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	Qualifying Members who attend in person or by proxy or, when and if the facility is offered, electronic voting.
RESOLUTIONS FOR ELECTIONS	<p>Ordinary Resolution (i.e. a simple majority) to be elected:</p> <ul style="list-style-type: none"> ▪ on the Advisory Board ▪ as a Director and/or Secretary ▪ Management Board <p>A two-thirds (i.e. a majority of 66% in favour) for all other resolutions and measures put forward for voting by Qualifying Members.</p>
Obligation of Directors and holders of the "A Ordinary Voting Shares"	In areas where Qualifying Members have been afforded the opportunity to vote and determine elections and decisions, the Directors and holders of the "A Ordinary Voting Shares" undertake, covenant and warrant that they shall (unless by action there is a breach of the Articles, Companies Acts, Companies Act 2006 or any other law, civil or criminal) act accordingly and where required the Directors shall make the necessary filings and reports with the appropriate bodies.
REQUIREMENTS TO STAND FOR ELECTION	A person can stand for election to be part of the Management Board on the basis that such person has been a Patron Member for a minimum of 12 months from the date of membership to the date of the election.
PRESENTING PROPOSALS	<p>If the Directors and /or Secretary, members of the Advisory Board members of the Management Board or any Qualifying Member wishes to bring forward an agenda item for a forthcoming meeting, the process is to submit such proposal to the Management Board formally who shall discuss and determine if such agenda item is put forward.</p> <p>The Management Board shall evert and discuss the decision, regardless of the result, with the person who has submitted the proposed agenda item.</p> <p>members meeting. A notice for this must be submitted in writing to the Secretary 14 days prior to the meeting date.</p>
Qualifying Member right to bring proposal to meeting	<p>Notwithstanding the above, if more than 10% (with a minimum of 20) Qualifying Members formally sign a proposed agenda item proposal, such proposal may then be presented directly at the general meeting as part of the agenda regardless of such proposal receiving ratification or approval from the Management Board.</p> <p>In such cases, the Qualifying Member putting forward the proposal must notify the Secretary 21 days in writing with the following evidence:</p> <ul style="list-style-type: none"> ▪ Full names and signatures of those persons supporting the proposal; ▪ Evidence that those names who have signed the proposal are aware of its meaning and potential impact the proposal they have signed. <p>The Secretary will verify the proposal and signatories and confirm they are Qualifying Members) and then either (i) place the proposal on the agenda for the meeting, or (ii) advise the proposing Qualifying Member of the reasons why such proposal could not be placed on the agenda.</p>

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	After a further two (2) years (i.e. a total of four (4) years after a person officially left the corporate role as Director, they can, if they so desire, stand again for the position of Director.
Management Board Limits	<p>Management Board: Two consecutive terms – i.e. each person can serve up to two (2) x two (2) years (a total of four (4) years).</p> <p>At the end of a four (4) year period, a person who is on the Management Board is eligible to stand for election as a Director.</p> <p>If a person on the Management Board wishes to stand for the board of Directors then they must serve two (2) years on the Management Board ahead of being able to stand for this corporate position.</p> <p>For the avoidance of doubt, a maximum of two (2) A Ordinary Shareholder shall be able to be a member of the Management Board.</p>
VOTING	This aspect is critical and needs careful attention by the board of Directors and all Shareholders.
Shareholders and Board must comply with Qualifying Members decisions	Notwithstanding the fact that under the Articles, Companies Acts and Companies Act 2006, the right to vote is vested in the named Shareholders and named on the register of members in the Company books, for the purposes of elections for the Advisory Board, Directors and/or Secretary and Management Board, all Qualifying Members are entitled to vote and (i) determine which person gets elected; and (ii) approve proposals and measures set forward for approval by Qualifying Members at the general meeting.
QUALIFYING MEMBERS	A Qualifying Member is a fully paid up member of the Company who has paid at least £400 in membership fees since the start of membership (excluding non-members and associate members) and as such is entitled to attend, speak and vote at general meetings.
No proxy for Qualifying Member	Qualifying Members cannot appoint a proxy and in order to be able to vote, a Qualifying Member must be present at the general meeting or may be able to vote electronically if such facility is offered by the Management Board and on the basis of being able to verify identity, if such facility is offered.
Fully Paid Up	<p>For the avoidance of doubt, if a member is behind or has not paid-up fully for subscription or memberships fees or has outstanding dues/payments from events attended then such member shall not be able to attend, speak at or vote at the general meeting.</p> <p>All payments and outstanding liabilities must be paid in full at the time notices of the general meeting are sent.</p>
One vote	Each member shall have one vote and this will be done by show of hands or by ballot papers.
Quorum	The quorum for AGM or any general meeting where there are resolutions shall be the higher of (i) 20 Qualifying Members or (ii) 25% (twenty-five per cent) of

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Companies House Forms	<p>If there is a change to the Directors and Secretary, the outgoing corporate officers shall relinquish signing authority at the bank and all signing authorities generally and the new Director(s) / Secretary shall be appointed as signatories at the bank and other authorities generally.</p> <p>Additionally, Companies House Resignation and Appointment of Directors/Secretaries shall be filed.</p>
Share transfer of Directors and/or Secretary	<p>If there is a change to the Chairman and/or Secretary, the outgoing Chairman and/or Secretary shall also complete and sign the stock transfer form for the "B Ordinary Non-Voting Shares" and transfer them to the incoming Chairman and/or Secretary.</p>
Share transfer of Advisory Board	<p>If there is a change to the holders of the "A Ordinary Voting Share", the outgoing members of the Advisory Board shall complete and sign the stock transfer form for the "A Ordinary Voting Shares" and transfer them to the incoming members of the Advisory Board.</p>
Filing Deadlines	<p>All actions shall be done with 14 days of the election.</p>
LIMITATION FOR RE-ELECTIONS	<p>For the avoidance of doubt and repeating the points, the following sets out the limits on how many times a person can stand for election.</p> <p>The Company was formed for continuity but also evolution.</p>
Advisory Board limits	<p>Advisory Board (holders of the "A Ordinary Voting Share"): Four terms in total – i.e. each person will serve four x two years (a total of eight (8) years).</p> <p>If a person, at the end of the full term, or at the end of any term when they stand down as a holder of the "A Ordinary Voting Share", wishes to stand for an active role in the Company, such person is able to stand for election on the Management Board for any one of the roles.</p> <p>When standing for election to the Management Board, a person can apply for one role – an active position holder without corporate title of a Director.</p>
Director limits	<p>Director: Two consecutive terms – i.e. each person can serve up to two (2) x two (2) years (a total of four (4) years). Notwithstanding the preceding sentence and limit, for the avoidance of doubt, in the event, all the Directors are set to retire simultaneously, to avoid a vacuum, the Directors in the following order shall remain for an additional term for the sake of continuity – the Directors to remain shall be the office holder of (i) Treasurer, (ii) Secretary, (iii) Chairman.</p> <p>At the end of a four (4) year period the Directors and/or Secretary will no longer be able to hold an active day to day role in the Company. The Chairman will be an ex-officio consultant to the Management Board.</p> <p>After a gap of two (2) years (one full term), the retired ex-Directors and/or Secretary are able, if they so desire, to stand again for an active role on the Management Board.</p>

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	<p>7 Membership 8 Liaison with JITO globally 9 Current Undertakings and outstanding matters 10 Report and update from each area (e.g. sales, marketing etc...) 11 Performance Against Strategic Plan 12 Any Other Business</p> <p>It is noted that the agenda set out above is for guidance and that the agenda for each meeting could be different and will be based on the relevant topics of discussion required for that specific meeting.</p>
Quorum	The quorum for any meeting must be four (4) people in person or by phone.
Current Positions	<p>The current Management Board members are:</p> <ol style="list-style-type: none"> 1 Mahendrakumar Bagrecha 2 Sangeeta Bavisha 3 Sunil Dugar 4 Ashish Jain 5 Rajesh Jain 6 Sulabh Jain 7 Kirankumar Navalchand Mehta 8 Manoj Kumar Malu 9 Mehool Sanghrajka 10 Setu Vora 11 Rupa Thobhani
Reduced numbers – urgent action	<p>If for whatever reason, the Management Board dissolves or the number falls below a minimum of five (5) members, the holders of the “A Ordinary Voting Shares” shall immediately join the Management Board as active members until the next general meeting (i.e. interim or full term) when (i) in the case of interim elections, new Management Board members to replace the lost members shall be elected; or (ii) in the case of full term elections, the entire Management Board will stand down and seek re-election. In this case, the holders of the “A Ordinary Voting Shares” shall not stand for election (as they were only acting as interim Management Board) and new members will be elected to the Management Board to bring the number back up to between 10-12.</p>
ELECTIONS AND CHANGES TO SHAREHOLDING	<p>The Company shall have elections every two years (at the AGM in that election year cycle) unless there is an emergency and an interim election is required. For confirmation, the election shall be between 22-26 months (i.e. plus/minus two months from the two-year anniversary so as to factor any unforeseen events whereby an election cannot happen precisely on the second anniversary.</p>
Elections and timelines	<p>The elections will be for:</p> <ul style="list-style-type: none"> ▪ The entire Management Board (including the Directors and Secretary); and ▪ One holder of “A Ordinary Voting Shares”. <p>At the Company elections every two years, where there is a change. the outgoing Director(s) / Secretary shall sign the Companies House Forms and the new Director(s) / Secretary shall be appointed as corporate officers.</p>

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- This Framework Document is dated 24 June 2018 and is prepared by the Advisory Board and the Management Board.
- The basis of this Framework Document is the practical and day to day overviews for the Board, Shareholders and the Management Board. This Framework Document sets out certain overriding clauses from the Articles.
- The Framework Document shall be reviewed and renewed by the board of Directors, Advisory Board and Management Board on a regular basis, with a minimum of one review every two (2) years.
- Definitions and interpretations in this document are as defined in the Articles.

Headline	Points
COMPANY	The Company, Jain International Trade Organisation UK Limited, was incorporated on 4 September 2017 in England and Wales with company number 10943335 as a private company limited by shares.
ARTICLES	The Articles of Association clearly states that, subject to the Companies Acts and Companies Act 2006, the Framework Document will be the overriding guidance document as to how the Company is managed and governed.
SHAREHOLDING	Currently the Company has a single share class – Ordinary Shares with a par value of £1.
Current Shareholders	There are five (5) initial shareholders, each holding one (1) Ordinary Share: <ul style="list-style-type: none"> ▪ Kirankumar Navalchand Mehta ▪ Manoj Kumar Malu ▪ Bharat Mehta ▪ Rajeev Shah
CHANGE TO SHARE CLASSES	By special resolution or written resolution, the shareholders shall create a second share class – and rename the ordinary share class as “A Ordinary Voting Share” and a new “B Ordinary Non-Voting Share”. NOTE: PRESENTED AT A SHAREHOLDER MEETING AND APPROVED AND SHARE CLASSES CREATED – AUTHORISED AND APPROVED BUT NO B NON-VOTING ORDINARY SHARE ISSUED.
New Share Class Name	The existing five (5) shareholders shall hold the renamed “A Ordinary Voting Share Class”.
New Share Class Name	The “B Ordinary Non-Voting Share” shall have no voting rights and have no control over the Company other than the holders of these shares having observing rights to attend Shareholder meetings and ability to speak as any non-Shareholder.
Two new Shares	An additional two (2) shareholders will be appointed at the next election. This will be the new Chairman and Secretary. They will hold the “B Ordinary Non-Voting Share”.

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Total issued Shares	After the election, in total the Company shall have seven (7) issued shares – five (5) “A Ordinary Voting Share” and two (2) “B Ordinary Non-Voting Share”.
Shareholders and Voting	Together they will be known as the Shareholders for all purposes. However, where decisions require voting for by “Shareholders” this will mean exclusively the holders of the “A Ordinary Voting Shares” subject to the Voting Section below.
JITO ADVISORY BOARD UK	The Shareholders will form the Advisory Board. The remit of the Shareholders is to be there as a guide and reference point for the board of Directors and the Management Board.
Guide to board of Directors	In the event board of Directors or the Management Board are locked in an impasse or are veering off the mission statement and basis on which the Company was formed, the Shareholders will be able to exercise their rights to redirect the Company to the main purpose.
No executive powers	The Advisory Board shall have no executive powers and no day to day operational role. Notwithstanding the preceding sentence, individuals who are on the Advisory Board may hold additional roles and functions ranging from Chairman or Secretary to being on the Management Board. For these roles, there will be executive powers and a day to day operational role.
“A ORDINARY VOTING SHARE” SHAREHOLDERS	The “A Ordinary Voting Share” Shareholders have the right to attend, speak and vote at any shareholders meeting.
Quorum	The quorum for any A Shareholder meeting must be three (3) people in person or by phone.
Elections every two (2) years	Every two years, one (1) of the existing “A Ordinary Voting Share” Shareholders from the Advisory Board shall be put up for re-election at the elections.
Decision to stand for re-election	The decision to stand for re-election shall be determined collegiately between the “A Ordinary Voting Share” Shareholders.
Decision to stand for re-election	If there is no decision, then there will be an anonymous vote cast with one vote for each of the five “A Ordinary Voting Share” Shareholders with the one with the fewest votes being eliminated (as the person who shall continue as a “A Ordinary Voting Share” Shareholder) and the votes will be cast again from the four remaining names. This process will be repeated till there are the final one (1) person with the most votes, who will then be the persons standing for re-election. If, however, the first vote results with a 4:1 vote for the one named person to stand down then this vote shall stand as the result and no additional voting rounds are needed.

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Decision to stand for re-election	The persons standing down can be re-elected.
Too many wish to stand down	<p>If more than one (1) "A Ordinary Voting Share" Shareholders decide they wish to step down, then from the persons wishing to step down, only one (1) will be able to step down/stand for re-election. The others will have their decision to step down or stand for re-election deferred for a year (i.e. the middle of the two-year cycle) or deferred till the next full election.</p> <p>The decision to determine the one person standing down will be made collegiately and by discussion with the relevant "A Ordinary Voting Share" Shareholders.</p>
Ill Health or death	<p>In the event, a "A Ordinary Voting Share" Shareholder position becomes open due to ill health or death of one of the current holders, the position will be temporarily filled by the then Chairman and, if more than one, Secretary (i.e. the holders of the "B Ordinary Non-Voting Share" until the next possible election at the next general meeting when the election will be held to find a replacement.</p> <p>In such circumstances, a Share transfer will take place so that the temporary person shall be named and hold the "A Ordinary Voting Share" until such time as an election will be held when that "A Ordinary Voting Share" shall be transferred again.</p>
Ordinary Resolution	The appointment of the "A Ordinary Voting Share" Shareholder at an election shall be by Ordinary Resolution (see below for Qualifying Member and also Voting).
Continuity and No personal gain or preferment	<p>The purpose of this process is to maintain continuity on the Advisory Board from those with experience.</p> <p>The criteria for being on the Advisory Board and being a Shareholder is that there will be no personal, financial or social gain from this position. Each of the Shareholders has, and shall again, attest that their role is purely one of service without any gain.</p>
"B ORDINARY NON-VOTING SHARE" SHAREHOLDERS	The "B Ordinary Non-Voting Share" Shareholders are the current Chairman and Secretary of the Company.
Current holders of "B Ordinary Non-Voting Shares"	Currently Kirankumar Navalchand Mehta and Manoj Kumar Malu are the Chairman and Secretary respectively. They will, at the next election (if so elected again) hold the "B Ordinary Non-Voting Shares". If not, the new Chairman and/or Secretary shall hold the "B Ordinary Non-Voting Shares".
DIRECTORS	The Company shall have a maximum of three (3) directors as corporate directors.

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Quorum	The quorum for any Director meeting must be two (2) Directors in person or by phone.
Positions	The Directors shall hold the following posts: <ul style="list-style-type: none"> ▪ Chairman ▪ Secretary ▪ Treasurer
Active Role	The Directors must hold an active position Management Board.
Type of Share held	The Chairman and Secretary will also hold a “B Ordinary Non-Voting Share” and have “observing” and non-voting status at shareholders meetings.
Current holders of position	The current Directors are: <ul style="list-style-type: none"> ▪ Kirankumar Navalchand Mehta (Chairman) ▪ Manoj Kumar Malu (Secretary) ▪ Mahendrakumar Bagrecha (Treasurer)
Signing Authority	The Directors have signing authorities with the bank accounts. There is a minimum of two signatories required for all banking as per the bank mandate.
COMPANY SECRETARY	One of the Directors shall hold the office of Secretary for operational purposes for the Company. For the purposes of s270 Companies Act 2006, there is no need to have a statutory Secretary and the duties required to be performed by a corporate Secretary shall be consumed by the Directors. If in the future, it is determined that an official corporate Secretary is to be named (i.e. for the avoidance of doubt a Director taking on the role of Secretary as well) then this can be so appointed.
Role	The corporate Secretary shall be the person holding the role of Secretary on the Board. The Secretary shall also be a Director.
Current holder of position	The current Secretary is Dr Manoj Malu.
MANAGEMENT BOARD	The Management Board will comprise 10-12 people in total. Three of these will be the Directors of the Company.
Remit	The Management Board effectively are responsible for running and operating the Company and answer to the Board and Shareholders. By having the three Directors on the Management Board ensures a consensus and collegiate decision-making process.
Meeting	The Management Board shall meet in person or by conference calls monthly. Meeting agenda items will comprise, inter alia: <ol style="list-style-type: none"> 1 Matters Arising 2 Financial Review 3 Risk Management Review 4 Events 5 Complaints 6 Revenue Opportunities

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NO DIVIDENDS	The Articles will be amended to delete all references to distributions, dividends or any payments to Shareholders.
NO REMUNERATION	No remuneration will be paid to any Director and/or Secretary, Advisory Board, Management Board or any volunteers assisting in the activities of the Company.
EXPENSES	Only verifiable and documented (i.e. with receipts) disbursements for the absolute and sole benefit of the Company may be claimed back. For example, a taxi journey to transport all conference materials is permitted but travel to a meeting is not as it is a personal expense.
ASSET SALE	No assets of more the 10% of the value of the net assets of the Company can be sold by the Management Board unless prior approval by Special Resolution of the Qualifying Members has been received.
PROPERTY ACQUISITION	No properties of any type can be purchased by the Company unless prior approval by Ordinary Resolution of the Qualifying Members has been received.
FINANCIAL LOAN	No financial loan (In cash or kind) can be entered into unless prior approval by Special Resolution of the Qualifying Members has been received.
SPENDING LIMITS	The Chairman may enter into a contract up to £500 (in total) without seeking prior approval but the Chairman has the obligation to fully advise the Management Board as soon as reasonably practicable but not later than the next meeting.
£500-2,000	For any spending or contracts between £500-£2000 in total, the board of Directors must first pass a board resolution. The Treasurer has the obligation to fully advise the Management Board as soon as reasonably practicable but not later than the next meeting.
£2,001-50,000	For any spending on items, events, contracts or anything else (without limiting the generality of the foregoing list) of between £2,001-£50,000, there must be prior approval by Special Resolution of the Management Board.
£50,001 plus	For any spending on items, events, contracts or anything else (without limiting the generality of the foregoing list) of over £50,001, there must be prior approval by Ordinary Resolution of the Qualifying Members.
DIETARY	All Company events / meetings shall be alcohol free and no alcohol shall be served or permitted to brought to the event.

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	All Company events / meetings shall serve Jain food but the degree of the Jain diet shall be determined by an Ordinary Resolution of the Management Board taking into account the venue and possible options. For the avoidance of doubt, all meals and food shall be vegetarian (i.e. no eggs, fish or meat). Similarly, no person shall be admitted or authorised to bring any non-vegetarian food to a Company event / meeting.
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The following signatories, forming the Advisory Board and the Directors and Secretary confirm that the Framework Document is in accordance with the principals and mission statements of the Company. The signatures also re-confirm and attest that the Advisory Board:

- 1 are not seeking any personal gain or preferment by virtue of their position; and
- 2 shall comply subject to the caveats set out above, with the voting decisions of the Qualifying Members with respect to elections and proposals at general meetings.

<p>Signed as a deed by (full name of individual) in the presence of</p> <p>Signature: <u>KR Joshi</u></p> <p>Signature of witness: <u>Ashish Jain</u></p> <p>Name (in block capitals): <u>Ashish Jain</u></p> <p>Address: <u>19 Chippenham Rd</u> <u>Romford RM386X</u></p>	<p>Signed as a deed by (full name of individual) in the presence of</p> <p>Signature: <u>M. K. Joshi</u></p> <p>Signature of witness: <u>Ashish Jain</u></p> <p>Name (in block capitals): <u>Ashish Jain</u></p> <p>Address: <u>19, Chippenham Road</u> <u>Romford, RM386X</u></p>
<p>Signed as a deed by (full name of individual) in the presence of</p> <p>Signature: <u>B. B. Shah</u></p> <p>Signature of witness: <u>Ashish Jain</u></p> <p>Name (in block capitals): <u>ANUS SHAH</u></p> <p>Address: <u>21 COMPTON ROAD</u> <u>HAYES, UB3 2AZ</u></p>	<p>Signed as a deed by (full name of individual) in the presence of</p> <p>Signature: <u>R. Shah</u></p> <p>Signature of witness: <u>Tarun Shah</u></p> <p>Name (in block capitals): <u>Tarun Shah</u></p> <p>Address: <u>33A Batchworth Lane</u> <u>Middlesex HA6 3DU</u></p>
<p>Signed as a deed by (full name of individual) in the presence of</p> <p>Signature: _____</p> <p>Signature of witness: _____</p>	<p>Signed as a deed by (full name of individual) in the presence of</p> <p>Signature: _____</p> <p>Signature of witness: _____</p>

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<p>Name (in block capitals): _____</p> <p>Address: _____</p>	<p>Name (in block capitals): _____</p> <p>Address: _____</p>
<p>Signed as a deed by (full name of individual) in the presence of</p> <p>Signature: _____</p> <p>Signature of witness: _____</p> <p>Name (in block capitals): _____</p> <p>Address: _____</p>	

