

# MEMORANDUM OF ASSOCIATION & BYE-LAWS

## SHISHU SAROTHI

*(A Society registered under The Societies Registration Act)*



Centre for Rehabilitation & Training for Multiple Disability  
Off Ramkrishna Mission Road, Birubari, Guwahati, Kamrup(Metro), Assam, India - 781016

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# MEMORANDUM OF ASSOCIATION & BYE-LAWS



## 1. NAME OF SOCIETY:

The name of the Society shall be “**SHISHU SAROTHI**” **Centre for Rehabilitation and Training for Multiple Disability.**

## 2. ADDRESS OF REGISTERED OFFICE OF SOCIETY:

The registered office of the Society shall be as under:

**Off Ramkrishna Mission Road, Birubari, Guwahati – 781016, Kamrup (Metro), Assam, India.**

## 3. AREA OF OPERATION:

The area of operation of the Society shall be throughout the territorial jurisdiction of India and, may extend to areas outside it provided it is for the purpose of extending its specific disability interventions to other places where it can be replicated and / or for the purpose of sharing of best practices in the interest of persons with disabilities.

## 4 INTERPRETATION:

In these Bye-laws, the words standing in the first column of the table next hereinafter contained shall bear the meaning next opposite to them respectively in the second column thereof if not inconsistent with the subject of the context.

WORDS	MEANING
a. Amendment	Amendment includes addition, modification and deletion.
b. Bye-laws or Bye-laws of the Society	Shall refer to the bye-laws of the Society as contained herein and as may be modified from time to time in accordance with the manner contained herein.
c. Corporate Nominee	Corporate Nominee shall refer to a representative of a Corporate Member authorized to represent the Corporate Member at all

meetings and activities of the Society for and on behalf of the Corporate Member.

- d. Corpus Fund** Referring to monies raised by the Society through whatsoever means possible for the benefit of the Society, subject to Foreign Contribution (Regulation) Act, 1976 and all other applicable laws, Corpus Fund shall be understood as the capital of the organization; the funds generated and kept for the existence and sustenance of the organization.
- e. Body** The Governing Body of the Society for the time being referred to in these Bye-laws as the Body.
- f. Executive Director** Shall refer to the office of the Executive Director of the Society appointed in the manner set out herein
- g. Founding Members** The Founding Members are the persons who have signed the first copy of the Memorandum and Bye-laws / the Rules of the Society as the “Bye- laws” used to be called, which has been submitted to the Registrar of Societies.
- h. Members** The Members, for the time being, of the Society except where specifically mentioned, whose names shall have been duly entered in the Register of Members and who have not ceased to be Members by virtue of any of the provisions of these Bye-laws.
- i. Month** Calendar Month.
- j. Office** The Registered Office of the Society for the time being is as provided in clause 2.
- k. Operations Manual** Operations Manual shall refer to an internal document drafted and approved by the Governing Body and such other authorized body of persons, for the purpose of regulating the administration of the Society, including but not limited to regulating membership, criteria of membership, procedure of membership and fee for admission of Members. Such manual may be documented and developed at the discretion of the Governing Body.
- l. Chairperson** The President of the Society.
- m. Register** The Register of Members maintained in terms of these Bye-laws and regulations.
- n. Secretariat** The Secretariat of the Society as, appointed by the Chairperson, refers to a body of persons engaged or employed by the Society to

assist the Chairperson and the Governing Body in performing administrative, operational and such other roles as may be assigned to it by the Body from time to time.

- o.** Secretary Secretary of the Society as appointed from time to time by the Governing Body.
- p.** Society The Word "Society" wherever it occurs in the Memorandum and the Bye-laws of Society shall mean “**SHISHU SAROTHI**, Centre for Rehabilitation and Training for Multiple Disability.”
- q.** Joint Treasurer Joint Treasurer shall be any one of the two Honorary Treasurers of the Society who shall be appointed by the Governing Body.
- r.** Year The Financial Year commencing first of April and ending on the Thirty First March except the first year which will commence on the date of incorporation and end on Thirty First March, next following.
- s.** Persons with disabilities Persons with disabilities to include those who have long-term physical, mental, intellectual or sensory impairments which in interaction with various barriers may hinder their full and effective participation in society on an equal basis with others. The definition also specifically includes all persons with disabilities as defined in various legislations in force in the country.

**4.1** Words importing the singular number only shall include the plural number. Words importing persons shall include individuals, firms and corporations.

## **5. OBJECTS OF THE SOCIETY:**

### **(A) THE MAIN OBJECTS TO BE PURSUED BY THE SOCIETY ARE:-**

**5.A. 1.** The Society is constituted with the primary object of been committed to promote, protect and ensure the full and equal enjoyment of all human rights and fundamental freedoms by all persons with disabilities by working towards inclusion and a barrier-free environment for disabled people in every aspect of life. The Society shall provide and undertake:

- a. To establish, manage and run educational institution for providing all round special education facilities to children with disabilities; and/or
- b. To promote inclusive education and work towards school readiness of children with disabilities to ensure their mainstreaming in regular schools; and/or
- c. Rights-related information, advice and referral services for persons with disabilities and other stakeholders; and/or
- d. Long and short-term individual and group advocacy assistance to persons with disabilities and other stakeholders; and/or
- e. Advocacy for reform around systemic issues that adversely affect persons with disabilities and other stakeholders; and/or
- f. Representation of the sector of interest constituted by persons with disabilities and other stakeholders to government, industry and the non-government sector; and/or
- g. Coordination of the sector of interest constituted by persons with disabilities and other stakeholders; and/or
- h. Disability related research and development around issues of concern to persons with disabilities and other stakeholders; and/or
- i. Disability related training and education for persons with disabilities and other stakeholders, service providers, government and the public; and/or
- j. To provide training aimed at reducing the vulnerability of persons with disabilities to abuse and neglect and providing tools for building their capacity to protect themselves: and/or
- k. The Society shall aim to create general awareness amongst the public at large for persons with disabilities in respect of but not limited to:-
  - i. Respect for inherent dignity, individual autonomy including the freedom to make one's own choices, and independence of persons with disabilities;
  - ii. Non-discrimination;
  - iii. Full and effective participation and inclusion in society;
  - iv. Respect for difference and acceptance of persons with disabilities as part of human diversity and humanity;

- v. Gender equality and special consideration of multiple discrimination and deprivation such as discrimination experienced by women, children and youth or members of marginalized groups with disabilities;
  - vi. Accessibility.
1. To work in settings including not only persons with disabilities but also non-disabled persons while working towards the goal of mainstreaming and inclusion of persons with disabilities be it in education, employment or for empowerment of persons with disabilities.

**5. A. 2.** That without prejudice to the generality, the Society shall aim to have a direct and lasting impact on the advancement of the rights of persons with disabilities and shall indentify the specific area of intervention and shall formulate activities either to be implemented at the community, block, district, state and / or national level individually and/or through joint programmes, or through individual agency programmes/projects, within the framework of applicable law, convention etc in force. The area(s) of intervention shall include but not be limited to:

**5.A. 2. A. Promoting ratification and reforming and/or developing legislation, policy, strategies and plans of action,** which shall include but not be limited to:-

- (i) Developing a national disability strategy for the ratification and implementation;
- (ii) Reviewing legislations and subsequent legislative reforms;
- (iii) Supporting States in implementing legislations for the rights of persons with disabilities;
- (iv) Supporting the evaluation and disability rights audit of other relevant policies and strategies to ensure the inclusion of persons with disabilities;
- (v) Supporting disability rights budgeting initiatives including review of national budget to trace and / or determine allocations for disability rights.
- (vi) Monitoring / evaluation / parallel reporting of government policies and schemes.

**5.A.2.B. Improving the delivery of programmes and services (mainstream and targeted):-**

- (i) Reviewing the performance of existing programmes and services available for persons with disabilities;
- (ii) Making changes to improve coverage, effectiveness and efficiency of services for persons with disabilities;
- (iii) Supporting States to improve and promote access to mainstream programmes and services for persons with disabilities;
- (iv) Ensuring development programmes are inclusive or and accessible to persons with disabilities;
- (v) Improving coordination of services across different sectors.
- (vii) Development and promotion of mechanisms to prevent development funds from creating or perpetuating barriers to participation and inclusion.
- (viii) Supporting States, National Human Rights Institutions and civil society organizations in the preparation of reports and parallel reports on persons with disabilities.
- (ix) Reviewing the knowledge and competencies of staff in relevant areas and developing and implementing relevant disability training;
- (x) Integrating training on disability, which incorporates human rights principles, into current curricula and accreditation programmes;

**5.A.2.C. Raising awareness and enhancing dialogue and coordination between States, persons with disabilities and their representative organizations, social partners etc:-**

- (i) The establishment/strengthening of national consultation mechanisms and review of existing mechanisms with organizations of persons with disabilities and government representatives and other representatives;
- (ii) Developing and implementing disability awareness training for relevant stakeholders;
- (iii) Developing and implementing social marketing campaigns designed to change attitudes;

#### **5.A. 2.D. Improving data and research on disability.**

- (i) Supporting national stakeholders in mainstreaming disability in national statistics in cooperation with other organization etc and other data initiatives;
- (ii) Supporting national stakeholders to conduct surveys on barriers to participation of persons with disabilities;
- (iii) Supporting the inclusion of a disability rights perspective in National Human Development Reports and other national and UN statistical publications. facility

**5.A. 3.** The Society shall provide **Rehabilitation Interventions** with an aim to improve and maintain the wellbeing of an individual in society by providing interventions that minimize the impact of disability, and promote independence and participation in a range of activities and life areas including in supporting growth and development and access to learning, recreation and work. The society shall provide access to well-planned, responsive and targeted therapy services for those individuals who need them for maximizing their potential to achieve successful long term social, educational, vocational and economic outcomes. The Society shall aim to provide early intervention services and works towards ensuring the four rights of survival, development, protection and participation of children with disabilities. The services shall include but not be limited to:-

- i) Developing cross-agency early screening, triage and assessment processes;
- ii) Providing services using a person-centred, family-centred, strengths-based, early intervention and prevention approach;
- iii) Enhancing the quality and responsiveness of case management coordination and the delivery of community support to improve outcomes for people with a disability and their families/carers;
- iv) Facilitate stronger collaborative arrangements in regard to children and young people with disabilities;
- v) Develop and implement programs aiming to improve access to early childhood intervention services for children with disabilities and their families through a coordinated approach to planning and service provision;
- vi) Undertake programs for early detection, screening and management of high risk babies and infants and to minimize developmental delays by including intervention programs/counseling /home management programs etc;



- vii) Provide child-specific programs through all-round special educational and therapeutic inputs to children with cerebral palsy and associated multiple disabilities.
- viii) Provide specialist training and services in Autism Spectrum Disorders (ASD), and Specific Learning Disabilities (SLD) for all school counselors/counselors;
- ix) Provide appropriate medical facilitation including but not limited to speech therapy, physiotherapy, and all other appropriate medical attention and treatment designed to rehabilitate the individuals with disabilities and to facilitate inclusion and full participation of such persons, so that they may live independently and be equal and contributing members of society;
- x) Undertake programs for providing rehabilitation of persons with psycho-social disabilities.
- xi) Support students with disabilities in public schools across the state, including specialist support classes, special schools and targeted support programs for students with disabilities in regular classes;
- xii) Provide surveillance and facilitate the identification and referral of students to services for diagnosis and/or disability therapy interventions;
- xiii) Provide counseling services generally to parents, children with disabilities and relevant stakeholders as well as specific counseling services to enable school counselors to work collaboratively with learning support teams in providing student assessments, counseling support and appropriate short term therapeutic interventions;
- xiv) Provide community services for children and young people in out-of-home care, as well as children and young people living with their families and carers who have been assessed as vulnerable children and young people, including those with disability being at risk of harm or neglect.
- xv) Operate, function as Nodal Agency for Government, Non Government organization etc for the welfare of persons with autism, cerebral palsy, multiple disabilities, developmental disabilities and psycho-social disabilities.
- xvi) Therapy services shall include but not be limited to Occupational therapy services; Speech pathology services; Physiotherapy services; Psychological services including counseling and Behaviour intervention services. Activities provided by, or under the supervision of a qualified therapist and / or rehabilitation professional shall include but not be limited to Screening, triage and assessment; Intervention planning;

Intervention or service provision, Supervision and education (of individual, family members or carers, other staff); and Monitoring and review.

- xvii) Maintain / set up / run shelter homes for disabled people in PPP mode with the government.
- xviii) The society shall adopt, provide and implement:-
- (a) collaboration at all levels - centrally, regionally and locally so as to improve access and quality of therapy services available to people with disabilities;
  - (b) Increase coordination in the delivery of services in respect to assessments, referrals, case management and interventions, service planning and monitoring.
  - (c) Clarify and promote understanding of the respective roles and responsibilities of participating agencies in terms of access to therapy services for people with a disability. This improved understanding relates to service providers within participating agencies, to individuals with a disability and their families and carers, as well as to other stakeholders within the service system, such as NGO providers, Government agencies;
  - (d) Streamline referral pathways, information sharing and communication processes used between participating agencies and their staff.
  - (e) Work towards an agreed approach to eligibility, assessment and prioritization based on the individual's and their family's needs;
  - (f) Establish evidence-based flexible service delivery models, including options to support individuals with less severe needs, their families, carers and staff (eg. school staff and group homes staff).
  - (g) Make optimal use of resources, services and initiatives in order to assist the greatest number of people with disabilities with identified needs without compromising the delivery of quality service outcomes.
  - (h) Services will use established communication channels to discuss service issues or resolve challenges regarding individuals in a timely manner, including issues arising from requiring more than one therapy service or access to more than one agency;
  - (i) Services will assist people with disabilities and their parents/carers to seamlessly transition between service providers and service systems where required;

- (j) Services will use evidence based, best practice principles. They will also be based on recognized standards of professional practice;
- (k) Services will be designed and delivered to maximize direct service delivery to individuals with a disability and their families and carers;
- (l) Services will be mindful of workforce development issues and identify options for coordinated and inter/trans-disciplinary approaches to enhancing access to therapy;
- (m) Services will utilize or train relevant staff in adjunct services, such as therapy aides, as well as parents/carers, to complement and build on good practice therapy interventions;
- (n) Opportunities for improved interagency and interdisciplinary collaboration and partnerships will be identified and acted on at central, regional and local levels.

**5.A.4.** The Society shall provide **training for manpower development** with an aim to increase the availability of trained professionals in the field of rehabilitation. The services shall include but not be limited to:-

- i) To conduct training programs approved by the Rehabilitation Council of India, Government of India and / or under any other law for the time being in force, for creating a pool of trained rehabilitation professionals working in the disability sector of the region;
- ii) To develop training modules and conduct / run other training programmes on its own or with necessary affiliations and / or partnerships for mainstream teachers, in-service teachers and other categories of teachers as well.
- iii) Develop and implement professional development programs for teachers in areas of disability and special educational need including learning disability, Autism Spectrum Disorder (ASD), behaviour, motor coordination difficulties, speech-language and communication needs.

**5.A.5** That without prejudice to the generality of the provision aforesaid, the Society may develop, implement and/or undertake such project, programmes individually and/or through joint programmes, or through individual agency programmes/projects to develop the area within its area of operation into a totally accessible, well informed, harmonious community where all

persons with disabilities are treated equally and where services are readily available. The aims of the Society are to:

- i) act as a collective voice for persons with disabilities;
- ii) promote greater recognition and respect for persons with a disability;
- iii) provide mutual support for organizations working in the disability sector in line with the mission and vision of the society;
- iv) assist other disability organizations in funding applications or to put in joint submissions;
- v) assist other disability organizations with service delivery for their clients;
- vi) provide education to the community on disability and accessibility issues;
- vii) work in collaboration with the Government Authority on disability, accessibility and planning issues;
- viii) provide a forum for government and non-government agencies to discuss disability issues such as client services, service delivery and funding
- ix) submit joint submissions to government on local disability issues
- x) act as an advisory body/ forum with the main objectives of creating greater awareness and ensuring progress in the development of various courses to suit the need of the region, providing easier access to institutes wishing to affiliate themselves to the Rehabilitation Body of India, a statutory body under the Ministry of Social Justice and Empowerment, Government of India.
- xi) acts as a focal point, catalyst, and facilitator for economic empowerment of persons with disabilities through employment opportunities, self-employment activities and livelihood, both in the public and private sectors.
- xii) Provide vocational training course in computer literacy and usage with special assistive ICT / IT tools for persons with disabilities.
- xiii) Run / conduct pre-vocational, vocational and skill development training courses, either on its own or in partnership with other organizations / state in various areas from time to time to promote livelihood opportunities of persons with disabilities.

- xiv) To undertake community based rehabilitation and community based inclusive development programs to work towards any of its objectives as outlined in this Memorandum of Association.
- xv) To adopt immediate, effective and appropriate measures:-
- (a) Initiating and maintaining effective public awareness campaigns designed:
    - i. To nurture receptiveness to the rights of persons with disabilities;
    - ii. To promote positive perceptions and greater social awareness towards persons with disabilities;
    - iii. To promote recognition of the skills, merits and abilities of persons with disabilities, and of their contributions to the workplace and the labour market;
  - (b) Fostering at all levels of the education system, including in all children from an early age, an attitude of respect for the rights of persons with disabilities;
  - (c) Encouraging all organs of the media to portray persons with disabilities in a manner consistent with the purpose of the present Convention;
  - (d) Promoting awareness-training programmes regarding persons with disabilities and the rights of persons with disabilities
- xvi) To develop, implement and take appropriate measures to:-
- a. Develop, promulgate and monitor the implementation of minimum standards and guidelines for the accessibility of facilities and services open or provided to the public;
  - b. Promote and ensure, where possible, that private entities that offer facilities and services which are open or provided to the public take into account all aspects of accessibility for persons with disabilities;
  - c. Provide training for stakeholders on accessibility issues facing persons with disabilities;
  - d. Provide in buildings and other facilities open to the public signage in Braille and in easy to read and understand forms;

- e. Provide forms of live assistance and intermediaries, including guides, readers and professional sign language interpreters, to facilitate accessibility to buildings and other facilities open to the public;
- f. Promote other appropriate forms of assistance and support to persons with disabilities to ensure their access to information;
- g. Promote access for persons with disabilities to information and communications technologies and systems, including the Internet;
- h. Promote the design, development, production and distribution of accessible information and communications technologies and systems at an early stage, so that these technologies and systems become accessible at minimum cost.

**5.A.6.** To provide legal aid service for advocating the rights of a person with disability and helps sort out their complaint, issue or problem. Advocacy support can include going to meetings with or for the person, writing letters, making phone calls or assisting them to lodge complaints with an aim to resolve issues and improve the quality of life for persons with disabilities. Individual and Group Advocacy services shall include but not limited to providing non-legal and/or issue-based and/or short to medium term services to persons with disabilities who have serious and urgent issues and also providing information to persons with disabilities about how to advocate for themselves.

**5. B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE: -**

1. To acquire by purchase, take on lease, hire or by gift or otherwise and hold any movable or movables and also any immovable property or properties or any rights or privileges that may be deemed necessary or useful for the advancement of the objects of the Society.
2. To acquire, purchase, import, fabricate or otherwise plants, machinery, tools, implements and other materials that may be deemed necessary or useful for the advancement of the objects of the Society and to erect, maintain, improve, develop, alter, repair, pull down and restore all or any such infrastructure both moveable and/or immovable that may be deemed necessary or useful for the advancement of the objects of the Society.

- 3 To make draw, accept, endorse, execute and issue cheques, promissory notes, bills of exchange and other negotiable or transferable instruments or securities and to open bank accounts, current or overdraft, and operate on the same.
4. To carry on any other activity(ies) and/or provide any such service which may seem to the Society capable of being conveniently carried on in connection with any of the Society's objects or calculated directly or indirectly to enhance the value of or render profitable any of the Society's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property movable or immovable belonging to the Society or in which the Society may be interested.
5. To apply for and utilize financial assistance from Government, Non Government Organizations, financial institutions, bankers, companies, firms or individuals for the purpose of carrying on and developing all or any of the object of the Society and that may be deemed necessary or useful for the advancement of the objects of the Society.
- 6 To enter into partnership or into any arrangement for union of interest, co-operation, joint adventure, reciprocal concession or otherwise or amalgamate with any person or Society carrying on or engaged in or about to carry on or engage in any service, business or transaction which this Society is authorized to render, carry on or engage in or any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit this Society.
- 7 To enter into any agreements or arrangements with the Government of India or with any State Government and similar authorities that may seem conducive to the Society's objects or any of them and to obtain from any such Governments or authorizes all rights, concessions and privileges which the Society may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 8 To subscribe or contribute or otherwise assist or to grant money to charitable, benevolent, scientific, national public or any other useful institutions, organizations, objects or purposes or for any exhibitions.
- 9 To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Society or any part thereof for such consideration as the Society may think fit.
- 10 To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of

and give or procure the giving of donations gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Society.

11. To create dedicated funds, or any other special fund for the improvement, expansion, or maintenance of the Society.
12. To pay for any rights or property acquired by the Society and to remunerate any person in respect thereof.
13. To apply for purchase or otherwise acquire and protect and renew in any part of the world, any intellectual property rights including but not limited to copyright, patents, patent right, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, creation, design etc which may seem capable of being used for any of the purpose of the Society or the acquisition of which may seem calculated directly or indirectly to benefit the Society and to use, exercise, develop or grant licenses in respect or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting, testing or improving any such rights.
14. To adopt such means of making known the services provided/rendered, business or the products of the Society as may seem expedient.

6. **POWERS OF THE SOCIETY:** The Society shall have the following powers:

- 6.1 To adopt, implement and give effect to the object of the society and to do all things, necessary or expedient for the attainment of the objects of the society.
- 6.2 To affiliate, admit to membership, takeover, to give aid and to receive aid from Central or State Governments, or any other Society, Company, Corporation, Firm, Individual, Partnership or persons or other funding agencies, both national and international, promoting or intending to promote any of the objects of the Society and to subscribe to or to aid any such Society, Company, Corporation, Firm, Partnership or persons with a view to obtaining any advantage or benefit for the purpose of Society and to subscribe to any fund or any society as may be considered deserving from time to time.
- 6.3 To grant salary, pensions, allowances, gratuities and bonuses to the Society's staff or the dependents of such persons
- 6.4 Whenever it shall appear to the Governing Body, that it is advisable to alter, extend or abridge such purpose/object to or for other purposes or to amalgamate the Society in a



written or printed report, to convene a general meeting for the consideration thereof according to the Bye- laws of the Society; Provided that no such proposition shall be carried into effect unless such report shall have been delivered or sent by post to all Members of the Society ten days prior to the general meeting convened by the Governing Body for the consideration thereof, nor unless such proposition shall have been agreed to by the votes of the three fourths of Members present at a second general meeting convened by the Governing Body at any interval of one Month after the former general meeting.

- 6.5 Subject to the approval of the Members of the society as where necessary in law, the Governing Body shall have the right, to modify or amend the objectives of the Society, without any detriment to the interests of the Society.
- 6.6 Membership into the Society shall be available to all persons without discrimination on the ground of religion, caste, creed or sex.
- 6.7 The funds of the Society will be invested as per Section 11 (5) of the Income-Tax Act, 1961 and in the manner not prohibited by any provisions of the Income-Tax, 1961.
- 6.8 The funds of the Society will be utilized only towards the objects and no portion of it would be distributed in any manner to the Members or persons defined in Section 13 (1) of the Income Tax Act, 1961.

## **7 MEMBERSHIP**

7.1 Any person, firm, individual, society or company who subscribes to, and has the intention to aid and assist in the achievement the aims and objectives of the Society is eligible to apply for membership, provided:

7.1.1 If any Member company is amalgamated with any other company or is taken over as a going concern by any other company or its assets are assigned to any other company; or

7.1.2 If any individual firm be dissolved and is taken over as a going concern by any other individual and its business is carried on in any other name,

the Body may allow such new company or the individual firm, as the case may be, to continue as a Member in place of the old company or individual firm.

7.2 Members on election /selection /invitation shall assume the responsibilities entailed by membership and shall be entitled to the benefits and privileges of membership, save where subscription is in arrears.

- 7.3 The rights and privileges of Members as defined in these Bye-laws in the case of a Society shall be administered by such person authorized by power of attorney or by resolution of the Governing Body of the Society or otherwise to the satisfaction of the Body.
- 7.4 The Society for the purpose of registration is declared to consist of an unlimited number of Members.
- 7.5 The Governing Body shall be entitled to create different classes of membership from time to time.

## **8 ADMISSION OF MEMBERS**

- 8.1 Application for admission of membership shall be made to the Executive Director / Secretary in such form as may from time to time be prescribed by the Body. Applications shall be considered as expeditiously as possible but the Body may call on the applicant to furnish such additional information relating to his eligibility, as may be considered necessary.
- 8.2 Every application for membership shall be reviewed by the Governing Body or by such other mode as determined by the Governing Body and then admitted as Members of the Society.
- 8.3 The Body in its absolute discretion may admit Members and shall be empowered to reject any application for admission without assigning any reasons.
- 8.4 The admission or rejection of any application for membership shall be notified to the applicant within a period of not more than thirty (30) days from the date of application. In case of rejection, the Governing Body is not obliged to give any reasons for it.
- 8.5 Upon admission of a Member and payment of the prescribed entrance fee, if any, and the annual membership fee, the name of the applicant shall be entered in the Register of Members.
- 8.6 The Operations Manual as drafted and prescribed by the Governing Body from time to time, shall lay down the regulations governing admission of Members including but not limited to criteria for admission of members, classification of members, membership fees, renewal of membership, annual fees, procedure of admission of Members.
- 8.7 Every Member, regardless of type of membership, shall abide by the Code of Conduct, copies of which shall be kept at the Registered Office of the Society for Member's access.

**9 TYPES OF MEMBERS:** The following categories of membership are available at the time of formation of the Society:

### **9.1 Charter Member**

9.1.1 Admission to this class of membership will be restricted to persons who are successful veteran Entrepreneurs, Corporate Executives, Senior Professionals, who are willing to devote time and energy to the activities of the Society and those in the opinion of the Governing Body are competent to be admitted as Charter Members will be eligible for this class of membership.

9.1.2 All Founding Members will be deemed to be Charter Members.

#### **9.1.3 Privileges**

9.1.3.A Charter Members will be entitled to vote in the meetings of the Society, to attend meeting, to be a permanent invitee for all meetings and entitled to stand for elections as Governing Body Members at any meeting held during their membership.

9.1.3.B Charter Members shall be entitled to all the other privileges generally available to all Members as specified under Clause 11.

#### **9.1.4 Obligations of Charter Members:**

9.1.4.A Charter Members shall readily and voluntarily contribute their time, effort and resources (including financial support, when required) towards fulfilling the Society's objectives of fostering entrepreneurship

9.1.4.B Charter Members shall ensure timely payment of monies towards their membership such as membership fees and such other dues as required from time to time

9.1.4.C Charter Members shall strive to promote the Society and the Society's activities

9.1.4.D Charter Members shall adhere to the Code of Conduct as the term is defined herein.

## 9.2 **Honorary Members;**

9.2.1 Admission to this class of membership will be restricted to persons who are prominent individuals of standing and repute, academicians with no personal commercial interest who are willing to devote time and energy to the activities of the Society and are prepared to act as Mentors will be eligible for this class of membership.

9.2.2 Honorary membership is valid for a period of 2 (two) years only from the date of invitation and such term may be extended at the discretion of the Governing Body.

### 9.2.3 Privileges

9.2.3.A No fees shall be payable by this class of Members

9.2.3.B Honorary Members are to be a permanent invitee for all meetings except meeting of Governing Body.

9.2.3.C Honorary Members shall be entitled to attend and speak, but not to vote nor stand for any elections at any meeting held during their membership and may, upon invitation by the Governing Body, attend such meetings of the Governing Body.

9.2.3.D No other privileges would be allowed to Honorary Members, except those stated herein or modified and approved by the Governing Body.

## 9.3 **Associate Members**

Admission to this class of membership will be available to all other persons having interest in entrepreneurship and willing to spend time in the activities of the Society.

### 9.3.1 Privileges

9.3.1.A Associate Members are to be a permanent invitee for all meetings except meetings of Governing Body and Charter Members.

9.3.1.B Associate Members can attend and speak in the meeting but not to vote nor to stand for any elections at any meeting held during their membership and may upon invitation by the Governing Body, attend such meetings of the Governing Body.

### 9.3.2 Obligations of Associate Members:

- 9.3.2.A Associate Members shall ensure timely payment of monies towards their membership such as membership fees and such other dues as required from time to time
- 9.3.2.B Associate Members shall strive to promote the Society and the Society's activities
- 9.3.2.C Associate Members shall adhere to the Code of Conduct as the term is defined herein.

## 9.4 Corporate Members

- 9.4.1 Admission to this class of membership will be available to all companies, institutions and associations that meet the eligibility criteria as prescribed in the Operations Manual.
- 9.4.2 Corporate Members shall be represented by their Corporate Nominee Members at all meetings, conferences, and events of the Society.
- 9.4.3 Privileges
  - 9.4.3.A Corporate Members are to be a permanent invitee for all meetings except meetings of Governing Body.
  - 9.4.3.B Corporate Members, represented by their Corporate Nominees, shall be entitled to attend and speak in all annual general meetings, Extraordinary General Meetings and shall have the right to vote thereat.
  - 9.4.3.C Unless determined otherwise by the Governing Body, each Corporate Member shall have the right to cast only one vote in any general meeting irrespective of the number of Corporate Nominees it has designated as provided in the manner.
  - 9.4.3.D Corporate Members may, upon invitation by the Governing Body, be entitled to attend the meetings of the Governing Body notwithstanding that at no point of time shall it be construed to confer on the Corporate Member or Corporate Nominee Member any right to stand in the election of the Governing Body or pass a vote in the meeting of the Governing Body.

9.4.3.E No other privileges would be allowed to Corporate Members, except those stated herein or modified and approved by the Governing Body.

9.4.4 Obligations of Corporate Members:

9.4.4.A Corporate Members shall readily and voluntarily contribute their time, effort and resources (including financial support, when required) towards fulfilling the Society's objectives of fostering entrepreneurship

9.4.4.B Corporate Members shall ensure timely payment of monies towards their membership such as membership fees and such other dues as required from time to time

9.4.4.C Corporate Members shall strive to promote the Society and the Society's activities

9.4.4.D Corporate Members shall adhere to the Code of Conduct as the term is defined herein.

**10 GENERAL PRIVILEGES FOR ALL MEMBERS:**

10.1 Members shall be entitled to participate in the activities of the Society as are offered by the Society from time to time.

10.2 The privileges of membership shall not be transferable or transmissible.

10.3 Members shall have access to the last published report of the Society at all times during the working hours of the Society. Upon a reasonable request of the same, the Members shall be entitled to access the said last published report of the Society and the Society and the Body shall make such copy accessible to the Member within a time period of fifteen (15) days from the date of request for the same.

10.4 Members shall have access to attend and participate in all programmes and presentations that may be organized by the Society at its discretion

10.5 All Members, irrespective of their category of membership shall actively participate in the activities of the Society, ensure timely payment of monies towards their membership and maintain adherence to the Code of Conduct.

## **11 MEMBERSHIP DUES**

- 11.1 All membership dues are payable in advance for a financial year in full and become due on the first day of April of each year. The membership fees, the amount of which is to be decided upon by the Governing Body from time to time can be paid before the end of May of that year.
- 11.2 In the event the membership of any Member commences during the course of a calendar year the annual membership fees for the first year of membership of the said Member shall be calculated on a prorata basis for the first year.
- 11.3 In cases, where in the opinion of the Body, unusual expenditure or commitments may become necessary in furtherance of the objectives or interests of the Society or its Members, the Body shall be empowered to levy from the Members on an equitable basis such additional sum or sums, provided that in any one financial year, such levy or levies shall not exceed an amount equal to the annual subscription of the Member and that it is approved by a general meeting of the Society.
- 11.4 Any Member in arrears for three (3) Months in payment of his annual subscription and levies shall be ipso facto disqualified from taking part in any proceedings of the Society.

## **12 CESSATION OF MEMBERSHIP**

- 12.1 If any Member fails to pay the annual subscription or levy within three Months of the due date, a final notice shall be sent to such Member requesting payment of the amount due within one (1) Month, in default of payment within such period, the Body may remove the name of the defaulting Member from the Register. Any notice required by these Bye-laws to be given to a Member shall be deemed to be sufficiently served if sent via electronic mail to the e-mail address provided by the Member at the time of his admission into the Society. A copy of the notice shall also be posted in the registered Office of the Society.
- 12.2 If in the opinion of the Body, any Member has by reason of breach of or non-compliance with the Bye-laws, or otherwise, ceased to be eligible for membership of the Society, the Member shall be invited to show cause within thirty (30) days from the date of notice as to why his/her/their name should not be removed from the Register. If the Member fails to show cause in accordance with the notice, or if the Body is of the opinion that the Member has failed to establish his/her/their continued eligibility, the name of such Member shall be removed from the Register.

- 12.3 A Member may resign from the Society at any time by giving thirty (30) days written notice to the Secretary of his intention to resign and the resignation shall take effect upon the expiry of the notice. Provided that, the resigning Member shall make payments towards all dues outstanding against the Society whether or not related to the membership of the Society.
- 12.4 The Body shall have power by resolution to expel from membership of the Society any Member, who in the opinion of the Body established by two third majority of the full Body is guilty of professional or other misconduct or has committed a breach of the provisions of the Articles of Society after providing reasonable opportunity to such Member to show cause against such expulsion and after receiving from him a statement or explanation in writing. The decision of the Body to expel any Member for the aforesaid reasons shall be conclusive, final and binding.
- 12.5 A Member shall ipso facto cease to be a Member of the Society:
- 12.5.1 In case a Member makes default in paying his subscription in terms of the Bye-laws hereof.
  - 12.5.2 In case a Member resigns in the manner laid down in the Bye-laws hereof.
  - 12.5.3 In case a Member is an individual, if he is an undischarged insolvent or shall make a composition or scheme of arrangement under the Insolvency Acts; or if he is found guilty of a criminal offence; or if convicted of an offence involving moral turpitude; or in the event of misuse of name and / or funds of the organization for personal gains and / or damaging the credibility of the organization and / or in the event of his death.
  - 12.5.4 In case a Member is a firm, if it is dissolved or adjudged insolvent or shall make a composition or scheme of arrangement under the Insolvency Acts of the partners as such are convicted of an offence involving moral turpitude.
  - 12.5.5 In case a Member is a company, if it goes into liquidation.
  - 12.5.6 Except as hereinafter provided a firm shall not cease to be a Member by reason only of a change in the constitution of the firm occasioned by the admission, retirement or death of a partner provided the business of the firm is continued in the conventional name in which such firm was elected a Member.



- 12.5.7 A firm, company, corporation or body corporate shall not cease to be a Member of the Society upon any change being made in the conventional or corporate name of the firm, company or corporation or on its amalgamation.
- 12.5.8 In case a Member suffers from any disability, incapacity or disqualification as provided in these Bye-laws.
- 12.5.9 The subscription / fees paid by the Members of the Society are not refundable on cessation of membership.

### **13 REGISTER OF MEMBERS:**

A Register of Members shall be maintained in which the name, designation at the organization where the Member is employed, and such other information about each Member as required by the Societies Registration Act, 1975 shall be entered and such Register shall be open for inspection by the Members or their authorized representatives at the Registered Office during normal working hours.

### **14 GOVERNING BODY**

#### **14.1 COMPOSITION AND FREQUENCY OF THE MEETING**

- 14.1.1 The general management and the control of the Society shall be vested in the Governing Body.
- 14.1.2 Only Charter Members can be elected to Governing Body.
- 14.1.3 The Governing Body shall consist of not more than Fifteen (15) Members of which, Charter Members shall elect a maximum of 11 Members among themselves. The elected Governing Body shall be entitled to nominate Members to the Governing Body subject to the cap of 15 Members.
- 14.1.4 The Past President of the Governing Body and the Executive Director shall at all times be Members of the Governing Body.
- 14.1.5 Voting Rights: All Members of the Governing Body shall have the power to attend and vote in the meetings of the Governing Body. All invitees to the meeting of the Governing Body shall not have the power to vote at such meeting.

- 14.1.6 The Governing Body Members shall amongst themselves elect a Chairperson, Vice Chairperson, Secretary and Treasurer.
- 14.1.7 The present Chairperson of the Society, as on date of signing this amended MOA, shall be Shri Satyamrit Kagti. Thereafter the Governing Body shall appoint the Chairperson from one of its Member who is a Charter Member.
- 14.1.8 The names, addresses, occupation and designations of the present members of the Governing Body to whom the management of affairs of the Society are entrusted are as follows:

### GOVERNING BODY MEMBERS

NAME/DESIGNATION	OCCUPATION	ADDRESS	CONTACT NO
Mr. Satyamrit Kagti MBA Chairperson	Businessman, Director, Luit Valley Company (P) Ltd. and Assam Hospitals Ltd., Partner - - Blueflame Agencies and Goodwill Tea Warehouse	C K Agarwala Road, Ambari Guwahati-781001	9864039965
Dr. Ashwini Baruwa PhD Chemical Engineering Vice Chairperson	Principal NETES Institute of Technology and Science	NITS Mirza Mirza-781125 District Kamrup Assam	9954862236
Mr. Arman Ali BIT Joint Treasurer	Executive Director Shishu Sarothi	House No-4, 3 <sup>rd</sup> Bye Lane, Natun Sarania, Gandhibasti Guwahati-781003	9864102555
Smti. Kavita Patwari BA Joint Treasurer	Parent / House wife	Patson Travels, Near Dispur College, Ganeshguri Guwahati-781005	9435022286
Smti. Mira Kagti BA Member	Founder Member Founder Director Shishu Sarothi	Hem Chandra Road, Uzanbazaar Guwahati-781001	0361- 2631985
Smti. Maya Choudhury B.Ed. Member	Educationist	Ganesh Mandir Road, Noonmati Guwahati-781020	9864111052
Smti. Anju Talukdar, LL.M Member	Executive Director, MARG Delhi	House No-40, Mandir Path Geeta Nagar, Guwahati-781024	9873493930
Mr. Tajkur Rahman Member	Entrepreneur Allied Services Ganeshguri Chariali, Guwahati	IV Floor, Block B, Bharalu Apartment, D K Chakraborty Path, Zoo Road, Guwahati- 5	9435013595
Mr. Shumon Chatterjee / Rajesh Bhuyan Member	Operation Head, SC Johnson Product Pvt Ltd	Unit No-06, Dag No-13ka, Asidc, Bamunimaidan Industrial Area , Guwahati- 21	9854051629
Smti. Madhu Goenka BA Member	Businesswoman, Goenka Automobiles	Madhu Goenka C/O Goenka Automobiles, G.S. Road, Dispur, Guwahati-5	9954099949
Dr Harsha Bhattacharjee Member	Ophthalmologist Shankardev Netralaya Guwahati	Director, Shankardev Netralaya, Beltola, Near Lakshmi Mandir, Guwahati	9435140999

## **14.2 BYE-LAWS REGARDING AUTHORITY, FUNCTIONING, TENURE, PROCEDURE OF ELECTION OF GOVERNING BODY**

- 14.2.1 The Governing Body may exercise all the powers of the Society not specifically required to be exercised by the Members in General Meeting.
- 14.2.2 The Governing Body may delegate all or any of their powers to any committee, sub-committee, person, branch or body of the Society.
- 14.2.3 The Governing Body shall be the sole authority for the interpretation of these Bye-laws and of any Bye-laws and Regulations that may be made from time to time under the Bye-laws and the decision of the Governing Body upon any question of interpretation or upon any matter affecting the Society and not provided for by these Bye-laws or by the said Bye-laws and Regulations shall be final and binding on the Members.
- 14.2.4 Governing Body may, at its discretion, nominate additional Members under the overall limit provided herein Clause 14.1.2 The Governing Body may, at its discretion, nominate such Members or their representatives, if they feel that the Body is not adequately represented by the various categories of Members.
- 14.2.5 The tenure of the Governing Body and its office bearers would be for two years. The office bearers of the Governing Body shall, individually, hold office for maximum of two terms only.
- 14.2.6 The first Governing Body will be the Body comprising of the subscribers to the Memorandum & the Secretary (Ex-Officio), if appointed.
- 14.2.7 The constitution of the Governing Body for the second term would be the existing Body in office during the first term and the rest, if any, will be elected in terms of this Bye- law.
- 14.2.8 Casual vacancies caused by resignation, retirement, death, insolvency or by any other cause can be filled in by the Governing Body for the balance term for which such Member would have been in office of the Governing Body.
- 14.2.9 Any appointment/addition of the Members to the Governing Body during the year can be made by the Governing Body, up to the date of the next Annual General Meeting. Any other appointment would be by the Charter

Members in the Annual General Meeting. Each Charter Member of the Society will have votes as defined in Clause 14.1.5.

- 14.2.10 The first Governing Body shall dissolve itself at the close of the second Annual General Meeting and a new Body will assume office. Thereafter, every alternate year, the Body shall dissolve itself at the close of the Annual General Meeting and newly elected Body will assume the office. Tenure of the Members other than the Charter Members of the Body including its nominated will be for two years.
- 14.2.11 For the first two terms of Governing Body or the first four years, whichever is of longer duration, the Founding Members would continue to be on the Governing Body until they cease to be Members of the Society as per Bye-laws of the Society.
- 14.2.12 The meetings of the Body shall be convened by the Secretary or the Co-Secretary, as the case may be, but a special meeting shall be convened only upon requests in writing by at least three Members of the Body. In the event of absence of the Secretary or, the Co-Secretary as the case may be, the Executive Director shall be entitled to convene a meeting of the Body on behalf of the Secretary.
- 14.2.13 Towards the end of the terms of the Governing Body, Governing Body shall appoint an Election Officer for the purpose of conducting free and fair elections for Governing Body. The Election officer normally could be any past president of the Society or any person, which the Governing Body appoints. The Election Officer will plan in advance the Schedule for the elections and the Secretary of the Society shall issue a notice to Members detailing the Schedule of elections and calling upon them to state whether they wish to stand for election.
- 14.2.14 After receipt of nomination, if the Election Officer observes that number of nominations are in excess of 11, then the Election Officer with the assistance of the Secretary or any other person nominated by the Governing Body, shall convene a meeting of the Charter Members for conducting the elections and issue a notice for the same to the Members eligible to vote. The notice for such a meeting will be circulated to all Members eligible to vote at least 21 days prior to this meeting with the election schedule. Elections will be conducted during the meeting called for this purpose and results announced during the same meeting. Those Members who receive largest number of votes will be elected as Members

of the Governing Body. For the last positions, if there is equality in number of votes between 2 or more candidates, the matter will be decided by the drawing lots by the Election Officer. This newly elected Governing Body will meet prior to the Annual General Meeting and elect amongst themselves, the Chairperson, Vice Chairperson, Secretary and Treasurer.

### **14.3. FILLING OF VACANCIES OF GOVERNING BODY**

- 14.3.1. If the number of nominations received is less than the stipulated number of elected Governing Body Members, such vacancies can be filled by nominations.
- 14.3.2. The outgoing Governing Body Members shall be eligible for re-election subject to these Bye-laws.

### **14.4. THE OFFICE OF A MEMBER OF THE GOVERNING BODY SHALL IP SO FACTO BE VACATED IF:**

- 14.4.1. He tenders his resignation by notice in writing to the Society.
- 14.4.2. He ceases to be a Member of the Society, under circumstances enumerated elsewhere in these Bye-laws.
- 14.4.3. He absents himself without leave of the Governing Body from three consecutive meetings thereof, unless such absence is condoned by the Governing Body.
- 14.4.4. The Society by resolution in General Meeting resolves on his removal.
- 14.4.5. He is declared an undischarged insolvent or shall make a composition or scheme of arrangement under the Insolvency Acts; or if he is found guilty of a criminal offence; or if convicted of an offence involving moral turpitude; or in the event of misuse of name and / or funds of the organization for personal gains and / or damaging the credibility of the organization and / or in the event of his death.

## **15. POWERS, DUTIES AND FUNCTIONS OF THE GOVERNING BODY**

- 15.1. The Governing Body of the Society shall have general control and management of the affairs, property and funds of the Society and shall from time to time determine the policy of the Society in accordance with the aims and objectives of the Society subject to the provisions of the Memorandum of the Society.
- 15.2. The Governing Body shall have power to employ employees of society as may be considered necessary from time to time and to fix the remuneration of such employees.
- 15.3. The Governing Body shall finalize the constitution of the Secretariat and the appointment of the Executive Director and shall carry out all necessary acts in regard thereto including but not limited to the execution of employment agreements, consultant agreements.
- 15.4. The Governing Body shall have the power to raise the Corpus Fund for and on behalf of the Society as and when it may deem fit and shall have the power to administer the Corpus Fund raised by it, provided that the Corpus Fund shall generally not be allowed to be utilized for the attainment of the everyday objects of the society. However, the Governing Body shall be at liberty to utilize the interests / dividends accruing on such funds and / or accumulate the same, as deemed fit.
- 15.5. The Governing Body may exercise all the powers of the Society to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as a security for any debt, liability or obligation of the Society.
- 15.6. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Governing Body may from time to time determine.
- 15.7. The Governing Body shall cause minutes to be made of the appointments of the officers and staff and of all the proceedings of meetings of the Society and Body. The Chairperson of the next succeeding meeting shall sign such minutes..
- 15.8. Any modification of the Code of Conduct will be by voting and carried out by two-thirds majority of the Members present at a General Meeting, and shall be binding on the Members of the Society.

- 15.9. The Governing Body may from time to time appoint a Committee or sub-committee of Members of the Society to investigate and report on specific problems or matters affecting the interests and objectives of the Society.
- 15.10. The Governing Body shall be entitled to create different classes of membership from time to time.
- 15.11. The Governing Body may revise the admission / annual fees, if in the opinion of the Body such a change is justified.
- 15.12. The Governing Body from time to time can decide reduction or waiver of fees to certain or all categories of membership. This waiver or reduction of fees shall be for a specified period of time.
- 15.13. The Chairperson of the Society shall be the Chairperson of the Governing Body and meetings of the Governing Body. In the event of his absence, the Vice Chairperson shall be the Chairperson of the meetings of the Governing Body.
- 15.14. The Governing Body shall approve the financial budget prepared by the Treasurer.
- 15.15. The Governing Body shall have the power to determine the voting rights of different classes of Members.
- 15.16. The Governing Body shall appoint the Society's Secretary. The Society's Secretary shall be the administrative head of the Society.
- 15.17. The Governing Body shall appoint the Society's Treasurer. The Society's Treasurer shall be the Finance head of the Society.
- 15.18. The Governing Body shall have power to sell, mortgage, grant or lease, hire and otherwise alienate any of the properties of the Society, in its discretion, for genuine purpose and with adequate consideration.
- 15.19. The Body, or any officer authorized by the Body, may bring or defend or cause to be brought or defended any action or other legal proceeding touching or concerning any property, right or claim of the registered society and may sue in respect of any such property, right or claim.
- 15.20. The Body shall be at liberty to delegate powers to any specific committees constituted from time to time, consultants or other individuals for specific purposes.

## **16. ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING, PROGRAM MEETINGS (PM) & GOVERNING BODY MEETING**

### **16.1. ANNUAL GENERAL MEETING**

- 16.1.1. The Annual General Meeting of the Society shall be held at least once in every year before 31<sup>st</sup> August, as may be determined by the Governing Body. In the event of any Annual Meeting for that year not being called, it shall be deemed to be convened on the first working day of September at the registered Office of the Society at 6.00 PM. and the Secretary shall issue a notice accordingly.
- 16.1.2. The meetings referred to in the last preceding Bye-laws shall be called Annual General Meeting; all other meetings of the Society shall be called Extraordinary General Meetings.
- 16.1.3. All Members shall be eligible for attending the Annual General Meeting.

### **16.2. EXTRAORDINARY GENERAL MEETINGS**

- 16.2.1. The Governing Body may whenever they think fit, and they shall on the requisition of the holders of not less than one tenth of the voting rights of the Society, forthwith propose to convene an Extraordinary General Meeting of the Society provided that the requisition shall be in writing, stating the matters for consideration at the meeting to be called and signed by the Members requisitioning the meeting and shall be deposited at the Society's Office.

### **16.3. PROGRAM MEETINGS**

- 16.3.1. Meetings organized for the benefit of members like speaker meetings, mentor sessions, workshops, seminars, conferences, visit to organizations, institutes etc shall be classified as Program Meetings.

### **16.4. GOVERNING BODY MEETING:**

- 16.4.1. Meetings of the Governing Body shall be held not less than four times in one calendar year.



- 16.4.2. Every Member of the Governing Body shall attend at least three meetings of the Governing Body every Financial Year, the Financial Year being calculated from the period of 1<sup>st</sup> April to 31<sup>st</sup> March. Members of the Governing Body shall also be entitled to attend, participate and vote in the meetings of the Governing Body through video or audio conference.
- 16.4.3. The notice of the meeting shall be served 7 days in advance. Notice must reflect the date, time, place and agenda of the meeting called for.
- 16.4.4. Quorum required for Governing Body meeting is 6 Members of Governing Body. If quorum is not established the meeting will be adjourned for 30 minutes. No quorum is required for adjourned meeting. Adjourned meeting will be held on the same day at the same place after 30 minutes. Notice must reflect such information.

## **17. QUORUM FOR MEETINGS:**

- 17.1. No business shall be transacted at any meeting, unless the quorum requisite shall be present at the commencement of business.
- 17.2. For every Annual General Meeting and Extraordinary Meeting the quorum shall be, 1/5<sup>th</sup> of all Members entitled to vote thereat, present in person.
- 17.3. If within half-an-hour from the time appointed for Annual General Meeting, a quorum be not present, the meeting, shall stand adjourned for half an hour. If quorum is not present even after half an hour then the meeting will be once again adjourned for another half an hour. After one hour those Members who are present in person and not being less than 5 Members eligible to vote shall be the quorum and may transact the business for which the meeting was called.
- 17.4. If quorum is not established for Extraordinary General Meetings at the time appointed it shall be dissolved forthwith.
- 17.5. There shall be no quorum for the Program Meetings.

## **18. NOTICES FOR MEETINGS:**

- 18.1. Not less than fifteen days notice of a Annual General Meeting or Extraordinary General Meeting shall be given to the Members specifying the place, day and hour

of the meeting with a statement of the business to be transacted at the meeting. In case any Amendment of Bye-laws or object of the Society as contained in the Memorandum is intended to be proposed, the notice shall contain a copy of every such Amendment.

- 18.2. The non-receipt of notice by any of the Members shall not invalidate the proceedings at any such meetings.
- 18.3. Any notice required by these Bye-laws to be given to a Member shall be deemed to be sufficiently served if sent via electronic mail to the e-mail address provided by the Member at the time of admission into the Society. A copy of the notice shall also be posted in the registered Office of the Society.

## **19. PROCEEDINGS AT THE ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETINGS**

- 19.1. The business of the Annual General Meeting shall be to receive and consider the annual accounts of the Society and the Reports of the Governing Body and of the auditors, to elect Members of the Governing Body for the ensuing term and to transact any business which under these Bye-laws are required to be transacted at the Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special. Once in every Year, on or before the 14<sup>th</sup> day succeeding the day on which the Annual General Meeting of the Society is held, a list shall be filed with the Registrar, of the names, addresses and occupations of the Governing Body entrusted with the management of the affairs of the Society.
- 19.2. The Chairperson of the Society shall take the Chair at the Annual General Meeting or Extraordinary General Meeting of the Society and if the President shall not be present within 15 minutes after the time appointed for holding such meeting, then the Vice-Chairperson shall take the Chair of the meeting. If both the Chairperson and Vice-Chairperson are not present then the Members present shall elect another Member as Chairperson on show of hands and such person shall be the Chairperson of the meeting.
- 19.3. Every question submitted to a meeting shall be discussed by the Members for the time duration as previously fixed and/or as deemed fit by the Chairperson and then decided in the first instance by a show of hands. The Chairperson shall declare whether the motion be carried or negated by clear majority, unless a demand for a

card vote is made before or immediately after such declaration, the matter shall be determined accordingly. If a card vote be required as aforesaid, it shall be taken at once in such manner as the Chairperson of the meeting directs unless the meeting shall decide on an adjournment or otherwise for the purpose thereof and the result of the card vote shall be deemed to be the resolution of the meeting at which such vote was demanded.

- 19.4. The Chairperson of a General Meeting may adjourn the meeting, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the said adjourned meeting.
- 19.5. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of adjournment or of the business to be transacted at any adjourned meeting.

## **20. SPECIAL RESOLUTION**

- 20.1. Special resolution is a resolution passed by a majority of not less than 3/4<sup>th</sup> of Members entitled to vote as per present in person at the Annual General Meeting or the Extraordinary General Meeting of which a Notice of not less than 21 days specifying the intention as to purpose the resolution as a special resolution as to be duly given.
- 20.2. The following business shall always require a Special Resolution to be passed by the Members:
  - 20.2.1. To amend the Bye-laws of the Society
  - 20.2.2. To amend the objects relating the Memorandum
  - 20.2.3. To change the name of the Society
  - 20.2.4. To amalgamate the Society
  - 20.2.5. To divide the Society into two or more societies
  - 20.2.6. To dissolve the Society

## **21. POWERS & DUTIES OF OFFICE BEARERS**

- 21.1. **Chairperson:** The Chairperson shall preside at all meetings of the Body, at all general meetings and lead all deputations. He shall preside at the Annual General Meeting, may address the Members on such subject as he may deem proper, but

such address shall not be taken to represent the views of the Society or the Body unless such representation is expressly indicated. The Chairperson shall have the power to appoint and constitute the entire body of the Secretariat either in the manner of employees and/or consultants of the Society as he deems fit. The Chairperson shall appoint the Executive Director and shall communicate the decision to the Governing Body for the finalization of the said appointment. The Chairperson shall also, at any time, when he shall deem proper, communicate to the Society or to the Body such matters and shall make suggestions as may, in his opinion, tend to promote the prosperity and welfare and increase the usefulness of the Society and shall perform such other duties as may be incidental to the office of the President.

- 21.2. **Vice Chairperson:** To work in absence of Chairperson, hold the responsibilities in the absence of President, to help him in all respects in the working of the Society. He will chair all meetings in absence of the Chairperson.
- 21.3. **Secretary:** In consultation with President, to call meetings of the Society, to make correspondence, entertain the complaints, to maintain proceedings of the Society, to put forward the annual accounts for approval before Society. To execute the approved proposals, to issue notices of the meetings of the Society, to keep watch on the overall working of the Society, to represent the Society in other offices, Tribunal, Forum & Court.
- 21.4. **Joint Treasurer:** To prepare and maintain appropriate books of accounts, prepare the annual budget of the Society, prepare final accounts, collect donations, funds subscriptions and place all the accounts in a meeting of the Governing Body.
- 21.5. **Governing Body Members:** To participate in all activities of the Society, to advise the Society on various matters, to prepare and approve the Operations Manual, to shoulder responsibilities allocated to them from time to time, by the Governing Body, attend the Annual General Meeting, Extraordinary General Meeting and Meetings of the Governing Body and to vote in the meeting of Society.
- 21.6. **Executive Director:** To head the Secretariat, to assist the Governing Body in planning activities, programmes and events, to operate funds and manage the property of the Society, to form regional centers wherever deemed fit/feasible, to administer the functions of the Secretary in the absence of a Secretary and Co-Secretary, to act as the spokesperson of the Society and to represent the Society at all public forums. Subject to prior approval of the Governing Body, the Executive Director shall appoint, retain, promote, dismiss any employees of the Secretariat

and regulate the terms and conditions of employment including but not limited to remuneration. In the event of Executive Director laying down office for whatever reasons, the Governing Body may, at its sole discretion, nominate any Member considered suitable for the office of Executive Director for the remaining period of the tenure.

- 21.7. **Secretariat:** To assist the Chairperson and the Governing Body in performing administrative and operational responsibilities of the Society, to assist in recruitment of all types of membership, to ensure regular collection of fees, to play a key role in application of all relevant tools and technology to achieve cost-effectiveness of operations, to collect such relevant data as may be necessary for internal evaluation and submission of such data to all other related associations and such other function as may be assigned to it by the Body and/ or the President. The Secretariat shall assist the Secretary in convening meetings, dispatch notices and be in-charge of all the records of the Society.
- 21.8. **Other Powers and Duties:** Each of the above-mentioned designations shall have, in addition to the powers and duties specifically set forth in these Bye-Laws, such powers and duties as are customarily incident to its office, and such powers and duties as the Governing Body may from time to time designate.

## 22. AUDITORS

- 22.1. The Governing Body shall appoint the auditors of the Society, which shall be confirmed at the Annual General Meeting.
- 22.2. The Accounts of the Society shall, at least once in every Year, be audited by the auditors appointed.

## 23. RECORDS AND DOCUMENTS

- 23.1. The Governing Body shall keep or cause to be kept properly entered up the following:
- 23.1.1. Books of Accounts showing particulars of all receipts and payments and the assets and liabilities of the Society.
- 23.1.2. Minutes of the meetings of the Society, the Governing Body and of any Sub-Committee

23.1.3. A Register of Members and of the Governing Body. Records and documents shall be kept at the Office of the Society.

23.2. The books of accounts of the Society shall be open to inspection for any officer or Member of the Society at the registered Office of the Society during the Business Hours of the Society on any weekday excluding holidays. The inspection shall be done free of charge by giving a requisition in writing to the Secretary.

23.3. The Society shall supply copies of these Bye-laws, the receipt and expenditure account and the balance sheets of the Society to the Members on application by the Members on the payment of a nominal fee decided by the Governing Body..

**24. OTHER BODIES:** The Society shall have the power, by special resolution to create, form, promote or to join with any other in the creation, formation or promotion of any other body whether incorporated or unincorporated and whether a branch or a subsidiary of the Society or not and to affiliate itself with any such body and may also delegate to it any of its powers. Any power or authority delegated by the Society in accordance with the provisions of this Bye- law may be revoked or cancelled by the Society with the consent of the donee or by resolution of the Society in General Meeting.

**25. AFFILIATION:** Any other Society or institute of common interests shall be eligible for affiliation to the Society on such terms and conditions as the Governing Body may decide. Such affiliation shall not affect the autonomy or independence of the affiliated body, which shall retain the full right to decide and to pursue its own line of action including representations to the Government at all levels. Such arrangement for affiliation may be terminated, or reviewed from time to time by the Governing Body at its sole discretion. Such affiliated Members shall not have the right to vote.

## **26. SOURCES OF INCOME, FUNDS AND UTILIZATION**

26.1. The sources of income for the Society shall be through membership fees, sponsorship, charity, program fees, donations, user charges, consultation fees, Corpus Fund raised by the Governing Body, and such other means as may be decided by the Governing Body in this regard.

26.2. The funds of the Society shall be deposited in one or more banks, as the Governing Body may decide and such parts thereof as shall not be required for current expenses, may, at the discretion of the Governing Body, be invested in any

investments and such investments shall not be sold or dealt with except at the direction of the Governing Body.

- 26.3. The accounts with the banks shall be operated by the Treasurer and any one of the Chairperson or Secretary. A resolution will be passed in the first meeting of the Governing Body specially authorizing the Treasurer and Chairperson/Secretary in this behalf.
- 26.4. Any cheque received by the Society may be endorsed by the Treasurer or Secretary in favour of the Bank to be credited there to the account of the Society.
- 26.5. The Governing Body shall ensure at all time that it does not spend more than its current years revenue
- 26.6. The Society shall use its fund only for the objects of the Society and shall not divert any fund for any other reason.
- 27. ALTERATION OF BYE-LAWS / MEMORANDUM OF ASSOCIATION:** These Bye-laws and the Memorandum of Association of the Society shall not be altered, varied, modified, remade, rescinded, cancelled, or added to without the sanction of a special Resolution of the Society passed by a majority of the Members present and entitled to vote at the meeting at which such resolution is proposed as per the procedure laid down under the Societies Registration Act, 1975.
- 28. THE SEAL:** The Society shall have a common seal and the Governing Body shall provide for the safe custody of the seal and the Seal shall never be used, except by the authority of the Governing Body previously given. In the presence of the Chairperson, who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary or any person acting in this behalf provided nevertheless that any instrument bearing the Seal of the Society and issued for valuable consideration shall be binding on the Society notwithstanding any irregularity touching the authority of the Governing Body to issue the same.
- 29. INDEMNITY:** Every Member of the Governing Body, the Secretary and other officers or servants of the Society shall be indemnified by the Society against all costs, losses and expenses, which any Member or the Governing Body, Secretary, Officer, or servant of

the Society may incur or become liable to, by reason of any contract entered into or act or thing properly and lawfully done by him as such Member of the Governing Body, Secretary or officer or servant of the Society or in any way in the discharge of his duties out of the funds of the Society and it shall be the duty of the Governing Body to pay the amount for which indemnity is provided and if not paid shall immediately attach as a lien on the property of the Society and have priority as between the Members over all other claims.

**30. BODY:** No Member of the Body, Secretary or other officer or servant of the Society shall be liable for the acts, receipts, neglects or defaults of the Society or any Member of the Governing Body, Secretary or officer or servant of the Society or for joining in any receipt or other to the Society through the insufficiency or deficiency or title to any property required by order of the Governing Body for or on behalf of the Society or for the deficiency of any security in or upon which any of the moneys of the Society shall be invested or for loss or damage of any person with some monies securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune whatsoever, which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

**31. DISPUTES:** In case of any disputes arising between the Society and its Members, the parties to the dispute shall be bound to submit all disputes and differences howsoever arising out of or in connection with the affairs of the Society or otherwise, in accordance with the Arbitration and Conciliation Act, 1996, provided that:

31.1. There shall be one (1) arbitrator whose appointment shall be agreed between the parties within seven (7) days of the service of an arbitration notice;

31.2. In the absence of an agreement, such arbitrator shall be appointed by the High Court situated at Guwahati;

31.3. Arbitration shall be held in Guwahati, India, in English and the governing law and procedures shall be those of India; and

31.4. The award of the arbitrator shall be final and binding upon the parties.

31.5. The arbitrator shall be a person of professional repute.

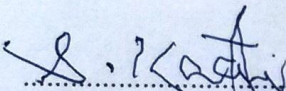
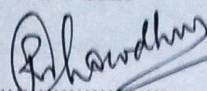
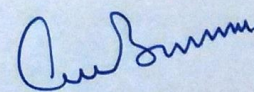
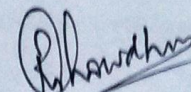
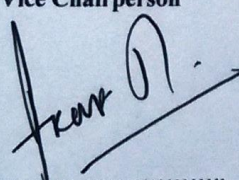
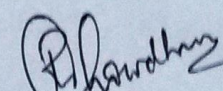
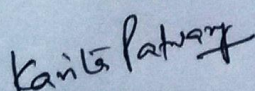
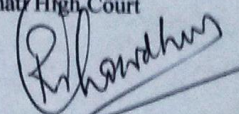
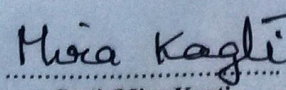
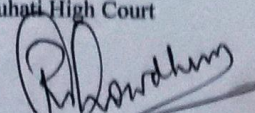
**32. DISSOLUTION**

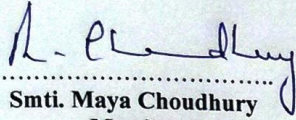


- 32.1.** The Society may be dissolved by an Extraordinary General Meeting of the Society convened on the recommendation of the Governing Body, or on requisition of not less than 3/4<sup>th</sup> of the Members and a meeting to dissolve the Society must be composed of not less than 3/4<sup>th</sup> of the Members of the Society and the resolution upon the dissolved shall not be effective unless passed by a majority consisting of 3/4<sup>th</sup> of the votes of the Members present and entitled to vote and voting at such Extraordinary General meeting of the Society.
- 32.2. The resolution passed under 33.1 hereof may direct that if upon the dissolution of the Society there remains after the satisfaction of all debts and liabilities of the Society, any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Society, but shall be transferred to some other society, institution or institutions having objectives similar to the objectives of the Society to be determined by the Members of the Society at the aforesaid Extraordinary General meeting.
- 32.3. If the Society shall be insolvent the liability of the Members, who were Members on the first day of the Year preceding the commencement of the winding up, shall be limited to contributing towards the deficit to the extent of the Year's annual subscription payable by them and if the same shall be a surplus available for distribution, it shall be shared amongst the Members at the date of the commencement of the winding up after adjusting all other dues and liability.
- 33. RECONSTRUCTION:** The Society may approve any scheme of reconstruction or amalgamation of the Society by an Extraordinary General Meeting of the Society convened on the recommendation of the Governing Body, or on requisition of not less than 3/4<sup>th</sup> of the Members and a meeting to dissolve the Society must be composed of not less than 3/4<sup>th</sup> of the Members of the Society and the resolution upon the dissolved shall not be effective unless passed by a majority consisting of 3/4<sup>th</sup> of the votes of the Members present and entitled to vote and voting at such Extraordinary General meeting of the Society.
- 34. COVERAGE OF BYE-LAWS:** These Bye-laws shall bind the Society and the Members thereof, to the same extent as if they had respectively been signed and sealed by each Member and contained covenants on the part of each Member to observe all provisions thereof.

35. **APPLICABILITY OF THE SOCIETIES REGISTRATION ACT, 1860:** Save for the matters provided for in the foregoing paragraphs, the provisions of the Societies Registration Act 1860 shall be applicable to the Society.

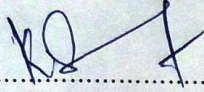
We, the following persons whose names and addresses are subscribed herein below as members of the Society formed under the provisions of the Assam Societies Registration Act, 1961, do hereby sign this Amended Memorandum of Association of the Society, amended pursuant to the decision of the Society adopted as per the Minutes of the Meeting dated 15.05.2013.

Name, Designation & Signature	Occupation & Address	Name, Occupation, Address & Signature of Witness
 ..... <b>Mr. Satyamrit Kagti</b> <b>Chairperson</b>	Businessman, Director, Luit Valley Company (P) Ltd. and Assam Hospitals Ltd., Partner, Blueflame Agencies and Goodwill Tea Warehouse, C K Agarwala Road, Ambari, Guwahati-781001	 ..... <b>Ms. Rakhee Sirauthia Choudhury</b> Advocate Gauhati High Court
 ..... <b>Dr. Ashwini Baruwa</b> <b>Vice Chairperson</b>	Principal NETES Institute of Technology and Science, NITS Mirza Mirza-781125, Kamrup, Assam	 ..... <b>Ms. Rakhee Sirauthia Choudhury</b> Advocate Gauhati High Court
 ..... <b>Mr. Arman Ali</b> <b>Joint Treasurer</b>	Executive Director, Shishu Sarothi House No-4, 3 <sup>rd</sup> Bye Lane, Natun Sarania, Gandhibasti Guwahati-781003	 ..... <b>Ms. Rakhee Sirauthia Choudhury</b> Advocate Gauhati High Court
 ..... <b>Smti. Kavita Patwari</b> <b>Joint Treasurer</b>	Parent / House wife Patson Travels, Near Dispur College, Ganeshguri Guwahati-781005	 ..... <b>Ms. Rakhee Sirauthia Choudhury</b> Advocate Gauhati High Court
 ..... <b>Smti. Mira Kagti</b> <b>Member</b>	Founder Member & Founder Director, Shishu Sarothi, Hem Chandra Road, Uzanbazar, Guwahati-781001	 ..... <b>Ms. Rakhee Sirauthia Choudhury</b> Advocate Gauhati High Court



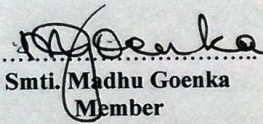
Smt. Maya Choudhury  
Member

Educationist  
Ganesh Mandir Road, Noonmati  
Guwahati-781020



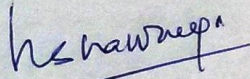
Mr. Shumon Chatterjee /  
Sriram Kannan  
Member

Operation Head, SC Johnson Product  
Pvt. Ltd., Unit No-06, Dag No-13ka,  
Aside, Bamunimaidan Industrial Area,  
Guwahati- 781021



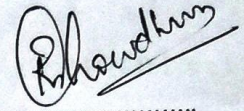
Smt. Madhu Goenka  
Member

Businesswoman, C/O Goenka  
Automobiles, G.S. Road, Dispur,  
Guwahati-781005

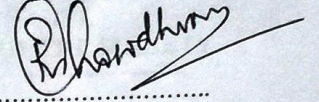


Dr. Harsha Bhattacharjee  
Member


Director, Shankardev Netralaya,  
Beltola, Near Lakshmi Mandir,  
Guwahati



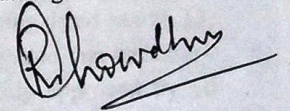
Ms. Rakhee Sirauthia Choudhury  
Advocate  
Gauhati High Court



Ms. Rakhee Sirauthia Choudhury  
Advocate  
Gauhati High Court



Ms. Rakhee Sirauthia Choudhury  
Advocate  
Gauhati High Court



Ms. Rakhee Sirauthia Choudhury  
Advocate  
Gauhati High Court



SEAL:

DATE: December 9, 2014

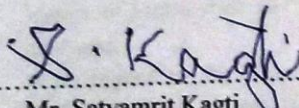
APPENDIX: I

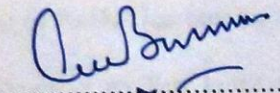
EXTRACT OF  
MINUTES OF THE GOVERNING BODY MEETING OF SHISHU SAROTHI  
HELD ON MAY 15, 2013 AT 1830 HOURS AT SHISHU SAROTHI,  
UNDER THE CHAIRPERSONSHIP OF MR. SATYAMRIT KAGTI,  
VIS-À-VIS AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE SOCIETY

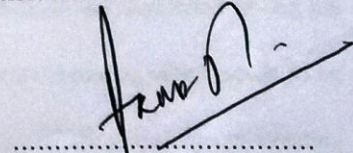
**AGENDA ITEM NO. 2:** *Alteration of objects of Memorandum of Association and change in name from Shishu Sarothi, Spastics Society of Assam to Shishu Sarothi, Centre for Rehabilitation and Training for Multiple Disability.*

Mr. Arman Ali, Executive Director informed about certain pertinent changes that needed to be made in the Memorandum of Association of the Society including, inter alia, the name of the organization (*already duly changed before the Registrar of Societies, in Bank Accounts etc*), address and objects of the society, keeping in view the changed mission and vision of the organization with effect from May 1, 2012, pursuant to the Governing Body Resolution taken in the Governing Body Meeting dated March 15, 2012, and the corresponding wider scope of activity of the organization. It was suggested that necessary changes could be made in a month's time, so that the prepared draft could be duly approved by all Members in the upcoming Board Meeting.

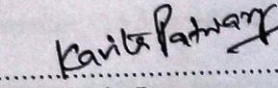
**RESOLUTION No. 2:** Need to make necessary amendments to the Memorandum of Association of the Society was unanimously approved by all the Members present and the Executive Director was instructed to start the necessary process.

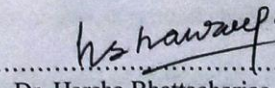
  
.....  
Mr. Satyamrit Kagti  
Chairperson

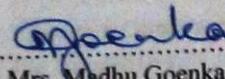
  
.....  
Dr. Aswini Kumar Baruwa  
Vice Chairperson

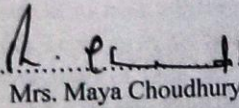
  
.....  
Mr. Arman Ali  
Joint Treasurer

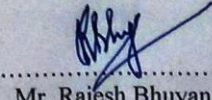
  
.....  
Ms. Anju Talukdar  
Member

  
.....  
Mrs. Kavita Patwary  
Joint Treasurer

  
.....  
Dr. Harsha Bhattacharjee  
Member

  
.....  
Mrs. Madhu Goenka  
Member

  
.....  
Mrs. Maya Choudhury  
Member

  
.....  
Mr. Rajesh Bhuyan  
Member

**EXTRACT OF  
MINUTES OF THE GOVERNING BODY MEETING OF SHISHU SAROTHI  
HELD ON APRIL 23, 2014 AT 1630 HOURS AT SHISHU SAROTHI,  
UNDER THE CHAIRPERSONSHIP OF MR. SATYAMRIT KAGTI  
VIS-À-VIS PERUSAL OF AMENDED DRAFT OF THE MEMORANDUM OF ASSOCIATION**

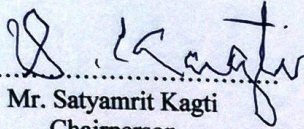
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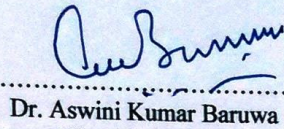
**AGENDA ITEM NO. 4: *Perusal and comments on draft Memorandum of Association***

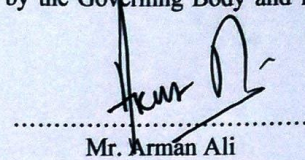
The following points were brought out on perusal of the draft MOA. The Chairperson, Mr. Kagti came out with the following suggestions

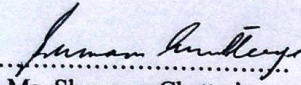
1. Meaning of corpus fund should be changed. It should not only mean money raised by society through whatsoever means possible for the benefit of the Society, but should be understood as the capital of the organization ; the funds generated and kept for the existence and sustenance of the organization. The corpus fund is generally not allowed to be utilized for the attainment of the purposes, but the interest/dividend accrued on such fund can be utilized as well as accumulated.
2. The Chairperson expressed the need of changing the following points in the draft MOA:
  - Professionalizing Governing Body Members Role.
  - Defining Main Objectives of CSE
  - Defining Main Objectives of OSD
3. Section 5(C) of the MOA, “The other objects of the society not included in 4 A and 4 B above” has been discussed as ‘Redundant’ in the meeting.
4. It was also suggested in the meeting that the role of CSE and OSD should be mentioned among the Main Objectives in the MOA.
5. Usage of terms such as “Pooling of Profits” has been pointed out as incorrect, which needs to be changed.
6. With regard to the objects incidental or ancillary to the attainment of the main objects, creating dedicated funds or any other special fund for the improvement, expansion or maintenance of the society is considered as important.
7. The members have decided clause number 12.5.5 as redundant and have also suggested changes in clause numbers 15.18 and 15.19
8. Certain changes were also suggested with regard to Sources of Income, Funds and Utilization.
9. After discussion it was decided to form an Executive sub-committee. This Committee would be empowered to facilitate operations, help to resolve problems, and if necessary, take policy decisions to be ratified by the Governing Body at its next meeting and generally act as an aid to support the Executive Director in discharging his functions as per mandate.  
The Executive sub-committee would consist of : Mr. A.K.Baruwa, Vice – Chairperson, Mrs. Kavita Patowary, Mrs. Madhu Goenka and Mrs. Angira Mimani. All Governing Body Members including the Chairperson would be invited to the sub-committee meetings which they would attend whenever possible.
10. Moreover, the appointment of a Secretary to the Executive Director was also raised. The members noted that there was a dire need for a competent person in this position to efficiently manage the matters of the organization and strengthen it.

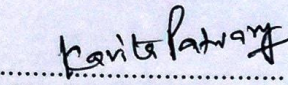
**RESOLUTION No. 4:** Resolved that the draft Memorandum of Association of the Society would be finalized with the necessary changes / additions / alterations as suggested herein above and the finalized MOA would be put up in the Annual General Meeting for ratification by the Governing Body and its formal adoption.

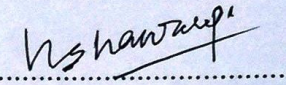
  
.....  
Mr. Satyamrit Kagti  
Chairperson

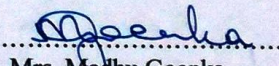
  
.....  
Dr. Aswini Kumar Baruwa  
Vice Chairperson

  
.....  
Mr. Arman Ali  
Joint Treasurer

  
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Ms. Shumone Chatterjee  
Member

  
.....  
Mrs. Kavita Patwary  
Joint Treasurer

  
.....  
Dr. Harsha Bhattacharjee  
Member

  
.....  
Mrs. Madhu Goenka  
Member