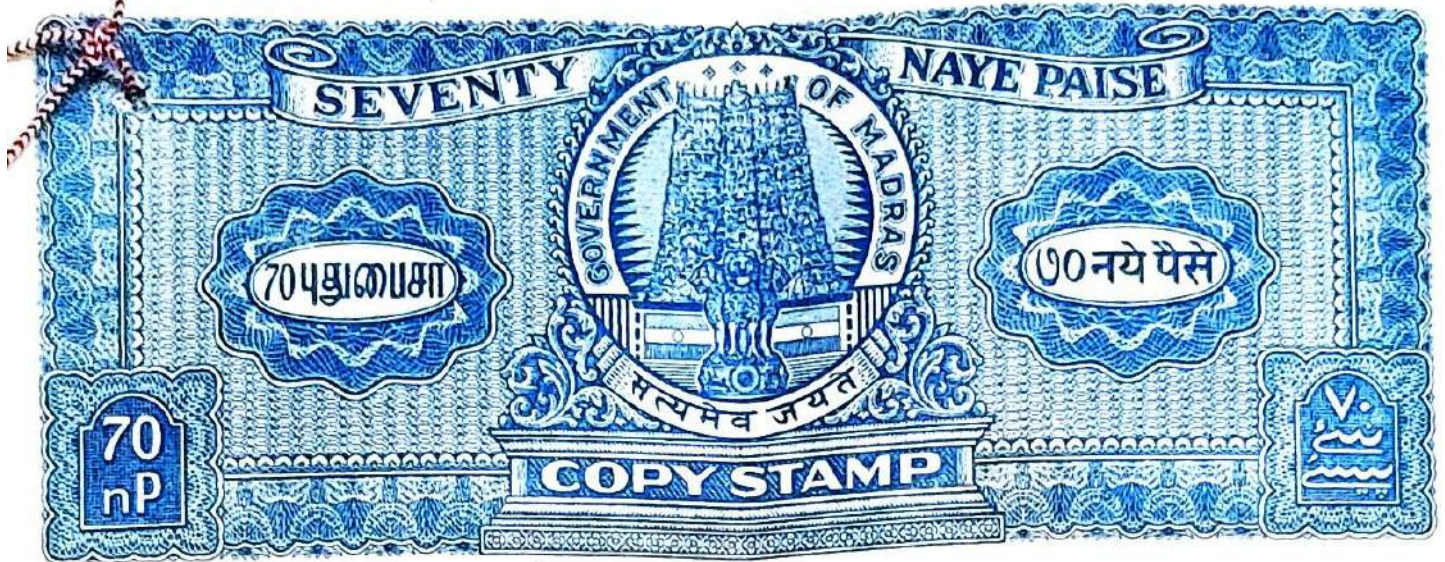




In the Court of the subordinate Judge of Coimbatore.

present:-- Thiru S.Kothandaraman, M.A., B.L., I Additional Subordinate Judge.

Monday, the 18th day of September, 1967.

original suits Nos. 53/65 and 68/65.

Between:--

O.S.No. 53 of 1965.

1. K.Vijayakumar.
2. Srimathi Bagyalakshmi.
3. N.Venkatesan. .. plaintiffs.

A N D:--

1. G.Krishnan.
2. P.Balasubramanyam.
3. Minor Ravichandran aged 9 by guardian mother Savithri.
4. G.R.Damodaran.
5. M.S.Palaniappa Mudaliar.
6. N.Savithri. .. Defendants.

Between:--

O.S.No. 68 of 1965.

1. P.Balasubramaniam.
2. Mrs. Kamalammal. .. plaintiffs.

A N D:--

1. Sri. Gopal Naidu Educational Trust.
2. G.Krishnan.
3. Mrs. Bagyalakshmi.
4. K.Vijayakumar.
5. Minor Ravichandran by guardian mother Savithri Ammal.
6. M.S.Palaniappa Mudaliar.
7. G.R.Damodaran.
8. N.Savithri (added as per order in I.A.No.424/65 dated 27--9--1965). .. Defendants.

Both these suits coming on for final hearing together on the 4th day of September, 1967 before me in the presence of Thiruvalargal K.G.Subrahmanyam and V.Natarajan, Advocates for the plaintiffs in O.S.No. 53/65; and defendants 1, 3 and 4; in O.S. 68/65 ---

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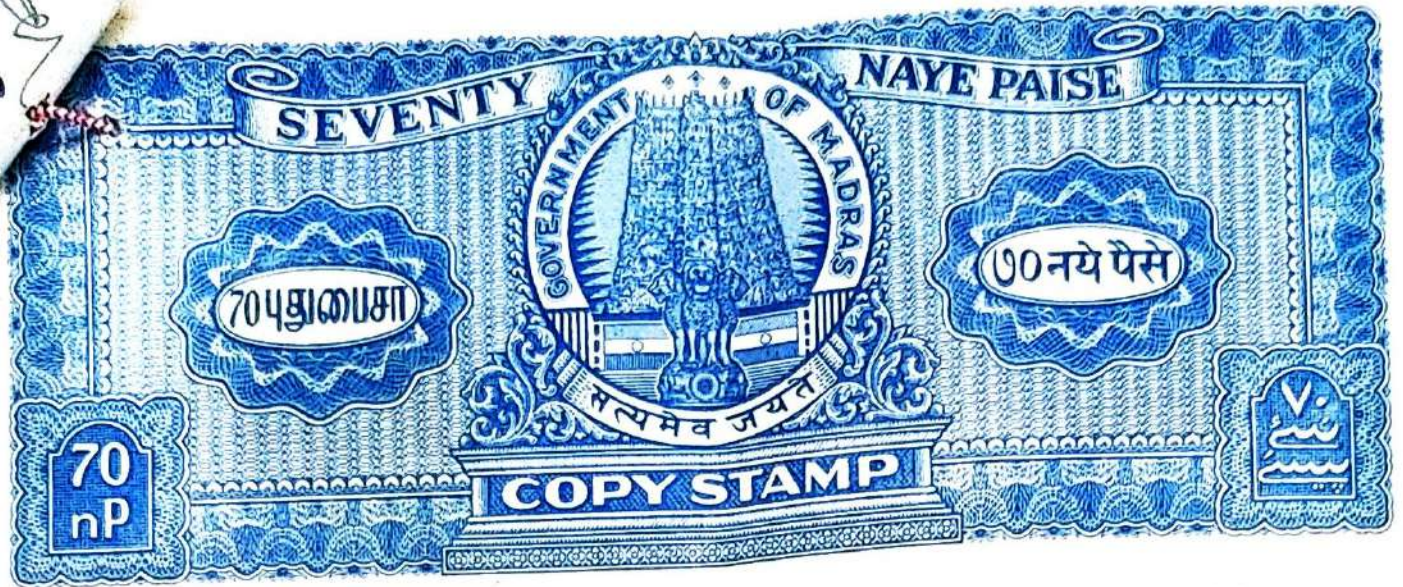
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Thiru P.S.Narayana Iyengar, Advocate for the 2nd defendant in O.S.No. 53/65 and plaintiffs in O.S.No. 68/65; Thiruvallargal K.V.Narayana-swami and K.N.V. Ramani, Advocates for the 3rd defendant in O.S.No. 53/65 and defendants 5 and 8 in O.S.No. 68/65; Thiruvallargal R. Sambandam and S.R. Sakthivel, Advocates for the 6th defendant in O.S. 53/65 and Thiru K.S. Valayannathan, Advocate for the 7th defendant in O.S. No. 68/65; defendants 1 and 4 in O.S.No. 53/65 and defendants 2 and 6 in O.S.No. 68/65 being absent and set aside and having stood over to this day for consideration the Court delivered the following common

J U D G M E N T

In both the suits the reliefs prayed for are for settling a scheme for the due administration and management of the said Trust viz., Sri. Gopal Naian Educational Trust making provision inter alia for the due constitution of a Board of Trustees, their appointment etc. and for vesting the Trust properties in the Board of Trustees so constituted and for removing such trustees or persons as may claim to be in possession ---

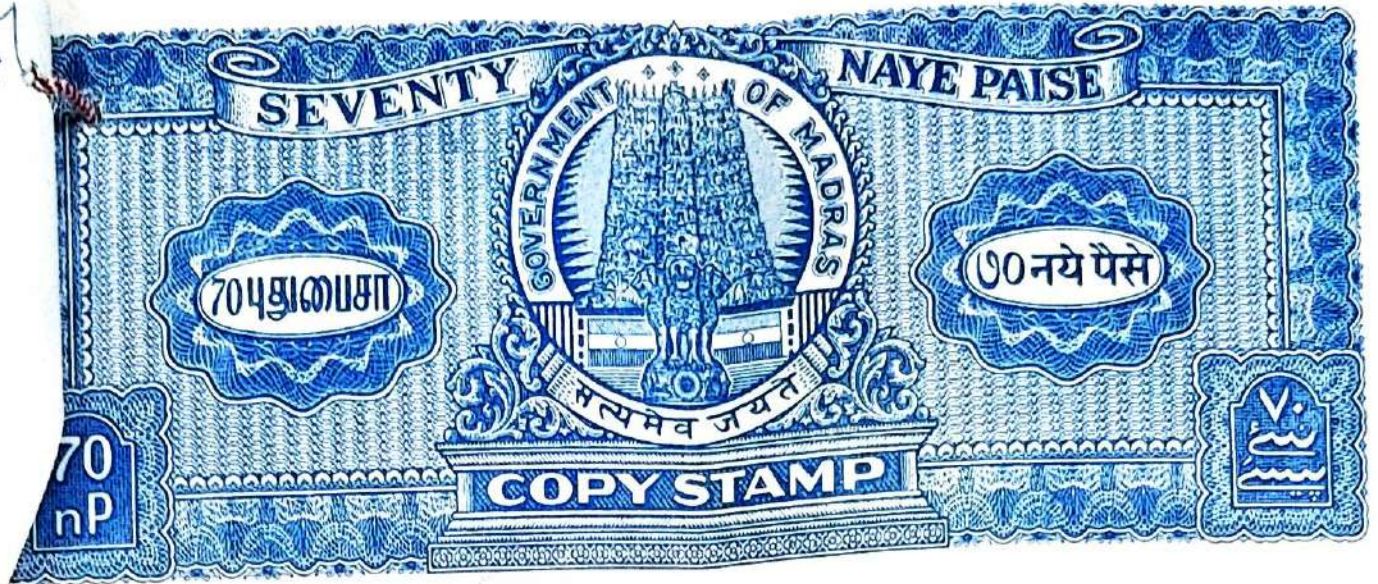


and to manage the said properties and for necessary directions to the Board to apply the whole or any part of the Trust funds for the objects of the Trust and to make necessary enquiries and take accounts and give directions for the aforesaid purposes and for costs of suit.

2. One Sri. V. Gopal Naiau, a big landed aristocrat and mill magnate of Coimbatore founded a Trust called Sri Gopal Naiau Educational Trust (hereinafter to be called the suit Trust) with certain benevolent object of benefiting the public by providing facilities for higher education etc. Gopal Naiau who died on 22-6-1964 had three sons. The first son was Purushottama Naiau, the second son G. Krishnan and the third son G. Narayanaswamy popularly known as G. N. Sam. G. N. Sam and Purushottama Naiau died on 9-1-1961 and 10-11-1964 respectively. The second son, G. Krishnan is now in incarceration. The plaintiffs 1 and 2 in O.S. No. 53/65 are Sri. G. Krishnan's son Vijayakumar and his wife Bhagyalakshmi respectively. These two plaintiffs and the 3rd plaintiff ---

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Sri. N.Venkatesan had obtained permission from the Advocate General Madras, to institute this suit under section 92 C.P.C. The son of purushothama Naidu by name Balasubramaniam and purushottama's widow Kamalammal are plaintiffs 1 and 2 in O.S.No. 68/65. G.Krishnan is the 1st defendant in O.S.No. 53/65 and 2nd defendant in O.S.No. 68/65. The 1st defendant in O.S. 68/65 is the suit Trust itself. The branch of G.N.Sam is represented by his minor son Ravichandran by his mother and guardian Savithri ammal. Savithri ammal herself figuring as defendants 3 and 6 respectively in O.S.No. 53/65. They are also defendants 5 and 8 respectively in O.S.No. 68/65. Savithri ammal, it may be noticed, was brought on record in both the suits on her own application subsequent to the filing of the suits. In O.S.68/65 the two plaintiffs in the suit also obtained the sanction of the Advocate General for filing of the suit. The written statement filed in O.S. No. 53/65 by the ---

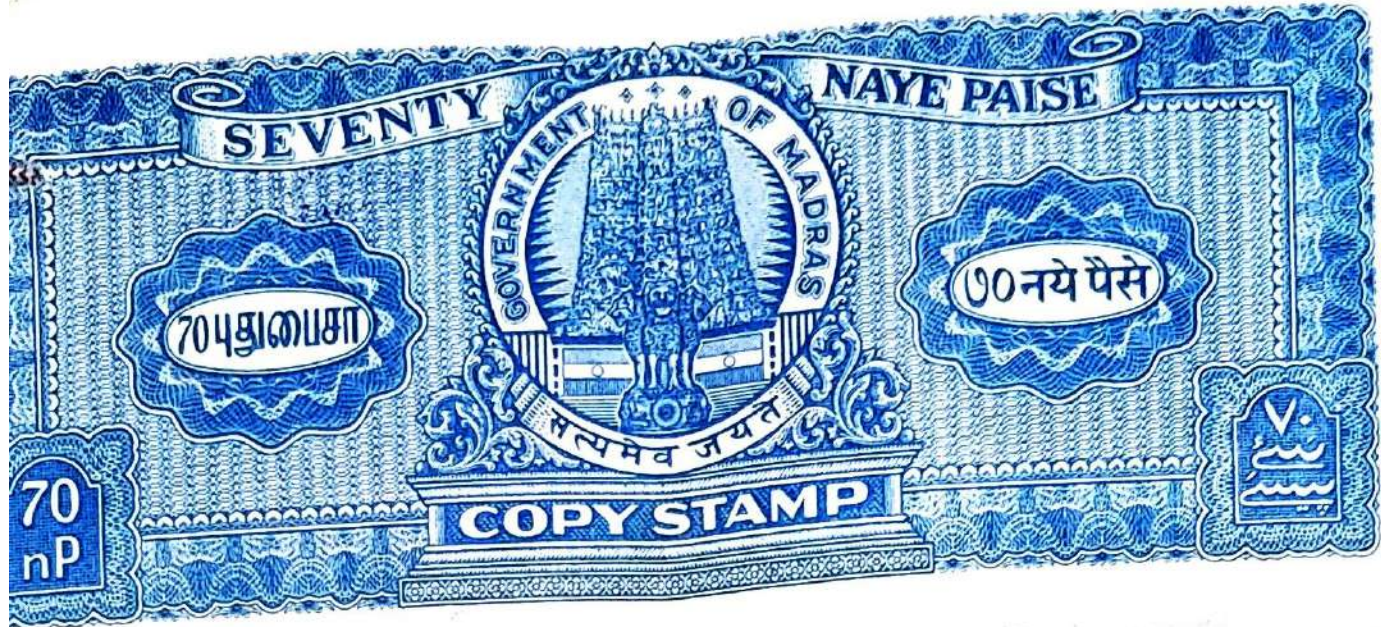


2nd defendant therein reproducing in substance allegations in the plaint filed by the two plaintiffs in O.S.No. 68/65. Subsequently the plaint averments in O.S.53/65 are reproduced in the written statements of defendants 3 and 4 in O.S.No. 68/65.

3. The plaintiffs' case in both the suits:- Sri.V.Gopal Naidu constituted a Trust on 10--9--1957 and dedicated certain properties, moveable and immoveable more particularly described in the schedule to the document for certain benevolent and educational purposes set out in extenso in the document. The Trust was a public one. Gopal Naidu hereinafter to be referred to as the founder constituted himself and his three sons viz., Purushottama Naidu, Krishnan and G.N.Sam who joined him in executing the document as trustees of the Trust and vested the properties in the trustees. The trustees were empowered to co-opt persons from the general public as co-trustees who should hold the office for a period of three years. On 15-5-1958 the founder ---

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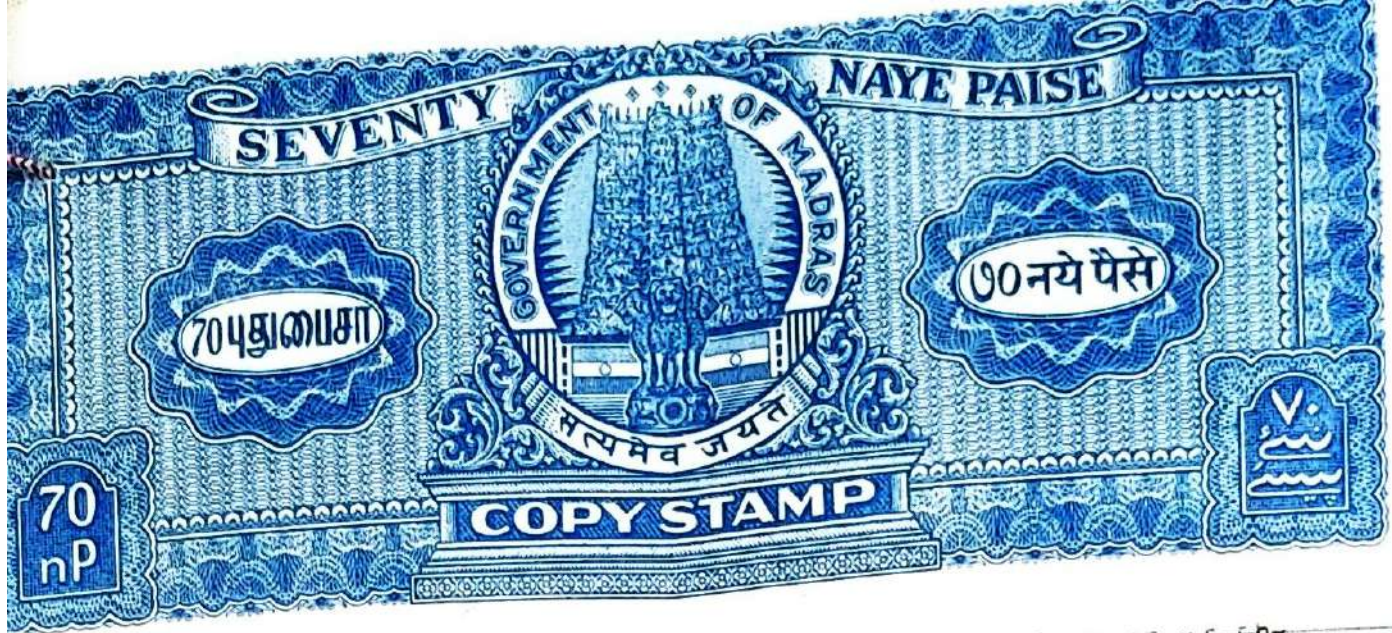
executed another settlement settling additional properties for the same purposes in favour of the suit Trust. A bank account was opened for the suit Trust. Under the Trust deed Sri.G.Krishnan was appointed as the Managing Trustee for life. The Trustees on 14-1-1960 met and defined the rights of the Managing Trustee. But afterwards nothing further was done to effectuate the purposes of the Trust. G.Krishnan got involved in one of the most sensational counterfeiting currency cases of the State and was convicted and sentenced to undergo imprisonment for 7 years which he is suffering in the Coimbatore Central Jail. Sri.G.N.Sam also died in 1961 June. In these circumstances Sri.G.Gopal Naidu lost all interest in furtherance of the Trust and even went to the extent of cancelling and repudiating the Trust altogether. Subsequently in 1963, on the advice of his sons, Gopal Naidu accepting that his repudiation was wrong and incompetent in law again attended the meetings of the Board affirming the Trust. ---



but no progress was made in the administration of the trust charity and Gopal Naiau himself died on 22--6--1964. After the incarceration of G. Krishnan, the 1st plaintiff and the 4th defendant in O.S.No. 68/65 (viz., the 1st plaintiff and the 2nd defendant in O.S.No. 53/65) were appointed as Managing Trustees at the Board Meeting held on 15--1--1964. It is said that Vijayaraghavan did not co-operate with the 1st plaintiff on the instigation of his mother. However, in July, 1964 Purushottama Naiau who was then alive was allowed to take a lease of items (11(a) and (b) of the trust properties for an annual rent of Rs. 27,000/- which according to the plaintiff in O.S.No. 53/65 was clearly illegal. In any event, Purushottama Naiau did not pay the rent for the properties of which he got possession and after Purushottama's death on 10--11--1964 his son Balasubramaniam has become entitled to his assets. The case of the plaintiffs in O.S.No. 53/65 is that Balasubramaniam was unfit to continue as a --

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Trustee in view of his being a lessee of the Trust properties.
The plaintiffs in O.S.No. 53/65 allege that though permission of the
Maaras University was received to start an Arts college it could not
be carried out because no Trustees in the place of purushottama Naiau
and G.N.Sam had been appointed. As the son of purushottama Naiau
became disentitled to hold the office of Trustee defendants 4 and 5
in O.S.No. 53/65 who were public educationalists were co-opted as
Trustees. But the 2nd defendant in that suit viz., Balasubramaniam
has taken exception to this step and served a notice questioning the
co-opting of the trustees. In these circumstances, the plaintiffs in
O.S.No. 53/65 contend that a breach of the Trust had taken place and
that it is necessary for the court to frame a comprehensive scheme
for the effective administration of the Trust and its properties.
4. In O.S.No. 68/65 the plaintiffs charged the four
defendants with not having co-operated in the management of the Trust
and allege that G.Krishnan ---



the 2nd defendant was only anxious for an aggrandisement at the expense of the Trust and that when he came on parole ostensibly to console the death of purushottama Naidu he convened a meeting of the Board of Trustees and appointed his wife Bhagyalakshmi (3rd defendant) as the Managing Trustee during his absence with all powers. Knowing the object with which the meeting was called for the plaintiffs did not attend the meeting and the 2nd defendant and his son had met together and appointed the 3rd defendant as the Managing Trustee. To give a colour of reality to the proceedings the defendants 6 and 7 in the suit (defendants 4 and 5 in O.S.No. 53/65) were co-opted as additional Trustees. Such co-optation is attacked by the plaintiffs in O.S.No. 68/65 as improper and illegal and null and void. They therefore contend that the defendants 2, 3, 6 and 7 are liable to be removed from the trusteeship. The 2nd defendant was also attempting to alienate some of the Trust properties, ---

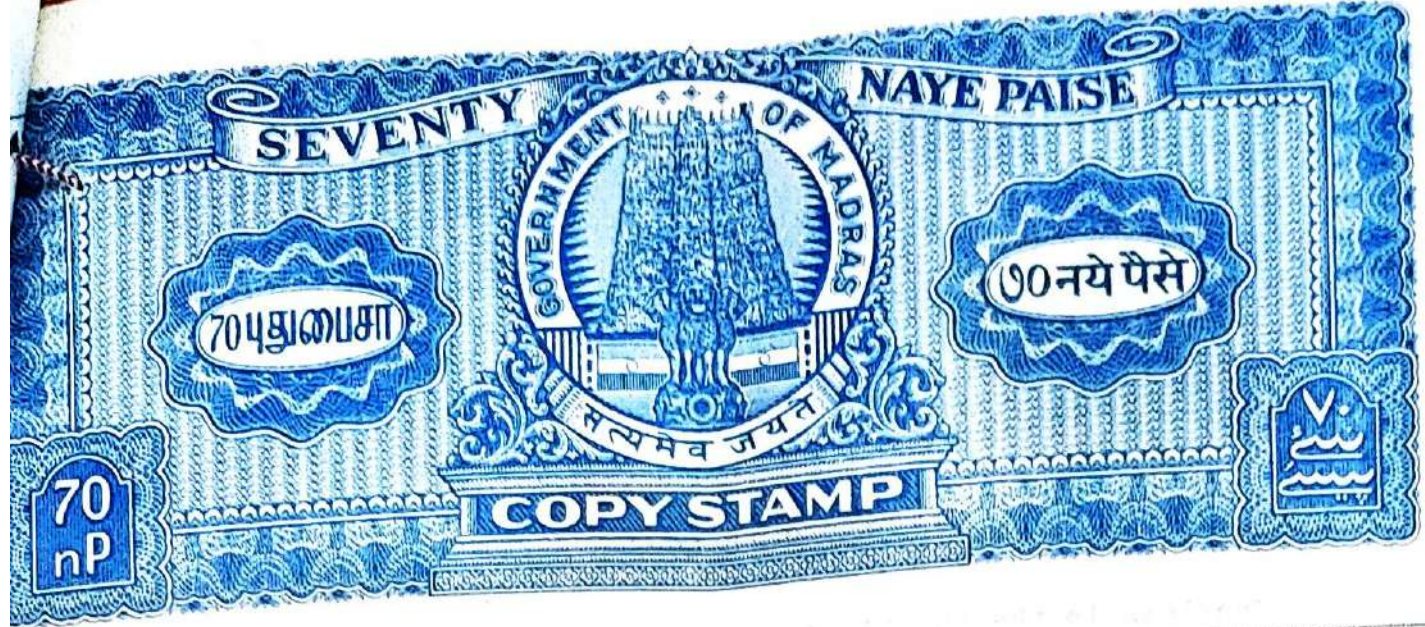
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through the 3rd defendant whom he had got appointed improperly as the Managing Trustee and such intended sale was wholly improper illegal and a fraud on the power of the Managing Trustee. The plaintiffs in O.S.No. 68/65 further allege that the provisions of the Trust deed are confusing and contradictory and hardly conducive to the proper and efficient management of the Trust, that no rules or procedure have been framed and that untrammelled and unrestricted powers have been conferred on the Managing Trustees appointed for life and that the objects of the Trust have been set out without making into account the funds and the properties at the disposal of the Trust which are meagre. In these circumstances, the plaintiffs as members of the family have instituted the suit under section 92 C.P.C.

5. The 1st defendant in O.S.No. 53/65 who is the 2nd defendant in O.S.No. 68/65 was absent and set aside in both the suits. The 4th defendant in O.S.No. 53/65 was also set aside. The 6th defendant in O.S.No. 68/65 ---



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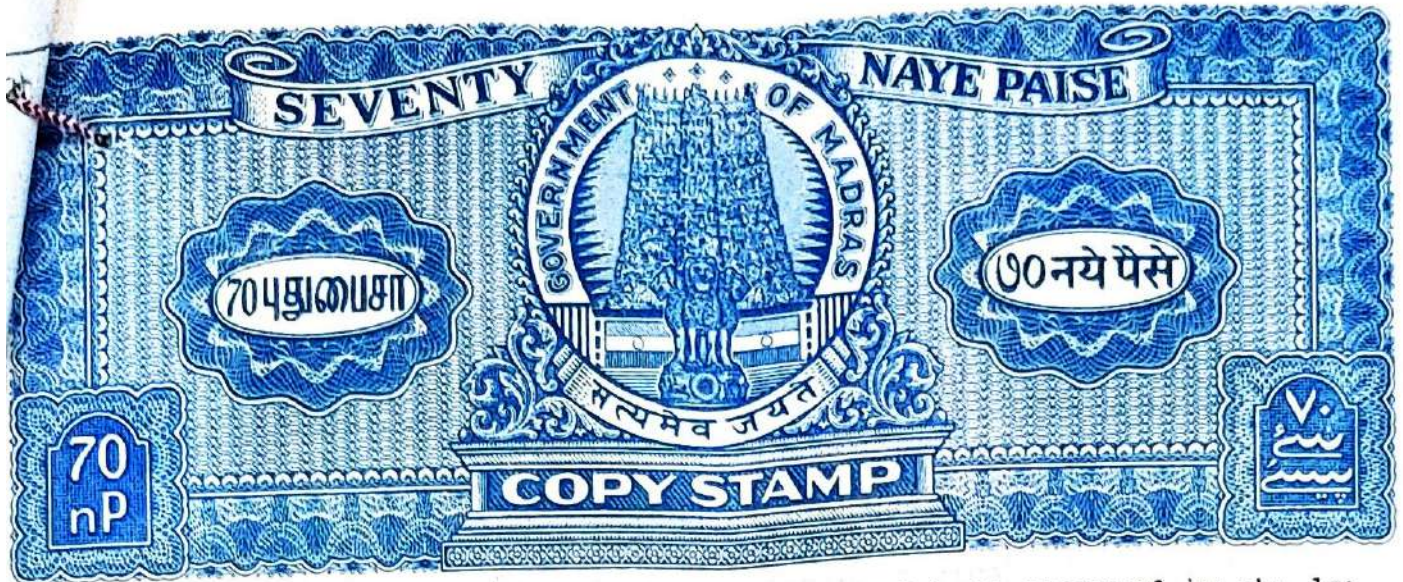
6. The 2nd defendant in O.S.No. 53 of 1965 who is of course the 1st plaintiff in O.S.No.68 of 1965 has filed a written statement in O.S.No. 53 of 1965 setting out in substance his allegations in the plaint in O.S.No. 68 of 1965. In the written statement with reference to the allegations made regarding the lease to his father, the 2nd defendant in O.S.No.53 of 1965 alleged that the lands before being taken on lease by his father were uncultivated the overgrown with weeds and Arugu and that the 2nd defendant's father spent Rs.30,396.53 for reclaiming the land and recouped only a portion of it at the time of the lease. So the allegation that the lease transaction was illegal is incorrect. It was alleged that this lease transaction alone could not be a ground for framing a Scheme or to disentitle Murushottama Naian from being a trustee. Further, the 2nd defendant in O.S.No. 53 of 1965 contended in the written statement that the plaintiffs in that suit were solely responsible for the...

deadlock in the functioning of the Trust.

7. The 3rd defendant in O.S.No.53 of 1965 stated in his written statement that there was no properly constituted Board of Trustees and that the persons claiming to be the Managing Trustees had been intermeddling with the Trust properties for self aggrandisement and that the Scheme should be settled providing for constituting a proper Board of Trustees with persons of integrity and capacity. The Scheme should provide for all branches of the Founder's family being represented in the Board of Trustees and provision should be made for the various matters clearly mentioned in the suit.

8. In O.S.No.68 of 1965 the 1st defendant viz., the suit Trust filed a written statement which was adopted by defendants 3 and 4. The written statement of the 1st defendant in O.S.No.68 of 1965 reproduces mostly the allegations in the plaint in O.S.No. 53 of 1965 and defends the appointment of the 3rd defendant as the Managing Trustee after the death of Purushottama Naidu. It is also alleged

that the proposed....



sale of some of the trust properties had been approved by the 1st plaintiff and his father and the founder himself. The allegations levelled against the defendants 2 to 4 on the ~~same~~ score of the attempted alienations are denied. The charges against Purushottama Naidu and his son Balasubramaniam becoming disinterested to be trustees on account of the lease transactions are reiterated. Nonetheless, defendants 1, 3 and 4 conceded in their written statement that in the larger interests, a Scheme as contemplated in O.S.No.53 of 1965 should be framed.

9. The 5th defendant in O.S.No.68 of 1965 filed a written statement on the same lines as the one filed by him in O.S.No.53 of 1965 and demanded framing of a proper Scheme for the administration of the Trust.

10. The 7th defendant in O.S.No.68 of 1965 stated in his written statement that he was not willing to be involved in any dispute between the members of Gopal Naidu but stated his willingness to...

help if the Court required his services^c for the administration of the

Trust.

11. The 6th defendant in C.S.No.53 of 1965 filed a memo adopting the written statement filed by the 3rd defendant. Likewise the 8th defendant in C.S.No.68 of 1965 also filed a memo stating that she adopts the written statement of the 5th defendant.

12. On the above pleadings the following issues were framed for trial:

O.S.No.53 of 1965:

1. Whether there has been a breach of trust as alleged?
2. Whether the directions of the court are necessary for a proper administration of the Trust?
3. Whether it is necessary to frame a Scheme for a proper administration of the Trust?
4. To what relief is the plaintiff entitled?

O.S.No.68 of 1965.

1. Whether the directions of the court are necessary for a proper administration of the Trust?
2. Whether it is necessary to frame a Scheme for a proper administration of the Trust?
3. To what relief are the plaintiffs entitled?

13. By consent of parties....



the/ two suits were jointly tried together and that it was agreed that the evidence recorded in O.S.No.53 of 1965 may be treated as evidence in the other suit as well. The counsel for the plaintiffs in O.S.No.53 of 1965, the counsel for the plaintiffs in O.S.No.68 of 1965 and the counsel for the 3rd defendant in O.S.No.53 of 1965 have filed draft schemes. Memos were also filed by the plaintiffs in O.S.No.53 of 1965 and the plaintiffs in O.S.No.68 of 1965 stating that certain objections in respect of the draft scheme filed on behalf of the 3rd defendant in O.S.No.53 of 1965 which on account of its comprehensive nature was taken as the working basis for formulating a Scheme. Joint enforcements were also made on the plaints stating that in O.S.No. 53 of 1965 no finding need be given on issue (1) and that issues 2 and 3 may be answered in the affirmative and a Scheme framed. In O.S.No.68 of 1965 it was agreed and enforced jointly that ...

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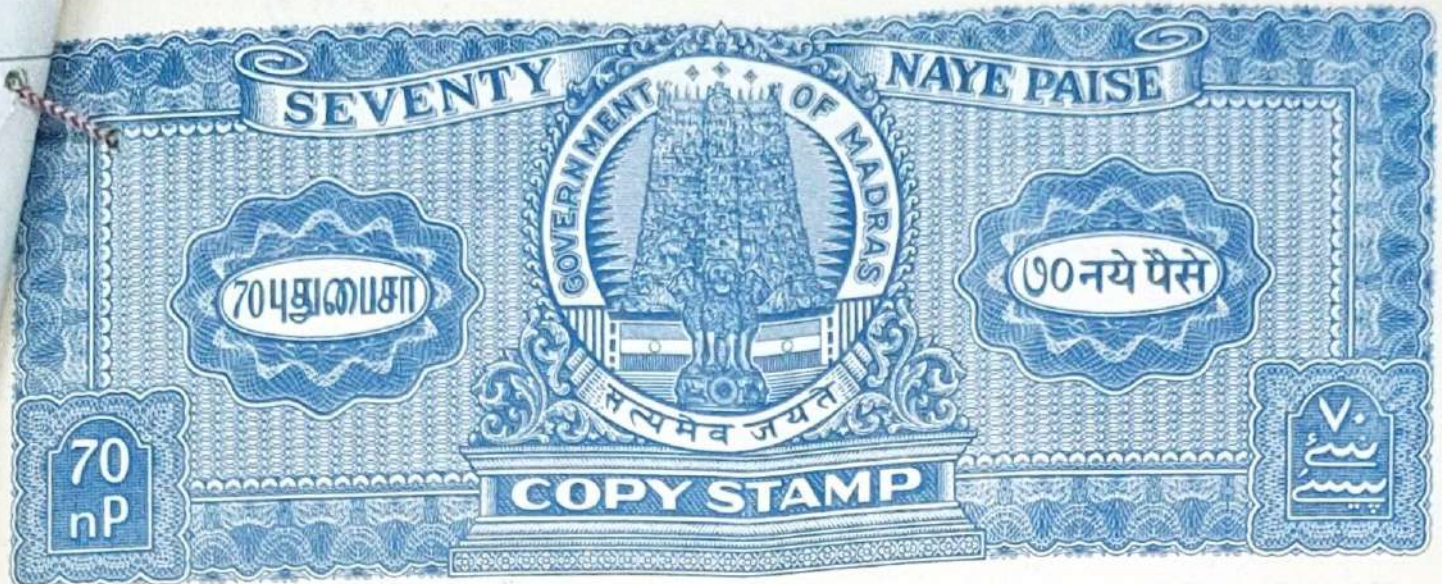
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issues 1 and 2 therein may be found in the affirmative and a Scheme framed by Court. In the light of these endorsements no finding is given on issue (1) in O.S.No. 53 of 1965 and issues 2 and 3 in that suit are answered in the affirmative. Issues 1 and 2 in O.S. No.68 of 1965 are also answered in the affirmative.

14. Issue (4) in O.S.No.53/65 and issue (3) in O.S.No.68/65:-

In the light of the findings aforesaid a Scheme in formulated as hereunder; Exhibit A-2 is a registration copy of the original trust deed executed by Chiru Gopal Naidu and his three sons G.Purushottaman, G. Krishnan and G.Narayanaswami alias G.N.Sam. This document sets out the objects of the endowment. The trustees and their appointment and the properties which were dedicated in the trust and vested in the trustees were set out. Exhibit A-3 is a registration copy of the settlement deed dated 15-5-1958 executed by the....



Founder President of the Trust Sri Gopal Naidu in favour of

G. Krishnan, the Managing Trustee some further immoveable proper-

ties. It is now agreed that there was no provision in the trust

deed limiting the number of the trustees or providing for the

election of trustees in case of vacancy. There was absence of

a provision enabling the Managing trustee to delegate his functions

or for registration of the trust institutions under the Societies

Registration Act and empowering the trustees to enter into

obligations with the administrative and governmental bodies.

In the circumstances, the framing of a detailed and exhaustive

Scheme in ~~suppression~~ supersession of the original of Exhibit A-2

has become necessary. The preamble of the Scheme shall, there-

fore, be as follows:--

" In supersession of the Scheme for the administration of

"SRI GOPAL NAIDU EDUCATIONAL TRUST" contained in

the Registered deed of trust dated the 10th September,

1957, executed by Sri V. Gopala Naidu, Sri G. Purushothama

Naidu, Sri G. Krishnan and....

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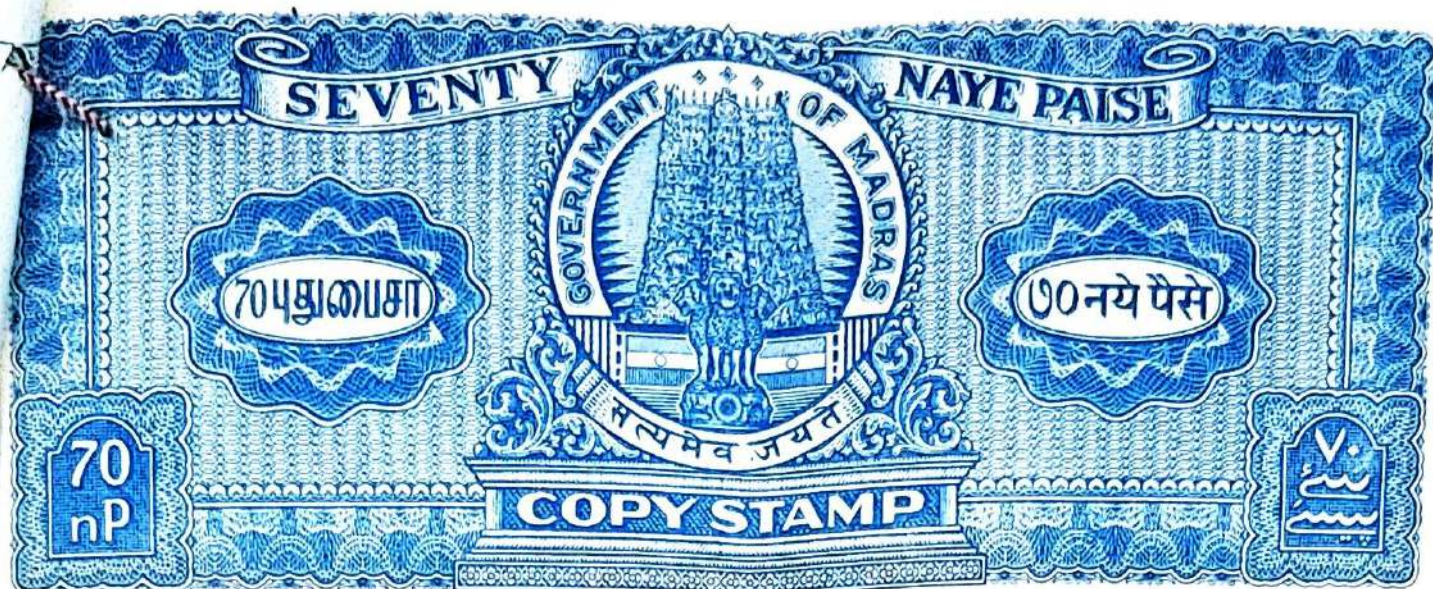
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Sri G.N.Sam, the following Scheme is hereby framed for the administration and management of the said Trust."

As regards the name of the Trust, it is undisputed that it should bear the name of the founder to perpetuate his memory. Article (1) of the Scheme shall, therefore, be as follows:--

" The name ~~has~~ and the Trust shall be "SRI GOPAL NAIDU EDUCATIONAL TRUST " and it is hereinafter referred to as " THE TRUST ".

15. The objects of the Trust have been set forth in extenso in Exhibit A-2. These are set out as establishment, conduct, development and improvement of high schools and colleges, hospital, research institutions and other educational institutions, awarding of scholarships, awarding of moneys to enthruse research in industrial scientific and technical and engineering institutions, setting up, development and improvement of health centres and hospitals in towns and villages benefitting all higher educational and medical studies and the doing of all things to benefit the educational and medical activities which were declared as the main objectives of the trust. ...



In consonance with the avowed objects aforesaid Articles (2) will be as follows:--

" The objects of the trust are :--

- (a) To establish, build, maintain, run, develop, improve, extend, grant donations for and to aid and assist in the establishment, maintenance, running, development, improvement and extension of Schools and Colleges for imparting education in Arts, Science, engineering and Medicine and Educational Institutions of all kinds;
- (b) To provide free Scholarships;
- (c) to encourage and provide funds for Industrial and Scientific Research in technological, Medical and engineering Sciences, to establish institutions for conducting Researches as aforesaid and to maintain, run, develop, extend and improve such institutions;
- and
- (d) to establish, build, maintain, run, develop, extend and improve hospitals, dispensaries and welfare institutions in towns and villages."

16. The objects of the trust set out by the founder though laudatory are grandiose in conception and it is not seriously disputed that the corpus of the trust consists of immoveables and...

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shares worth about Rupees Fifteen Lakhs and that the annual income therefrom will be about Rs.40,000/-. In the circumstances, it has to be declared that the above objects should be independent of each other and that the Board of Trustees should be given direction so that a beginning may be made to effectuate the trust in a concrete manner however humble the initial institution may be. Article (3) is therefore formulated as follows:-

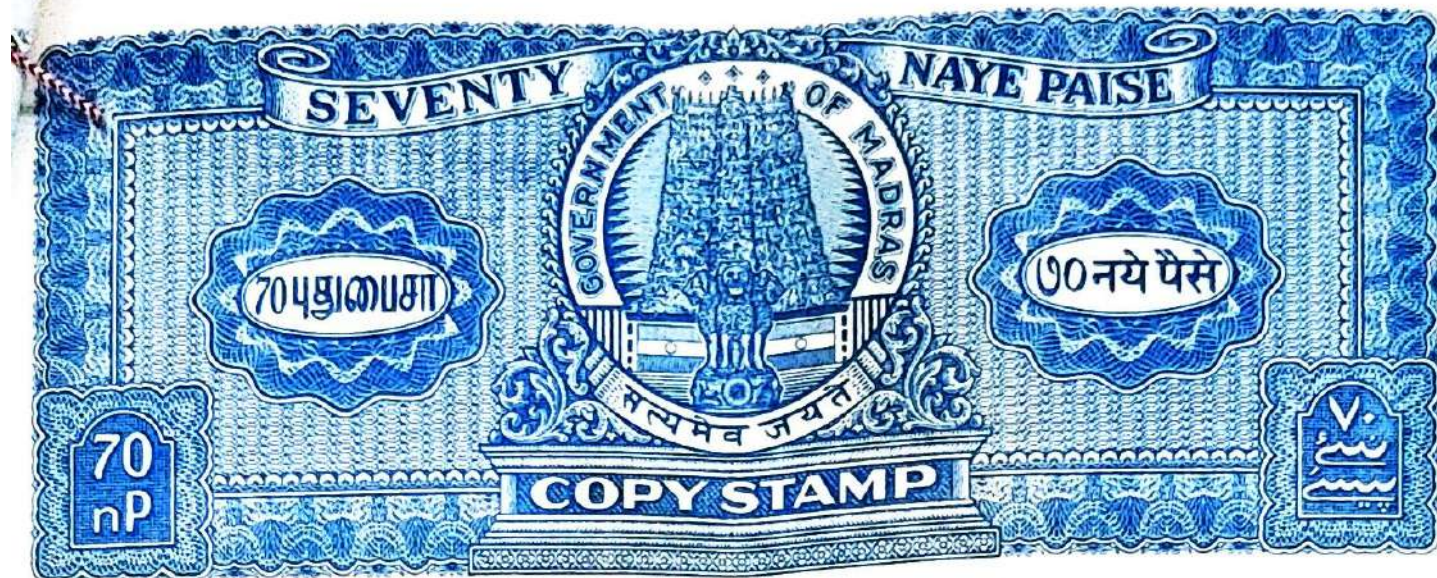
"The above objects shall be independent of each other and the Board of Trustees as hereinafter constituted may from time to time, apply the funds of the trust in carrying out all or any of the aforesaid objects of the Trust as it may in its absolute discretion, deem fit."

17. The funds and properties of the Trust are described in exhibits

A-2 and A-3 and these will, of course, vest in the Board of Trustees

appointed under this Scheme in Article (12) from the date of appointment. Article (4) is as follows:-

① "The funds and properties of the trust shall be those that are....



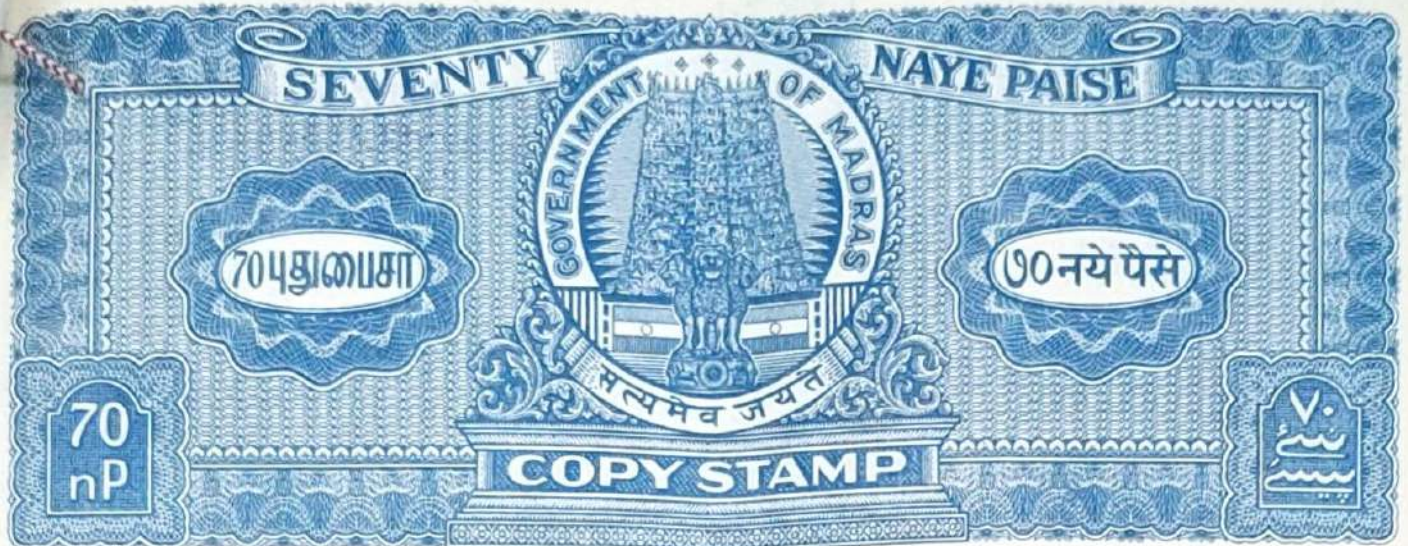
set out in the Deed of Trust dated 10th September 1957, executed by the late V.Gopal Naidu and his sons, G.Purushothama Naidu, G.Krishnan and G.N.Sam (registered as Document No.269/57 in the Office of the Registrar of Coimbatore), and the further Deed of Endowment dated 15th May 1958 executed by the late V.Gopal Naidu (resigered as Document No.2642/58 in the officer of the registrar of Coimbatore) and as set out in the plaint schedule in O.S.No.53 of 1965 and those that have accrued to the Trust since the date of the said Deeds by way of income therefrom and /or by way of further endowments and all and every other moneys and properties that may hereafter be gifted, coneyed and transferred to the Board for the purposes of carrying out the objects of the Trust and of any income derived from the said sum, monies and properties and the additions accretions and augmentations thereto and the investments thereof."

The aforesaid funds and --

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properties of the Trust as set out in the plaint schedule in O.S. No. 53 of 1965 and those that have accrued to the Trust till this date shall stand vested in the Board appointed under this Scheme and the said funds, properties and accruals by way of income therefrom and /or by way of further endowments and every other moneys and properties that may hereafter be gifted, ~~conveyed~~ and transferred to the Board for the purpose of carrying out the objectives of the Trust and all income derived from the said monies and properties and the additions, accretions and augmentations thereto and the investments thereof shall stand vested in the Trustees appointed under Article (12) and the trustees succeeding them.)

18. As regards the Trustees and their number who are to administer the Trust, Exhibit A-2 constituted Sri. V. Gopal Naidu as the President of the Trust for life with powers to appoint other trustees. It also stated that all the major male descendants of Gopal Naidu --



were eligible to become Trustees and that their tenure shall be for three. life. The minimum number of trustees shall, nowever, be ~~three~~ three. The Board was also entitled to co-opt trustees and such co-opted trustees shall be trustees for three years each. They would also be eligible for reappointment. The document provided that the vacancies of life trustees could be filled up by the other life trustees. It also provided that Sri.G.Arishnan was to be the Managing Trustee for life. It has been accepted that the Board of Trustees to be constituted under the Scheme should consist of seven persons of whom three should be the representatives of the Founder's family one from the branch of each of the three sons of the Founder Sri.V.Gonal Naidu. These Trustees will be known as "Founder Trustees". The other four are to be known, as "Nominated Trustees". Article (b) shall also read as follows:-

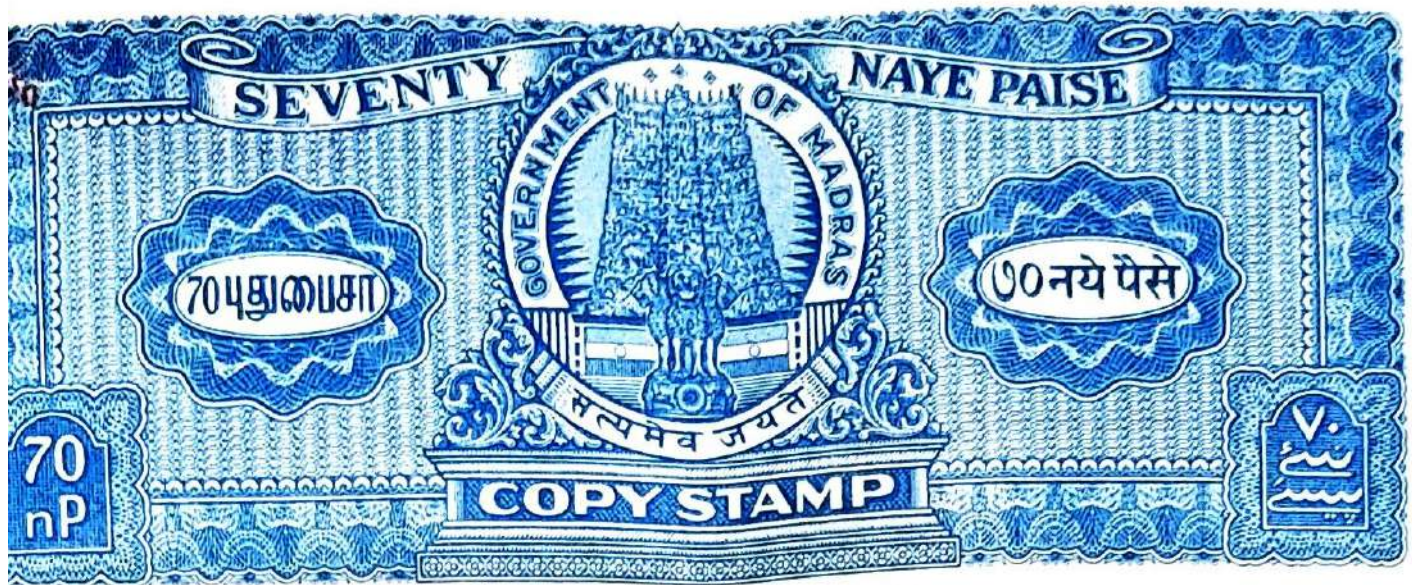
" The Trust shall be administered by a Board , consisting of seven Trustees, and it is hereinafter referred --

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to as the Board. Three out of the seven Trustees shall be representatives of the Founder's family, one from the branch of each of the sons of the Founder V. Gopal Naidu. The said three Trustees shall be known as FOUNDER TRUSTEES. The other four Trustees shall be nominated as hereinafter provided and shall be known as NOMINATED TRUSTEES".

19. As regards the succession to the office of the Founder Trustees it has been generally agreed that it should be the eldest male person in each branch, women and-e of course, being excluded from office. Provision will have to be made for the representation of any particular branch when the eldest male is a minor as is the case of minor Ravichandran. In such cases, and also where the filling up of vacancies of Founders and Nominated Trustees arise the question whether it should be done by the majority vote or unanimity has been considered. The Trust a public one is intended for educational and charitable --



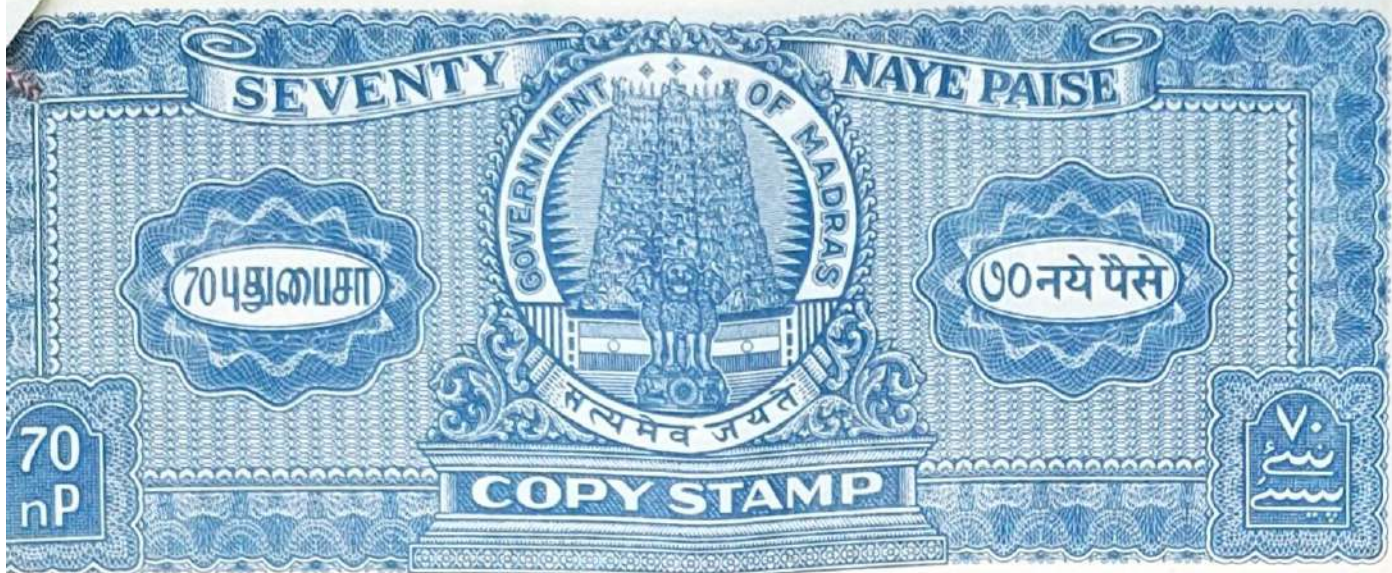
purposes and introduction of the principle of election by majority vote might well pave the way for factionalism. In the interests of the good of the institution and the purposes it seeks to subserve unanimity in selection is desirable. Of course, provision would have to be made when such unanimity is lacking. All aspects considered, it is desirable that the decision should be left to the Court when unanimity is not practicable. Articles (6) and (7) will have therefore be as follows:-

"; Art. 6. Succession to the Office of FOUNDER TRUSTEES shall be governed by the rule of lineal male promogeniture, PROVIDED that when the person entitled to the office of the FOUNDER TRUSTEE on the basis of the above rule, hereinafter referred to as the person entitled, resigns, or is unwilling to act or suffers from any of the disabilities specified in clause (9) hereunder, the said place shall be filled up by nominating thereto the person next in --

the line of succession according to the rule of lieneal primogeniture of willing and free from any of the disabilities aforesaid; PROVIDED FURTHER that if the said person is unwilling or suffers from any of the disabilities aforesaid, another person preferably from the concerned branch of the family of connected therewith shall be nominated to the said place. "PROVIDED FURTHER that the person appointed in stead of the 'person entitled' shall function as Trustee only till the said disability, if any, of the person entitled ceases or a person entitled, willing and free from any of the disabilities becomes available. The nomination aforesaid shall be made by the unanimous vote of the remaining Trustees for the time being. Where the choice is not unanimous, as aforesaid, the place shall be filled up by the Court on application to be made in this behalf."

Art 7.

The remaining four Trustees (other than the FOUNDER TRUSTEES) shall be leading citizens of Coimbatore who are or have been Educationists and /or are or have been --



associated with the establishment, management or administration of Educational or other public or Charitable Institutions. Vacancy in the post of "NOMINATED TRUSTEES" shall be filled up by the unanimous vote of all the Trustees for the time being, subject to the approval of the Court.

Where the choice is not unanimous the place of nominated Trustee in question shall be filled up by court on application to be made in this behalf.

20. As regards the terms of office, the Founder Trustees

would of course hold office for life. In respect of nominated

trustees the consensus has been that they should hold office

each for a term of five years. As it has been agreed that

first Board of Founder and Nominated Trustees should be

appointed by Court, the provision of the five years'

term for each of the nominated Trustees from the beginning

itself would lead to the nominated Trustees due to be

appointed at the end of the first term being appointed by

the three Founder Trustees alone. --

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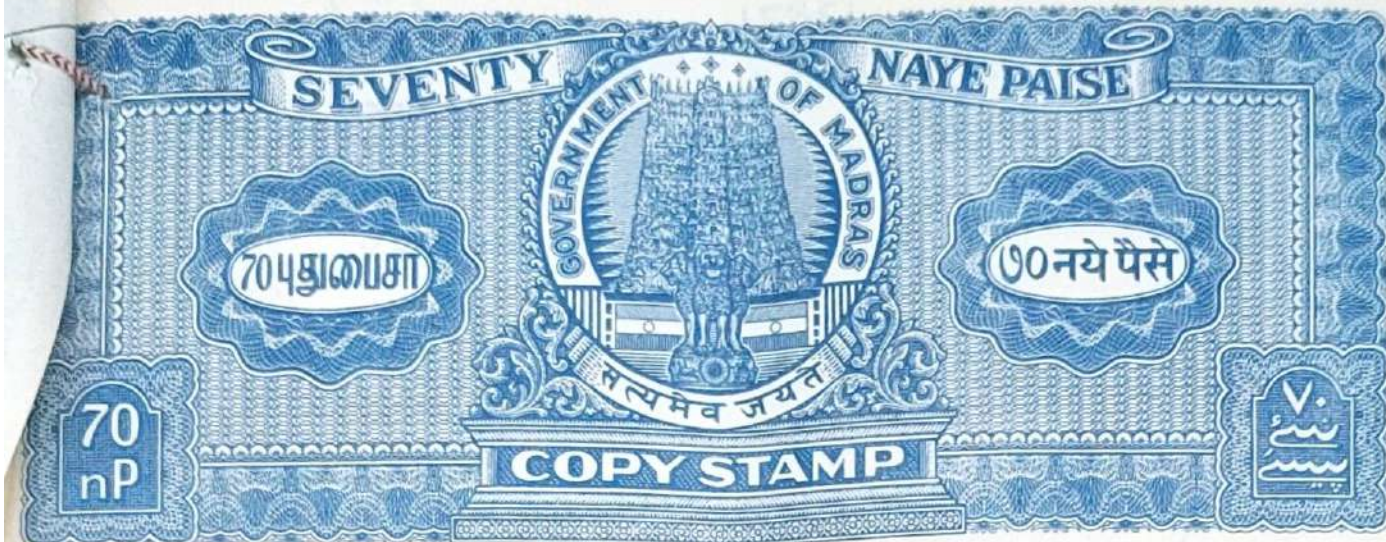
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It has been agreed that this would not be desirable and that therefore the term of four nominated Trustees to be appointed first under the Scheme should be for 2, 3, 4 and 5 years respectively. Article(8) will therefore read as follows:-

" Every FOUNDER TRUSTEE shall hold office as Trustee for the duration of his life. The Nominated Trustees except the first set of nominated trustees shall hold office for a term of five years from the date of appointment PROVIDED that they shall be eligible for reappointment on the expiry of the term, as often as the term expires, PROVIDED FURTHER that any Nominated Trustee appointed in a casual vacancy shall hold office only upto the date unto which the Trustee in whose place he is appointed would have held office, if it had not been vacated as aforesaid."

21. As regards the disqualification for the Trusteeship there has been agreement except on one --

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disqualification. The Draft scheme filed by all the parties are agreed that persons of unsound mind, insolvents, deaf-mute or persons suffering from bodily infirmity and persons who are guilty of breach of Trust, negligence or dereliction of duty should not be appointed as Trustees. But the learned Counsel for Sri. Balasubramaniam (2nd defendant in O.S. No. 53/65 and 1st plaintiff in O.S. No. 68/65) wants a provision to be made that persons convicted of offences involving moral turpitude should be disqualified. Introduction of such a disqualification is opposed by the counsel for Vijayakumar (1st plaintiff in O.S. No. 53/65 and 4th defendant in O.S. No. 68/65) on the ground that such a disqualification is sought to be introduced for vindictive grounds to penalise his father, G. Arishman. The Counsel for the parties have been agreed that Vijayakumar should be one of the Founder Trustees in the first Board to be appointed by the Court and the counsel for Sri. Vijayakumar stated that so --

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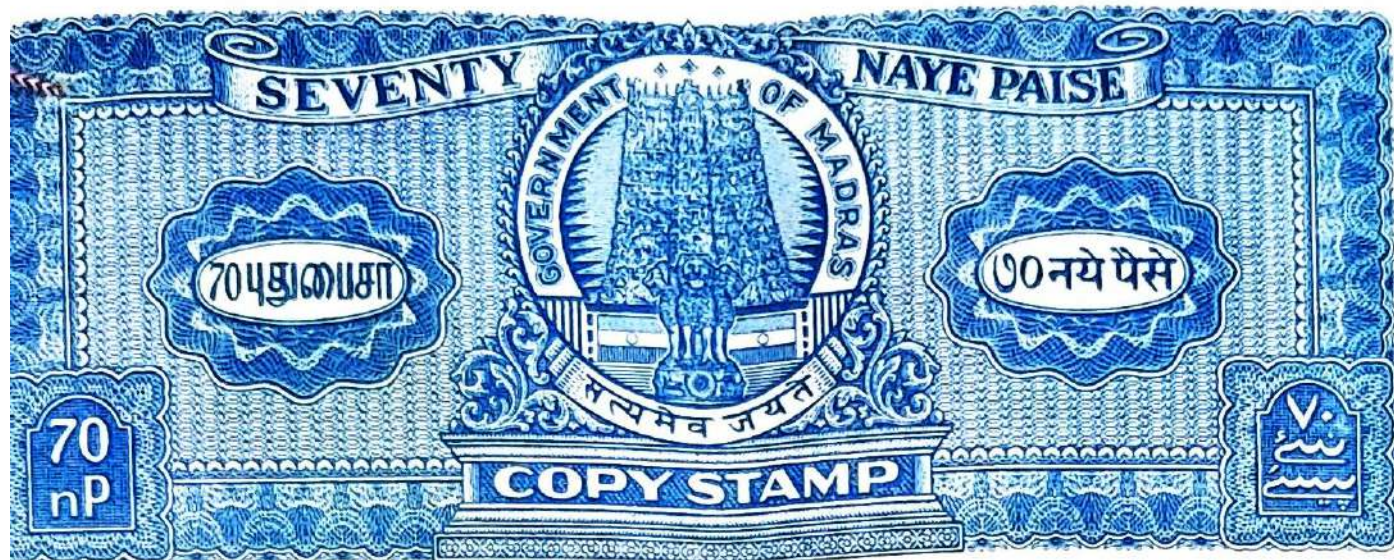
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far as Sri.G.Krishnan is cocerned he may after his release from Jail put himself aright with the Board and apply to the Court for directions as is provided for the in the scheme. But the introduction of a disqualifactory clause on the ground of a conviction in a Criminal Court was stoutly opposed. The counsel for the minor Ravichandran in both the suits was opposed to the introduction of such a clause because the total exclusion from the Trusteeship of a convicted person even in a case involving moral turpitude for all time is not contemplated by any enactment. The Trust put itself does not say that conviction in a criminal court is a disqualification for being a trustee. The learned counsel drew my attention to the provisions of Section 274(i)(b) of the Companies Act which states that even a Director of a company will be disqualified only for five years --

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after a conviction in which an imprisonment of over six months is imposed. In these circumstances and to ensure harmony between the three branches of the founder Trustees it will not be desirable to introduce such a disqualification on the ground of conviction in a criminal case. But anyhow in order to prevent undesirable persons from getting in, a clause of disqualification to act as Trustee for a person who becomes disqualified to act as such according to the law for the time being in force governing public charitable trusts can be introduced. Article (9) will therefore read as follows:-

- "No person shall hold or continue to hold office of or be appointed as a Trustee and the Trustee's office shall become vacant if (a) if he is a minor;
- (b) he is found to be or becomes a person of unsound mind;
- (c) he is adjudged insolvent;
- (d) he is or becomes deaf-mute or is suffering from bodily---

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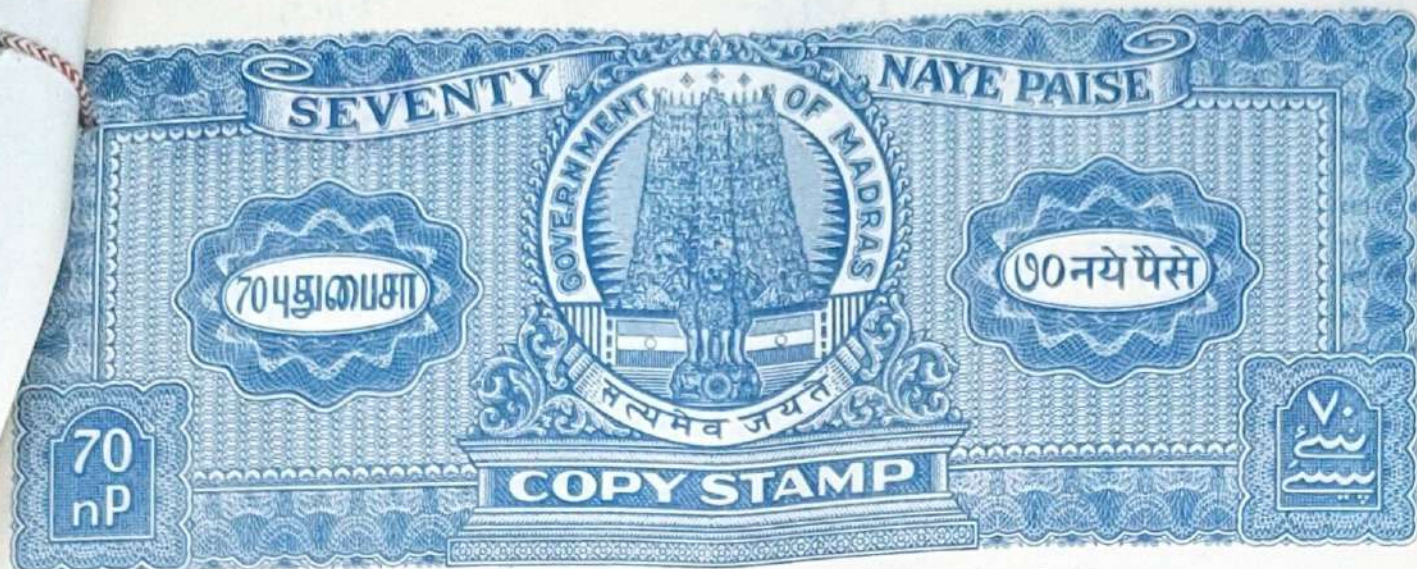
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infirmity which renders him unfit for active work;
(e) he is, in the opinion of his co-trustees, after due enquiry by them, found guilty of breach of trust, gross negligence or dereliction of duty;

(f) he is or becomes otherwise disqualified to act as Trustee according to the law for the time being in force governing Public Charitable Trust."

22. It is agreed that the Trust and its institutions should be subject to control by the Managing Trustee. Article (1) will, therefore, read as follows:- "The administration, direction and management of the properties of the trust and of the institutions and establishments maintained or run by the Trust shall, subject to the supervision, control and direction of the Board, be with a Managing Trustee to be appointed as hereinafter provided."

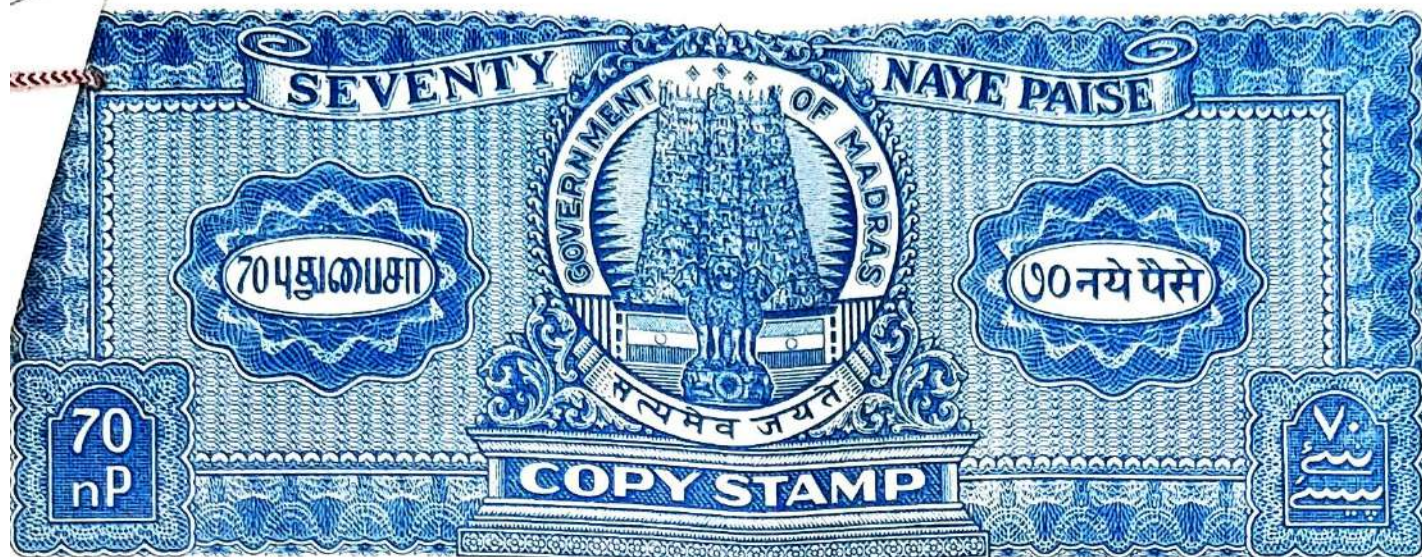
23. There has been disagreement regarding the appointment of the Managing Trustee. The learned counsel for Sri Vijayakumar and minor Mathichandran have been agreed that the Managing Trustee should ---



be appointed by the unanimous vote of the Trustees who will elect one among themselves as the Managing Trustee. They have also agreed that the Managing Trustee for the first Board to be appointed by the court should be appointed by the court itself. It was further agreed that for a certain period of time none of the Foundter trustees should be a managing Trustee. The learned counsel for Ravichandran would put this period as ten years in his draft. But the counsel for Vijayakumar would like it to be restricted to five years only. The learned counsel for Sri Balasubramaniam, however, wants it to be provided that the post of the Managing Trustee should be only in the founder's family.

24. Exhibit A-2 not doubt provided for G. Krishnan being the Managing Trustee for life. But in view of the misfortunes that has befallen him and his not being available for some more time to ---

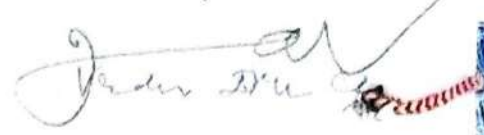
come there is no question of his being appointed as a Managing Trustee at present. It has been rightly pointed out that the Trust is a public one intended for the establishment, maintenance and improvement of educational medical and other institutions for the benefit of the larger community. In the circumstances, it would rather be out of tune to restrict the most important administrative post in the Board to the family of the Founder. No doubt, it is emphasized that the trust deed contemplates appointment of only a member of the Founder's family as a Managing trustee. While no doubt the purposes of the Founder might in view to the largest extent possible it is necessary to note that the original document itself has been superseded now by the present scheme. It has been proposed that the posts of Nominated Trustees should be filled up by leading citizens of ---



Coimbatore and Educationalists who have been associated with the establishment, management and administration etc., of public educational or charitable institutions. If gentlemen of this calibre are to serve effectively on the Board they should also be given a chance to effectively run the institution. If they are not to have any opportunity of guiding the institution by filling the most effective post in the Board they may not feel attracted by the offer of being a mere nominated Trustee.

25. A very real difficulty that will crop up if the proposal for restricting the Managing Trusteeship to the Founder's family is accepted is the existence at present at any rate, of disputes between two branches of the Founder's family.

The branch of G.N. Ram is represented by a minor and in his place it has been proposed that his brother-in-law one Balagopal should be appointed by the court to function as a Trustee till he attains majority ----



under the provisions of Article (6) of the Scheme. The appointment of this gentleman as a Managing Trustee initially may not find acceptance as he is only a relation by marriage. That leaves us only with ~~Mr~~ Belasubramaniam and Vijayakumar. There were disputes between these branches, to which they belong before suit. After constitution of the Trust little was done to effectuate it. Exhibit A-7 is a resolution of the Board dated 14-10-1958 attended by Gopal Naidu, Purushottaman and G.N. Sam under which a Current Account for the Trust was opened in the Canara Bank Ltd., Coimbatore. Exhibit A-8 is a resolution dated 14-1-1960 which stated that the Managing Trustee should comply and conform to the directions and instructions of the Board of Trustees and that he should not exercise certain powers like the borrowing and lending. Subsequently, when Sri G. Krishnan got involved in the criminal case and Sri G.N. Sam also died, Sri Gopal Naidu ---



became so much frustrated that he executed two documents dated 24-11-1961, the registration copies of which have been marked as Exhibits A-5 and A-6 respectively wholly revoking the settlement deeds under the original of Exhibits A-2 and A-3. Apparently, however, better counsel prevailed and Sri Gopal Naidu realised that he could not revoke the earlier settlement deeds. Exhibit A-9 is a resolution of the Board of Trustees dated 27-12-1963 wherein it is stated that the originals of Exhibits A-5 and A-6 may be ignored. Exhibit A-19 is the resolution of the Board passed on 15-1-1964 under which Balasubramaniam and Vijayakumar were co-opted as Trustees after the imprisonment of G. Krishnan. Sri Purushottama Naidu had taken on lease some of the Trust properties, under Exhibit A-12 dated 10-7-1964. On Purushottama's death his son, Balasubramaniam continued to be the lessee. After Sri Gopal Naidu died there was a meeting of the Board under the Chairmanship of Sri G. Krishnan ---

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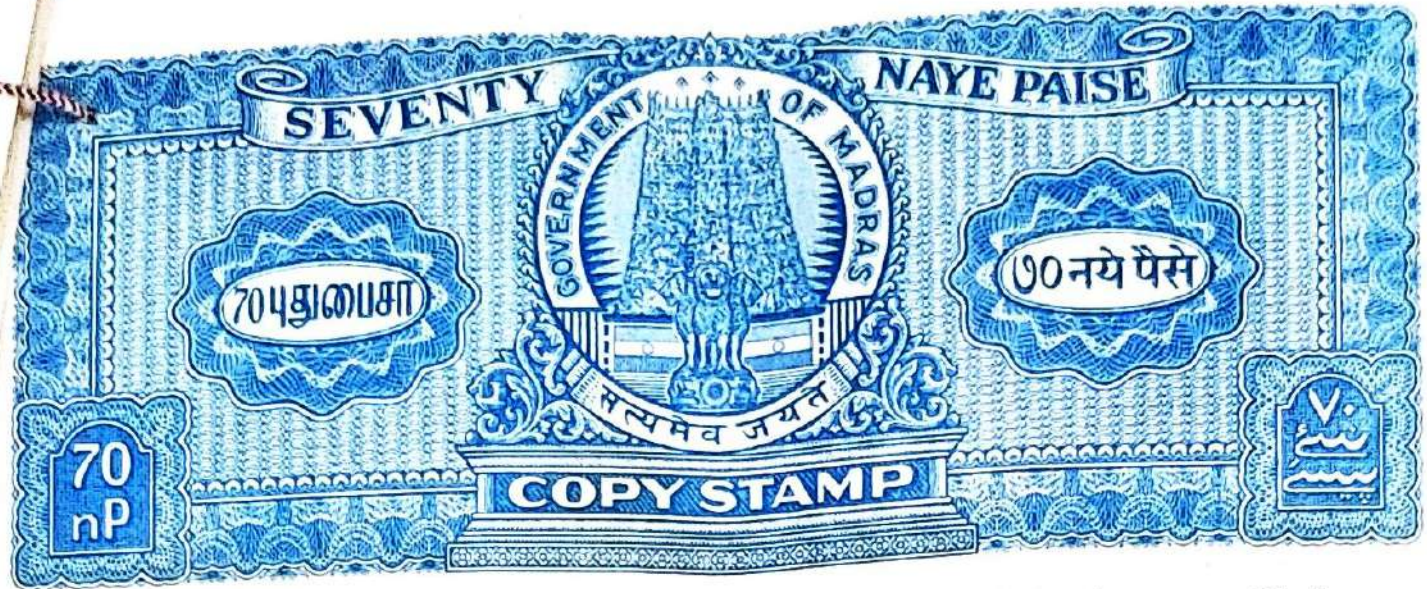
who came on parole under which Sri Vijayakumar was authorised to negotiate and enter into suitable lease arrangement. Subsequently, at the Board Meeting held on 28-11-1964 a resolution was passed for co-opting certain persons as Trustees and to call upon the heirs of Purushottama Naidu to pay the rent due by them. As both Vijayakumar and Balasubramaniam had not taken any interest it was resolved that G. Krishnan's wife Bhagyalakshmi could function as the Managing Trustee. This meeting was, of course, presided over by G. Krishnan and attended by only Vijayakumar. Consequently, Sri Balasubramaniam sent a notice Exhibit A-13 to Krishnan and Bhagyalakshmi annulling questioning of the resolutions the property/and the appointment of the latter as managing trustee. In this notice it was alleged that Sri Purushottama Naidu had spent over Rs. 30,000/- from his personal accounts for the improvement of the lands leased to him and that only Rs. 15,000/- and odd had been realised from the lands and there was yet a balance of ---

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over Rs. 15,000/- due to be reimbursed by the lessee. It is, thus, clear that Sri P. Balasubramaniam claims his possession of the properties of the Trust as a lessee and is claiming reimbursement at the hands of the Trust. It is also stated that a suit against Balasubramaniam has been filed Sri Balasubramaniam is, therefore, a person who is claiming interest in the properties adverse to the trust. In such circumstances his appointment as a Managing Trustee would not at all be conducive to the welfare of the Trust at the present stage.

26. The position in respect of Sri Vijayakumar is hardly better. Allegations have been made by Sri P. Balasubramaniam that Vijayaraghavan, and his mother had been trying to aggrandise at the expenses of the Trust and had even attempted to alienate the Trust properties. Anyhow, it is not proposed that the members of the founder's family should be altogether excluded from the Managing Trusteeship. In view of the controversial position of the branches of Balasubramaniam and Vijayakumar...

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at present and the absence of an adult male descendant of C.N. Sams
branch the post of the Managing Trusteeship cannot be now filled
up from the Founder's family. But as it is always open to the
members of the Founder's family to themselves aright with the
Board and earn the confidence of the other members of the Board
and thus qualify themselves to be elected unanimously by the
Board as the Managing trustee the disqualification of the
Founder's trustees may be restricted for a certain period only
by which time the present disputes and contentions might have
been satisfactorily resolved. The learned counsel for Sri
Ravichandran in his Draft Scheme wanted it to be provided that
no Founder Trustee should be eligible for the appointment of
a Managing Trustee for 10 years from the date of coming into
operation of the scheme. But such a long period is not necessary
This term shall therefore be limited to five years. Giving
effect to the above considerations Article (11) will be as

follows:----



"When, and as often as the office of the Managing Trustee becomes vacant, the Board shall elect one of the Trustees as Managing Trustee who shall hold office for a period of five years from the date of such election on for the duration of his Trusteeship; whichever period is shorter, PROVIDED that he shall be eligible for re-election as that he shall be eligible for re-election as Managing Trustee on the expiry of the term as often .

" as the term expires for a period not exceeding five years or for the duration of his Trusteeship which ever is shorter. The election of the Managing Trustee shall be made by the unanimous vote of the remaining Trustees for the time being. Where the choice is not unanimous as aforesaid , the Managing Trustee shall be appointed by the Court on application to be made in this behalf, PROVIDED further that no founder Trustee shall be eligible for appointment as Managing Trustee for a period of five years from the date of the appointment of the first board".

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27. There has been agreement to the effect that the first Board should be appointed by Court and the term of office of the respective nominated Trustees should be fixed by Court and the Managing Trustee should be appointed by Court. The names of the first and second Founder Trustees have been agreed as those of Sri. Balasubramaniam and Vijayakumar as representing the branches of Purushothaman and Krishnan and the first of whom is dead and the latter in incarceration. No doubt, Sri. G. Krishnan as the seniormost adult male of his branch would be entitled to a place on the Board. For a considerable time to come he will not be available. There may also be practicable difficulties and considerations of delicacy in his taking his seat on his coming out. Hence it has been agreed that his son, Vijayakumar should fill up his place. As regards the branch of Sri. G. N. Sam, Sri. Ravichandran is the only male representative of that line.



He is a minor. Under Article (6) another person preferably from the concerned

branch of their family connected therewith should be nominated, to his place.

One Sri. J. Balagopal, the husband of the sister of Sri. Ravichandran who is

said to be an engineer was suggested and he has also given a memo of consent

to act in the place of Ravichandran. Sri. J. Balagopalan will be appointed

as the third Founder Trustee under the Scheme, to hold office in the place of

Ravichandran till the latter attains majority. The other four posts are

those of Nominated Trustees. The names of certain leading gentlemen of

Coimbatore who are industrialists and associated with the educational

institutions were suggested by the learned counsel for Vijayakumar and

Balasubramaniam. Finally the learned counsel for Vijayakumar and Sri.

Balasubramaniam each filed consent letters from two gentlemen each. The

gentlemen who have given their consent to the counsel for Sri. Vijayakumar

are Sri. G. R. Damodaran, the principal of the college of Technology, &

Polytechnic, Peelamadu and

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Sri. G.K. Sundaram, Member of the Parliament, who is also a leading Industrialist.

The counsel for Sri. Balasubramaniam has produced consent letters given

by Sri. R. Venkataswami Naidu, a leading Industrialist and Sri. C.P. Nanjappa,

at present the Chairman of the Coimbatore Municipality. These four

gentlemen will, therefore, function as nominated Trustees in the first Board

constituted by Court. Articles Nos. 12 and 13 shall read as follows:-

"Art 12: The first Board Constituted under this Scheme shall consist of the following persons.

1. Sri. P. Balasubramaniam
2. Sri. K. Vijayakumar.
3. Sri. J. Balagopal.
4. Sri. C.P. Nanjappa.
5. Sri. R. Venkataswami.
6. Sri. G.R. Damodaran.

" The first and second named Trustees being Founder Trustees shall hold office for the duration of their respective lives. The third named trustee having been appointed to represent G.M. Sanyal's branch of the family of the Founder, the person entitled to that place being a minor, third named trustee shall function as such Trustee only till the person

entitled attains majority. ..
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The fourth, fifth, sixth and seventh named Trustees being nominated Trustees shall hold office for a period of two, three, four and five years respectively from the date of appointment. They shall be eligible for reappointment".

"Art 13:- The first Managing Trustee shall be Sri. G.R.Damodaran.

28. As regards the functioning of the Board, its investments, holding of meetings preparation of budgets, submission of budgets, calling for meetings of the Board quorum for transactions of the business of the Board etc., There is complete agreement with the Draft scheme put forward by the learned counsel for Sri.Ravichandran. It has also been agreed that Applications should be made to the court for the opinion, advice, direction etc., and this is embodied in Article 56. The draft scheme of the Advocate for Ravichandran contemplates appointment of a Chairman of the Board and it is agreed to by the learned counsel for Sri.Vijayakumar. But the learned counsel for Sri. Balasubramaniam appears to think that such an appointment is unnecessary.

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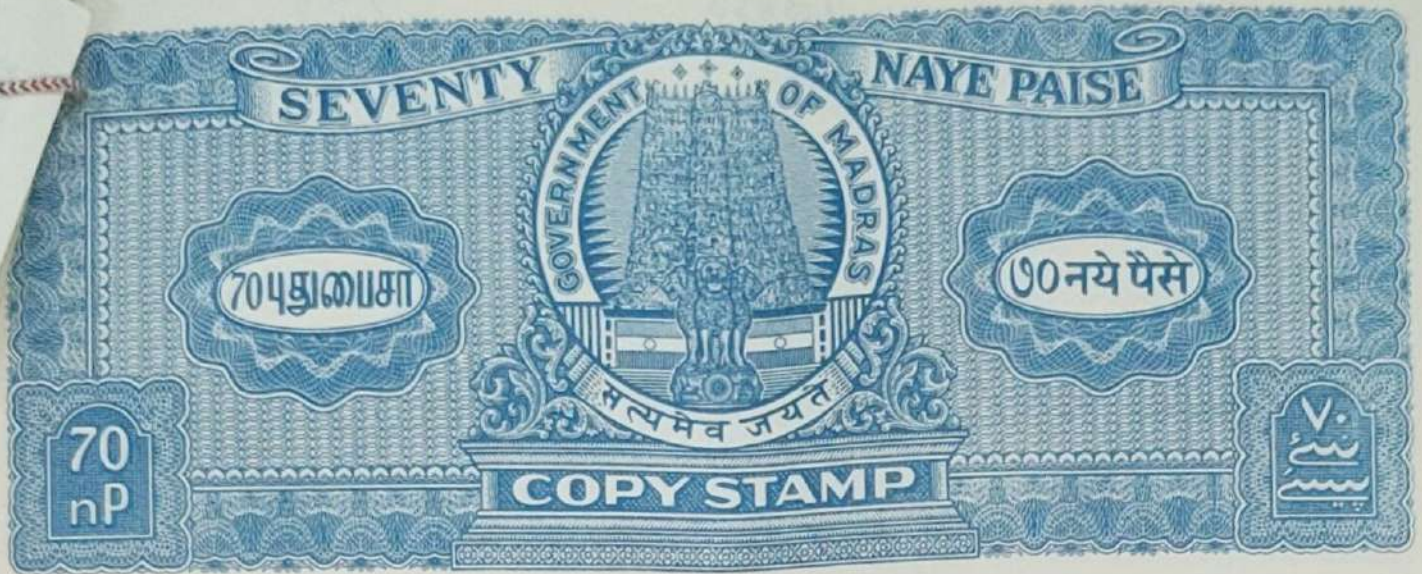
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Even Exhibit A-2, it may be pointed out, contemplated Sri. Gopal Naidu being the president and the Minutes Book shows that as long as he was alive he presided over the Board meetings. It cannot be disputed that any meeting should have a Chairman to guide its deliberations. Of course, there is the Managing Trustee. But his duties as contemplated by the Scheme are executive and he holds delegated authority of the Board. It would, therefore, be incongruous to expect him to preside over the meetings. If the meetings of the Board are to be duly held the necessity for a chairman to preside over the meetings is obvious. No doubt, a chairman could be elected for each meeting as appears to be in contemplation of the counsel for Sri. Balasubramanian. But to have a chairman being elected for each meeting may also give rise to difficulties. All things considered it would be desirable that a Chairman is appointed from time to time for a particular period as may be regarded.

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regarded as necessary by the Board itself. Framing of this rule will leave a discretionary choice in the Board for appointing a chairman and for the period for which he is to be appointed. Articles 14 to 60 shall therefore, be as follows:-

"Art-14:- The Board may, if the Managing Trustee so requires appoint any fit and proper person as a personal Assistant and Secretary to the Managing Trustee on such terms as to duration of office, emoluments etc., as the Board may think reasonable, to assist the Managing Trustee in the Discharge of his duties as such. Provided that the responsibility for the proper administration of the Trust in accordance with this Scheme including the responsibility for the acts and omissions of such Personal Assistant/Secretary shall be that of the Managing Trustee."

"Art 15:- The Board may by a resolution in writing at any time and from time to time, appoint one of the trustees not being the Managing Trustee as the Chairman of the Board to hold

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office as such Chairman for the period specified in the resolution".

"Art. 16:- The funds of the Trust shall be invested:-

(A) In any of the securities authorised by section 20 of the Indian Trusts Act 1882, or

(b) In the purchase of lands or buildings or in the construction of buildings, PROVIDED that no such investment shall be made except with the previous sanction of the Board recorded by means of a resolution, or.

(c) In fixed Deposit with, or in shares, whether Ordinary or preferred in or Debentures or Debenture stock of, any bank, company or corporation approved by means of a Resolution of the Board; PROVIDED that no portions of the funds of the Trust shall be deposited with or lent to any firm in which any of the trustees is a partner."

(P) "Art 17:- If, in the opinion of the Board, any property belonging to the Trust is deteriorating in value or is not yielding a reasonable income, or that its sale or conversion into property of another kind would be advantageous to



the Trust, the Board may exchange the same for property of another kind or sell the property."

"Art. 18:- The board shall have power to sell and dispose of any of the properties of the Trust and apply the proceeds of such sale and/or any funds of the Trust for and/or in connection with and /or in furtherance of and /or for carrying out the objects of the Trust, including purchase of lands and /or purchase or construction of buildings or for the purposes of any institution that may be established, maintained or run by the Trust."

"Art. 19:- Moneys other than "the capital funds" of the Trust may, at the discretion of the Board, be invested in current accounts with scheduled Banks to be specified by the Board by means of a resolution of the Board."

"Art 20:- An investment made in any manner authorised herein shall not be or become improper by reason only of the fact that any one or more Members of the Board

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are interested as Directors or as shareholders in the Bank, Company or corporation in which any of the Trust Funds may be invested."

"Art. 21:- The Board shall have power to accept contributions in money or property either by way of addition to the Trust Funds generally or for any one or more of the specified objects of the Trust and in either case, such contributions shall be dealt with either as capital or as income according to the Directions, if any, of the donor at the time of the gift."

"Art 22:- The Board shall have power to call in and convert into cash the Trust properties and realise any or all of the securities and investments and to reinvest and/or dispose of the proceeds in such manner as is authorised herein."

"Art 23. The Board Shall have full power of management of the Trusts properties and funds and it shall have full control over the finances of the Trust.



it shall likewise have full powers of supervision over all institutions and establishments that may be established, maintained and/or conducted in terms of the Trust".

"Art. 24:- The Board , shall, however, have power to levy and fees or charges from the students, apprentices or others benefiting from the establishments and institutions established, "maintained and/or conducted by the Trust, and to exempt deserving students, apprentices and others from payment of any fees and charges that may be fixed by the Board from time to time."

"Art. 25:- The Board shall be entitled to take all Steps that may be reasonably necessary or required for the preservation of the Trust , the Trust properties and of the title of the Trust to the Trust properties."

"Art. 26:- The Board Shall have power to apply for and obtain grants- in-aid from the Government or any other constituted authority or body and settle the terms on which such grants may be obtained."

"Art 27:- ANY grants-in -aid received, shall be ...

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strictly applied for the purposes for which such grants may have been made."

"Art 28:- Whenever, for the administration of the Trust hereby created or for the purposes of any institutions established, maintained or run by or under the grants- in-aid from Government or any other constituted authority or body are applied for and obtained and, it becomes necessary for the due performance of the conditions of such grants, to secure the same by a mortgage or charge on the properties of the Trust, the Board shall have power to create such mortgages or charges on all or any of the Trust properties to facilitate the obtaining of such grants-in-aid."

"Art. 29. The managing Trustee shall, if and when so authorised by a resolution of the Board, have power and authority to execute such documents as are necessary in favour of Government or other authority or body for and on behalf of the Board in respect of mortgages or behalf of the Board in respect of mortgages or charges to be created for and in connection with obtaining grants-in-aid".

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"Art. 30/- Except as otherwise provided herein, none of the Trustees for the time being of the Trust shall have power jointly or severally to mortgage or charge or alienate any of the trust properties."

" Art. 31:- Whenever it becomes necessary or expedient, in order to comply with any rules or regulations governing the matter, to constitute a separate Managing Body for the management and administration of any Institution established or to be established and or maintained and or conducted by or under the Trust and vest the Management of the concerned Institution in such Managing Body, then and in the said event, the Board shall be entitled, notwithstanding anything to the contrary contained in these presents, to constitute a separate Managing Body for the said purpose determine its strength, appoint members thereto and fix the duration of their office, admit as members of such Managing Body such officials of the Institution as may be required by the

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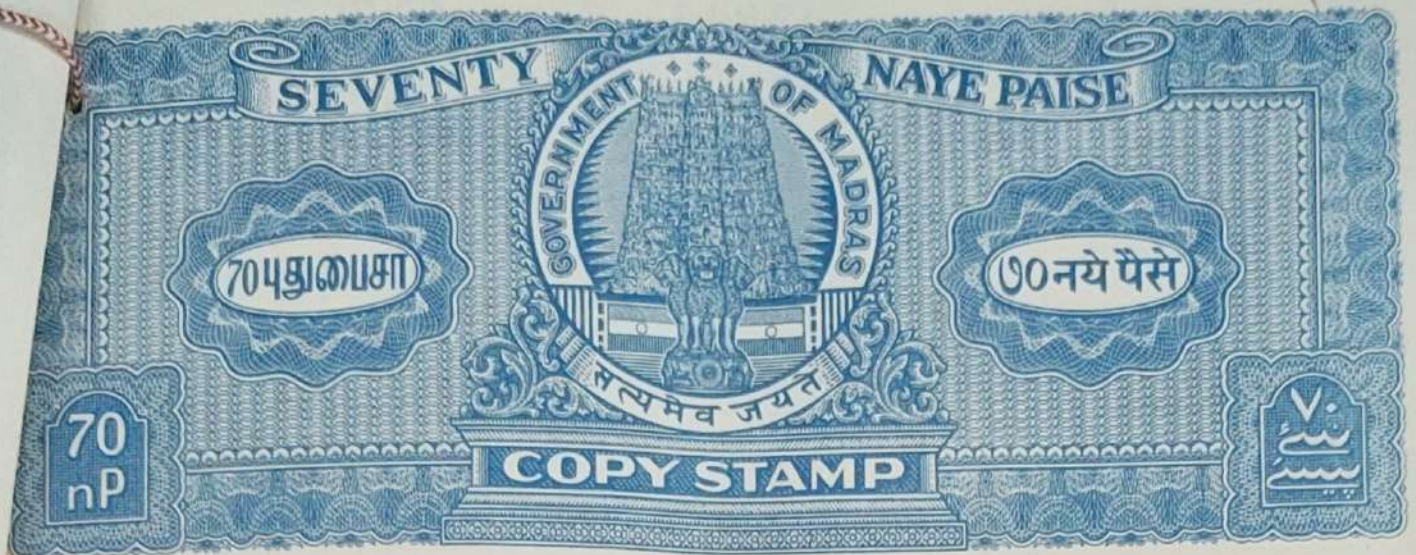
rules to be admitted as ex-officio members, frame rules and regulations for the conduct of the institution concerned by the said Managing Body and do all other acts and things as are or may become necessary for the proper functioning of such Managing body;

PROVIDED that all the Trustees for the time being of the Trust shall be Members of such Managing Body."

"Art. 32:- A trustee resigning his office or otherwise ceasing to be a trustee shall not, by reason of that fact alone, be relieved from his liability to the Trust or to his co-trustees in respect of his acts of commission or omission of defaults during the period of his Trusteeship. No trustee shall be made liable for the acts or defaults of his predecessor, but where co-trustees jointly commit a breach of trust and where one of them by his neglect enables the other to commit a breach of trust, each is liable for the whole of the loss occasioned by the breach."

"Art. 33:- Subject to the provisions herein contained, each of the Trustees shall be respectively ...

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chargeable only for such moneys, stocks, funds and securities as he
be
may have actually received and shall not be answerable one for
the other of them nor for any Banker, Broker or other person in
whose hands any property of the Trust may be placed, nor for any
insufficiency or deficiency of any stock, funds, or securities
nor otherwise for any accidental loss".

"Art. 34:- Subject to the superintendence of the Board, and
subject to the express provisions herein contained, the Managing
trustee shall have all and every power for the purpose of managing,
conducting and administering the affairs of the Institutions and
establishments maintained and/or conducted by the Trust."

"Art. 35:- The Managing Trustee shall arrange for the maintena-
nce of correct and proper accounts of the receipts and disburse-
ments and of the liabilities incurred and of the assets acquired
and for an audit every year of the accounts of the Trust, and of
the income and expenditure relating there to and for this
purpose, the Managing Trustee shall appoint, ----

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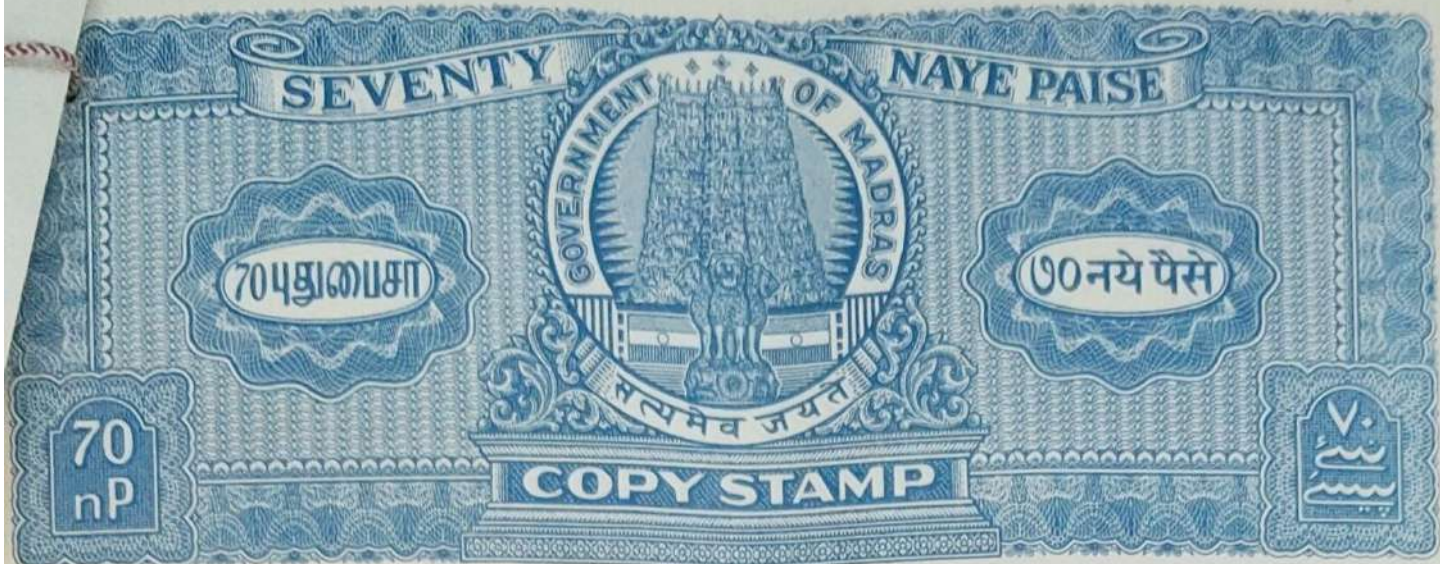
in consultation with the Board, an independent Auditor or Auditors ".

"Art.36:- Every year, before the 31st day of May, the Managing Trustee shall place before the Board a budget for the succeeding year and get the approval of the Board for such budget".

"Art.37:- Subject to the limits contained in the budget sanctioned for the year, the Managing Trustee shall have full authority in applying the monies allotted and provided under each head for the purpose for which the same have been allotted in a manner which, in his judgment, is most advantageous for the institutions and establishments maintained and conducted by the Trust."

"Art.38:- The Managing Trustee shall have power to purchase from time to time such materials and things as may be necessary for the said Institutions and Establishments".

"Art.39:- The Managing Trustee may, if and when he desires, and subject to the approval of the Board, delegate for a temporary period, his power and authority in respect of the administration of the said Institutions and Establishments to one of the Trustees".



"Art.40:- No act of the Managing Trustee done in exercise of the

Powers hereby specifically conferred on him shall be called in

question or interfered with by the Board, except on the ground of

its manifest impropriety or on the ground that it is grossbreach

of neglect of duty on the part of the Managing Trustee".

"Art.41:- The Managing Trustee shall have the custody and control

of ^{all} the documents of title to the properties of the Trust and all other

documents, accounts and other papers relating to the Trust and the

same shall be open to inspection by any Trustee on reasonable notice

during office hours of the Trust. The Managing Trustee shall, on

request by any Trustee, furnish such information as the latter may

reasonably require in respect of any matters pertaining to the Trust.

PROVIDED that no outsider shall be allowed access to or inspection

of the books or accounts or records of the Trust except upon orders

of a Court."

"Art.42:- The Managing Trustee shall, once in every year, not

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the 30th day of September, place before the Board for the consideration of, and adoption by, the Board the income and expenditure account for the year ending on the previous 31st day of May and the Balance Sheet as on that day, with the Auditor's Report or certificate thereon. The Managing Trustee shall give to the Board such information and explanations as the Board may require for a proper understanding of the accounts and statements placed before it".

"Art.43:- The Managing Trustee shall be the Executive Officer of the Board, and as such, he shall have the power and authority for and on behalf of the Board :-

- (a) To carry out the resolutions;
- (b) To sign papers, receipts and documents;
- (c) To pay moneys due by the Trust and demand and get receipts therefor;
- (d) To demand and receive moneys due to the Trust and issue receipts for the moneys so received;
- (e) To open current and deposit accounts in the name of the Trust with such bank of -----



banks as the Board may from time to time authorise in this behalf,
to deposit the funds of the Trust in such accounts and to operate or
such accounts on behalf of the Trust;

(f) To make, draw, endorse, accept, sign, negotiate or transfer,

Cheques, promissory notes, hundies, bills of exchange, Bills

of Lading, railway receipts, warrants and other negotiable

or transferable instruments, Government Securities, or other
Securities;

(g) To lease out, for a period not exceeding three years at a time,
lands and properties of the Trust which are ordinarily
leased out;

(h) To initiate, prosecute, defend, compromise, refer to arbitra-
tion or abandon legal proceedings or disputes;

(i) To execute all documents on behalf of the Board; and

(j) Generally to do all other acts and things necessary or
incidental to the proper day to day management of the
Institutions and Establishments maintained and/or conducted
by the Trust;

Art. 44:- The Managing Trustee may, in case of emergency,

direct the execution of any work or the doing of any act which is not provided for in the budget of the year and the immediate execution of which is, in his opinion, necessary for the preservation of the properties of the Trust.

"Art.45:- No act of the Managing Trustee requiring the previous sanction of the Board shall be invalid merely by reason of the absence of such previous sanction, if the said act should subsequently be ratified by the Board."

"Art.46:- The Managing Trustee and the other Trustees may reimburse themselves, or pay or reimburse out of the Trust moneys in their hands, all expenses properly incurred by them in or about the execution of the Trust and/or in the discharge of the duties imposed on them under this Trust".

"Art.47:- There shall be an annual Meeting of the Board when the annual audited statements of accounts shall be considered and adopted. The Managing Trustee shall, at such meeting, place before the Board a report of the working of the several -----



institutions conducted and maintained by the Trust. The Managing

Trustee shall give at least 14 days' written notice of the meeting to the Trustees specifying the day, date, place, time and agenda of the meeting. Along with the notice, the Managing Trustee shall also send to each one of the Trustees a copy of the audited statements of accounts intended to be placed before the meeting".

"Art.48:- The Board shall consider at the said meeting the report of the Managing Trustee and that of the Auditor and the Audited accounts and, if the Board proceeds to approve and adopt them, such approval and adoption shall be by means of a resolution to the effect. The board shall also transact such other business at that meeting about which due notice had been given as aforesaid.

All the resolutions passed the Board shall be recorded in a separate book. The Chairman of the Board, if any, shall, preside at such meetings of the Board. -----

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In case there is no Chairman and/or in the absence of the Chairman, any one of the Trustees may be appointed to preside at the Meeting."

Art.49:- Any Trustee, for the time being the Trust, may call a meeting of the Board for the consideration of any specific subject or subjects to be mentioned by the Trustee convening the meeting of the Board. There shall be a notice of at least 14 days for every meeting so convened. The posting of a prepaid letter to the proper address of a Trustee and containing the date, day, time, place and the agenda of the meeting shall be deemed to be a proper notice of the meeting and such notice shall be deemed to have been served on the day on which the letter, so posted would reach the addressee in the usual course of post. A notice may also be served on a Trustee in person".

"Art.50:- The quorum for -----



a meeting of the Board shall be four."

"Art.51:- The business of the Board shall be transacted either at the meetings of the Board or by resolutions passed in circulation.

The paper containing the resolutions shall be sent to all the Trustees signify their consent thereto in writing."

"Art.52:- Except to the extent otherwise expressly provided herein, in all matters pertaining to the Trust, the decision of a majority of the Trustees shall be the decision of the Board and shall be binding on all the members of the Board".

"Art.53:- In the ~~event~~ event of the votes being equally divided, the Chairman shall have a casting vote in addition to his vote as a member of the Board".

"Art.54:- No act or resolution of the Board shall be invalid merely by reason ----

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of there being one or more vacancies in the Board. But no act or resolution of the Board, other than an act or resolution appointing or electing a Trustee for the purpose of securing a minimum of Five Trustees shall be valid if the strength of the Board at any time is less than Five."

"Art. 55:- No act or proceedings of the Board or of the Managing Trustee or of any trustee shall be deemed to be invalid by reason only of any defect in the appointment or the constitution of the Board or of any member thereof or on the ground that any member of the Board was not entitled to hold or continue in office by reason of any irregularity in his appointment or by reason of such act having been done or proceeding taken during the period of any vacancy in the office of Managing Trustee or of any other Trustee".

"Art. 56:- The Trustees shall conform to -----



the provisions of the Indian Trusts Act, 1882, in all matters not expressly provided for herein; but, in case any difficulty or doubt arises on any question in respect of the management or administration of the Trust or any matters falling hereunder, the Managing Trustee may, on behalf of the Board, apply to the Court for opinion, advice, direction or order and the Trustees acting upon the directions, if any, of the Court shall be deemed, so far as regards their responsibility, to have discharged their duties in respect thereof".

"Art. 57:- The Board is hereby authorised to, and it may, from time to time, make and prescribe additional rules and regulations for and in connection with the carrying out of the objects of the Trust, or for and in connection with the management of any of the institutions established, or run by or under the Trust".

"Art. 58:- If at any time the objects of the Trust should become impossible of fulfilment, ---

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the properties and funds belonging to the Trust shall be utilised
cypres for such other allied purposes as the Board may determine".

"Art.59:- It is hereby expressly declared that this Trust is a
public Charitable Trust and is irrevocable".

"Art.60:- Liberty is hereby reserved to the Trustees and/or other

Persons interested to apply to this Court from time to time by
means of applications in this suit itself, for any modification,
alteration or amendment of the Scheme and/or for the interpretation
or clarification of any of the clauses of the Scheme and/or for any
directions whatsoever in case of difficulty in working out the
Scheme".

29. So a decree in the above terms will be passed. As regards
costs it will not be just and expedient to direct any of the parties
to pay costs as the Scheme has been hammered out with the mutual
and co-operation of all concerned. -----