

Form No. INC-13
MEMORANDUM OF ASSOCIATION

OF

Foundation of Data Protection Professionals in India

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

*(Company limited by guarantee and not having share capital under section 8 of the
Companies Act, 2013)*

1. The Name of the Company is **Foundation of Data Protection Professionals in India**
2. The Registered Office of the Company will be situated in the State of **Karnataka**
3. (a) The Objects for which the company is established:-

- i) To build an empowered community of Knowledgeable, Efficient and Ethical Data Protection Professionals who contribute to the development of a Secure Information Society by lawful means without any profit motive.
- ii) To enhance the intrinsic Value and Worth of the profession of Data Protection Professionals who are directly or indirectly engaged in the activity of generating, managing, preserving and protecting information without any profit motive.
- iii) To bring harmony in the pursuance of Civil Rights of individuals such as Privacy and Freedom of Expression along with the Right to Information and Right to Cyber Security without any profit motive.

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

1. Organize trainings, workshops, seminars, webinars, educational programs, or any other activity to discuss, generate and impart knowledge relevant to data protection.
2. Support relevant research on technology, legal provisions, behavioural aspects and economic developments that may have an impact on data protection.
3. Encourage, Facilitate and Assist Data Protection professionals to follow appropriate principles of ethical professional conduct that recognizes and serves the larger interest of the community.
4. Promote the general legitimate interest of the profession and the professionals in the Data Protection industry within the overall Public interests for a sustainable career for Data Protection Professionals that is rewarding, respectable and positively contributing to the Data related Industry and the nation.
5. Promote and Foster interests of the Data Protection Community through publishing of Books, White papers, Advisories, Guidelines etc.

6. Encourage members of Data Protection Community with recognition, awards, prizes, scholarships or such other means as may be considered relevant.
7. Promote public understanding and appreciation of the contribution and services of the Data Protection community through interaction and publicity with the conventional and social media vehicles or otherwise.
8. Promote and foster Audit and Certification programs related to Data Protection Professionals, organizations and users of Data protection services including developing certification seals or marks for websites, Mobile Apps, Computer Applications as also to enter into cross certification arrangements with other bodies.
9. Foster and Promote harmony and cooperation within the community of Data Protection Professionals and between the Community and the external stake holders such as regulatory bodies or commercial or non-commercial organizations of any description.
10. Resolve disputes within the community and assist in the resolution of disputes between the community or the members of the community with stake holders outside the community.
11. Collaborate with other Individuals, Organizations, Government authorities or any other entity with complimentary interests in any lawful activity within the objectives of the Company
12. Raise funds through offer of any services by way of subscriptions, fees, as well as through sponsorship, donations, grants, gifts either in cash or in kind or any other lawful means and spend the same in fulfillment of the objectives of the society.
13. Acquire by generation or purchase, lease, gift or otherwise and to deal with any rights or privileges in respect of any movable or immovable property including any form of digital assets, intellectual property rights by lawful means that may be deemed necessary or useful in fulfillment of the objectives of the company
14. Enter into partnership or any other financial arrangement, union of interest, joint venture, reciprocal, concession or co-operation with persons, organizations or companies carrying on or engaged in the main business of the Company.
15. Establish subsidiary institutions including Trusts, Societies, Companies, Chapters or any other description to further the objectives of the Company.
16. Appoint employees, contractors, consultants, advisors or any other agents to carry out work on behalf of the Company and to incur expenses as may be required including payment of salary, retirement benefits, commissions, service charges, sponsorship of trainings, reimbursement of travel as may be required.
17. Apply all its profits, other income or property only to the furtherance of the objectives of the Company and not distribute directly or indirectly by way of dividend, bonus or otherwise any of its profits to the members of the Company, ensuring such income are not used for paying any remuneration or other benefit to any of its members, except such payments as may be representing prudent remuneration for any services rendered to the Company.

18. Undertake any other activities that support the objectives and activities of the Company as mentioned above in any location.

4. **The objects of the company extend to whole of India.**

5. i. The profits, if any, or other income and property of the company, whensoever derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum irrespective of caste, creed or religion.

ii. No portion of the profits, other income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been, members of the company or to any one or more of them or to any persons claiming through any one or more of them.

iii. The funds & the income of the Company shall be solely utilized for achievement of the objects of the Company and no payment shall be made to the members by way of profit, interest/dividends etc.

iv. No remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or members of the company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.

v. Nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company.

vi. Nothing in clauses (iii) and (iv) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;

6. No alteration shall be made to Memorandum or to the articles of association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar of Companies, Karnataka. Further, the Members shall at no point in time undertake any amendments which may prove to be repugnant to the provisions of Section 2(15), 11, 12 and 13 and 80G of the Income Tax Act, 1961, as amended from time to time. Further, any changes to the objects of the company shall be carried out in consultation and with the prior approval of the Commissioner of Income Tax.

7. The liability of the Members is limited.

8. Each member undertakes to contribute to the assets of the Company in the event of its being wound-up while he is a member, or within one year afterwards, for payment of the debts or liabilities of the Company contracted before he ceases to be a member and of the costs, charges and expenses of winding-up and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding a sum of Rs. 10,000/-.
9. True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to the inspection of the members. Every year the accounts shall be closed by 31st of March and the accounts of the Company shall be examined and the correctness of the balance sheet and the income and expenditure accounts ascertained by one or more properly qualified Chartered Accountant.
10. In the event of dissolution or winding up of the company, the assets remaining as on the date of dissolution shall under no circumstances be distributed among the members but the some shall be transferred to such other Company having similar objects, subject to such condition as the Tribunal may impose, or may be sold and proceeds thereof credited to the Rehabilitation and insolvency Fund formed under section 269 of the Act.
11. The Company can be amalgamated only with another company registered under section 8 of the Companies Act, 2013 and having similar objects.