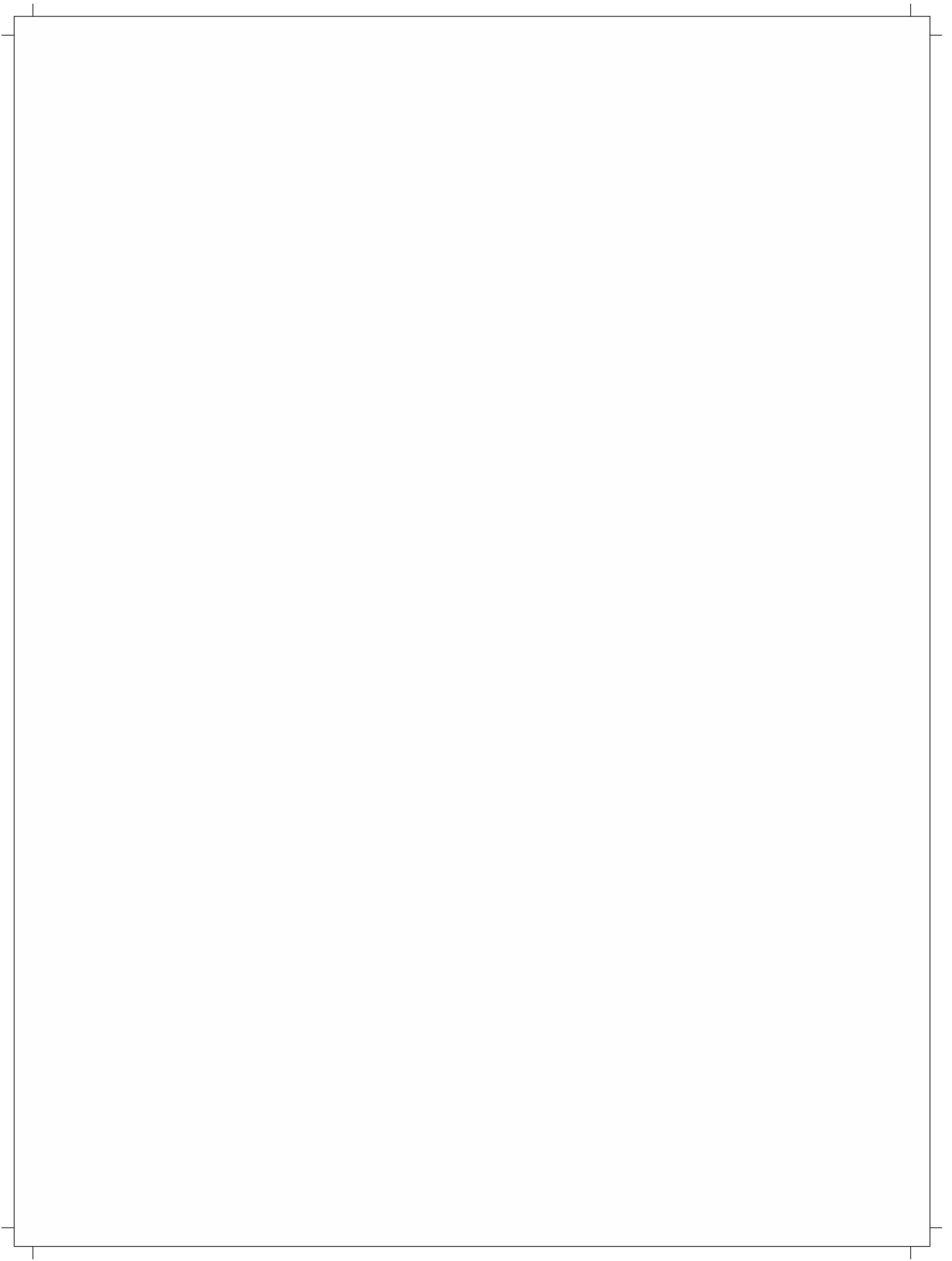




# **Memorandum of Association & Rules and Regulations**

New Delhi

(As amended on 21<sup>st</sup> February, 2023)  
(Registered under the Societies Registration Act XXI of 1860)  
(Punjab Amendment Act, 1957 as extended to the Union Territory of Delhi)



# MEMORANDUM OF ASSOCIATION OF THE INDIAN COUNCIL OF ARBITRATION

(A Society under the Societies Registration Act 1860)

- The name of the Society is “The Indian Council of Arbitration.”
- The office of the Council will be situated in the Union Territory of Delhi,
- The objects for which the Indian Council of Arbitration is established are:
  - (i) To propagate and popularise the idea of arbitration in disputes arising in international and internal trade among business circles and trading parties and encourage the use of arbitration clause in internal and international business and trade contracts;
  - (ii)
    - (a) To arbitrate and/or arrange for arbitration through its constituent members or otherwise in business and trade disputes of internal as well as international character, involving Indian or foreign parties including Governments and Public Sector undertakings and to maintain panels of persons to act as arbitrators;
    - (b) To promote and bring about amicable settlement of disputes arising in the course of internal and international business and trade by conciliation or otherwise;
  - (iii) To ascertain the problems and requirements in respect of arbitration and assess the need for additional facilities and for the purpose of corresponding with different organizations in India and abroad offering international arbitration facilities;
  - (iv) To collaborate with international organizations and foreign arbitral bodies on matters affecting international commercial arbitration and send delegations abroad and invite representatives of such organizations and bodies for the purpose;
  - (v) To disseminate information and educational material concerning arbitration process and laws, rules or procedures, techniques and facilities, international conventions, etc. on arbitration matters;

- (vi) To make a study of and assist in the improvement of legislation on arbitration laws and procedures;
- (vii) To draw up standard arbitration clauses, model rules of arbitration procedure, etc.
- (viii) To study the arbitration rules and procedures of bodies dealing with arbitration in India and suggest ways and means for overcoming any difficulties experienced by the trade;
- (ix) To prepare, print and publish in papers, periodicals, pamphlets, bulletins and brochures, information concerning arbitration facilities existing in India and abroad and other useful material in furtherance of the subject of the Council;
- (x) To conduct research on different aspects of arbitration theory and practice and to publish reviews specializing in the study of problems of arbitration;
- (xi) To appoint trainees or investigators to study in India or abroad problems, methods and techniques in regard to arbitration;
- (xii) To offer facilities for the training of personnel in the techniques of arbitration, offer and arrange for fellowships, furnish experts competent to advise on arbitration legislation and procedures, organise seminars and study groups, on legal and practical problems relating to arbitral legislation and procedures and organise courses and lectures on topical questions concerning arbitration;
- (xiii) To publish arbitral awards and judicial decisions pertaining to arbitration, research data and studies of projects undertaken in India or foreign countries on arbitration matters;
- (xiv) To furnish names of persons; suitable for appointment as arbitrators and publish information concerning fees charged by various arbitration procedures;
- (xv) To promote arbitration service agreements between India and other countries containing a provision for the adoption of joint clauses on arbitral procedures;
- (xvi) To establish and maintain a reference library in pursuance of the objects of the Council with reading and writing rooms and furnish the same with

books, reviews, magazines, newspapers and other publications on arbitration matters;

- (xvii) To convene conferences at such places and such times as may be determined in furtherance of the objects of the Council;
- (xviii) To prepare list of recognised surveyors in collaboration with concerned organizations in India and abroad to facilitate survey and inspection in connection with arbitration;
- (xix) To impose and recover affiliation and other fees and charges for services rendered, to accept any grants, donations and subscriptions whether in cash or securities and of any property either movable or immovable in furtherance of the objects of the Council;
- (xx) To borrow and raise moneys with or without security or on the security of a mortgage, charge or hypothecation or pledge of all or any of the movable immovable properties of the Council or in any other manner whatsoever;
- (xxi) To purchase, taken on lease or otherwise acquire any land or building which may be necessary for carrying out the purposes of the Council;
- (xxii) To sell, lease, exchange, hire and otherwise transfer all or any properties of the Council;
- (xxiii) To undertake and accept the management of any endowment or trust fund having objects similar to the objects of the Council;
- (xxiv) To invest funds or moneys entrusted to the Council in such securities and in such manner as may from time to time be determined by it;
- (xxvi) For the purpose of the Council to draw, accept, make, endorse and discount any promissory notes, bills of exchange, cheques or other negotiable instruments;
- (xxv) To establish a Provident Fund for the benefit of the staff of the Council;
- (xxvii) To make Rules and Regulations and Bye-laws for the conduct of the affairs of the Council and add to, amend, vary or rescind them from time to time, and
- (xxviii) To do such other lawful things as are conducive or incidental to the attainment of the above subjects.

4. The Governing Body of the Council shall be the Body constituted to be the Governing Body under the Rules of the said Council. Until a Governing Body is constituted under the Rules, following shall constitute the Governing Body and manage the affairs of the Council:

<i>Name</i>	<i>Address</i>
1. Shri S.L. Kirloskar	Federation of Indian Chambers of Commerce and Industry Federation House, Bazar Road New Delhi-110001
2. Shri G.L. Bansal	Secretary –General Federation of Indian Chambers of Commerce and Industry Federation House, Bazar Road New Delhi-110001
3. Shri P.A. Narielwala	Director Tata Industries Pvt. Ltd. Bombay House, Bruce Street Bombay -400001
4. Mr. T.R. Crook	Adviser Associated Chambers of Commerce and Industry Marshall House New Delhi-110001
5. Shri B.T. Merchant	Solicitor to the Government of India Ministry of Law New Delhi
6. Shri H.D. Shourie	Director-General Indian Institute of Foreign Trade E-25, Defence Colony New Delhi-110003

7. Shri S. Subramanian                      Chairman  
  Tariff Revision Committee  
  Ministry of Commerce  
  New Delhi

5. The income and property of the Council, however, derived, shall be applied towards the promotion of the objects thereof as set forth in this Memorandum of Association subject nevertheless in respect of the expenditure of grants made by the Central Government to such limitations as that Government may from time to time impose. No portion of the income and property of the Council shall be paid or transferred, directly or indirectly, by way of dividends, bounds or otherwise, by way of profit to any person who at any time are or have been members of the Council or to any of them or to any persons claiming through them or any of them provided that nothing herein contained shall prevent the payment in good faith or remuneration to any member thereof or other persons in return for any service rendered to the Council.
6. If on the winding up or dissolution of the Council there shall remain after the satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Council or any of them but shall be dealt with the manner provided by Sections 13 and 14 of Act XXI of 1860.
7. We, the several persons, members of the Governing Body, whose names and addresses are subscribed hereto are desirous of forming a Society under the Societies Registration Act XXI of 1860 as extended to the Union Territory of Delhi in pursuance of this Memorandum of Association.

<i>Name</i>	<i>Address</i>	<i>Signature</i>
1. Shri S.L. Kirloskar	Federation of Indian Chambers of Commerce and Industry Federation House, Bazar Road New Delhi-110001	(Signed)
2. Shri G.L. Bansal	Secretary –General Federation of Indian Chambers of Commerce and Industry Federation House New Delhi-110001	(Signed)

3. Shri P.A. Narielwala      Director      (Signed)  
Tata Industries Pvt. Ltd.  
Bombay House,  
Bruce Street  
Bombay -400001
4. Mr. T.R. Crook      Adviser      (Signed)  
Associated Chambers of  
Commerce and Industry  
Marshall House, Hanuman Road  
New Delhi-110001
5. Shri B.T. Merchant      Solicitor to the Government      (Signed)  
of India Ministry of Law  
New Delhi
6. Shri H.D. Shourie      Director-General      (Signed)  
Indian Institute of Foreign Trade  
E-25, Defence Colony  
New Delhi-110003
7. Shri S. Subramanian      Chairman      (Signed)  
Tariff Revision Committee  
Ministry of Commerce

Witnesses:

(1) Shri N. Krishnamurthi  
Deputy Secretary  
Federation of Indian Chambers of Commerce  
and Industry Federation House, Bazar Road  
New Delhi-110001

(2) Shri M.L. Gupta      (Signed)  
Under Secretary Ministry of Commerce  
New Delhi

Dated: 31st day of March, 1965.



# **RULES AND REGULATIONS OF THE INDIAN COUNCIL OF ARBITRATION**

## **DEFINITIONS**

1. In these Rules:
  - (a) "Council" means the Indian Council of Arbitration.
  - (b) "Governing Body" means the body which under these rules is constituted to be the Governing Body of the Council.
  - (c) "President" Means the President of the Council.
  - (d) "Government" means the Government of India.
  - (e) "Year" means the year commencing on the 1st of April and ending on the 31st day of March next.

## **MEMBERS AND SUBSCRIPTION**

2. There shall be the following classes of Members:
  - (a) Foundation Members,
  - (b) Ordinary Members,
  - (c) Associate Members,
  - (d) Individual Members, and
  - (e) Honorary Members.
3. Foundation Members shall consist of the following bodies:
  - (a) The Government of India which shall nominate five representatives on the Council.
  - (b) The Federation of Indian Chambers of Commerce and Industry which shall nominate three representatives on the Council.
  - (c) Associated Chambers of Commerce and Industry of India which shall nominate one representative on the Council.

- (d) Any organization in India providing facilities for commercial arbitration in international trade disputes, which has applied for and been admitted by the Governing Body as a Foundation Member.

Each Foundation Member other than the Government of India, the Federation of Indian Chambers of Commerce and Industry and the Associated Chambers of Commerce and Industry of India, shall pay a subscription of Rs. 10,000/- per annum. The Federation of Indian Chambers of Commerce and Industry and Associated Chambers of Commerce and Industry of India shall pay a subscription of Rs. 10,000/- in respect representative it is entitled to nominate on the Council under Rule 3(b) and (c) respectively. The Govt. of India shall be exempt from payment of subscription.

New Member shall also pay one time admission fee of Rs.1,000/-

4. Ordinary Members shall be any Export Promotion Council, Commodity Board, Chamber of Commerce, Trade Association, Export-Import Organization or other similar organization which has applied for and been admitted by the Governing Body as an Ordinary Member of the Council.

Each Ordinary member shall pay a subscription of Rs.5,000/- per annum.

New Members shall also pay one time admission fee of Rs.1,000/-

5. Associate Members shall be any export-import house, company, firm interested in the aims and objects of the Council which has applied for and been admitted by the Governing Body as an Associate Member of the Council.

Each Associate Member shall also pay a subscription of Rs.5,000/- per annum.

New Members shall also pay one time admission fee of Rs.1,000/-

Export-Import house, company or firm established abroad may join as Permanent Associate Member only by paying the subscription of U.S. Dollars 3,000 and one time admission fee of U.S. Dollars 200.

6. Individual Members shall be individuals experienced and/or interested in arbitration matters who have applied for and have been admitted as Individual Member of the Council.

Each Individual Member shall pay a subscription of Rs.2,500/- per annum.

New Members shall also pay one time admission fee of Rs.500/-

Individual residing abroad may join as Life Individual Member only by paying the subscription of U.S. Dollars 1,500 and one time admission fee of U.S. Dollars 250.

7. (i) An organization applying for Foundation, Ordinary or Associate Membership may pay a lumpsum subscription equal to 12 (twelve) times of annual subscription payable at the time of application and become Permanent Foundation, Ordinary or Associate Member instead of paying the subscription annually.
- (ii) A person below the age of 60 years applying for Individual Membership may pay a lumpsum subscription equal to 12 times of the annual subscription payable at the time of applications and become Individual Life Member instead of paying the subscription annually.

Provided that individuals of above 60 years of age will have to pay 6 times the annual subscription to become Individual Life Members of the Council, as above.

New Life Individual Members shall also pay one time admission fee of Rs.500/-.

(iii) The lumpsum subscription paid by Permanent /Life Members will not be refundable in any circumstances including death or termination from Membership. Permanent/Life Members will be governed by the same Rules and Regulations regarding termination of membership and voting rights as the category, i.e., Foundation, Ordinary, Associate or Individual Membership, to which they belong.

8. Honorary Members shall be those individuals who are distinguished in the field or arbitration or who are interested in the aims and objects of the Council and are co-opted as Honorary Members of the Council by the Governing Body.

Honorary Members shall be exempt from payment of subscription.

9. The subscription shall be payable by members before the expiry of two months, from the commencement of the year to which it relates, provided that in the case of admission to membership of the Council in the course of a year, the subscription for that year shall be payable by the member within a period of one month from the date of the decision of the Governing Body admitting to such membership. Provided further, that in the case of any member admitted to the membership of the Council in the second half of any year, the subscription

payable for that year shall be one-half of the subscription payable otherwise by it for a financial year.

### **TERMINATION OF MEMBERSHIP**

10. Except as hereinafter provided, a firm shall not cease to be a member by reason only for a change in the constitution of the firm occasioned by the admission, retirement or death of a partner, provided the business of the firm continued in the name in which such firm was admitted as a member.
11. A Member shall cease to be member on the happening of any of the following events namely:
  - (a) on his death or on its/his resignation being accepted by the Governing Body.
  - (b) if any member fails to pay the subscription within the time prescribed under Rule 9 herein above, the Director General/the Executive Director/Secretary or such other officer as may be appointed, shall issue a notice to such defaulting member calling upon him to pay the subscription within a period of one month from the date of such notice and in the event no such subscription is received, a last reminder notice shall be issued to such defaulting member to pay the subscription within a period of 15 days from the date of such notice and inspite of the two notices, if payment of subscription is not received within the time prescribed therein, the membership of such member shall automatically cease.
  - (c) on the Governing Body finding by a majority of not less than one third of its members present and voting that the member has ceased to possess the qualifications for membership.
  - (d) on a general meeting of the Council finding by a majority of not less than one third of its members present and voting that the continuance of the member as a member is prejudicial to the interests of the Council.

### **AUTHORITIES OF THE COUNCIL**

12. The following shall be the authorities of the Council;
  - (a) The Council
  - (b) The Governing Body
  - (c) Such other authorities as may be constituted by the Council or the Governing Body.

13. The President of the Council will be elected every year by the Governing Body of the Council from among the nominees of the Federation of the Indian Chambers of Commerce & Industry on the Governing Body, at the meeting of the Governing Body preceding the Annual Meeting.
14. If a vacancy occurs in the office of the President on account of resignation, death or otherwise, the Governing Body shall elect a President for the residue of his term from among the nominees of the Federation of Indian Chambers of Commerce & Industry on the Governing Body.
15. Where a Foundation Member is entitled to nominate any representative on the Council, such member shall have the power to change the representative from time to time.

#### **GOVERNING BODY**

16. The Governing Body of the Council shall consist of and be constituted as follows:
  - (a) The President of the Council.
  - (b) Director-General of the Council.
  - (c) Three members nominated by the Government from among its five representatives nominated by it on the Council.
  - (d) Two members nominated by the Federation of Indian Chambers of Commerce & Industry from among the three representatives nominated by it on the Council.
  - (e) One member nominated by the Associated Chambers of Commerce and Industry of India being its representative on the Council.
  - (f) Such number of members as are elected by the Foundation. Ordinary, Associate and Individual members of the Council as provided in Rule 16A, below.
  - (g) Upto three members co-opted by the Governing Body as members thereof.

#### **16-A. *Foundation Members***

Foundation members shall be entitled to elect one person to the Governing Body for every five of the Foundation members on the rolls as on 15th May of the year provided that the maximum number of representatives shall be limited to four;

The Foundation members entitled to elect representatives on the Governing Body shall be those other than the representatives of the Government, the Federation of Indian Chambers of Commerce and Industry and the Associated Chambers of Commerce and Industry of India.

*Ordinary Members*

Ordinary members shall be entitled to elect one person to the Governing Body for every six of the Ordinary members on the rolls as on 15th May of the year provided that the maximum number of representatives shall be limited to six.

*Associate Members*

Associate Members shall be entitled to elect one person to the Governing Body for every twenty of the Associate members on the rolls as on 15th May of the year provided that the maximum number of representatives shall be limited to ten.

*Individual Members*

Individual members shall be entitled to elect one person to the Governing Body for every fifty of the individual members on the rolls as on 15th May of the year provided that the maximum number of representatives shall be limited to four.

- 16-B. After the conclusion of every annual general meeting, the then members of the Governing Body shall have power to co-opt three persons as members of the Governing Body as mentioned in Rule-16.
- 16-C. The term of office of the members of the Governing Body as constituted under these Rules, except of co-opted members whose terms shall be for a period of one year, shall be for a period of three years subject to the retirement of the elected members at the end of year in the manner hereinafter provided.
- 16-D. At the annual general meeting held after 1st April, 1980, one third of the members of each of the Foundation, Ordinary, Associate and Individual Members' Constituencies shall retire according to the Rule that those who have been in office for a longer period shall retire and the vacancies so created in the Foundation, Ordinary, Associate and Individual Members' Constituencies shall be filled by elections as hereinafter provided. In computing the one-third of the members liable to retirement fractions shall be ignored.

- 16-E. When two or more than two members have held office for the same period, the member/members who will retire shall be determined by lots drawn by the President. As from the next succeeding annual general meeting the same course of rotation as stated above shall be followed in the subsequent years.

The members retiring under the above provisions shall be eligible for re-election. If the number of valid nominations received for election to the Governing Body in the Foundation, Ordinary, Associate and Individual Members' Constituencies is less than the vacancies the persons so nominated shall be declared elected to the Governing Body uncontested. The remaining vacancies in such a constituency will be filled by the Governing Body.

- 16-F The member entitled to stand for election or to nominate persons for election to the Governing Body and to vote in the election of representatives on the Governing Body shall be those who are on the rolls of membership as on 15th May of the financial year and have paid the subscription for that year. Including arrears, if any, on or before the 15th May of that year.
- 16-G The persons who have attained the age of more than 80 years shall not be considered to be the members of the Governing Body of the Council. In case, a person who attains the age of 80 years in the middle of a term, such a person will continue as a Governing Body member till the expiry of his/her term.
17. The election of the members of the Governing Body shall be conducted by postal ballot in accordance with the Bye-laws for Election framed for the purpose.
18. A member of the Governing Body shall cease to be its member on his death or on his resignation being accepted or on his becoming of unsound mind, insolvent or being convicted of a criminal offence involving moral turpitude. If such a member is a nominated member, the vacancy so caused may be filled by the nominated body. If such a member is an elected member, the vacancy so caused shall be filled up election for the normal term as per Rule 16C. If such a member is co-opted member, the Governing Body may co-opt any other person in his place for the residue of the term.
19. The Governing Body shall function notwithstanding any defect in the appointment, nomination, co-option or election of any member, and no act or proceeding of the Governing Body shall be invalidated or nullified merely

by reason of the existence of any vacancy therein of any defect in the appointment, nomination, co-option or election of any member.

### **POWERS OF THE COUNCIL AND GOVERNING BODY**

20. (i) The Council shall be the Supreme Authority empowered to take all measures necessary for the attainment of the objects specified in the Memorandum of Association
- (ii) Subject to the supervision and control of the Council, the Governing Body shall have the management of the affairs and funds of the Council and shall have the authority to exercise all the powers of the Council excepting those otherwise specifically reserved for itself by the Council.
- (iii) The President of the Council shall appoint the Director General of the Council.
- (iv) The Director General shall appoint an Executive Director/Secretary or such other officer to perform the function to be performed by the Executive Director/Secretary under these Rules & Regulations. The Executive Director/Secretary or such other officer as may be appointed for the purpose shall maintain a record of the minutes of the meetings of the Council and the Governing Body and shall perform the duties otherwise directed to be performed by the Executive Director/Secretary and all such other duties as may from time to time be entrusted to him by the Director General.
21. The annual general meeting of the Council shall be held within six months of the close of the financial year on such date and such time and place as may be determined by the President.
22. The business of the annual general meetings shall be:
- (a) To consider the annual report and statement of accounts submitted by the Governing Body.
- (b) To announce the name of the President elected by the Governing Body as per Rule 13 and the names of the members of the Governing Body of the Council elected under the Bye-Laws for Election.
- (c) To appoint the auditors of the Council and fix their remuneration.
- (d) To transact such other business as may be brought before the meeting with permission of the person presiding.



23. At every general meeting, Foundation, Ordinary or Associate Member shall be entitled to nominate such number of delegates as may be determined by the Governing Body from time to time to attend the meeting. For the purpose of voting, each member shall indicate in its/his nomination of the delegates the priority in which delegates among themselves will have the right to record the votes on behalf the member. If a person other than the first in the order of priority in which the delegates will have the right to vote wants to exercise the vote, he/it shall declare in writing that the persons higher up in priority will not be voting. The Government of India, the Federation of Indian Chambers of Commerce and Industry and the Associated Chambers of Commerce and Industry shall be entitled to appoint one or more delegates as may be prescribed by the Governing Body in respect of each of the representatives they are entitled to nominate on the Council. For the purpose of voting the member concerned shall indicate the name of the person who will exercise the vote on its behalf.
24. (i) For the purpose of election of office bearers and members of the Governing Body or for voting on an amendment of the Memorandum of Association and/or Rules & Regulations or any other question put before the General meeting, every Foundation Member other than the Government of India, the Federation of Indian Chambers of Commerce and Industry and the Associated Chambers of Commerce & Industry & India, Ordinary and Associate Member shall have one vote. For the purpose of election of office bearers or for voting on an amendment of the Memorandum of Association and/or Rules & Regulations or any other question put before the general meeting, the Government of India, the Federation of Indian Chambers of Commerce and Industry and the Associated Chambers of Commerce and Industry of India shall have one vote in respect of each representative they are entitled to nominate on the Council.
- (ii) Individual Members shall not have any voting rights in respect of any matter except for the purpose of electing their representatives on the Governing Body of the Council. For the purpose of electing representative to the Governing Body, each individual member shall have one vote.
- (iii) Honorary members shall not be entitled to vote on any matter at any meeting of the Council.
25. The Governing Body shall meet at least once in six months. The meeting of the Governing Body shall be convened by the President by notice issued under hand of the Executive Director/Secretary or such other officer as may be appointed.

26. An Extraordinary General Meeting of the Council may be convened by the President of his own accord or on the requisition of one fifth of the members entitled to vote specifying the subject matter to be considered. On receipt of such requisition, the President shall cause a meeting to be convened within two months of the receipt of the requisition at such place and time as he may fix to consider only the subject so specified, If the President fails to call a meeting as aforesaid, the majority of the requisitionists may call a meeting within one month from the expiry of the period of two months provided above.
27. The Annual General Meeting of the Council will be convened by the President by notice issued under the hand of Executive Director/Secretary or such other person authorized for the purpose.
- Every notice calling a meeting of the Council or Governing Body shall state the date, time and place at which such meeting will be held and shall be served upon every member of the Council or the Governing Body not less than seven clear days before the day appointed for the meeting, provided that the accidental omission to give notice or the non-receipt of notice by any member shall not invalidate the proceedings at the meeting.
28. The Governing Body shall elect one Senior Vice-President and one Vice-President from among its members, to assist the President in carrying out his duties and responsibilities as President of the Council. The term of office of the Senior Vice-President and Vice-president shall end at the next following Annual General Meeting of the Council. The Senior Vice-President and Vice-President shall perform such functions as are assigned to them by the President.
29. The President shall preside at all meetings of the Council and of the Governing Body and in his absence, the Senior Vice-President shall so preside. In the absence of the President and Senior Vice-President, the Vice-President shall preside at the meeting. In the absence of the President/Senior Vice-President and Vice-President, the members present shall elect a person to preside at the meeting.
30. Such number of members present and entitled to cast one-tenth of the total number of votes of all members entitled to vote or ten members whichever is less shall constitute the quorum for an Ordinary General Meeting of the Council. The Quorum for an Extra-Ordinary General Meeting of the Council shall be such number of members present and entitled to cast one-tenth of the votes or fifteen members whichever is less. The quorum for a meeting of the Governing Body

shall be one-sixth of its members. Any fraction contained in the one-tenth, one-fifth or one-sixth as the case may be, shall be rounded of as one. If the quorum is not present, the President or the person presiding as the case may be, shall adjourn the meeting to the same day in the next week, at the same time and place, or to such other day and at such other time and place as he may decide on the basis of the same agenda. Such adjourned meeting will not require to have the prescribed quorum.

31. The President shall have power to invite any other person to attend meetings of the Council and the Governing Body, but such other person shall not be entitled to vote at the meeting.
32. All disputed questions at the meetings of the Council and the Governing Body shall be determined by majority of votes. In the case of an equality of votes, the person presiding shall have a second or casting vote.
33. Any business which may be necessary for the Council or the Governing Body to transact except such as has to be placed before the Annual General Meeting of the Council or relates to framing, amendment and repeal of bye-laws, may be carried out by circulation among all the members of the Council or the Governing Body respectively, and approval, by a majority of members entitled to vote at general meeting of the Council or at a meeting of the Governing Body respectively signing shall be as effective and binding as if such resolution had been passed at the meeting of the Council or the Governing Body as the case may be provided that at least the number of members constituting the quorum of the Council or the Governing Body as the case may be record their views on the resolution

#### **BYE-LAWS OF THE COUNCIL**

34. The Council shall have power to frame, amend or repeal any Rules or Bye-laws for the furtherance of its objects, and in particular to provide for matters relating to the appointment, removal and resignation of the office holders of the Council and the members of the Governing Body.
35. The Governing Body shall, subject to the provisions of Rule 34, have power to frame, amend or repeal and Bye-laws for the furtherance of its objects and in particular to provide for the following matters.
  - (i) The preparation and submission of budget estimates, the sanction of expenditure, making and sale of alternations of investments and accounts and audit;

- (ii) Conduct of business of committees and sub-committees as may be constituted from time to time determining the powers and functions of such committees and sub-committees, their constitution and the terms of office of the members; and
- (iii) Such other matters as may be necessary for the administration of the affairs of the Council.

#### **APPOINTMENT OF COMMITTEES**

- 36. The Council or the Governing Body may by resolution appoint any committees, advisory bodies or sub-committees and appoint any persons thereto and delegate to them such powers as it may consider necessary and lay down the rules for the functioning of the committees, advisory bodies and sub-committees.
- 37. The Council or the Governing Body may constitute a committee to appoint panels of arbitrators composed of persons both of Indian and foreign origin who are qualified and competent to act as arbitrators.

#### **DELEGATION OF POWERS**

- 38. The Council or the Governing Body may by resolution delegate to the President/Director General/the Executive Director/Secretary or such other officer as may be appointed and any other officer of the Council, such of its powers for the conduct of the affairs of the Council as may be considered necessary.

#### **ENDOWMENTS AND GIFTS**

- 39. The Council and the Governing Body shall have powers to enter into arrangements with the public or private organizations, individuals or the Governments for securing and accepting endowments, grant-in-aid, donations or gifts to the Council on mutually agreed terms and conditions provided that the conditions to such grant-in-aid or donation of gift, if any, shall not be inconsistent or in conflict with the nature or objects of the Council.
- 40. The Council and the Governing Body shall have the powers to take over and acquire by purchase, gift or otherwise from Government and to other public or private individuals or organizations willing to transfer the same' immovable properties, endowments, or funds, together with any attendant obligations and engagements not inconsistent with the objects of the Council.

## **FUNDS OF THE COUNCIL AND ACCOUNTS**

41. The funds of the Council shall consist of the following:
- (i) Fees and subscription collected by the Council.
  - (ii) Donations, grants, contributions and income from other sources.
  - (iii) Income from Investments.
42. The Governing Body shall have power to authorize any officer or officers to operate upon the accounts of the Council.
43. The Governing Body shall maintain proper accounts and other relevant records and prepare an annual statement of accounts including the balance sheet in such form as may be prescribed by the Council.
44. The accounts of the Council shall be audited annually by auditors appointed for the purpose by the Council or the Governing Body and any expenditure incurred in connection with the audit of accounts of the Council shall be payable by the Council. The Auditors shall have the right to demand production of books, accounts, connected vouchers and other documents and papers. The nature of audit to be applied and the detailed arrangements to be made in regard to the form of accounts and their maintenance and the presentation of the accounts may be prescribed by Bye-laws.

## **CONTRACTS**

45. All contracts shall be executed on behalf of the Council by the Director General/the Executive Director/Secretary or such other officer as may be appointed.

## **GENERAL**

46. No act or proceeding of the Council or the Governing Body shall be deemed to be invalid by reason merely of any deficiency in or any defect in the constitution of the Council or the Governing Body as the case may be.
47. The Council may sue or be sued in the name of the Director General/the Executive Director/Secretary or such other officer as may be appointed.

## **SERVICE OF NOTICES**

48. (i) A notice may be served upon any member of the Council either personally or through post in communication addressed to such members at the address mentioned in the roll of members.

- (ii) Any notice so sent by post shall be deemed to have been delivered within such time as is ordinary taken by the post office, and in proving such delivery it shall be sufficient to prove that the cover containing such notice was properly addressed and stamped and put into the Post Office.

#### **ALTERATION OF THE RULES & ALTERATION**

#### **OR EXTENSION OF THE OBJECTS OF THE COUNCIL**

49. (i) The objects for which the Council has been established may be altered or extended as provided in the Societies Registration Act, 1860.
- (ii) The Rules of the Council may be altered at any time by a Resolution passed by not less than two thirds of the total number of members entitled to vote present and voting at a meeting of the Council which shall have convened for the purpose.

We, the several persons whose names and addresses are subscribed hereto, being members of the Governing Body of the Council, certify the above to be correct copy of the Rules and Regulations of the said Council.

Signed by:

1. Shri S.L. Kirloskar
2. Shri G.L. Bansal
3. Shri P.A. Narielwala
4. Mr. T.R. Crook
5. Shri B.T. Merchant
6. Shri H.D. Shourie
7. Shri S. Subramanian

Dated: 31st Day of March, 1965.



