

**MEMORANDUM OF ASSOCIATION
AND
RULES AND REGULATIONS
OF
INTERNATIONAL INSTITUTE OF INFORMATION TECHNOLOGY,
BANGALORE (IIIT-B)**

MEMORANDUM OF ASSOCIATION OF INTERNATIONAL INSTITUTE OF INFORMATION TECHNOLOGY, BANGALORE.

I. The name of the Society shall be 'INTERNATIONAL INSTITUTE OF INFORMATION TECHNOLOGY' (IIIT-B)

II REGISTERED OFFICE

The registered Office of the society shall be situated in the premises of IIIT-B, 26/C Electronics City, Hosur Road, Bangalore 560 100.

III. OBJECTS

The aims and objects for which the Society is established are:

- a. To become a globally recognized, specialized institution of higher learning in Information Technology (IT) and establish Bangalore as a global center of excellence in the IT industry by training engineering graduates from Universities selected on the basis of a merit based competitive examination to make them suitable to meet the needs of the IT industry.
- b. To become the primary institution which would set the standards for IT education for the educational institutions in Karnataka.
- c. To offer Masters and Doctoral programs to engineering graduates.
- d. To carryout Research and Development activities in fields such as soft ware engineering, software project management, Quality and other related areas, both on its own account and on sponsorship basis for the Indian and global IT industry.
- e. To undertake short term training programs upgrade the skills of engineers already working in the software industry.
- f. To offer consultancy and guidance to the state of Karnataka in its drive to computerize its activities of the state, to train personnel involved in such activities and to formulate various policies, schemes and projects.
- g. To act as an effective interface between the industry, and the academic, scientific institutions with a view to cultivate new innovative technologies, developing Intellectual Property, aid in patent registration and assisting in their commercialization.

- h. To conduct conferences, seminars, demonstrations, exhibitions etc. with a view to the disseminating the knowledge and techniques perfected by the institution.
- i. To establish and disseminate quality standards for the industry and assist the industry and Government in conducting Quality Audits.
- j. To cooperate with educational or other institutions in any part of the world with objects wholly or partly similar to those of the society in a manner conducive to establishing mutually beneficial relationships.
- k. To collect, disseminate, edit, print publish scientific data I areas of interest to the society, establish, promote and support documentation centers and libraries, organize and conduct seminars, symposia, lectures, meeting, conference and exhibitions, in India.
- l. To print, publish, circulate or exhibit books papers, pamphlets, periodicals, brochures or other literature in areas of interest to the Society or relating to all or any of the objects of the Society and to adopt such means of making known the activities of the Society or its results as may seem expedient and in particular by publication of books and periodicals and also by granting prizes, rewards and donations.
- m. To do all acts, matters, and thing as are incidental or conducive to the attainment of the above objects of any one or more of them.

IV. GOVERNING BODY:

The names, address, occupation and designations of the present members of the Governing Board to whom the management of the affairs of the Society is entrusted are as follows:

Sl. No.	Name	Address	Occupation	Designation in relation to the Society
1.	Sri. N. Viswanathan IAS	Commerce & Indu. Dept., GOK, Bangalore 01	Principal Secretary to Government	Chairman,
2	Sri. B.K. Das IAS	KSIIDC, Cunningham Rd, Bangalore 560052	Chairman & Managing Director,	Member Governing Board
3.	Sri. Sanjay Das Gupta IAS	IT Dept. Govt. of Karnataka	Secretary to Government	Member Governing Board
	Sri. Som Mittal	Cmpaq Computers Asia Pvt. Ltd. 17, Dupare Trinity M.G . Road Bangalore 560001	Managing Director	Member Governing Board

5.	Sri. N.R. Narayana Murthy	Infosys Technologies Limited Hosur Rd., Electronics City, Bangalore 560100	Chairman & Managing Director	Member Governing Board
6.	Sri Dewang Mehta	NASSCOM 109,Hotel Ashok, Chanakyapuri , New Delhi 110021	Executive Director	Member Governing Board
7.	Dr. B.V. Naidu	Software Technology Parks of India, Blocks III, KSIIDC Complex, Keonics, Electronics City, Hosur Road Bangalore 560100	Director	Member Governing Board
8	Prof. Goverdhan Mehta	Indian Institute of Science, Bangalore-560012.	Professor& Director	Member Governing Board
9	Prof. M.R. Rao	Indian Institute of Management, Bannerghatta Rd, Bangalore- 560076.	Professor& Director	Member Governing Board

V. The income and property of the Society however, derived, shall be applied towards the promotion of the objects thereof as set forth as set forth in this Memorandum of Association, subject nevertheless in respect of the expenditure of grants made by the Central Government or State Government to such limitation as the Government/s may from time to time impose. No portion of the income and property of the Society shall be paid or transferred, directly or indirectly by way of dividends, bonus or otherwise, however, by way of profits to any persons who at any time are or have been members of the Society or any of them or to any person 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 person in return of any service, rendered to the Society.

VI. All communications may be sent by the Registrar to Sri B.K. Das Member, Governing Board at the registered office of the Society at IIIT-B, 26/C Electronics City, Hosur Road, Bangalore 560 100.

We, the several persons, whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a Society under the Karnataka Societies Registration Act, 1960, in pursuance of the Memorandum of Association.

Sl. No	Name & Address of the Subscriber	Description	Occupation & Age	Signature of the Subscriber
1	Sri N. Vishwanathan S/O N.P.R Nalgamu Chettiar 347, M.S. Buildings, Dr. Ambedkar Veedhi, Bangalore.	Chairman Governing Board	Principal Secretary to Govrt. Commerce & Industries Dept. 56 years.	Sd/-
2	Sri B.K. Das IAS S/O Jaganath Das3365, 13 th Main Road, HAL II Stage, Bangalore 560008	Member Governing Board	CMD, KSIIDC 51 Years	Sd/-
3	Sri Sanjoy Das Gupta, S/O Anuradha Gupta, Keonics, Race Course Road, Bangalore	Member Governing Board	Secretary (IT) 43 Years	Sd/-
4	Sri Som Mittal S/O Mr. G.D. Mital, 1079/4, 13 th 'A' Main HAL II Stage Bangalore	Member Governing Board	MD Compaq India 43 Years	Sd/-
5	Sri N.R. Narayana Murthy, S/o Late N. Rama Rao, Infosys Technologies Ltd. Electronics City, Bangalore	Member Governing Board	CMD , Infosys 52 Years	Sd/-

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a Society under the Karnataka Societies Registration Act, 1960, in pursuance of the Memorandum of Association.

6	Sri Dewang Mehta S/o Late P.J. Mehta NASSCOM, 109 Ashok Hotel Chanakyapuri New Delhi 21	Member Governing Board	Executive Director NASSCOM 38 Years	Sd/-
7	Dr. B.V. Naidu S/o Prabhakar Rao Director Software Technology Parks of India Bangalore	Member Governing Board	Director STPI 38 Years	Sd/-
8	G. Mehta Director, IISc, Bangalore	Member Governing Board	Director 55 Years	Sd/-
9	M. Ram Mohan Rao S/o M. Surya Rao Indian Institute of Management Bannerghatta Rd. Bangalore 76	Member Governing Board	Director IIMB 57 Years	Sd/-

WITNESSES:

1.	G.L. Jere S/o L.K. Jere KSIIDC Ltd. 36, Cunningham Rd. Bangalore 560052	General Manger (i/c)	45 Years	Sd/-
2	Dr. V.S. Somnath S/o Late Sri V.R. Sambandam KSIIDC, Bangalore 52	Asst. General Manager	42 Years	Sd/-

RULES AND REGULATIONS OF INTERNATIONAL INSTITUTE OF INFORMATION TECHNOLOGY, BANGALORE (IIIT-B)

I. PRELIMINARY:

Name 1.1. The name of the Society in International Institute of Information Technology , Bangalore

Registered Office

1.2.The Registered Office of the Society shall be situated in the premises of IIIT-B, 26/C Electronics City, Hosur Road, Bangalore 560 100.

II. DEFINITIONS

Definitions

- In these Regulations, unless the context otherwise requires
- 2.14 'Act' means The Karnataka Societies Registration Act, 1960, and shall include any subsequent additions or modifications thereto from time to time.
 - 2.15 'Alter' and Alteration' shall include the making of additions and alterations.
 - 2.16 'Chief Executive Officer' means an officer appointed by the Governing Body as a Chief Executive Officer.
 - 2.17 'Funds' means and include all investments and funds and properties, movable and immovable, belonging to the Society and vested in the Governing Body.
 - 2.18 'Governing Body' shall have the same meaning as in Section 2(a) of the Act.
 - 2.19 'Member' means any individual organization including corporates, societies, institutions, government agencies, national and /or international, who, having been admitted as member of the Society, according to the rules and regulations of the Society, shall have paid a subscription or shall have signed the roll or list of members thereof and shall not have resigned in accordance with such rules and regulations, but in all proceedings the Act, no organization shall be entitled to use or be counted as a member whose subscription at the time shall have been in arrears for a period exceeding three months.
 - 2.20 'Prescribed' means prescribed under these regulations.
 - 2.21 'Regulation' means regulations framed pursuant to the Acts and
Rules
 - 2.22 'Secretary' means an officer appointed by the Governing Body as a
Secretary
 - 2.23 Society means INTERNATIONAL INSTITUTE OF

INFORMATION TECHNOLOGY, BANGALORE (IIIT-B)

- 2.24 'Year' means the year ending 31st March.
- 2.25 Words imparting the singular number shall also includes the plural number and vice-versa.
- 2.26 Words imparting the masculine gender shall include the feminine gender ad vice-versa.

III. CONTROL/UTILISATION OF FUNDS:

Funds 3.1. (a) The properties and funds of the Society shall be under the control of the Governing Body and the same or such part thereof as the Governing Body may direct shall be vested and held in the name of Society or in the name of such person or person (including a corporation) whether members of the Society or not, as may be, at the discretion of the Governing Body, No part of the funds shall be sold, assigned transferred, conveyed or otherwise disposed of without the authority of the Governing Body.

3.2. Funds may be raised by the Society by all or any of the following ways:

- g) Admission fee.
- h) Annual Subscription or any special levy
- i) Endowments,
- j) Donations, grant, gifts,
- k) Loans
- l) Aid form the Companies, State or Central Government , and their agencies/department, international agencies subject to the provision of the Act and Rules.

IV. MEMBERSHIP

Who may become members 4.1. Any individual or organization including corporates, Societies, government agencies, institutions, national and /or international, which has a director or indirect interest in the aims and objects of the Society and desiring to become a member of the Society must:

- g) Make a written application for membership for approval by the Governing Body.
- h) Pay a joining fee or such other amounts as may be determined by the Society form time to time.
- i) Pay such subscription or special levy as may be determined by the Society to be payable by members from time to time.
- j) Agree to obey and observe the Regulation of the Society.

Provided that the Institutional Members and Individual members who are invited to join the society need not apply, nor they will be required to pay any fee

Discretion

To Refuse Provided that the Governing Body shall have the absolute discretion to

decide as to who shall be admitted to the membership of the Society. The Governing Body need not give any reasons for non-acceptance of any person or organization as a member of the Society. It shall not be necessary for a member of the Governing Body to be a member of the Society.

Disqualification 4.2. No individual or organization shall be eligible for admission as a member of the Society, if he/it has applied to be adjudicated as an insolvent or is an undischarged insolvent or has been ordered to be wound up or has been convicted of any offence involving moral turpitude.

4.3. Applications for joint membership will be allowed by the Society.

Admission Fee 4.4. a) Subject to clause V below, every members shall pay as Admission Fee for Admission and for annual subscription such sum or sums as the Governing Body may determine from time to time. Every member shall also pay such amount as and by way of special levy or contribution as the Governing Body may determine from time to time. The Governing Body may determine the mode of payment and the time within which payment of such subscription and special levy shall be made by the Members.

b) If a member fails to pay to his joining fee, subscription or special levy, for a period of three months from the date when the same has become due, the Governing Body shall be entitled to declare that the member has ceased to be a member of the society and the member shall thereupon cease to be a member of the Society.

Provided that this shall not preclude the right of the Society to take proceeding against the member for recovery of its dues.

Provided further that the Governing Body may, in their absolute discretion, annual such declaration and re-admit the member, on paying the dues the Society.

Cessation of Membership 4.5. The membership of the Society shall cease

- e) on resignation or removal
- f) on expulsion
- g) On a member being adjudicated an insolvent or ordered to be wound up.
- h) On incurring any disqualification under the provision of the Act or these Regulations.

Expulsion of Member 4.6 The Society may, by resolution passed by a majority of the Governing Body, expel a member on any of the following grounds.

- d) If the member is a persistent defaulter,

- e) If the member acts in a manner which is detrimental to the interest or proper working of the Society or which beings disrepute to the Society.
- f) If the member is convicted of any criminal offence, which sentence has not been reversed pr set aside on appeal, if any.

Provided that no such resolution shall be valid, unless the member concerned has been given an opportunity of representing its case to the Governing Body.

4.7. A member who has been expelled under clause (a) or Regulation11 shall, not be eligible for re-admission as a member of the Society for a period of one year from the date such expulsion becomes effective.

4.8. a) The liability of the member of the Society shall be limited to the periodic subscription/ special levies (if any) payable by the member.

- c) The liability of the past member for the dues of the Society as they exist at the time when he ceased to be member shall continue for a period of two years from the date of cessation of membership.

4.9. The Society shall cause to be kept a Register of members and enter therein the following particulars.

- e) Name, Address and activities of each member
- f) The date on which each organization was admitted as a member
- g) The date on which the organization ceased to be a member
- h) Such other particulars a may be prescribed.

Beneficiaries of the Society 4.10. The benefits of the Society shall be open to all.

V. CLASSES OF MEMBERS:

There shall be the following classes of members of the Society.

5.1 FOUNDER MEMBERS:

The Subscribers to the Memorandum of Association shall be the Founder Member of the Society and they shall be treated as life members. The Founder Members will not be required to pay annual subscription.

5.2 PATRON MEMBERS:

Bodies, Corporate who are engaged in I.T./related Industry and who make an initial contribution of Rs. 100. lakhs each shall be the Patron Members. This Rs 100.00 Lakh may be paid either in one or more instalments (max four). The Patron Members will not be required to pay any annual subscription fee.

5.3 INDUSTRY MEMBERS:

Bodies, Corporate who are engaged in I.T./related Industry shall be eligible to be admitted as Industry Members. The fees payable by the Industry Members shall be Rs 25.00 Lakh which can be paid either in one or more instalments (max

four).The Governing Body shall be entitled to revise the Industry Members fees from time to time.

5.4 INSTITUTIONAL MEMBERS:

The Governing Body may invite Institutions drawn from National and International Institutions, Societies, Government agencies and other bodies which are involved in the field of scientific research, education and allied fields of activities to be institutional members. On acceptance by the invited Institutions, they would become members of the society for a period of three years. A retiring member in this category may be renominated by the Society. The total number of Institutional Members shall not exceed one fourth of the total membership of the Society..

5.5 INDIVIDUAL MEMBERS:

The Governing Body may invite eminent individuals drawn from academia, industry, civil society who have made significant contributions to Information Technology and related fields. On acceptance at a General Meeting, they would become members of the society for a period of three years. A retiring member in this category may be renominated by the Society. The total number of Individual members shall not exceed one fifth of the total membership of the Society.

5.6 The total membership of the Society, including all classes of members that is including, founding, patron, industry and individual members, shall not be less than seven and not be more than 100.

5.7 All Classes of members except Institutional members shall entitled to one vote at all General Meetings of the Society.

VI. MANAGEMENT:

Governing Body 6.1. Subject to the provisions of the Act, the management of the business of Society shall be vested in the Governing Body which may exercise all such powers and do all such acts and things as the Society , by these Regulations or otherwise authorized to exercise and do and are not herby or by the Act or otherwise directed or required to be exercised or done by the Society in General Meeting but subject nevertheless to the provisions of the Act or these regulations not being inconsistent with the Act or rules from time to time made by the Society in General Meeting, provided that no such Regulation shall invalidate any prior act of the Governing Body which would not have been invalid if such Regulations had not been made.

VII. GOVERNING BODY:

7.1 The management and administration of the affairs of the Society shall vest in the Governing Body which shall consists of not less than of 7(seven) members and not more than 17(seventeen) members.,

7.3 Out of 17 members of the Governing Body 9 (nine) shall be elected from among the members of the society, 1 (one) member from the iiit-b student alumni nominated by the governing body of the alumni association and in the event such nomination is not possible , an alumni invited by the Governing Body to be a member , and remaining 7 (seven) shall be members invited as per clause 7.3. In case sufficient number of elected members from among the members of the Society are not available, then the remaining members of the Governing Body can co-opt appropriate numbers from the distinguished members of IT/related industries to serve in the Governing Body to fill the required vacancies. Such co-opted members shall hold office till the next annual General Meeting of the Society and if their co-option is approved by the Society at an annual General meeting they will continue to be members of the Governing Board. till the date of next election to the Governing Body. When the membership of the Governing Body falls below seven, a special General Meeting of the Society be convened, wherein the remaining g members of the Governing Body may propose as many members as needed so that the number of members of the Governing Body becomes seven and on obtaining the approval of the General Body can exercise the powers provided under chapter XI..

7.3 The Governing Body may invite distinguished persons drawn from those serving:

- | | |
|--|---|
| a) Government of Karnataka / Government of India | 2 |
| b) Industry Associations | 2 |
| c) Academic Institutions | 2 |

The Director of IIITB will be an ex officio member of the governing body. The Registrar IIITB will be the ex officio secretary to the Governing Body.

7.4 The nine elected members shall be from among the members of the Society. Number of members to be elected from each category of membership (from among founder members, patron members, industry members, institutional members and individual members) shall be decided by the Governing Body notified to all members of the Society.

7.5 The elected members will serve on the Governing Body for a period of three years from the date of their election and are entitled to seek reelection. Invited members will serve on the Governing Body for a period of three years from the

date of their invitation. Both elected members, barring those elected from founder member or individual member categories, and invited members will cease to be members of the Governing Board once they cease their association with the parent body with whom they are affiliated. The members of the Governing Body will continue in office till the conclusion of the immediately succeeding Annual General meeting of the Society even if their term has ended earlier. One third of the members of the governing body will retire by rotation at every annual general meeting. In case no member has completed a three year term, the Governing Board will decide the retiring members. The invited members who retire may be invited again by the Governing Body to serve on the Governing Body. .

7.8 When at any time the total strength of the Governing Body gets reduced to less than seven the remaining members may act only to appoint additional members so as to increase their number to at least seven

7.9 No body corporate or association or firm shall be appointed as a member of the Governing Body of the Society and only an individual shall be so appointed

Casual Vacancy 7.8. Subject to Regulation VII hereof, the Governing Body shall have the power to appoint any person to fill a casual vacancy on the Governing Body Any person appoint shall hold office only up to the date to which the person in whose place he is appointed would have held office, if the office had not been vacated.

7.9 Subject to the provisions of Regulation VII the Governing Body shall have the power to appoint any person as an additional member of the Governing Body but in such a way that the total number of the Members of the Governing Body shall not exceed the maximum fixed by these Regulations. Any person so appointed shall hold office only up to the next Annual General Meeting of the Society and shall then be eligible for re-appointment.

No Remuneration 7.10. The members of the Governing Body shall not be entitled to any remuneration or sitting fees either for attending any General Meeting or Meeting of the Governing body or for services that may be rendered by them as a member of the Governing Body. However, they shall be paid all reasonable expenses for traveling, hotel and other out-of-pocket expenses incurred by them in attending such meeting or meetings of any committee(s) appointed by the Governing Body.

Cessor on Absence from Meetings 7.11. Should a member of the Governing Body absent himself from four consecutive meetings of the Governing Body without obtaining leave of absence, he shall be deemed to have ceased to be a member of the meetings Governing Body. But he may be reinstated by the Governing Body.

When Office Becomes Vacant 7.12. The office of a member of the Governing Body shall become vacant, if:

- g) he resigns his office by notice given in writing to the Society.
- h) He is found to be unsound mind by a Court of competent Jurisdiction.
- i) He is adjudged as insolvent or applies to be adjudicated an insolvent
- j) He is convicted by a Court of any offence involving moral turpitude and sentences in respect thereof to imprisonment for not less than six months.
- k) He is removed by the Governing Body for committing any act which is detrimental to the interest of the Society.
- l) He being a nominee member, his nomination is withdrawn.

7.13. A Member of any Committee appointed by the Governing Body shall cease to hold office if he incurs any of the disqualifications mentioned above.

VIII. ELECTION OF THE GOVERNING BODY:

The Members of the Governing Body, if necessary, shall be elected by ballot at the above meetings, in the following manner.

8.2. At least 21 days, before the date fixed for election, the Secretary of the Society shall issue a notice to the Members of the Society, requesting the members to submit their nominations for election within seven days from the date of the receipt of the notice. These nominations shall be duly proposed by a Member and the candidates must signify that they are willing to serve on the Governing Body, if elected. A member may himself, propose his name for election to the Governing Body.

8.3. The Secretary shall scrutinize nominations so received and shall, if necessary, prepare voting papers showing the names of the candidates in alphabetical order.

8.4. One voting paper shall be issued to each of the members eligible to vote and who is personally present at the meeting where the election is held. The member entitled to vote shall do so by placing a cross against the name of any candidate standing for election for whom he desires to vote. No members shall give more than one vote to any candidate. The voting papers shall not be signed by the voter. In the event of default of any of the above conditions by the voters or any erasures, obliterations or alterations on the voting paper, the scrutineer shall reject such voting papers and that vote shall be considered as invalid. The voting paper shall be deposited in the ballot Box.

8.5. The Chairperson of the meeting shall appoint scrutineers for scrutiny of the voting papers. The scrutineers shall make their report to the Chairperson. The results of the election shall be declared by the Chairperson.

8.6. In the event of any equality of votes, the Chairperson of the meeting shall be entitled a second or casting vote.

8.7. The voting papers shall be retained by the Governing Body for 90 days after the Chairperson has declared the result of election. After this period, the voting papers shall be destroyed.

XI. OFFICE BEARERS OF THE SOCIETY

11.1 The members of Governing Body shall appoint one of its members as the Chairperson of the Governing Body and such Chairperson shall preside at all meetings of the Governing Body.

11.2 Whenever the Chairperson of the Governing Body is not able to attend the meetings, he would nominate one of the members to preside over at such meetings.

11.3 The members of the Governing Body shall also be empowered to appoint a Chief Executive Officer, a Secretary of the Society and any other person as an employee of the Society. The Chief Executive Officer, Secretary, or any other employee need not be Members of the Governing Body.

XII. MEETINGS OF THE GOVERNING BODY:

Calling of

Meetings 10.1. The chairperson shall call the meetings of the Governing Body either by him self or through the Secretary. It shall also be competent for one-third members of the Governing Body to call a meeting of the Governing Body through the Chairperson or through the Secretary to consider any subject which the Governing Body is competent to decide. In computing one-third of the total number of members, any fraction shall be ignored and the lower integer shall be taken into account.

Chairperson of meeting 10.2. The meetings of the Governing Body shall be held whenever deemed necessary. The meeting shall be presided over by the Chairperson, if present, but if at any meeting of the Governing Body, the Chairperson is not present at the time appointed for holding the same, then and in that case the Vice-Chairperson and if he is also absent, the Governing Body shall choose one amongst themselves then present to preside at the meeting.

Quorum 10.3. Quorum at a meeting of the Governing Body shall be four. If within fifteen minutes from the time appointed for holding a meeting quorum is not present, the members present shall be the quorum.

Interested Member 10.4. No member of the Governing Body present shall vote on any matter in which he is personally interested.

How decision Made 10.5. Questions arising at any time at a meeting of the Governing Body shall be decided by majority of votes and in case of an equality of votes, the Chairperson shall have a second or casting vote.

Resolution without meeting By circulation 10.6. In case of urgency, a resolution passed without any meeting of the Governing Body and evidence by writing under the hand of all the Members of the Governing Body shall be as valid and binding as a resolution duly passed at a meeting of the Governing Body called and held in accordance with provisions of these Regulations.

PROVIDED THAT the resolution has been circulated in draft together with the necessary papers, if any, to all the Members of the Governing Body in India and has been approved by the Members of the Governing Body or by majority of them as are entitled to vote on the resolution.

Validity of Acts on Postfacto Defective Appointment 10.7. All acts done by any meeting of the Governing Body shall, notwithstanding that it shall afterwards be discovered that there was some defects in the appointment of such Member of the Governing Body acting as aforesaid or that they or any of them were disqualified or that their or his appointment be terminated by virtue of any provision contained in these Regulations, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Governing Body.

XI. FUNCTIONS, POWERS AND DUTIES OF THE GOVERNING BODY

11. In furtherance of the without prejudice to the general powers conferred under Regulations XV hereinabove, it is hereby expressly declared that the function, powers and duties of the Governing Body shall be as follows.

- xxviii) To consider applications for membership and resignations of members.
- xxix) To receive joining fees, subscriptions, loan, donation, grants, gifts, or aid for the business of the Society, No donations, however, will be accepted with a condition requiring change in the name of the Society.
- xxx) To pay the costs, charges and expenses preliminary and incidental to the promotion, establishment and registration of the Society.
- xxxii) To employ, suspend, punish or dismiss any officers and employees of the Society and to determine their respective powers and duties and to fix their wages, remuneration and the terms of employment.
- xxxiii) To acquire, build, hire, maintain, run one or more than one research laboratory and related facilities and to equip them with amenities

considered necessary for the proper discharge of the objects and functions of the Society.

- xxxiv) To subscribe, contribute and/or donate to any public funds or institution or trust for promotion of any objects as are authorized by this Deed.
- xxxv) To accept, receive, buy, purchase, sell, take on case exchange or otherwise acquire any movable or immovable property or any rights or privileges necessary or convenient for the purpose of the Society or its employees on such terms and conditions as may be thought fit on expedient.
- xxxvi) To enter into arrangement with any Government or any Government bodies or local authorities which include municipalities and village panchayats, that may seem beneficial to any of the Society 's objects and to apply for, promote and obtain any subsidies, loans, indemnities, grants. Contracts, rights, privileges, concessions, licences, immunities or authorization from such Government or any other authority, focal or otherwise, for enabling the Society to carry out any of its objects into effect or for extending any of the powers of the Society and to carry out, exercise and comply with any such arrangements, rights, privileges, concessions, licences or authorizations.
- xxxvii) To raise finance through gifts, loans, grants, donations, subscriptions and membership fees and generally to obtain moneys for the objects of the Society in any lawful manner,
- xxxviii) To borrow raise money with or without security or on the security of a mortgage, charge or hypothecation or pledge over all or of the immovable or movable properties owned by and belonging to the Society or in any manner whatsoever.
- xxxix) To subscribe to, to become a member of and co-operate with or collaborate any other Society, Association or Body corporate whose objects are altogether or in part similar to those of this Society and to produce from or communicate to, any such Society Association or Body Corporate such information as may be likely to promote the objects of this Society.
- xl) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Society, its officers, or otherwise concerning the affairs of the Society and also to compound and allow time for payment of satisfaction of any debts due, and of any claims or demands by or against the Society and to refer any dispute to arbitration, and observe and perform any awards.
- xli) To open any account or accounts with such bank or banks as the Governing Body may select or appoint, to operate on such accounts, to make, sign, draw, endorse or otherwise execute cheques, promissory notes, draft hundies, orders, bills of exchange, bills of lading and other negotiable instruments. To make and give receipts, releases and other discharges for moneys payable to the Society and for claims and demands of the Society.

- xlii) To determine from time to time who shall be entitled to sign, on behalf of the Society, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, release, contracts and documents, and to give the necessary authority for such purposes.
- xliii) To effect, make and enter into, on behalf of the Society, all transactions, agreements and other contracts within the scope of the objects of the Society.
- xliv) To take on lease, leave and licence, purchase or otherwise acquire for the Society any premises, property, rights and privileges for the business of the Society at such price and generally on such terms and conditions as the Members of the Governing Body think fit.
- xlv) To pay for any property rights or privileges acquired by or services rendered to the Society .
- xlvi) To make and give receipts, release and other for money payable to the Society and for the claims and demands of the Society.
- xlvii) To inquire and take action in case of arrears subscription and/or special levy by Members.
- xlviii) To invest the funds of the Society, which can not be applied immediately or at an early date to the objects of the Society in deposits of nationalized banks or Government Securities.
- xlix) To execute in the name of and behalf of the Society in favour of any member of the Governing Body or other person who may incur or be about to incur any incur any personal liability whether as principal or surety. For the benefit of the Society, such mortgages of the Society's property (present & future) as they think fit and such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.
 - l) To enter into all negotiations, and contracts and rescind and vary all contracts and execute and do all such acts, deeds and things in the name and on behalf of the Society, as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Society.
 - li) To nominate any person to fill in any vacancy of the elected member of the Governing Body.
 - lii) To frame rules and byelaws for the conduct of the activities of the Society, whenever necessary, to vary and revise such rules, as they may consider necessary, for the internal management of the Society as well as for the promotion of the objects of the Society.
 - liii) To convene Annual General Meeting and Special General Meeting of the Society.
 - liv) To prepare and submit every year at the Annual General Meeting of the Society audited statement of accounts and report of the activities of the Society for the proceeding year.

XII. CHIEF EXECUTIVE OFFICER:

12. The Governing Body may appoint a Chief Executive Officer of the Society for such terms, at such remuneration and upon such terms and upon such terms

and conditions as the Governing Body may think fit and the Chief Executive Officer so appointed may, subject to any agreement entered into with him be removed by the Governing Body. The Governing Body may entrust to and confer upon the Chief Executive Officer any of the Powers exercisable by the Governing Body upon such terms and conditions subject to such restrictions as the Governing Body may think fit, either collaterally with or to the exclusion of its own power and may from time to time revoke, withdraws, alter or vary all or any of such powers.

XIII. SECRETARY

13.1. The Governing Body may appoint a Secretary for such term, such remuneration and upon such terms and conditions as the Governing Body, May think fit, and the Secretary so appointed may, subject to any agreement entered into with him, be removed by the Governing Body.

13.2. Subject to the superintendence and direction of the Governing Body the duties of the Secretary shall be.

- (a) To carry on the correspondence of the Society.
- (b) To attend all meetings of the General Body and of the General Body and of the Governing Body.
- (c) To record the proceedings of all such meetings in the Minute books of the Society.
- (d) To convey all decisions of the General Body and the Governing Body to the officers or members of the Society concerned.
- (e) To receive applications for membership.
- (f) To receive applications for payment or withdrawal of deposits.
- (g) To maintain and update from time to time the Register of Members and such other books as are required to be maintained under the Act, and
- (h) Generally to conduct the correspondence of the Society and to perform such other duties as may be assigned to him by the Governing Body.

XIV. DELEGATION OF POWERS

14. The Governing Body may delegate any of its powers to a committee or committees consisting of such member of members of its body or such other person or persons as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be framed by the Governing Body. A committee may elect a Chairperson of its meeting. If no such chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of them to be the Chairperson of the meeting.

XV. ADVISORY BOARD

15. The Governing Body shall have full power and authority to appoint person as they deem fit form amongst prominent scientists/administrators, economists to advise the Governing Body and fulfill the objectives and purposes of Society. Such Advisers shall not be more than six in number and shall be referred to as "the Advisory Board."

XVI. GOVERNING BODY MAY APPOINT ATTORNEYS.

16. The Governing Body may at any time and from time to time to power of Attorney appoint any person or persons or Society to be the Attorney of the Society for such purposes and with such powers, authorities and discretions (not exceeding those vested in the Governing Body under these Regulations) and for such period and subject to such conditions as the Governing Body may from time to time deem necessary. Such Power of Attorney may contain powers enabling any such Attorney or Attorneys as aforesaid as to sub-delegate all or any of the powers, Authorities and discretion for the time being vested in them.

XVII. VALIDITY OF ACTS DONE IN GOOD FAITH

17. All acts done in good faith by or at any meeting of the Governing Body or of a committee thereof or by any person acting as a member of the Governing Body or of any committee shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more such members of any such members acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such member of such persons had been duly appointed and was qualified to act as such.

XVIII GENERAL MEETINGS

First General Meeting 18.1. Within eighteen months from the date of registration of the Society, the Governing Body shall convene the First General Meeting of all persons who had joined in the applications for registration of the Society. If the Governing Body fail to convene the meeting as aforesaid, it shall be convened by any person authorized in that behalf by the Registrar of Society.

Business first Meeting 18.2. At the first General Meeting, the following business shall be transacted

- e) Election of the Chairperson for the Meeting.
- f) Receiving Statement of Accounts and reporting all transactions entered into by the Members of the Governing Body up to 14 days before the date of the meeting.
- g) Fixing the limit up to which the funds may be borrowed by the Society.
- h) Any other matter which has been specifically mentioned in the Regulations.

General Meeting When to be held 18.3. The Annual General Meeting shall be held not later than nine months after the end of the year, at a place, on a date, at the time fixed by the Governing Body by giving 14 days notice to the Members.

Financial Year Transaction of Business 18.4. The Financial Year of the Institute shall be from April to March

18.6 At the Annual General Meeting, the following business shall be transacted.

- h) To adopt the Annual Report and the audited Statements of accounts and the Balance Sheet of the previous year.
- i) To elect members of the Governing Body in place of those retiring .
- j) To appoint Auditors and to fix the remuneration, if any.

Special General Meeting 18.6. The Governing Body may call a Special General Meeting on its own initiative or on requisition sent by at least one tenth of the total number of members specifying the particular subject for which it is called. Such meeting shall be convened within forty days of receipt of such requisition. At such meetings no proposition shall be considered except that relating to the particular subject for which the meeting is convened.

Procedure at General Meeting 18.7.(a) The Secretary or any other officer shall read out the notice convening the meeting and the agenda for the meeting and then the subjects shall be taken up for consideration in the order in which they are mentioned in the agenda.

b) Unless otherwise provided in the Act, the Rules and Regulations, all resolutions

will be passed by a majority of the members present.

- c) Voting may be by show of hand or by ballot, as may be decided by the members
- k) Present at the meeting. However, the voting of the election of the office-bearers of the Society shall always be by ballot.
- l) If the voting is by ballot, the Chairperson shall take necessary steps for the issue of ballot papers and the counting of the votes, The results of voting shall be announced by the Chairperson.
- m) Any member may demand a poll. When a poll is demanded, the Chairperson shall put the resolution to vote. In the case of equality of votes, whether in a show of hands or on ballot, the Chairperson shall have a casting vote.
- n) No members shall be entitled to vote at any Special or General Meeting unless he has paid all sums presently payable by him in respect of his membership.

Postponement Of meeting 18.8. If the business and the agenda cannot be transacted on the date on which the General Meeting is held, the meeting may

be postponed to any other suitable date not later than 30 days from the date of Meeting, as much be decided by the Members present at the Meeting.

XIX QUORUM AT GENERAL MEETING

Quorum 19 Seven Members shall form the quorum at any General Meeting. In the absence of quorum the Meeting shall stand adjourned for only fifteen minutes. At the adjourned meeting so held the business can be transacted without a quorum. In the absence of quorum, a special General Meeting, if convened upon the requisition of members, shall stand dissolved. In any other case, it shall stand adjourned for fifteen minutes, and thereafter the business will be transacted without quorum.

XX. ADJOURNMENT OF GENERAL MEETINGS

20. The Chairperson of Annual General Meeting or Special General Meeting, may, with the consent of the majority of the members present at the meeting, adjourn the same from time to time, but no business shall be transacted at any such adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

XXI. At every Annual General Meeting or Special General Meeting of the Society, the chairperson of the Governing Body, will take the chair, and failing him, the Vice-Chairperson will take the chair. In the absence of both of the Chairperson and the vice-chairperson, the meeting will elect the Chairperson of the meetings. At such meeting will be entitled to the right of casting vote, besides his own vote.

XXII. PROXY

22. Any member of the Society entitled to attend and vote at a meeting of the Society shall be entitled to appoint another person as his proxy to attend and vote instead of himself, but a proxy so appointed shall not have any right to speak at the meeting. Any instrument appointing a proxy shall be in the form prescribed by the Governing Body. A vote given in accordance with the terms of an instrument for a proxy shall be valid, notwithstanding the revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of revocation of the proxy shall have been received by the Society at its office before the commencement of the meeting or the adjourned meeting at which the proxy is used. The authorized representative of a patron Member, Industry Member or Institutional Member shall be deemed to be a members, personally present and shall accordingly to be entitled to exercise all rights of a member at a general meeting.

XXIII MINUTES OF THE MEETINGS

23. Minutes of the General Meeting of the Society and meetings of the Governing Committee or Committees, shall be entered or caused to be entered regularly by

the Secretary in appropriate Minutes Books kept by him. Any such Minute Books, if purported to be signed by the Chairperson of the next meeting shall constitute prima facie evidence of the matters stated in such minutes. All Minute books of the Society shall be open for inspection to members during reasonable hours at the office of the Society.

XXIV ACCOUNTS

24.1. The Governing Body shall, at the expenses of the Society, cause proper books of account to be kept of the transactions of the Society and the assets and liabilities thereof. The books of account shall be kept at the Registered Office of the Society or such other place or place as the Governing Body shall think fit and the same shall be available for inspection by members. The Governing Body shall lay before the Society at every Annual General Meeting in each year an Income and Expenditure Account and Balance Sheet and the Governing Body shall also give its report along with the Balance Sheet, which should also be accompanied by a report of the Society's Auditors. A copy of such accounts, and report shall be sent to all the members of the Society at least 14 days before the date fixed for the Annual General Meeting.

25.2 The Annual statement of Accounts including Balance Sheet and Income and Expenditure account shall be open to inspection to any member during office hours at the Registered Office of the Society.

25.3 Every statement of accounts when audited and approved by Annual General Meeting shall be conclusive except as regards any manifest error therein discovered within three months after the approval thereof. Whenever any such error is discovered within that period, the accounts shall forth with of accounts along with the list of Office bearers shall be filed with the Registrar of Societies as per Section 13 of the Karnataka Societies Registration Act, 1960.

XXV. AUDITORS

26 The Governing Body shall appoint auditors to audit the accounts of the Society for the first year of its incorporation, which auditors shall continue to be in office for the period commencing from the date of appointment till the date of the First Annual General Meeting. The auditors for the subsequent years shall be appointed by the society at its every Annual General Meeting who may fix their remuneration. The Auditors cannot be the Members of the Society and members of the Governing Body.

XXVI. INVESTMENTS

26.1. The moneys of the Society not immediately required for the purpose of the Society shall be invested by the Governing Body as the names of any two members of the Governing Body in deposits in nationalized banks or

Government securities or in a Post Office Savings Bank Account in India with power to the Governing Body in their discretion from time to time to sell, to vary or transfer such investments into others of a like nature. Pending such investments as afore said, the Governing Body shall deposit the amount in the current account and /call/fixed deposit account opened in the name of the Society and such account shall be operated by the Chief Executive Officer or Secretary as decided by the Governing Body.

26.2. The funds of the Society shall be invested in the modes specified under the provisions of Sec. 13(1) (d) read with section 11(5) of the Income tax Act, 1961 as amended from time to time.

XXVII. MISCELLANEOUS

Execution of Documents

27.1. The Chief Executive Officer specifically authorized for the purpose by the Governing Body shall have power jointly to execute documents, address, seal and deliver the documents on behalf of the Society. Receipts shall be issued for all deposits.

Regulations 27.2 The Society shall maintain an up-to-date copy, of its Regulations, the Act and Rules and shall make them available for inspection by members of the Society during office hours.

Secrecy 27.3. Every members of the Governing Body, Auditor, Officer, Accountant or other persons employed in the business of the Society shall if so required by the Society before entering upon his duties sign a declaration pledging himself to observe strict secrecy in respect of all transactions of the Society and the statement of accounts thereof and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties when required so to do by the members and by any meeting or by the members and by any meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions of the Act and the Rules made there under and these by-laws for the time being in force.

Common Seal 27.4. The Governing Body shall provide a Common Seal for the purpose of the Society, and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and the Governing Body shall provide for the safe custody of the Seal for the time being and the Seal shall never be used except by or under the authority of the Governing Body previously given except when delegated or such other officer(s) or person(s) as the Governing Body may from time to time resolve.

Provision of

Override 27.5. In case of any inconsistency between the provisions of the Regulations framed by the society and the provisions of the Act, or Regulations the Rules, the provisions of the Acts and the Rules shall prevail and these Regulations would be deemed to have modified to that extent.

Litigation 27.6. (i) The Society may sue or be sued in the name of such person or persons as shall appointed by the Governing Body.

(ii) All properties by way of gift, endowment, purchase or otherwise shall be acquired in the name of any two members of the Governing Body or in the name of the Society and all such properties when so acquired shall vest in the Governing Body.

XXVIII. NOTICE.

28.1. A notice may be given by the Society to any members either personally or by sending it by post to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice and unless the contrary is proved, to have been effected at the time at which letter would be delivered in the ordinary course of posting. Any notice given to the Society shall be addressed to the Chief Executive Officer or Secretary of the Society and shall be delivered/ addressed at the postal address of the registered office of the Society.

28.2. Any notice given by the Society shall be signed by the Chairperson, Secretary or such other Officer as the Governing Body may appoint and the Signature thereto may be written, printed or lithographed.

XXIX. ALTERATION IN MEMORANDUM OF ASSOCIATION.

29. Whenever it shall appear to the Governing Body that it is advisable to alter, extend or abridge any of the purposes of the Society mentioned in the Memorandum of Association to or for other purpose within the meaning of the Act, or to amalgamate the Society, either wholly or partially with any other Society. The Governing Body may submit the proposition to the members of the Society in a written or printed report, and may convene a Special General Meeting for the consideration thereof according to these Regulations, but no such proposition shall be carried according in to effect unless such report shall have been delivered or sent by post to every member of the Society twenty one day prior to the aforesaid Meeting convened by the Governing Body for the consideration thereof, nor unless such proposition shall have been agreed to by the voters of three-fifths of the members delivered in person or by proxy and confirmed by the votes of three-fifths of the members present at a second Special General Meeting, convened by the Governing Body at an interval of one month after the former meeting. In computing three-fifths of the total number of members, any fraction shall be ignored and the lower integer shall be taken into account.

XXX. AMENDMENTS TO THE REGULATIONS

30. Subject to the provisions of the Act and Rules, the Regulations of the Society may be mended from time to time provided that Notice of the intended amendments is given to the members at least twenty one days prior to the date of the Special General Meeting and further that the intended amendments(s) are agreed to by the voters of three-fifths of the members delivered in person or by proxy at the Special General Meeting convened by the Governing Body.

XXXI. INTERPRETATION OF THE REGULATIONS

31 The interpretation of these Regulations and the construction and effect thereof shall rest with the Governing Body and any ruling given by the Governing Body shall be final and binding on all members.

XXXII. INDEMNITY

32. Every members of the Governing Body and every other officer for the time being of the Society, shall be indemnified out of any funds of the Society against all losses and expenses incurred in the discharge or his duties except such as shall happen through his own willful neglect or dishonesty and each one shall be chargeable only for such money, funds or property as he shall himself actually receive in the discharge of his duties, unless the same shall happen through his dishonesty or willful negligence.

XXIII. DISSOLUTION OF SOCIETY AND ADJUSTMENT OF ITS AFFAIRS.

33.1 If it becomes necessary to wind up affairs of the Society, a Special General Meeting shall be held for the purpose and the Society shall be dissolved if not less than three-fourths of the members determine that it shall be dissolved. Thereupon, the society shall be dissolved forthwith or at the time then agreed upon, and all necessary steps shall be taken for the disposal and settlement of the property of the Society, it claims and liabilities according to these Regulations provided that, in the event of any dispute arising among the members of the Governing Body or the members of the Society, the adjustment of its affairs shall be referred to the principal Court of original civil jurisdiction of the District in which the business of the Society is carried on.

33.2 If upon the dissolution of the Society, there shall remain after the satisfaction, la all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society or any of them but shall be given to some other Society whose objects are similar to those of this Society and which enjoys recognition under section 35(1) of the income tax Act, 1961 as amended from time to time.

XXXIV. WORKING HOURS:

34. The working hours of the Society shall be between 9 a.m. to 5 p.m. all working days.

XXXV AMENDMENTS TO MEMORANDUM OF ASSOCIATION OR RULES:

35.1. Any amendment to the memorandum of Association, the Rules and Regulations or change in the name of the Society or any proposal for amalgamation for the society with any other Society or dissolution of the Society shall not be carried out unless the proposal is approved by the members of the Society in general meeting convened with at least 21 days notice in writing. Such notice shall contain the proposal clearly in writing which is required to be considered by Members. The aforesaid approval shall be obtained by means of a resolution passed with three fourths majority. The provisions Section 9,10,21 and 23 of the Karnataka Societies Regulation Act, 1960 shall be followed in respect of the aforesaid matters.

35.2. No amendments to the Memorandum of Association and Rules and Regulations shall be made which may prove to be repugnant to the provisions of Sections 2(15), 11,12,13, and 80G of the Income Tax Act, 1961 as amended from time to time. Further no amendment shall be carried out without the prior approval of the Commissioner of Income Tax/director of Income Tax (IT Exemptions)