



# THE CONSTITUTION

MEMORANDUM

&

ARTICLES OF ASSOCIATION

OF

INSTITUTE OF INTERNATIONAL  
SOCIAL DEVELOPMENT

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# THE COMPANIES ACT, 1956.

## MEMORANDUM OF ASSOCIATION

OF

## INSTITUTE OF INTERNATIONAL SOCIAL DEVELOPMENT

- I. The name of the Company is **INSTITUTE OF INTERNATIONAL SOCIAL DEVELOPMENT**.
- II. The registered office of the Company will be situated in the State of West Bengal.
- III. The objects for which the Company is established are :-

### A. **MAIN OBJECTS**

1. To promote **Integrated Child Development Scheme** in order to reduce malnutrition and promote awareness about health and nutrition.
2. To promote the health of children through comprehensive range of primary health care services like **Universal Immunization Programme, Child Survival and Safe Motherhood Programme, Oral Rehydration Therapy** and other health related programmes which are consistent with the recommendations of **UNICEF**.
3. To develop and implement a community based, low cost comprehensive health care programme for mothers.
4. To organise women for initiating group action programmes in health, family planning, income generating, education, community work and to maintain a good family and protect them from social evils like dowry, bride burning and other atrocities on women.
5. To work with young people and students for fulfilling the aims and ideals of the **United Nations**, to strive for National & International Integration for economic, social and cultural justice, for total equality between men and women, for peace and disarmament and for the widest cooperation between countries, states and people against repression in all its forms for the realisation of the ' **One Earth One Family**' objective in reality.
6. To assist and support the emancipation and development of the disadvantaged people/marginalised groups like the handicapped, the old and infirm, the poor, the diseased, backward tribes, etc..
7. To promote the maintenance of safe and proper water and sanitation systems through programmes for providing safe drinking water and through intensive sanitation programmes.
8. To utilize the talents of the mediemen in the service of the society.
9. To bring about literacy and spread mass education through various forms of mass media.
10. To promote anti-drug movements and other movements against various social evils and bring about awareness about **AIDS** and other similar diseases.

### B. **OBJECTS ANCILLARY OR INCIDENTAL TO THE ATTAINMENT OF THE MAIN OBJECTS**

1. To take such steps by personal or written appeals as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, aids, grants, sponsorships, or otherwise;
2. To accept any gift of property for any or some of the objects of the Company;
3. To purchase, take on lease or in exchange, hire or otherwise acquire any movable and immovable property which may be deemed necessary or convenient for any of the purposes of the Company;

4. To sell, lease, exchange or otherwise transfer any land, building or property or any assets and liabilities of the Company to any other person, society, institution or company.
5. For the benefit of the Company to raise and borrow money, to purchase lands, shares and to mortgage bills of exchange, promissory notes or other obligations or securities, founded or based upon all or any of the properties of the Company with any security and upon such terms and conditions as the Company shall think fit and proper and to pay from the funds of the Company all expenses that may be incurred in raising funds for the Company.
6. To receive reasonable fees from the parties who may receive assistance and help from the Company with regard to any of the above matters so as to make the Company self-supporting.
7. To grant stipends, scholarships and other benefits to the people who may be in need of them in connection with the attainment of the objects of the Company.
8. To invest the funds of the Company in such bonds, certificates, securities or government loans from time to time as it may be deemed necessary provided, however, that the said investment shall in no way contravene the relevant provisions contained in the Income-Tax Act in this behalf.
9. To draw, accept, endorse, discount and negotiate all types of bills of exchange, promissory notes and other negotiable instruments.
10. To make such grants as the Company may think fit and proper for the benefit of the employees of the Company.
11. To appoint, employ and pay agents or other persons for any of the purposes of the Company.
12. To institute, conduct, defend or compromise legal proceedings by or against the Company or its officers in respect of matters affecting the Company.
13. To pay out of the funds of the Company or out of any particular part of such funds all expenses of an incidental nature for the formation and management of the Company, carrying out of the foregoing objects including payment of salaries to persons employed by the Company.
14. To amalgamate with any institution, society or association having objects similar to those of the Company.

**C. OTHER OBJECTS**

1. To provide emancipation for the delinquent children and other children in a disadvantage like the street children, child labourers, child prostitutes and the girl child.
2. To train and educate the women in vocational and other self reliant income generating programmes and to make them aware about their legal rights as per the prevalent laws.
3. To work with young people and students in order to disseminate information among the public about the United Nations, its actual meaning and its potentialities, through study and research on international issues and events.
4. To foster a spirit of international fellowship, brotherhood, respect, intercommunal understanding, cooperation and harmony through youth activities.
5. To promote socio-cultural activities and develop human values, educational, professional and physical welfare among the youths through programmes, workshops, seminars, symposia, projects, field trips, exhibitions, tours and through information from own and other publications.
6. To develop and bridge the socio-cultural differences and unite the potentialities of the youths through balanced and harmonious cooperation to contribute towards social development throughout the world.
7. To make representations and recommendations to the governments, statutory bodies or other appropriate bodies on matters affecting youths and work in cooperation with agencies involved in youth affairs.
8. To have national and international exchange programmes.
9. To promote the activities and progress of the Company to the outside world and initiate cooperation in the various programmes that are conducted.

10. To bring about social justice and developmental information through the dissemination of information at all levels.
11. To propagate the idea of family planning and population control and qualitative upliftment of the population.
12. To have representations at the central and local levels of the society to highlight the various problems afflicting the society at all levels.
13. To publish literature, newsletters, newspapers, magazines, etc., and audio-visual materials which will enable the dissemination of information to the public.
14. To adopt selected areas for the concentrated development of certain underdeveloped areas.
15. To cooperate with the United Nations, the Governments and the agencies on similar activities and promote the ideals of the United Nations through all its activities and information channels.
16. To do all such other lawful things as may be incidental or conducive to the attainment of the above objects :  
Provided that the Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a Trade Union.

IV. The objects of the Company extend to the whole of India and also outside India.

## THE COMPANIES ACT, 1956

### ARTICLES OF ASSOCIATION

OF

## INSTITUTE OF INTERNATIONAL SOCIAL DEVELOPMENT

1. The regulations contained in Table 'C' of Schedule 'I' to Companies Act, 1956 (herein referred to as "Table 'C'") shall apply to this Company save and in so far as they are expressly or impliedly excluded or modified by the following Articles.
2. Regulations 2, 3, 6(2), 14, 15, 18, 19, 20 and 23 of Table 'C' shall not apply to the Company.

### INTERPRETATION

3. In these Articles, unless there be something in the subject or context inconsistent therewith -
  - (1) "The Act" means the Companies Act, 1956.
  - (2) "The Committee" means the Governing Body of the Institute elected under these Articles.
  - (3) "The Company" means "Institute of International Social Development".
  - (4) "General Meeting" means General Meeting of the Institute.
  - (5) "Member" means a member of the Institute.
  - (6) "The President" means the President of the Institute.
  - (7) "The Seal" means the common seal of the Institute.
  - (8) "The Secretary General" means the Secretary General of the Institute.
  - (9) "The Vice President" means the Vice President of the Institute.
  - (10) "The Year" means the English Calendar Year.

### MEMBERSHIP

#### Membership :

4. (1) Membership in the Company shall be limited to organisations having similar objectives and to individuals having good backgrounds.
- (2) The admission of an organisation as a member shall require the approval of the committee members by a simple majority of those present and voting.
- (3) The individual membership shall require a proposer and a seconder after at least one month of competent activity with the Company.

#### Categories of Membership :

5. There shall be three categories of Membership to the Company - **Full Member, Institutional Member and Associate Member**, hereinafter all termed as '**Members**'.

#### Criteria for Membership :

6. The minimum criteria for admission to Membership to the Company shall be :

- (1) That an individual, coming from a good background and antecedents, shall have to apply with the recommendations of one proposer and one seconder from the existing Members of the Company after proving his/her competence.
- (2) That membership of an applicant organisation shall be open to people without distinction as to race, sex, language or religion.
- (3) That the applicant organisation shall have engaged in programmes with its members to promote the objects of the Company for at least six months prior to the date of its admission into the Company.
- (4) That the applicant organisation shall have a leadership elected by its membership.
- (5) That only organisations whose principal objects, policies and activities are not in conflict with those of the Company shall be eligible for Full Membership.
- (6) That an organisation which seeks cooperation with the Company, but does not seek or may not be eligible for Full Membership, shall be eligible to become an Associate Member, provided its objects, policies and activities support those of the Company.

#### **Applications for Membership :**

7. The individuals will apply with their resume' with the recommendations from the proposer and the seconder. On acceptance, he/she will get the Membership Registration form which he/she will have to submit with the membership fees to the Secretariat of the Governing Body.
8. Any application for membership in the Company of any organisation shall be submitted to the Secretariat of the Governing Body which shall consider the application with the Governing Body/Coordinating Committee of the concerned Nation. Each application shall be accompanied with a copy of the Constitution of the applicant organisation, a statement of its membership, and a report of its activities.
9. The Secretariat (Governing Body/Coordinating Committees) shall submit each application to the Governing Body with a report and a recommendation on each application, which must be passed by the Body by a two - third majority.

#### **PERMANENT MEMBERS**

10. The Promoters of the company, **Mr Purshottam Kumar (President, Governing Body), Mr Shomik Chaudhuri (Vice President, Governing Body) and Ms Rajyashree Chaudhuri (Secretary General, Governing Body)** will be the Permanent Members of the Company, or they can nominate their nominees which would be passed by a three-fourth majority in the Governing Body of those members present and voting.

#### **Number of Members**

11. The number of Members with which the Company proposes to be registered is 7 but the Governing Body may from time to time, whenever the Company or the business of the Company requires it, register an increase of members not exceeding 100.

#### **Resignation and Expulsion**

12. Any Member of the Company who desires to resign shall notify the desire in writing to the Secretariat (Governing Body) with the reasons for his leaving. On such resignation, the Member shall remain liable for all arrears of subscription or any other sums due and owing by him to the Company.
13. Any Member, except the Permanent Members, of the Company may be expelled on the recommendation of the Governing Body by a two-third majority of those present and voting for conducting or abetting immoral, criminal or anti-organisational activities.
14. Impeachment of the Permanent Members or their nominees may be done by a four-fifth majority of all the Governing Body Members and one member of each Coordinating Committee in the various countries present and voting, for proved misconduct or crime.

## **QUORUM**

40. The quorum of the meetings of the Governing Body and the Coordinating Committees will be two members or one-third of all the Committee Members of the respective Committees with voting rights.

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

41. The Governing Body will be the supreme authority in the Company. Besides the powers stated below, the Governing Body shall exercise all the powers that may be necessary for the fulfilment of the objectives of the Company.
- (1) To maintain and manage the property, assets and other belongings of the Company.
  - (2) To receive, consider and accept or reject any membership application.
  - (3) To pass and put the accounts of income and expenditure of the Company in the Annual General Meetings for their approval.
  - (4) To nominate the de facto Head Of State of India as the Ex-Officio Chairperson, and also Patrons and Special Invitees of the Company with due consent .
  - (5) To collect or get collected and receive subscriptions, aid, donations, sponsorships, etc..
  - (6) To accept resignations of the members and office-bearers.
  - (7) To remove any member from the membership for non-payment of subscription or for any activity, deed or act irrelevant, irregular or unhealthy for the Company or its members after giving him an opportunity of being heard.
  - (8) To declare the seat vacant of any Committee Member who remain absent without prior intimation in three consecutive meetings of the Governing Body.
  - (9) To add, alter, change or amend the memorandum or rules and regulations of the Company.
  - (10) To invest or deposit funds or assets of the Company in such a manner as may be deemed fit and necessary.
  - (11) To plan, programme and execute projects and other programmes in concurrence with the objectives of the Company.
  - (12) To administer and monitor the activities of the Coordinating Committees of the other countries of the world and the State Committees of India.
  - (13) To comply with any other statutory obligations as may be necessary.

## **SPECIAL POWERS OF THE GOVERNING BODY**

42. The Governing Body shall induct Patrons of the Company as per its own judgement and shall invite the Special Invitees to be the advisors to the Company.

## **POWERS OF THE COORDINATING COMMITTEES**

43. The Coordinating Committees shall be the highest authority below the Governing Body. These being the representative organs of the Governing Body in the different countries of the world, they will strive to fulfil the objectives of the Company through their work with similar authority and responsibilities as the Governing Body at the National level, but must always report a full detail of their activities and finances to the Governing Body and be answerable to it.

## **FINANCE**

44. **Membership Fees :**

- (1) An **Annual Membership fee of Rs 250/- per Full Member** will be charged for members from India. For **foreign members (foreign nationals), an Annual Membership fee of US \$ 100** will be charged or any other revised amount which will be determined by the Governing Body.
- (2) For **Institutional Membership, a fee of Rs 1,500/- per annum (for a maximum of 7 persons)** will be charged. For **foreign organisations, it will be US \$ 600 (for a maximum of 7 persons) per annum.**
- (3) For **Associate Members, it will be Rs 500/- per annum and US \$ 200 for foreign organisations.**

The above mentioned fees may be revised by the Governing Body by a two-third majority of those present and voting in its meetings.

#### **PATRONS**

47. Patrons would be accepted at the discretion of the Governing Body on payment of **Rs 25,000/- (for Indian Nationals only) and US \$ 5,000 for Foreign Nationals.** The Coordinating Committees can also recommend interested patrons to the Governing Body.

#### **SPECIAL INVITEES**

48. The Governing Body shall invite eminent personalities to be Special Invitees to the Company at its own discretion. The Coordinating Committees can recommend eminent personalities to the Governing Body for consideration for Special Invitees. The Special Invitees will include Representatives of the following :-
  - (1) **The United Nations System**
  - (2) **The National Governments**
  - (3) **The Regional Governments**
  - (4) **Eminent personalities in the fields of education, social work, culture, etc..**
  - (5) **Any other person of eminence whom the Governing Body may deem eligible for the position.**

#### **Funding the Company's activities :**

49. The Governing Body shall be totally authorised to raise funds for the projects in India and abroad. The Coordinating Committees can raise funds for their activities and can take funds for funding their projects upto a certain level. Thereafter, they have to get the approval of the Secretary General who will give her consent in consultation with the other members of the Governing Body. The level after which the approval would be necessary, will be determined by the Governing Body in consultation with the Coordinating Committees for individual projects.