Sd.
May 11, 2016
Assistant Registrar

Office Seal

Schedule-16

(Relating to Sub-Section (4) 0f Section 20)

ARTICLES OF ASSOCIATION

OF

Nepal Esports Association

(A non-profit sharing company)

(To be converted under Companies Act, 2063)

1. **Name of the Company: -**

The name of Company shall be "Nepal Esports Association". In English it shall be known as Nepal Esports Association.

2. **Address of Registered Office of Company: -**

The Registered Office of the Company shall be located at Kathmandu District Kathmandu Metropolitan City Ward No. 15, Dallu Awash. Branch Offices can be established in other places and registered office can be relocated by getting approval as per the requirement.

3. **Definition** The subject and context otherwise required in this Article of Association:

(A) "Act" shall mean The Companies Act, 2063(2006)

(B) "Office" shall mean the Office of the Company Registrar.

(C) "Company" shall mean Nepal Esports Association.

(D) "Office Bearer" shall also mean the Director, Executive Chief, Manager, Company Secretary, Liquidator or employee have responsible with the department.

(E) "Meeting" shall mean the General Meeting of the Company.

4. **Objectives of the Company: -**

The objective of this Company shall be as prescribed in Section 4 of the Memorandum of Association.

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5. **Procedure relating to Convene the General Meeting and Matters relating to the Notice to be given for General Meeting:** -

(1) The General Meeting of the Company shall be as follows:

(A) Annual General Meeting

(B) Special General Meeting

(2) The first Annual General Meeting of the Company shall be held within one year from the date of incorporation of Company and the subsequent General Meetings shall be held within 60 days from the expiry of the fiscal year.

(3) To conduct the Annual General Meeting of this Company prior to at least 21 days and for Special General Meeting at least prior to 15 days notice shall be given to all the members stipulating the venue of the meeting date and the agendas for discussion.

(4) The General Meeting shall be called by Chairperson of the Board of Directors or the officer stipulated by the Board of Directors.

(5) In case the authority mentioned in sub-rule (4) does not call the General Meeting or the meeting of the Board, of Director could not take place by any reason the Directors being at least 51% making their presence may decide to call General Meeting stipulating reasons. The shareholders shall be informed regarding decision reached according to the sub-rule (3). The Chairperson of the Board of Directors shall chair the General Meeting. The Director selected by the present Directors shall chair the General Meeting or the meeting of the Board of Directors in case of absence of the Chairperson.

(6) In case of not taking place meeting called pursuant to sub-rule (3) or (5) due to lack of quorum pursuant to rule 10, the meeting shall be reconvened by providing notice of at least 15 days. Such notice shall be deemed valid if it is published in national daily news paper prior of at least 7 days.

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(7) Separate minute book shall be kept for Annual General Meeting and Special General Meeting.

6. <u>Procedure of General Meeting:-</u>

(1) The Chairperson of the Board of Directors shall chair the General Meeting.

(2) The Director selected by the present Directors shall chair the meeting in the absence of the Chairperson of the Board of Directors. In case of absence of Chairperson and all the Directors of the Board in the General Meeting, the member selected by the present members shall chair the Meeting

(3) Whether or not the quorum is fulfilled shall be confirmed by discussing over the legitimacy of meeting prior to commence the meeting. The Chairperson shall permit to formally conduct the meeting in case the quorum is fulfilled.

(4) Each agenda to be discussed in the meeting shall be presented in the form of resolution and discussion shall be held on each resolution. No agenda may be entertained prior to decision over another agenda unless the Chairperson permits to do so.

(5) The decision shall be taken by majority. Provided, however, that in the case of a special resolution, the resolution shall be deemed to be adopted by the meeting only, if 75% members out of the total members present in the meeting vote in favor of the resolution.

(6) The Chairperson's vote shall be decisive in case of occurrence of tie.

(7) The other agendas unquoted in the notice of meeting shall not be discussed and decided unless permission is granted by the shareholders representing 67% of shares of total number of shares over any topic.

(8) The votes shall be collected by following the process as prescribed by the Chairperson.

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(9) Additional procedure of the General Meeting, which has not been made at present, shall be as per the decision of the General Meeting.

7. **Any resolution to be submitted to the General Meeting:** The resolution to be submitted as an agenda, as per the decision of the meeting of the Board of Directors, to be submitted before the General Meeting for decision.

8. **Special Resolution: -** Provision of special resolution, except as mentioned in the Act, has not been specified yet, it shall be as per the decision of the General Meeting as per the requirement.

9. **Special General Meeting:-** The Special General Meeting may be called pursuant to the Act.

10. **Quorum: -**

No business of General Meeting shall be convened unless it is attended by 60 percent members.

Provided that, the General Meeting reconvened as stated in sub-rule (6) of rule 5 may be convened without obstacle in case it is attended by 51 percent members.

11. **Voting:-**

Every member shall have the voting right on the basis of one member one vote.

12. **Provision relating to Record of the Decision of General Meeting :-**

(1) The separate record of the decision and proceeding of the General Meeting shall be maintained by mentioning the matters as per the requirement of the Act. The Chairperson of the meeting and the Company Secretary should sign in such record. In case of absent or not appointment of the Company Secretary, Chairperson of the meeting and one member appointed by the meeting have to sign in that record.

(2) The record of description of the General Meeting maintained according to the sub-rule (1) shall be kept in registered office of the Company. In case the member desire to inspect such decision of Company, the Company

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Secretary or any employee deputed by the Company shall give him to inspect the record.

13. Formation, Number and Tenure of Board of Directors;-

(1) The Directors of the Board shall be nominated /elected by the General Meeting.

(2) There shall be at least five Directors in the Board of Directors of the Company.

(3) The tenure of Board of Directors shall be 10 years.

(4) In case any Director's post falls vacant due to any reason the appointment of Director shall be done by adopting the same procedure which was previously applied. The Director appointed as such to fulfill vacancy shall have tenure only for the remaining period of the Director whose post fell vacant.

Provided that, in case any Director appointed by General Meeting falls vacant due to any reason, The Board of Directors shall appoint of Director only for remaining period of next General Meeting.

(5) While nominating Director by the corporate body in the Company an alternative Director may be appointed.

(6) The First Board of Directors shall be formed having following Director until the Preliminary Annual General Meeting is held.

A. Mr. Suraj Dangol

B. Mr. Sangram Singh Deuja

C. Mr. BImal Tamrakar

D. Mr. Gopal Timsina

E. Mr. Jyoti Ratna Bajracharya

14. Provision relating to reappointed on the designation of Director.

The Director once by completing a period of tenure can be reappointed on the designation of Director.

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15. **Provisions relating to Remuneration, Allowance and Facilities to be obtained by Director:-**

The remuneration, allowance and other facilities of Directors of the Company shall be as prescribed by the Office.

16. **Qualification of the Director:-** Nepali citizen committed to the objective of the Company shall be qualified to be the member of the company.

17. **Powers, Duty and Functions of the Board of Directors:-** No additional powers, functions and responsibilities has been prescribed yet except the powers, functions and responsibilities of the Board of Directors as specified in the Act. It shall be arranged as per the decision of the General Meeting as required by the Company.

18. **Provision Relating to Delegation of Power:-**

(1) The Board of Directors may delegate its own power.

(2) While delegating power, power shall be delegated to technical, economical and managerial committees in technical, economical and managerial issues as well as it shall be delegated by the majority decision of the Board of Directors to any Director or office bearer.

19. **Provision Relating to Managing Director:-**

(1) Managing Director may be appointed by the decision of the Board of Directors.

(2) One should have at least 10 years' experience in Esports or IT to be the Managing Director of the Company.

(3) Power of Managing Director shall be as prescribed by the majority vote of the Board of Directors.

(4) The function and duty of the Managing Director shall be as per the objective of the Company and all members shall have the responsibility to provide support in order to achieve the objective of the Company.

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(5) The remuneration and service conditions of the Managing Director shall be determined by contract under the limitation as prescribed by the Office.

20. <u>Provision relating to Chief Executive Officer:</u>

(1) Chief Executive Officer may be appointed by the majority decision of the Board of Directors.

(2) One should have at least 10 years' experience in Esports or IT or more than 10 years' work experience in the Company to be the Chief Executive Officer of the Company.

(3) Power of Chief Executive Officer shall be as prescribed by the majority vote of the Board of Directors.

(4) The function and duty of the Chief Executive Officer shall be as per the objective of the Company and all members shall have the responsibility to provide support in order to achieve the objective of the Company.

(6) The remuneration and service conditions of the Chief Executive Officer shall be determined by contract under the limitation as prescribed by the Office.

21. <u>Provision relating to call the Meeting of Board of Directors</u> The meeting of the Board of Directors shall be convened by the Chairperson.

22. <u>Provision relating to Meeting of Board of Directors</u>:-

(1) The meeting of the Board of Directors shall be called as per necessity by the official mentioned in rule 21. In case the meeting is not called accordingly and the Directors being 25% make demand such official shall call the meeting of the Board of Directors within 15 days. If the meeting is not called in spite of such demand an application, minimum 25% Directors among the total Directors can call the meeting with mentioning its cause, agendas, time and venue of the meeting. To call the meeting in this way notice shall be given to other Directors according to sub-rule 2.

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(2) The notice relating to meeting of the Board of Directors may be served to the address mentioned by the Directors in writing or through the means of electronic communication and notice should be given through letter as far as possible.

(3) The Directors shall be presented in person in the meeting of the Board of Directors. Provided the alternative Director can be attained the meeting in case of absent of the Director who appointed the alternative Director.

(4) The meeting of the Board of Directors shall not take place unless it is attended by at least 51% of total number of Directors. Provided that, in case the meeting does not take place due to lack of quorum the board shall call the meeting by giving at least three days prior notice. In case the meeting also does not take place due to the lack of quorum, the decision and the actions of present Directors shall be deemed valid.

(5) The Chairperson of the Board of Directors shall chair the meeting of Board of Directors. The Director selected by the present Directors shall chair the meeting in the absence of the Chairperson of the Board of Directors.

(6) The majority decision shall be acceptable in the meeting of the Board of Directors and the Chairperson may cast the decisive vote in case of occurrence of tie. Provided that such Director shall not be entitled to participant the meeting and vote in any matter in which his personal interest or concern is involved.

(7) Any Director disagrees in the decision of the Board of Directors shall be entitled to mention his note of descent.

(8) Not withstanding anything contained in this Articles of Association else where, if all the members of the board of Director so consent in writing in regard to any act or resolution permitted to be done or adopted by the Board of Directors, such act may be done even without holding a

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meeting by recording such consent in the minute book. Such consent shall be deemed as equivalent to the decision of the meeting of the Board of Directors.

23. Record of the decision of the Board of Directors:-

(1) The record of the decision of the Board of Directors shall be maintained in the minute book and kept along with the signature of at least 51% Directors. Provided, that decision shall not be deemed invalid, in case of lack of signature in the minute book of any Director presented in the meeting.

(2) The record of the decision of the Board of Directors shall be maintained by using the electronic tools of communication or computer. The sufficient provision shall have to be made as of not to alter the matter of decision.

(3) In case any member desires to inspect the decision of Company it shall be shown during the office hours.

24. Code of Conduct of the Directors and Members: The code of conduct to be followed by the members, Directors and officials of the Company should be implemented by formulating it from the General Meeting within one year from the date of commencement of transaction by the Company.

25. Provision relating to the operating cost of the Company

(1) The salary, meeting allowance and other facilities of Director or member working fulltime in the Company and the cost of incorporation and operation of the Company shall be as prescribed by the office on the basis of capital of the Company and its profit.

(2) For the purpose of determine the salary, meeting allowance and other facilities of Director or member pursuant to Sub-Rule (1), the Company shall submit the source and reason of own capital arrangement, present and prospective income and profit and proposed salary, allowance and facilities to the office.

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(3) The remuneration and facilities of employees and advisors, working in the Company shall be as determined by the Board of Directors.

(4) Notwithstanding anything contains in Sub-Rule (2) prior approval of the General Meeting shall be required to appoint as paid employee or advisor to the close relative of any Director, member or executive head of the Company and written information should be given to the Office within 35 days regarding salary, allowance and facilities to be obtained by such employee or advisor.

26. <u>Provision Relating to Book of Record, Account and Audit of the Company:</u>

(1) Accounts and book of records of the Company shall be kept and maintained following the standards as prescribed by the by the authorized agency according to prevailing laws.

(2) The account and books of records of the Company shall be clearly maintained showing the day to day transactions.

(3) The account and book of record of the Company shall be audited according to the Act.

(4) The General Meeting of the Company shall appoint the auditor as per the Act in order to audit the account of the company maintained as per the Sub-Rule(3). The name of the auditor shall be sent to the office within 15 days from the date of appointment. Provided that the Auditor shall be appointed by the Board of Directors until the First Annual General Meeting is held.

(5) The auditor appointed pursuant to Sub-Rule 4 shall certify the account and book of record, balance sheet, profit loss account and cash flow report and submit the report by addressing the appointing authority, Office and the Company.

(6) In case any member wants to inspect the updated account and book of record of the Company the inspection shall be immediately arranged.

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27. **Notice given to Member, Director and Officials and obtain from that persons:-** Notice or information shall be given through the electronic media or any other method to Member, Director and Officials by the Company and to the Company by Member, Director and Officials.

28. **Company Secretary:-**

No provision has been made regarding the Company Secretary at present. It shall be done as per the majority decision of the Board of Directors as per the requirement.

29. **Provision relating to the seal of the Company**:-

(1) The Company shall use a seal. The seal of the Company shall be kept under the responsibility of Chairperson.

(2) If any liability is created due to the unauthorized use of the seal, the created amount against the liability shall be recovered from the person who kept the seal under his/her custody.

30. **Provision Relating to fee of duplicate Copy:-**

(1) The copies of Memorandum of Association, Articles of Association, annual financial book of record, auditor, report and record of Directors, registration book of shareholders, certificate of registration or any document presented by the Company to the office shall be provided upon demand of any shareholder or any other shareholders against the payment of fee of Rs. 1,000.00.

(2) The fee of Rs. 100.00 shall be charged for per copy to get the copy of the description of the activities of General Meeting.

(3) The fee of Rs. 100.00 shall be charged for per copy to get the copy of the decision of the Board of Directors.

(4) The fee of Rs. 100.00 shall be charged for per copy to get the copy of the registration book of the members.

31. **Provision relating to Borrow and Invest Loan by the Company:-**

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The matter to borrow loan and lend loan by the Company shall be deepened on the Chairperson.

32. Provision of Amalgamation of the Company:

(1) No this Company shall amalgamate or be amalgamated with the Company incorporated under the Section 3(1) of the Companies Act.

(2) In case it is necessary to amalgamate the Company with any other non profit distributing Company or other non-profit sharing Company with the Company having same objectives, the General Meeting of the Company may do amalgamation by adopting a special resolution to that effect as per the law.

33. Liquidation of the Company:-

(1) The General Meeting of the Company, if it deems necessary, may by adopting a special resolution to wind up the Company.

(2) The General Meeting at the time of the adopting the resolution according to sub-rule (1) regarding the winding up of the Company shall appoint one or more than one liquidators and one or more than one auditors. The remuneration of such liquidators and auditors shall be as prescribed by the General Meeting.

(3) The liquidators and auditors appointed under sub-section (2) shall carry on the procedures as regards the winding up.

34. Liquidation and Property of the Company:-

If the Company is so liquidated, the entire asset of the Company remained after settlement of the liabilities of the Company will be belonged to the Government of Nepal.

35. Matter stipulated in the prevalent law as the matter to be stipulated in the articles of association of the Company performing particular business. No any provision in this regard has been mentioned as present.

36. Other Essential Matters:-

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(1) The fiscal year of the Company shall be started from Shrawan 1 and ended on end of the month of Ashad of subsequent year as per the calendar year according to Bikram Sambat.

(2) In case any members of the Company want to inspect the Registration Book, the Company shall have to make such books available for inspection. Provided that, the Company by publishing a notice in advance of 7 days on its notice board may close such registration books for inspection for a maximum period of 30 days at a time but not exceeding 45 days in a year.

37. **Application of Articles of Association in case of Amendment:** - The provision of Articles of Association shall be deemed to have been amended only after the adoption of special resolution from General Meeting of the Company or by making decision as per the unanimous agreement in case of not been holding General Meeting and its record in the office.

38. **The Articles of Association to be ineffective to the extent of inconsistency:** The rules of this article of association inconsistent with the Act, and other prevalent laws shall be ipso *facto* void to the extent of such inconsistency.

39. **Details and Declaration of the Promoters**: We the promoters of **Nepal Esports Association** have pledged to establish and conduct the company as per the prevailing Laws. The whole matters contained in this Articles of Association including our name, address, signatures, number of shares, we have pledged to subscribe and matters relating to witnesses are true and correct. We have consented to bear entire liabilities to be created after the incorporation of the Company on the basis of the above stated matters. We have signed this Articles of Association by expressing our assurance to bear punishment under the prevalent law in case of finding the declaration to be false and accordingly we have made this announcement.

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S.N.	Name, Address and Signature of the Promoters	Father's/ Husband's Name	Citizenship No. and District obtaining Citizenship	Full Name, Address & Signature of Witnesses	Citizenship No. and District obtaining Citizenship of witness
1	Signature: Sd. Name: Mr. Suraj Dangol Address: KMC Ward No. 15, Kathmandu Thumb impression Right Left	Mr. Satya Narayan Dangol	11993 Kathmandu	Signature: Sd. Name: Mr. Bijendra Maharjan Address: Gyaneshwor Ward No. 33	3535, Kathmandu
2	Signature: Sd. Name: Mr. Sangram Singh DEuba Address: KMC Ward No. 1, Kathmandu Thumb impression Right Left	Mr. Shrawan Kumar Deuja	13981 Kathmandu	Signature: Sd. Name: Mr. Suraj Ratna Bajracharya Address: Thahiti No. 17	4613 Kathmandu
3	Signature: Sd. Name: Mr. Bimal Tamrakar Address: Lalitpur SMC Ward No. 12, Lalitpur Thumb impression Right Left	Mr. Manik Lal Tamrakar	83918 Lalitpur	Signature: Sd. Name: Mr. Amin Tamrakar Address: Lalitpur-19	34534 Lalitpur

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4	Signature: Sd. Name: Mr. Gopal Timsina Address: Biratnagar SMC Ward No. 6, Morang Thumb impression Right Left	Mr. Bhim Bahadur Timsina	20703 Morang	Signature: Sd. Name: Mr. Bijay Tandukar Address: Kirtipur-1	201058/12190 9 Kathmandu
5	Signature: Sd. Name: Mr. Jyoti Ratna Bajracharya Address: KMC Ward No. 15, Kathmandu Thumb impression Right Left	Mr. Chandra Ratna Bajracharya	9023 Kathmandu	Signature: Sd. Name: Mr. Rameshwor Maharjan Address: Jyabahal-21	2101/046/33 Kathmandu

(Done on Monday the 9th day of May, 2016)
Sd.

Office Seal

Sd.
Assistant Registrar
May 11, 2016

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Sd.
May 11, 2016
Assistant Registrar

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Schedule-12

(Relating to Sub-Section (6) of Section 18)

MEMORANDUM OF ASSOCIATION

of

Nepal Esports Association

(A non-profit sharing company)

(To be converted under Companies Act, 2063)

1. **Name of the Company**:-The name of Company shall be "Nepal Esports Association". In English it shall be known as Nepal Esports Association.

2. **Address of Registered Office of Company: -**

The Registered Office of the Company shall be located at Kathmandu District Kathmandu Metropolitan City Ward No. 15, Dallu Awash. Branch Offices can be established in other places and registered office can be relocated by getting approval as per the requirement.

3. **Nature of Transaction or Business of the Company:-** Research of Esports, development and promotion of technology.

4. **Objectives of the Company: -**

1. The objectives of the Company shall be as mentioned hereunder.

A. To promote the interest of general public toward esports,

B. To give emphasis for construction of infrastructures for proper development of esports,

C. To mobilize or to cause to mobilize coaches for development of quality of esports,

D. To organize or to cause to organize matches of esports in different levels and stages,

E. To carry on different works for right, interest and welfare of esports player, coaches,

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F. To provide necessary advices and suggestions to Council, Olympic Committee and Government of Nepal for development and expansion of esports in Nepal, to make necessary coordination in this regard,

G. To develop, expand and mobilize technical manpower for development of esports,

H. To make or to cause to make participation in national and international levels matches of esports,

I. To make or to cause to make coordination between sports related organizations,

J. To uplift dignity, status and integrity of the country in international level by the means of esports,

K. To increase participation of students, youths and children toward the esports,

L. To publish bulletin, book, magazine, newspaper in order to provide information about sports,

M. To make arrangement of financial as well as other support to make the organization self-depend.

N. To perform other functions in order to achieve the objective of the organization,

O. To develop sports tourism by the means of esports.

2. The company shall execute the objectives set forth in sub-section 1 only after obtaining permission or license from the concerned body wherever it is required to do so.

3. The copy of permit or license relating to objectives under sub-section 1 shall be submitted to the office within 15 days from the date of receiving it.

5. **<u>Functions to be carried on for the accomplishment of objectives of the Company</u>**: - This Company shall perform the following functions in order to attain the objectives:

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(A) To purchase lands, buildings, to construct lab and building or acquire it in rent or lease and to purchase office equipment like computer, typewriter, fax and to purchase or acquire in rent to vehicle as required by the Company,

(B) To acquire financial and technical support from national and international stakeholders in order to accomplish the function as per the objectives of the Company,

(C) To appoint employees required by the Company and determine their service conditions.

(D) To operate bank account in order to deposit the amount acquired by the Company and the amount earned by investing such amount,

(E) To obtain loan required by Company form bank or any financial institution with or without collateral and to acquire support for research, training and technological development, etc. To make necessary agreement with concerned body or unit to achieve the objective of the Company.

(F) **Other Essential Matters:-**

(1) To publish or broadcast the advertisement and information from different medias or newspapers to provide more information to general public in order to achieve the objectives and mission of the company,

(2) To cause insurance to protect the property of the Company from the loss or damage,

(3) To make necessary agreement to achieve the objective of the Company,

(4) To carry on other incidental works to accomplish the objective of the Company,

(5) To acquire facilities and privileges to be available from Government of Nepal.

6. The Preliminary Capital of the Company shall be as hereunder:

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A. The preliminary capital fund Rs. 200,000.00 (n words rupees two hundred thousand only).

B. Said amount shall be collected from founder members of the Company.

7. **There shall be no required Share capital for the Company:**

(1) The amount paid by the members of the Company pursuant to Section 6 shall be deemed the amount paid for the membership of the Company.

(2) The amount levied from the members of the company or other grant amount shall be collected in separate fund and that shall be the capital of the company. Such amount shall be spent in the course of regular transaction of the company in order to achieve the objective of the Company.

(3) The amount earned by national and international scientific competition to accomplish the objective of the Company or amount earned by making contract with any third party with output or grant acquired from any stakeholder shall be deposited in separate fund and said amount shall be the capital of the Company Such amount shall be spent in the course of regular transaction of the company in order to achieve the objective of the Company.

8. **Profit should not be distributed:** -

(A) The company shall not distribute dividend, bonus or any other amount, from the profit earned by the Company to the members or employees of the company.

(B) The profit earned by the company shall be used to increase the capital of the company or for attainment of its objectives.

9. **Matter relating to obtain Membership and its renewal:-**

(1) The members as mentioned in Section 6 shall be founder and life member and those members are not required to renew their membership.

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(2) Any Nepali citizen willing to work as per the objective of the Company may be the ordinary member of the Company as per the decision of Board of Directors.

(3) Rs. 5,000.00 should be paid to get ordinary membership and Rs. 1,000.00 for renewal.

10. Membership shall not be Transferred:-

No the membership of the company shall be transferable in any manner.

11. Situation of Termination of the Membership

The membership of the company shall not be remained continue in following conditions:

(A) If resignation tenders from the membership of the company,

(B) If the member of the company dies,

(C) If any organization is the member of the company and that organization become liquidated or merge with another organization,

(D) If the member of the company becomes insolvent,

(E) If the member is disqualified to continue the membership of the company as per the prevailing laws.

12. Liability to be limited:- The member of the company shall not be liable in the debt and liability of the company except in the case where any member accepts such debt or liability in writing.

13. Other Essential Matters:-

(A) The company shall itself bear the expenses incurred during the incorporation of company.

(B) The amount as mentioned in Section 6 has been acquired from the founders and other members during incorporation of the Company.

14. Additional provisions to be arranged as per the nature of the Company: Currently no any further provision is made. It shall be as per the decision Board of Directors after getting approval of General Meeting.

"The Translation Copy is True and Verified"
Signature:
Name: Mukunda Prasad Paudel
Date: Dec 31, 2016
Certificate Number of the Notary Public: 80
Date of Expiry of Certificate: Nov. 03, 2017 AD
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15. **Enforceability of Memorandum of Association in case of Amendment**:- In need of amendment over this Memorandum of Association, the amendment shall be deemed to have been enforceable only after adoption of special resolution by the General Meeting of the Company and record thereof by the office.

16. **Memorandum of Association to be inactive in inconsistency: -** The sections of this Memorandum of Association shall be deemed void to the extent of inconsistency with the Companies Act, 2063 and prevalent law, if any.

17. **Details and Declaration of the Promoters**: We the promoters of **International Buddhist Center** have pledged to establish and conduct the company as per the prevailing Laws. The whole matters contained in this Memorandum of Association including our name, address, signatures, number of shares, we have pledged to subscribe and matters relating to witnesses are true and correct. We have consented to bear entire liabilities to be created after the incorporation of the Company on the basis of the above stated matters. We have signed this Memorandum of Association by expressing our assurance to bear punishment under the prevalent law in case of finding the declaration to be false and accordingly we have made this announcement.

S.N.	Name, Address and Signature of the Promoters	Father's/ Husband's Name	Citizenship No. and District obtaining Citizenship	Full Name, Address & Signature of Witnesses	Citizenship No. and District obtaining Citizenship of witness
1	Signature: Sd. Name: Mr. Suraj Dangol Address: KMC Ward No. 15, Kathmandu Thumb impression Right Left	Mr. Satya Narayan Dangol	11993 Kathmandu	Signature: Sd. Name: Mr. Bijendra Maharjan Address: Gyaneshwor Ward No. 33	3535, Kathmandu

"The Translation Copy is True and Verified"
Signature:
Name: Mukunda Prasad Paudel
Date: 24/7/31, 2016
Certificate Number of the Notary Public: 80
Date of Expiry of Certificate: Nov. 03, 2017 AD
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2	Signature: Sd. Name: Mr. Sangram Singh DEuba Address: KMC Ward No. 1, Kathmandu Thumb impression Right Left	Mr. Shrawan Kumar Deuja	13981 Kathmandu	Signature: Sd. Name: Mr. Suraj Ratna Bajracharya Address: Thahiti No. 17	4613 Kathmandu
3	Signature: Sd. Name: Mr. Bimal Tamrakar Address: Lalitpur SMC Ward No. 12, Lalitpur Thumb impression Right Left	Mr. Manik Lal Tamrakar	83918 Lalitpur	Signature: Sd. Name: Mr. Amin Tamrakar Address: Lalitpur-19	34534 Lalitpur
4	Signature: Sd. Name: Mr. Gopal Timsina Address: Biratnagar SMC Ward No. 6, Morang Thumb impression Right Left	Mr. Bhim Bahadur Timsina	20703 Morang	Signature: Sd. Name: Mr. Bijay Tandukar Address: Kirtipur-1	201058/121 909 Kathmandu
5	Signature: Sd. Name: Mr. Jyoti Ratna Bajracharya Address: KMC Ward No. 15, Kathmandu Thumb impression Right Left	Mr. Chandra Ratna Bajracharya	9023 Kathmandu	Signature: Sd. Name: Mr. Rameshwor Maharjan Address: Jyabahal-21	2101/046/33 Kathmandu

(Done on Monday the 9th day of May, 2016)

Sd.

Office Seal

Sd.
Assistant Registrar
May 11, 2016

"The Translation Copy is True and Verified"
Signature:
Name: Mukunda Prasad Paudel
Date: July 31, 2016
Certificate Number of the Notary Public: 80
Date of Expiry of Certificate: Nov. 03, 2017 AD
Seal of the Notary Public

NEPAL NOTARY PUBLIC