

Dispatch No.

Seal of Company Registrar's Office, affixed with certifying signature of Assistant Registrar as an evidence of registration, dated 2073-10-27 BS (09-02-2017 AD).

Schedule-12

(Related to Sub-Article (6) of Article 18)

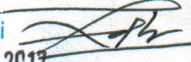
Memorandum of Association of non-profitable Company Established under
Company's Act 2063BS (2006AD)

SAHAYOGI FOUNDATION

Memorandum of Articles

1. **Name of the company:** - This company is named as" **Sahayogi Foundation**".
2. **Registered office of the company:** - Registered office of the company shall be established at Kathmandu District, Tokha Municipality Ward No. 11. Branch offices shall be established and registered office transferred in any locations as per need after an approval.
3. **Nature of company business:** Nature of company business shall be service oriented.
4. **Objectives of company :**
 - 1) Objectives of this company shall be as follows.
 - a. This company is not profit earning rather it will be centered in public welfare.
 - b. Enhancement of the education level of the orphanages children from marginalized class, community and rural area by mobilization of financial and physical support.
 - c. Operate supporting program the capacity building of educational institutions located at marginalized class, community and rural areas, to fulfill national objectives of education.

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Signature: 

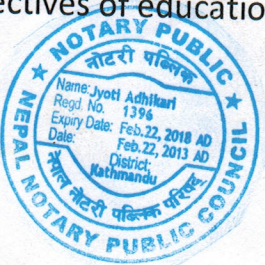
Name: Jyoti Adhikari

Date: 06 MAR 2017

Certificate Number of the Notary Public: 1396

Date of Expiry of Certificate: Feb.22, 2018 AD

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- d. Operation of programs to enhance public awareness, according to the need of education, health environment, human rights and child rights through different training, workshop and discussion.
- e. Develop activities of elder and informal classes ensuring women participation in different development activities of Nepal.
- f. Operate other several programs in social services obtaining the approval of concerned local officer.
- g. Conduct educating programs concerned to modern education to helpless, orphan and poor children from different communities of Nepal.
- h. Educate the children from every community in Nepal through their mother language as far as practicable for the protection and promotion of local language, culture, civilization and heritage.
- i. Conduct program based of the education regulations, according to curriculum studies, provide qualitative education to local marginalized different community children in Nepali and English language, to make them capable citizen for the construction of nation and services through development of their educational, social, financial, mental and character.
- j. Make self dependent by providing modern and professional education.
- k. Make the rural and marginalized children self dependent and empowered by providing vocational, scientific and modern education.
- l. Manage for the support of education to backward community with realization of education as light of knowledge for the development of nation.
- m. Manage for the educational development of children from backward community according the policy "education for all".

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- n. Make separate group and section of children for their development by the decision of institution promoters.
 - o. Operate awareness program in the sector of environment protection, preservation, women empowerment and minimization of drug addiction.
 - p. Conduct activities for the protection of Stupa, Chaitya, Temple and Gumbas.
 - q. Conduct rescue and relief programs in natural disasters in Nepal and resolve the social problems for its eradication.
 - r. Conduct any type rescue, relief and support campaigns during earthquake, floods, broking fire, like disasters if occurred in Nepal.
- 2) Company shall launch the programs according to Sub- Section (1) after obtaining license or permission from concerned authorities according to the prevailing laws if needed.
- 3) Copy of the license or permission obtained by the company according to Sub- Section (1) shall be produced to the office within 15 days.

5. Activities to be performed to obtain the objectives of the company:-

Following activities shall be performed to obtain the objectives of the company mentioned in Section 4.

- a. Purchase the land, building, vehicles and required equipments or utilize in rent according to the need of the company.
- b. Appoint the required staffs and confirm the Terms of References(ToR) to those staffs,
- c. Accept the loan as per the need of company from the bank or financial institution with or without deposit or collateral.

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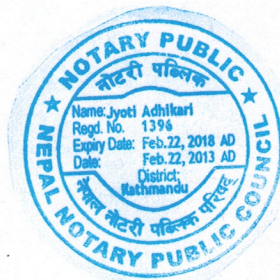
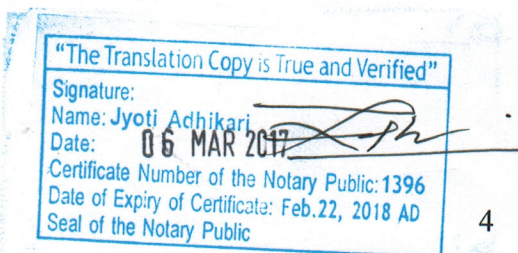
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d. Operate and regulate the accounts in the bank or financial institution in the name of the company.

e. Other details:-

- i. Accept insurance policy to protect machineries, building and all properties of company from accidental losses.
- ii. Perform agreements with person or company for delivery of useful technical knowledge and skills directly from the company under prevailing laws.
- iii. Request to concerned government offices to acquire receivable facilities for company from the side of the government of Nepal. Register trademark and design for the benefit of company's business and obtain its facility.
- iv. Manage study and training facilities to company's workers of any individuals as per company's realization of need in homeland or abroad, affixation of terms and conditions for it and counsel.
- v. Make decision on the cases on behalf of company, defend, answer, obtain legal services in this regard and establish company's right and facility and utilize it.
- vi. Publish advertisements and notices through different means of communication to aware people about aims and objectives of company and achieve it.
- vii. Appoint, suspend, ask for clarification, accept resignation, fire (other works related) the staffs with consideration of company's welfare.



6. Initial capital structure of company:

Followings shall be the capital structure of the company:

- a. Rs. 50,000.00(fifty thousand rupees only) has been allocated as primary capital of company which is divided by the rate of Rs. 10,000.00(Ten thousand) per each promoter member.
- b. Since this company is a non-profit allocating company, there has not been any provision of authorized, currently issued and paid-up capital and share division like sole or multiple ownership private limited or public company. Followings will be the financial sources of this company:
 1. Entry, membership and annual fees to be received to company.
 2. Movable and immovable properties to be received to the company.
 3. Amount increased from an investment of company.
 4. Voluntarily received donation, grant or support to the company.
 5. Donation amount received from foreign institutions or individuals.
 6. Property received from government agency, government and non-governmental institutions, Community Forest User's Group and international institutions, person of group as donation, gift and grant.

But, Company will acquire necessary permissions from Government of Nepal, Ministry of Finance or other concerned authority prior to accept the donation or grant from foreign institution or individual.

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7. Share capital is not essential for company :-

1. Share capital will not be necessary for the establishment of this company. But company shall receive membership fees from its members and accept donation and grants from any one according to prevailing laws to obtain the objectives of company.
2. Company members have to pay the entry and membership fees in a lump sum in directed dateline as provision in Articles of Association.
3. Amount received from membership and donation will be deposited in a separate account which will be regarded as the capital of company. Such amount will be released and expended in company's business to achieve its objectives.
4. Company shall establish perpetual trust and operate as per the decision of company's Board of Directors or General Meeting to fulfill its objectives, to contribute certain field, honor, encourage or public welfare activities.
5. Bank account of the company will be operated by the decision of Board of Directors with joint signatories of any Director and Treasurer. Provision of account keeping will be implemented as per prevailing rules.
6. Following procedures will be executed for the expenditure of the amount in company's fund.
 - a. Amount of the fund will not be released without an approval of annual budget and program.
 - b. Amount of the fund will be released under the limitation of budget and program approved by general meeting.

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- c. Expenditure details must be submitted to general meeting as financial report compulsorily, approved and noticed to concerned authority.
- d. Company's fund will be operated with joint signature of Director and Treasurer as per the decision of Board of Directors.

8. Not allowed for profit distribution: -

- 1. Company will not distribute its profit, bonus or any amount from earnings to its members or staffs.
- 2. Company's earnings will be invested to increase its capital and obtain its objectives only.

9. Membership of company obtained and renewal:-

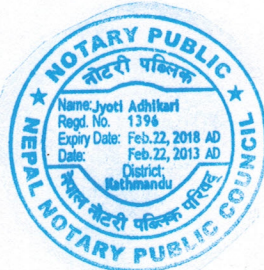
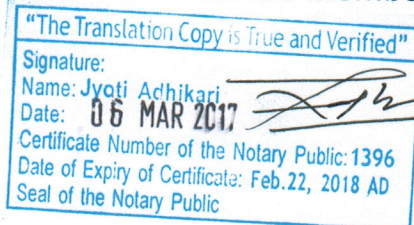
- 1. Followings are conditions, qualifications, type of membership and procedures to obtain company's membership and its renewal.
 - a. Must be Nepali citizen.
 - b. Complete of 18 years age.
 - c. Not mentally unsound.
 - d. Not sentenced for an exploitation of public properties.
 - e. Not sentenced for an allegation of criminal and corruption related morally degradable cases.
 - f. Interested Community User's Group or institutions can acquire company's institutional membership.
- 2. **Type of membership:** There will be five type of members in this company:
 - a. **Founder Member:** The officials involved in this non- profit allocable company's incorporation will be regarded as founder members. They can receive general and life membership.

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- b. **General Member:** An individual qualified under Section 9(1) of Memorandum of Association, applied under the procedures, will be general member. Application for membership will be submitted any time.
- c. **Life member:** Life membership can be received by persons who have contributed to development of company and its founders under directed procedures.
- d. **Honorary member:** Company shall offer honorary membership to the distinct social personalities and prestigious Nepali citizens by the decision of Board of Directors and general meeting. Honorary member has no the rights of voting.
- e. **Advisory member:** Founder or Advisory membership will be offered to the persons contributing to obtain company's objectives.
3. Membership fees and its renewal:
- a. Board of Director will decide and offer general membership to the person, community or institution interested to receive general membership who shall have to pay Rs. 5,000.00 each gradually for entry and membership fees and apply for, accomplishment of directed procedures. Such membership will be renewed annually with renewal fees of Rs. 2000.00 within the end of Ashadh month (15 July) every fiscal year. For late renewal directed additional fee will be charged.
- b. Founder members who have been involved in company's incorporation will receive general and life membership with payment of the fees as provisioned. Rs. 5000.00 will be charged for life membership.



10. Transformation of membership: -

Company's membership will not be transfer in any ways.

11. Conditions of the membership to be void:

Followings are the conditions where company's membership will be void.

- a. If resigned from company membership.
- b. If the member deceased.
- c. If the company cancelled or merged to other company, for institutional membership.
- d. If company member involved in insolvency.
- e. If disqualified to become company member according to prevailing laws.
- f. If the resignation produced by member is approved.
- g. If an agenda to cancel the membership will be approved with 75% of members in general meeting.

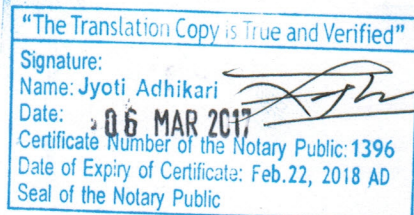
But, company will notice to the member and provide proper opportunity for clarification, to the person or institutional representative, prior to cancel the membership.

12. Subjective to limited liability:-

Except the condition of acceptance of member in writing, he/she will not be responsible for the credit and liabilities of company.

13. Other necessary details: -

- a. All the expenses during company establishment shall be borne by the company.
- b. Issue of any acquisition of property movable or immovable from founder or other individuals, purchase those during company's incorporation shall be settled by the decision of Board of Directors



and general meeting. Prior approval Social Welfare Council is must be obtained for the mobilization of foreign donation.

- c. Issue of special privileges and rights to be acquire by founder or other individual will be settled as per the decision of company's general meeting.

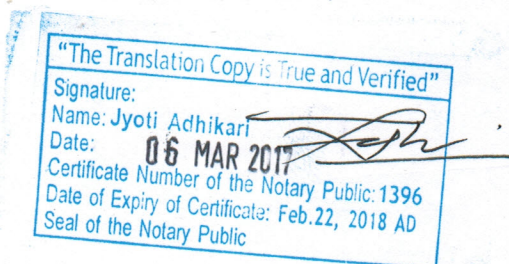
14.State any additional provision necessary to mention as per company nature: There has not been any provisions mentioned, except mentioned in company act and this memorandum of associations for the time being, will be settled as per the decision of general meeting for realized need.

15.Conditions of effectiveness of the amendments on memorandum of association: Any amendment on the charter of the company shall be effective after a special agenda is approved by general meeting and record up dated from the office. But, issue of remuneration for directors to be released in regular basis will not be amended.

16. Provisions of invalidity of the conflicts: The provisions mentioned in this document will be automatically invalid incase those would conflict with the Company Act- 2063 BS (2006 AD).

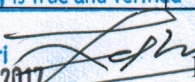
17. Announcement of the share number promised to purchase by promoter recently:

We, promoters of **Sahayogi Foundation** have agreed to establish this company and operate it according to the prevailing laws. Details mentioned in this Memorandum of Articles regarding to my name, address, signatures, promised shares to purchase and witness is confirmed as true and genuine. Any liabilities after incorporation of company that is caused by fraudulent information shall be bored by me. I confirm the trueness of the details mentioned in this document, agree



to bear the responsibilities in case it is evidenced to be false as per the laws and have signed on it.

S.N.	Name, address and signature of promoter	Father/ s name	Pvt. Ltd. No.	Name, surname, address and signature of witness	Citizenship certificate no. of witness and issued district
1.	Signature: Sd. Name: Sonam Tamang Address: Syaphu-08, Rasuwa Thumb impression affixed	Karkyap Tamang	236196/254, Rasuwa	Signature:- Sd. Name: Sushan Silwal Address: Deurali-04, Kaski Thumb impression affixed	46-01-69-00012
2	Signature: Sd. Name: Jyamba Tamang Address: Syaphu-03, Rasuwa Thumb impression affixed	Karsang Tamang	23002/29 Rasuwa	Signature:- Sd. Name: Nor Sangpo Tamang Address: Syaphu-03, Rasuwa Thumb impression affixed	201/2279, Rasuwa
3	Signature: Sd. Name: Ramesh Dorji Tamang Address: Syaphu-03, Rasuwa Thumb impression affixed	Angbabu Tamang	23-01-72-00812 Rasuwa	Signature:- Sd. Name: Subash Tamang Address: Syaphu-03, Rasuwa Thumb impression affixed	23-01-73-00088 Rasuwa
4	Signature: Sd. Name: Bhujung Tamang Address:	Karsang Tamang	231002/7 Rasuwa	Signature:- Sd. Name: Karmo Wangmo Tamang Address: Syaphu-03,	23-01-71-00059 Rasuwa

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	Syaphu-03, Rasuwa Thumb impression affixed			Rasuwa Thumb impression affixed	
5	Signature: Sd. Name: Dawa Sonam Tamang Address: Syaphu-07, Rasuwa Thumb impression affixed	Sigi Pema Tamang	6347/458, Rasuwa	Signature: - Sd. Name: Bikash Tamang Address: Syaphu-08, Rasuwa Thumb impression affixed	23-01-73-00027 Rasuwa

Done and signed on Monday, 2073-10-24 BS (06-02-2017 AD).

Draft by:

Signature: - Sd.

Name: - Parbati Silwal

Cit. Cert. No.: 1329

Date: - 2073-10-24 BS (06-02-2017 AD)

