

# **MEMORANDUM OF ASSOCIATION OF INSTITUTE OF SMART STRUCTURES AND SYSTEMS (ISSS)**

## **1. Name**

The name of the Institute shall be Institute of Smart Structures and Systems (ISSS)

## **2. Registered Office**

The registered office of the Institute shall be situated in Bangalore in the State of Karnataka, and for the time being at Department of Aerospace Engineering, Indian Institute of Science, Bangalore 560 012.

## **3. Objectives**

3.0 The aims and objectives for which the Institute is established are:-

- To promote the general advancement of science and technology and the related engineering disciplines and to facilitate exchange of information of ideas on these subjects amongst the Members of, and persons attached to, the Institute and otherwise
- To disseminate among its Members information on all matters pertaining to 'Smart Structures and Systems' and to encourage, assist and extend knowledge and information connected there with by publishing such proceedings, journals, monographs and other publications as may be desirable and hold meetings, lectures, seminars, symposia etc.
- To interact, with professional bodies, on smart structures and systems already established or as may be established in future in India and abroad.
- To promote formation of an association of professionals from India and abroad as Members of the institute and set high standards by laying down a code of ethics

which shall be an obligation to be signed by all Members of the institute on admission thereto.

- To provide an association of eminent scientists and engineers and to present at all academic forums research and developmental activities on 'smart structures and systems' on mutually interactive and cooperative basis, both in India and abroad.
- To aid and promote a national policy on Education & Research relating to smart structures and systems
- To encourage and promote the pursuit of excellence relating to the science, engineering and technology of smart structures and systems.
- To establish, promote, sponsor, assist, collaborate, cooperate, associate with or support any scientific or research institution, university, laboratory or other organisation for the attainment of the above objectives or any of them.
- To collect, disseminate, edit, print, and/or publish scientific data in areas of interest to the Institute, establish, promote, and support documentation centres and libraries, organize and conduct seminars, symposia, lectures, meetings, conferences and exhibitions.
- To institute, give or award prizes, scholarships, stipends, grants or other financial assistance to scientists, engineers and other skilled persons including entrepreneurs and all staff of the Institute.
- To print, publish, circulate and/or exhibit books, papers, pamphlets, periodicals, brochures or other literature relating to all or any of the objectives of the Institute and to adopt such means of making known the activities of the Institute or its results as may deem expedient.
- To do all such other acts and things as are incidental or conducive to the attainment of the above objectives or any one of them.

## MANAGEMENT

4. The management of the affairs of the Institute is entrusted in accordance with the Rules and Regulations of the Institute to the Governing Council, of which the first members are:

Name	Address (residential)	Occupation	Designation in relation to Institute
1. Dr VK Aatre	CC R&D, DRDO, New Delhi	Scientist, Administrator	PRESIDENT
2. Prof. B Dattaguru	Bungalow No. E 11 IISc. Campus Bangalore 12	Scientist, Engineer	VICE-PRESIDENT
3. Dr SB Krupanidhi	Bungalow No. IISc. Campus Bangalore 12	Scientist Engineer	SECRETARY.
4. Dr PD Mangalgi	Aeronautical Development Agency, Bangalore 560 017	Scientist, Engineer	MEMBER Governing Council
5. Dr PS Nair	ISAC, ISRO, Airport Road Bangalore 560 017	Scientist, Engineer	MEMBER Governing Council Treasurer

6. Prof A Selvarajan	Bungalow No. E-5 IISc. Campus Bangalore 12	Scientist, Engineer	MEMBER Governing Council
7. Mr M Subba Rao	National Aeronautical Lab, Kodihalli Bangalore 560 017	Scientist, Engineer	MEMBER Governing Council
8. Dr AK Subramanian	260/2-C Kaggadasa pura Bangalore 560 093	Scientist, Engineer	MEMBER Governing Council

5. The income and property of the Institute, however derived, shall be applied towards the promotion of the objectives thereof as set forth in this Memorandum of Association, subject nevertheless in respect of the expenditure of grants made by the Central, State or local Government to such limitations as the Governments may from time to time impose. No portion of the income and property of the Institute shall be paid or transferred, directly or indirectly, by way of dividends, bonus, profits or in manner whatsoever to any persons who at any time are or have been members of the Institute or to any of them or to any persons claiming through them or any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any member thereof, or other persons in return for any service rendered to or on behalf of the Institute.

6. All communications may be sent by the Registrar to Dr B Dattaguru, Department of Aerospace Engineering, Indian Institute of Science, Bangalore - 560012.

7. We the undersigned are desirous of forming a Society/Institute under the Karnataka Societies Registration Act, 1960 in pursuance of this Memorandum of Association.

Sl No.	Name	Age	Description	Occupation & Address	Signature
1	V.K. Aatre	59	S/o Late K.N. Rangaswamy	Chief Controller, DRDO MOD, Sena Bhavan, Delhi- 110011	
2	B.Dattaguru	56	S/o (Late) B. Raghavendra Sastry	Scientist Engineer, E-11, IISc Campus, Bangalore	
3	Dr SB Krupanidhi	47	S/o (Late) S. Gokul Das	Scientist Eu-108, IISc Qtrs, Vignanapura, Bangalore – 560094	
4	A Selvarajan	59	S/o (Late) AnanthaViajay	Scientist, E-5, IISc campus, IISc, Bangalore- 560012	
5	R.V. Krishnan	53	S/o Sri R.V.	Scientist	

			Vishwanathan	National Aerospace Laboratories, Bangalore-560017	
6	K. Ramachandra	52	S/o K.C. Krishnaswamy	Scientist Gas turbine Research Est., Bangalore-560093	
7	P.D. Mangalagiri	47	S/o D.R. Mangalagiri	Scientist Aeronautical Development Agency, Bangalore- 560017	
8	Kartik Venkataraman	32	S/o Col. S. Raman (retd)	Scientist- Engineer, 19, Ramanujan Apartments, IISc, Bangalore-560012	
9	Vikram Kumar	51	S/O Late Shri J.P Kulshreshta	Solid State Physics Laboratory, Timarpur, Delhi- 110054	
10	S. Asokan	37	S/o C. Sundar Rajan	Scientist, Dept of Instrumentation, IISc, Bangalore- 560012	

11	Vinod Kumar Jain	54	S/o Late. Sri. D. L. Jain	Scientist-F, Solid State Physics Lab, Lucknow Road, Delhi-118094	
12	G.N.Dayananda	36	S/o Prof. G.K. Narayana Reddy	Scientist 'E1', P.B No 1779, National aerospace Laboratories, Bangalore-17	
13	K. Rajaiah	58	S/o Late N. Kothandarama Naidu	Scientist G, Aerospace Dev. Est., CV Raman Nagar, Banagalore-560093	
14	M.Kumar	38	S/o Muniratnam	Scientist, Indian Institute of Science, Bangalore-12	
15	Dr. P. S. Nair	54	S/o K. Parameswaran Nair	Group Director, ISRO Satellite Centre, Airport Road, Bangalore-560093	
16	Dr. A.K. Subramanian	62	S/o Late Mr.A.K. Krishnaswami	Consultant & Chartered Engineer, 260/2-c, KAggadasa pona	

				Extn, Bangalore-560093	
17	Dr.T. Srinivas	35	s/o Talabattula Ramabrahmacharyulu	Scientist, ECE Dept, IISc, Bangalore-12	

# **RULES AND REGULATIONS OF INSTITUTE OF SMART STRUCTURES AND SYSTEMS (ISSS)**

## **1.0 Title**

1.1 These rules and regulations may be called the "Rules and Regulations of the Institute of Smart Structures and Systems (ISSS)"

## **INTERPRETATION**

### **2.0 Definitions**

In these Rules, unless the context otherwise requires:

2.1 "The Institute" or "this Institute" or "The Institute" means "INSTITUTE OF SMART STRUCTURES AND SYSTEMS"

2.2 "The act" means the Karnataka Societies Registration Act, 1960, and the *Rules framed thereunder for the time being in force.*

2.3 "The Rules" means and includes the Rules and Regulations of the Institute from time to time in force.

2.4 "President" means the President for the time being of the Governing Council of the Institute.

2.5 "Vice-President" means the Vice-President for the time being of the Governing Council of the Institute

2.6 "Member-Secretary" means the Member-Secretary of the Institute for the time being appointed by the Governing Council from one among them.

2.7 "Treasurer" means the Treasurer of the Institute for the time being

appointed by the Governing Council from one among them.

2.8 "Governing Council" means the Council constituted under and in accordance with the Rules to whom by these Rules the management of the affairs of the Institute is entrusted.

2.9 "Member" means a person who has been admitted to the Membership of the Institute in accordance with the Rules.

2.10 "Persons" include Corporations as well as individuals.

2.11 "Bye-laws" means the bye-laws from time to time framed by the Governing Council of the Institute in Office.

2.12 "Office-Secretary" means the Office-Secretary for the time being appointed or employed by the Governing Council and any temporary substitute for him.

2.13 "Special General Meeting" means a General Meeting of the Members other than an Annual General Meeting duly called and constituted in accordance with the provisions of the Act and the Rules and any adjournment(s) thereof.

2.14 "Year" means the Financial year of the Institute comprising the period 1<sup>st</sup> April to 31<sup>st</sup> March.

Words importing the singular number include, where the context admits or requires, the plural number and vice-versa.

Words importing the masculine gender also include the feminine gender and vice-versa.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Rules.

Headings and marginal notes in these Rules are only for convenience of reference and shall not effect their construction.

### **3.0 MEMBERS OF THE INSTITUTE**

#### **3.1. MEMBERSHIP**

##### ***a) FELLOWS***

Fellows are of two categories

(i) The Council may elect eminent persons intimately connected with smart structures and systems or a science closely allied there to whom the Institute desires to honour and who have rendered exceptionally important services to the field, as Honorary Fellows.

(ii) The Council may elect Fellows from amongst full Members of the Institute who have completed 5 years of Membership of the Institute and are persons of eminence in their respective fields

##### ***b) MEMBERS***

Members shall be persons with a Bachelor degree and TWO years of relevant experience or a Post-graduate degree in any relevant field related to smart structures and systems.

##### ***c) CORPORATE MEMBERS***

Corporate Members shall be organizations interested in promoting the objectives of the Institute. They can nominate upto two Members.

**d) STUDENT MEMBERS**

Student Members shall be persons not less than 18 years of age. They shall be students of an academic institute in the country, pursuing studies related to the field of smart structures and systems in their professional course.

Printed application forms for Membership can be had from the registered office free of charge. Completed applications duly proposed and seconded by Members of the Institute, when received, will be placed before the governing Council for decision.

**3.2. OBLIGATIONS, RIGHTS AND PRIVILEGES**

- a) Obligation of Members is to promote the aims and objectives of the Institute.
- b) Members on election are entitled to use the following abbreviations after their names: FISSS; MISSS subject to the provisions of the articles and to the restrictions contained in the rules and regulations.
- c) To be present and vote at all general meetings; to propose and recommend candidates for Membership; to introduce visitors and explain the activities of the Institute.

**d) SUBSCRIPTIONS**

Members shall pay (subject to revision as per rules) annual / life Membership fees as follows:

<b>Category</b>	<b>Annual</b>	<b>Life</b>
Honorary Fellows:	NA	NA
Fellow:	Rs. 300	Rs. 3000
Member:	Rs. 200	Rs. 2000
Student Member:	Rs. 75	NA

Corporate Member

Rs. 10000 Rs. 50000 (one time fee)

One time admission fee: Rs. 200. No admission fee for Honorary Fellows, Student Members and Corporate Members.

### **Patron members**

Patron members are those who contribute substantial amounts as donations to the Institute and who in the opinion of the Governing Council ought to be considered as Patron Members of the Institute.

### **First Members**

The signatories to the Memorandum of Association of the Institute who are individuals shall be the first members of the Institute. The first members are individual members.

### **3.3 Cessation of Membership**

A patron member, an individual member and/or an invited member shall cease to be a member of the Institute under the following circumstances:

- (a) Resignation
- (b) Death
- (c) Lunacy
- (d) On being declared as an insolvent
- (e) On being convicted of an offence involving moral turpitude

Any member who has committed a breach of any Rules of the Institute or who has refused or neglected to abide by any of such Rules or committed any act which, in the opinion of the Governing Council, is calculated or likely to bring discredit to the Institute may be removed from the membership of the Institute by

resolution of 3/4<sup>th</sup> of the members of the Institute present at a special meeting thereof convened for this purpose after at least 21 days notice:

Provided that no such resolution shall be passed unless member concerned is informed by a registered letter at least 21 days before such meeting of the date, time and place of the meeting and of the grounds on which it is proposed to remove him from membership of the Institute and is given an opportunity to explain his conduct to the members of the Institute in writing or in person at such meeting.

3.3.1 A corporate member shall cease to be a member upon the organisation being dissolved or wound up.

#### **4.0 Meetings of members**

The accidental omission to give any notice as aforesaid to any of the Members or the Non-receipt thereof by any of the members, shall not invalidate any resolution passed at such Meeting.

#### **4.5 Business at Annual General Meeting**

The business to be transacted at an Annual General Meeting shall include the following:

- a. Consideration and adoption of the Annual Report of the Institute.
- b. Consideration and adoption of the Audited Annual Accounts of the Institute and the Report of the Auditors.
- c. Appointment of the auditors and fixing their remuneration.
- d. Election of the members of the Governing Council, if any, under the Rules.
- e. other business on the agenda; and

#### **4.6 Meeting not to transact business when President is not present**

No business shall be discussed at any General Meeting except the election of a President, while the Chair is vacant.

#### **4.7 Quorum**

One-third of the members entitled to vote or 15 such members present in person, whichever is less, shall be the quorum for a General Meeting. If the quotient obtained by applying the proportion of one third of members contains a fraction then the same shall be increased to the next higher figure.

#### **4.8 If quorum not present, meeting to be dissolved or adjourned**

If at the expiration of half an hour from the time appointed for holding a General Meeting, the requisite quorum shall not be present, the meeting, if convened by or upon the requisition of the Members, shall stand dissolved and in any other case, the Meeting shall stand adjourned to such other date and at such other time and place (not being later than 15 days from the date of the original meeting) as the President may determine. If at such adjourned Meeting also the requisite quorum is not present at the expiration of half an hour from the time appointed for holding the Meeting, the Members present shall constitute the quorum, and may transact the business for which the Meeting was called.

#### **4.9 Chairman of General Meeting**

The President of the Governing Council shall preside over all the General meetings of the Institute and in his absence, the members of the

Governing Council present may choose one of their members to be the Chairman of the Meeting. If no member of the Governing Council were present or if all of them present decline to take the Chair, then the Members present shall elect one of their members to be the Chairman of that Meeting.

#### **4.10 Adjournment of Meeting**

The Chairman may, with the consent of the Members, and shall, if so required by not less than one half of all Members present at the meeting, adjourn any Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not normally be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting.

#### **4.11 Decisions on Questions at General Meeting**

Every question submitted to a General Meeting shall be decided by a majority vote on a show of hands.

#### **4.12 Chairman's casting vote**

In the case of an equality of votes, the Chairman shall have a second or casting vote.

#### **4.13 Chairman to be sole judge of validity of votes**

The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting.

#### **4.14 Voting Rights**

Only individual members shall have a right of voting at any general meeting.

**Provided that** for the purpose of this clause members of the Governing Council in office shall be regarded as individual members entitled to vote in the manner and to the extent they would have, had they been individual members otherwise.

### **5.0 GOVERNING COUNCIL**

#### **5.1 Number of Members**

The maximum number of members of the Governing Council shall be *twelve* and the minimum shall be *ten*.

#### **a) The Council shall consist of the following.**

President

Vice President

Member-Secretary

Treasurer

Four Members

Immediate past-President

Immediate past Secretary

The President may co-opt additional Members if needed.

b) Unless and until the rules and regulations for the time being of the Institute shall otherwise direct, the Annual General Meeting of the Institute in alternate years shall elect from amongst its Members the President, the Vice-president, the Secretary the Treasurer and four Members. They shall assume office after the Annual General Meeting' on the first day of April of the following year. Provided further that such (nominated) Members of the Council falling under rules and regulations (5a), shall also enter into the office on the same date as those elected /nominated after the Annual General Meeting of the Institute.

c) Honorary Fellows and Corporate Members are not eligible to be Members of the Governing Council.

## **5.2 DUTIES AND RESPONSIBILITIES OF THE OFFICE BEARERS**

### **a) President**

- To preside at all the meetings of the Institute and of the Council and to regulate the proceedings at such meetings.
- To ensure that due effect is given to the rules and regulations and to the ordinances made by the Council.
- To be ex-officio member of all committees appointed by the Council.

In case of doubt as to the interpretation of the rules and regulations he will decide on the interpretation. In such case the President's interpretation shall hold until the next meeting of the Council, when the interpretation of the rule will be discussed and final decision taken. In the event of the president being unable to perform the duties of his office due to death, resignation or any other cause or in the case of his prolonged absence from India for any reason, the Vice-president shall assume the duties of the President till the Council elects a President from amongst

themselves in accordance with the provisions of the rules and regulations (7 a, b, c, d) for the residual part of the session, provided such residual part is not less than two months. In case of an emergent situation requiring urgent action on matters pertaining to the function of the Institute, the President may take such decisions as he thinks fit on behalf of the Council and report the same at the next meeting of the Council for its approval.

**b) Vice-president**

- To perform the duties as may be defined by the President from time to time.
- To function as Acting-President in the event of the President being unable to perform the duties of his office due to death, resignation or any other cause, or in the case of his prolonged absence from India for any reason.

**c) Member-Secretary**

- To conduct the correspondence of the Institute and of the Council and to sign all letters and papers emanating from the Institute, except in so far as another provision is made in these rules and regulations.
- To enter or cause to be entered in the Minute-Books all the proceedings of the Institute and the Council before the following meeting, and to see that all letters and papers and all documents of every kind connected with the business of the Institute are properly filed and preserved.
- To exercise the general supervision over the staff and affairs of the Institute and to assist in carrying out the rules and regulations and orders made by the Council.
- To be ex-officio member of the committees appointed by the Council from time to time except and specific committee(s) as directed by the Council specifically.
- To present an annual report of the activities of the Institute at the AGM.

In the event of the Secretary being unable to perform the duties of his office due to death, resignation or any other cause, or in the case of his prolonged absence from

India for any reason, the Council shall elect a Secretary from amongst themselves in accordance with the provisions of the rules and regulations for the residual part of the session provided such residual part is not less than two months.

**d) Treasurer**

- The Treasurer shall receive and hold for the use of the Institute all money paid to the Institute. He shall disburse all sums due from the Institute and shall keep exact accounts of all such receipts and payments.
- The Treasurer shall be the ex-officio member of all the committees appointed by the Council from time to time except any specific committees as directed by the Council specifically.
- At the expiration of every half year, the Treasurer shall prepare a list of names of those Members, who may be in arrears for subscriptions for six or more months, and shall submit it for orders of the Council at the next Council meeting.
- The Treasurer shall present an audited statement of accounts for the financial year at the AGM.

**5.3. TERM OF COUNCIL**

- (a) The term of office of the President, the Vice-president the Secretary and the Treasurer shall be for two years. Except the President, they shall be eligible for re-election for further two years.
- (b) The term of elected Members of the Council shall be for two years and shall be eligible for re-election for further two years.
- (c) Except in case of the president, who shall hold office for two years, no Members of the Council shall serve for more than four years. They shall retire after the completion of their term and shall not be eligible for re-

election to the same post.

- (d) A vacancy arising in the office bearers shall be filled from amongst the Members of the Council, he/she shall retain Membership of the Council so long as the vacating member of the Council in the ordinary course would have retained Membership.

#### **5.4 POWERS, PROCEDURES, DUTIES OF THE COUNCIL**

- (a) The Council shall direct and manage the affairs and property of the Institute, subject to the provisions of the articles, the rules and regulations enacted by the general body meetings of the Members which have been duly summoned and held in accordance with the rules and regulations and duly recorded in the minutes of the meetings. Subject to as aforesaid, the Council shall further exercise all powers of the Institute not otherwise specially provided for; provided such powers are not by the articles or the rules and regulations, required to be exercised by the Members at a general meeting.
- (b) The decision of the Council on all matters dealt with by it in accordance with the provisions in the articles and rules and regulations and such resolutions of general meetings of Members as aforesaid shall be final and binding on all Members.
- (c) The Council may appoint committee or committees and may delegate any of its powers to any such committees. The Council may, in addition, delegate any of its powers to the President, the Secretary or such other person or persons or bodies as it may appoint or constitute from time to time for efficient working of the Institute. All such committees or persons shall be in the exercise of powers delegated to them by the Council and in the transaction of business conform to any directions that may be given to them by the Council and subject thereto may regulate their proceedings as they think fit.
- (d) The Council shall meet as often as the business of the Institute may require but not less than two times a year. At every meeting of the Council one half of the total strength

of the Council shall constitute a quorum. A meeting of the Council at which a quorum is present shall be competent to exercise all or any of the powers or discretion's vested in or exercisable by the Council, notwithstanding any vacancy in the body. If at any meeting there is no quorum, the meeting shall stand adjourned for half-hour and transact the business of the meeting, with Members present as the quorum.

(e) To summon a meeting of the Council, the Secretary shall issue a notice of meeting to each member of the Council together with the agenda not less than seven days before the date of meeting. This period of seven days shall be exclusive of the day on which the notice is issued, but inclusive of the day for which the notice is given. This period shall not apply to supplementary agenda, which may be issued as the exigencies of the case may require.

(f) The Member-Secretary shall summon a special meeting of the Council on receipt of a written requisition which shall contain a specific matter desired to be discussed at this special meeting and shall be signed by at least four Members of the Council and within thirty days of the receipt of the requisition. The notice of such special meetings shall state the purpose for which the

meeting is called and its period shall be the same as rules and regulations stated in (8e). At the meeting no business other than specified in the requisition shall be transacted.

(g) The Treasurer on behalf of the Council shall cause a statement of the funds of the Institute and of the income and expenditure during the past year, terminating on the last day of month of March to be made and verified and signed by the auditors. The Council shall cause such accounts to be presented at the annual general meeting.

(h) The Member-Secretary on behalf of the Council shall draw up an annual report of the Council on the state of the Institute, and shall present it at the

annual general meeting.

- (i) The Council may make, amend or rescind rules and regulations provided that the same may not be repugnant to the Memorandum of Association and no such addition, amendment or rescission shall come in to operation until the same has been approved by a special general meeting of Members

The Council may call an extraordinary general meeting of the Members of the Institute for any specific purpose relating to the directions and management of the affairs of the Institute except for revoking, altering or amending any of the provisions of the rules and regulations of the Institute

### **5.5 First Members**

The first members of the Governing Council shall continue in office until the first annual general meeting.

### **5.6 Power of Governing Council**

The management of the affairs, business, funds and property, movable or immovable, of the Institute shall at all times be entrusted to, and vested in, the Governing Council who may exercise all such powers and do all such acts, deeds and things as may be exercised or done by the Institute.

### **5.7 Certain powers of Governing Council**

The Governing Council shall have the powers to frame, amend, abridge or repeal Rules and Bye-laws relating to the administration and management of the affairs of the Institute and also providing for the following matters for the furtherance of all or any of the objectives of the Institute, that is to say:

1. To pay out of the funds belonging to the Institute all expenses of or

incidental.

2. to the formation and registration of the Institute and the management or administration of any of the foregoing objectives including all rents, rates, taxes, outgoings and salaries of employees.
3. To prepare and sanction budget estimates and allocate from time to time the funds of the Institute towards furtherance of the objectives of the Institute.
4. To purchase or otherwise acquire for the Institute any property, rights or privileges, movable or immovable, of whatever nature which the Institute is authorised to purchase or acquire for such price and on such terms and conditions as it thinks fit.
5. To acquire by purchase, hire lease, gift or otherwise any movable or immovable property, interests therein or any rights or privileges which the Institute may think necessary, useful, 'or convenient for the purpose of the Institute or the furtherance of any of its objectives.
6. To sell, improve, manage, develop, transfer, exchange, mortgage, dispose of, turn to account or otherwise deal with any property whatsoever belonging to the Institute and rights or interests of the Institute therein or thereto so as to be not inconsistent or in conflict with the objectives of the Institute.
7. To borrow and raise money with or without security on any movable or immovable property of the Institute or in any other manner or means and on such terms as it may deem fit.
8. To accept and receive donations, grants, subscriptions, contributions, gifts, bequests, legacies, either in cash or kind, and either unconditionally or subject to any special conditions laid down by any donor as it may determine or think fit in furtherance of any one or more objectives of the Institute.
9. To draw, make, accept, endorse, negotiate and/or discount cheques,

promissory notes or other negotiable or transferable instruments.

10. To make and give receipts, releases and other discharges for money payable to the Institute and for the claims and demands of the Institute.
11. To determine who shall be entitled to sign on behalf of the Institute bills, notes, receipts, acceptance, endorsements, cheques, releases, discharges or other documents.
12. To invest and deal with any money of the Institute not immediately required for the purposes thereof in such manner as it may think fit and to vary, transpose or realise such investments. However, the funds of the Institute shall be invested in the modes specified under the provisions of Section 13 (1) (d) read with Section 11(5) of the Income Tax Act 1961 as amended from time to time.
13. To set aside any funds of the Institute for the purpose of creating any building or other special funds and to accumulate the income arising therefrom and from time to time to apply securities/and moneys to the credit of such funds towards the objectives for which the funds were created, in accordance with the provisions of the Income-tax Act.
14. To make or frame and, from time to time to repeal, abridge or alter any rules, regulations or bye-laws to the management or administration of the Institute and the affairs thereof, the sponsoring and funding of the Institute's research projects, as to the functions of duties of any officers or employees of the Institute and the manner or mode of their selection and appointment and so as to the conduct of the business of the Governing Council or any Committee or Sub-Committee appointed by the Governing Council or as to any of the matters of things within the powers or under the control of the Governing Council or as it considers necessary, proper or desirable for the implementation, furtherance or attainment of any of the objectives of the Institute, provided that the same shall not be inconsistent with the Memorandum of Association or

the Rules and Regulations of the Institute.

15. To create scientific, technical and other posts, make appointments thereto, and to give or provide for provident fund, gratuity, pension and other service or retirement benefits to or for the employees or ex-employees of the Institute or their families.
16. To make appointments to the posts of scientists, Technicians, Officers, Clerks, Agents and Servants as it may from time to time think fit and to remove or suspend any such person and to determine the terms and tenure of their appointment, powers and duties, employment's and retirement benefits.
17. To open and maintain a Banking Account or Accounts in the name of the Institute, Such accounts to be operated by such officer or officers as may be designated by the Chairman at such bank or banks as it may from time to time decide and to pay or cause to be paid or withdrawn any moneys of the Institute or the income thereof to the credit of such account or accounts.
18. To print, publish and exhibit any books, scientific or business-related or promotional journals, monographs, pamphlets or posters that may be considered necessary for the promotion of any of the objectives of the Institute.
19. For all or any of the purposes aforesaid, to negotiate enter into, execute and deliver assurances, deeds or contracts as may be necessary and to vary or rescind them.
20. To apply for, purchase or otherwise acquire and protect and renew in any part of the world any patents, patent rights, rights to invention or trade marks as the Institute may think beneficial, necessary or convenient in respects of any of the processes, techniques or devices developed by the Institute.
21. To make available the expertise, knowledge, special techniques,

patents or processes which the Institute may develop or acquire or have at its disposal to any individual, company, corporation, research and development organisation or institution, in return for such payment, royalty, levy or charges or otherwise and subject to such terms and conditions as may be decided by it, for application in the fields of development of science and technology and manufacture of products based such technology and other related areas.

22. To commence, institute, prosecute and defend all such actions and suits as the Governing Council may deem fit necessary or expedient on behalf of the Institute and to compromise and submit for arbitration the same or any other claims or disputes and in connection with any such proceedings to retain, employ and remunerate, advocates, solicitors, or other person or persons on such terms as it thinks fit.
23. To determine, impose and recover charges for the services rendered by the Institute.
24. To maintain a fund or funds to which shall be credited:
  - a) all moneys/grants provided by the State and Central Governments, Banks and financial institutions/Industries, Association of Industries/State Financial Institutions/ Scientific Institutions/ Educational Institutions/ Management Institutions, etc;
  - b) all fees and other charges levied by the Institute for the services rendered;
  - c) all moneys received by the Institute by way of grants, gifts, donations, benefactions, bequeaths or transfers, and;
  - d) all moneys received by the Institute in any other manner or from any other resources.
24. To open sub-centres, chapters and branches at places within or other than Bangalore.

25. To negotiate and enter into contracts on behalf of the Institute and vary or rescind such contracts and sign, execute and deliver such contracts deeds and instruments as may be necessary.
26. To accept and receive advisors or experts deputed by any foreign agency to work in the Institute on such terms and conditions as may be consistent with those agreed upon between Government of India and foreign Governments from time to time.
27. To establish, award and distribute prizes, scholarships, stipends, grants or other financial assistance to the scientists or technical staff or other staff of the Institute.
28. To take over, acquire, manage, control or amalgamate with any other Institute, Association or Institution having objectives wholly or in part similar to or compatible with the objectives of the Institute and on such terms and conditions as it deems expedient.
29. To review periodically the scientific work and progress of the Institute and/or of individual tasks or projects undertaken by the Institute, and take such action as may be required consequent on such review.
30. To do all acts and things as are incidental or conducive to the attainment of any of the objectives specified in the Memorandum of Association of the Institute.
31. To provide financial or any other support, either fully or partially, to any other scientific or research institution, university, laboratory, or other organisations in India or to individual or groups of scientists for the conduct, promotion or development of research in areas of interest to the Institute and the furtherance of all or any of the objectives of the Institute.
32. To establish, construct, subsidise, endow, maintain laboratories and other buildings and to provide, furnish or equip them with all required infrastructural facilities or equipment for the furtherance of the objectives of the Institute and alter, extend, improve or repair, enlarge or modify

the same, or other buildings or facilities in the IISc campus or any other part of campus.

33. To subscribe to, to become a member of, and/or to cooperate or collaborate with any other Institute, Association, or other organisation or body corporate whose objectives are altogether or in part similar to or compatible with those of the Institute and to procure from or communicate the same to any such Institute, association or other organisation or body corporate such material or information as may be likely to promote the objectives of the Institute.
34. To provide advisory and consultancy services to entrepreneurs on the matters relating to evaluation of technology and commercialisation of technology, to charge for the services, and to utilise the sums so realised to further the objectives of the Institute.
35. To Nominate or authorise specific persons, functionaries and/or employees of the Institute to communicate, act or receive communication on behalf of the Institute regarding specified aspects of its functioning.

## **6.0 MEETINGS OF GOVERNING COUNCIL:**

**6.1** The Governing Council shall meet at least once in every three calendar months.

### **6.2 Notice of Meetings**

Atleast 7 days notice of every meeting of the Governing Council shall be given in writing to every member of the Governing Council provided that in the case of urgency the Chairman may, with the consent in writing of three-fourths of the members, convene a meeting of the Governing Council on a shorter notice.

## **6.4 Quorum**

The quorum for a meeting of the Governing Council shall be 5 members.

## **6.5 Discussions at meetings**

As far as possible it shall be the endeavor of the Governing Council to decide all matters by a consensus. However, in case of any dispute or differences of opinion on any matter, the same shall be decided by a majority of the votes of the members present at a meeting of the Governing Council. In the case of an equality of votes, the Chairman shall have a casting vote.

## **6.6 Appointment of Committees or Sub-Committees**

The Governing Council may constitute Committees or sub-committees consisting of two or more of its members and delegate such of their powers to the Committee or the Chairman of the Committee so constituted as it thinks fit, and may from time to time revoke and discharge any such Committee or Sub-Committee either wholly or in part and either as to persons or purposes. Every Committee or Sub-Committee shall in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Governing Council. All acts done or decisions taken by such committee or Sub-Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the force and effect as if done by the Governing Council, unless any of the acts or recommendations are specifically annulled by the Governing Council or its Chairman.

## **6.7 Meeting of Committee or Sub-Committee**

The meetings and proceedings of any such Committee or Sub-Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Governing Council, so far as the same are applicable thereto and are not superseded by any regulations made by the Governing Council under the last preceding Rule provided however that all decisions on any question arising at any meeting of such Committee or Sub-Committee shall require the unanimous approval of the members present thereat.

## **6.8 Acts of Governing Council or Committee valid notwithstanding defect in appointment**

All acts done or decisions taken at any meeting of the Governing Council or by any duly constituted Committee or Sub-Committee or by any person acting as an authorised member of the Governing Council shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such members or that the appointment had been terminated by virtue of any provision contained in the Rules, be as valid as if such persons had been duly appointed or his appointment had not been terminated provided that nothing in this Rule shall give validity to acts done by a member of the Governing Council or Committee or Sub-Committee after his appointment has been shown to the Institute to be invalid or to have been terminated.

## **6.9 Resolution by circulation**

A resolution in writing, approved and signed by a majority of the members of the Governing Council for the time being entitled to receive notice of a meeting of the Governing Council, shall be as valid and effectual as if it had been passed at a

meeting of the Governing Council duly convened and held.

## **7.0 OFFICE-SECRETARY**

7.1 The Governing Council may, from time to time, employ or engage a full time or part-time Secretary and determine his term and tenure of office, powers, functions and duties, and fix and vary his remuneration.

## **8.0 LOCAL CHAPTERS AND TOPICAL GROUPS**

### **8.1 Creation**

The Governing Council, or the President acting on its behalf, may create a Local Chapters in India or anywhere in the world. A Chapter must consist of at least 20 members for such creation.

Interest groups e.g., MEMS, Sensors and Actuators etc., could be created to encourage R&D as also provide a platform for in-depth discussions on specific topics of interest.

The Local Chapters and topical groups shall be subject to the superintendence, directions and control of the Governing Council or the President on its behalf. The Local Chapters and topical groups shall be delegated such powers as the Governing Council may deem fit.

## **9.0 ACCOUNTS**

### **9.1 Governing Council to keep accounts**

The Governing Council shall cause proper books of account to be maintained with respect to:

- a. all sums of money received and expended by the Institute and the matters in respect of which the receipts and expenditure takes place;

- b. all sales and purchases of goods by the Institute; and
- c. the assets and liabilities of the Institute.

The books of account shall give a true and fair view of the state of the Institute's affairs at the end of the year and explain its transactions. The books of account shall be open for inspection by any member of the Governing Council during normal business hours. The period, 1<sup>st</sup> April to 31<sup>st</sup> March of the following year shall be the financial/accounting year of the Institute.

### **0.2 Accounts to be kept at Registered Office**

The books of account shall be kept at the Registered Office or at such other place or places in Bangalore as the Governing Council thinks fit.

### **9.3 Annual Accounts to be placed at Annual General Meeting**

The Governing Council shall cause to be prepared and to be laid before the Institute at each Annual General Meeting audited Annual Accounts of the Institute in respect of the immediately preceding year together with the Auditor's Report thereon and the Report of the Governing Council on the affairs and activities of the Institute during that year. A copy of the Annual Accounts, Auditors Report and the Report of the Governing Council shall be forwarded by the Governing Council to every Member of the Institute not less than 21 days before the date of the Annual General Meeting.

## **10.0 AUDITORS**

### **10.1 Appointment of Auditors**

An Auditor or Auditors, being a Chartered Accountant or a firm of Chartered Accountants, shall be appointed by the Institute at each Annual General Meeting provided that the first Auditor/s of the Institute shall be

appointed by the Governing Council. The remuneration of the Auditor/s shall be fixed by the Institute in General Meeting.

## **11. NOTICES**

### **11.1 Service of document or notice**

A document or notice may be served or given by the Institute on any Member either personally or by sending it by post to him at his registered address in India supplied by him to the Institute for service of documents or notices on him.

Where a document or notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a cover containing the document or notice and such service shall be deemed to have been effected in the case of a notice of a Meeting, at the expiration of 48 hours after the letter containing the same is posted, and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

### **11.2 To whom documents or notices to be served**

The documents or notices of every General Meeting shall be served or given in such manner as mentioned hereinbefore to every Member of the Institute and the Auditor/s for the time being of the Institute but to no other person or persons.

**12.0** The working hours of the Institute shall be between 9 A.M. and 5.30 P.M. on all working days.

**13.0** Any amendment to the Memorandum of Association, the Rules and Regulations or change in the name of the Institute or any proposal for amalgamation of the Institute with any other Institute or dissolution of the Institute shall not be carried out unless the proposal is approved by the members of

the Institute in a General Meeting convened with atleast 21 days' notice in writing. Such notice shall contain the proposal clearly in writing, which is required to be considered by the Members. The aforesaid approval shall be obtained by means of a resolution passed with three-fourths majority. The provisions of Sections 9, 10, 21, 22 and 23 of the Karnataka Societies Registration Act, 1960 shall be followed in respect of the aforesaid matters.

No amendments to the Memorandum of Association and Rules & Regulations shall be made, which may prove to be repugnant to the provisions of Sections 2(15), 11, 12, 13 & 80(G) 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.

14.0 If on the winding up or dissolution of the Institute there shall remain after the satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Institute or any of them, but will be transferred to the IISc and/or any other body with similar objectives and enjoying recognition under Section 80(G) of the Income Tax Act 1961 provided, however, that the assets are used in such manner as to further as nearly as possible the objectives for which the Institute was established.

15.0 The benefits of the Institute shall be open to all irrespective of caste, creed or religion.

We the undersigned are desirous of forming a Society/Institute under the Karnataka Societies Registration Act, '1960 in pursuance of this Memorandum of Association.

1 No.	Name	Age	Description	Occupation & Address	Signature
1	V.K. Aatre	59	S/o Late K.N. Rangaswamy	Chief Controller, DRDO MOD, Sena Bhavan, Delhi-110011	
2	B.Dattaguru	56	S/o (Late) B. Raghavendra Sastry	Scientist Engineer, E-11, IISc Campus, Bangalore	
3	Dr SB Krupanidhi	47	S/o (Late) S. Gokul Das	Scientist Eu-108, IISc Qrtrs, Vignanapura, Bangalore – 560094	
4	A Selvarajan	59	S/o (Late) AnanthaViajay	Scientist, E-5, IISc campus, IISc, Bangalore- 560012	
5	R.V. Krishnan	53	S/o Sri R.V. Vishwanathan	Scientist National Aerospace Laboratories,	

				Bangalore-560017	
6	K. Ramachandra	52	S/o K.C. Krishnaswamy	Scientist Gas turbine Research Est., Bangalore-560093	
7	P.D. Mangalagiri	47	S/o D.R. Mangalagiri	Scientist Aeronautical Development Agency, Bangalore-560017	
8	Kartik Venkataraman	32	S/o Col. S. Raman (retd)	Scientist-Engineer, 19, Ramanujan Apartments, IISc, Bangalore-560012	
9	Vikram Kumar	51	S/O Late Shri J.P Kulshreshta	Solid State Physics Laboratory, Timarpur, Delhi-110054	
10	S. Asokan	37	S/o C. Sundar Rajan	Scientist, Dept of Instrumentation, IISc, Bangalore-560012	

11	Vinod Kumar Jain	54	S/o Late. Sri. D. L. Jain	Scientist-F, Solid State Physics Lab, Lucknow Road, Delhi-118094	
12	G.N.Dayananda	36	S/o Prof. G.K. Narayana Reddy	Scientist 'E1', P.B No 1779, National aerospace Laboratories, Bangalore-17	
13	K. Rajaiah	58	S/o Late N. Kothandarama Naidu	Scientist G, Aerospace Dev. Est., CV Raman Nagar, Banagalore-560093	
14	M.Kumar	38	S/o Muniratnam	Scientist, Indian Institute of Science, Bangalore-12	
15	Dr. P. S. Nair	54	S/o K. Parameswaran Nair	Group Director, ISRO Satellite Centre, Airport Road, Bangalore-560093	
16	Dr. A.K. Subramanian	62	S/o Late Mr.A.K. Krishnaswami	Consultant & Chartered	

				Engineer, 260/2-c, KAggadasa pona Extn, Bangalore-560093	
17	Dr.T. Srinivas	35	s/o Talabattula Ramabrahmacharyulu	Scientist, ECE Dept, IISc, Bangalore-12	