

WEST BENGAL SOCIETIES REGISTRATION ACT 1961  
(W.B. ACT XXVI OF 1961)

**MEMORANDUM OF ASSOCIATION, CALCUTTA RESCUE**

**1. Name :** The name of the Society is CALCUTTA RESCUE.

**2. Objects :**

The objects of the Society are mentioned in the Memorandum of Association of the Society.

**3. Membership: Admission:**

(a) The signatories to the Memorandum of Association, the office bearers of the Governing Body of the Society shall be the first members of the Society.

(b) The Governing Council may admit to membership by invitation any person of any caste, creed or sex who has attained the age of eighteen years and agreed in writing to be bound by the Memorandum of Association and the regulations of the Society and who in the opinion of the Governing Council will be interested in the advancement of the objects of the Society.

Be it noted that the power to admit members is the sole and absolute power of the Governing Council and the Governing Council may refuse to admit any person as a member without assigning any reason thereof.

**4. Cessation of Membership:**

Any member shall cease to be a member – (a) on the acceptance of his resignation from membership; (b) on his becoming insane or insolvent; (c) on his conviction of any offence in connection with the formation, promotion, management or conduct of affairs of society or body corporate or of any offence involving moral turpitude.

**5. Register of Members:**

The Society shall maintain a Register of Members containing the names, addresses, and their occupations, the date of admission and the date of cessation of membership. The Register will be kept open for inspection of the members of society on requisition. All entries required to be made therein shall be entered within a period of 15 days.

**6. Rights and Obligations of Members:**

Any member of the society has the right (a) to elect and to be elected in any election of the society; (b) to submit suggestion for discussion to the Governing Council and sub-committee on any matter relating to the society; (c) to inspect the accounts and

the proceedings of the meetings of the society on appointment with the Secretary;  
(d) to pay his subscription within the prescribed time. Defaulting members shall not be allowed to take part or vote in a meeting. Members shall have one vote each.

#### **7. Expulsion of Members:**

If any member is found by the Governing Council to have acted in a manner detrimental to the interest and in violation of the rules and regulations of the society, he/she may after due enquiry be censured, suspended or expelled from the membership by the Governing Council. In that case the Governing Council shall first serve the member concerned with a show cause notice showing therein the charges framed and ask him/ her to submit his/ her statement of defense within three weeks from the date of receipt of the notice. On receipt of the explanation, the Governing Council shall have the power to take suitable action against the delinquent member after hearing him/ her in defense of his/ her case. If no reply to the show cause notice is received within three weeks from the date of receipt of the notice, the Governing Council may take an ex-parte decision.

For any act of expulsion or termination no such member shall be entitled to prefer any claim or compensation or damage even if it is proved on a subsequent date that such an act of expulsion or termination was wrongful and /or unlawful.

#### **8. Composition of the Governing Council:**

The Governing Council shall be the Trustees of the society and shall consist of a minimum of seven and maximum of nine members including the office bearers, in which the management of the society is and shall be entrusted and vested and shall for the first time comprise of the office-bearers and members as stated in the Memorandum of Association.

#### **9. Terms of Office:**

The office bearers and members of the Governing Council shall be elected in the Annual General Meeting and shall hold office for a period of one year and be eligible for re election. Any vacancy arising during the time of one year or arising out of expulsion of members in terms of clause 7 or due to resignation/demise shall be filled by a resolution of the majority votes, of the members of the Governing Council present

#### **10. Meeting:**

a) A meeting of the Governing Council shall be held at least once in three months at such place and time as the Chairperson or the Secretary may determine. Any four members of the Governing Council may also requisition a meeting and the Secretary shall summon the same alongwith the agenda within seven days, failing which the Chairperson or the requisitionists as aforesaid may do so provided there is a quorum in terms of clause 17 hereof and provided no business other than those specified in the notice shall be transacted at such meeting.

b) A member of the Governing Council failing to attend two consecutive meetings of the Governing Council shall automatically cease to be a member of the Governing Council. However, the Governing Council may re elect such a member to the Governing Council at its absolute discretion after considering all relevant circumstances.

#### **11. Votes:**

At the meetings of the Society every office bearer and member of the Governing Council shall have one vote and in case of equality of votes, the Chairperson of the meeting shall have a second or casting vote.

#### **12. Annual General Meeting:**

- (1) The Annual General meeting of the Society shall be held at least once every year and not more than fifteen months shall elapse between two successive Annual General meetings.
- (2) The Balance Sheet and the Auditor's report together with a report from the Chairperson shall be placed at the Annual General Meeting of the Society for acceptance.

#### **13. Special General Meeting:**

A special general meeting may be convened by the Governing Council at any time in view of urgency of the matter. At least seven days notice shall be given to every member for a special general meeting.

Members may request the Governing Council for a special general meeting by placing a requisition signed by one-third of total members of the Society or by a minimum of four members, whichever is more. In that case the Governing Council shall convene a special general meeting within a month from the receipt of such notice. In default by the Governing Council, the requisitionists shall hold such a meeting provided no business other than those specified in the notice shall be transacted. The quorum for such Special General Meeting shall be 2/3rd of the members of the Society as will appear from the Register of members.

#### **14. Extra-ordinary General Meeting:**

The Governing Council may direct to convene and Extra-Ordinary General Meeting for consideration of addition, alteration or amendment of the memorandum/regulations of the society. At least 7 days notice along with the proposed draft of change shall be sent to the members before the meeting. The resolution for change, amendment etc. of the Memorandum and Regulations be carried out if accepted by three-fourths of the members present at the meeting.

#### **15. Management:**

The Governing Council shall carry on the business or affairs of the society in accor-

dance with its objects and may from time to time make and alter rules and bye-laws for the management of the objects and as to the meetings of the Governing Council, the mode of convening the same and the conduct of the business there at and otherwise as they may think fit and may also assign or delegate any of their power or duties to any committee or committees consisting of such members as they may appoint for such purpose.

#### **16. Casual Vacancy:**

If, during any year, any member of the Governing Council dies, retires or becomes incapable of discharging the affairs or the business of the society as such member on account of any disability, the remaining members of the Council may fill up the vacancy.

**17. Quorum:** The quorum of the meeting of the Governing Council shall be five.

#### **17A. Quorum:**

The quorum will be 2/3rd the members of the Society as will appear from the Register of members for the Annual General Meeting, Special General Meeting and the Extraordinary General Meeting.

#### **18. Safe Custody of Properties**

(1) The Governing Council or the Trustee of the society, if any, shall be responsible for the safe custody of the funds, properties and assets of the society.

(2) "The funds of the Society shall be kept in some nationalized bank or such bank as the Governing Council may approve and be invested in any securities specified under appropriate Act"

(3) "All funds raised in India or abroad will be spent in India

#### **19. Disposal of Property:**

The Governing Council shall have full authority to dispose of the property of the society in such manner as they deem fit and also have the right to dispose of, vary or alter the investments made by them from time to time for the benefit of the society.

#### **20. Ways and Means:**

"The Governing Council shall determine and provide ways and means for carrying out the objectives and purpose of the Society by suitable remuneration. The employees may be paid suitable remuneration for the work done by them for the Society".

#### **21. Powers of the Governing Council:**

In addition to all powers hereby expressly conferred upon the Council and without

prejudice to the generality of the foregoing powers and provisions and the Law, the Governing Council shall have the following rights and powers:

- (a) To manage the properties and assets of the society;
- (b) To expend the money and funds of the society in such manner as they shall consider most beneficial for the purpose of the society and to invest them in the name of the society and to vary and sell and transpose any such investments and to expend the proceeds of any such sale for the purpose of the society;
- © To accept the management of any trust fund or endowment in which the society is interested;
- (d) To acquire in the name of the society by gift, purchase, exchange, lease, build up, pull down, rebuild, add to, alter, repair, improve, lease out, sell or dispose of, or otherwise deal with any land, building or other immovable property with all rights appertaining thereto and equip the same for the use of society;
- (e) To enter into contracts by and on behalf of the society;
- (f) To raise funds for the society by gifts, donations contributions or otherwise;
- (g) To hold or cause to be held Annual General Meetings as per mandatory provisions of the Act and to hold meetings, seminars etc. as may be considered necessary;
- (h) To raise and borrow money upon the security of any of the property of the society and to grant or direct to be granted mortgaged or charges for the securing the same i.e. the borrowings;
- (i) To receive moneys, securities, instruments and/or other movable properties as contributions, donations or otherwise for and on behalf of the society;
- (j) To sue, prosecute and defend all legal proceedings on behalf of the society;
- (k) To grant receipts, to sign and execute instruments and documents and to endorse or discount cheques or other negotiable instruments through their accredited agents, as may be necessary or proper for carrying on the management of the property and affairs of the society;
- (l) To institute a Provident Fund or other Funds for the benefit of the employees of the society and manage the same;
- (m) To assign from time to time such functions and duties and delegate all or any of their powers to any committee or committees;
- (n) To make and from time to time repeal or alter bye-laws as to the management of the society and as to the conduct of business of the Governing Council or any

committee or sub-committee and as to any of the matters or things within the powers or under the control of the Council, provided that the same shall not be inconsistent with the Memorandum and regulations of the Society as also the West Bengal Societies Registration Act and other laws by taking  $\frac{3}{4}$ th majority of the members;

- (o) To fill up the casual vacancies of office bearers and/or members of the Council as and when necessary.

## **22. Power and Functions of the Office Bearers:**

(a) Chairperson – He or she will preside over all meetings of the Council and minutes of such meetings shall be drawn up under his/her signature. He or she shall have a casting vote to decide a matter, if necessary.

(b) Vice Chairman – In absence of the Chairperson the Vice Chairman shall perform the business of the Chairperson.

© Secretary – He shall, on behalf of the Governing Council conduct all non-financial administrative business of the society subject to the guidelines of the Council from time to time. Provided that for financial transactions the Secretary shall be jointly responsible with the Treasurer and/or other members as may be resolved by the Council.

(d) Treasurer – Treasurer shall be responsible for the financial affairs of the Society and any other matter as delegated by the Governing Council.

## **23. Bankers**

Bankers shall be appointed by the Governing Council and the bank accounts shall be jointly operated by any two, out of the following namely the Chairperson, Secretary, Treasurer and any one member of the Council as may be specifically resolved by the Council.

## **24. Minutes:**

The Governing Council shall cause minute books to be kept of the proceedings at meetings and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such minutes signed by the chairman or by a member of the Council present at the meeting shall be sufficient evidence of the due passing of any resolution of the quantum of the majority voting in favour thereof.

## **25. Accounts:**

The Council shall cause true accounts to be kept of;

- (i) All moneys received and the source thereof and expended by the Society and the matters and purpose in respect of which such receipts and expenditures take place;

- (ii) All the assets and liabilities of the society and in such accounts assets held upon any special trust and receipts and payments on account of such trust shall be entered separately and kept apart from the receipts and payments of all other assets; and
- (iii) All sales and purchases by the society and of the stock of goods as also of all incomes and expenses so as to give a true and fair view of the state of the society's affairs to explain its transactions.

#### **26. Books of Accounts and Inspection:**

The books of account and other statutory books shall be kept at the registered office and shall be open to inspection of the members at such time and place as the Governing Council directs on a written request made by any member.

#### **27. Accounting Year:**

The accounting year for the society shall be from the 1st day of April each year to the 31st day of March the following year.

#### **28. Statement of Accounts:**

The Council shall lay before the General Meeting of the Society in each year an account of receipts and payments and of income and expenditure and a Balance Sheet for the year ending 31st March. Such accounts and balance sheet shall be accompanied by a Report of the Auditors. A copy of every Balance Sheet together with a copy of other statement of accounts and the said report shall be sent to all members and other persons entitled to receive notices for general meetings of the society, not less than twenty-one clear days before the scheduled date of the general meeting.

#### **29. Auditor:**

The Council shall appoint in advance every year, auditor of the society, who shall be a Chartered Accountant to check and audit the accounts of the society and prepare a Balance Sheet for each year and submit to the society a report showing the exact state of the financial affairs of the society. The report of the Auditor shall be filed with the registrar of Societies, West Bengal alongwith other returns as required under the provision of Section 17 of the Act.

#### **30. Notices:**

A notice may be served upon any member either personally, by any electronic media or by sending it through the post in a prepaid letter addressed to such member at his registered address for service, if any, in the latter case, it shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of the post except in the case of notice of a meeting when it shall be deemed to have been served at the expiration of twenty-four hours after the posting of such notice and in proving such services it shall be sufficient to prove that the letter containing the notice was properly addressed and posted. The acciden-

tal omission to give notice of a meeting or the non-receipt of a notice of meeting by any person entitled to receive shall not invalidate the proceedings at that meeting.

### **31. Length of Notice for Calling Meetings:**

An Annual General meeting of the society shall be called by giving not less than twenty-one days clear notice in writing, and a Governing Council Meeting may be called by giving not less than three day's notice in writing. A notice of at least seven days shall be given for a Special General Meeting or an Extra-Ordinary General Meeting. Notices of such meetings shall contain a statement of the business to be transacted thereat along with the Reports and statement of accounts as aforesaid in the case of an Annual General Meeting.