

FORM INC-13

MEMORANDUM OF ASSOCIATION

OF

CAPTAINS SOCIAL FOUNDATION

**COMPANY LIMITED BY SHARES UNDER SECTION 8 OF THE COMPANIES
ACT, 2013**

[Pursuant to rule 19(2) the Companies (Incorporation) Rules, 2014]

(NOT FOR PROFIT)

1. The name of the Company is **Captains Social Foundation**.
2. The Registered Office of the Company will be situated in the State of **Kerala**.
3. **(a) The main objects to be pursued by the company on its incorporation are to:**
 1. To develop, stimulate, propagate, undertake, sponsor, fund, encourage, support and promote volunteering by providing training including volunteer capacity development training, conducting sessions, workshops, hackathons, summits, conferences, camps, internships, fellowships, courses, seminars, and such other programmes required for volunteers to enable them to perform their duties towards society and deal with socio- economic problems and such other problems faced by the public.
 2. To provide facilities for conducting surveys to identify socio- economic problems and to create facilitating environment for transformation of ideas of volunteers into impactful solutions and to conduct research studies of problems identified by the volunteers and to support, assist, fund, guide the volunteers to solve such problems identified.
 3. To promote commerce, art, science, sports, education, research, social welfare, health, charity, protection of environment or any such other object.

4. To develop, establish, promote, facilitate, improvement of educational, social, cultural, economic, and medical relief to the poor and downtrodden and advancement of any other charitable and developmental objects of general public utility and community welfare.

(b) matters which are necessary for furtherance of the objects specified in clause 3(a) are:

1. To carry out all types of development programmes and undertake all types of initiatives and interventions in the areas of hunger and food security, gender equality, volunteering, education, agriculture and natural resources, poverty alleviation, health and nutrition, slum development, environment, renewable energy, water resources, income and livelihood creation and support, and any area in which development activity and intervention is required.
2. To collaborate with other institutions such as - academic, research, government, non-governmental institutions (NGOs), community-based organizations (CBOs) and consultancy agencies in implementation of projects & programmes, undertaking studies & action research, and sharing of information.
3. To promote, encourage, support, assist, aid educational, research and medical activities and establish, promote, open, found, acquire, run, maintain, manage, operate, support, aid, help or assist schools, colleges, university(s), or any other institution or similar and related facilities for research and education, in such branches or fields as may be deemed fit, including commerce, science, law, medicine, paramedical, engineering, economics, industrial, management, civil, literature, arts, craft, technical, sports, or such other branch of research and education, in India, directly or indirectly, at pre-primary, primary, secondary, undergraduate, post-graduate, doctoral, post-doctoral, vocational or any other level, for advancement and dissemination of knowledge and promotion of innovations and technology development in diverse disciplines or fields or streams and award degrees, diplomas and other academic distinctions, and to promote, encourage, support, assist, aid and advance medical activities, including healthcare activities, research and education, and to collaborate, affiliate and/or enter into other arrangements with other universities, institutions, organisations, associations, hospital or other bodies in India and abroad for the cause of promoting education, research and medical activities.
4. To make donations, grant endowments and/or otherwise assist in any form whatsoever to any person(s), organisations, public charitable institutions, companies, societies, trusts, foundations, academic and/or cultural institutions who have object(s) similar to any one or more of the objects of the Company for the purpose of promoting, assisting and / or encouraging the carrying and / or achievement of such objects or object for the benefit of the people in general.
5. To encourage and conduct research & training pertaining to the issues highlighted in the main objects of the Company; and for that purpose, to establish, construct,

promote, form and maintain necessary institutions and to provide therein all technical assistance and other necessary facilities therein.

6. To promote importance, awareness, of personal and social health and hygiene among people conducting programs in relation to the same and to provide, guide, educate and to create health awareness program and to make, develop, build, promote Health Care Centre for public.
7. To establish; promote, open, found, acquire, run, maintain, manage, operate, support, aid, help or assist hospitals, dispensaries, nursing homes, health centres, maternity homes, laboratories, mobile health vans, ambulances, convalescent homes, sanatoriums, hostels or any other similar or related facilities, institution, organization, association or body, engaged in undertaking, rendering or providing medical facilities, for treating any ailment, illness, disability, disorder or disease and/or promoting research and education, providing relief and/or aid to the suffering humanity and to give assistance to such hospitals, dispensaries, other similar initiatives by way of financial assistance including, endowments, donations, grants, contributions, gifts or such other means and further to equip such hospitals, dispensaries or other such facilities/amenities with all the necessary furniture, fixtures, fitting beds, equipment's, apparatus, appliances, machinery and things and to support any associations, institutions for developing health Management system including a model for technology driven health care connecting any hospital with such associations or institutions.
8. To initiate, plan, execute, implement, aid and assist activities directed towards enhancing the quality of life of the poor and needy sections of society without reference to race, religion, creed, caste or sex and to seek ways and means of reducing and ultimately eradicating malnutrition and improving their health and physical and mental condition and well-being and pursue all such aspects thereof that would help in achieving the said objective in a sustainable and scalable way.
9. To undertake, conduct, carry on or help to carry on charitable activities in the fields of sports including, but not limited to facilitate and assist upkeep and maintenance of sports fields/grounds to be utilized by community for various sporting activity, provide coaching and training in various sports field, provide sports kits to deserving sportsperson, encourage and promote sports specifically in rural areas.
10. To incubate ideas and opportunities for leveraging information technology for economic, social and cultural growth.
11. To conduct conference, refresher courses, lectures, seminars, demonstrations and exhibitions relating to the main objects of the Company.
12. To acquire land with or without buildings and to construct thereon the building or buildings to achieve the objects and purpose of the Company and / or to acquire suitable premises on ownership basis or on such other terms and conditions may be decided by the management.

13. To purchase, rent, take on lease or in exchange or on leave and license, or otherwise acquire or obtain possession of any moveable or immoveable property, rights or privileges which may be deemed necessary or convenient for any of the objects of the Company from any person, Company, Society, Foundation, Trust, Organisation and/or Institution.
14. To raise necessary funds and accept donations, contributions (in cash or kind) subscriptions, grants of money, subsidies, securities, and property of any kind and/or to undertake and accept the management or transfer ship of any endowment, trust fund or donation not inconsistent with the objects of the Company from India or abroad.
15. To establish, operate, and engage in business activities for the purpose of revenue earning in order to meet the main objects of the Company.
16. To create any Depreciation Fund, Reserve Fund, Insurance Fund or any other Special Fund, whether for depreciation or for repairing, improving, extending or maintaining any of the immovable or moveable property of the Company, or for any other purpose conducive to and in the interests of the Company.
17. To promote and/or become a member of any Company or Companies, (whether limited by shares or guarantee or both) body or association (whether corporate or not) for the purpose of acquiring all or any of the property rights and liabilities of the Company, and/ or for the furtherance of all the objects or any of them in this Company.
18. To engage/ invite and assist the services of experts for the promotion of main objects of the Company on payment of fees or remuneration of honorarium or otherwise.
19. To fix and demand fees and other charges for services rendered by the Company.
20. To sell or to dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares or other securities or any other securities of any other Company having objects altogether or in part similar to those of this Company.
21. To nominate representatives on association or institution having similar or allied objects on the committee of the Board or Committee of Governing Body or Board of Trustees of such other Association and / or institutions whenever interested in furthering the main objects of the Company.
22. To enter into partnerships or any arrangement, whether in India or elsewhere, for union of interest, co-operation, reciprocal concession or otherwise with any person or Company carrying on or engaged in or about to carry on or engage in any activities or transaction which the Company is authorized to carry on or engage in or any activities or transaction capable of being conducted.




23. To enter into any agreement with any Government or authorities (municipal, local or otherwise) or any corporations, companies, or persons, or any cooperative society or organisation or institutions in any part of the world which may seem conducive to the Company's objects or any of them and to obtain from any such Government authority, corporation, Company or person any contracts, rights, moneys, privileges, licenses and concessions which may be bought by and/or on behalf of the Company desirable to obtain and to carry out, exercise and comply therewith.
24. To assist individuals and /or organizations having objectives or programs similar to that of the Company in the fulfilment of those objectives through consultancy, guidance, monitoring and evaluation; development, publication and dissemination of educational materials, manuals to those engaged in providing services to public.
25. To take over the management or administration or activities and assets of any other institution or organization (whether incorporated or not) or the Company having objects similar to those of this Company on such terms and conditions as the Company may think fit.
26. To take any gift of property, whether subject to any special trust or not, for the objects of the Company.
27. To merge, amalgamate and enter into arrangements with any other Company having objects similar to the Company, subject to the provisions of the Companies Act, 2013 and other approvals required from the competent authority, if any.
28. To appeal, solicit, receive or accept grants from any government or nongovernmental institutions, agencies, authorities, public bodies, corporations, trusts, foundations, companies or person(s) and/or money, movable or immovable properties, donations, gifts, subscriptions, devices, bequests, and/or other assistance with a view to promoting the objects of the Company and in receiving any gift of property to take the same either unconditionally or subject to any special conditions which may be prescribed by the donor in writing.
29. To open and maintain branches and to undertake such other activities for furtherance of all or any one or more of the objects of the Company in accordance with the provisions made in the Rules and Regulations of the Company. To establish branches and offices in different parts of India.
30. To publish, circulate, distribute pamphlets, brochures, journals, periodicals or such other material, as may be decided, for advertising, giving publicity or otherwise promoting the activities, programs of the Company or the products and services of the members and other connected with the Company.
31. To establish and support or aid in the establishment and support of any charitable Association or Institution in all possible manner including giving donations in cash or kind for charitable purpose in any way connected with the purpose of the Company or calculated to further its objects.

32. To open and to operate current, savings and/ or fixed deposit accounts with any bank or banks.
33. To draw, make accept, endorse, discount, execute and issue cheques, promissory notes, hundies, bills of lading, railway receipts, bills of exchange, warrants, and other negotiable and instruments of all description in connection with the Company's business.
34. To make advances upon or for the purchase of land, buildings, houses, offices, flats, tenements, shops, other buildings and/or construction thereof; or for materials, goods, furniture, equipment, appliances and stores required for the Company's activities.
35. To incur debts and obligations for the conduct of any business of the Company and to purchase or hire goods, materials, equipment or machineries on credit or otherwise for and business or purpose of this Company.
36. To borrow or raise money for the purpose of the Company on such terms and on such security as the Company may think fit.
37. To obtain any provisional rule, order under statute or other legislative provision or enactment for enabling the Company to carry any of its objects into effect or effecting any modification of the constitution of the Company or for any other purpose which may be expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
38. To employ and engage skilled professionals, legal advisors, technical advisors, volunteers and interns in activities consistent with the main objects of the Company or in the object's ancillary to the attainment of main objects of the Company with or without remuneration, professional fees or honorarium.
39. To enter into agreements and contracts with Indian or Foreign Individuals, companies or other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
40. To pay all costs, charges, expenses incurred in connection with incorporation of the Company including preliminary expenses of any kind and incidental to the formation of the Company, costs, charges and expenses of negotiating contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
41. To carry out charitable and other activities in line with the main objects in pursuance of the Corporate Social Responsibility Policies of companies subject to the compliance of rules, regulation, approval from the competent authority, if any.

42. To adopt such means of making known and advertising the activities and objects of the Company as may be expedient and to undertake Corporate Social Responsibility programme as per policies of the Government under Companies Act 2013.
 43. To undertake, fund, aid, support, promote various corporate social responsibility programmes and initiatives.
 44. To employ any person, individual, firm, company or other organization for the purpose of carrying out all or any of the objects from time to time entered by the Company upon such terms and conditions as may be thought expedient.
 45. To do all such other lawful things as are incidental or conducive to attainment of the above objects, main objects or any of them.
4. The objects of the company extend to the whole of India.
5. (i) The profits, if any, or other income and property of the Company, whensoever derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum.
- (ii) No portion of the profits, other income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been, members of the Company or to any one or more of them or to any persons claiming through any one or more of them.
- (iii) No remuneration or other benefit in money or money's worth shall be given by the Company to any of its members, whether officers or members of the Company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the Company.
- (iv) Nothing in this clause shall prevent the payment by the Company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the Company.
- (v) Nothing in clauses (iii) and (iv) shall prevent the payment by the Company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the Company.

6. No alteration shall be made to this memorandum of association or to the articles of association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar of Companies.
7. The liability of the members is limited.
8. The share capital of the company will consist of Rs.90,000 (Rupees Ninety Thousand) divided into 9,000 (Nine Thousand) Equity shares of Rs 10 (Rupees Ten) each.
9. True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the company shall be examined and the correctness of the balance-sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.
10. If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of this company, subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to the Rehabilitation and Insolvency Fund formed under section 269 of the Act.
11. The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.

12. We, the several persons, whose names, address, descriptions and occupations are hereunto subscribed, are desirous of being formed into a Company not for profit, in pursuance of this Memorandum of Association.

Sl.No	Name, address, description, and Occupation	Number of Equity share taken by each subscriber	Signature of Subscriber	Signature, Name, Address, description and occupation of witness
1.	<p>AFSAL MOHAMMED B Son of Badarudeen Koya</p> <p>Pandalayil House, Aikya Nagar 175 Manakkadu, Vadakkevila P.O, Vadakkevila – 691010, Kerala, India.</p> <p>PAN: GSSPM4733G Occupation: Student and Social Volunteer</p>	750		 <p>ASIF ALI Son of Muhammed Kabeer Palathanath House Nedumkandam P.O Nedumkandam, Kerala 685553, India Occupation: Practicing Company Secretary Membership No: A63514</p>
2.	<p>ADARSH Son of Achuthan</p> <p>Puthiyottil, PO Kavil, Kozhikode, Kerala, India- 673614</p> <p>PAN: DWEPA4364Q Occupation: Business</p>	250		
TOTAL NUMBER OF SHARES		1,000		

Date: 03-03-2022

Place: Ernakulam