

MEMORANDUM OF ASSOCIATION
AND
WORKING RULES
OF
THE NAVY FOUNDATION
CHENNAI CHARTER

THE NAVY FOUNDATION, CHENNAI CHARTER
(Established on 15th February 1990)

Registration :

The Chennai Charter is a regional branch of its parent body, the Navy Foundation, which is registered under the Societies Registration Act 1860 (Punjab Amendment Act, 1957), as extended to the union territory of Delhi Certificate No S/19317 dated 29th Sept 1988.

MEMORANDUM OF ASSOCIATION

Resolutions :

1. It was unanimously resolved by twenty three retired Naval Officers, who were present on 15th February 1990 at Naval Officers Mess, Fort St George, Chennai – 600 009, that the Navy Foundation, Chennai Charter be established.

Establishment of the Navy Foundation, Chennai Charter:

2. There is hereby established the Navy Foundation, Chennai Charter, herein after called “The Charter” which shall function in accordance with the provisions of these bye-laws and with the rules and regulations of the Navy Foundation.

Objectives

3. The Charter shall follow the objectives of the Navy Foundation specified in its Constitution.

BYE-LAWS, RULES AND REGULATIONS

Funds :

4. In order to achieve the aims of the Charter, Funds will be raised by means of :
- a. Members Subscription
 - b. Grants/Loans from the Navy Foundation
 - c. Voluntary donations from individuals and non-political and secular organizations
 - d. Raffles, Brochures, Fetes and such other legally permitted means.

Organization and Nature of the Charter

5. There is hereby established a General body, Managing committee and Secretariat of the Charter. The powers and functions of these units shall be those expressly conferred upon them by the relevant provisions of these bye-laws.

6. The Charter is totally autonomous in its Governance, membership, finances and day to day affairs. The Charter shall function as a secular, non-profit making body.

MEMBERSHIP

Eligibility:

7. Any person who has served in the Royal Indian Navy (the Indian Navy) and the Naval Reserves as a Commissioned Officer, is solvent and of a sound mind and has not been convicted by a Court of Law in a Criminal case, shall be eligible to become a member of the foundation.

Categories of Members :

8. There shall be the following categories of members of the foundation :
- a. **Ordinary Members:** Any person who is eligible to become a member under Rule 7 above may become an member for life on payment by him/her of the subscription as may be specified from time to time.
 - b. **Honorary Members:** The Managing Committee may, at its discretion, invite eminent persons known to have interest in Maritime affairs or to have an important role in such affairs to become honorary members. Spouses of Naval Officers eligible under Rule 7, above may also become honorary members. Honorary Membership unless specified for a period will be for life. Such members shall not be required to pay any subscription for the membership and shall not be eligible to vote.

Cessation of Membership:

9. The membership of any person shall stand automatically terminated on his/her death or resignation.
10. The Managing Committee shall be entitled to terminate the membership of any person if a resolution is passed by it that the person has acted in a manner prejudicial to the aims and objects of the foundation. The membership shall stand terminated from the date specified in the resolution or from the date of passing the resolution if no such date is specified.
11. In addition, the Managing Committee may order the termination of the membership of any person if it is satisfied that :
- a. He/She has been found to be of unsound mind by a court of law or
 - b. He/She has been convicted by a criminal court offence involving moral turpitude or He/She has been declared insolvent by a court of law

Re-Admission:

12. A person whose ordinary membership has been terminated or who has resigned may be required to pay the subscription again if his re-admission is approved by the Managing Committee/Executive Council of the Navy Foundation.

Appeal:

13. Any person whose application for admission or re-admission to ordinary membership has been turned down by the Managing Committee/Executive Council of the Navy Foundation or any member who finds himself/herself to be aggrieved by any order or action of the Managing Committee/Executive Council may apply to the governing council of the Navy Foundation giving full particulars of the case. The Governing Council may take such action on it as it may deem fit.

PATRONS:

14. The Managing Committee may invite any dignitary or person of eminence as it considers appropriate to be the Patron of the Chennai Charter

GENERAL BODY :

15. The General Body shall consist of all members of the Charter. The General Body shall have the power to establish general policies in conformity with the relevant provisions of these bye-laws on any question or matter lying within the competence of the charter.

In addition, the General Body shall have following powers and functions :

- a. The General Body shall adopt its own rules or procedures. It shall elect a President of the Charter, who shall preside at all its sessions during his tenure. He shall hold office, until a new president is elected the next regular sessions.
- b. Elect other members of the Managing Committee.
- c. The election shall be made on the basis of a simple majority of members present and voting by show of hands. The elections shall be conducted by the outgoing President.
- d. Establish sub-committees on Working Groups as may be find necessary for the performance of its functions.
- e. Meet in regular session every year and in such specific sessions as determined by the General Body or convened by the Managing Committee.
- f. All decisions on matters of substance shall be taken by a two-thirds majority of the members present and voting by show of hands. Decisions on questions of procedure shall be made by a majority of the members present and voting by show of hands.
- g. One third of the members of the Charter or a minimum of 10 members whichever is more, shall constitute the quorum
- h. Consider and adopt the Annual Report of the President and the audited Statement of Accounts & Balance Sheet.
- i. Appoint an auditor and fix his remuneration.

MANAGING COMMITTEE:

16. The Managing Committee shall consist of not less than five and not more than eight members elected by the General Body and shall include the following portfolios :

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. One or more members without portfolio

17. The tenure of the Managing Committee shall be for a period of one year.

18. The services rendered by the members of the Managing Committee and Sub-Committees, if any, shall be purely in an honorary capacity, and there shall be no monetary remuneration, except that a compensation of a sum of Rs 20/- (Rupees twenty only), per member per meeting may be paid towards conveyance expense.

19. If any member resigns during his tenure or a vacancy is caused due to the death of a member, the Managing Committee may, if necessary, co-opt a member for the intervening period before the next election.

Powers:

20. Administrative and executive powers of the Charter shall vest in the Managing Committee, as expressly conferred upon them by the relevant provisions of these bye-laws. The Managing Committee and the Sub Committee if any shall be ultimately accountable to the General Body, as specifically provided for in these bye-laws.

21. All funds, assets and stocks belonging to the Charter shall be under the control of the Managing Committee which shall hold them in trust. The Managing Committee shall appropriately invest funds, held in excess to its working capital, in scheduled banks, Government securities and other approved debentures, in any one transaction not exceeding Rs 25,000/- (Rupees twenty five thousand only) in a financial year. The payment of any dividend or distribution of any income or profits among the members of the Charter is prohibited.

Functions:

22. Functions of the Managing Committee shall include the following :

- a. Convene the Annual and extra –ordinary sessions of the General Body.
- b. Collect, manage and disburse funds for all or any of the objects of the Charter
- c. Admit those eligible for membership
- d. Invite nominations from members for appointing Sub-Committee
- e. Invite nominations from members to fill any vacancy which may occur in the Managing Committee or sub-Committees.
- f. Authorise a member to represent the Charter at any maritime forum in India or abroad, whose activities are compatible with the aims of the Charter, subject to the availability of funds for the purpose.

The President:

23. The President of the Charter shall preside over the Annual, General, Extra-ordinary General and all the Managing Committee meetings

24. The president shall be responsible for progressing all transactions entered into by the Charter in pursuance of its aims or the general policies established by the General Body

25. The ruling of the president on results of voting shall be final.

The Vice-President:

26. All functions of the President in his absence shall be performed by the Vice-President of the Charter. In the event of the office of the President fall in vacant by reasons of his health, resignation, or otherwise, the Vice-President shall perform the duties of the president till fresh elections are held.

The Secretary:

27. The Secretary of the Charter shall be responsible for the efficient day to day administration of the Charter and perform his duties under the guidance of the President or in the latter's absence, The Vice-President.

Registers:

28. a. A register will be kept by the Secretary of all members under separate category of membership. This register will be closed for 30 days preceding the Annual General Body Meeting, during which period no new name shall be added in the register.

b. The secretary shall be responsible for maintaining the Stock Register in regard to the possessions and assets of the Charter and other relevant records and files.

29. The Secretary shall be responsible to call the Managing Committee meetings when necessary, giving reasonable notice to the members either by post or by telephone.

30. He is to notify all members the holding of the Annual and Extra ordinary sessions of the General Body and prepare and circulate the agenda and all relevant documents among the members.
31. He will be responsible to prepare the summary record of the Annual General Body Meetings, the Extra ordinary General Body Meetings and the Managing Committee Meetings and circulate these for consideration and confirmation by the members of the respective bodies at its next meeting.
32. He is required to take follow up action on the resolutions passed and monitor progress of the action taken and keep the Committee informed.
33. He will call for nominations, duly seconded, for election to the Managing Committee, 14 days prior to the Annual General Body Meeting, if such election is due.

The Treasurer:

34. The Treasurer of the Charter shall open and maintain an account or accounts in a scheduled bank or banks approved by the Managing Committee. He shall perform the duties as details below :
- a. Maintain complete and proper accounts
 - b. Prepare accounts for audit
 - c. Present : (i) the Annual Accounts of Income and Expenditure and
(ii) The Audited Balance Sheet to the Managing Committee and the General Body
 - d. Advise on all financial matters
 - e. Sign and issue receipts for money received on behalf of the Charter
 - f. Sign all cheques prior to their being countersigned by the President/Secretary

Members/Co-opted Members Without Portfolio

35. The Members/Co-opted Members without Portfolio shall carry out such duties as assigned to them by the Managing Committee from time to time. They may be called upon to act in the place of the Secretary or Treasurer during their temporary periods of absence if any.

MEETINGS

36. An Annual General Body Meeting shall be held as soon as possible after the close of the financial year i.e. 31st March, on completion of that year's audit, but not later than 30th June that year.
37. Notice of the Annual General Body Meeting shall be sent under certificate of posting to members at least 21 days before the date of such meeting. The Agenda and all relevant papers for the meeting shall be circulated among the members at least one week prior to such meeting.
38. Notice of any resolution proposed to be moved by any member shall given to the Secretary duly seconded by another member at least 14 days before the meeting.
39. The Agenda for the Meeting shall be prepared by the Secretary, and the Managing Committee shall discuss and finalise the agenda to be brought up before the General Body Meeting in time for the Secretary to circulate the Agenda and relevant papers among the members.
40. If within half an hour from the time appointed for the General Body Meeting, the quorum is not complete, the Meeting shall stand adjourned to the same day, time and place two weeks later and members present shall form the quorum.
41. The following business shall be transacted :
- a. Confirmation of the Minutes of the previous Meeting

- b. Adoption of the Annual Report and Audited statement of Accounts and Certified Balance sheet
- c. Election of a Managing Committee
- d. Appointment of an Auditor
- e. Discussion and passing of Resolutions

Extraordinary General Body Meeting

42. An Extraordinary General Body Meeting may be convened by the Managing Committee as and when required and shall be notified in the same manner as the Annual General Body Meeting. The notification shall state the specific purpose for which the meeting is convened and no business other than that notified shall be transacted at such a meeting.
43. An Extraordinary General Body Meeting shall be convened by the Managing Committee on the request of at least one third of the members on the rolls at the time or minimum of 15 members, and such a meeting shall be convened on a day not later than 40 days from the date of receipt of the requisition. The General Body shall be informed in writing of the specific reasons for convening the Extraordinary General Body Meeting. No business other than what has been notified shall be transacted at such a meeting.
44. If within half an hour of the time appointed, the quorum of one third members or a minimum of 15 members, is not complete the meeting shall stand cancelled.

Managing Committee Meeting

45. The Managing Committee Meeting shall normally be held at least once a quarter at a place and time selected by the committee.
46. The Secretary shall circulate the agenda one week in advance
47. Three members shall form the quorum. In the absence of the President, Vice-President shall take the chair. If both the President and the vice-President are absent, the remaining members present shall elect among themselves a Chairman for that particular meeting.
48. Voting shall be by a simple majority and the President shall exercise a casting vote in the event of tie.
49. If it is considered inexpedient to hold the Managing Committee meeting, the President may cause a resolution to be circulated to all members of Committee. If a majority of members has given its assent, the resolution shall be declared as passed.
50. A member of the Managing Committee who absents himself from three consecutive meetings without giving notice may be asked to resign from the Committee.
51. The Managing Committee may appoint Sub-Committee for purposes deemed necessary and such Sub-Committee shall function directly under the Managing Committee.

Record of the Conduct of Meetings

52. The draft minutes of the Annual General Body Meeting, the Extraordinary General Body Meeting and the Managing Committee Meeting shall be read duly confirmed respectively at its subsequent meeting and shall be the conclusive evidence of the proceedings. The Minutes shall be entered in the respective Minutes Book.

Report

53. An annual Report of the activities of the Charter shall be presented by the President of the Charter and the report together with the audited statements of Accounts and the certified balance

sheet after approval by the General Body, will be forwarded to the members of the Charter and to the Governing Council of the Navy foundation for information.

Financial Year

54. The financial year of the charter shall be 12 calendar months from 01st Apr of a year to 31st March of the next year.

Indemnity

55. Subject to the provisions of the Act, every member of the Managing Committee or Sub-Committee or Trustee of the Charter shall be indemnified out of the funds of the charter against all lawful losses incurred in the discharge of their duties in relation to the affairs of the charter, except loss through his own neglect, willful act or default and in such cases shall be chargeable only for so much money or property, as he himself shall have actually received directly or indirectly or has failed to account for it in the discharge of business of the charter and each member shall be answerable for his own acts, neglect or defaults and not for those of any other persons.

Dissolution & dissolution of Assets

56. The charter may be dissolved by vote of five sixths of the members present at an Extraordinary General Meeting convened for the purpose. In the event of dissolution of the Charter any money and property left, after the settlement of all claims, shall be transferred to the Navy Foundation, New Delhi.

Alteration of Rules

57. Any of the foregoing provisions of the Bye-laws of the Charter may be amended or deleted by a vote of three fourths of members present and voting at an Extraordinary General Body Meeting called for the purpose provided that notice of amendments or deletions has been given and included in the agenda for the Meeting.

58. The foregoing revised working rules and bye laws of the Chennai charter supersede the earlier rules of 15 March 1990 and shall be effective from 21 June 1998 when they were approved at the Annual General Meeting of the Charter.

-Sd-
LCDR S Mehta
(Member)

-Sd-
CDR O Nair
(Treasurer)

-Sd-
LCDR S Pillai
(Secretary)

-Sd-
CMDE SM Sundaram
(Vice President)

-Sd-
CMDE KS Subra Manian
(President)