



THE CONSTITUTION AND BY-LAWS
OF "THEFRIENDSHIPCUP, INC."

ADOPTED: JUNE 3, 2011

ARTICLE I — NAME

The name of this corporation shall be **THEFRIENDSHIPCUP, INC** (also referred as TFC) a not for profit amateur sports organization.

ARTICLE II — REGISTERED OFFICE ADDRESS

The principal office of the corporation is to be located at 3191 S.W. 11th Street, Suite 300, Deerfield Beach, Florida 33442.

ARTICLE III — PURPOSE

This corporation is organized exclusively for amateur sports and as an organization as specified in Section 501(c)(3) of the Internal Revenue Code – “fostering national or international amateur sports competition, and other non profitable purposes, substantially all of the activities of which are for such purposes and no part of the net earnings of which inures to the benefit of any private shareholder” or the corresponding section of any future federal tax code.

The purpose of this corporation is:

The objectives of TFC shall include:

- (i) To hold tournaments, promote and participate in the playing of amateur recreational cricket /or other sports competitively in the South Florida area amongst all Indian and other communities;
- (ii) To promote and advance the game of cricket / or other sports;
- (iii) To facilitate access to facilities and fixtures for the playing of cricket / or other sports;
- (iv) To provide or facilitate coaching and instruction in cricket / or other sports
- (v) To provide an opportunity for the community to have social and recreational sports activities.

The purpose of the TFC Organization shall also be to:

- Introduce the South Florida community to those sports that are popular in other parts of the world
- Teach to interested members of the public and their children how to play the games being conducted by TFC.
- Arrange amateur competition – matches and tournaments as necessary.

The initial mission of “thefriendshipcup” is to promote the game of Amateur Recreational Cricket within the South Florida area and to provide a competitive environment for individuals and the general public to develop and improve their game. The “TFC” pursues this mission by organizing

games and tournaments, participating in various competitions and educating the general public as to the sport. By creating this organization, the "TFC" fosters recreational amateur cricket competition and enhances the surrounding Indian and other communities by enabling individuals who share the love for the game to come together and compete against one another and others. To insure that all cricket matches organized by or under the auspices of the TFC are conducted in accordance with the Laws of Cricket, the traditions and spirit of the game, and such rules and regulations promulgated by the ICC that apply to local, regional and international cricket. Outreach to the general public, as well as other organizations that promote cricket. Educate the general public by distributing information about the sport. Foster the development of youth Cricket programs. Work with reputable professionals and liaise with local and county officials on matters pertaining to the development of cricket and cricket facilities for the members of the organization, the general public and their children. Help and facilitate women to get more involved in sports and the benefits of keeping fit and to enjoy the Florida public parks.

ARTICLE IV — EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the TFC Corporation:

- (i) No part of the net earnings of the organization shall inure to the benefit of or be distributable to its Members, Board, Officers, or other private Persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Corporations purpose clause hereof.
- (ii) No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence Legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
- (iii) Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE V — MEMBERSHIP/BOARD OF DIRECTORS

The TFC Corporation shall have regular voting members. The eligibility, rights and obligations of the members will be determined by the organization's Board and these by-laws as may be amended from time to time. A member may form a team for participation in any sports events organized by TFC and then the team will be considered a member of the TFC family of Teams.

Any individual person who subscribes to the objectives of the TFC and is willing to contribute to the achievement of those objectives can become a member of the TFC. There will be no discrimination based on race, religion or nationality.

An HONORARY membership shall be bestowed to any individual who in the opinion of the TFC Board of Directors possess exceptional qualities – in the furtherance of the objectives of the TFC. Honorary members shall have no voting rights and may not serve on the TFC Board.

To be a voting member in good standing, each member shall be required to pay annual dues as may be determined from year to year. Dues for 2010/2011 are \$ 50.00 per member. Student membership fee is \$25.00

Members in good standing shall be eligible to serve as the President of the TFC or as Officers on the Board and shall have the right to:

- Nominate candidates for the office of the President of TFC
- Vote for the election of the President of TFC
- Vote on any recall of members of the board of TFC
- Ratify these by-laws and any amendments as proposed by the President and board of the TFC

The management of the affairs of the corporation shall be vested in a Board of Directors as defined by the corporation's by-laws. No regular member or any of the directors shall have any right, title, or interest in or to any property of the corporation.

The number of directors constituting the initial board of directors is five(5).

The names and addresses of the current board members are as follows:

Mr. Vinod Gulati, as Board member and the President
3191 S. W. 11th Street, Deerfield Beach, Florida 33442

Mrs. Amita Singh, as Board member – Vice-president, public relations and special events
629 S.W. Palmetto Cove, Port St. Lucie, Florida 34986

Mr. Rajat Verma, as Board member cricket matters "Academy" and Treasurer
133 Kensington Way, Royal Palm Beach, Florida 33414

Mr. Chummar Maly, as Board member cricket and other sports matters and Secretary
17266 N.W. 8th Street, Pembroke Pines, Florida 33029

Mr. Ramaji Ganesh, as Board member at large

Members of the initial appointed board of directors shall serve until the first annual meeting at which time their successors, if any, would be duly nominated or elected and qualified, or removed as provided for in the by-laws. The aim of the TFC initially is that there shall be Five (5) nominated or elected Board of Directors. The first board meeting is being scheduled in the month of August/September 2011.

Article VI – MEMBERS

(i) Annual Membership:

Annual membership fees shall be \$ 50.00 for regular members and \$ 25.00 for students. Membership shall include all persons of the member's immediate family including the spouse and dependent children. Each such membership is entitled to only "one" vote in a family. ANNUAL membership expires 12 months from date paid.

Article VII – MEMBERSHIP OBLIGATIONS

Section 1: Members have the following obligations:

- i. To comply fully with the Constitution, By-Laws, Regulations, directives and decisions of the TFC
- ii. To participate in competitions organized by TFC
- iii. To pay their membership dues and subscriptions
- iv. To provide verifiable contact information to the President and or the Executive Secretary of the TFC. The contact information should include the names, postal and electronic addresses and telephone. This requirement is deemed necessary for effective communication and to maintain membership in the TFC.
- v. To comply with the prevailing and general laws of sports played, any variations to the general laws of the sports played under TFC, playing conditions, the spirit of the game and any other stipulated regulations
- vi. To comply fully with all other requirements arising from the Constitution and other regulations

Section 2: Violation of the above-mentioned obligations by any individual member, league or participating teams/clubs may lead to sanctions provided for in this Constitution.

Section 3: MEMBER IN GOOD STANDING

A Member of the Organization will be in good standing provided that the Member:

- i. Owes no outstanding membership dues or other debts to the Corporation
- ii. Has not ceased to be a Member

- iii. Has not been suspended or expelled from membership, or had no other membership restrictions or sanctions imposed
- iv. Has complied with the Constitution, policies and rules of the Organization
- v. Is not subject to a disciplinary investigation or action by the TFC, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the TFC Board
- vi. Whose constitution and bylaws are not in conflict with the Constitution and bylaws of the TFC.

Section 4: TERMINATION OR SUSPENSION OF MEMBERSHIP

- i. A member may resign membership at anytime by submitting written notice to the Executive Secretary of the TFC. Membership may also be terminated due to non-payment of membership fees, dues, fines, assessments or penalty which remains unpaid by the stipulated date.
- ii. The Board, by a two-thirds (2/3) majority vote, may suspend or expel a member due to conduct deemed to be prejudicial, detrimental and/or contrary to the aims and objectives of the TFC. The member shall be provided an opportunity to present his/her case to the Board prior to the decision to suspend or expel.
- iii. The Board may suspend or expel a member who seriously and repeatedly violates its membership obligations as outlined in the Constitution.
- iv. Any member who is suspended or expelled from the TFC shall receive written notice from the Executive Secretary regarding the suspension and or expulsion and the reasons thereof and shall have the right to appeal this decision (see ARTICLE X on APPEALS)

ARTICLE VIII: TFC_– “thefriendshipcup” Inc. Board Officers and Members

Section 1: The Officers of the Board shall consist of the following members:

- (i) President (the only elective officer of the Corporation)
- (ii) Vice-president – appointed by the President
- (iii) Treasurer – appointed by the President
- (iv) Secretary – appointed by the President
- (v) Immediate past President

The Board Officers may not be related to each other. The President shall have the power to appoint more officers if deemed necessary for the proper functioning of the Organization in consultation with the appointed officers of the Board.

Section 2: Voting

- (i) Each member – including his/her family is entitled to ONE vote only as outlined in Article VI – section 1, above.
- (ii) If there is more than one candidate for the President, then Elections shall be held by a secret ballot as far as is possible. Only Annual members in “good standing” as of two (2)

- months before the election date shall be eligible to vote.
- (iii) Voting by electronic / e-mails is allowed with proper procedures / systems in place – as developed, decided and directed by the CN&E and approved by the Board.
 - (iv) An oath ceremony shall be conducted to induct the newly elected President and to introduce the newly appointed Board members

Section 3: Duties of the Board Members

The Board Members shall be fully responsible for all the executive functions of the TFC and shall establish general policies governing all activities of the Corporation.

The Board Members powers and responsibilities include:

- (i) To actively engage in furthering the objectives of the Organization.
- (ii) To review all the activities of the Organization to ensure that they do not conflict with the basic objectives of the Corporation.
- (iii) To appoint special Committees, to initiate programs as may be necessary and to terminate those programs whose objectives have been fulfilled.
- (iv) CHECKS, NOTES & CONTRACTS: The Board is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized on the corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.
- (v) INVESTMENTS: The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in Bank CD's, as the Board may deem desirable or advisable,
- (vi) OFFICE: The offices of the Corporation shall be located at such a place as the Board may from time to time determine
- (vii) BOOKS: All books of an account of the activities and transactions of the organization shall be kept at the offices of the President, Treasurer or Secretary of the Corporation. Such books shall consist of, but not be limited to, a Minutes book, which shall contain a copy of the Certificate of Incorporation or restated articles of incorporation and all amendments to them currently in effect, a copy of updated Bylaws, and all the Minutes of meetings of the Board or Members, a record of all actions taken by the Board, a record of all actions taken by a Committee of the President or Board, accurate accounting records, a record of all members, a record of all important communications to all members including financial statements, most recent annual reports as may be delivered to the department of State under s.617.1622
- (viii) ANY MAJOR TFC monetary decisions – over \$ 1,000/-, shall be executed by approval of a "majority" vote of the Board only

Section 4: Access to Corporate Records

Any "member" of the organization in good standing is entitled to inspect and copy any of the following – articles of incorporation, bylaws, minutes, accounting records, membership roster, and any other books and records. This is subject to the following limitations: (1) the member's demand must be made in good faith and for a proper purpose; (2) the member must describe with reasonable particularity his or her purpose and the records that he or she desires to inspect; and (3) the records must be directly connected with the member's purpose.

Section 5: Appointments

The President shall make all appointments of Committees or Programs with the advice of the Board Members.

Section 6: Board of Directors Meetings

The Board shall meet no less than four times in the calendar year to conduct the business of the Corporation.

Section 7: Terms of Office

The TERM of the President shall be for a period of TWO years. The President of the Corporation shall serve no more than TWO consecutive terms. For a second term the President must go through the normal election process. A TWO-year gap after serving as the President will be required of any past President in order to qualify for re-election. The terms of the other Board members shall be indefinite and is not defined as they serve with the President elect.

Section 8: Recall

The President can be recalled – by a signed petition by fifty five percent of the members in good standing. A successful recall would be followed by an election for a new President. Individual Board members thereof can be recalled by a twenty percent of the members in good standing – by a signed petition and followed by an up/down vote by the Board. A replacement of a recalled board member position, if required, would be appointed by the President.

Section 9: Recall of Board members by the Board and Disciplinary matters

- (1) Attendance Irregularities: If a member of the Board fails to attend or participate in more than two Board meetings, the Board has the authority to vote to recall the member and to select another member as a replacement
- (2) Each member must participate in a meeting of the Board in person or may do so by tele-conferencing with approval from a majority of the Board.

- (3) The Board has the discretionary powers to vote to relieve any member or Board Member of his/her duties if he/she fails to fulfill his/her responsibilities and whose actions are counterproductive to the aims and objectives of the Organization.
- (3) Disciplinary matters: The TFC Board shall have the authority to discipline any member who, by neglect or by conduct, acts in a manner subject to discipline pursuant to the aims and objectives of the TFC.
- (4) Activities subject to discipline: The TFC may discipline any members who by neglect or by conduct
 - (a) Acts in a manner detrimental to the purposes of TFC;
 - (b) Violates the Bylaws, Operating Regulations, or Competition Rules of the TFC;
 - (c) Violates the rules of eligibility for all TFC arranged events;
- (5) Time limit: Disciplinary proceedings must be requested within 14 days from the time the complaining party knew or should have known of the issue giving rise to the request for a disciplinary hearing.
- (6) Rights of the persons or entities: In all matters subject to this Regulation, all parties shall be provided with fair notice and an opportunity for a hearing prior to the adjudication or imposition of any penalty by the TFC. All parties:
 - a) Representation: May be represented in any disciplinary, grievance, or TFC proceeding by a person(s) who may (but need not) be an attorney;
 - b) Right to appeal: May appeal any adverse decision in accordance with this Regulation;
 - c) Attendance at hearing: May be present at any hearing; and
 - d) Presenting and challenging evidence: Shall have the right to present evidence and witness testimony and to cross-examine witnesses testifying against him or her or it.

ARTICLE IX: COMPLAINT PROCEDURE

Section 1: Any member of TFC may file a complaint pertaining to any matter within the cognizance of the Organization.

Section 2: Jurisdiction

Any member of the TFC, by reason of membership, agrees to be subject to these complaint procedures and agrees to be bound by any decision rendered pursuant to these complaint procedures.

Section 3: Manner of Filing

The complainant shall file a written or electronic complaint with the Executive Secretary, providing such filing can be verified. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs:

- i. The alleged violation, grievance, denial or threat to deny, and, the remedy requested thereof;
- ii. The complainant must sign and date the complaint, retaining any proof of such filing;
- iii. A complaint filed by an individual shall be accompanied with a \$150.00 filing fee in the form of a certified bank check, money order or wire-transfer of funds made payable to the TFC. A complaint filed by an organization shall be accompanied with a \$300.00 filing fee in the form of a certified bank check, money order or wire-transfer of funds made payable to the TFC;
- iv. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Board shall determine whether or not to reduce or waive the filing fee;
- v. If a complaint is upheld, the filing fee shall be returned to the Complainant by the TFC. All other expenses incurred in the process of filing the complaint, shall remain the responsibility of the Complainant;
- vi. To be valid a complaint must be filed within fourteen (14) days of the occurrence of the alleged violation or grievance or from the time the complainant knew of the violation;
- vii. The Board shall generally administer and oversee all administrative grievances and complaints and shall ensure that all properly filed complaints are heard in a timely, fair and impartial manner;
- viii. A decision shall be determined by a majority of the Board and shall be in writing. The Board's decision shall be binding and final except as overturned by the Appeals Committee.

Section 4: Hearing Procedure

In all hearings conducted under these bylaws, the parties shall be accorded:

- i. Notice of the specific charges or alleged violations in writing and possible consequences if the charges are found to be true;
- ii. Reasonable time between receipt of the notice of charges and the hearing within which to prepare a defense;
- iii. The right to have the hearing conducted at a time and place so as to make it practicable for the person charged to attend;
- iv. A hearing before a disinterested and impartial body of fact-finders;
- v. The right to be assisted in the presentation of one's case at the hearing;
- vi. The right to call witnesses and present oral and written evidence and argument;
- vii. The right to confront witnesses, including the right to be provided the identity of witnesses in advance of the hearing;
- viii. The right to have a record made of the hearing if desired;
- ix. A written decision, with reasons for the decision, based solely on the evidence of record, issued in a timely fashion;
- x. Notice of any substantive and material action of the hearing panel in the course of the proceedings.

ARTICLE X: APPEALS

Section 1: Appeal Committee

The Board shall establish an Appeals Committee consisting of five (5) members who shall consider and determine appeals from final decisions rendered by Board relating to activities sponsored by the Organization or a Member of the TFC. The Appeals Committee has the power to call for the production of any relevant documents and evidence the Appeals Committee may require to arrive at a fair and impartial decision. The decision of the Appeals Committee is final.

Section 2: Appeal Procedure

An appeal shall be made in accordance with procedures established by the Board of Directors and is begun by submitting a notice of appeal within ten (10) days from the date of the official receipt of the decision by the Board to the party making the appeal. Copies of the notice of appeal shall be sent to all opposing parties and to the Appeals Committee or other body whose decision is being appealed.

Section 3: A decision rendered by the Board from which an appeal is taken is not suspended pending the final decision of the Appeals Committee, unless the Appeals Committee otherwise orders. The decision of the Board may be upheld, reversed, or reversed and remanded.

ARTICLE XI: Duties of the Officers

Section 1: The President

The President shall be the Chief Executive Officer of the TFC and shall:

- (i) Appoint the Board Officers at the first meeting of the TFC following the election.
- (ii) Preside at meetings of the Board, and shall be responsible for the development and presentation of major programs, in collaboration with the Board members and other members of TFC who may be on special Committees.
- (iii) Execute and safeguard the execution of the Bylaws of the Organization,
- (iv) Have the determinative vote in the event of a tie at the Board Meeting or any General Body Meeting.
- (vi) Oversee the financial transactions of the TFC Corporation in collaboration with the Treasurer of the Association.
- (vii) Appoint Vice-president of the Association as acting President in the event of his/her absence or sickness. The term of the acting President shall not exceed 3 months. During this interim period, the acting President shall have all authority, power and privileges of the elected President. If the elected President does not show up after the three-month period the post of the President will be considered vacant. A vacancy created by the resignation or otherwise of the President shall be filled by the Vice-President with immediate effect without any further approval and the Vice-President shall continue as acting President with full powers & authority of an elected President, until the next scheduled elections.

Section 2: Vice-President

Vice-President shall be responsible for membership enrollment, the development and organization of programs and events, public relationship and other tasks as may be assigned or determined by the President, after due consultation with the Board.

Section 3: The Treasurer

The Treasurer shall:

- 1) Be responsible for collecting all sums due to the Organization and for directing the
- 1) due disbursement of all sums payable by the TFC
- 2) Set up the account so that each TFC check would require a signature from the President or Treasurer or Secretary
- 3) Submit an up to date income and expense of the Corporation no less than twice a year
- 4) Prepare an annual financial report of the Organization for submission to the President of the TFC
- 5) Communicate a summary of the annual income and expense report by e-mail to the Members of the TFC two weeks before the General Body Meeting(GBM)
- 6) Communicate a detailed annual income and expense statement to the Board at least 3 weeks before the GBM
- 7) Sign the accounts before delivering them to the Treasurer-elect on or before the last day of his/her term.

Section 4: The Secretary

The Secretary shall:

- (i) Tend to the giving and serving of all notices of the Corporation
- (ii) Shall keep the Minutes of all meetings
- (iii) Have charge of the Records of Incorporation
- (iv) Be responsible for the keeping and filing of all State and IRS returns, books, reports, certifications and the documents required by law to be kept and filed by the Corporation
- (v) Keep current tax filings and validity of non-profit status
- (vi) Shall communicate to the members notices of all programs and events or any other information as approved by the Board

ARTICLE XII: Meetings

Section 1: General Assembly Meetings, General Body Meetings

There shall be at least one general meeting of the members of the Organization annually. The President may call special meetings at any time by a majority vote of the Board or upon written request from Twenty percent of Members in good standing. Notice of all meetings shall be e-mailed at least TWO weeks before each meeting to each Board member and all other Members in good standing.

Section 2: Board Meetings

There shall be at least FOUR meetings of The Board of Directors every year.

ARTICLE XIII: Quorums

Section 1:

At any GBM called in accordance with the provisions of the constitution, a quorum shall consist of a minimum of Ten percent of TFC Members in good standing.

Section 2:

In Board of Directors meetings a quorum shall constitute a minimum of 3 board members.

Article XIV: Financial

- 1) The TFC Corporations' fiscal year will run from January 1, to December 31. Membership dues shall be paid on an annual basis, covering a period of 12 months.
- 2) The Board of Directors shall have full powers and authority to manage and control the financial affairs of the TFC. The Board shall have the right to establish such internal systems of accounting controls as they may deem appropriate or advisable.
- 3) No officer, member of the Board, Committee, Chairperson or member of TFC shall accept any financial obligation(s) in the name of TFC or make payments for TFC without acquiring previous approval from the Board of Directors.
- 4) Board may pass approvals for expenses on individual items or on operating budget for an event
- 5) On request, a full financial statement shall be made available for purview to all members every year
- 6) All checks and other instruments for payment shall be drawn in the name of the TFC and shall be signed by the treasurer, Secretary or president

ARTICLE XV: Standing Committees

Section 1: Committee on Nomination and Elections

The Committee on Nomination and Elections ("CN&E") appointed by the Board members shall be responsible for conducting the election of the President of the Corporation. The Committee shall consist of a chairperson and two other members in good standing who may be Board members, all to be selected by the Board. The "CN&E" Committee members may not be related to each other. Any member seeking election or re-election may not be eligible to be a member on the CN&E.

Section 1A: The Nomination for Election of the President

- (i) Each member in good standing can nominate any one person for the office of President.
- (ii) All valid nominations shall be placed on the ballot
- (iii) The two conditions for validity shall be:
 - (a) For the office of President, the nominee shall be an ordinary member of the Organization, in good standing for no less than ONE year, and preferably, but not necessarily, have served on the Board of the Association. Board members will qualify to run for the office of President even if they have not been with the organization for ONE year.
 - (b) For the office of the President, the nominee shall accept the Nomination in writing or in electronic form addressed to the CN&E Chairperson.
- (iv) If no valid nominations are received on or before the due date, as established by the CN&E, the current Board shall have the right to nominate a candidate for the office of President. The nominee shall be thoroughly vetted by the CN&E and the candidate must then be approved by a majority vote of the current Board.

Section 1 B: The Election of the President

- (i) All valid nominations shall be placed on a ballot and the CN&E will hold Elections sometime in the last month of the outgoing President's term.
- (ii) Election of President shall be Held in GBM. Each member is entitled to one vote only. Voting shall take place via secret ballot in person only. The candidate receiving the majority of the votes cast shall be declared President-Elect. In the case there may be a TIE – the current Board will vote to select by majority vote the New President elect of the Corporation.

Section 2: The Bylaws and rules Committee

The Bylaws and rules Committee shall be responsible for supervising and reviewing the bylaws and rules of the Organization. The Bylaws and Rules committee shall consist of a Chairperson and any two members in good standing to be appointed by the President with the advice and consent of the Board. These Committee members may not be related to each other.

ARTICLE XVI: Amendments

Section 1:

Amendments to the Constitution and By-laws may be proposed by The Board, or by a petition signed by at least Fifty percent of the members in good standing.

Section 2:

An amendment proposed in accordance with Article XVI – section 1, shall be presented to the By-laws and Rules Committee for review. The By-laws and Rules Committee shall examine the proposed amendment with respect to its effect on the Corporation’s tax-exempt status and ensure any proposed amendments are in the best interests of the Organizations’ aims and all its members.

Section 3:

Proposed amendment(s) must be communicated to all members in good standing and a vote taken from all the members to pass the amendment(s). A proposed amendment shall require for its adoption, a favorable vote of two-thirds of the members in good standing who return their ballot.

ARTICLE XVII: Tax-exempt Status

Section 1:

The Corporation is a non-profit organization. No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to its members, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered, and to make payments and distribution in furtherance of the objectives set forth in Article III of these Bylaws.

Section 2:

No part of the activities of the Organization shall be that not permitted by a Corporation exempt under Section 501[c] (3), of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), and by tax-exempt organizations of the type described in Section 509 [a] (1), of the United States Internal Revenue Code.

ARTICLE XVIII: Dissolution of the Corporation – TFC

The duration of the corporate existence shall be perpetual until dissolution.

In case of dissolution of the TFC, the Board Officers shall, after paying all liabilities off, dispose of all the residual assets and income of TFC in such a manner or to such one or more organizations described in Sections 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public use purposes. Any of such assets not so disposed off shall be disposed off by the circuit court of the county in which the principle office of the corporation is then located – exclusively for such purposes or to such organization(s) as the court shall determine. Any decision for the Dissolution of the Organization can only be effected by a vote (by e-mail) of 2/3 rd of the members in good standing.

ARTICLE XIX: Parliamentary Authority

Robert’s Rule of order, except when inconsistent with the Constitution and Bylaws of the Organization, and shall govern the meetings of the Board and all committees and the general assembly meetings.

ARTICLE XX: PERSONAL LIABILITY

No member, officer, or director of TFC shall be personally liable for the debts or obligations of TFC of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of TFC.

Each member of the Board shall at all times be indemnified, defended, saved and held harmless from any and all liability of every nature what-so-ever, except for the intentional torts committed by such member. The liability shall be paid for by TFC and shall include but not be limited to any and all liability, judgments, costs, charges, expenses, attorney fees and the like, without limitation, to the greatest extent allowed by Florida Law. The only exception to this indemnification shall be the intentional tort and gross negligence resulting from any dishonest act by a TFC member in such case the negligent member would be obligated to meet all liabilities. The officers of the TFC organization shall not be liable for the acts of any member of TFC nor shall any member be liable for acts of officers of the TFC organization.

On approval of the TFC Board, TFC may purchase at any time thought appropriate D & O liability insurance. The TFC will purchase Liability and other insurances for one or more specific events that are conducted by TFC. Any insurance’s so taken may have restricted coverage for the Board and Organization and/or wider coverage to include all members in good standing of the Organization and all the teams and their players –participating in the various events conducted by the TFC.

ARTICLE XXI: CONFLICT OF INTEREST POLICY

Appendix A below that is a part of these by-laws – form the guidelines of the TFC Conflict of Interest Policy.

ARTICLE XXII: LAWS OF SPORTS

Section 1: The prevailing laws as announced by an apex body for a game would be adopted by TFC when TFC is conducting a tournament of that game. At the time of announcing a tournament, any modifications to the general rules and regulations that may be required would be duly communicated to all participants of the tournament.

ARTICLE XXIII: CODE OF ETHICS

Section 1: The TFC shall adopt a Code of Ethics for members of the Board, officers, committees, task forces, members, employees and others who are associated with the TFC. The Code of Ethics shall be approved by the Board. See Appendix B.

ARTICLE XXIV – INCORPORATORS

In witness whereof, I, the undersigned, has hereunto subscribed his name –
That the “thefriendshipcup” – TFC has formed the Corporation under the Laws of the State of Florida on 20th January 2010 and certify that we executed and ratified these TFC “thefriendshipcup” By-Laws and Constitution this May xx of 2011.

Dated: June 3, 2011

Signature
Vinod Gulati, President – for and on behalf of the Board
Adopting and current Board Members
1. Amita Singh
2. Rajat Verma
3. Chummar Maly
4. Ramaji Ganesh
5. Vinod Gulati

Appendix A: Conflict of Interest Policy of “thefriendshipcup” -TFC

Article I: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization’s (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II: Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III: Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V: Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation

Article VI: Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has having received a copy of the conflicts of interest policy,
- b. Has having read and understood the policy,
- c. Has having agreed to comply with the policy, and
- d. Has understood the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII: Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII above, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Appendix B - Code of Ethics

The "friendshipcup" (hereinafter "TFC") executive members and committee members are governed by such regulatory documents as the Constitution and By-Laws. In addition, this duty carries with it an obligation to perform with fairness, equality, transparency and objectivity through an overriding sense of integrity.

TFC recognizes that the Executive and committee members are elected or appointed to their positions because the members of TFC have enough confidence in them to perform their jobs within the ambit of the goals and objectives of TFC. However, the responsibility of accepting positions must have some guidelines. It is to this end that all directors, officers and committee members adhere to the Code of Ethics outlined below.

The following principles set out the ethical standards with which TFC's leadership shall abide. All committee members and officials shall at all times:

- 1. Implement the Organization's Constitution, By-Laws, Regulations and policies so that the highest possible standards of honesty, fairness, and equality are achieved and maintained*
- 2. Cooperate with the Organization's Event organizers, officials and other administrators to conduct the TFC's duty with utmost efficiency*
- 3. Know and understand the Constitution, By-Laws, and other policies governing TFC*
- 4. Make financial and other decisions that are in the best interest of TFC*
- 5. Report any unethical practice of another member to TFC*
- 6. Not discriminate against clubs or any individual member thereof on the basis of race, color, ethnicity, gender, national origin, religious belief or otherwise*
- 7. Never use the assets, information or resources of TFC for personal benefits or for the benefit of their respective leagues or clubs*
- 8. Ensure that all transactions are handled honestly and recorded accurately*
- 9. Recognize and fully respect the rights of the member clubs to make their own decisions*
- 10. Take a proactive stance in attempting to rectify any situations where the Constitution, By-Laws, Code of Ethics have been violated or could be violated*
- 11. Refrain from knowingly being a party to improper practices that are detrimental to the Organization and which violates TFC's policies*
- 12. Refrain from intentionally spreading false or misleading information, whether in written, spoken or implied form*
- 13. Provide openness, transparency and full disclosure to all members on matters pertaining to TFC*
- 14. Recognize that even the appearance of misconduct or impropriety can be very damaging to the reputation of TFC and act accordingly*

Any Director, Officer, Committee member who is found to have contravened the Code of Ethics may be subject to disciplinary measures as set forth in the Constitution.

This Code of Ethics in no way supersedes the TFC Constitution but serves to augment it.