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*Company number: 04431832*  
*Charity number: 1092322*

**THE COMPANIES ACTS 1985 to 2006**

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**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION**

**OF**

**IYIMV**

As amended by Special Resolutions dated 18 September 2002,  
8 June 2008 and 1 July 2012

**Bates Wells & Braithwaite London LLP**  
**2-6 Cannon Street**  
**London**  
**EC4M 6YH**

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**1. DEFINITIONS**

The terms used in these Articles shall have the meanings set out in the attached schedule.

**2. OBJECTS**

The Institute's objects are:

- 2.1 to advance public education in the classical teachings of the science of Yoga based upon the principles of the highest standards of personal conduct and service to others and
- 2.2 to promote and advance for the public benefit the study and practice of and research into the therapeutic effects of yoga as a means of improving the mental physical and spiritual health of the community, and to publish the useful results of any such research.

**3. POWERS**

To promote its objects but not for any other purpose the Institute may:

- 3.1 provide facilities for the instruction and training of the public in the principles of yoga established by Yogacharya B.K.S. Iyengar;
- 3.2 maintain links with other Iyengar Institutes;
- 3.3 promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing demonstrations, lectures, meetings, seminars, displays or classes or teacher training;
- 3.4 write, make, commission, print, publish or distribute written materials, or other materials recorded in or on any format, or assist in these activities;

- 3.5 promote, encourage, carry out or commission research, surveys, studies or other work, publishing the useful results;
- 3.6 provide or procure the provision of counselling and guidance;
- 3.7 purchase, lease, hire, receive in exchange or as a gift any interest whatever in real or personal property and equip it for use;
- 3.8 subject to any consent required by law sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property with or without payment and subject to such conditions as it may think suitable;
- 3.9 subject to any consent required by law borrow and raise money on such terms and security as the Institute may think suitable;
- 3.10 raise funds and invite and receive contributions from any person(s);
- 3.11 carry on trade in the course of carrying out any of its objects;
- 3.12 carry on trade ancillary to carrying out its objects within the scope of tax relief thresholds;
- 3.13 incorporate wholly owned subsidiary companies to carry on any trade;
- 3.14 employ and pay employees and professional or other advisors;
- 3.15 grant pensions and retirement benefits to employees of the Institute and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Institute and their dependants;
- 3.16 establish, promote, support, aid, amalgamate or co-operate with, become a part or member, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charitable institutions whether corporate or unincorporate with objects similar to its objects and subscribe, lend or guarantee money to such charitable institutions;
- 3.17 undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 3.18 invest and deal with the Institute's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.19 guarantee and become or give security for the performance of contracts by any person or company;
- 3.20 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute promissory notes, bills of exchange and other negotiable instruments;
- 3.21 purchase or acquire or undertake all or any of the property, assets, liabilities and engagements of any charitable institutions whether corporate or unincorporate with objects similar to the Institute's objects;
- 3.22 pay out of the funds of the Institute the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of

any negligence default, breach of trust or breach of duty of which they may be guilty in relation to the Institute. No such insurance shall extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;

- 3.23 do all such other lawful things as shall further the Institute's objects.
4. The income and property of the Institute shall be applied solely towards the promotion of its objects set out in Article 2. No part shall be paid or transferred directly or indirectly to members or Trustees of the Institute except for payment in good faith of:-
- 4.1 reasonable and proper wages to any person (save as set out in Article 4.3 below) not being a member or Trustee for any services given to the Institute;
- 4.2 reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member officer or trustee of the Institute;
- 4.3 reasonable and proper remuneration for services actually rendered including reasonable and proper fees and usual charges for professional services, provided that:
- 4.3.1 notwithstanding anything to the contrary in these Articles, no resolution relating to the payments of any Trustee shall be effective unless it is passed at a meeting of the Executive Committee or a General Meeting of the Institute at which there is present a quorum which comprises:
- (a) not less than one third of the multiple of three next above the total of those entitled to attend the meeting and
- (b) a majority of persons who are not remunerated for services being rendered to the Institute
- 4.3.2 no person shall be entitled to vote on a resolution nor attend any General Meeting of the Institute or the Executive concerning his own paid appointment to the Institute or any payment made or to be made to him by the Institute.
- 4.4 interest on money lent to the Institute at a reasonable and proper rate per annum;
- 4.5 reasonable and proper rent for premises let to the Institute;
- 4.6 without prejudice to Article 4.3 above, fees, or other benefits to any company of which a Trustee is also a member holding not more than 1/100th part of the capital;
- 4.7 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.22;

- 4.8 the usual professional charges for business done by any Trustee who is a solicitor, accountant or by any partner of his or hers, when instructed by the Institute to act in a professional capacity on its behalf; except that at no time shall a majority of the members of the Institute or of the Trustees benefit under this provision and provided that any such member or Trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion.
5. The liability of the members is limited.
6. The subscribers to the Institute undertake to contribute £10.00 to the Institute's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member. Every other member undertakes to contribute such amount as may be required, not exceeding £1.00 to the Institute's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member:-
  - 6.1 for the payment of the Institute's debts and liabilities contracted before he or she ceased to be a member;
  - 6.2 for the costs, charges and expenses of winding up; and
  - 6.3 for the adjustment among themselves of the rights of persons who have contributed to the Institute's assets.

#### MEMBERSHIP

7. Such persons as are admitted to membership in accordance with the Articles shall be members of the Institute. Subject to Article 9, those persons who are eligible to become members of the Institute shall have attended two yoga classes.
8. Membership of the Institute shall be on an annual, renewable basis only, unless determined otherwise by the Trustees from time to time.
9. The Trustees may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.
10. If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members.
11. Subject to the Trustees' right to decline to accept any person as a member, the unincorporated association or body shall be able to replace the member who is its representative with another person by giving notice in writing to the Institute and without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.

12. Every corporate member shall appoint an individual to represent it at meetings of the Institute and the name of such representative and the fact that he or she is the representative of such member shall be noted in the register of members. A corporate member shall be able to replace its representative with another individual by giving notice in writing to the Institute.
13. The Trustees may admit to and remove from honorary membership such persons and subject to such rights and obligations as it shall think fit. Such honorary members shall not be members for the purposes of the Articles or the Companies Acts and shall not be entitled to vote on any matter.
14. Subject to Article 10, membership shall not be transferable and shall cease on death. A member shall cease to be a member:-
  - 14.1 on the expiry of at least seven clear days' notice given by him or her to the Institute of his or her intention to withdraw;
  - 14.2 if any subscription or other sum payable by the member to the Institute is not paid on the due date and remains unpaid three months after the due date. The Trustees may re-admit to membership any person removed from membership on this ground on his or her paying such reasonable sum as the Trustees may determine; or
  - 14.3 if, at a meeting of the Trustees a resolution is passed resolving that the member be expelled for reasons which can include but are not limited to contravening the policies and procedures of the Institute as laid down from time to time by the Trustees. Such a resolution shall not be passed unless the member has been given at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. A member expelled by such a resolution shall nevertheless remain liable to pay to the Institute any subscription or other sum owed by him or her.

#### Associate Membership

15. The Trustees may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Trustees shall make provided that such associate members shall not be members of the Institute for the purposes of the Articles or the Companies Acts nor entitled to vote on any matter. For the avoidance of doubt, subject to any determination by the Trustees otherwise in accordance with Article 8, any person admitted to a class of membership on the basis of a renewable term of less than a year shall be an associate member only.

## President

16. The President of the Institute shall be Yogacharya BKS Iyengar. The Members shall appoint a new President to fill any vacancy in the office of President.
17. The President shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Institute as if a member and shall also have the right to receive accounts of the Institute when available to members.

## GENERAL MEETINGS

### Annual General Meeting

18. The Institute shall hold an annual general meeting in each calendar year which shall be held not later than six months after the end of the financial year of the Institute. It shall be held at such time and place as the Trustees shall think suitable. The matters to be dealt with at the Annual General Meeting shall include:
  - 18.1 the appointment of auditors to the Institute;
  - 18.2 the appointment of Trustees to the Executive Committee in accordance with Articles 67 to 78.
  - 18.3 the Report of the Executive Committee and the Annual Report and Accounts.

### Other General Meetings

19. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Companies Acts.

### Length of Notice

20. Unless Article 21 applies, all general meetings shall be called by at least 14 clear days' notice unless the Companies Acts require a longer notice period.
21. A general meeting may be called by shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.

### Contents of Notice

22. Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is an extraordinary general or annual general meeting, and the general nature of the business to be transacted. If a special resolution

is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the Institute there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

#### Service of Notice

23. Notice of general meetings shall be given to every member and to the Trustees, the President and to the auditors of the Institute.

#### Manner of Service of Notice

24. Notice of general meetings shall be served in accordance with Articles 98 to 103.

### PROCEEDINGS AT GENERAL MEETINGS

25. No business shall be transacted at any meeting unless a quorum is present. Twenty persons entitled to vote upon the business to be transacted, which must include one of the honorary officers, each being a member or a proxy for a member or a duly authorised representative of a corporate member, shall be a quorum.
26. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
27. The Chair of the Trustees or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting, but if neither the Chair nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, he or she shall be chair.
28. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair.
29. A Trustee may, even if not a member, attend and speak at any general meeting.
30. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and

from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

31. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Companies Acts, a poll may be demanded:-
  - 31.1 by the chair; or
  - 31.2 by any person who, by virtue of being appointed proxy for four or more members entitled to attend and vote at the meeting, holds five or more votes; or
  - 31.3 by at least five members present in person or by proxy having the right to vote at the meeting; or
  - 31.4 by a member or members present in person or by proxy representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting.
32. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
33. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
34. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
35. In the case of an equality of votes, whether on a show of hands or on a poll, provided the chair is a member, he/she shall be entitled to a casting vote in addition to any other vote he or she may have.
36. A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more

than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

37. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### Votes of members

38. On a show of hands and on a poll every member present in person or by proxy shall have one vote.
39. Subject to Article 4, no member may vote on any matter in which he or she is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting, such permission to be given or withheld without discussion.
40. No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Institute have been paid.
41. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
42. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.
43. The appointment of a proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

“IYIMV,

[Name of member appointing the proxy:

Address:

I/We hereby appoint [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name(s) and on my/our behalf at the meeting of the Institute to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

<b>Resolution No 1</b>	<b>*for</b>	<b>*against</b>	<b>*abstain</b>	<b>*as the proxy thinks fit</b>
<b>Resolution No 2</b>	<b>*for</b>	<b>*against</b>	<b>*abstain</b>	<b>*as the proxy thinks fit</b>
<b>All other resolutions properly put to the meeting</b>	<b>*for</b>	<b>*against</b>	<b>*abstain</b>	<b>*as the proxy thinks fit</b>

**\*Strike out whichever is not desired.**

**Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.**

**Signed: .....**

**Dated: .....**”

- 44. Unless the appointment of a proxy indicates otherwise, it must be treated as:
  - 44.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - 44.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 45. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Trustees may:
  - 45.1 in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Institute in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- 45.2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:
- 45.2.1 in the notice convening the meeting, or
  - 45.2.2 in any instrument of proxy sent out by the Institute in relation to the meeting, or
  - 45.2.3 in any invitation to appoint a proxy issued by the Institute in relation to the meeting which is sent by electronic means,  
  
be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- 45.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or
- 45.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary (if any) or to any Trustee;
- and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.
46. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.
47. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Institute at the Office or at such other place at which the appointment of the proxy was duly deposited or, where the appointment of the proxy was sent by electronic means, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
48. An appointment of a proxy may be revoked by delivering to the Institute a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a member in person at a meeting automatically revokes any appointment by that member of a proxy.

### Remote attendance at general meetings

49. The Institute may make arrangements for members to attend a general meeting by televisual or other electronic or virtual means provided that all remote attendants may securely identify themselves, hear the proceedings and cast their votes on line.

### *Written resolutions*

50. Subject to Article 51, a written resolution of the Institute passed in accordance with these Articles 50 to 55 shall have effect as if passed by the Institute in general meeting.
  - 50.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.
  - 50.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as special resolution.
  - 50.3 In relation to a resolution proposed as a written resolution of the Institute the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
51. A members' resolution under the Companies Acts removing a Trustee or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
52. A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Institute's auditors in accordance with the Companies Acts.
53. A member signifies their agreement to a proposed written resolution when the Institute receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
  - 53.1 If the document is sent to the Institute in hard copy form, it is authenticated if it bears the member's signature.
  - 53.2 If the document is sent to the Institute by electronic means, it is authenticated if it bears the member's signature or if it is from an email address specified by the member to the Institute for the purposes of receiving documents or information by electronic means.

54. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
55. A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

#### Number of Trustees

56. Unless otherwise decided by ordinary resolution the maximum number of Trustees shall be twelve and the minimum shall be three.

#### Composition of the Executive Committee

57. The Executive Committee shall consist of the following portfolio holders (and any other portfolio holders that are deemed necessary): Chair, Honorary Treasurer, and up to ten other members in accordance with Article 56 above. The roles of the portfolio holders shall be as follows:
  - 57.1 The Honorary Treasurer shall be responsible to the Executive Committee for the proper keeping of the Institute's accounts and shall have power to give receipts for all monies paid to him on the Institute's account and shall administer the funds of the Institute in accordance with the instructions of the Executive Committee;
58. A maximum of two members of the Executive Committee can be in receipt of payments from the Institute, including but not limited to Iyengar yoga teachers who are paid to teach a regular class or classes at the Institute and at least two shall be Iyengar yoga students of more than four years standing.

#### Powers of Trustees

59. Subject to the provisions of the Companies Acts and the Articles, the business of the Institute shall be managed by the Trustees who may exercise all the powers of the Institute. No alteration of the Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
60. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Institute for such purposes and on such conditions as they determine.

#### Regulations

61. The Trustees shall have power from time to time to make, repeal or alter regulations as to the management of the Institute and its affairs, as to the duties of any officers or employees of the Institute, as to the conduct of business by the Trustees or any committee and as to any of the matters or things within the

powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Articles.

#### Delegation of Trustees' powers

62. The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
  - 62.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number);and
  - 62.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify; and
  - 62.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary; and
  - 62.4 all delegations under this Article shall be revocable at any time; and
  - 62.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
63. For the avoidance of doubt, the Trustees may (in accordance with Article 62) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that no committee shall incur expenditure on behalf of the Institute except in accordance with a budget which has been approved by the Trustees.
64. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

#### Investment Management

65. The Trustees may appoint an investment manager and delegate investment management to such investment manager in accordance with the Trustee Act 2000 as it applies to charity trustees.

66. The Trustees may:
- 66.1 make such arrangements as they think fit for any investments of the Institute or income from those investments to be held by a corporate body as the nominee of the Institute; and
  - 66.2 pay reasonable and proper remuneration to any corporate body acting as the nominee of the Institute in pursuance of this Article.

Appointment and retirement of Trustees

67. Trustees shall be appointed and retire in accordance with the following Articles.
68. Each Trustee shall retire from office at the third annual retirement meeting following the commencement of his or her term of office.
69. The annual retirement meeting shall be the annual general meeting. If an annual general meeting is not required to be held, the annual retirement meeting shall be the meeting of the Trustees at which the accounts for the Institute for the previous financial year are adopted.
70. If the Institute at the meeting at which a Trustee retires does not fill the vacancy, the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless:
- 70.1 he or she has served for a continuous period of three years unless he or she has taken a break of at least one year from the Board; or
  - 70.2 at the meeting it is resolved not to fill the vacancy; or
  - 70.3 a resolution for the reappointment of the Trustee is put to the meeting and lost.
71. If the retirement of a Trustee under Article 68 causes the number of Trustees to fall below that set out in Article 56 then the retiring Trustee shall remain in office until a new appointment is made.
72. No person shall be appointed or reappointed a Trustee at any general meeting unless:-
- 72.1 he or she is recommended by the Trustees; or
  - 72.2 at least fourteen but not more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Institute of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Institute's register of Trustees together with notice executed by that person of his or her willingness to be appointed or reappointed.

73. No person may be appointed or reappointed as a Trustee:
- 73.1 unless he or she has attained the age of 18 years; or
  - 73.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Article 79; or
  - 73.3 (except where the appointment is to be made under Article 77, or where the reappointment is of a Trustee originally co-opted under Article 77) unless he or she has been a member of the Institute for a minimum of one year at the time of the appointment.
74. At least seven but not more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Institute of the intention to propose him or her at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Institute's register of Trustees.
75. Subject to the above Articles, the Institute may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee.
76. The Trustees may appoint a person who is willing to act to be a Trustee to fill a vacancy, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the end of the meeting.
77. The Trustees may co-opt any person (who need not satisfy the requirements of Article 73.3) who is willing to act to be a Trustee as an additional Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. The maximum number of Trustees appointed under this Article at any one time is two. For the avoidance of doubt, except as indicated otherwise Articles 68 to 78 relating to the appointment and retirement of Trustees shall apply to co-opted Trustees as to other Trustees.
78. Subject to the above Articles, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed. If he or she is not reappointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.

### Disqualification and removal of Trustees

79. The office of a Trustee shall be vacated if:-
- 79.1 he or she ceases to be a Trustee by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Trustee; or
- 79.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 79.3 he or she is, or may be, suffering from mental disorder and either:-
- 79.3.1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
- 79.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- 79.4 he or she is absent for good cause, without notifying the Executive Committee for three or more consecutive meetings and the Trustees pass a resolution that his or her office should be vacated. Such a resolution shall not be passed unless the Trustee has been afforded a reasonable opportunity of being heard by or making written representations to the Trustees.
- 79.5 if, at a meeting of the Trustees a resolution is passed by 75% of the Trustees present and voting at a meeting resolving that the Trustee be removed from office, for reasons which can include but are not limited to lowering the reputation of the Institute and/or contravening the policies and procedures of the Institute as laid down from time to time by the Trustees. Such a resolution shall not be passed unless the member has been given at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify vacation of office and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees.
- 79.6 he or she resigns his or her office by notice to the Institute (but only if at least three unpaid Trustees will remain in office when the notice of resignation is to take effect).

### Expenses of Trustees

80. The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of

the Executive Committee or committees of Trustees or general meetings or separate meetings of the holders of debentures of the Institute or otherwise in connection with the discharge of their duties.

#### PROCEEDINGS OF THE EXECUTIVE COMMITTEE

81. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.
82. Two Trustees may, and the Secretary at the request of two Trustees shall, call a meeting of the Trustees. There shall be at least three meetings a year and not more than five months shall elapse between the date of one meeting and that of the next. Notice of every meeting of the Trustees stating the place, day and time of the meeting and general particulars of all business to be considered at such meeting shall be given in accordance with Articles 98 to 103 to each Trustee by at least seven clear days' notice before such meeting unless urgent circumstances require shorter notice. Proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.
83. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
84. No business shall be transacted at any meeting of the Trustees unless a quorum is present and includes at least one of the Chair of the Trustees, the Honorary Treasurer or Secretary present in person. The quorum for the transaction of business at a meeting of the Trustees shall be three.
85. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of the Institute but for no other purpose.
86. The Trustees shall appoint one of their number to be the Chair of the Trustees and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he or she is present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chair of that meeting.
87. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as

valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

Trustee interests and management of conflicts of interest

88. The Trustees shall comply with the following provisions in relation to any conflict of interest or loyalty a Trustee may have regarding any matter arising.

*Declaration of interests*

- 88.1 Unless Article 88.2 applies, a Trustee must declare the nature and extent of:

88.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Institute; and

88.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Institute or his or her duties to the Institute.

- 88.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

*Participation in decision-making*

- 88.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Institute, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

- 88.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Institute, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

88.4.1 the decision could result in the Trustee or any Connected Person receiving a benefit other than:

- (a) the payment of premiums in respect of indemnity insurance effected in accordance with Article 4.7;
- (b) payment under the indemnity set out at Article 104; and
- (c) reimbursement of expenses in accordance with Articles 4.2 and 80; or

88.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 88.5.

88.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 88.5, he or she must:

88.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

88.5.2 not be counted in the quorum for that part of the process; and

88.5.3 withdraw during the vote and have no vote on the matter.

*Continuing duties to the Institute*

88.6 Where a Trustee or Connected Person has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:

88.6.1 the Trustee shall not be in breach of his or her duties to the Institute by withholding confidential information from the Institute if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

88.6.2 the Trustee shall not be accountable to the Institute for any benefit expressly permitted under these Articles which he or she or any Connected Person derives from any matter or from any office, employment or position.

Decisions without a meeting

89. The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.

90. The Trustees may take a majority decision without holding a Trustees' meeting if:

90.1.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;

90.1.2 that Trustee has made the other Trustees aware of the matter and the need for a decision;

90.1.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and

a majority of the Trustees indicate their agreement by any means to a particular decision on that matter.

91. A meeting of the Trustees may be held either in person or by suitable electronic means agreed between the Trustee in which all participants may communicate simultaneously with all other participants.

## GENERAL

### Signing of cheques

92. Except as otherwise resolved upon by the Trustees, any two Trustees, or any Trustee and the Institute Manager, may sign cheques for charitable funds in the name of and on behalf of the Institute.

### Secretary

93. A Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

93.1 anything authorised or required to be given or sent to, or served on, the Institute by being sent to its Secretary may be given or sent to, or served on, the Institute itself, and if addressed to the Secretary shall be treated as addressed to the Institute; and

93.2 anything else required or authorised to be done by or to the Secretary of the Institute may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

### Minutes

94. The Trustees shall cause minutes to be made in books kept for the purpose:-

94.1 of all appointments of officers made by the Trustees; and

94.2 of all proceedings at meetings of the Institute and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Institute, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

### Accounts and Reports

95. The Institute may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Institute may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.
96. The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:
  - 96.1 annual reports;
  - 96.2 annual returns;
  - 96.3 annual statements of account.

### Irregularities

97. The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Companies Acts.

### Communications by and to the Institute

98. Subject to the provisions of the Companies Acts and these Articles:
  - 98.1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Institute) by making it available on a website;
  - 98.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and
  - 98.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have so agreed in accordance with the Companies Acts.

99. Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in the Institute's register of members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member, provided that:
- 99.1 a member whose registered address is not within the United Kingdom and who gives to the Institute an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent by electronic means, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Institute; and
- 99.2 the Institute is not required to send notice of a general meeting or a copy of its annual report and accounts to a member for whom it no longer has a valid address.
100. Any document to be served on the Institute or on any officer of the Institute under the Articles may only be served:
- 100.1 in the case of documents in hard copy form, by sending or delivering them to the Office or delivering them personally to the officer in question; or
- 100.2 in the case of documents in electronic form, by sending them by electronic means:
- 100.2.1 to an address notified to the members for that purpose; and
- 100.2.2 from an address previously notified to the Institute by the member (other than by electronic means) for the purpose of sending and receiving documents and information.
101. A member present in person or by proxy at any meeting of the Institute shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
102. Where a document or information is sent or supplied under the Articles:
- 102.1 Where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.
- 102.2 Where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.

- 102.3 Where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:-
- 102.3.1 the material is first made available on the website; or
  - 102.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.
103. Where any document or information has been sent or supplied by the Institute by electronic means and the Institute receives notice that the message is undeliverable:
- 103.1 if the document or information has been sent to a member and is notice of a general meeting of the Institute or a copy of the annual report and accounts of the Institute, the Institute is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Institute's register of members, but may in its discretion choose to do so; and
  - 103.2 in all other cases, the Institute will send a hard copy of the document or information to the member's postal address as shown in the Institute's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person.
  - 103.3 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

#### Indemnity

104. Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

#### Trustees' Indemnity Insurance and Remuneration

105. The Trustees shall have power to resolve pursuant to Article 3.22 to effect trustees' indemnity insurance, despite their interest in such policy.

106. The Trustees shall be entitled to remuneration as set out in Article 4.3, despite their personally benefiting, provided the procedures set out in Article 4.3 are followed.

Winding-up

107. If any property remains after the Institute has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Institute. It shall instead be given or transferred to the Light on Yoga Research Trust Bombay its successors or assigns or some other charitable institution or institutions having similar objects to those of the Institute and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as Article 4 imposes upon the Institute. The institution or institutions which are to benefit shall be chosen by the members of the Institute at or before the time of winding up or dissolution.

## SCHEDULE

### INTERPRETION

1. In these Articles, the following terms shall have the following meanings:-

<u>Term</u>	<u>Meaning</u>
1.1 “address”	includes a number or address used for the purposes of sending or receiving documents by electronic means
1.2 “Articles”	these Articles of Association of the Institute
1.3 “clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
1.4 “circulation date”	in relation to a written resolution, has the meaning given to it in the Companies Acts
1.5 “Companies Acts”	has the meaning given to it in section 2 of the Companies Act 2006
1.6 “Connected Person”	(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (c) any company or firm of which a Trustee is a paid director, partner or employee, or shareholder holding more than 1% of the capital
1.7 “electronic form” and “electronic means”	have the meanings respectively ascribed to them in the Companies Act 2006
1.8 “Executive Committee”	the Board of Trustees of the Institute
1.9 “financial expert”	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000

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|------|----------------------------------|--|
| 1.10 | “hard copy” and “hard copy form” | have the meanings respectively ascribed to them in the Companies Act 2006  |
| 1.11 | “Institute”                      | IYIMV  |
| 1.12 | “Institute Manager”              | the manager of the Institute from time to time   |
| 1.13 | “Office”                         | the registered office of the Institute   |
| 1.14 | “Secretary”                      | the secretary of the Institute (if any) or any other person appointed to perform the duties of the secretary including a joint assistant or deputy secretary |
| 1.15 | “subscribers”                    | the first members of the Institute on its incorporation  |
| 1.16 | “Trustee” and “Trustees”         | the director and directors as defined in the Companies Acts  |
2. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Institute.