

**MEMORANDUM OF ASSOCIATION**

**OF**

**INSTITUTION OF MECHANICAL ENGINEERS – INDIA BRANCH**

1. The name of the society shall be:

'INSTITUTION OF MECHANICAL ENGINEERS – INDIA BRANCH' hereinafter referred to as "the Branch".

2. The registered office of the Branch shall be situated in the premises of M/s Conveyor & Ropeway Services Pvt. Ltd. at:

75-C Park Street, 6<sup>th</sup> Floor  
Kolkata – 700016  
India

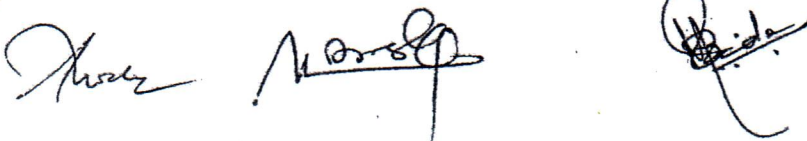
OR as may subsequently be decided by the Branch from time to time

3. The objectives for which the Branch is established are to provide proactive support structure for mechanical engineers and in particular for those members of \*The Institution of Mechanical Engineers, UK, (hereinafter referred to as 'the Institution') whose registered correspondence address is in India.

\*(The Institution of Mechanical Engineers is headquartered at, 1 Birdcage Walk, Westminster, London, SW1H 9JJ, Great Britain, and is a UK registered charity, number 206882, and the Branch shall broadly follow the guidelines contained in the 'Volunteer Handbook for the International Representative Network' of the Institution).

4. Key activities of the Branch include:

- a) Developing and implementing ongoing strategic plans in line with the Institution's international strategy;
- b) Providing local points of contact on matters of mutual professional and technical interest through presentation and discussion of papers, study of local engineering practices and individual mentoring and interviews;
- b) Providing balanced programme of events for the advancement of mechanical engineering science and facilitating the continuing professional development of its members;
- c) Establishing services for the support of its members, as also Affiliate and Companion members of the Institution, promoting greater involvement by members in international/ regional/ national/ zonal events, and actively seeking new members;
- d) Raising profile of the Institution within Government, industry, education and the wider community;
- e) Managing allocated and other funds efficiently;
- f) Representing the Institution to the Government, the media, the public, the industry and educational bodies;



g) Cooperating with other institutions and public bodies in India where this will be beneficial to the Institution, to members, the engineering profession, and society;

h) Encouraging participation in local education, liaison, and career convention ventures and associated joint activities with other societies.

5. The functions and objectives of the Branch shall always remain restricted within the meaning of Section 4 (2) of the West Bengal Societies Registration Act, 1961 irrespective of any objectives mentioned in the present document in agreement or opposed to the said section.

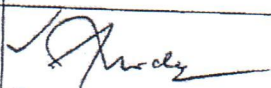
6. Before commencing the activities of the Branch necessary approval/ permission will be obtained from the Government, or other appropriate/ concerned authorities as and when required.



7. The income and properties of the Branch whatsoever derived or obtained shall be applied solely towards the promotion of the objectives of the Branch and no portion thereof shall be paid to or divided amongst any of its members by way of profits.

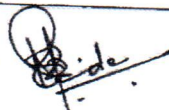
8. The names, addresses, and descriptions of the members of the Management Committee are:

S No.	Name & Address	Description
1	Ravi S. Kochak C-II / 129, Moti Bagh New Delhi - 110021	Chairman
2	Shekhar Chakravarty 804, Himadri Apartments, Ballygunge Park Road Kolkata - 700019, West Bengal	Vice-Chairman
3	Mahesh Shinde Flat no. 204, Rama Sanskriti Apartments Sinhagad Road, Pune - 411030, Maharashtra	Secretary
4	Kamal Bose 109/11, Shastri Narendranath Ganguly Road, PS Shibpur, Howrah - 711104, West Bengal	Treasurer
5	Ashutosh Banerji 5D Sudakshina, 377A Prince Anwar Shah Road Kolkata - 700068, West Bengal	Member
6	Satish C. Gupta 7A, South City Residences, 375 Prince Anwar Shah Road Kolkata - 700068, West Bengal	Member
7	Harish C. Joshi Block H, Flat 104, Rail Vihar, Gate 2, New Town Kolkata - 700156, West Bengal	Member

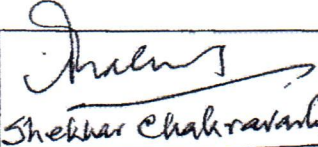
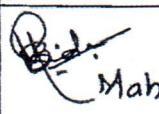
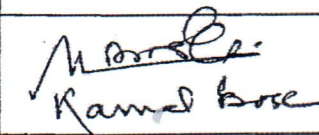
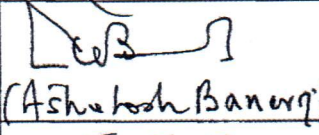
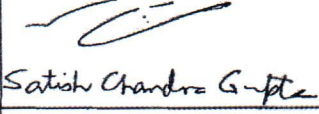
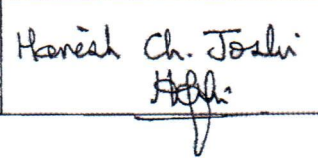
9. We, the several persons whose signature, names, address and occupation are hereunto subscribed are desirous of being formed into an association in pursuance of this memorandum.

S. No.	Signature	Name & Address	Occupation
1	 RAVI. SHANKER. KOCHAK	Ravi S. Kochak C-II / 129, Moti Bagh New Delhi - 110021	Advisor





2	 Shekhar Chakravarty	Shekhar Chakravarty 804, Himadri Apartments Ballygunge Park Road, Kolkata – 700019	Business
3	 Mahesh Shinde	Mahesh Shinde Flat no. 204, Rama Sanskriti Apartments Sinhagad Road, Pune – 411030, Maharashtra	Service
4	 Kamal Bose	Kamal Bose 109/11, Shastri Narendranath Ganguly Road PS Shibpur, Howrah – 711104	Service
5	 (Ashutosh Banerji)	Ashutosh Banerji 5D, Sudakshina 377A Prince Anwar Shah Road, Kolkata – 700068	Consultant
6	 Satish Chandro Gupta	Satish C. Gupta 7A, South City Residences 375 Prince Anwar Shah Road, Kolkata – 700068	Consultant
7	 Harish Ch. Joshi	Harish C. Joshi Block H, Flat 104, Rail Vihar, Gate 2, New Town Kolkata – 700156	Consultant

ALSO  
FULL  
Name

Witness to the above signatures,

Signature 

Name SUSHANTA BHATTACHARJEE

Occupation SERVICE.

Dated the 28<sup>th</sup> day of December, 2016

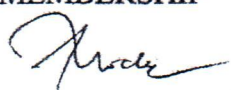
Enclosed: Regulations of Institution of Mechanical Engineers – India Branch  
**REGULATIONS**

OF

**INSTITUTION OF MECHANICAL ENGINEERS – INDIA BRANCH**

Unless the context otherwise requires, words and expressions contained in these Regulations shall bear the same meaning as in the West Bengal Societies Registration Act, 1961 or any statutory modification thereof.

# 1. MEMBERSHIP







### 1.1 Admission:

- a) The signatories to the Memorandum of Association and the office bearers of the Management Committee of the Branch shall be first members of the Branch.
- b) Members of the Institution falling in the category of Honorary Member, Fellow, Member, and Associate Member, whose Institution-registered correspondence address is in India, shall be considered members of the Branch in the respective category. Fellows and Members of the Institution shall collectively be referred to as Corporate Members. No member shall be member of more than one branch or group.

### 1.2 Fees and Dues

Members shall have paid their annual dues to the Institution – either directly, or via the Branch – as advised by the Institution. No subscription shall be required by the Branch from any member of the Branch beyond that payable to the Institution.

### 1.3 Cessation of Membership

Membership shall terminate upon the death of the member, or the change of a member's Institution-registered correspondence address to outside of India, or at the written request of the member to be considered no longer a member of the Branch, or on his conviction of any offence in connection with the formation, promotion, management or conduct of affairs of society or a body corporate or of any offence involving moral turpitude

### 1.4 Register of Members

The Branch shall maintain a Register of its members (as defined under clause 1.1 b) above) containing the names, addresses, and their occupation, the dates of admission and of cessation of membership. The Register will be kept open for inspection of the members of the Branch on requisition. All entries required to be made therein shall be entered within a period of 15 days.

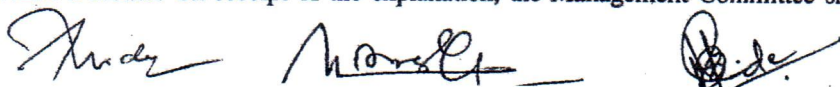
### 1.5 Rights and Obligations of Members

All members of the Branch, as defined under clause 1.1 b) above, shall have the right: (a) to elect and to be elected in any election of the Branch (provided they satisfy the requirements for holding office as stipulated under Clause 2.4 below ; (b) to submit suggestion for discussion to the Management Committee and sub-committee on any matter relating to the Branch; and (c) to inspect the accounts and the proceedings of the meetings of the Branch on appointment with the Secretary; AND shall have the obligation to pay their subscription to the Institution within the prescribed time. Defaulting members shall not be allowed to take part or vote in a meeting. Members shall have one vote each.

### 1.6 Expulsion & Removal

Any member whose frequent actions are found by the Management Committee to be detrimental to the interest and in violation of the rules and regulations of the Branch may, after due enquiry and in consultation with the Institution, be censured, suspended or expelled from the membership by the Management Committee

In that case the Management Committee shall first serve the member concerned with a show cause notice stating therein the charges framed and ask him to submit his statement of defence within a month. On receipt of the explanation, the Management Committee shall have the





power to take a suitable action against the delinquent member after allowing him the opportunity to defend his case. If no reply to the show cause notice is received within a month, the Management Committee may take ex-parte decision. All such actions and decisions by the Management Committee shall be taken in consultation with the Institution.  
For any act of expulsion or termination no such member shall be entitled to prefer any claim for compensation or damage even if proved on subsequent date that such act of expulsion or termination was wrongful and/ or unlawful.

## 2. MANAGEMENT COMMITTEE

- 2.1 The affairs of the Branch shall be controlled by a Management Committee (hereinafter referred to as 'the Committee).
- 2.2 The duty of the Committee is to organise and supervise daily activities of the Branch in pursuance of the objectives and key activities stated under Clause 3 and 4 of the Memorandum of Association and shall be responsible to the Institution for its actions in the control of the Branch while at the same time ensuring compliance of provisions of the West Bengal Society Registration Act, 1961 and the Rules framed thereunder.
- 2.3 The Committee shall make decisions on matters affecting its running when the General Meeting is not sitting. It may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the Annual and Special General Meetings.
- 2.4 The Committee shall have a minimum of 7 members and may have up to 13 members, consisting of:

A Chairman, who shall ideally be a Fellow of the Institution;

- In the event that a suitable Fellow cannot be found from the Branch, the nomination of a Member from the Branch may be accepted, provided that the Member is actively working towards Fellow status;

A Vice Chairman, who shall be Corporate Member of the Institution;

A Secretary, who shall be Corporate Member or Associate Member of the Institution;

A Treasurer, who shall be Corporate Member of the Institution;

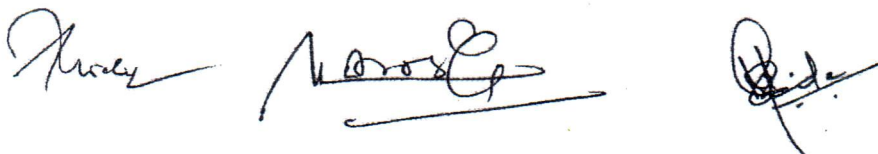
The immediate Past Chairman;

Area Panel Representatives who shall be Corporate Member of the Institution; they are, however, entitled to nominate an alternate in the case of unavailability, with both being Corporate Members of the Institution;

Young Members (YM) representative who shall be Corporate Member or Associate Member of the Institution;

Plus up to five Ordinary Committee members who shall be Corporate Member or Associate Member of the Institution;

The Committee may invite the Regional Chair, as a Council member, to attend committee meetings;



Any member of the Branch who might concurrently be holding the position of the Institution's Trustee Board Member or Council Member may be invited by the Committee to attend committee meetings.

The positions of Chairman, Secretary and Treasurer as office bearers of the Committee shall be mandatory.

2.5 The Committee members shall be from amongst the Branch members who have offered their services voluntarily to serve on the Committee, and no compensation or honorarium is payable to them. They shall be elected as set out under Clause 5 below, subject to the following:

a) The Chairman should not normally hold office for more than two consecutive years. Exceptionally the office may be held for up to four years with the agreement of the majority of the Committee;

b) A past Chairman who has served as an elected Chairman of the Branch is eligible for re-election to the office of Chairman for a period of not more than two consecutive years after an interval of normally two years following retirement from that office;

c) In the event of a vacancy on the Committee not being filled on the day of the Annual General Meeting of the Branch, the Committee may appoint any eligible member, including a past Chairman, to fill such a vacancy, including that of Chairman. Such incumbent shall hold office from the date of appointment until the next Annual General Meeting of the Branch. This shall not affect their eligibility for subsequent election;

d) A member of the Committee shall automatically vacate office by notice in writing to the Secretary if he resigns from the Committee, or ceases to be a member of the Institution, or if the Committee resolves that his office be vacated. In such an event a successor may be co-opted by the Committee to serve until the next Annual General Meeting of the Branch;

e) Any member of the Committee who is absent from three consecutive meetings without satisfactory explanation to the Committee shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee to serve until the next Annual General Meeting.

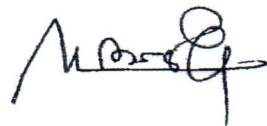
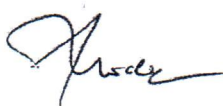
2.6 A committee meeting shall be held at least once every three months after two weeks' prior notice to Committee members. The Chairman may call a committee meeting at any time by giving one weeks' notice. At least four of the Committee members shall be present for its proceedings to be valid.

2.7 The Branch shall seek from the Institution an annual budgetary support for pursuing the objectives and key activities. The Branch shall be at liberty to raise additional resources through Government grants to which it might be eligible, industry sponsorships and by organising fee paying seminars, conferences or courses, etc.

2.8 The Committee shall cause to be prepared an Annual Report dealing with the conduct and progress of the Branch and its activities during the past year, ending 31st December of that year. Upon completion, the Annual Report shall be approved by the Committee.

The Annual Accounts of the Branch shall be approved by the Committee; and the Accounts, after audit and approval, shall be signed by the Chairman and the Treasurer.

The Annual Report and the Annual Accounts of the Branch shall be sent to the Institution in the manner and time frame that may be specified by the Institution.



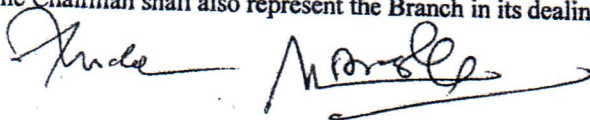


### 3. GENERAL MEETINGS OF THE BRANCH

- 3.1 The supreme authority of the Branch is vested in a general meeting of the members presided over by the Chairman.
- 3.2 The general meetings of the Branch shall consist of Annual Meetings, Special Meetings, and Ordinary Meetings. Five members entitled to vote at the meeting shall constitute a quorum at an Annual Meeting; eleven such members shall constitute a quorum at a Special Meeting; and three members shall constitute a quorum at an Ordinary Meeting.
- 3.3 An Annual General Meeting (AGM) shall be held between February and March, and no later than ten days before the Annual General Meeting of the Institution. At least four weeks' notice shall be given of an AGM and at least two weeks' notice of any other general meeting. Such notice shall specify the agenda, the venue, the date and time of the meeting. All members of the Branch shall be entitled to attend and vote.
- The business of the AGM shall include but not be limited to: seeking approval of the previous AGM's minutes of meeting; presentation of the Annual Report, and the Annual Accounts; and declaration of the election of the Committee.
- In addition, other matters relating to the constitution, affairs, business, direction or management of the Branch may be introduced by any member of the Branch who is a Corporate Member of the Institution. Such business shall be included in the agenda if it is introduced by written notice to the Honorary Secretary within one week of announcement of the AGM, otherwise it may be introduced at the meeting although not be on the agenda.
- 3.4 Special Meetings shall be convened by the Committee whenever a requisition signed by eleven members of the Branch, who are Corporate Members of the Institution, specifying the objects of the meeting, is delivered to the Secretary. The Special Meeting should be convened within two weeks of receipt of the requisition. The business of Special Meetings shall be related to the constitution, affairs, business, direction, or management of the Branch. All members of the Branch shall be entitled to participate in the business of a Special Meeting.
- 3.5 Ordinary Meetings shall be held for the purpose of delivery of addresses, lectures, or the presentation/ discussion of papers on the science of mechanical engineering or related subjects for the benefit of members. Affiliate and Companion members of the Institution shall also be invited, and, with the agreement of the Committee, visitors who are not members of the Institution may also be invited to attend these meetings.
- 3.6 Any member who wishes to place an item on the agenda of an Ordinary Meeting may do so provided he gives notice to the Secretary at least one week before the meeting is due to be held.
- 3.7 The Committee may direct to convene an Extraordinary General Meeting for consideration of addition, alteration, or amendment of the memorandum of association / regulations of the Branch. 7 days notice along with the proposed draft of change shall be sent to members before the meeting. The resolution for change, amendment, etc. of the Memorandum and Regulations be carried out if accepted by the three fourths of the members present at the meeting.
- 3.8 In the event of there being no quorum at any meeting, the meeting shall be adjourned.

### 4. DUTIES OF OFFICE BEARERS

- 4.2 The Chairman, or his nominee, shall act as Chairman at all general and committee meetings. The Chairman shall also represent the Branch in its dealings with outside bodies.





- 4.3 The Chairman, or member of Committee acting in his place, shall have a second or casting vote in all cases of equality of voting on any question at any meeting.
- 4.4 The Vice Chairman shall assist the Chair at all times and deputise for the Chairman in his absence.
- 4.5 The Secretary shall keep all records, except financial, of the Branch. He will prepare agenda for meetings in consultation with Chairman, keep minutes of all general and committee meetings, maintain an up-to-date register of members at all times and prepare Annual Reports of previous years.
- 4.6 The Secretary shall file Annual and other returns with the Registrar of Societies, Government of West Bengal, as prescribed under Section 17 of the West Bengal Society Registration Act 1961.
- 4.7 Under direction of the Committee, the Treasurer is responsible for:
- keeping proper and sufficient accounts of the revenue and expenditure of the Branch;
  - receiving and giving receipts for monies receivable by the Committee and making payments on behalf of the Committee;
  - preparing detailed budget estimate for the following year, including the budget estimate provided by the Young Members (YM) Section, and submitting it to the Regional Chair
  - submitting any supplementary funding requests to the Regional Chair;
  - preparing annual accounts for the Branch.

The bank account(s) of the Branch shall be in the name of the 'Institution of Mechanical Engineers – India Branch'.

For each account, two members of the Committee shall be authorised by the Committee for purposes of payments.

In the case of payments in excess of INR 20,000/-, the authorization for payment shall be signed or approved by both the members of the Committee from a list previously authorised by the Committee for that purpose. For amounts less than INR 20,000/-, the authorisation for payment may be signed or approved by any one of the members from the authorised list.

Approvals for payment may be sent by e-mail. No person(s) may authorise a payment if it is to themselves.

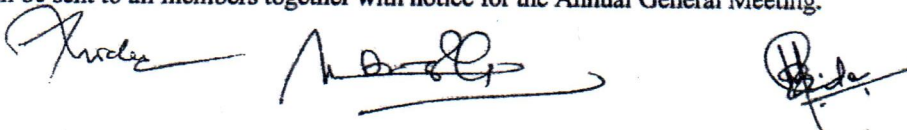
Once the payment has been authorised as required, either one of the two persons authorised may make the payment.

- 4.8 Ordinary Members of the Committee shall assist in general administration of the Branch, and perform any duties assigned to them by the Committee from time to time.

## 5. NOMINATIONS AND ELECTIONS

- 5.2 The Chairman, Vice Chairman, Secretary, Treasurer and Ordinary Members of the Committee shall be formally elected by the members of the Branch.

- 5.3 Each nominee shall be proposed by a member and seconded by another member. Nominations shall close four weeks before the Annual General Meeting. The list of candidates for election shall be sent to all members together with notice for the Annual General Meeting.





The list shall indicate the names of the candidates, proposer, seconder, membership grade, and, if the candidate has provided it, a curriculum vitae of not more than 250 words.

- 5.4 Voting shall be by e-ballot for which detailed procedure and guidelines shall be provided to members. The appropriate number of candidates receiving the majority of the votes cast shall be declared elected. If the number of candidates for any office does not exceed the number of vacancies, the person(s) nominated shall be declared elected unopposed.
- 5.5 The result of election shall be announced at the Annual General Meeting. It shall be reported forthwith in writing to the Institution, and published in such other manner as the Committee shall determine and notified to the Registrar of Societies within 30 days.

## 6. AUDIT AND FINANCIAL YEAR

- 6.2 Two voting members, not being members of the Committee, shall be elected as Honorary Internal Auditors at each Annual General Meeting in the manner to be decided by the Committee, and they shall hold office for one year and shall not be re-elected for more than two consecutive terms. They will be required to audit the Branch accounts for each year and present a report upon them. They may be required by the Chairman to audit the Branch accounts for any period within their tenure of office at any date and to make a report to the Committee.

The Chairman, in turn, shall send Branch accounts, each year, for audit by an external certified Auditor or Audit Firm before taking the same on record and reporting to the Institution and the Registrar of Societies.

- 6.3 The fiscal year for the Branch shall be from 1st January to 31st December.

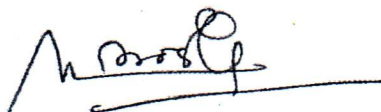
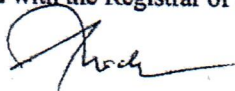
## 7. SUITS & LEGAL PROCEEDINGS

All suits and legal proceedings by or against the Branch shall be in the name of the Secretary or such person as shall be appointed by the Committee from time to time. The Jurisdiction for any kind of legal disputes shall be Kolkata.

## 8. ALTERATION OF MEMORANDUM & REGULATIONS

- 8.2 The Memorandum of Association and Regulations may be altered, modified, rescinded or added by special resolutions passed by three-fourths of the members at an Annual General Meeting or Extraordinary General Meeting called for the purpose, but they shall not come into force without the prior approval of the Institution and permission of the Registrar of Societies, Government of West Bengal.

- 8.3 A copy of every alteration of the Memorandum of Association and of the Regulation shall be filed with the Registrar of Societies within 30 days of such alteration.



## 9. DISSOLUTION OF THE BRANCH

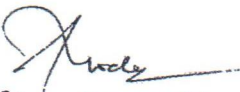
9.2 Subject to the provisions of Sections 24 & 27 of the West Bengal Societies Registration Act, 1961 or any statutory modifications thereof, the Branch may be dissolved in consultation with the Institution by a resolution to that effect passed by three-fourths of the members of the Branch at a General Meeting. The said meeting shall also decide the manner of disbursement of the funds and assets of the Branch, if any, after dissolution.

9.3 In the event of dissolution, the funds and assets of the Branch remaining on the date of dissolution shall under no circumstances be distributed among the member. All debts and liabilities legally incurred on behalf of the Branch shall be fully discharged. The funds remaining unused out of the ones remitted by the Institution shall be returned to the Institution. The balance funds remaining unused thereafter together with other assets shall be disposed of in such manner as decided by the general meeting of members or be donated to an approved charity or charities in India. Subsequently, all bank accounts of the Branch shall be closed or transferred to appropriate authorities as directed by the Institution.


We, the undersigned members of the Committee of the Branch do hereby certify that the above is a true copy of the Regulations of the Branch.

Signatures of three members of the Committee:

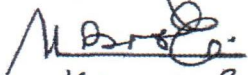
1. Ravi S. Kochak

  
RAVI. SHANKER KOCHAK

✓ 2. Mahesh Shinde

  
MAHESH SHINDE

3. Kamal Bose

  
Kamal Bose

Dated 28<sup>th</sup> day of December, 2016