

Reg. No. S/19480

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CERTIFICATE OF REGISTRATION OF SOCIETIES

WEST BENGAL ACT XXVI OF 1961

No. S/19480 of 1950-1951.

I hereby certify that Bharat Arogya Mandir

Changed to

Bharat Arogya and Gyan Mandir

has this day been registered under the West

Bengal Societies Registration Act, 1961.

Given under my hand at Calcutta this Seventh

day of April One thousand nine hundred

and ninety.



Compared by

[Signature]  
31.5.90

A. Kundu

( 31/- ~~5/-~~ )

Registrar of Firms, Societies &  
Non-Trading Corporations, West  
Bengal.

TRUE COPY.

[Signature] 31.5.90

# **BHARAT AROGYA AND GYAN MANDIR**

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**Societies Registration Act, 1960**

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**Memorandum of Association**

**&**

**Rules and Regulation**

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( Modified and brought up-to-date as on 28th June, 1989 )

# Memorandum of Association

OF

## BHARAT AROGYA AND GYAN MANDIR

1. The name of the Society shall be 'BHARAT AROGYA AND GYAN MANDIR
2. The Registered Office of the Society shall be situate in the State of West Bengal unless otherwise changed by three-fourth majority of votes of the Members.
3. (1) The objects for which the Society is established are :—

- (a) To found, establish, provide, help, endow, furnish, equip and fit with all necessary furniture, instruments, medicines and other equipments and maintain and arrange Hospitals, dispensaries and Clinics at any place or places in India for the treatment of persons suffering from Tuberculosis, Consumption, Kalaa-zar, anytropical diseases and any other diseases or ailments or any physical disability or any accidents or whatever description.

The said Hospital or Hospitals or Clinics may maintain Medical and Surgical Departments to which may be added, as and when deemed fit outdoor patients, Departments, Maternity Departments, X-Ray Departments, Pathological Departments, Bacteriological Departments, Radium, Departments, Ultraviolet Ray Departments Ophthalmological Departments, Ayurvedic and nature Cure Departments, Homeopathic, Unani and or such other Departments Laboratories or sections or wards.

The said Hospital or Hospitals and Clinics may provide Medical and Surgical treatment to all or any persons whether as in-patients or out patients free of charges or on payment of fees as the case may be.

- (b) To Provide accomodation for the treatment and care of all such patients :

- (c) To provide facilities for medical and surgical attendance, nursing, food, medicine and all things and appliances of a medical and surgical dietetic and sanitary character and all comforts and advantages in various degrees as may be required.
- (d) To undertake, prosecute, provide facilities for prosecuting carrying on, promoting, developing organising, supervising, sustaining, co-ordinating, fostering affiliating, controlling, guiding and/or aiding education and systematic development and cultivation of the mind and other natural powers, by inculcation, example, instruction and training in any institution of learning and diffusion of knowledge and to carry out researches and to explore, experiment, analyse and/or carry on other activities in the fields of education and learning and advancement thereof.
- (e) To establishment, manage, control, maintain, conduct, develop all types of educational institutions, universities, colleges training centres for providing and imparting education and for fostering, breeding, disciplining, nurturing, prosecuting, sustaining, the growth and development diffusion of education and extension and dissemination of knowledge in pursuit of life, and learning in all fields, including medical, art, social, economic, political, science, technology, engineering, agricultural, animal husbandry fisheries in all their branches having regard to the social, economical and industrial needs of the country.
- (2) (a) For in connection with or relating to the fulfilment and/or furtherance of the objects, to, do, and conduct or carry on with the following acts deeds or things
- (b) To acquire by purchase, exchange, mortgage, lease, hire or otherwise howsoever any movable or immovable property anywhere for any estate or interest ;
- (c) To build and maintain houses or other buildings and alter, improve or modify the same including any existing buildings and provide and equip the same with light, water, drainage, furniture, fittings, instruments appliances and all other accessories and necessary goods and equipments for the use to which such buildings are to be put ;



- (d) To appoint or procure the services of Doctors, Surgeons or Medical Practitioners including Vaidyas, Hakims, Nurses, Compounders, Assistants, lay-workers, attendants and servants either on remuneration or gratuitously or in any honorary capacity or any other basis, and to make rules and regulations for control and management of the affairs including leave promotion and termination of services ;
- (e) To procure, make use of, provide and equip all such appliances, provisions and things as may be necessary or advisable for the proper treatment of patients or in connection with the objects of the Society ;
- (f) To receive from any person, body or association by way of gifts donations, legacies, or in any other manner any movable (including money) or immovable property and either unconditionally or on any special terms and conditions including a condition that any particular Ward, Section or Department be named after the name of the Donor or such other name as the donor require ;
- (g) To take such steps by personal or written appeals publications, exhibitions, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring subscriptions, contributions to the funds of the Society in the shape of gifts, donations, legacies, annual payments or otherwise ;
- (h) To accept subscriptions and donations (Whether of movable or immovable) and devises or bequests for all or any of the objects and purposes of the society and to sell, mortgage and otherwise dispese of or let out on monthly basis or lease basis, and accept surrender of lesses of any immoveable property not required to be occupied or be capable of being occupied for the purpose of the Society and generally to manage, invest and expend all moneys and property belonging to the Society ;
- (i) To amalgamate with, any other society, trust or institution whether incotporated or not, having objects similar to those of the Society ;
- (j) To invest any moneys of the Society not Immediately required for the purposes of the Society, in government securities and/or in such manner as may be provided by the Constitution of the Society and as may from time to time be determined by the managing committee according to law that may be inforce for the time being ;

- (k) To declare and give bonus, gratuities, pensions or allowances to persons who are or were in the employment of the society or their families or dependants or other persons as may be determined by the Managing Committee and to make rules and regulations for the same ;
- (l) To establish any pension scheme or funds, any provident or other funds for the benefit of the employees and workers of the Society and ex-employees and ex-workers and their dependants and relatives ;
- (m) To borrow or raise money towards fulfilment of any of the objects and/or purpose of the Society with or without security and/or on the security of mortgage, charge, hypothecation or pledge of all or any of the immovable properties belonging to the Society ;
- (n) To manage, control and improve all or any of the properties of the society and to sell exchange transfer, let-out, lease, mortgage, charge, pledge, hypothecate, or otherwise dispose of, deal with or turn to account any movable or immovable property of the Society or any part thereof ;
- (o) To do such other things as may be incidental or conducive or ancillary to the attainment of the objects of the Society ;

4. The income and property of the Society whenever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred or distributed or applied directly or indirectly by way of dividend, bonuses or otherwise by way of profit to the members or otherwise PROVIDED THAT nothing herein contained shall prevent the payment in good faith, of remuneration to any employee of the Society or other person in return for services actually rendered to this Society.

5. If upon the dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the Society or any of them but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, to be determined in accordance with the provisions of Section 27 of the West Bengal Societies Registration Act, 1961.

- \*6. The management of the affairs of the Society shall be entrusted to a Managing Committee which shall constitute the governing body of the Society in accordance with the Rules and Regulations of the Society. The Managing Committee may from time to time delegate any of its powers to any Committee or Sub-Committee of other bodies constituted in accordance with the said Rules and Regulations of the Society and may from time to time revoke such delegation.
- \*7. The following persons shall constitute the first members of the Managing Committee of the Society :—

1. Satyanarain Sinha
2. B. P. Himatsingka
3. Makhanlal Jain
4. B. K. Birla
5. M. L. Bagrodia
6. Tulsiram Saraogi
7. Sagarmal ( Sagarmal Dharnidharka )

- \*8. We the several persons, whose names and addresses are hereunder subscribed being associated with the object and for the purposes of the within-named Bharat Arogya and Gyan Mandir are desirous of being formed into a Society under the Societies Registration Act, XXI of 1860.

Name	Designation	Address	Name, designation and address of witness
Satyanarain Sinha	Minister Parliamentary Office Govt. of India	12, Queensway, New Delhi	R. C. Sinha, Personal Assistan 24E, Faiz Bazar, Delhi
B. P. Himatsingka	Merchant	6, Old Post Office Street Calcutta	P. Chandra, Assistant of K. C. Mills Ltd., 128, S. N. Banerjee Road, Calcutta

Name	Designation	Address	Name, designation and address of witness
Makhanlal Jain	Merchant	42, Garden Reach Road, Calcutta	
B. K. Birla	Merchant	8, Royal Exchange Place, Calcutta	B. Kapoor, Service 30, Girish Park North Calcutta
M. L. Bagrodia	Merchant	22, Maharshi Debendra Road, Calcutta	Kanailal Ganguly, 8, Royal Exchange Place, Calcutta
Tulsiram Saraogi	Merchant	1, Sibtolla Street, Calcutta	Kanailal Ganguly, 8, Royal Exchange Place, Calcutta
Sagarmal (Sagarmal Dharnidharka)	Merchant	3, Netai Halder Street, Calcutta	

Dated the 3rd day of March, 1951

★ Altered by the Resolution passed by the Society at special General Meeting held on Wednesday the 28th June, 1989.



## Rules and Regulations

OF

# BHARAT AROGYA AND GYAN MANDIR

### Interpretation

1. In these Rules, unless otherwise excluded by or repugnant to or inconsistent with the subject or the context—
  - a) The "Society" shall mean "BHARAT AROGYA AND GYAN MANDIR".
  - b) "The Managing Committee" or "The Committee" shall mean the Managing Committee for the time being of the Society constituted as hereinafter mentioned.
  - c) "The President", "The Vice-President", "The Honorary Secretary", "The Honorary Treasurer" shall mean the President, Vice-President, Honorary Secretary and Honorary Treasurer respectively for the time being of the Society.
  - d) "General Meeting" shall mean an Annual General Meeting and an Extra-ordinary General Meeting of the Society, as the case may be.
  - e) "Prescribed" means prescribed for the time being by the Act or by the Rules & Regulations bye-laws of the Society.
  - f) "Office" shall mean the Registered Office for the time being of the Society.
  - g) "Month" shall mean a month according to the Gregorian Calendar.
  - h) "The Registrar" means the Registrar of Societies and Non-Trading Corporation, West Bengal.

- i) Words denoting the singular number shall include plural and vice-versa.
- j) "These Rules" means the Rules and Regulations of the Society as originally framed or as from time to time altered by a Resolution passed by the votes of three-fourths of the members present at a General Meeting.
- k) Words denoting masculine gender only, shall include feminine gender and vice-versa.
- l) "The Act" means the West Bengal Societies Registration Act, 1961 and includes where the context so admits any re-enactment or statutory modification thereof for the time being in force.

#### NAME OF THE SOCIETY

Change of Name

- 2. The name of the Society may from time to time be changed at a General Meeting by the Votes of three-fourth of its members in accordance with the provisions of the Act.

#### OFFICE OF THE SOCIETY

Office of the Society

- 3. The Registered Office of the Society shall situate at 15, India Exchange Place, Calcutta-700 001 or at any other place in the State of West Bengal as the Managing Committee may from time to time determine at its discretion and the Managing Committee may from time open, close and re-open branch office or offices at such other place or places as it may think fit.

#### M E M B E R S

Number of Members of the Society

- 4. Unless otherwise determined by the Society by a Resolution passed by the votes of three-fourths of the members present at a General Meeting, the Society shall consist of not less than seven members and not more than one hundred twentyfive members.

Classification of members.

- 5. 1) With effect from the date of adoption of these Rules there shall be the following two classes of members of the Society—

- a) Permanent members, and
  - b) Ordinary members
- 2) Until and unless determined by the President of the Society each class of members of the Society shall have not exceeding the members noted below within the limits specified under Sub-Rule (1) above :—
- a) For Permanent members.....50
  - b) For Ordinary members.....75

Admission of  
Permanent  
members

6. 1) Subject to the approval of the President of the Society every person.
- a) Who is an Ordinary member of the Society under Sub Rule 2 (a) of this Rule, or
  - b) Who has been an Ordinary member of the Society other than an Ordinary member under Sub-Rule 2 (a) hereof, for a period of one year, or
  - c) Who is otherwise distinguished for public service and/or is recognised by the Managing Committee to be in a position to render exceptional meritorious services to the objects of the Society or whose connection with the Society may be considered to be valuable and pays to the Society an Admission fee for a sum of Rs. 500/- (Rupees five hundred) or such other higher amount of such fee as the Committee may determine at any time or from time to time.

may be admitted, with his consent in writing, by the Committee at any time and from time to time, as a Permanent Member of the Society.

Admission of  
Ordinary  
Members

- 2) a) All the persons whose names presently appear on the Register of Members of the Society at the date of adoption of these Rules as the Donor Members and also Honorary Members of the Society, shall be the Ordinary Members of the Society.



- b) Every other person who pays to the Society at one time an admission fee for a sum of Rs. 500/- (Rupees five hundred) or such other higher amount of such fee as may at any time and from time to time, be determined by the Managing Committee, may be admitted with his consent in writing, by the Managing Committee at any time, as an Ordinary Member of the Society.

Application for  
Membership.

7. 1) Save and except as hereinafter provided, each candidate eligible for admission as a member of each class of the Society shall be proposed by a Permanent Member of the Society and seconded by another Permanent or an Ordinary Member of the Society, both of whom shall have been as such Members of the Society for a period of not less than one year and to whom the candidate shall be personally known.
- 2) The form of application for membership as may be prescribed by the Managing Committee from time to time under the Rules hereunder, shall be signed by the proposer, seconder and the candidate and shall state the full name, address, rank, profession or other designation and such other particulars as the Committee may require and shall be deposited in the office of the Society.
- 3) A sum equivalent to and tendered to cover the appropriate admission fee shall be deposited along with each application for membership.

Cessation of  
Membership

8. A member shall be deemed to have ceased to be a member if.
- a) he is adjudged to be of unsound mind ; or
  - b) he is convicted of any offence involving moral turpitude ; or
  - c) he has resigned by giving notice in writing to the Committee ; or
  - d) he is expelled by the Managing Committee in the manner hereafter provided.



9. 1) The Managing Committee may by a Resolution passed at a meeting, suspend any Member for a period of not less than six months from the use of the Society for any breach of the Rules and Bye-Laws of the Society, on a report from the President of the Society.

2) If it shall be alleged that any Member of the Society has committed a grave breach of any Rule or Bye-Laws of the Society or has been guilty of or responsible for any conduct, act or omission, whether within or outside the Society's premises such as to affect the character or good name of the Society or to cause annoyance to other Members, the Managing Committee by a notice in writing, direct such Member to appear before it at such date, time and place as may be specified in the Notice and if the Member shall then fail to appear as directed or on appearing shall fail to give explanation acceptable to the Committee for the matter alleged, the Managing Committee shall have power:—

a) to caution or reprimand such Member, or

b) to suspend such Member from use of the Society's premises for any period not exceeding six months,

c) where a Member is suspended as above, to call upon such Member to resign from the Society.

3) If upon having called upon to resign above the Member concerned shall not do so within a period of not more than thirty days thereafter, the Managing Committee may by resolution passed at a Meeting expel such Member from the Society and thereafter his/its name will be removed from the Register of Members of the Society.

Power to make Bye-Laws relating to Members.

10. 1) The Managing Committee shall have power to make, rescind and vary Rules and Bye-laws relating to the admission of persons to membership of the Society, the circumstances under which any member shall cease to be a member and the rights and obligations of members of the Society. Every Member of the Society shall be bound by such Rules and Bye-laws of the Society for the time being.

2) The Managing Committee is the sole authority for the interpretation of these Rules and Regulations and of the Rules and Bye-laws made thereunder and the decision of the Committee upon any question of interpretation or upon any matter affecting the Society and not provided by these Rules or by the Bye-laws and Rules made thereunder shall be final and binding on the Members.

Maintenance of  
Register of  
Members

1) The Managing Committee shall cause to maintain at the office a Register of Members of the Society and shall enter therein the following particulars, namely—

- a) the name and address of each member ;
- b) the date on which a member was admitted ;
- c) and the date on which a member ceased to be such.

2) Any admission of a member or cessation of membership shall be entered within fifteen days of such happening, in the Register of Members to be maintained under the Rule.

#### GENERAL MEETINGS

When Annual  
General meeting  
to be convened.

12. In addition to any other meetings, a General Meeting of the Members of the Society shall be held every year soon after close of the preceding financial year of the Society as specified in Section 16 of the Act at such place and on such date and at such time as shall be determined by the Managing Committee. Each such meeting shall be called an "Annual General Meeting" and all other General Meetings of the Society shall be called "Extra-Ordinary General Meetings".

Extra-Ordinary  
General Meeting

13. The Managing Committee may whenever it thinks fit and shall, on a requisition made in writing by at least not less than one-fourth of the total number of members having right to vote at the General Meeting, convene an Extra-Ordinary General Meeting of the Society. Any such requisition shall specify the object of the meeting required to be considered and shall be signed by the members making the same and delivered to the Society at its office.

H-ow Perquisi-  
tionad General  
Meeting to be  
held.

14. In case the Managing Committee shall within fifteen days from the date of delivery of such requisition, fail to convene an Extra-Ordinary General Meeting to be held within fifteen days after the date of such delivery, the requisitionists may themselves convene a meeting to be held within thirty days from such delivery. A meeting called by the requisitionists shall be called in the same manner as nearly as possible, as that in which meetings are to be called by the Managing Committee but shall not be called after the expiration of thirty days from the date of such delivery.

15. 1) Not less than seven days' notice specifying the place, date and hour of the meeting shall be given of every general meeting of the Society. Every notice of a meeting shall also contain a statement of business to be transacted thereat and where any such business consists of "Special Business" as defined in Rule 16

2) hereof there shall be annexed to the notice a Statement setting out the material facts concerning each such item of business including in particular the nature of the concern or interest, if any, thereon, of every member of the Managing Committee. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the documents can be inspected shall be specified in the Statement aforesaid. The notice shall be sent by post to each member who has registered with the Society in address in Calcutta. In case of an annual general meeting, a copy of the relevant audited account together with Auditors' Report and the Report of the Committee thereon shall be sent along with the Notice convening the Annual General Meeting. The accidental commission to give any such notice to or the non-receipt of such notice by any member shall not invalidate any resolution passed or proceedings at such meeting. Any meeting held on shorter notice than above specified if not less than seventy five percent of the total members of the Society having right to attend and vote, agree in writing to do so.



Service of the  
Notice.

- 2) Service of the Notice shall be deemed to have been effected at the expiration of fortyeight hours after the letter containing the same duly addressed and stamped is posted.

PROCEEDINGS AT GENERAL MEETINGS

Business of the  
General Meeting

16. 1) The Ordinary business of the Annual General Meeting of the Society shall be—
- i) to receive, consider and adopt the Balance Sheet and Income and Expenditure Account of the Society together with the Reports of the Auditors and the Committee, which shall be submitted to the meeting.
  - ii) to appoint Members of the Committee in place of those retiring by rotation.
  - iii) to appoint Auditors in place of those retiring.
- 2) All other business transacted at an Annual General Meeting and all business transacted at any other general meeting shall be deemed special.

Chairman of the  
General Meeting.

17. The President or in his absence the Vice-President of the Society shall preside at and be the Chairman of every general meeting of the Society. If neither the President nor the Vice-President shall be present within fifteen minutes after the time appointed for holding the meeting the members present shall elect a Chairman from among the Permanent Members of the Managing Committee to preside at such meeting and if no such Permanent Member of the Managing Committee be present or is willing to take the Chair then the Members present shall elect a Chairman from among the Ordinary Members of the Managing Committee to be Chairman of the meeting.

Power to adjourn  
General  
Meeting.

18. The Chairman of the Meeting may, at his discretion, adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.



Quorum.

19. 1) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Unless otherwise determined by the General Meeting, five members present in person or by proxy shall be a quorum,

When quorum not present meeting to be adjourned.

2) If within half an hour from the time appointed for the holding of the meeting, a quorum is not present the meeting, if called upon by the requisition of members, shall be dissolved and in any other case it shall be adjourned to the same day in the next week at the same time and place or to such other day and at such other place and time as the Chairman may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members who are present and not less than two shall constitute a quorum and may transact the business for which the meeting was called.

How question to be decided at meetings.

20. At any General Meeting every question shall be decided in the first instance by show of hands and unless a poll is ( before or on the declaration of the result of the show of hands ) demanded by the Chairman of his own motion or by at least five members present in person unless a poll is so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried unanimously or by a particular majority or lost and entry made to that effect in the Minute Book, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of, or against such resolution. In case of equality of votes the Chairman shall both on a show of hands and at the poll, have a casting vote in addition to which he may be entitled as a member.

Casting Vote.

Poll permitted

21. If at any General Meeting a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the Meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time. In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.

V O T E S

Votes of  
Members

22. At any General Meeting of the Society every Member present in person or by proxy shall either on a show of hands or on a poll, have one vote. A person who is not a member of the Society shall not be appointed a proxy.

Procedure where  
a company or a  
firm or a Hindu  
undivided fami-  
ly is a member.

23. 1) Where a Company or body corporate ("the member Company") is a member of the Society, either as a Permanent Member or an Ordinary Member, a person duly authorised by a resolution passed by its Board of Directors or Governing Body, to represent the member company at any meeting of the Society and vote thereat. Such authorised representative of the member company shall not, by reason of such appointment, be deemed to be a proxy. The lodging with the society at its office or production at the meeting of a copy of such resolution duly signed by one Director of such member company and certified by him as a true copy of the Resolution shall, on production at the meeting, be accepted by the Society as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers on behalf of the member company which he represents, as that member company could exercise if it were an individual member.
- 3) Where a firm is a member of the Society, any partner of the firm duly authorised by other partner or partners of the firm, may be entitled to represent the firm at any meeting of the Society and vote thereat provided that a certified copy of the authority of the either partner or partners shall be deposited at the office of the society or be produced at the meeting he attends and vote,
- 3) Where a Hindu Joint Family, the Karta for the time being or any adult male member of the family duly authorised by the Karta shall be entitled to attend and vote thereat.

Admission or  
rejection of  
votes.

24. Any objection as to the admission or rejection of a vote, either on a show of hands or on a poll made in time, shall be referred to the Chairman who, shall forthwith determine the same and on such determination made in good faith shall be conclusive and binding on every member of the Society.

M A N A G E M E N T

- Managing Committee. 25. The supervision of the work of the Society and the management of its affairs shall be entrusted to and vested in the Managing Committee.
- Powers of the Managing Committee 26. The Managing Committee shall be the Governing Body of the Society within the meaning of the Act and save as herein provided the Control of the Society shall be vested in the Managing Committee who shall be entitled to exercise all such powers and to do all such powers and to do all such acts and things as the Society is authorised to exercise and do ; provided that the Managing Committee shall not exercise any power or do any act or thing which is directed or required, whether by the Act or any other statute or by the Memorandum of Association, of the Society or by these Rules or otherwise, to be exercised or done by Society in general meeting.
- Provided further that in exercising any such power or doing any such act or thing, the Managing Committee shall be subject to the provisions contained in the Act or any of the Statutes, or in the Memorandum of Association of the Society or in these Rules or in any regulation made by the Society in General Meeting, but no regulation made by the Society in general meeting, shall invalidate any prior act of the Managing Committee which would have been valid if that regulation had not been made.
- Composition 27. Unless otherwise determined by the Society in General Meeting, the total number of the Members of the Managing Committee shall be not less than six nor more than eleven consisting of six Permanent Members and five Ordinary Members provided that there shall always be six Permanent Members.
- Members of the Managing Committee at the date adoption of the Rule. 28. At the date of adoption of these Rules and Regulations the following persons shall constitute the Members of the Managing Committee :—



- a) Mr. B. K. Birla ... President
- b) Mr. R. L. Binani ... Vice-President
- c) Mr. S. R. Agarwala ... Honorary Secretary
- d) Mr. G. D. Mantri ... Honorary Treasurer
- e) Mr. S. K. Parik ... Permanent Member
- f) Mr. C. L. Kejriwal ... Permanent Member
- g) Mr. P. L. Kedia ... Ordinary Member
- h) Mr. A. P. Bhuwalka ... Ordinary Member

Permanent  
Member of  
the Committee

29. 1) The President, Vice-President, Honorary Secretary and Honorary Treasurer of the Society who shall be appointed by the Managing Committee from amongst the Permanent Members of the Society and who will be willing to be so appointed, shall be the Permanent Members of the Managing Committee not liable to retire by rotation. The President, Vice-President, Honorary Secretary and Honorary Treasurer named under Rule 28 thereof shall be deemed to have been appointed as such by the Managing Committee and be the Permanent Member thereof.

President's  
power to appoint  
Permanent  
Members of  
the Committee.

- 2) The President of the Society shall also have the power to appoint two Members of the Managing Committee from amongst the Permanent Members of the Society with their respective consent in writing. The members so appointed by the President this Sub-Rule shall also be the Permanent Members of the Managing Committee and shall not be liable to retire by rotation. Mr. S. K. Parik and Mr. C. L. Kejriwal named under Rule 28 as Permanent Members shall be deemed to have been appointed as such by the President.
- 3) The remaining five members of the Managing Committee shall be appointed by the Society in General Meeting in the manner hereinafter provided. The Members so appointed under this Sub-Rule shall be the Ordinary Members of the Managing Committee whose period of office shall be liable to determination by retirement of Members by rotation. P. L. Kedia and Mr. A. P. Bhuwalka named under Rule 28 as Ordinary Members shall also be deemed to have been appointed as such by the Society in General Meeting.



Retirement of  
Members of  
the Committee.

30. At each Annual General Meeting of the Society one-third of the Ordinary Members of the Managing Committee for the time being are liable to retire by rotation, or if their number is not three or multiple of three, then the number nearest to one-third shall retire from office. The Permanent Members of the Managing Committee shall not be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Members of the Managing Committee or in fixing the number of Members to retire. The Ordinary Members of the Managing Committee to retire by rotation at every Annual General Meeting shall be those who have been longest in office since the last appointment, but as between the persons who become ordinary Member of the Committee on the same day those retire shall, in default of and subject to any agreement among themselves, be determined by lot.

The Society at an Annual General Meeting at which an Ordinary Member of Managing Committee retires by rotation in the manner aforesaid may fill up the vacant office by appointing the retiring Member or some other person there to.

If the place of retiring Member is not so filled up and the meeting has not expressly resolved not to fill up the vacancy, the retiring Member shall be deemed to have been re-appointed at the meeting unless :—

- a) at the meeting a resolution for the re-appointment of such Member has been put to vote and lost ; or
- b) the retiring Member has, by notice in writing addressed to the Society or to the Committee expressed his unwillingness to be re-appointed ; or
- c) he is not qualified or is disqualified for re-appointment.

Office bearers of  
the date of  
adoption.

31. At the date of adoption of these Rules, Mr. B. K. Birla, Mr. R. L. Binani, Mr. S. R. Agarwala and Mr. G. D. Mantri shall be President, Vice-President, Honorary Secretary and Honorary Treasurer respectively of the Society and each of them shall hold his office till he

resigns or otherwise ceases to hold his office for any reason whatsoever. In case there is any vacancy in the office of any of the said office-bearers other than the office of the President for any reasons whatsoever, the vacancy shall be filled up by the Managing Committee from amongst the Permanent Members of the Society with the approval of the President. In the case such vacancy caused in the office of the President, the same shall be filled up by the Managing Committee and till such vacancy is so filled up the Vice-President shall act as such President of the Society.

Vacation of the Members of the Committee.

32. The office of the Member of the Managing Committee shall ipso facto become vacant if—

- a) he is an undischarged insolvent; or
- b) he has been convicted of any offence in connection with the formation, promotion or management or conduct of affairs of a Society or of a body corporate or of any offence involving moral turpitude; or
- c) he has resigned by giving one month's notice in writing to the Committee; or
- d) he has been removed by the Society in General Meeting; or
- e) he absents himself from three consecutive meetings of the Managing Committee or from all meetings of the Managing Committee for a continuous period of six months whichever is longer without obtaining leave of absence; or
- f) he ceases to be a member of the Society for any reason whatsoever; or
- g) he holds any office or place of profit under the Society save as otherwise provided under Rule 36 (1) hereof.

Appointment of the Ordinary Members of the Committee to the voted individually.

33. Every resolution of a General Meeting for the appointment of an Ordinary Member of the Committee shall relate to one named individual only.

Removal of a Member of the Managing Committee.

34. The Society may, by a Resolution passed by the votes of three-fourths of the Members present in a Meeting remove any Member of the Committee before the expiration of his period of office provided that special notice of such Resolution should be given to the

Society not less than seven days before the meeting at which it is to be so moved exclusive of the day on which the notice is to be served and the day of the meeting and provided further that notice of such Resolution should be given to the Member of the Committee concerned so as to enable him to be given a hearing. The Society also may by the votes of three-fourths of the members present in a meeting appoint another member of the Society in his place. The persons so appointed shall hold office until the date upto which his predecessor would have held office if he had not been so removed.

Eligibility for election of the Members of the Committee

35. Subject to the provisions hereinafter contained in this Rule, no person other than a retiring Ordinary Member of the Managing Committee, unless recommended by the Managing Committee for election, be eligible for election as a Member of the Managing Committee at any General Meeting or unless some Members of the Society intending to propose him has, not less than fourteen days before the meeting, left at the office a notice in writing duly signed signifying the intention of such member to propose him as a candidate for the office. provided that no person who is not a member ( either a Permanent or an Ordinary ) of the Society shall be eligible for appointment as an Ordinary Member of the Managing Committee. The Society shall inform its members of the intention of a member to propose such person as a candidate for that office by serving a notice on the members not less than seven days, before the General Meeting.

Office or place of profit.

36. 1) No Member of the Managing Committee or his nearest relative of the firm in which such Member or such relative is a partner shall be appointed to hold any office or place of profit under the Society unless such appointment is approved by a resolution passed by the votes of not less than three-fourths of the Members of the Society present in person in the first General Meeting held after the date of the appointment.
- 2) A Member of the Committee or his relative or the firm as aforesaid shall be deemed to have held any office or place of profit under the Society if he received directly or indirectly any remuneration either by way of monthly salary or commission or perquisites or otherwise.
3. If any office or place of profit is held in contravention of the provisions of Sub-Rule (1) the Committee Member shall be



deemed to have vacated his office as such on and from the day on which the above General Meeting is held for the purpose and rejected the appointment.

Power of the Committee to add to its numbers.

37. The Managing Committee shall have power at any time and from time to time to appoint any person as a Member as an addition to the Committee so that the total number of Members of the Committee shall not at any time exceed the maximum number fixed by these Rules. Any Member so appointed shall hold office only until the next Annual General Meeting of the Society and shall then be eligible for election.

Power of the Committee to fill up Casual Vacancies.

38. If any ordinary Member of the Managing Committee appointed by the Society in General meeting vacates his office as such Member of the Committee before his terms of office will expire in the normal course, the resulting casual vacancy may be filled up by the Committee at a meeting of the Committee, but any person so appointed shall retain his office so long only as the vacating Member would have retained the same if no vacancy had occurred. Provided that the Committee may not fill up such vacancy by appointing thereto any person who has been removed from the office of an ordinary Member of the Committee under Rule 34 hereof.

#### PROCEEDINGS OF THE MANAGING COMMITTEE

Proceeding of the Committee.

39. The Managing Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit ; provided that a meeting of the Committee shall be held at least once in every three months and at least four such meetings shall be held every year. Notice in writing of every meeting of the Managing Committee shall be given to every Member thereof for the time being in Calcutta and at his usual address in India to every other member of the Committee. Unless otherwise determined from time to time by the President or in his absence from Calcutta by the Vice-President, meeting to the Committee shall take place at the office.

Power of Members to Committee.

40. The President or the Vice-President may at any time and the Secretary upon the request of the President or the Vice-President or in the absence of the President or Vice-President at the request of any two

Permanent Members of the Committee shall convene a meeting of the Committee.

Chairman of the Committee.

41. The President shall be the Chairman of all meetings of the Managing Committee. If the President be not present at any meeting within fifteen minutes after the time appointed for holding the same, the Vice-President shall take the Chair and if neither of them is present or is willing to take the Chair, Members of the Managing Committee present shall choose some one of the other Permanent Members of the Managing Committee to be the Chairman of such meeting.

How-Questions to be decided

42. Question arising at any meeting of the Managing Committee shall be decided by a majority of votes and in case of an equality of votes the Chairman of the Meeting shall have a second or casting vote.

Powers of Quorum.

43. A meeting of the Managing Committee at which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Rules or the Act for the time being vested in or exerciseable by the Managing Committee.

Quorum.

44. 1) The Quorum for a meeting of the Managing Committee shall be one-third of the total number of the Members for the time being of the Committee ( any fraction contained in that one-third being rounded off as one ) or three members of the Committee, whichever is higher.

Provided that where at any time the number of interested Member of the Committee exceeds or is equal to two-thirds of the total number of Members for the time being thereof, the number of the remaining Members, that is to say, number of the Members who are not interested, present at the meeting being not less than three shall be the quorum during such time.

- 2) The term "interested member" under these Rules means any Member of the Committee who is in any way, whether directly or indirectly, concerned or interested in any contract or arrangement whether proposed or not, entered into or to be entered into by or on behalf of the Society. The presence of such interested Member shall not be counted for the purpose of forming a quorum at the time of discussion or vote on any matter.

3) If the quorum shall not be present within fifteen minutes from the time appointed for holding a meeting of the Managing Committee, it shall be adjourned until such date and time as the Chairman shall appoint.

Certain powers to be exercised at Committee Meeting.

45. The Managing Committee shall exercise the following powers on behalf of the Society and it shall do so only by means of resolution passed at meetings of the Committee :—

- i) the power to borrow moneys ;
- ii) the power to invest the funds of the Society
- iii) the power to make loans ;
- iv) the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Society or where the Society owns more than one undertaking, of the whole or substantially the whole of any such undertaking ;
- v) contribute to any funds not related to the objects similar to those of the Society

Resolution by Circulation.

46. A resolution in writing which has been circulate to all the Members of the Committee for the time being in Calcutta (not being less than three) and assented to by such of them or a majority of such Members which shall include the President or Vice-President of the Society, or two permanent Member of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.

Committee by act notwithstanding vacancy.

47. The continuing Members of the Managing Committee may act notwithstanding any vacancy in their body ; but so that if the number falls below the minimum fixed by Rule 27 hereof, the Managing Committee shall not, except for the purpose of filling vacancies, act so long as the number is below such minimum.

When acts of Member of the Committee valid notwithstanding defective appointment

48. Acts done by a person as a Member of the Managing Committee shall be valid, notwithstanding that it may afterwards be discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provisions contained in the Act or in these Rules. Provided that nothing in this



Rule shall be deemed to give validity to acts done by a Member of the Managing Committee after his appointment has been shown to the Society to be invalid or to have terminated.

HONORARY SECRETARY

Powers and duties of the Honorary Secretary.

49. The Honorary Secretary shall, subject to the contract, supervision and direction of the Managing Committee perform such duties, exercise such powers and do such acts, matters and things in relation to the management of the affairs of the Society, on such terms and conditions as may, from time to time, be determined and conferred upon him, by the Managing Committee.

HONORARY TREASURER

Powers and duties of the Honorary Treasurer.

50. The Honorary Treasurer shall, subject to the general control, supervision, and direction of the Managing Committee perform such duties, exercise such powers and do such acts, matters and things in relation to the management of the funds of the Society on such terms and conditions as may, from time to time, be determined and conferred upon him, by the Managing Committee.

Power to appoint Sub-Committee.

51. The Managing Committee may appoint time to time Sub-Committee or Sub Committees (under the name of Special Committee and/or under such other name or names as may be determined at the time of appointment) for special purposes, consisting of such one or more persons (whether Members of the Committee and/or the Society as it may think fit) and may delegate to such Sub-Committee or Sub-Committees such powers as it may think fit and may from time to time revoke such delegation. Any Sub-Committee so appointed shall in exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Committee.

Proceedings of the Sub-Committee.

52. The meetings and proceedings of any such Sub-Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Managing Committee so far as the same are applicable thereto, and are not superceded by any regulation made by the Managing Committee. Each Sub-Committee shall

fix its own quorum. The President or the Vice-President or the Honorary Secretary as will be determined by the Committee appointing such Sub-Committee shall be an ex-officio Member of each Sub-Committee appointed.

Power to appoint  
Attorney.

53. The Committee may appoint any person to be the constituted attorney of the Society for any purpose or purposes.

Power to sue

54. The Society shall sue and be sued and all applications or legal proceedings on behalf of or against the Society shall be brought, made and taken in the name of the President or the Honorary Secretary of the Society.

### M I N U T E S

Minutes.

55. The Managing Committee shall cause minutes of all proceedings of every general meeting and of all proceedings of every meeting of the Managing Committee or every sub-committee, to be kept by making within 30 days of the conclusion of every such meeting concerned, entries thereof in a separate bound book kept for the purpose with their pages consecutively numbered, each page of every such book being initialed or signed and the last page of the record of proceedings of each such meeting in each book being dated and signed, in the case of minutes of proceedings of a meeting of the Managing Committee or of a Sub-Committee thereof, by the Chairman of the said meeting or the Chairman of the next succeeding meeting and in the case of minutes of proceedings of a general meeting, by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of death or inability of that Chairman within that period, by the President or the Vice-President duly authorised by the Committee for the purpose, provided that in no case shall the minutes of proceedings of a meeting be attached to any such books as aforesaid by a pasting or otherwise.

The Minutes shall contain particulars—

- a) of names of the members of the Society present at each general meeting, of the Managing Committee present at each meeting of the Managing Committee and of any sub-committee and in the case of each resolution passed at such meeting, the names of the members of the Society or Committee or Sub-Committee



as the case may be dissenting from or not concurring in the resolution,

- b) of all proceedings including the resolutions passed or rejected, of all general meeting of the Society and of meetings of the Managing Committee and Sub-Committee thereof as the case may be.

The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

- 2) Any such Minutes of any meeting of the Managing Committee or of any sub-committee or of the Society in General Meeting, kept in accordance with the provisions of Sub-Rule (1) hereof, shall be evidence of the proceedings recorded therein. The Minute Book of General Meetings of the Society shall be kept at the office and shall be open to inspection by Members of the Society two hours during the hours of 2-30 p. m, and 4-30 p.m. or at such other time on any working day as the Managing Committee may, from time to time, determine for the purpose.

### S E A L

- Seal. 56. The Society shall have a Common Seal and the Committee shall provide the safe custody of such seal. The Seal of the Society shall never be used except in pursuance of a resolution of the Managing Committee.
- Use of the Seal 57. A document to which the Seal of the Society is affixed shall be signed on behalf of the Society by any two Members of the Managing Committee and shall be countersigned by the Honorary Secretary.

### P R O P E R T I E S

- Property of the Society to be vested in Committee. 58. All properties of the Society whether moveable or immovable shall be deemed to be vested in the Managing Committee who shall provide the custody of the same and shall have power to sell, lease, mortgage or otherwise deal with the same and also to purchase, take on lease, accept grants of or otherwise acquire movable or



immovable property on behalf of the Society and to enter into all contracts and covenants on its behalf. The Managing Committee shall cause to maintain proper books of account in respect of properties of the Society.

F U N D S

- Funds. 59. All Bank Accounts and deposits shall be opened, kept and made in the name of the Society.
- Power to invest etc. 60. The Managing Committee shall have the management of the funds of the Society and shall have power to invest in the name of the Society or in the name of its nominees, lend or otherwise deal with the same and to vary investments from time to time and to incur such expenditure as it may think necessary and proper.
- Power to borrow 61. The Managing Committee shall have power to borrow money for the Society upon such terms as to Security and rate of interest or otherwise as the Committee shall decide.
- Drawing of Cheques etc. 62. All cheques, bills or exchange, promissory notes (expressly including promissory notes of the Government of India) and other similar documents shall be drawn accepted or made on behalf of the Society by any two Members of the Managing Committee and countersigned by the Honorary Treasurer, or such other person as shall be appointed from time to time by a resolution of the Managing Committee provided always that not less than two Members of the Committee must sign cheques, bills of exchange, promissory notes and other similar documents and the Honorary Treasurer and the Honorary Secretary alone shall endorse cheques to be paid into the Society's Bank Account.

A C C O U N T S

- Maintenance of Accounts. 63. The Managing Committee shall cause true accounts to be kept at the office of all sums of money received and the sources thereof and sums of money expended by the Society and of the objects and purposes for which such receipts and expenditure take place and of the assets and liabilities of the Society. The financial year of the

Society shall be from the First April to thirty-first March of each year. The Managing Committee shall cause the Honorary Treasurer to present reports on the finances of the Society at each regular meeting of the Committee.

Audit of  
Accounts.

64. The Managing Committee shall cause the accounts of the Society to be audited once a year by a duly qualified Auditor and have the Balance Sheet and Income and expenditure Accounts prepared by him.

Appointment of  
Auditors.

65. The Society shall, at each Annual General Meeting appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General meeting, and on such terms and conditions including the remuneration payable to him or them as it may determine

Report of the  
Auditors.

66. The Auditor so appointed shall submit a report showing the exact state of the financial affairs of the Society, Three copies of the Balance Sheet and Income and Expenditure Accounts and the Auditor's Report shall be certified by the Auditor.

Filing of Annual  
Reports etc.

67. 1) Within thirty days after the holding of every Annual General Meeting the Committee shall cause to be filed with the Registrar-

a) A list of the names, address and occupations of the members of the Committee, the President, Vice-Presidents, Secretary and of other office bearers of the Society.

b) An Annual Report by the Committee on the working of the Society for the previous year.

c) A copy of the Balance Sheet and Auditors, Report Certified by the Auditor under Rule 66 hereof.

The list and the Annual Report referred to in Sub-clauses (a) and (b) above shall be certified by the President and the Secretary of the Society.

2) If any change occurs in the composition of the Managing Committee or in any office bearers of the Society at any time for any reason whatsoever, such change shall, within thirty days, be notified to the Registrar.



- Where Accounts to be kept. 68. The books of accounts of the Society, shall be kept at the office or at such other place in Calcutta as the Managing Committee may decide.
- Inspection of Books of Accounts. 69. Subject to any restrictions which may be imposed by the Managing Committee hereunder, the Books of Accounts shall be open to inspection of Members of the Society having right to vote at any general meeting of the society during business hours by giving not less than three days' clear notice in writing by the member concerned to the Society. The Committee shall from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations, the books of account, and book and documents of the Society shall be open to the inspection of Members and no Member (other than the Member of the Committee) shall have any right of inspecting any books of account or book or document of the Society except as conferred by law or authorised by the Committee or by the Society in general meeting.
- Indemnity. 70. Every Member of the Managing Committee, Secretary and officer of the Society or any person (whether an Officer of the Society or not) employed by the Society and any person appointed Auditor shall be indemnified by the Society against all liability incurred by him as such Member of the Managing Committee or Secretary, Officer, employee or Auditor in defending any proceedings, whether Civil or Criminal; in which judgement is given in his favour or in which he is acquitted or in connection with any application under any law for the time being in force in which relief is granted to him by Court.
- How Notice to be given. 71. a) A notice may be given by the Society to any member or other person entitled thereto or to whom a notice has to be given either personally or by sending it by prepaid post to him to his address in India, which may have been supplied by him to the Society for the giving of such notices to him or to his last known address in India known to the Society.
- b) When a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, preparing and posting a letter containing the notice and unless the contrary is proved, the service of the notice shall be deemed to have



been effected at the time at which the letter would be delivered in the ordinary course of post.

BYE — LAWS

Power to make  
Bye—laws.

72. The Committee shall have power to make Bye-laws for the conduct and government of the Society and for the government of all Sub-Committees, officers and agents of the Society or for any other purposes whatsoever provided that such Bye-laws do not conflict with these Rules and Regulations and any rules made by the State Government under Section 55 of the Act.

A M E N D M E N T S

Amendments.

73. These Rules and Regulations may be amended by any General Meeting of the Society by the votes of at least three-fourths of the Members of the Society present in persons and having right to vote provided that the amendment shall have been proposed in writing and circulated to all Members of the Society two weeks in advance of such General Meeting. Such amendments may be accepted by the General Meeting with or without modification.
74. A copy of such amendment made to the Rules and Regulations should be filed with the Registrar within thirty days of such amendment.