.29. Independence Of Members

5.29.1. Notwithstanding what is herein contained, the independence, authority and national status of each of the full members and their powers, duties and functions shall in no way be affected by the establishment of this IHRO and its incorporation, or its functioning.

6. LEGAL STATUS

6.1. IHRO shall be a voluntary association of a public character established not for gain, with corporate personality and perpetual succession.

6.2. No member shall have any right to the assets of IHRO and the liability of the members shall be limited to the amount of their unpaid subscription, if any.

6.3. IHRO may sue and be sued in its own name.

7. MEMBERS

7.1. Members shall be the persons recorded as such in the membership register in one of the classes specified in this Constitution, who have been accepted into membership by the Branches.

7.2. There shall be five (5) categories of membership, namely, Full, Corporate, Group, Honorary and Life.

8. FULL MEMBERSHIP

8.1. IHRO may grant Full Membership to a person who, in the opinion of the Committee:

8.1.1. Holds a senior executive position in a company or corporation;

8.1.2. Holds a position in the public or private sector, whether in a profession, government, non-governmental organizations, welfare or politics;

8.1.3. Is recognized as a leader in her field; or

8.1.4. Has contributed to the advancement of the community.

8.2. A Full Member shall have one vote.

8.3. **Qualifications of full members**

8.3.1 Each full member must be an individual, society, trust or institution which in the opinion of the IHRO Directors complies with the Paris Principles.

8.4. **Initial members**

8.4.1 The initial members are-

8.5. **Status**

8.5.1 The initial members are full members.

8.6. **Admission of further full members**

8.6.1. The IHRO Directors may admit any institution, meeting the qualifications set out in rule 8.1, to full membership of the IHRO.

8.6.2. Every applicant for full membership (except the initial members) must be proposed by one and seconded by another full member.

8.7. The application for full membership must be:

8.7.1. Made in writing and signed by the applicant and its proposer and seconder; and

8.7.2. In the form prescribed by the IHRO Directors.

8.8. Subject to rule 8.1, at the next meeting of the IHRO Directors after the receipt of an application for membership, the IHRO Directors must consider the application and decide whether to admit or reject the admission of the applicant. The IHRO Directors need not give any reason for rejecting an application.

8.9. The IHRO Directors may, at their discretion, defer the consideration of an application for full membership.

9. CORPORATE MEMBERSHIP

The Board may grant Corporate Membership to a corporation that, in the opinion of the Board, subscribes to the object and is willing to provide educational information and help to advance IHRO in the community. The terms and conditions, period of membership and fees shall be decided from time to time by the Board.

10. GROUP MEMBERSHIP

10.1. The Board may grant Group Membership to a Corporate which, in the opinion of the Board, enjoys special dispensation in relation to membership fees.

10.2. These fees will be reviewed annually and will cover a specific number of members from the said Corporate.

11. HONORARY MEMBERSHIP

The Board may grant Honorary membership for such period as it deems fit to persons of distinction who have made significant contributions to the objectives of the Association. Honorary members shall have no voting rights and need not pay fees.

12. LIFE MEMBERSHIP

Upon leaving office at the completion of her full term of office, the Board may grant Life Membership to the retiring President and Vice President. A Life member shall have 1 (one) vote in her capacity as a Life Member and need not pay fees. If he / she continues to belong to another class of members, she may exercise the rights which may be attached to that class.

13. CANDIDATE MEMBERS

13.1. Qualifications of candidate members

13.1.1. Each candidate member must be a national human rights institution in the Asia Pacific region which in the opinion of the IHRO Directors could comply with the Paris Principles within a reasonable period but does not do so at the time of the application for membership and which commits, in a form acceptable to the IHRO Directors, to take active steps towards compliance with the Paris Principles within a reasonable period.

13.2. Admission of candidate members

13.2.1. The IHRO Directors may admit any institution meeting the qualifications set out in rule 11.2(a) to candidate membership of the IHRO.

13.2.2. Every applicant for candidate membership must be proposed by one full member and seconded by another full member. The application for candidate membership must be:

13.2.2.1. Made in writing and signed by the applicant and its proposer and seconder; and

13.2.2.2. In the form prescribed by the IHRO Directors.

13.2.3. Subject to rule 8.1, at the next meeting of the IHRO Directors after the receipt of an application for candidate membership, the IHRO Directors must consider the application and decide whether to admit or reject the admission of the applicant. The IHRO Directors need not give any reason for rejecting an application.

13.2.4. The IHRO Directors may, at their discretion, defer the consideration of an application for candidate membership.

13.3. Rights of candidate members

13.3.1. Candidate members have no voting rights.

14. CHAPTER MEMBERS

14.1. Characteristic of associate members

14.1.1. Each associate member must be a citizen in the respective countries which, in the opinion of the IHRO Directors, does not comply with and is unlikely to comply with the Paris Principles within a reasonable period.

14.2. Admission of associate members

14.2.1. The IHRO Directors may admit any institution, having the characteristic set out in rule 11.3(a), to associate membership of the IHRO.

14.2.2. Every applicant for associate membership must be proposed by one full member and seconded by another full member. The application for chapter membership must be:

14.2.2.1. Made in writing and signed by the applicant and its proposer and seconder; and

14.2.2.2. In the form prescribed by the IHRO Directors.

14.3. Subject to rule 8.1, at the next meeting of the IHRO, Directors after the receipt of an application for chapter membership, the IHRO Directors must consider the application and decide whether to admit or reject the admission of the applicant. The IHRO Directors need not give any reason for rejecting an application.

14.4. The IHRO Directors may, at their discretion, defer the consideration of an application for chapter membership.

14.5. Rights of chapter members

14.5.1. Chapter members have no voting rights.

15. REGISTER OF MEMBERS

- 15.1. Each Branch shall keep a register of the names and particulars of their members. Each member must make sure that the register has the correct information in the prescribed form, at all times.
- 15.2. Each Branch must provide the Board with up to date records of Branch membership as and when required, and the records kept by the Board shall be deemed to be correct for the purposes of the Board business. The Branch members shall be the members recorded as such by the Board in the Register of Members.
- 15.3. Members may inspect the Board Register and a Branch Register at a convenient time, by arrangement.

16. APPLICATION FOR MEMBERSHIP

- 16.1. A person wishing to become a member must complete the prescribed form and submit it to the local Branch whereupon the Branch Committee will ratify the application.
- 16.2. A member must be registered with a Branch in the area in which she resides or conducts business where a Branch exists. .
- 16.3. When recorded in the Register, the member shall enjoy all the rights and shall be subject to all obligations of membership.
- 16.4. A member may transfer her membership from one Branch to another.
- 16.5. Each member by virtue of her application is deemed to have agreed to be bound by this Constitution.
- 16.6. The Board may invite any person to become a member, whereupon such person shall enjoy the rights and obligations of membership.

17. REVIEW OF MEMBERSHIP & COMMITMENT

17.1. Occasion for review

17.1.1. The IHRO Directors may, on their own motion and at any time, Decide to review the commitment of a candidate member to take active steps to comply with the Paris Principles within a reasonable period.

17.1.2. A candidate member must notify the IHRO if there has been any change in the address or nationality or any such information as provided in IHRO membership form.

17.2. Review

17.2.1. Following a decision to review any member or receipt of a notification for review, the IHRO Directors must meet to consider whether the IHRO member/institution is taking active steps to comply with the Paris Principles.

17.2.2. If the IHRO Directors decide that the member/institution is not taking those active steps, they may, by resolution, expel a member under rule 18.

18. TERMINATION OF MEMBERSHIP

Membership shall terminate when the Board has recorded in the Register that membership has been terminated after any one of the following events:

18.1. If in the opinion of the Board, after sending a letter of enquiry to the member, the member no longer meets the requirements for Full membership or for any other reason the Board may at any time remove a member's name from the Register. The Board may review membership and the Board, in consultation with a Branch, shall

decide whether the member still meets the criteria for membership, or whether membership shall be terminated.

18.2. When the member or the Branch informs the Board in writing of her resignation and the Branch has recorded the resignation. No portion of any dues paid shall be refunded to the resigned member.

18.3. when the Board decides to terminate the membership because the member has not paid monies due by her, or has failed to ensure that her correct particulars are in the Register for 6 months (e.g. after one letter has been returned by the post office); or

18.4. If the member would be disqualified to hold office as a director in terms of the Companies Act on the basis of misconduct, or for any other reason that the Board in its discretion may deem appropriate.

19. MEMBERSHIP FEES

The Board shall decide what entrance fees, annual subscriptions and other levies shall be paid by any class, group or sub-group of members from time to time, as determined by the board.

20. STRUCTURE OF THE IHRO MANAGEMENT

IHRO management shall consist of the following:

20.1. The Board and its sub-committees;

20.2. The Branch Committees;

20.3. Any other committee or sub-committee that may be constituted by the Board or Branch committees from time to time.

21. THE BOARD

21.1. The Board shall consist of a maximum of eight (8) members and shall be constituted as follows:

21.1.1. the President.

21.1.2. the Vice President;

21.1.3. 2 (two) representatives elected by the Operations Committee

21.1.4. five (5) Co-opted members who, by virtue of their expertise, experience and interest in the objects of IHRO may be appointed by the President.

21.1.5. the CEO, Company Secretary and Treasurer who are ex officio members of the Board without a vote and appointed by the Board members not necessarily from amongst their number. Where an existing Board member is appointed to one of these roles, a replacement member must be sought.

21.2. The term of office of a Board member shall be three years.

21.3. A Board member may not serve more than two consecutive terms on the Board.

21.4. No board member shall be paid remuneration for her services. The members, may, however be reimbursed for their travelling and other expenses incurred by them in the execution of their duties when such occur out of the province in which they reside.

22. POWERS AND DUTIES OF THE BOARD

22.1. The President

- 22.1.1. The President convenes and chairs the meetings of the Board and the Annual General Meeting;
- 22.1.2. Enforces compliance with the provisions of the Constitution of IHRO and the Board Charter;
- 22.1.3. Signs the minutes of meetings after confirmation;
- 22.1.4. Generally exercises supervision over the affairs of IHRO ;
- 22.1.5. Prepares a comprehensive annual report on the activities of IHRO . Such report shall represent all her activities which took place during her tenure in office;
- 22.1.6. Generally performs such other duties as by usage and custom pertain to her office.

22.2. The Vice – President

- 22.2.1. The Board members shall appoint the Vice President from one of their number.
- 22.2.2. The Vice –President shall assume the role of acting President in the absence or incapacitation of the President or by assignment of the President or the Board.
- 22.2.3. The Vice President shall support the President in the execution of her duties.

22.3. The Board

- 22.3.1. The Board shall, subject to the provisions of this constitution:

- 20.3.1.1 appoint the Chief Executive Officer in accordance with the provisions of clause **[INSERT]**,
- 20.3.1.2 appoint the Ex Officio Board members
- 20.3.1.3 shall act in good faith and discharge its fiduciary duties with the utmost skill and care.
- 20.3.1.4 formulate policy and give strategic direction to the Association.
- 20.3.1.5 transact such other business as it may deem necessary or appropriate.
- 20.3.1.6 collect funds by any lawful fund-raising methods for carrying out the aims for which IHRO is established.
- 20.3.1.7 ensure that proper accounts of its financial affairs are maintained and annually audited and presented for approval each year at the Annual General Meeting.
- 20.3.1.8 amend this Constitution and ensure that all amendments made to the Constitution are duly adopted.
- 20.3.1.9 generally do all things it may deem necessary to ensure that IHRO achieves the objects and is run ethically and effectively and in the public interest as per the Board Charter.

23. INTERESTS OF BOARD MEMBERS TO BE DECLARED

No Board member shall be disqualified by virtue of her office from contracting with IHRO , whether as a vendor or otherwise. The Board member shall declare full details of her interest to the Board or Branch committee prior to a decision being taken on whether any such contract or arrangement shall be entered into, and such member shall not vote on such matter.

24. BOARD MEETINGS

24.1. The Board shall meet at least four (4) times each year.

24.2. The Board shall, at one of the four meetings, convene a special meeting which shall be regarded as the Annual Meeting of the Board.

24.3. The President, in consultation with the Executive Committee, may convene additional meetings of the Board if she deems it necessary to do so.

24.4. The quorum at any meeting shall be sixty (60%) percent.

24.5. The CEO shall supply a copy of the board pack and agenda to each member at least one week prior to a meeting.

24.6. A meeting may be adjourned and postponed to a date to be determined by the members present, if within one and a half hours after the time appointed for a meeting a quorum in terms of Clause **[INSERT]** is not present.

24.7. If there's no quorum, the meeting must reconvene within 21 days of the original date. If there is still no quorum, the meeting proceeds and decisions made there shall be binding.

24.8. Voting shall be by simple majority and on show of hands. The President of the Board shall have a casting vote in the case of an equality of votes on an issue.

25. NOTICE OF GENERAL MEETINGS

25.1. Notice of every general meeting must be given in any manner authorized by (Notices) rule 19 to:

25.1.1. Every full member, except a member who has not supplied the IHRO with an address for giving notices;

25.1.2. Each IHRO Directors; and

25.1.3. The auditor.

25.1.4. No other person is entitled to receive notice of general meetings.

25.2. A notice of a general meeting must:

25.2.1. Specify the date, time and place of the meeting;

25.2.2. and except as provided by the Act, state the general nature of the business to be transacted at the meeting.

25.3. An institution may waive notice of a general meeting by written notice to the IHRO.

25.4. The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any institution entitled to receive notice of a general meeting under this rule 16.2 does not invalidate any act, matter or thing done or resolution passed at the general meeting if:

25.4.1. the non-receipt or failure occurred by accident or error; or

25.4.2. before or after the meeting, the institution:

25.4.2.1. has waived or waives notice of that meeting under rule16.2(c); or

25.4.2.2. has notified or notifies the IHRO of the institution's agreement to that act, matter, thing or resolution by written notice to the IHRO.

25.5. Meeting attendance at a general meeting waives any objection that member may have to:

25.5.1. a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the member objects to the holding of the meeting; and

25.5.2. the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the member objects to considering the matter when it is presented.

26. **QUORUM AT GENERAL MEETINGS**

26.1. No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.

26.1.1. A quorum consists :

26.1.2. if the full members have fixed a number for the quorum, that number of full members; and

26.1.3. if the full members have not fixed a number for the quorum;

26.1.3.1. if the number of full members is 9 or less, 3 full members;

26.1.3.2. if the number of full members is between 10 and 15, 4 full members; and

26.1.3.3. if the number of full members exceeds 15, 5 full members, present at the meeting.

26.2. If a quorum is not present within 30 minutes after the time appointed for a general meeting:

26.2.1. where the meeting was convened on the requisition of members, the meeting must be dissolved; or

26.2.2. in any other case:

26.2.2.1. the meeting stands adjourned to the day, and at the time and place, that the IHRO Directors decide or, if the IHRO Directors do not make a decision, to the same day in the next week at the same time and place; and

26.2.2.2. if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

27. CHAIRPERSON OF GENERAL MEETINGS

27.1. The chairperson of IHRO Directors must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each general meeting.

27.2. If at a general meeting:

27.2.1. there is no chairperson of IHRO Directors;

27.2.2. the chairperson of IHRO Directors is not present within 15 minutes after the time appointed for the meeting; or

27.2.3. the chairperson of IHRO Directors is present within that time but is not willing to act as chairperson of the meeting the full members present must elect as chairperson of the meeting another person who is present and willing to act.

28. CONDUCTING AND ADJOURNING GENERAL MEETINGS

28.1. A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.

28.2. The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.

28.3. Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.

28.4. Except as provided by rule 16.5(b), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

28.5. Where a meeting is adjourned, the IHRO Directors may change the venue of, or postpone or cancel, the adjourned meeting, unless the meeting was called and arranged to be held by the members or the court under the Act. If a meeting is called and arranged to be held under section 249D of the Act, the IHRO Directors may not postpone

it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning member.

28.6. IHRO Directors may attend and speak at general meetings.

28.7. **Observers**

28.7.1. Any person may attend a general meeting if so invited by the IHRO Directors present and with the permission of the chairperson, may speak at the meeting.

28.8. **Decisions at general meetings**

28.8.1. Decisions at general meetings should, as far as possible, be arrived at by consensus.

28.8.2. Where there is no consensus and except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the full members present at the meeting. Such a decision is for all purposes a decision of the full members. However, when such a decision pertains to the policy or principles governing a human rights issue any full member who disagrees wholly or partly with such a policy and/or principle may record its dissent/reservation specifying the area of dissent or reservation.

28.8.3. Where the votes on a proposed resolution are equal:

28.8.3.1. The chairperson of the meeting does not have a second or casting vote; and

28.8.3.2. The proposed resolution is taken as lost.

28.8.4. A resolution put to the vote of a general meeting must be decided on a Show of hands unless, before the vote is taken or

before or immediately after the declaration of the result of the show of hands, a poll is demanded by:

28.8.4.1. the chairperson of the meeting;

28.8.4.2. at least 2 full members present; or

28.8.4.3. a full member or full members present at the meeting and representing at least 5% of the total voting rights of all the full members on a poll.

28.8.5.A demand for a poll does not prevent a general meeting continuing for

28.8.6. The transaction of any business except the question on which the poll has been demanded.

28.8.7. Unless a poll is duly demanded, a declaration by the chairperson of a

28.8.8. general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the IHRO, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

28.8.9. If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.

28.8.10. A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.

28.8.11. The demand for a poll may be withdrawn.

28.8.12. If the IHRO has only one member, the IHRO may pass a resolution by the member recording it and signing the record.

29. **VOTING RIGHTS**

29.1. Subject to this constitution and to any rights or restrictions attached to any class of membership, at a general meeting every full member present has one vote.

29.2. A proxy, attorney or representative is entitled to a separate vote for each full member the person represents.

29.3. An objection to the qualification of a person to vote at a general meeting must be:

29.3.1. raised before or at the meeting at which the vote objected to is given or tendered; and

29.3.2. referred to the chairperson of the meeting, whose decision is final.

29.4. A vote not disallowed by the chairperson of a meeting under rule 16.8(c) is valid for all purposes.

30. **REPRESENTATION AT GENERAL MEETINGS**

30.1. Subject to this constitution, each full member may vote:

30.1.1. by proxy;

30.1.2. by attorney; or

30.1.3. by its representative.

30.2. A proxy, attorney or representative may be appointed for:

30.2.1. all general meetings;

30.2.2. any number of general meetings; or

30.2.3. a particular general meeting.

30.3. Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative is taken to confer authority:

30.3.1. to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution;

30.3.2. to speak to any proposed resolution on which the proxy, attorney or representative may vote;

30.3.3. to demand or join in demanding a poll on any resolution on which the proxy, attorney or representative may vote;

30.3.4. even though the instrument may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions:

30.3.4.1. to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;

30.3.4.2. to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and

30.3.4.3. to act generally at the meeting; and

30.3.5. even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.

30.4. An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution. Where an instrument contains such a direction, the proxy, attorney or representative is not entitled to vote on the proposed resolution except as directed in the instrument.

30.5. Subject to rule 16.9(f), an instrument appointing a proxy, attorney or representative need not be in any particular form as long as it is in writing, legally valid and executed by the appointer or the appointer's attorney.

30.6. A proxy, attorney or representative may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, attorney or representative, and the authority under which the instrument is signed or a certified copy of the authority, are received in the places or at the fax numbers, and before the times, specified for that purpose in the notice calling the meeting. In the notice:

30.6.1. the place may be the IHRO's registered office or another place and a fax number may be the fax number at the IHRO's registered office or another fax number; and

30.6.2. the time may be before the time for holding the meeting or adjourned meeting.

30.7. The IHRO Directors may waive all or any of the requirements of rules 16.9(e) and

30.8. and in particular may, on production of any other evidence the IHRO Directors require to prove the validity of the appointment of a proxy or attorney, accept:

30.8.1. an oral appointment of a proxy, attorney or representative;

30.8.2. an appointment of a proxy, attorney or representative which is not signed or executed in the manner required by rule 16.9(e); or

30.8.3. the deposit, tabling or production of a copy (including a copy sent by fax of an instrument appointing a proxy, attorney or representative, or of the power of attorney or other authority under which the instrument is signed.

30.9. A vote given in accordance with the terms of an instrument appointing a proxy, attorney or representative is valid despite the revocation of the instrument, or of the authority under which the instrument was executed, if the IHRO has not received written notice of revocation by the time and at one of the places at which the instrument appointing the proxy, attorney or representative is required to be received under rule 16.9(f).

31. ELECTION OF BOARD

31.1. The 2 members of the Operations Committee to represent the Branches on the Board shall be elected by the Operations Committee immediately after the AGM of the IHRO for the ensuing year.

31.2. Nominations for the candidates to be elected by the President in accordance with the provisions of clause **[INSERT]** shall be presented to the Board, with motivations, and shall be approved by simple majority of the Board.

32. TERMINATION OF BOARD MEMBERSHIP

32.1. Membership of Board shall terminate as follows:

32.1.1. on expiry of the member's term of office or on termination of her membership of IHRO , or in the case of a Branch Chairperson, when the Branch appoints another Chairperson, or

32.1.2. by written resignation delivered to the Board, or

32.1.3. if any member has not come to three successive meetings and has not apologised or given a good excuse, accepted by the Board, unless the Board condones the absence: In the case of the Operations Committee representative, the Board shall inform the Operations Committee, and ask it to appoint a substitute.

32.1.4. if a member is guilty of any serious, misconduct or deliberate negligence in the discharge of her duties in accordance with any provisions of this Constitution.

32.1.5. if a member has behaved in a manner that, in the discretion of the Board, has placed IHRO 's standing into disrepute.

32.2. The President, Vice President or any other Board member may be removed from office for the above, or for any other reasons by the decision of two-thirds (2/3) vote of Board personally present at a meeting. The notice of the meeting must state that such a proposal is on the agenda, and the officer or member must be allowed to address the Board at a meeting if she so wishes.

33. OFFICE BEARERS

- 33.1. The Board shall meet as soon as possible after each AGM to appoint the, Vice President, Treasurer, the Company Secretary and any other Officers it considers necessary. A person elected to such office may remain on the Board for a period not longer than three (3) years, as provided in clause **[INSERT]**.
- 33.2. The Board shall fill vacancies when necessary and from time to time determine the duties of the officers appointed from time to time by Board.

34. EXECUTIVE COMMITTEE AND OTHER SUB-COMMITTEES

- 34.1. The President, Vice President, CEO, Company Secretary, Treasurer and two Board Members, shall constitute an Executive Committee to deal with urgent matters which arose between the Board Meetings, and day to day business, including staff matters, disciplinary hearings and grievance procedures and obtaining professional help for any purpose. The committee shall decide on its own procedures.
- 34.2. The appointment of the Executive Committee referred to in the preceding clause shall be effected by the Board.
- 34.3. The Board may appoint and delegate functions to standing and other committees as and when it deems necessary.
- 34.4. A copy of all minutes of all sub-committees shall be sent to the President.

35. THE CHIEF EXECUTIVE OFFICER (CEO)

- 35.1. The Board shall appoint and be entitled to delegate its powers to the Chief Executive Officer (CEO).
- 35.2. The CEO shall be appointed on a performance contract for a period of three (3) years, which contract may be renewed at the discretion of the Board.
- 35.3. Subject to the discretion and control of the Board, the CEO shall in terms of her contract of employment, have the power and functions to perform the following:
 - 35.3.1. to manage the affairs of IHRO towards its primary objectives
 - 35.3.2. plan, coordinate, and control the daily operation of the IHRO through the Association's managers;
 - 35.3.3. establish current and long term goals, objectives, plans and policies subject to the approval of the Board;
 - 35.3.4. meet with IHRO 's other executives to ensure that operations are being executed in accordance with IHRO 's policies;
 - 35.3.5. oversee the adequacy and soundness of IHRO 's financial structure;
 - 35.3.6. review operating results of IHRO , compare them to established objectives, and take steps to ensure that appropriate measures are taken to correct unsatisfactory results.
 - 35.3.7. plan and direct all investigations and negotiations pertaining to new sponsorships, joint ventures, the acquisition of new projects, with approval of the Board;

35.3.8. establish and maintain an effective system of communications throughout IHRO .

35.3.9. represent IHRO with major sponsors, members, the financial community, and the public in consultation with the President.

35.3.10. perform all other duties as the Board may direct from time to time.

36. IHRO DIRECTORS

36.1. Appointing and removing IHRO Directors

36.1.1. There must be at least 3 IHRO Directors.

36.1.2. The first IHRO Directors are the persons who have consented to act as proposed IHRO Directors and who are named as proposed IHRO Directors in the application for registration of the IHRO.

36.1.3. The IHRO may by resolution increase or reduce the minimum or decide a maximum number of IHRO Directors and increase or reduce that maximum provided that the minimum is not reduced below three or to a number less than one more than the number of full members at the time of the resolution.

36.1.4. Subject to rule 17.1(e), each full member may appoint an individual as a IHRO Directors and remove that IHRO Directors.

36.1.5. Despite rule 17.1(d), Human Rights and Equal Opportunity Commission of India may appoint two individuals as IHRO Directors and remove any person so appointed.

36.1.6. The first IHRO councilors are deemed to have been appointed by IHRO Chairman.

36.1.7. The IHRO Directors may appoint any individual as a IHRO Directors, either to fill a casual vacancy or as an addition to the existing IHRO Directors, but the total number of IHRO Directors must not at any time exceed the maximum number allowed under this constitution.

36.1.8. Subject to rule 17.3 and to the terms of any agreement entered into between the IHRO and the relevant IHRO Directors, a IHRO Directors holds office until he or she dies or is removed from office under rules 17.1(d) or (e).

36.1.9. An appointment or removal under rules 17.1(d) or (e) must be made by notice in writing to the secretary.

36.2. Residency of IHRO Directors

Not less than two IHRO Directors at any time must be residents of India.

36.3. When office of IHRO Directors becomes vacant

In addition to the circumstances prescribed by the Act, the office of a IHRO Directors becomes vacant if IHRO Directors:

36.3.1. becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;

36.3.2. becomes bankrupt or insolvent or makes an arrangement or composition with his or her creditors generally;

36.3.3. is convicted on indictment of an offence and the IHRO Directors do not within one month after that conviction resolve

to confirm the IHRO Directors's appointment or election (as applicable) to the office of IHRO Directors;

36.3.4.or resigns by written notice to the IHRO.

36.4. Interested IHRO Directors

36.4.1. An IHRO Directors may hold another position (except as auditor) in the IHRO or any related body corporate in conjunction with his or her office of IHRO Directors and may be appointed to that position on terms as to remuneration, tenure and otherwise that the IHRO Directors think fit.

36.4.2.A IHRO Directors:

36.4.2.1. may be or become a director or other officer of, or otherwise interested in, any related body corporate or other body corporate promoted by the IHRO or in which the IHRO is interested as a shareholder or otherwise; and

36.4.2.2. is not accountable to the IHRO for any remuneration or other benefits he or she receives as a director or officer of, or from having an interest in, that body corporate.

36.4.3.The IHRO Directors may exercise the voting rights conferred by shares in any body corporate held or owned by the IHRO in the manner in all respects that they think fit.

36.4.4.A IHRO Directors is not disqualified merely because he or she is a IHRO Directors from contracting with the IHRO in any respect including, but not limited to:

36.4.5.selling property to, or purchasing property from, the IHRO;

36.4.6.lending money to the IHRO with or without interest or security;

36.4.7.guaranteeing the repayment of money borrowed by the IHRO for a commission or profit;

36.4.8.underwriting or guaranteeing the subscription for securities in any related body corporate or other body corporate promoted by the IHRO or in which the IHRO is interested as a shareholder or otherwise, for a commission or profit; or

36.4.9. being employed by the IHRO or acting in any professional capacity (except as auditor) on behalf of the IHRO.

36.4.10. A contract made by a IHRO Directors with the IHRO and a contract or arrangement entered into by or on behalf of the IHRO in which any IHRO Directors may be in any way interested is not avoided or rendered voidable merely because the IHRO Directors holds office as a IHRO Directors or because of the fiduciary obligations arising out of that office.

36.5. A IHRO Directors contracting with or being interested in any arrangement involving the IHRO is liable to account to the IHRO for any profit realised by or under that contract or arrangement unless the IHRO Directors decide otherwise.

36.6. Unless section 195 of the Act permits, a IHRO Directors who has a material personal interest in a matter that is being considered at a IHRO Directors' meeting must not:

36.6.1.be present while the matter is being considered at the meeting;
or

36.6.2.vote on the matter.

36.7. The IHRO Directors may make regulations requiring the disclosure of interests that a IHRO Directors, and any person considered by the IHRO Directors as related to or associated with the IHRO Directors, may have in any matter concerning the IHRO or a related body corporate. Any regulations made under this constitution bind all IHRO Directors.

37. Powers and duties of IHRO Directors

37.1. The IHRO Directors are responsible for managing the IHRO's business and affairs and may exercise to the exclusion of the IHRO in general meeting all the IHRO's powers which are not required, by the Act or by this constitution, to be exercised by the IHRO in general meeting.

37.2. Without limiting rule 17.5(a), the IHRO Directors may exercise a (b) ll the IHRO's powers to:

37.2.1.borrow or otherwise raise money;

37.2.2.charge any property or business of the IHRO; and

37.2.3.issue debentures or give any other security for a debt, liability or obligation of the IHRO or of any other person.

37.3. The IHRO Directors may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the IHRO.

37.4. The IHRO Directors may pay out of the IHRO's funds all expenses of the promotion,formation and registration of the IHRO and the vesting in it of the assets acquired by it.

37.5. The IHRO Directors may:

37.5.1. Appoint or employ a person to be an officer, agent or attorney of the IHRO for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the IHRO Directors), for the period and on the conditions they think fit;

37.5.2. authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and

37.5.3. Subject to any contract between the IHRO and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.

37.6. A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the IHRO Directors think fit.

38. Proceedings of IHRO Directors

38.1. The IHRO Directors may meet together and adjourn and otherwise regulate their meetings as they think fit.

38.2. The contemporaneous linking together by telephone or other electronic means of a sufficient number of the IHRO Directors to constitute a quorum constitutes a meeting of the IHRO Directors. All the provisions in this constitution relating to meetings of the IHRO Directors apply, so far as they can and with any necessary changes, to meetings of the IHRO Directors by telephone or other electronic means.

38.3. A IHRO Directors who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.

38.4. A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the IHRO Directors involved was at that place for the duration of the meeting.

39. Convening meetings of IHRO Directors

39.1. A IHRO Directors may request a meeting of the IHRO Directors.

39.2. A secretary must notify the IHRO Directors of the request for a meeting of the IHRO Directors.

39.3. If a majority of IHRO Directors advise the secretary (in writing or orally) that they agree to the request for a meeting of the IHRO Directors, then the secretary must convene a meeting of the IHRO Directors.

40. Notice of meetings of IHRO Directors

40.1. Subject to this constitution, notice of a meeting of IHRO Directors must be given to each person who is at the time of giving the notice:

40.1.1.a IHRO Directors, except a IHRO Directors on leave of absence approved by the IHRO Directors; or

40.1.2.an alternate IHRO Directors appointed under rule 17.14 by a IHRO Directors on leave of absence approved by the IHRO Directors.

40.2. A notice of a meeting of IHRO Directors:

40.2.1.must specify the time and place of the meeting;

40.2.2.need not state the nature of the business to be transacted at the meeting;

40.2.3.may be given immediately before the meeting;

40.2.4.may be given in person or by post, telephone, fax or other electronic means ; and

40.2.5.is taken as given to an alternate IHRO Directors if it is given to the IHRO Directors who appointed that alternate IHRO Directors.

40.3. A IHRO Directors or alternate IHRO Directors may waive notice of a meeting of IHRO Directors by notifying the IHRO to that effect in person or by post, telephone, fax or other electronic means.

40.4. The non-receipt of notice of a meeting of IHRO Directors by, or a failure to give notice of a meeting of IHRO Directors to, a IHRO Directors does not invalidate any act, matter or thing done or resolution passed at the meeting if:

40.4.1.the non-receipt or failure occurred by accident or error;

40.4.2.before or after the meeting, the IHRO Directors or an alternate IHRO Directors appointed by the IHRO Directors:

40.4.2.1. has waived or waives notice of that meeting under rule 17.8(c); or

40.4.2.2. has notified or notifies the IHRO of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, fax or other electronic means; or

40.4.3.the IHRO Directors or an alternate IHRO Directors appointed by the IHRO Directors attended the meeting.

40.5. The non-receipt of notice of a meeting of IHRO Directors by, or a failure to give notice of a meeting of IHRO Directors to, an alternate IHRO Directors of a IHRO Directors on leave of absence approved by the IHRO Directors does not invalidate any act, matter or thing done or resolution passed at the meeting if:

40.5.1.the non-receipt or failure occurred by accident or error;

40.5.2.before or after the meeting, the alternate IHRO Directors or the IHRO Directors who appointed the alternate IHRO Directors:

40.5.2.1. has waived or waives notice of that meeting under rule 14.8(c); or

40.5.2.2. has notified or notifies the IHRO of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, fax or other electronic means; or

40.5.3.the alternate IHRO Directors or the IHRO Directors who appointed the alternate IHRO Directors attended the meeting.

40.6. Attendance by a person at a meeting of IHRO Directors waives any objection which that person and:

40.6.1.if the person is a IHRO Director, an alternate IHRO Directors appointed by that person; or

40.6.2.if the person is an alternate IHRO Directors, the IHRO Directors who appointed that person as alternate IHRO Directors, may have to a failure to give notice of the meeting.

41. Quorum at meetings of IHRO Directors

41.1. No business may be transacted at a meeting of IHRO Directors unless a quorum of IHRO Directors is present at the time the business is dealt with.

41.2. A quorum consists of:

41.2.1. if the IHRO Directors have fixed a number for the quorum, that number of IHRO Directors; and

41.2.2. if the IHRO Directors have not fixed a number for the quorum;

41.2.2.1. if the number of IHRO Directors is 9 or less, 3 IHRO Directors;

41.2.2.2. if the number of IHRO Directors is between 10 and 15, 4 IHRO Directors; and

41.2.2.3. if the number of IHRO Directors exceeds 15, 5 IHRO Directors, present at the meeting of IHRO Directors.

41.2.3. If there is a vacancy in the office of a IHRO Directors then, subject to rule 17.9(d), the remaining IHRO Directors may act.

41.2.4. If the number of IHRO Directors in office at any time is not sufficient to constitute a quorum at a meeting of IHRO Directors, or is less than the minimum number of IHRO Directors fixed under this constitution, or if the requirements outlined in rule 17.2 concerning the residency of IHRO Directors are not satisfied, the remaining IHRO Directors must act as soon as possible to:

41.2.4.1. encourage those members of the IHRO who have not appointed a IHRO Directors to do so; or

41.2.4.2. convene a general meeting of the IHRO for that purpose, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

42. Chairperson of IHRO Directors

42.1. The IHRO Directors may elect a IHRO Directors as chairperson of IHRO Directors and may decide the period for which that person is to be the chairperson.

42.2. The chairperson of IHRO Directors must (if present within 10 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each meeting of IHRO Directors.

42.3. If at a meeting of IHRO Directors:

42.3.1. there is no chairperson of IHRO Directors;

42.3.2. the chairperson of IHRO Directors is not present within 10 minutes after the time appointed for the meeting; or

42.3.3. the chairperson of IHRO Directors is present within that time but is not willing to act as chairperson of the meeting, the IHRO Directors present must elect one of the IHRO Directors as chairperson of the meeting.

42.4. The chairperson of IHRO Directors may not vote at meetings of IHRO Directors unless the chairperson is a IHRO Directors.

43. President of IHRO Directors

The IHRO Directors may elect IHRO President at all levels and may decide the period for which that person would serve as President.

44. Decisions of IHRO Directors

- 44.1. A meeting of IHRO Directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the IHRO Directors under this constitution.
- 44.2. Questions arising at a meeting of IHRO Directors must be decided by a majority of votes cast by the IHRO Directors present. Such a decision is for all purposes a decision of the IHRO Directors.
- 44.3. Where the votes on a proposed resolution are equal:
 - 44.3.1. the chairperson of the meeting, even if a IHRO Directors, does not have a second or casting vote; and
 - 44.3.2. the proposed resolution is taken as lost.

45. Alternate IHRO Directors

- 45.1. A IHRO Directors may, with the approval of the IHRO Directors, appoint a person as his or her alternate IHRO Directors for the period the IHRO Directors thinks fit.
- 45.2. An alternate IHRO Directors may, but need not, be a IHRO Director of the IHRO.
- 45.3. One person may act as alternate IHRO Directors to more than one IHRO Directors.
- 45.4. An alternate IHRO Directors may, if the appointer does not attend a meeting of IHRO Directors, attend and vote in place of and on behalf of the appointer.
- 45.5. An alternate IHRO Directors is entitled to a separate vote for each IHRO Directors the alternate IHRO Directors represents in addition

to any vote the alternate IHRO Directors may have as a IHRO Directors in his or her own right.

- 45.6. In the absence of the appointer, an alternate IHRO Directors may exercise any power that the appointer may exercise. The exercise of such a power by the alternate IHRO Directors is taken to be the exercise of the power by the appointer.
- 45.7. The office of an alternate IHRO Directors is vacated if and when the appointer vacates office as a IHRO Directors.
- 45.8. The Chairman may terminate the appointment of an alternate IHRO Directors at any time, even though the period of the appointment has not expired.
- 45.9. An appointment, or the termination of an appointment, of an alternate IHRO Directors must be in writing signed by the IHRO Directors who makes or made the appointment and does not take effect until the IHRO has received written notice of the appointment or termination.
- 45.10. An alternate IHRO Directors is not to be taken into account in counting the minimum or maximum number of IHRO Directors allowed under this constitution.
- 45.11. In deciding whether a quorum is present at a meeting of IHRO Directors, an alternate IHRO Directors who attends the meeting is to be counted as a IHRO Directors for each IHRO Directors on whose behalf the alternate IHRO Directors is attending the meeting.
- 45.12. n alternate IHRO Directors, while acting as a IHRO Directors, is:
 - 45.12.1. Responsible to the IHRO for his or her own acts and defaults; and

45.12.2. Not to be taken to be the agent of the IHRO Directors by whom he or she was appointed.

46. Committees of IHRO Directors

- 46.1. The IHRO Directors may delegate any of their powers to one or more committees consisting of the number of IHRO Directors they think fit.
- 46.2. A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the IHRO Directors.
- 46.3. The provisions of this constitution that apply to meetings and resolutions of IHRO Directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of IHRO Directors.

47. Delegation to individual IHRO Directors

- 47.1. The IHRO Directors may delegate any of their powers to one IHRO Directors.
- 47.2. A IHRO Directors to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the IHRO Directors.

48. IHRO Directors appointed by Human Rights and Equal Opportunity Commission of India

48.1. Despite any other provision in this constitution, only one IHRO Directors appointed by Human Rights and Equal Opportunity Commission of India may vote at meetings of IHRO Directors.

48.2. The IHRO Directors so entitled is to be nominated b (b) y notice from time to time to the secretary by Human Rights and Equal Opportunity Commission of India.

49. Validity of acts

49.1. An act done by a person acting as a IHRO Directors, a meeting of IHRO Directors, or a committee of IHRO Directors attended by a person acting as a IHRO Directors, is not invalidated merely because of:

49.1.1.a defect in the appointment of the person as a IHRO Directors;

49.1.2. the person being disqualified to be a IHRO Directors or having vacated office; or

49.1.3. the person not being entitled to vote, if that circumstance was not known by the person, the IHRO Directors or the committee (as applicable) when the act was done.

50. Executive officers

50.1 National President and his body

50.1.1.The IHRO Directors may appoint a National President.

50.1.2. The IHRO Directors may appoint an individual as a National President. If the IHRO Official becomes a National President then his or her appointment as IHRO Official automatically terminates.

50.1.3. The National President while forming his body can refer the members to the Chairman and the IHRO Directors who would cater to their appointment formalities.

50.2. Secretaries

50.2.1. The IHRO Directors must appoint at least one secretary and may appoint additional secretaries.

50.2.2. The IHRO Directors may appoint one or more assistant secretaries.

51. IHRO Director-International Affairs

The IHRO Directors-International Affairs may appoint one Ambassador in each country and the Ambassadors can form their respective body as in accordance with 18.2 (a), (b)

52. Provisions that apply to all executive officers

52.1. A reference in this rule 18.4 to Executive Officer is a reference to an National President, Secretary or General Secretary etc appointed under this rule 18.

52.2. The appointment of an executive officer may be for the period, at the tenure and remuneration and on the conditions that the IHRO Directors think fit.

52.3. Subject to any contract between the IHRO and the relevant executive officer, an executive officer may be removed or dismissed by the IHRO Directors at any time, with or without cause.

52.4. The IHRO Directors may:

52.4.1. confer on an executive officer the powers, discretions and duties including any powers, discretions and duties vested in or exercisable by the IHRO Directors) they think fit;

52.4.2. withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and

52.4.3. authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on him or her.

52.5. An act done by a person acting as an executive officer is not invalidated merely because of:

52.5.1. a defect in the person's appointment as an executive officer; or

52.5.2. the person being disqualified to be an executive officer, if that circumstance was not known by the person when the act was done.

53. Advisory committees

53.1. Establishment and termination

53.1.1. The full members in general meeting may:

53.1.1.1. establish one or more advisory committees consisting of a single individual or a number of individuals; and

53.1.1.2. appoint and remove, or make provision for the appointment and removal of, members of those advisory committees; and

53.1.1.3. terminate any advisory committee established by them.

54. Functions

54.1. The full members in general meeting may decide the functions of each advisory committee. Subject to any such decision, the functions will be to recommend to the IHRO Directors how payments or applications of income and capital should be made under rule 5.

54.2. The full members in general meeting may specify:

54.2.1.the manner in which proceedings of each advisory committee are to be conducted;

54.2.2.the matters which the advisory committee must consider in carrying out its functions; and

54.2.3.any other matters concerning the advisory committee or its functions that the full members in general meeting decide.

54.3. The IHRO Directors may decide the functions of each advisory committee. Subject to any such decision, the functions will be to recommend to the IHRO Directors how payments or applications of income and capital should be made under rule 2.

54.4. The IHRO Directors may specify:

54.4.1.the manner in which proceedings of each advisory committee are to be conducted;

54.4.2.the matters which the advisory committee must consider in carrying out its functions; and

54.4.3.any other matters concerning the advisory committee or its functions that the IHRO Directors decide.

55. MEMBERS' GENERAL MEETINGS

55.1. An Annual General Meeting of the members of IHRO shall be held not later than March each year, and branch Annual General Meetings no later than February each year. The financial year shall be from 1st January to 31st December each year.

55.2. The agenda of the Annual General Meeting shall include:

55.2.1. minutes of the previous meeting - to be approved and signed

55.2.2. the President's report (including constitutional changes, if any, to be read out by the President and discussed)

55.2.3. the Treasurer's report – including the audited Annual Financial Statements

55.2.4. the Auditor's name and address to be read out

55.2.5. names of the Board members to be read out

55.2.6. resolutions regarding general policy to be discussed

55.2.7. any other business allowed by the President.

55.3. Written notice of the Annual General Meeting shall be sent to members at least twenty one (21) days before the date of the meeting together with the agenda of the meeting provided that the non-receipt of a notice by a member shall not invalidate the proceedings at a meeting.

- 55.4. Resolutions to be moved at an Annual General Meeting of IHRO shall be proposed and seconded by two (2) members in good standing and shall reach the Board by no later than January 31st. Such resolutions shall be fully motivated to enable them to be circulated to all members before the meeting.
- 55.5. A simple majority shall carry any motion at an annual general meeting of IHRO except that resolutions for the alteration of the Constitution or the dissolution of IHRO shall require a two-thirds (2/3) majority of members in good standing present in person or by proxy.
- 55.6. An extraordinary general meeting of members of IHRO may be called by the Board to consider matters of urgency or of particular importance to the Association. Ten (10) days notice of such meeting shall be given unless the majority of members agree in writing to waive such notice.
- 55.7. The President or failing her, the Vice President, shall chair all meetings of the Association. In the absence of the President or Vice President or on their request, the meeting shall appoint a chairperson for that meeting.
- 55.8. The quorum for all members' meetings shall be thirty (30) persons or five percent (5%) (whichever be the greater) of the members in good standing present in person or proxy.
- 55.9. If within thirty (30) minutes of the time appointed for any general meeting, a quorum is not present, the meeting shall stand adjourned to the same time and place on the fourteenth (14th) working day after the original date of the meeting. Written notice of such adjourned meeting shall be sent to members at least seven (7) days before the date of the meeting. At the adjourned meeting, the members present shall constitute a quorum.

55.10. The Board may convene other Members' General Meetings.

56. QUORUM, NOTICE AND VOTING

Unless otherwise provided in this Constitution:

- 56.1. A person entitled to attend and vote at a members' meeting may appoint a proxy. The proxy shall be given in a form with sufficient information as approved by the chairperson.
- 56.2. Reasonable notice of a meeting shall be given in person or by sending it to the member at the contact address as recorded in the register, by post or by phone, fax or other electronic means.
- 56.3. Decisions shall be taken by the vote of the majority of those persons present in person or by proxy and entitled to vote at the meeting.
- 56.4. Voting shall be by show of hands or by written ballot if so decided by the meeting concerned.
- 56.5. The chairperson at any meeting shall have only one vote.
- 56.6. A person who has a personal interest (directly or indirectly through a corporation or trust or otherwise) in any contract or arrangement, shall disclose that interest at the meeting concerned and shall not have a vote, but may attend and speak at meetings on that topic, by invitation of the Chairperson.
- 56.7. Only paid up members may vote at members' meetings, unless the chairperson at that meeting condones non-payment for the purpose of voting.

57. POWERS OF IHRO

IHRO shall have all the powers necessary, in the opinion of the Board, to attain its objectives which powers shall be vested in the Board, and without limiting its general powers, may:

- 57.1. acquire, hold, invest, re-invest, improve, turn to account, and alienate moveable or immovable property;
- 57.2. buy, sell, lend, exchange, insure, borrow, lease, and let assets;
- 57.3. employ, pay and indemnify administrative or educational staff, agents and advisers of every description;
- 57.4. delegate any of its powers to such committee or person as it may deem fit;
- 57.5. engage in legal proceedings of every description and sue or be sued in its own name;
- 57.6. open and operate on accounts at reputable banks and recognized financial institutions, provided that all cheques and formal documents shall be signed by not less than 2 persons appointed for the purpose by the Board;
- 57.7. indemnify and hold harmless to the full extent permitted by law and to purchase and maintain liability insurance on behalf of any person who serves or has served as a director, officer, employee, or authorised agent of IHRO or who serves or has served, at the request of the Board as a director, officer, employee, or authorised agent of another corporation, partnership, joint venture, trust or other entity.
- 57.8. do anything else necessary for the above and the furtherance of its objectives.

58. LIMITATION OF POWERS

Notwithstanding the above, the specific and implied powers of IHRO shall be limited as follows:

- 58.1. The activities of IHRO will be wholly or mainly directed to the furtherance of its sole or principal object;
- 58.2. IHRO shall not distribute any profits or gains, if any, to any member or other person, and shall use its surplus funds solely for investment, which investments shall be for the objects for which it has been established;
- 58.3. Funds available for investment shall be invested only in:
 - 58.3.1. one or more financial institutions as defined in Section 1 of the Financial Services Board Act 97 of 1990;
 - 58.3.2. securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act 1 of 1985;
 - 58.3.3. a legally registered entity designed to house IHRO 's investment portfolio;
 - 58.3.4. business enterprises designed to provide a sustainable fund for the IHRO .
- 58.4. IHRO shall not make loans to any person.
- 58.5. Amendments to the Constitution shall be submitted for approval to the IHRO board.
- 58.6. Upon winding up or liquidation IHRO shall give or transfer its assets remaining after the satisfaction of its liabilities to some other company, society or association with objects similar to those of the IHRO .

59. BRANCHES

- 59.1. The Board shall call a general meeting of the members in the area where a Branch is to be formed to approve the formation of a branch and to elect a Branch Committee to manage the affairs of the Branch.
- 59.2. A Branch Committee shall consist of at least six (6) and not more than twelve (12) elected members. It may co-opt persons until the following AGM, to fill vacancies, or to contribute useful skills, such as the treasurer, if she is not already an elected member and a legal adviser. The Branch Committee shall appoint a chairperson from their number.
- 59.3. At the end of each subsequent Annual General Meeting of the Branch 30% of the members of the Branch Committee shall retire by rotation.
- 59.4. Retiring Branch Committee members shall be eligible for re-election if nominated but may serve not more than two (2) terms.
- 59.5. A Branch Committee member may not serve for a continuous period of more than three (3) years and shall be absent from the branch committee for one (1) year before she may be re-elected.
- 59.6. The Chairperson may however hold office for a maximum of four (4) years. The period between Annual General Meetings shall be deemed to be one (1) year.
- 59.7. A co-opted member shall be eligible for election to the Board if nominated. Her term of office shall be deemed to have commenced at the Annual General Meeting in the year in which she is elected.
- 59.8. At least one (1) month before the Annual General Meeting of the Branch, the Branch Committee shall call for nominations to fill the vacancies on the Committee. Nominees shall be members of the Branch in good standing, provided that the nominee shall have been a member of IHRO for at least one (1) year and provided further that

the written agreement of the nominee shall be obtained before the nomination is submitted to the Branch Committee.

- 59.9. The rule of one (1) year's membership shall not apply in the case of the election of the first committee of a newly formed Branch.
- 59.10. At the Annual General Meeting of the Branch, the names of the nominees shall be announced. If there are more nominations than vacancies, a secret ballot shall be held for the election of the number of committee members required.
- 59.11. The meeting shall appoint two scrutineers to count the votes and the chairperson shall announce the results of the voting as well as the names of the committee members remaining on the Branch Committee.
- 59.12. Members of a Branch Committee shall cease to be members of the committee if they become members who are not in good standing or if they fail to attend two committee meetings without apology or condonation or if for any reason their membership of IHRO is terminated.

60. RESPONSIBILITIES OF BRANCH COMMITTEE

- 60.1. The responsibilities of the Branch Committee shall be:
- 60.1.1. to manage the affairs of the Branch subject to the procedure established by the Board.
- 60.1.2. to elect a Chairperson of the Branch Committee at the first committee meeting after the AGM annually from among its committee members;
- 60.1.3. to appoint a treasurer from among its members;

- 60.1.4. to submit a quarterly report to the Board covering the activities and finances of the Branch;
 - 60.1.5. to establish sub-committees to deal with specific issues. The chairpersons of such sub-committees shall be members of the Branch Committee, but the members of the sub-committees should be members of the Branch in good standing;
 - 60.1.6. to adhere to the Constitution and to the standing rules of the Association;
 - 60.1.7. to account to the Board for the control of its financial affairs;
 - 60.1.8. to supply the Board with copies of accounts and minutes and shall provide such further information as may be requested by the Board; the Branch Chairperson, Secretary AND Treasurer shall keep the Board fully informed of its affairs.
- 60.2. A Branch shall be bound by the provisions of this Constitution and all amendments to it and shall conform to the spirit of this Constitution wherever there is no clear provision on any matter.
 - 60.3. A Branch shall be established in respect of a particular geographic area and shall use the name prescribed for it by the Board.
 - 60.4. The Board may by agreement of seventy five percent (75%) of its voting members at any time dissolve a Branch, after consultation with the Branch Committee.

61. BRANCH MEETINGS

- 61.1. The Branch Committee shall meet as often as it decides provided that it shall meet not less than ten (10) times per year.
- 61.2. A special resolution of the Branch Committee may be called at the request of twenty five percent (25%) of the members of the committee provided that the business to be conducted at such a meeting shall be fully motivated.
- 61.3. Notices of Branch Committee meetings shall be given in accordance with the standing rules of the Association, provided that non-receipt of a notice by a Branch Committee member shall not invalidate the business transacted at a meeting.
- 61.4. The quorum for Branch Committee meetings shall be twenty-five (25%) of the members of the committee.
- 61.5. The Branch Committee shall convene an Annual General Meeting for the members of the branch no later than the end of February each year. The financial year shall run from 1st January to 31st December.
- 61.6. Written notice of the Annual General Meeting shall be sent to Branch members at least twenty-one (21) days before the date of the meeting together with the agenda of the meeting provided that non-receipt of a notice by a member shall not invalidate the proceedings at a meeting.
- 61.7. The quorum for the Annual General Meetings of the members of a Branch shall be twenty-five percent (25%) of the membership of the Branch in good standing present in person or by proxy.
- 61.8. Resolutions to be moved at an Annual General Meeting of the members of a Branch shall be proposed and seconded by two (2) members in good standing and shall reach the Branch Committee by no later than December 31st for members to be proposed. Such

resolution shall be fully motivated to enable them to be circulated to all members before the meeting.

61.9. A simple majority shall carry any motion at an Annual General Meeting of the Branch.

61.10. A special general meeting of a Branch may be called by a majority of members in good standing provided that the business to be transacted at such a meeting shall be fully motivated. The notice of such meeting and the quorum required shall be twenty-five percent (25%) of members.

61.11. The chairperson of the Branch Committee shall preside at all meetings of the Branch. In the absence of the chairperson, the meeting shall elect a chairperson from among their number.

61.12. If within thirty (30) minutes of the time appointed for any general meeting of the Branch, a quorum is not present, the meeting shall stand adjourned to the same time and place on the fourteenth (14th) working day after the original date of the meeting. Written notice of such an adjourned meeting shall be sent to members at least seven (7) days before the date of the meeting. At the adjourned meeting, the member present shall constitute a quorum.

62. NOTICES

62.1. A notice by IHRO to any member shall be regarded as validly given if it is either delivered personally to the member or sent by fax, or email to her registered address.

62.2. Members shall be responsible for notifying IHRO of any changes in their address.

63. INCOME, PAYMENTS AND PROPERTY OF IHRO

63.1. The IHRO's income and property must be applied solely towards promoting the IHRO's object. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the members or IHRO Directors. However, this rule does not prohibit making a payment approved by the IHRO Directors for:

63.1.1. Out-of-pocket expenses incurred by a IHRO Director in performing a duty as a Director of the IHRO; or

63.1.2. A service rendered to the IHRO by a IHRO Director in a professional or technical capacity, including as an employee, other than in the capacity as a Director of the IHRO, where

63.1.3. The provision of the service has the prior approval of the IHRO Directors; and

63.1.4. The amount payable is not more than an amount which commercially would be reasonable payment for the service, or prohibit payment:

63.1.4.1. In good faith to any member for goods supplied in the ordinary and usual course of business;

63.1.4.2. Of reasonable and proper interest on money borrowed from a member; or

63.1.4.3. Of reasonable and proper rent for premises let by any member to the IHRO, or indemnification of, or payment of premiums on contracts of insurance for, any IHRO Directors to the extent permitted by law and this constitution.

63.2. Liability of members

63.2.1. The liability of the members is limited.

63.3. Independence of members

63.3.1. Notwithstanding what is herein contained, the independence, authority and national status of each of the full members and their powers, duties and functions shall in no way be affected by the establishment of this IHRO and its incorporation, or its functioning.

63.4. Guarantee by full members

63.4.1. Every full international member undertakes to contribute an amount not more than USD 100 to the property and INR 500 for every full Indian/national member of the IHRO if it is wound up while it is a full member or within one year after it ceases to be a full member, for:

63.4.1.1. payment of the IHRO's debts and liabilities contracted before the time it ceased to be a full member;

63.4.1.2. the costs, charges and expenses of winding up; and

63.4.1.3. the adjustment of the rights of the contributories among themselves.

63.5. There is no obligation of other members to contribute to the property of the IHRO if it is wound up.

64. ESTABLISHMENT AND OPERATION OF PUBLIC FUND

64.1. Maintaining Public Fund

The IHRO must maintain for its object, a public fund to be known as the International Human Rights Observatory Public Fund (Public Fund):

64.1.1.1. To which gifts of money or property for that object are to be made;

64.1.1.2. To which any money received by the IHRO because of those gifts is to be credited; and

64.1.1.3. That does not receive any other money or property.

64.2. Limits on use of Public Fund

The IHRO must use the following only for its objective:

64.2.1.1. gifts made to the Public Fund; and

64.2.1.2. any money received because of those gifts.

64.3. Receipts

The IHRO must ensure that receipts for donations to the Public Fund are issued in the name of the Public Fund.

65. AMENDMENT OF THE CONSTITUTION

65.1. This Constitution may be revised or amended by two thirds (2/3) of the members of Board present at a Board meeting convened for the purpose.

65.2. The proposed amendment shall be included in the agenda. Notice of the proposed amendment shall be given to each Board member

twenty-one (21) days prior to the Board meeting at which the amendment shall be considered, unless every voting member waives notice.

- 65.3. A twenty-one (21) days' notice of the proposed amendment shall also be sent to every member of IHRO . If any member objects she must inform the Board in writing, giving her reasons and suggested alternative, not later than seven (7) days before the meeting. If ten percent (10%) of members object in writing, the decision will be delayed to a general meeting. This provision shall not apply to formal amendments made by the Board to clarify or improve procedure, or to meet the requirements of the SA Revenue Service during the first year of operation of the Association.
- 65.4. The amendment shall be reported to members at the following AGM and a copy of the amendments and the constitution shall be available for inspection. Copies of the amended constitution shall be available for members on payment of the specified fee, if any.
- 65.5. A special General Meeting of Members may be convened in terms of Clause **[INSERT]** to review and amend the Constitution. The Constitution may be amended at such a meeting by a resolution passed by not less than seventy-five percent (75%) of the members voting in person or proxy and by not less than forty (40) persons or by five percent (5%) of the membership, which ever be the greater.
- 65.6. Amendment to the Constitution shall be submitted for approval to the IHRO board.
- 65.7. Amendments to the Constitution shall be made available on IHRO 's website for access to the general membership.

66. INDEMNITY

IHRO shall be deemed to indemnify and hold each Board member and each office-bearer harmless against all claims, demands and actions of whatsoever nature that may be made upon or brought against her, whether individually and/ or jointly and severally, arising out of or in connection with the administration of the Association, save and except where the claims and/or actions are caused by the personal wilful bad faith or fraud of such office bearer.

67. DISPUTE RESOLUTION

67.1. In the event of any dispute arising out of the interpretation and application of this Constitution, the management of IHRO or such other incidental matters, the structure declaring the dispute shall notify the other in writing in a manner provided for under this constitution.

67.2. The notice of the dispute must in the minimum contain the following:

67.2.1. issues in dispute

67.2.2. the nature of the dispute – whether it is procedural or substantive

67.2.3. the period during which such issues pertained

67.2.4. whether there have been any preliminary attempts to resolve the dispute within the internal structure of the Association.

67.3. On receipt of the notice by the structure declaring a dispute, both structures must endeavour in good faith to resolve the dispute expeditiously using any of the recognized alternative dispute resolution methods.

67.4. If both structures do not agree within seven (7) days of receipt of the notice as to:

67.4.1. the dispute resolution method and procedure to be adopted;

67.4.2. the timetable for all steps in those procedures;

67.4.3. the selection and compensation of independent person/s required to conduct the alternative dispute resolution; then the dispute shall be settled in accordance with the rules of the Arbitration of India.

68. DISSOLUTION

68.1. Provided that two thirds (2/3) of the members present in person or by proxy and entitled to vote so agree at a general meeting of members duly called for that purpose:

68.1.1. IHRO may be dissolved, or

68.1.2. IHRO may resolve to amalgamate and merge with one or more similar organisation with aims which are substantially similar to those of the Association, in such manner as the members present at the meeting deem fit, in order to establish a new organization which will generally benefit women in the workplace.

68.2. On passing a resolution to amalgamate and merge:

68.2.1. an interim committee with the power to delegate and co-opt to fill vacancies shall be appointed at the meeting to take responsibility for the amalgamation procedure. The election of a new board in terms of Clause **[INSERT]** shall not be necessary;

68.2.2. the interim committee shall have power to exercise all the powers of Board and power to do all things necessary to effect such amalgamation, including the amalgamation of branches, and to determine the date upon which assets and liabilities of IHRO shall be vested in such new organization and when a Branch or IHRO shall cease to exist. The interim committee shall have power to register all assets of IHRO in the name of the new organization, and to substitute the new organization as debtor in regard to any one or more debts and contingent liabilities and obligations of the Association.

68.2.3. a new board shall be elected to replace the interim committee not later than the first subsequent annual general meeting of IHRO or of the organisation resulting from the merger (referred to as the “**new organization**”) as the case may be.

68.2.4. any surplus assets after the liabilities have been met shall vest in the new organization.

68.3. On dissolution and winding up:

68.3.1. an interim committee (with similar powers to those above) shall be appointed at the meeting to take responsibility for the dissolution procedure with power to delegate and co-opt to fill vacancies.

68.3.2. all assets shall be sold and liabilities discharged.

68.3.3. any surplus after the liabilities have been met shall be donated to an organization with similar aims to those of IHRO which is itself exempt from the payment of income tax and the decision as to which organization shall receive the funds shall be agreed at the meeting at which the dissolution of IHRO is decided.

The Trust hereby created is irrevocable.

IN WITNESS WHEREOF the parties hereto have hereunto set and subscribed their respective hands and seals the day and year first above written.

PRESIDENT

SIGNED ON THIS _____ DAY OF _____ 20____