

WMC BYLAWS

**AS AMENDED
ON AUGUST 27, 2018**

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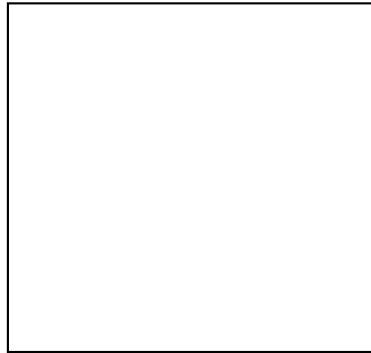
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WMC BYLAWS

AS AMENDED BY GLOBAL Executive Council and Ratified by Global General Council on August 27th, 2018 at the 11th Global Biennial Conference held at New Jersey, USA.



WORLD MALAYALEE COUNCIL (WMC)

BY-LAWS

ARTICLE I: Name and address of the corporation

SECTION I: Name of the Organization

The name of the organization shall be `WORLD MALAYALEE COUNCIL (WMC) a non-profit organization.

SECTION II: Address of the Organization will be that of the current President/Secretary General or as approved by Global Executive Council for Global set up/ Regional EC for regions/Province General Council.

ARTICLE II: Charter and Organization

SECTION I: World Malayalee Council: Charter

Clause 1

The initial Charter of the Corporation (WMC) and its subsequent merger are appended to these by-laws.

NOTE: The Charter of Incorporation of WMC [Appendix A] that was established in 1995 in the state of New Jersey, USA was dissolved in the year 2012 and merged to the WMC NJ Province Inc. As per the New Jersey state Law. [Appendix B]

Clause 2

The New Charter of WMC is at APPENDIX C...of these amended **by laws**.

Clause 3

The Charter of W M C and articles there in shall prevail over every article in the by-laws in case of disputes or controversies

SECTIONII:

World Malayalee Council: ORGANIZATION

`WORLD MALAYALEE COUNCIL (WMC) is a global Organization of People of Kerala origin and is a nonpartisan, nonsectarian global organization engaged in promoting the welfare and empowerment of Malayalees living across the globe, especially those who live outside the State of Kerala and those who have returned after working outside Kerala, by enhancing cooperation and communication among the Malayalee Diaspora and Malayalees living in Kerala.

SECTION III: World Malayalee Council.: Trustees The Board of Trustees shall be known in the Council and among its membership as Executive Council. Executive Council shall be the Board of Trustees of the World Malayalee Council

SECTIONIV VISION &MISSION

Clause 01: VISION

World Malayalee Council aims at creating a dynamic link between the Malayalee Diaspora and the motherland to enhance and empower the Social Capital of the community, inculcating the core values of Diversity, and Excellence.

Clause 02: MISSION

World Malayalee Council shall be working closely with the people of Kerala origin across the globe for effectively promoting their integration, exchange, cooperation, empowerment and recognition through innovative programs, projects and institutions in the fields of economic, cultural and social empowerment to augment and channelize the Social capital of the Malayalee Community, by providing a thought leadership, for a productive and sustainable future.

ARTICLE III

SECTION I: Objectives

In keeping with the Vision & Mission statements and its overall purpose, World Malayalee Council shall have the following objectives:

1. To provide a meeting point for Malayalees living all over the World to open up new possibilities for their economic, political and social growth and to augment the social capital, inherited rich culture and values.
2. To facilitate a dynamic link between the Malayalee experience, expertise and entrepreneurship in the developing and the developed countries for the invigoration of the Malayalee Community at large, and the Kerala State in particular.
3. To seek out and recognize Malayalee Talents, Skills and Intelligence on a global level and mobilize them for the enhancement of Professional Development, Career Advancement, and Technological breakthrough.
4. To organize and network Malayalees of different age groups across the globe to constantly communicate, share and update their knowledgebase.
5. To create a cultural awakening in the Malayalee Diaspora, scattered worldwide, and to instill in them the openness of culling out the cream of all cultures paving the way for a world harmony.
6. To co-operate with other Malayalee organizations, and communities in all countries, and the Governments to achieve the goals of WMC
7. To organize and work with the nonresident Malayalees and NRI/NRK organizations around the world to protect and promote property rights, civil rights, safety, security and rightful participation for them in Kerala and elsewhere.

SECTION II Directive Principles

01 WMC shall be an organization of Malayalee Diaspora living outside Kerala and those who have settled in Kerala after living outside Kerala for at least two years or people of Kerala who share the spirit of DIASPORA. WMC shall have special concern and import towards Problems and issues of Non Resident Keralites and those who returned to Kerala and shall support and promote welfare, developmental and charitable activities and initiatives for uplifting the economically backward groups or areas in Kerala.

02 WMC shall work as a secular nonpartisan, not – for profit organization

03. WMC shall encourage and promote inclusive and widest participation while ensuring responsible decision making.

04 All WMC operations especially those involving financial dealings shall be fully transparent, inclusive and conducted in accordance with the best general accounting principles.

05 WMC members and officials shall not profit from WMC activities or use WMC as a forum to promote their self interests. Any incidental benefit, they may derive because of their position in WMC, shall be declared and reported to the respective Executive Council for verification of any conflict of interest.

SECTION III

The purpose, objectives and directive principles as stated in this article shall not be deleted from the bylaws. Additions, without compromising the core principles may be made by the Trustees /Executive Council with the support of at least 75% of the EC / Board of Trustee members subject to the approval of the General Council

ARTICLE IV.

General Council (GC) and Membership

Section I. General Council

A. The General Council shall be the general body of the World Malayalee Council. All membership fee/dues paying members listed in the official list are eligible to attend the Provincial, Regional and Global General Council meetings.

B. The General Council shall be the electoral College for the elections of respective Provincial councils and chapters where quorum requirement as provided in Article VI, Clause (i) B herein shall be applicable.

Section II. Membership

Clause 1. Regular Membership

Membership in WMC is only **on invitation** and at the Provincial level. Individuals shall become members of a Province if they meet the membership eligibility requirements, accept the mission and goals/objectives of WMC and pay the prescribed membership fees.

Clause 2. Associate membership

The Global and Regional Councils may issue memberships to those people who fulfill the eligibility criterion and living in a place where there does not exist a province of WMC. An associate member shall not be eligible to contest for elections or hold any positions in WMC except for being a member of the General council.

Clause 3. Global Membership ID and Registry:

(A) Every Region shall have a Region code as follows:

1. America
2. Europe
3. Africa
4. Middle East
5. India
6. Far East

(B) Every province within a region shall have a Province Number allocated to it

(C) Every Unit within a province shall have a Unit Number allocated to it.

(D) Every Province/ Unit shall keep a membership register and allot a membership number in serial order to each of its members.

(E) Every province shall maintain a list of Non Resident Members enlisted therein with details of their original membership number and the name of the province where he/she has the original membership.

(F) Every member shall have a Global membership ID which shall be constituted by - The region code- The province code - The unit code- and the membership number.

(G) Every Province shall submit the list of its members with the serial number and Unit number to the Global General Secretary with a Copy to the Regional Secretary on or before the 31st day of December, every year.

Clause 4. The Global Council shall issue a Unique Universal membership ID card to every dues paying member.

Section III. Eligibility for Membership

Membership shall be open to the following categories of people

- Malayalee by birth (born to Malayalee parent or parents)
- Person, who has adopted Kerala, as his/her state of domicile
- Person born in Kerala
- Person, who speaks the language Malayalam
- Spouse of a Malayalee or Keralite

Section IV. Membership Fees.

(a) All members shall pay the biennial membership fees to the Provincial, Regional and Global Councils.

(b) Provincial, Regional and Global Executive council shall determine the biennial membership fees to the Provincial, Regional and Global Councils respectively.

(c) Province shall collect the biennial membership fees, which shall include fees to Province, Region and Global council.

(d) Province shall collect and remit the biennial membership fees to the Regional and Global Councils together with a list of members before December 31, the year before the WMC Global conference.

(e) Only those who have paid their membership fees/ dues and listed in the official list of Members, at the province level shall be eligible to attend the General council meetings and become candidates for election.

(f) Provinces shall decide LIFE MEMBERSHIP fees

(g) Privileges of Life Member

(i) Shall attend Provincial/ Regional/ Global General Body/Council with voting right.

(ii) Shall get relocation and transfer membership certificate from his/her original Province, to new province of relocation, if any available, or shall remain as 'member at large' until a new Province available at the location of his/her new residence.

Section V. WMC Forums

To be eligible to become a member of a WMC Forum, the person shall be listed as a member in a Province.

Section VI. Voting Rights

Each member has one vote each in the Provincial, Regional and Global General Council in person and there shall be no proxy vote.

ARTICLE V. WORLD MALAYALEE COUNCIL - MEETINGS

Section I. Biennial Meetings

A meeting of the members of the General Council, commenced with the year 1995, shall be held biennially at a place within or without the United States as may be fixed by resolution of the Executive Council (EC) and declared to the General Council (GC), for the purpose of ratifying the election of the Chairman, President, Vice **Presidents**, Secretary General/ General Secretary, Secretary, Treasurer, Other Officers of the Executive Council(EC) and for the transaction of such other business as may be brought before the meeting. **The place of the forthcoming biennial meeting may preferably be determined at the preceding biennial meeting.**

Written notice of the biennial meeting shall be mailed at least 90 days prior to the meeting to each member of the World Malayalee Council of record at his/her address as the same appears on the Membership Register of the WMC. A failure to mail such notice or any

irregularity in such notice shall not affect the validity of any biennial meeting or any proceeding at such biennial meeting if such notice is waived in accordance with Article XVI of these by-laws.

Section II. Special Meetings

Special meetings of the General Council may be held whenever called in writing by the unanimous decision of the Executive Council, and may be held at such place either within or without the United States as may be fixed by resolution of the Executive Council. At least 90 days notice shall be given to the members which notice may be waived in accordance with Article XVI of these by-laws.

Section III. Adjournment

At any meeting of the General Council at which sufficient members are not present according to the opinion of the majority of the Executive Council, may adjourn the meeting to a future date or time and the members present during such adjourned meeting shall constitute the quorum.

Section IV. Written Consent in Lieu of Meeting

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken and signed by the members of record entitled to vote there on.

Section V. Regional/Provincial Council By-Laws

- Regional / Provincial WMC shall be free to adopt their own rules of operation consistent with the by-laws of the WMC. All such by-laws shall be submitted to the Executive Council for ratification. WMC by-laws accepted by Global EC and General Council shall prevail in case of controversies and disputes.

- Provincial WMC shall be free to adopt their own rules of operation consistent with the by-laws of the WMC. All such by-laws shall be submitted to the Regional Executive Council for ratification. WMC by-laws accepted by Global EC and General Council shall prevail in case of controversies and disputes..
- Regional by-laws shall be consistent with the existing laws of their respective state/country.

Section VI. By-Laws of the International Forums

International forums may adopt their own by-laws. WMC by-laws that are approved by the Global Council shall prevail over any other by-laws in case of disputes or controversies. All such by-laws shall be submitted to Executive Council for ratification along with the membership application.

ARTICLE VI. Quorum and Notices

Clause (i) Quorum

- A. **General Council** – No quorum is required for General body/council meetings of Global and Regional Councils, if convened with proper notice by the competent authority of WMC as per the by laws.
- B. **Executive Council** – One-fourth (1/4) of the total members shall constitute a quorum for regular meetings. For special meetings convened by the competent authority of WMC one-fifth (1/5) of the total members shall constitute a quorum. For meetings conducted through the Internet, by the competent authority of WMC, response from minimum one-third (1/3) of the members shall be received to make a decision
- C. **Cabinet** – One-third (1/3) of the total members shall constitute a quorum for regular meetings. For special meetings one-fourth (1/4) of the total members shall constitute a quorum. For meetings conducted through the Internet, convened by the competent authority of WMC, response from minimum one-half (1/2) of the members shall be received to make a decision.

Clause (ii) Notices

A. General Council – Sixty (60) days from the date of the meeting

B. Executive Council – For regular meetings, thirty(30) days from the date of the meeting. Minimum ten (10) days for special meetings. Provide minimum ten (10) days to respond for meeting conducted through the Internet.

C. Cabinet – For regular meetings, fifteen (15) days from the date of the meetings. Minimum seven (7) days for special meetings. Provide minimum seven (7) days to respond for meetings conducted through the Internet.

Clause (iii) Adjournment and Rescheduling of regular meetings

At any regular meeting, if quorum is not present as defined in Clause (I), that meeting can be adjourned and rescheduled for a future date and or time at which time no quorum shall be required to conduct the meeting.

ARTICLE VII. Executive Council (EC) and The Cabinet

Section I. Executive Council (EC), Clause (i) Members

A. Global Executive Council shall consist of

- Global Chairperson, Vice Chairpersons (Maximum 4), President, Vice- Presidents [one vice president administration, one vice president organization development, and six vice presidents in charge of each of the six regions - maximum 8], Secretary General, Secretaries (maximum 2) and Treasurer and Joint Treasurer Max. 2 (Total 19)
- Chairpersons/Presidents of special global projects / Forums programs appointed by the Global Executive Council (Maximum 15)
- Regional Chairpersons, Presidents, Secretaries and Treasurers (6X4=24).
- Chairman/President of the Regional coordination Councils.

- Provincial Presidents or in the absence of the President, the Provincial Secretary or the Chair person, with the written authorization of the President.

B. Regional Executive Council shall consist of

- Regional Chairperson, Vice Chairpersons, President, Vice Presidents, Secretary, Joint Secretary and Treasurer.
- Global Vice President in charge of the Region.
- Chairpersons/Presidents of special regional projects/Forums appointed by the Regional Executive Council.
- Chairpersons/Presidents of coordination Councils.
- Provincial Chairpersons, Presidents, Secretaries and Treasurers
- President and Secretary of Affiliate member organizations shall be members without voting rights.

C. Provincial Executive Council shall consist of

- Provincial Chairperson, Vice Chairpersons, President, Vice Presidents, Secretary, Joint Secretary and Treasurer
- Chairpersons of special provincial projects/programs appointed by the Provincial Executive Council (Maximum 10)
- Maximum 15 elected council members or the President, Vice President, Secretary, Joint Secretary and Treasurer of the Provincial units under the Province.
- Presidents and Secretaries of Provincial Forums

Clause (ii) Duties and Responsibilities

A. Executive Council shall be the Board of Trustees responsible for policy making and implementation. It shall be the custodian-of the Assets and Records.

B. Executive Council shall be the Electoral College responsible for electing /appointing officers in case of Global and Regional Councils

C. All the actions taken by the cabinet on policy issues or that involving the assets of WMC should be presented at the ensuing Executive Council meeting for approval.

D. Each member of the EC shall have one vote in person and there shall be no proxy vote.

E. Chairperson shall preside over the Executive Council Meetings.

F. The Global Executive Council shall make and present a vision plan and biennial action plan for each decade at beginning of every ten year period starting with the year 2016 and its implementation report at every Biennial conference.

Clause (iii) Meetings

A. Biennial Meeting :- The Biennial meeting shall be held during the biennial conference. The biennial meeting shall approve the biennial reports and accounts, adopt the budgets for various projects and programs, ratify any decisions taken by the cabinet on an emergency basis, appoint Chairpersons for special projects/programs and conduct the biennial election of officers for the next two year term. The EC shall adopt resolutions and approve proposals to amend the WMC bylaws. The EC shall approve the agenda presented by the cabinet for the next two years.

B. Special Meetings – Special meeting of the Executive Council shall be called by the respective Chairperson when **requested by the majority members of the cabinet** or one third of the total number of Executive Council Members. Special meetings of the EC shall be held to discuss and make decisions on matters of importance.

C. Regular meetings – Use of the Internet. Regular meetings of the EC shall be held at least once in three months to ratify the decisions taken by the cabinet and discuss other matters. Executive Council shall make decisions through **teleconference/video conference/** the Internet provided all members are notified through their personal email addresses and sufficient time is given for members to make their points and counter points. Chairperson shall inform the members the final decision on the subject matter.

Section II. Cabinet

Clause (i) Members

A. The Global Cabinet shall consist of

- Global President, Vice Presidents, Secretary General, Secretaries and Treasurer
- Regional Presidents.

B. The Regional Cabinet shall consist of

- Regional President, Vice Presidents, General Secretary, Associate Secretary and Treasurer.
- Provincial Presidents and General Secretaries
- Global Vice President in charge of the respective Region.

C. The Provincial Cabinet shall consist of

- Provincial President, Vice Presidents, Secretary, Joint Secretary and Treasurer
- President and Secretary of Provincial Units.

Clause (ii) Duties and Responsibilities

- A.** The Cabinet shall be responsible for the day to day operation of the Council
- B.** The Cabinet shall perform as may from time to time be assigned by the Executive Council by duly appointed resolutions.
- C.** The cabinet shall make recommendations to the **Executive Council on policies, projects and programs for approval and implementation.**
- D.** Each member of the cabinet shall have one vote in person and there shall be no proxy vote.
- E.** The President shall preside over the cabinet meetings.

Clause (iii) Meetings

- A. Biennial Meetings** – The Biennial meeting of the cabinet shall be held during the biennial conference. The biennial meeting shall review the activities of the Council for the previous two years, approve the biennial report and accounts, and make recommendations to the Executive Council on projects, programs and activities to be taken up by the Council.

B. Regular Meetings – Use of the Internet – Regular meetings of the cabinet shall be held at least once in three months to discuss and take decisions on issues. Cabinet shall make decisions through **teleconference/ video conference**/the Internet provided all members are informed through their personal email addresses and sufficient time is given for members to make their points and counter points. The President and the General Secretary jointly, shall inform the members the final decision on the subject matter.

Section III. Filling-Up vacancies to the EC and the Cabinet

If any vacancy occur in the Executive Council or in the Cabinet by death, resignation, termination or otherwise, of any of its members, it shall be filled by affirmative vote of the majority of members of the Executive Council. The new officer shall serve the un-expired term of the member, whose place has become vacant or until a successor is elected.

Section IV. Chairperson of special projects/programs

The Executive Council during the biennial meeting or special meeting shall by resolution passed by the majority of members present, designate a member to be the Chair- person of a special project or program. The special project/ program Chairperson shall submit status report as and when requested and a biennial report to the global cabinet. During the biennial conference the Executive Council may renew the term of the special project/program chairperson for one or more, two year term or appoint a replacement.

Section V. Salaries, Expenses and Other Requirements

No salary shall be paid to the members of the Executive Council and/or the Cabinet. Their time and effort are free and voluntary. All out of pocket expenses approved by the cabinet shall be paid if proper voucher/receipts are presented.

Section VI.

Recordkeeping

Records of all meetings, reports, accounts etc. shall be kept under the control of the Secretary General/General Secretary/Secretary.

ARTICLE VIII. Officers

Section I .Officers:

The Officers of the WMC shall be : **Chairman, vice Chairman, President, Vice Presidents, Secretary General/General Secretary, Secretary, Treasurer** and such other officers as shall from time to time be provided for by the EC at the recommendation of Cabinet, including, one or more **Vice Chairmen, Eight Vice Presidents, Associate Secretaries and Associate Treasurers.** (The same person may not fill the office of more than (1) offices unless such act is approved by **any State laws where WMC functions.** The Officers of WMC shall be elected at the **biennial conference by the Electoral College.** They shall hold office until the next biennial meeting or until their term expires or until their respective successors shall have been duly elected and qualified. **Chairman President, Secretary General /General Secretary (Region), Secretary (Province) and Treasurer shall not continue on the same position for more than 2 consecutive term (4 years)**

Executive Officers

The officers of WMC with Executive functions shall be the President, Vice President Administration, Secretary General/ General Secretary and Treasurer.

Section II. Powers and Duties of the Chairman

The Chairman shall be the presiding Officer of all Executive Council Meetings. He shall ask the Secretary General/General Secretary and Treasurer to present reports/Financial statements of the WMC as the Executive Council may require, and shall assign such other duties to officers including vice-chairpersons, as may from time to time, be decided by the Executive Council.

Section III. Powers and Duties of the Vice Chairman

The Vice Chairman shall possess the powers and may perform the duties of the Chairman in his absence or disability. He/ She shall do and perform such other duties as may from time to time be assigned to him by the Executive Council. There shall be a maximum of three [3] Vice Chairpersons and their seniority shall be based on their age.

Clause 1: When WMC has more than one Vice Chairman, one Vice Chairman shall be in-charge of International Forums and one shall be in-charge of Regional Executive Councils

Clause 2. One Vice Chairman shall be a woman.

Section IV. Powers and Duties of the President

The President shall be the **Chief Executive Officer (CEO)** and shall preside over the Cabinet and the General Council. The President shall be responsible for the execution of the decisions, resolutions, plans and projects. The President shall be responsible to implement the directives of the Executive Council. The President shall preside over the Biennial General Council Meeting and report on the status of the World Malayalee Council. A member to be elected as President should have served in the same cabinet for at least one term.

Section V. Vice Presidents

A. There shall be **Eight Vice Presidents in the Global Councils with specific functions. One of them shall be Vice President Administration who shall be in charge of administrative matters of the organization and also will be in charge of liaison/collaborative activities with other Pravasi organizations. The other six Vice Presidents shall be from each of the six Regions of WMC, in charge of their respective Regions, working in close liaison with Regional Councils. Vice Presidents in charge of regions should have served as the President/General Secretary/Chairman of the respective regions at least for one biennial term and Vice President in charge of Administration should have served in the respective cabinet for at least one term. **Second vice president will be incharge of organization development particularly new provinces beginning and revive non-functioning provinces.****

B. In case of Regions and Provinces there shall be two or more vice presidents with specific functions decided by Executive Council (maximum three) as may be required, of which one shall be Vice President Administration and the other shall be Vice President organization development.

Section VI. Secretary General (Global) or General Secretary (Regional & Provincial)

The Secretary General / General Secretary shall keep all the records and books. The Secretary General / General Secretary shall record and maintain the Minutes of the General Council, Executive Council and the cabinet, shall be the competent authority to send notices of meetings and the agenda for all meetings. The Secretary General / General Secretary under direction shall be the competent authority for transmitting all the official correspondences to the members as well as outside organizations, government agencies, corporations etc. A member to be elected as General Secretary/Secretary General should have served in the same Executive Council for at least one term.

Section VII. Treasurer

The Treasurer shall have custody of all funds and securities of WMC which may come into his hands: when necessary or proper, he shall endorse on behalf of the WMC for collection cheques/checks, notes and other obligations and shall deposit the same to the credit of the corporation in such bank or banks or depository institutions or financial intermediaries as the Executive Council may designate; he shall sign all receipts and vouchers for payments made to the WMC; whenever required by the Executive Council, he shall render a statement of his cash account; he shall enter regularly in the books of WMC, to be kept by him for that purpose, full and accurate accounts of all monies received and paid by him on account of WMC; he shall at all times exhibit his books and accounts at the office of the WMC during business hours; and he shall perform all acts incident to the position of Treasurer, subject to the control of the Executive Council. He shall be responsible for implementation of Article XV, Section II and Article XXI, Section II.

Section VII A. Global Joint Treasurer

There shall be maximum 2 Joint Treasurers with specific functions

delegated to them by Global Treasurer.

Section VIII. Secretary / Associate Secretary/ Joint Secretary

There shall be a maximum of two Secretaries with specific functions delegated to them by the Secretary General at Global level, also there shall be maximum 2 Joint Secretaries delegated to them by Global Secretaries or Global Secretary General.

At Regional/Province levels there shall be a Joint Secretary who shall have the powers and duties of the General Secretary/ Secretary in his/her absence or disability and such other functions as assigned by the Cabinet/Executive Council.

Section IX. Other Officers

Other Officers, if so elected by the Executive Council, shall have the powers and duties assigned to them by a resolution of the Executive Council

Section X. Term of office

- A. The term of office shall be two years from the day of the election or until the next biennial General Council Meeting.**
- B. The term shall be extended if there is a delay in the biennial election until such time the election is conducted.**
- C. No officer shall be elected to the same office/position for more than two terms (four years)**

Section XI. Appointed Officers

Clause i) Chief Administrative Officer (CAO)

The Chief Administrative Officer (CAO) is an appointed position. WMC Executive Council shall appoint the CAO for a term of two years and extendible to a maximum of four years. Further extension shall not be permitted. The Executive Council will determine the duties and responsibilities of this position. The CAO shall report to the Vice President Administration.

Clause ii) Remuneration

The CAO shall be paid as the Executive Council determines.

Guidelines shall include a direct relationship to the amount of funds the CAO generates/raises for WMC.

Clause (iii) All other Appointed Officers

The Executive Council shall determine from time to time the need for appointed positions, their remuneration, and their responsibilities will be laid down by the Executive Council. All appointed officers shall report to the CAO.

Section XII Advisory Board

Clause (i) Definition

A. Advisory Board shall function as a body of senior members of WMC, who have held positions like Chairperson, Vice Chairperson, President, Secretary General at Global level and outstanding Malayalee personality of good reputation to be identified and appointed to the Board by the Global/Regional /Provincial Executive Councils.

B. Members of the Advisory Board shall be nominated by the Executive Council and ratified by the General Council.

C. There shall be Provincial, Regional and Global Advisory Boards.

D. The Advisory Board so constituted shall have one Chairperson appointed by the respective executive council.

Clause (ii) Functions

A. The Advisory Board shall be asked to provide assistance and advice on various activities and programs of WMC

B. The Advisory Board members shall be requested to assist in conducting biennial elections, by the Nomination and Election Commission

C. The Advisory Board shall be asked to mediate when conflict occurs between the officers and or members.

D. The Advisory Board shall function as an Appellate Tribunal to resolve issues referred by the Executive Council or the Cabinet, if there are any.

Clause (iii) Number of members and Term of office

A. There shall be maximum **NINE (9)** members in the Advisory Board.

- B.** The term of office is **four (4) years**.
- C.** One-third members of the Advisory Board shall retire every two years and the new members shall be elected during the Biennial Conference.

ARTICLE IX. Nominations and Elections

Section I. Nomination and Election Commission (NEC)

Clause (i) Selection of NEC Members

- A.** Nomination and Election Commission shall consist of seven members, one representative from each of the six regions and a Chief NEC.
- B.** Each Regional Executive Council shall nominate a member at its Biennial conference. The Global General Council shall ratify the election of six regional nominees for the NEC in its meeting during the biennial conference.
- C.** The Global Executive Council shall nominate the Chief NEC, which shall be ratified by the Global General Council during the biennial conference.
- D.** The Global Executive Council shall nominate a member from respective region as the Regional NEC in case a Regional Executive Council fails to nominate a Regional NEC as stipulated.
- E.** The members of the NEC shall be dues paying active members of WMC.
- F.** The members of the N E C are elected for a two-year term until the next Biennial Conference.

Clause (ii) Duties and Responsibilities

- A.** The NEC shall be responsible to conduct the Global, Regional and Provincial elections. The Chief NEC shall preside over the global elections. The NEC member representing each region shall preside over the Regional Election. The Regional NEC if unable to attend in person, shall in consultation with the Regional Cabinet appoint agents to conduct Provincial elections.
- B.** The NEC members and the agents appointed shall not be candidates for any position. In case a NEC member or agent is nominated for a position, the member/ agent shall be

disqualified from acting as NEC.

- C.** Results of all elections become official only after their declaration by the Chief NEC. Chief NEC shall authorize the Regional member of the NEC to declare the Regional and Provincial elections.

Section II. Nomination Process.

Clause (i) Nomination and Eligibility.

- A.** The candidate shall be an active member listed in the roster of a WMC Province.
- B.** Candidate shall submit his nomination in the prescribed form
- C.** The candidate shall be nominated by a member of WMC and seconded by a member of the Executive Council, where the candidate has membership.
- D.** Provincial President or the Secretary, where the candidate is listed as a member, shall certify that the candidate is a qualified member of WMC.
- E.** Candidate for the position of Chairperson, Vice Chair Person, President, Vice President, and Secretary General/ General Secretary shall have served in the same Executive Council, for at least two years, for which the nomination is made.
- F.** There shall be adequate/reasonable representation for women in the Executive Council. If number of women elected is not adequate/reasonable in the opinion of the respective executive council, they may be nominated by the Executive Council.

Clause (ii) Nomination form

- A.** The Secretary General / General Secretary shall provide the NEC blank nomination forms and make it available to the candidates.
- B.** The Nomination form shall include,
 1. Personal data: provisions for the candidate's name, address, email address, telephone number, name of the membership Province and the signature.
 2. Space for certification as a dues paying member by the President or the Secretary of the province.
 3. Candidate's previous and current positions in WMC with years

- C.** The nomination form shall provide space for the candidate to briefly describe his/her vision for WMC.
- D.** The nomination form shall include a pledge to be signed by the candidate to respect and abide by the bylaws of WMC.
- E.** The nomination form shall provide space for certification by NEC as accepted or rejected and for the final action after the election.

Clause (iii) Nomination Process

- A.** The NEC with the help of the Secretary General or General Secretary shall send notice of election with place, date and time together with the blank nomination forms, address where nomination to be sent, and other directives.
- B.** The NEC shall send the notices at least sixty (60) days prior to the date of the election.
- C.** The NEC shall specify a date, thirty (30) days prior to the election to receive the nominations.
- D.** The NEC shall reject nominations received after the specified date.
- E.** The NEC shall reject nominations, which are incomplete.

Clause(iv)Review by Nomination and Election Commission

- A.** The NEC shall review the nominations to ensure that the candidate meets the requirements set forth in Article IX, Section II, Clause(i).
- B.** The NEC shall reject the nominations of those who have not met the requirements. The NEC shall inform the candidate the reason(s) for the rejection of the candidacy.
- C.** The NEC shall inform the candidate the status of the nomination at least twenty (20) days prior to the date of the election.
- D.** The NEC shall submit the list of candidates to the Secretary General/General Secretary or the Secretary at least twenty (20) days prior to the date of election. The Secretary General / General Secretary/Secretary shall submit the list to the Executive Council/Electoral College at least fifteen (15) days prior to the date of the election. The list shall provide the following information.
 1. Name of the candidate
 2. Position for which nomination is submitted
 3. Offices held or currently being held in WMC
 4. Membership Province.

Section III. Election of officers

- A.** The election of officers shall be conducted during biennial meeting.
- B.** The Chairperson shall hand over the meeting to NEC to conduct the election.
- C.** The NEC shall read the names of the candidates for various positions. The NEC shall give opportunity for candidates to withdraw their nominations.
- D.** The candidate for the position of Chairperson, President, Secretary General/ General Secretary/ Secretary and Treasurer shall be present at the meeting or else their names will be removed from the candidacy.
- E.** The NEC shall read the list of final nominees and give each candidate two (2) minutes to speak. Candidates for Chairperson, President and Secretary General/ General Secretary/Secretary shall have five (5) minutes to speak.
- F.** The NEC shall present the names of members of the Executive Council, who are eligible to vote.
- G.** The NEC shall declare unopposed the election of officers for positions for which only one candidate has given the nomination.
- H.** If there is no candidate for a particular position the NEC shall ask for nominations from the floor. Nominations shall be made by an Executive Council member and seconded by another member.
- I.** The NEC shall conduct elections through secret ballot for the positions for which there are more than one candidate.
- J.** During counting of the votes, the Executive Council meeting shall be in recess. Candidates shall nominate a representative each as an observer during counting of votes.
- K.** After the counting of the votes, the Executive Council shall be called back in session.
- L.** The NEC shall read the number of votes received by each candidate.
- M.** The NEC shall declare the names of candidate selected for each position.

Section IV. Ratification by the General Council and Oath of office.

- A.** The NEC shall present the name so the newly elected officers in the biennial General Council meeting.
- B.** The General Council by voice vote shall ratify the election.
- C.** The Oath of office shall be administered to all the officers by the outgoing Chairperson or a Vice Chairperson. Once the oath is taken, they become the officers for the next two - year term.

Section V. Solicitation by the Candidates.

- A.** The Candidate shall solicit votes only after the NEC has officially accepted the candidacy or from fifteen days prior to the election.
- B.** The candidate shall solicit votes by personal email or other personal means of communication. Solicitation by way of mass media is strictly prohibited.
- C.** The candidate shall not engage in negative campaign or participate in group activities/ meetings within WMC. The Cabinet shall monitor such activities over public/social media/internet and give its report and recommendation to the Nomination & Election Commission on such activities, if any.

Section VI. Disqualification of Candidacy

- A.** Candidate, who have violated or acted against the provisions of WMC bylaws shall be disqualified from con- testing the election by the NEC.
- B.** Candidate, who has violated the provisions of Section V above shall be disqualified from contesting the election by the NEC.
- C.** Candidate, who is suspended or removed from a WMC position shall be disqualified from contesting the election by the NEC for one term.

Section VII. Election Disputes

In case of any dispute, conflict or any issue pertaining to the nomination, election process or results of election, thereof, the decision of the NEC shall be final and binding on all parties concerned.

ARTICLE X. Regions, Provinces and Provincial Units

Section I. Regions

Clause (i) Definition

World Malayalee Council shall establish Regional Councils under the Global Council for administrative coordination. Each Regional Council shall cover specified continent, countries or geographical areas.

Clause (ii) Names and Territories Covered.

There shall be six regions with territories covered as given

below.

- 1. America**—Continent of North and South America and Caribbean Islands
- 2. Europe** –The continent of Europe
- 3. Africa** – The continent of Africa
- 4. Middle East** – All gulf countries, Israel, Lebanon, Syria, Iraq, and Iran.
- 5. India** – India, Silence, Mali, Bangladesh, Myanmar, Nepal, Pakistan, Afghanistan, Uzbekistan.
- 6. Far East & Australia** – Malaysia, Singapore, Indonesia, Australia, Philippines, New Zealand, Papua New Guinea, Thailand, Vietnam, Laos, Cambodia, China, Japan, Fiji Islands.

Clause (iii) Additional Regions, Coordination Councils.

- A. The Global Executive Council shall establish additional regions as the need arises. Additional regions shall be established by the EC in its biennial meeting by a resolution duly approved by a majority vote of all members present.
- B. The Global Executive Council shall establish Coordination councils in any geographically homogenous area within a Region of WMC as the need arises and shall be named after the respective geographical area name along with the suffix "Council". Coordination Councils shall be established by the EC at its meeting by a resolution duly approved by a majority of votes of all the members present.
- C. A Coordination council shall have at least four contiguous provinces within its defined geographical area, and shall form additional provinces as the need arises.
- D. Article X Section 11 herein, with respect to the formation of Provinces shall be applicable to formation of new Province within the area of a Coordination Council.
- E. All the provisions in the byelaws that are applicable to the Provinces shall be applicable to a province within the geographical area of coordination Council.

- F. Coordination Council committee shall consist of Chairperson, President, Secretary and Treasurer of its constituent provinces
- G. Coordination Council Committee shall elect a chairperson and a secretary for two year term before the Global Biennial conference, which will coordinate the activities of the coordination Council. Chairperson and secretary should be active members of one of the four provinces in the specified geographical area and should have served in the provincial executive council at least for a period of two years.
- H. Coordination Council Chairperson /President and Secretary shall be members of the Regional Executive Council.
- I. Coordination Council President and Secretary shall be member of Regional Cabinet.
- J. Actual term of assuming respective positions in provinces and regions, who all elected for the subsequent biennial period starts only after biennial conference. However voting rights of electoral college for Global elections for the subsequent term of Global office bearers will have with the newly elected office bearer, and till then the new team will be designated and positions elect. Viz. viz. president elect., chairman elect.
- K. The four provinces in erstwhile Kerala Council [*The 'Kerala Council' was subject to 'Sunset' clause of repealing at the Amendment of August 27, 2018. Consequently, at the conclusion of the term 2018-2020 there shall be no more 'Kerala Council'*] shall have as many members, who are resettled in Kerala after being outside the state for a period of at least two years, as possible. These provinces will be working under India Region in line with other provinces under India Regions.**

Section II. Provinces

Clause (i) Definition

- A.** World Malayalee Council shall establish Provincial Councils under the jurisdiction of the Regional Council.
- B.** Provincial Councils shall be the Primary Organizational Unit of the World Malayalee Council.
- C.** Provinces shall be established as per criteria given in Clause (ii) and Procedure given in Clause (iii) below.

Clause (ii) Criteria for forming Province

- There shall be any number of Provinces under a Region, which shall be constituted on the basis of need and demand.
 - Provinces shall be formed in an area, a city or a country.
 - The Regional Cabinet shall approve the area to be covered by the Province and the location before the formation. There shall only be one Province in a defined geographical area.
 - There shall be minimum fifteen (15) members to form and continue in the status of a Province.
- **All** members shall agree with and follow the bylaws of the World Malayalee Council

Clause (iii) Procedure to form a Province

- A.** A group consisting of minimum fifteen (15) persons qualified to become members shall submit a request to form a Province to the Regional President or Secretary.
- B.** The Regional Cabinet shall inquire the viability of the proposal and approve the name, location and area to be covered by the new Province.
- C.** Once the members of the new Province are identified, the regional cabinet shall appoint an adhoc committee consisting of a President, a Secretary and a Treasurer.
- D.** The ad-hoc committee shall collect the membership fee and call up a meeting of the members to elect a permanent Executive Council.
- E.** The Secretary of the new Province shall submit the names of the new Provincial Executive Council and the members together with the membership dues to the Region.
- F.** The Regional Executive Council shall approve the formation of the new Province and send the recommendation to the Global Cabinet.
- G.** The Global Cabinet shall approve the formation of the new

Province pending payment of the Global dues within three months.

- H The Global Secretary General shall inform the Global Executive Council and the members the formation of the new Province and the names of the officers.

Section III. Provincial Units.

Clause (i) Definition

- A.** Province covering a large area shall form Provincial Units for the purpose of administrative oversight and control.
- B.** Provincial Units shall function as part of the Province.
- C.** Members of the Province in a particular area, city or district shall establish a Provincial Unit with the approval of the Provincial Executive Council.

Clause (ii) Criteria and procedure to form a Provincial Unit

- A.** The Provincial Executive Council shall discuss and approve the need and demand for Provincial Units.
- B.** The Provincial Council shall send the recommendation to form Provincial Units to the Regional cabinet for approval.
- C.** The Provincial Chairperson or the President shall call up a meeting of the members in the particular area, city or district and form a five member Provincial Unit committee consisting of a President, a Vice President, a Secretary, a Joint Secretary and a Treasurer.

Clause (iii) Functions and Administration

- A.** The Provincial Unit shall function as the local administrative unit of the Province.
- B.** The decisions taken by the Provincial Cabinet and Executive Council shall be binding to the Provincial Unit.
- C.** The five-member committee shall be responsible for the day to day administration of the Provincial Unit.
- D.** The Provincial Unit meetings shall be presided over by the President or the Vice President in the absence of the President.
- E.** The Provincial Unit Secretary shall submit the Minutes of the Meetings to the Secretary of the Province under which it functions. In the absence of the Secretary, the Joint Secretary shall

record the Minutes.

F. The Provincial cabinet before execution shall approve all the decisions of the Provincial Unit.

G. The Provincial Unit shall not operate separate bank accounts. All fund transactions shall be through the province.

H. The Provincial Unit Treasurer shall keep the records of all fund collections and disperses to the Province Treasurer.

Clause (iv) Representation

A. Provincial Unit President, Vice President, Secretary, Joint Secretary and Treasurer shall be members of the Provincial Executive Council.

B. Provincial Unit President and Secretary shall be members of the Provincial Cabinet.

Clause (v) Election and Term of office.

A. The Provincial Chairperson or the President shall conduct the election of the Provincial Unit Committee.

B. The term of office shall be two years. There shall be no term limit for Provincial Unit committee members.

ARTICLE XI. Affiliate Member Organizations Youth & Women's Forums, and Other International Forums,

Section I. Affiliate Member Organizations

Clause (i) Definition and Criteria

| **WMC may enter into Partner/affiliate agreements with** Independent and active Malayalee / Kerala organizations, respecting the mission, goals and the bylaws of each other.

| Affiliate/Partner Organizations shall continue to function as independent organizations.

| The relationship between WMC and Affiliate/Partner Organizations shall find expression in mutual cooperation.

| Affiliate/Partner Organizations shall be affiliated to the Respective Global/Regional/Provincial Councils.

Clause (ii) Membership process

A. The organization that enter into affiliate/Partner agreement

with WMC shall provide the following information to the respective Global/Regional/Provincial President or Secretary:

1. Name and official address of the organization
2. Names of the office bearers.
3. Copy of the Constitution/Bylaws of the organization
4. List of activities during the past two years
5. Number of members.

B. The Global/Regional/Provincial Cabinet shall review the details of the proposed partner organization and if accepted, shall submit to the respective Executive Council for approval. Once the respective executive council approves the admission of the affiliate/partner organization, the Global Secretary General shall be informed. The Global Secretary General shall send the proposal to approve the admission of the affiliate member to the Global Cabinet for approval. Once the Global Cabinet approves the admission, the Secretary General shall communicate the same to the WMC members and the affiliate/partner organization

C. Once admitted, the Affiliate/partner Organization shall send the names of its representatives to the Global/ Regional/Provincial Secretary.

Clause (iii) Representation

A. The President / Secretary of the Affiliate/partner Organization shall be member of the respective llobal/ Regional/Provincial Executive Councils.

B. Representatives of the affiliate member organizations shall not be eligible to contest for any official positions in WMC. However they shall serve in the Forums and Projects of WMC.

Section II. Youth and Women's Forums

Clause (i) Definition

A. Youth and Women members of WMC shall form Youth and Women's forums respectively

B. There shall be Global, Regional and Provincial Youth and Women's Forums affiliated to the respective councils.

Clause (ii) Organizational By Laws, Officers and Representation

- A.** The Youth and Women's Forums shall develop separate Bylaws, based on the WMC Bylaws, which shall be approved by the Global Executive Council
- B.** The Youth and Women's Forums shall have a President, one or more Vice Presidents, a Secretary, a Joint Secretary, a Treasurer and Committee Members not to exceed fifteen(15).
- C.** The Youth and Women's Forums shall conduct separate meetings and sponsor separate projects.
- D.** The Accounts and Financial statements of the Youth and Women's Forums shall be submitted to other respective executive councils during the Biennial Meetings.
- E.** The President of the Youth and Women's forums shall be members of the respective executive councils.

Section III. International Forums/Projects of WMC

Clause (i) Definition

- A.** The Global Executive Council may form International Forums such as:
 - 1. Business &Commerce**
 - 2. Corporate Networking& Social Responsibility [CN &CSR]**
 - 3. Health &Nutrition**
 - 4. Dental Health &Hygiene**
 - 5. Youth Excellence &Empowerment**
 - 6. Science, Eng. &IT**
 - 7. NRK Services**
 - 8. Immigration &Labor**
 - 9. Environment**
 - 10. Pravasi Issues & Property Protection**
 - 11. Education**
 - 12. Human Resource, Entrepreneurship & Skill Development**
 - 13. Art, Culture & Literature**
- B. International Forums** shall exist at the Global level as caucuses to discuss issues of interest and give recommendations/advice to Global/Regional/Provincial Executive Councils.

C. Chairman of the International Forum shall be appointed by the Global Executive Council and shall be member of Global Executive Council with voting rights.

Clause II. Organizational By laws, Officers and Representation.

A. The International Forums shall develop separate organizational bylaws, based on the WMC bylaws, which shall be approved by the Global Executive Council

B. The International Forums shall have a President, one or more Vice Presidents, a Secretary, a Joint Secretary, a Treasurer and committee members not to exceed twenty-five(25).

C. The International Forums shall conduct separate meetings and sponsor separate projects.

D. The Accounts and Financial statements of the International Forums shall be submitted to the Global Executive Council during the biennial meetings.

D. The Chairperson of International Forums shall have representation in the Global Executive Council.

E. The International Forum/Project proposals and the committee members list should be approved by the Global Cabinet.

Section IV. India Worldwide Chamber of Commerce (IWCC):

Clause (i) Definition

A. The India Worldwide Chamber of Commerce (IWCC) shall function as an affiliate of the World Malayalee Council.

B. IWCC shall function as an independent, nonprofit, nonpolitical organization

C. IWCC shall be registered in India under the Company's Act.

Clause (ii) Organizational Bylaws, Officers and Representation

A. IWCC shall operate under separate by laws approved by the Government of India. IWCC shall have separate membership.

B. IWCC shall elect a Board of Directors from the members.

They also elect a Chairperson, Vice Chairperson, President, one or more Vice Presidents, a Secretary and a Treasurer.

The WMC Global Chairperson, President and General

- Secretary shall be ex-officio members of IWCC Board.
- C. The IWCC Chairperson, President and Secretary shall be members of the WMC Global Executive Council without voting rights.

Section V : WMC Ambassadors

Clause (i) Global Executive Council may designate senior members and/or outstanding community leaders prepared to promote the vision and mission of WMC, as Ambassadors to work in different states/countries. Clause (ii) The term/ period of appointment of Ambassador shall be for two (2) years.

Clause (iii) WMC Ambassador's activities

- A. WMC Ambassador shall work under the direction of the Global cabinet.
- B. WMC Ambassador shall represent WMC in the area where they are appointed to act as such.
- C. There shall be maximum 2 WMC Ambassadors with equal status.

Clause (iv) Representation and voting rights

- A. WMC Ambassador shall attend the Global Executive Council meeting as observers without voting right
- B. WMC Ambassador shall submit his report to Global Executive Council

ARTICLE XII. Code of Conducts, Disciplinary Action,

Section I Code of Conduct

Clause (i) The Members of World Malayalee Council should acknowledge their responsibility to Establish and maintain the public trust reposed in them and should work diligently to discharge their responsibility for the common good of the Malayalee community at large. They must hold in high

esteem the byelaws of WMC, the Law of the land where they live and above all the general public at large. They should constantly strive to translate the ideals laid down in the objectives of WMC into a reality. The following are the principles which they should abide by in their dealings:

- a. WMC members shall respect the byelaws and abide by it in conducting the affairs of the organization
- b. WMC members shall not make any public statements against the Organization, its Officers and Members.
- c. WMC members must not do anything that brings disrepute to the organization and affects its credibility
- d. WMC officers must utilise their position to advance the ideals of the organization.
- e. WMC officers should be ready and willing to discharge the responsibility bestowed on them in accordance with the byelaws of WMC and with utmost faith and responsibility.
- f. A WMC official should have the ethical courage to relinquish his official position if he finds himself not in a position to discharge the responsibility bestowed on him.
- g. In their dealings if Members find that there is a conflict between their personal interests and the public trust which they hold, they should resolve such a conflict in a manner that their private interests are subordinated to the duty of their public office.
- h. Members should always see that their private financial interests and those of the members of their immediate family do not come in conflict with the public interest and if any such conflict ever arises,

- they should try to resolve such a conflict in a manner that the public interest is not jeo pardised.
- i. Members should never expect or accept any fee, remuneration or benefit for a voluntary work they are discharging on behalf of or in collaboration with World Malayalee Council.
 - j. Members holding organizational offices should use the resources of the organization in such a manner as may lead to overall organizational good.
 - k.If Members are in possession of confidential information owing to their position of holding an official position in WMC, they should not disclose such information for advancing their personal interests.
 - l. Members should not lend ready support to any cause of which they have no or little knowledge.
 - m.Members should not misuse the facilities and amenities, if any, made available to them.
 - n.Members should not be disrespectful to any religion and work for the promotion of secular values.
 - o.Members should keep uppermost in their mind the duties of members listed in Article X11 of the byelaws of WMC.
 - p.Members are expected to maintain high standards of morality, dignity, decency and values in public life.

Section II Duties of Members of WMC–

It shall be the duty of every member of WMC:

- a. To be helpful to the fellow human beings and thepoor and the needy in particular.

- b. To be trust worthy, straight forward, fair and impartial in his actions.
- c. To abide by the byelaws of WMC and respect its ideals and institutions.
- d. To cherish and strive to promote the ideals enshrined in the objectives of WMC.
- e. To discharge the official responsibility if any, taken over by any member with due diligence and application of mind.
- f. Not to transgress, interrupt or interfere with the functioning of duly elected officials of WMC in discharging his official functions.
- g. To work within the organizational structures specified by WMC through its bye laws.
- h. To uphold and protect the unity and integrity of WMC and desist from involving WMC forums, with organizations and individuals who acts against WMC and its official establishments.
- i. To promote harmony and the spirit of common brotherhood amongst all its members transcending religious, regional or sectional diversities.
- j. To be socially committed and to act as a mediator to preserve the rich heritage of our composite culture;
- k. To strive to be globally competent in all spheres of individual and collective activity so that the mother land constantly rises to higher levels of endeavor and achievement.
- l. To have compassion concern and strive to protect and improve the natural environment and habitats.

m. To strive to imbibe the qualities of scientific temper, humanism and the spirit of inquiry and reform

Section III Ethics Committee

A. Ethics Committee shall consist of six members, one representative from each of the six regions.

B. The Chairman of the Ethics Committee shall be **selected** by the biennial Global executive Council and shall be ratified by the biennial Global General Council.

C. The remaining five members representing the regions other than that of the chairman elect shall be nominated by each of the Regional Executive Council at its first meeting and shall be approved by the Global cabinet.

D. The members of the Ethics Committee shall be membership fee/dues paying active members of WMC who have shown high standards of organizational ethics, integrity impartiality and proven ability to discharge the past responsibilities bestowed on them.

E. Two members of the committee retire biennially by rotation to give continuity to the system.

F. The retiring members of first five terms shall be decided by the Global Cabinet and thereafter the senior most two members shall be retiring biennially.

Section IV Ethics Committee proceedings

Clause (i) Procedure for initiating a complaint

a. Any member of WMC shall be entitled to make a genuine complaint against a member/officer of WMC on alleged ethical misconduct with substantiating proof.

- b. A person making such complaint should declare his identity and should submit supporting evidence, documentary or otherwise to substantiate his allegations.
- c. The Committee would not disclose the name of the complainant, if so requested, provided such a request is accepted by the Committee.
- d. A complaint based merely on hearsay information shall not be treated by it as a substantiated allegation.
- e. The Committee may, however, take up matters suomotu ; and members may also refer issues of ethical violations to the Committee.
- f. A complaint may be addressed through email to the corresponding regional member of the committee which he should in turn refer to the chairman of the committee.

Clause(ii) Procedure for Inquiry

- a. Upon receipt of a complaint, the chairman in consultation with the constituent members should arrive at a decision whether a complaint is in proper form and is within its jurisdiction and whether it involves a Global, regional or provincial dimension.
- b. If the committee decides that the matter may be enquired, it would either take up the matter for preliminary inquiry, if it has a global dimension or constitute a regional enquiry committee with the Regional Ethics committee chairman as its head if it has a Regional/Provincial dimension and notify the member who made the alleged violation.
- c. After conducting the preliminary inquiry, if the appropriate Committee finds that there is no prima facie case or the complaint is false and vexatious, the matter may be dropped.

- d. If a complaint is found to be false or vexatious and has been made mala fide, the matter would be taken up by the Committee as an issue of breach of privilege.
- e. If it is found that there is a prima facie case, the matter may be taken up for examination and report.
- f. The Committee would frame rules for regulating the procedure for conducting inquiries, which need to be approved by the global executive council before it is implemented.

Section V. Penalties

If the respective Committee finds that a member had indulged in an unethical or other misconduct and has contravened the code/rules, it may recommend to the Global Executive Committee for the imposition of one or more of the following penalties:

- (a) Censure;
- (b) Reprimand;
- (c) Suspension of membership for a specific period and Dismissal of Member.
- (d) Any other penalty considered appropriate by it.

Section VI Execution of Recommendation of Ethics committee /Advisory Board

- A.** The respective Executive Council shall implement the recommendation of the Ethic Committee.
- C.** In the event of removal of a member, no amount paid to WMC by way of subscription or other shall be returned.
- D.** The Executive Council [Global/Regional/Provincial as the case may be] shall furnish a report on disciplinary action taken on any member of WMC to the Nomination & Election Commission as soon as the action implemented.

ARTICLE XIII.

WORLD MALAYALEE COUNCIL BIENNIAL GLOBAL CONFERENCE

Section I. Biennial Conference year and month

The biennial global conference shall be held during the even years, e.g. 2006, 2008, 2010 preferably during the month of July or August

Section II. Official Meetings and Election of Officers

During the biennial conference the final meetings of the Global Cabinet and the Executive Council and the Global General Council Meeting shall be held. Executive Council shall elect the officers for a new two-year term. Agenda for the General Council Meeting shall be sent at least 30 days prior to the date of the meeting. Only members of the said bodies shall be allowed to attend these meetings.

Section III. Biennial meetings of Forums

During the biennial global conference, the biennial meetings of Global Womens' Forum, Youth Forum, Other International Forums shall be held.

Section IV. Public Meetings.

During the Biennial Conference there shall be public meetings, discussions and seminars in which delegates, who have paid the registration fee shall be allowed to attend.

Section V. Conference Host

A Province or Region shall host the Biennial Global Conference, under the guidance and over site of Global Cabinet.

Section VI. Committees

The host Province or the Region shall form a Host Committee, which is responsible for organizing the Conference. The Global Executive Council shall act as the overseeing body of the conference.

Section VII. Program

The Global Executive Council shall approve the Budget and other details of the Biennial Global Conference. The program of the public functions of the Global Conference should be approved by the Global General Secretary and presented to the Global Cabinet.

Section VIII. Accounts

The host committee shall submit an audited report of the Accounts of the Biennial Global Conference to the Global Cabinet within 90 days of the Conference.

ARTICLE XIV: World Malayalee Centre

- A. World Malayalee Centers shall be established by a resolution by the Executive Council and upon ratification by the General Council.
- B. Regional/Provincial World Malayalee Centers shall be established by the Regional/Provincial Councils and upon ratification by WMC Executive Council.
- C. Each World Malayalee Centre shall be managed by Managing Committee appointed by the Executive Council of WMC.
- D. Each Regional/Provincial World Malayalee Centre shall be managed by similar committees appointed by respective Regions/Provinces.
- E. An Executive Secretary shall manage the day to day affairs of the centre and shall be responsible for record keeping. This shall be a paid position.

SECTION I. Managing Committee – World Malayalee Centre

Managing Committee reports to the Vice President Administration. The Managing Committee shall consist of:

- 1. Managing Director
 - 2. Associate Director 3
 - Executive Secretary 4 Four
- members.

SECTION II. Rules of Operation

Rules of Operation for the centre shall be promulgated by the Executive Council of the WMC.

This Article shall not be Amended, Repealed or Changed without a two-thirds majority vote of the Executive Council of World Malayalee Council.

ARTICLE XV. Legal Matters

SECTION I. Signing of Contracts

All contracts for the sale or purchase of real property or other capital assets, and all deeds, leases, mortgages, releases and other instruments of conveyance relative to the sale, lease or mortgage of the property of the Corporation, shall be executed on behalf of the Corporation, by such Officer or Officers as may be provided by the EC of the WMC by a Resolution duly adopted.

SECTION II. Financial Matters

Clause i) All cheques /checks or demands for monies and notes of the WMC shall be signed by such Officer or Officers or such other person or persons as the Executive Council may from time to time designate, by an Executive Council Resolution duly adopted.

Clause ii)Accounts: Accounting of WMC must comply with "Generally Accepted Accounting Principle"(GAAP).

SECTION III : Insurance

Executive Council may cause the WMC to purchase and maintain insurance on behalf of any person who is or was a Councilor or Officer of WMC, or is or was serving at the request of WMC as its representative against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the WMC would have the power to indemnify such person.

SECTION IV: Indemnification

Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether Civil, Criminal, Administrative or Investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a Councilor or Officer of WMC or as its representative shall be indemnified and held harmless to the fullest extent legally permissible **under the Laws of the State/Country where the Global/Regional/Province is registered.**

SECTION V: Handing over of assets, property rights and Bank Documents:

Clause: 1: Documents of Movable and immovable properties

The outgoing Chairperson/President/Secretary General/General Secretary and Treasurers are individually and collectively responsible to hand over all legal documents to the incoming Chairman/President/General Secretary/ Treasurer at the time of taking oath of office at the Biennial Conference of the Province/Region/Global.

Clause 2: Documents pertaining to Trade name registration and Logo registration including that of the website The outgoing Secretary/General/General Secretary is the custodian of all the legal documents and he/she shall handover all such documents to the incoming Secretary General/General Secretary at the time of taking oath of office at the Biennial Conference of the Province/Region/Global.

Clause 3: Bank documents such as Check books/passbook/credit or debit card etc .

The outgoing Treasurer who is the custodian of all documents pertaining to Accounts of WMC including check books/passbooks/credit or debit cards shall hand over all such documents to the incoming Treasurer within one month from the date of handing over/oath of office ceremony.

ARTICLE XVI. Waiver

Any notice required by these By Laws or the **Act of the State/Country of Registration of WMC** may be waived in writing by any person entitled to the same. Waiver or Waivers may be executed either before, at or after the meeting with respect to which notice is waived. Each Councilor or member attending a meeting without protesting the lack of proper notice, prior to the conclusion of the meeting, shall be deemed

conclusively to have waived such notice.

ARTICLE XVII. Approval of By-Laws

These by-laws as approved by the founding Executive Council of the World Malayalee Convention 1995 and all subsequent Global Executive Councils shall be the by-laws of the WMC. All the rights to Alter, Amend or Repeal shall be transferred to WMC membership effective July 3, 1995 and thereafter..

ARTICLE XVIII.

SECTION I. By-Laws Amendment and Notice Requirement

The By-laws of the WMC may be Altered, Amended or Repealed at any

Regular or Special Meeting of the members if notice of such Alteration, Amendment or Repeal be contained in the notice of such Regular or Special Meeting.

SECTION II. Amendments Of By-Laws

The By-laws of the WMC may be Altered, Amended or Repealed at any Regular or Special Meeting of the Executive Council if notice of such Alteration, Amendment or Repeal be contained in the notice of such Regular or Special Meeting. Exception: Article III Section II, Article XIV, Section I and Section II; Article XV, Section II, (Clause ii); Article XXI, Section II; Article IX shall not be Amended, Repealed or Changed without a two- thirds majority vote of the Executive Council ofWMC.

SECTION III. POWER TO MAKE RULES

The Executive Council shall make rules, if there is any ambiguity or vagueness in the bylaws or in its execution, at the recommendation of the majority members of Cabinet., to bring clarity that shall not be in contradiction to any provisions of bylaws.

ARTICLE XIX. Fiscal Year

The Fiscal year of WMC shall be fixed as Calendar Year.

ARTICLE

XX.SECTION I. Definitions

Any office of WMC may be held by either a man or woman, and, whenever such office is held by a woman, the words "he" or "him" contained in these By-Laws or Charter of WMC shall be read as "she" or "her".

Man or woman may hold the elected office of the Chairman. If a woman holds the Chair she shall be addressed as Madam Chairman.

SECTION II. Corporate Seal

Corporate Seal shall have inscribed thereon the name of the Corporation, the year of its original incorporation/establishment and the words "Corporate Seal"

SECTION III. LOGO



WMC Logo is as given above in figure, shape and color

ARTICLE XXI Auditors.

SECTION I. Internal Auditors

Executive Council shall appoint two auditors from among the Councilors for a term of one year or less. Auditors shall perform necessary audits of the accounting books, membership registers, bank

records, bank accounts and any and every document of the WMC. The Officers and Councilors shall provide them with all the documents demanded by the Auditors within seven calendar days.

SECTION II. External Auditors

All Accounts and Financial statements must be audited by external

auditors and must comply with "Generally Accepted Auditing Standards" (GAAS) of the United States of America or that of the country where WMC is registered as a non-profit/not for profit/ charity society organization.

ARTICLE XXII. Conflict Resolution Clause 1:

All Conflicts, Disputes, any and all such matters that remain unresolved by Executive Council and/or Ethics Committee shall be referred to the respective Advisory Board by the Global/Regional /Provincial Cabinet. An Advisory Board shall function as an Appellate Tribunal and resolve the matter of conflict. The final decision of the Board shall be binding on both parties concerned.

Clause 2 :

Legal disputes, if any shall be dealt either within the jurisdictional limits of the Registered office of the respective entity viz: Global, Regional or Provincial.

ARTICLE XXIII. Special Article With Limited Life

This article will cease to exist with the first election as mandated herein.

The Planning Committee of the World Malayalee Convention -1995 shall be the Founding General Council.

The Executive Committee of the World Malayalee Convention -1995, Chairmen of Committees and Co-Chairmen of Committees shall constitute the Founding Executive Council of the World Malayalee Council.

The Executive Committee of the World Malayalee Convention -1995 shall be the Founding Cabinet of the World Malayalee Council, Inc (WMC).

The term of the above Founding General Council, Executive Council and Cabinet shall expire at midnight on July 3, 1995.

Qualifications and requirements for participation in the election.

Following shall be the qualifications and requirements for participation in the first election:

™ A registered paid member of the World Malayalee Convention -1995. (Required for all participants).

™ A member of the Planning Committee of the World Malayalee Convention -1995. (Required to be in the Founding General Council).

™ A Chairman or Co-Chairman of World Malayalee Convention -1995 committee (Required to

be in the Founding Executive Council).

™ Completed application form of the World Malayalee Council, Inc.

™ Payment of membership fee or a resolution of waiver signed by all present and qualified.

The first Election:

The Founding Committees of the World Malayalee Convention -1995 will elect the WMC Officers and EC for a term, which will expire in1997. Regional members will elect their first Office Bearers and Councilors to the Executive Council and present them to the Executive Council of the WMC by November 15, 1995.

APPENDIX A
CERTIFICATE OF INCORPORATION

APR 7 1995

OF
WORLD MALAYALEE COUNCIL, INC.

LONNA R. HOOKS
Secretary of State

THE UNDERSIGNED, of the age of eighteen years or over, for the purpose of forming a nonprofit corporation pursuant to the provisions of Title 15A, Corporation, Nonprofit, of the New Jersey Statutes, does hereby execute the following Certificate of Incorporation:

FIRST: NAME.

The name of the corporation is WORLD MALAYALEE COUNCIL, INC.

SECOND: PURPOSE.

The corporation is organized exclusively for charitable, educational and cultural purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

THIRD: QUALIFICATIONS FOR MEMBERS.

The qualifications for members of the corporation shall be as set forth in the by-laws of the corporation.

FOURTH: REGISTERED OFFICE AND AGENT.

The address of the initial registered office of the corporation is 167 Christie Street, Leonia, New Jersey 07605.

The name of the initial registered agent of the corporation at such address is Thomas Jacob.

FIFTH: TRUSTEES.

The number of trustees constituting the initial board of trustees shall be twelve; and the names and addresses of the trustees are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John Abraham	P.O. Box 24 Teaneck, NJ 07666
P.T. Chacko	22 Reservoir Avenue Jersey City, NJ 07306
Dr. George Jacob	41 Moose Lane Bergenfield, NJ 07621
Thomas Vadakkemanni Jacob	167 Christie Street Leonia, NJ 07605
Sosanna John	175 Biltmore Avenue Elmont, NY 11003
P.J. Mathew	43-Overlook Terrace Nutley, NJ 07110
John Panicker	60 Hillside Road Greenwich, CT 06830
Andrew Pappachen	32 Laura Avenue Nutley, NY 07110

Dr. A.K. Balakrishna Pillai	541 West 239 Street Riverdale, NY 10463
Lekha Sreenivasan	200 East End Avenue New York, NY 10028
Zachariah P. Thomas	176 South Broadway Yonkers, NY 10701
Alex Koshy Vilanilan	18 Baur Court Wallington, NJ 07057

SIXTH: INCORPORATOR.

The name and address of the incorporator is Lawrence B. Diener, 401 Hackensack Avenue, New Jersey 07601.

SEVENTH: ELECTION OF TRUSTEES.

The trustees shall be elected as set forth in the by-laws of the corporation.

EIGHTH: RESTRICTIONS ON DISTRIBUTION OF NET EARNINGS AND ON ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article SECOND of the Certificate of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

NINTH: DISTRIBUTION OF ASSETS UPON DISSOLUTION.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code or shall be distributed to the Federal Government, or to a State or Local Government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

TENTH: PROHIBITION AS TO POLITICAL CAMPAIGNS.

None of the activities of the corporation will consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, or of attempting to influence legislation.

IN WITNESS WHEREOF, the undersigned, the incorporator of the above named corporation, has hereunto signed this Certificate of Incorporation on this 6th day of April, 1995.

L.B. Diener

The above incorporation was dissolved and merged with WMC NJ Province as per the notification given below. Hence the new Charter of the International organization [Appendix C] has come into existence with effect from August 27, 2016 when it was approved by the Global EC and ratified by the Global General Council.

APPENDIX B

NEW JERSEY DEPARTMENT OF THE TREASURY
DIVISION OF REVENUE

CERTIFICATE OF DISSOLUTION
Nonprofit Corporate Title 15A:12-3

WORLD MALAYALEE COUNCIL, INC.
0100622901

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Non-profit Corporation did on the 25th of May, 2012, file and record in this department a Certificate Relative to Dissolution in the home state, hereby terminating existence.

1. **Name:**
WORLD MALAYALEE COUNCIL, INC.
2. **Registered Agent:**
ANDREW PAPPACHEN
3. **Registered Office:**
2 ARTHUR PLACE
MONTVILLE, NJ 07043
4. **Name and Address of Incorporator and Director/Trustees:**
LAWRENCE B. DIENER
401 HACKENSACK AVE.
HACKENSACK, NJ 07601
5. **Plan of Dissolution:**
Merging with the new incorporation World Malayalee Council New Jersey Province Inc.
No liability.
Dissolution authorized with effect from May 25, 2012
Eight out of the twelve Board of Trustees voted in favor of Dissolution
6. **Signatures and Title:**
Dr. George Jacob



Certificate# 120519994

Verify this certificate at
https://www1.state.nj.us/TYTR_StandRegCert/NSP/Verify_Cert.asp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed my
Official Seal of Treasurer, this
23rd day of May, 2012*

A handwritten signature in black ink, appearing to read "Andrew P. Salomon-Frost".

Andrew P. Salomon-Frost
State Treasurer

APPENDIX C

World Malayalee Council CHARTER OF ASSOCIATION

4

WE THE PEOPLE OF KERALA ORIGIN, LIVING ALL OVER THE WORLD, WHO HAVE COME TOGETHER AT BANGALORE, INDIA, REPRESENTING DIFFERENT REGIONS AND PROVINCE having solemnly resolved to constitute WORLD MALAYALEE COUNCIL TO SECURE ALL ITS MEMBERS JUSTICE, SOCIAL AND ECONOMIC LIBERTY, EQUALITY OF STATUS and OPPORTUNITY and to PROMOTE AMONG US FRATERNITY ASSURING UNITY AND INTEGRITY IN OUR GENERAL COUNCIL HELD ON AUGUST 28th 2018, WE HEREBY ADOPT, ENACT AND GIVE TO OURSELVES THIS CONSTITUTION AND ITS BYLAWS.

First Article: NAME

The name of the international, non profit, public supported organization shall be WORLD MALAYALEE COUNCIL.

Second Article: PURPOSE

The international organization is organized exclusively for charitable, educational and cultural purposes, including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under provisions such as Section 501 © 3 of the Internal Revenue Code of USA or corresponding section of any future/existing codes/rules of the country where the Head Quarter or other offices of WMC is functioning.

Third Article: QUALIFICATION FOR MEMBERS

The qualifications for members of the organization shall be as set forth in the by-laws of the organization.

Fourth Article: REGISTERED OFFICE AND OFFICER/S RESPONSIBLE

Section 1: The Global Head Quarters of the organization shall be the registered office and the Province/Regional level registered office/s shall be as per the local/country wise registration of WMC. However it shall be altered or changed as per the majority decision of the Executive Council of province/Region.

Section 2: The Global Chairman, Global President, Secretary General and Global

Treasure are the responsible officers accountable and custodians of all legal, financial and statutory matters at Global office. At Regional and Provincial levels Chairpersons/Presidents, General Secretaries and Treasurers are the responsible officers accountable and custodians of all legal, financial and statutory matters.

Fifth Article: BOARD OF TRUSTEES

The TRUSTEES of the Global WMC shall be its Global Executive Council. elected and ratified at the Global Biennial conference

The Trustees of the Province/Region shall be its Executive Council elected biennially by its general Council/Electoral College.

Sixth Article: RESTRICTIONS ON DISTRIBUTION OF NET EARNINGS AND ON ACTIVITIES

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the appropriate Article of the Certificate of incorporation or registration of WMC. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the organization shall not carry on any other activities set permitted to be carried on (a) by a tax exempt organizations under provisions such as Section 501 © 3 of the Internal Revenue Code of USA or corresponding section of any future/existing codes/rules of the country where the Head Quarter or other offices of WMC is functioning.

Seventh Article: DISTRIBUTION OF ASSETS UPON DISSOLUTION.

Upon the dissolution of the organization, assets shall be distributed for one or more tax exempt public supported charity organization/s or to State/ Federal/central government. Any such assets not so disposed of shall be disposed of by the Court of Common pleas of the state/country in which the principal /registered of WMC is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Eighth Article: DISTRIBUTION AS TO POLITICAL CAMPAIGNS

None of the activities of the organization will consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, or of attempting to intervene legislation.

Name of Region/Province	Name of Representative	Title	Signature

IN WITNESS WHERE OF, the undersigned , on behalf of the Global Executive Council/Board of trustees of the World Malayalee Council on this 28th day of August 2018., at the Global General council meeting of representatives of all Provinces and regions .

Attorney:

Signature

Continued.....

