

MEMORANDUM OF ASSOCIATION

OF

“THE ASSOCIATION OF HOSPITALS”

I NAME :

The Association shall be called “THE ASSOCIATION OF HOSPITALS” (Which for brevity sake is hereinafter referred to as “the Association”).

II REGISTERED OFFICE:

The registered office of the Association shall be situated in the city of Mumbai, at C/o Bombay Hospital Avenue, Mumbai 400020

III AIMS AND OBJECTS:

The aims and objects for which the Association is established are as follow:

- (1) To promote, safe-guard, protect, defend and watch over the status, the welfare and in the interest of the Hospitals, Nursing Homes and all such institutions that render medical aid and health care and to organize all persons engaged in or interested in or connected with health care administration and to encourage and perpetuate friendly feelings and unanimity amongst all such institutions engaged in the rendering medical and health aid and services, with a view to fostering and maintaining their common good.
- (2) To encourage, establish and lay down standards of competence and performance and to establish a code of conduct to be followed including the regulations of fair and honest conduct and dealing with the members of the public.
- (3) To encourage and to promote liaison and unanimity of opinions and action amongst members of the Association in respect of the subject involving their common interests and common good.
- (4) To collect and circulate statistics and government enactments and other literature for healthcare/hospital administration and any other information relating to, or useful to the members of the Association.
- (5) To publish such journals, papers and periodicals in connection with Hospitals Management, Medical Research (Basic as well as Clinical) Preventive and Curative Medicine, Hospital Architecture, Equipment, latest trends in Medical Science, Family Planning and Rural Health Development etc., which are of interest to the members and/or are in the larger interest and benefit of the Society.

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

-2-

- (6) To encourage and promote formation, maintenance and constant update of libraries and reading rooms useful to the hospitals and medical profession, and for spreading of knowledge and the advancement of medical science and research.
- (7) To encourage and promote charitable activities relating to health care and to organize exhibitions, cultural programs and sports related programs/events to augment funds for charitable purpose.
- (8) To arrange and facilitate the imparting of special training and sharing of the experience in the fields of medical science and healthcare administration amongst the members of the Association and the members of public, with a view to enhance the standards of education and knowledge in the field of medical science and healthcare administration.
- (9) To arrange talk, presentation, TV/Radio interviews and to publicize through posters, hoardings to reach common men for increasing their knowledge and awareness about different preventive and curative aspects of health care touching their daily life with a view to elevate general standard of health of people at large.
- (10) To encourage and ensure to announce and publicize the noteworthy and/or outstanding technical/charitable achievement in Research and Development, health care treatment and/or surgery as well as the increase in facilities of health care by the members of the Association.
- (11) To develop and promote short term informal training programs for individuals interested in medical science and health care administration.
- (12) To serve as a forum for exchange of ideas and experiences and collection and dissemination of information and to contribute to and spread of knowledge of the principles, practices, techniques and methods concerning the running of hospitals, nursing homes and such other medical and health centers, clinics and institutions.
- (13) To organize conference, seminars, meetings and discussions for the promotion and furtherance of the aims and objects of the Association.
- (14) To encourage, arrange and promote education in all fields of medical science and care of the sick and invalid and for that purpose to establish freeships, scholarships and fellowships and to confer certificates degrees, and diplomas in respect of theoretical and/ or practical noteworthy work done or services rendered in the field of health care.

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

- (15) To establish just and equitable principles to govern good employer-employee relations in hospitals, nursing homes, clinics and like institutions and centers and to intercede in disputes between the management and the trade unions and to ensure governmental support for undisturbed continuity of health care activities.
- (16) To help form and institute codes of conduct and professional ethics so as to simplify, facilitate and inculcate harmonious transactions and excellent coordination and cooperation in hospitals, Nursing Homes, Clinics and the like institutions and centers and within the employees, between the employees and patients as well as between the doctors and patients.
- (17) To endeavor to maintain unanimity in rules and regulations for hospitals, nursing homes, clinics, institutions and centers.
- (18) To communicate with other hospitals, Association or Societies chambers of commerce and other mercantile and public bodies throughout the world and promote measures for the protection and for enrichment of facilities and knowledge level of hospitals, nursing homes, clinics and like institutions and centers and persons engaged therein.
- (19) To approach relevant government and other authorities or agencies with representations as and when required, well in time and with clear perspective with a view to ensure and enlist their all round support and financial concessions for promoting health care efforts which is vital need for community at large and also for encouraging charitable activities in the same direction and/or to take appropriate steps or action including Court action to safeguard, protect and enforce the rights and privileges of the members of the Association and other similar institutions.
- (20) To do all such things as may be necessary for, or incidental or conducive to the attainment of the above objects or any of them.

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

**RULES AND REGULATIONS
OF
THE ASSOCIATION OF HOSPITALS**

In these Rules and Regulations and the Bye-laws that may be made under these Rules and Regulations, unless there is anything repugnant to the subject or context:-

- a) 'Association' means the Association of Hospitals formed under the Memorandum of Association of 6th August 1984, which is registered under the Societies Registration Act, 1860.
- b) 'Bye-laws' means bye-laws that may be in force from time to time under the Rules and Regulations of the Association.
- c) 'Memorandum' shall mean the memorandum of Association dated 6th August 1985.
- d) 'Managing Committee' means the committee as set up under these Rules & Regulations.
- e) 'Member' means a member of the Association whose name is borne on the register of the members and who acquires such membership as laid down under these Rules and Regulations.
- f) 'General Body' means the general Body of the members of the Association.
- g) 'Year' means the period commencing from the first day of April and ending on the 31st day of March of the next calendar year, even for the purpose of accounts of the Association.
- h) 'Persons' shall mean and include individuals, firms, joint Hindu Families, Societies, clubs, Associations, Corporations and incorporated Bodies.

- i) 'Office bearers shall mean and include the president, Vice-Presidents, Hon. Secretary, Joint Secretaries, Hon. Treasurer and Joint Treasurer for the time being of the Association and such other office bearers as are appointed from time to time.
- j) Words imparting the masculine gender and singular number shall respectively include the 'feminine gender' and plural number' and vice-versa, as the context may require.

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

-5-

2 **REGISTERED OFFICE:**

- a) Until otherwise determined by the Managing Committee the present location of the Registered Office of the Association shall be at C/o Bombay Hospital Avenue, Mumbai 400020.
- b) The Association may establish or Organize branches or sub-offices at other places in India or abroad for the promotion and furtherance of its aims and objects or any of them.

3. **MEMBERSHIP**

There shall be four classes of members of the Association:

- a) Institutional Members b) Ordinary Members
- c) Honorary Members d) Fallow Members

The membership of the Association be open on an All India basis with immediate effect.

a) **INSTITUTIONAL MEMBERS**

- i) Any Association or Organization of medical personnel or any Hospitals, Nursing Homes, Clinics, Medical Research Centers or any division pertaining to a corporate Body engaged in the Manufacture or sale of medical appliances or Pharmaceutical products, may by paying to the Association an entrance fee of Rs. 2500/- and a recurring annual subscription being membership fees as mentioned hereunder become an "Institutional Member".

Annual Income of member in Rs.	Current Annual Membership fee in Rs.
Less than 20 crores	9075/-
Between 20 & 30 crores	12,100/-
Between 30 & 75 crores	24,200/-
Between 75 & 100 crores	30,250/-

100 crores or more

36,300/-

The Annual Membership fee will be increased by 10% and will be as follows for the year April 2016 - March 2017.

Annual Income of member in Rs.	Annual Membership fee in Rs.
Less than 20 crores	9,985/-
Between 20 & 30 crores	13,310/-
Between 30 & 75 crores	26,620/-
75 crores or more	39,930/-

Thereafter in future the Annual Membership fee will be increased by 10 % every year.

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

-6-

- ii) An institutional Member may appoint one person to be its authorized representative. Such authorized representative shall be entitled to represent an Institutional Member on the Managing Committee as also of the General Meetings of the Association to vote on any matter referred to the Managing Committee. An Institutional Member shall also be entitled to appoint an alternative representative to act in place of an authorized representative in the event such authorized representative is absent or is likely to be absent as the case may be or due to illness or due to other unforeseen events. Such authorized representatives or his alternate only shall be appointed or elected on the Managing Committee.
- b) **ORDINARY MEMBERS**
Any individuals having an interest in the objects of the association may by paying to the Association an entrance fee of Rs. 2500/- become an "Ordinary Member" subject to the Approval of the Managing Committee.
- c) **HONORARY MEMBERS**
Persons who have contributed or are likely to contribute significantly to the activities of the Association may be made Honorary Members of the Association by the Managing Committee. They will be exempt from payment of either entrance fee or annual subscription. An Honorary member shall not be entitled to vote.

d) **FELLOW MEMBERS**

The General Body of the Association may, on the recommendation of the Managing Committee, confer membership of the Association on any person distinguished in the field of the medicine or medical research or any other allied field. They will be exempt from payment of either entrance or annual subscription. They will be known, as "fellow Members". A fellow member shall not be entitled to vote.

4 **APPLICATION FOR THE ADMISSION TO MEMBERSHIP**

- a) Application for membership, in the prescribed form, in and signed by the, applicants and proposed by one member of the Association together with the prescribed admission fee shall be submitted to the Managing Committee of the Association.
- b) The Managing Committee or the Body authorized by it shall after receiving the application consider it and take a decision on it as expeditiously as possible but not later than 120 days from the date of receipt of the application.
If the managing Committee or its duly authorized Body rejects any application for membership, such decision shall be final. On rejection, the money received from the applicant shall be refunded forthwith, and the applicant informed of the rejection accordingly.
- c) The applicant shall be deemed to be a member of the Association from the date on which he is admitted as a member and his dues become effective from that date.

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

-7-

5 **VOTING RIGHTS**

- a. Every Institutional Member shall have one vote in the meetings of the Association.

Provided that if any Member failed to pay his annual fees more than 3 months after the stipulated period i.e. on or before the 30th June of the concerned year, he shall not be entitled to vote in any meetings or to participate in any elections of the Association until the expiry of 3 months from the date of his clearing the arrears.

- b. All decisions in any meetings of the General Body or the Managing Committee shall be by a simple majority of the Members present and voting at the meeting concerned, unless otherwise provided for in these Rules and Regulations.
- c. One institution shall be treated as one member only of the purpose of voting at the meeting of the Association.

6. **TERMINATION OF MEMBERSHIP**

- a) The Managing Committee may serve a notice on any defaulting member as provided in Regulation 5 above, for clearance of arrears or dues within prescribed time (3 months) or

within the time extended by the Managing Committee, the defaulting member fails to pay all the subscriptions and arrears, his name may be removed from the membership of the Association by the Managing Committee.

- b) The Managing Committee may, by a resolution of three fourth majority of its members present and voting at the meeting, after due investigation suspend for any period any member from the membership of the Association for any act of omission and/ or commission which is in violation of the Memorandum of the Association and the Rules and Regulations or is against the interest of the Association or constitutes neglects or refusal to abide by the regulations and bye-laws of the Association, or is likely to bring discredit to the Association, provided however, that no such resolution to suspend a member shall be passed unless the member concerned has been given an opportunity to explain his/her conduct.

Any member suspended by the Managing Committee shall cease forthwith to be entitled to the benefit and rights of membership but he/she shall have a right of appeal against such decision to the General Body provided he/she files a memorandum of appeal with the Managing Committee within sixty days of the order of his/her suspension passed by the Managing Committee.

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

-8-

- c) Any member may be expelled from the Association by the General Body, provided that such a decision is taken by a two-thirds majority vote of the members, present and voting at a General Body meeting and the member proposed to be expelled has been given an opportunity to explain the charges levelled against him/her.
- d) Any member may resign at any time by filing a written letter of resignation with the Managing Committee of the Association. Such resignation shall become effective as of the time it is accepted by the Association but the member resigning shall not be relieved of the obligations to pay any unpaid fees, dues or other charges.
- b) If he/she become insolvent or unsound mind, if he/she is punished for criminal offence involving moral turpitude.

7 RIGHTS AND PRIVILEGES OF MEMBERS

Members of the Association shall have the following rights and privileges :-

- a) To attend in person or by a representative in the case of institutional members, and vote at all Annual General Meeting or Special General Meeting of the Association. Ordinary,

Honorary and fellow Members may attend any such meetings and speak at any such meetings but shall not be entitled to vote.

- b) To receive and have advice and/or opinion or assistance in matters relating to their own problems or in the case of Institutional members, relating to the Institution or any of their members, including problems connected with all industrial relations matters as well as representations to be made to the Govt. or any judicial authority or quasi Govt. authority in respect of any matter falling within the objectives of the Association and for all matters in furtherance of all the aims and objects of the Association. Ordinarily, for the advice, opinion or assistance given by the Association there will be no fees.

However, in cases where the Association has to incur expenses for such advice, opinions or assistance, the member may be charged such reasonable fees and may be decided from time to time by the Managing Committee.

- c) To have access to the library, periodicals and other publications of the Association subject to such terms and conditions as the Managing Committee may from time to time prescribe.

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

-9-

- d) To be invited or admitted to all shows, exhibitions, seminars and other functions held by, or on behalf of the Association on payment of such fees and or such terms and conditions as may be decided by the Managing Committee from time to time.
- e) Liability of Members

The Liability of the members is limited but if any member of the Association pays or receives any dividend, bonus or other profits in contravention of the fourth paragraph of this memorandum his liability shall be unlimited.

8. THE MANAGING COMMITTEE

- a) The Management of the Association shall be entrusted to a Managing Committee of not less than 12 and not more than 16 members duly elected at the annual general meeting. The members of the Managing Committee shall hold office for two years but shall be

eligible for re-election. The Managing Committee shall continue to function till new Managing Committee is elected.

- b) The Members of the Managing Committee in the first meeting held after their election shall elect one President, two Vice-Presidents, one Secretary, two joint Secretaries, one Treasurer and one Jt. Treasurer from amongst themselves.
- c) The Managing Committee shall have power to co-opt as member additional persons either from the Association or from outside, not exceeding four in number.
- d) If any persons or person be nominated by the Govt. or local Bodies they will be additional members without voting rights over and above the prescribed limit.
- e) The Managing Committee shall meet at least four times in a year. Normally 3 days' notice shall be given to the members of the Managing Committee regarding the date, time, venue of the meeting unless the same have been decided upon in a previous meeting of the Managing Committee. In such cases notice of the meeting shall be sent to those members who were not present at the previous meeting. Any omission to give such notice shall not however invalidate the proceeding of the meeting.

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

-10-

- c) Five members present shall form a quorum at the meeting of the Managing Committee. If there is no quorum the meeting shall stand adjourned. The adjourned meeting shall be held on the same day and at the same place half an hour later for which no quorum shall be necessary.
- g) If the president is absent at the meeting of the Managing Committee the senior of the Vice-President and in his absence the other Vice-President shall preside over the meeting. If the president and both the Vice President are absent the members present shall elect from amongst themselves a Chairman for that meeting.
- h) Any member of the Managing Committee who remains absent without permission of the President for four meetings of the Committee consecutively shall cease to remain a member of the Managing Committee unless for valid reasons the President condones his absence.

- i) Any casual vacancy in the Managing Committee shall be filled in by the other members of Managing Committee by majority and the said member appointed shall act as member of Managing Committee for that remaining term of outgoing member only.

9. POWERS AND DUTIES OF THE MANAGING COMMITTEE:

The Managing Committee shall have power and authority to do all acts, matters, things and deeds which may be necessary or expedite for the purpose of carrying out the aims and objects of the Association and in particular the following:

- a) To decide all policy matters and actions to be taken for furtherance of the aims and objects of the Association.
- b) To look after, manage and supervise the management of the Association and its branches, sub-offices or institutions managed or taken over by the Association and also the properties of the Association and to expand for that purpose.
- c) To propose and submit to the Annual General Meeting an audited statement of accounts and report of the activities of the Association during the previous year.
- d) To pay all rates, rent, taxes and outgoing of properties of the Association and to pay the salaries and remunerations of the employees of the Association.

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

-11-

- e. To appoint such staff at such salary and conditions of service as is required for the efficient and economical functioning of the Association and to dismiss or discharge employees or service staff as circumstances require.
- F. To fill in vacancies, to direct transfer, retirement and to give promotions, increment, honorarium and to grant leave and extension of service and to deal with all disciplinary matters of the staff and employees.
- g. To invite, solicit for and to accept donations and subscriptions with or without any conditions.
- h. To appoint any one or more Committees or sub-committee as and when necessary with

Such powers as the Managing Committee may deem fit.

- i. To admit and reject or suspend members.
- j. To negotiate and enter into contracts on behalf of the Association or to authorize one or more office bearers in that behalf on such terms and conditions as may be determined by the Managing Committee.
- k. To delegate any of the powers of the Managing Committee to one or more office bearers or to a sub-committee.
- l. To authorize expenditure of the funds of the association in such manner as the Managing Committee may deem fit.
- m. To ratify and sanction post facto any act done or action taken by the President or Secretary if satisfied that the same was done or performed in the best interest of the Association.
- n. To represent to the State or Central Government, Municipal and other authorities, directly or through other representative bodies, in respect of any legislation which is not in the interest of the members of the Association and to promote such proposed legislation or other measures as are in the interest of the Association.
- o. To represent to the state or Central Government, Municipal and other authorities, directly or through other representative bodies, in connection with the import of various instruments, apparatus, drugs etc. and in respect of levy of duties or actroi, sales tax and other excise duties, taxes etc.

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

-12-

- p) To accept from India and abroad and from the Government organizations, institutions and individuals, grants, donations, subscriptions, special fees ect. For the furtherance of the aims and objects of the Association.
- q) To raise any monies for any of the purpose of the Association by way of subscriptions, membership or entrance fees, donations, special fees, loans advertisements, public performances or in any other manner on such terms and conditions as may be determined from time to time by the Managing Committee of the Association.

- r) To resolve difference in views between Members of the Association and their respective staff and employees.
- s) To arbitrate in the settlement of disputes in hospitals, nursing homes, clinics and the like institutions or centers amongst any of them or amongst their employees and staff and intercede in such disputes.
- t) To acquire by purchase, take on lease or otherwise in any manner land, building, machinery, medical equipment and all other property, movable as well as immovable which the Association for any of the purpose thereof, may from time to time think proper to acquire.
- u) To sell , improve, manage, develop, exchange, lease or let, sublet, mortgage, dispose off, turn to account or otherwise deal with all or any part of the property and asset of the Association and to raise loan with or without security.
- v) To construct upon any premises acquired for the purpose of the Association any building or building for the purpose of the Association and to alter, add to, or remove any building in any such premises.
- w) To borrow a raise any monies required for the purpose of the Association upon such terms and in such manner and on such securities as may be determined from time to time by the Managing Committee of the Association.
- x) To subscribe, to become a member of and co-operate with any other Association or Society, whether in-corporated or not, whose objects are altogether or in part similar to those of this Association and to procure from and communicate to any such Association or Society such information, properties or assets as may be likely to promote the objects of this Association.

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

-13-

- y) To pay out of the funds of the Association, the costs, charges and expenses preliminary and incidental, to the formation, establishment and registration of the Association or of any other Association, and all expenses which the Association may lawfully pay or incur for any of the aims and/or objects of the Association.
- z) To grant or sanction Honorarium to the office bearers and advisers or to increase or reduce the honorarium already granted or sanctioned.

- aa) Generally to do all such acts and things as are conducive to the attainment of the above powers and to objects and purpose specified in the memorandum of Association.

10. THE PRESIDENT

The President shall preside over all meetings of the General Body and the Managing Committee of the Association, preserve order and decorum in the meetings and sign all minutes adopted. In case of equality of votes he shall have a casting a vote in addition to his vote as a member of the Association or of the Managing Committee. He shall exercise control over the other office bearers and the employees through the head of the department concerned and shall generally guide the working of the Association.

11 THE VICE-PRESIDENT

In the absent of the President, the senior of the Vice-President shall officiate in his stead and shall enjoy the same status and powers and perform the same functions and duties of the President.

12 THE SECRETARY/ JOINT SECERTARIES

The Secretaries shall be responsible for the day-today administration of the Association and shall exercise and discharge the following powers and duties:

- a) To call Meetings of the Managing Committee and the General Body.
- b) To keep the Minutes of the Meeting of the Managing Committee and the General Body and obtain the signature of the president at the Next meeting.
- c) To attend to the correspondence of the Association.
- d) To prepare with the help of the Treasurer the Annual and Project budgets.
- e) To carry out and execute the directions and resolutions passed by the Managing Committee.

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

- f) To spend any amount not exceeding Rs. 500/- without the prior sanction of the Managing Committee. In case of any urgent necessity, the Secretary shall have the right to spend an amount exceeding the amount mentioned herein in consultation with the President and shall place the details of the expenditure before the next meeting of the Managing Committee for obtaining post facto sanction.

- g) To maintain proper records of the dead stock, register books and properties, movable and immovable of the Association, and to report to the Managing Committee any damage or loss caused thereto.
- h) To supervise the work of the employees of the Association.
- i) To report regarding the misbehavior or misconduct of any employee and to obtain the Managing Committee's order thereon.

13 THE TREASURER/JOINT TREASURER

The treasurer /Joint Treasurer shall work under the directions and control of the Managing Committee and shall be in charge of the funds of the Association and shall exercise and discharge the following powers and duties.

- a) To keep a check of the expenditure of the Association and to report any breach of the rules etc. to the President, who shall direct the matter to be placed before the next meeting of the Managing Committee.
- b) Check the account books maintained by the Accountant.
- c) Prepare balance Sheet and budget for submission to the Managing Committee.
- d) The treasurer shall assist the Secretary in preparing the budget.

14 FINANCE AND ACCOUNTS

- a) All the properties of the Association and the funds shall belong to the Association collectively and no individual member shall have any proprietary right over them.
- b) The Banking Account or Accounts shall be kept and maintained in the name of the Association and shall be operated jointly by any two of the following office bearers:
 - 1.The President/Vice President
 - 2.The Secretary/Joint. Secretaries
 - 3.The Treasurer/Joint Treasurer

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

-15-

- c) The Financial year of the Association shall be from 1st April to 31st March.
- d) The following shall constitute the funds of the Association:-
 - 1) The entrance and annual fees received from patrons, Institutional or ordinary members.

- 2) Endowments, donations, grants and subscriptions received from Hospitals, Statutory Bodies, Scientific Society/s, Industrial Organizations, industrials or other International Organizations etc.
- e) The accounts of the Association shall be as soon as practicable after close of the financial year be audited and the correctness of the income and expenditure account and balance sheet as certified by a duly certified Auditor or Auditors appointed at the Annual General meeting for that purpose.
15. The Managing Committee shall have power to change, alter, modify, vary or add to the powers and duties of the various office bearers.
16. The Annual General Meeting of the Association shall be held within 3 months after the close Financial year of the Association. It shall consider the report of the working of the Association for the previous year, the audited Statement of the Accounts, and may approve the budget for the next year as prepared by the Managing Committee.
17. The President shall have the right to call a Special General Meeting whenever deemed necessary. If half the number of total members or twenty members, whichever is less, make a written, and signed requisition for calling a Special General Meeting, the President shall call such a meeting within a month from the receipt of the requisition.
18. one third of the number of members or eleven members whichever is less shall form a quorum at the general or the Special General Meeting. If there is no quorum at the Annual General Meeting the meeting shall stand adjourned. The adjourned Annual General Meeting shall be held on the same day at the same place half an hour later for which no quorum shall necessary and if there is no quorum at a special General Meeting called by the requisitionists, such a meeting shall stand dissolved.
19. The President and in his absence the senior of the Vice President and in his absence the other Vice-President shall preside over the Annual General Meeting or the Special General Meeting. If the President or any of the Vice President are not present, the members present may elect a chairman for the meeting from amongst those who are present at that meeting.

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

-16-

20. The following business shall be transacted at the Annual General Meeting of the Association:-
 - a) To consider and adopt the balance sheet, the Audited Annual Statement of Accounts, the report of the Managing Committee regarding the financial position of the Association and its working during the previous year and the budget for the current year.

- b) To elect members of the Managing Committee in place of those whose tenure of Office as Member of the Managing Committee expires.
 - c) To appoint a qualified Auditor.
 - d) To sanction on the recommendation of the Managing Committee the established incorporation, amalgamation or closure of Branches or Sub-Offices or other Institutions or activities of the Association.
 - e) To expel any member of the Association on pursuant to regulation No. 6.
 - f) To consider any other business with the permission of the Chairman of the Meeting.
 - g) To consider any other matter on the recommendation of the Managing Committee.
21. For all Meeting of the General Body at least 15 days' notice specifying the business, place, day and hour of the meeting shall be sent either by post or by hand delivery provided however that no proceedings of any such meeting shall be considered invalid on the ground that any member has not received such notice.

22 **PROCEDURES AT MEETINGS**

At any meeting of the Managing Committee, the Annual General Meeting or a Special General Meeting, a resolution put to vote shall be decided by a show of hands, unless a poll is demanded by a least 10 members or 1/3rd of the members present, whichever is less, immediately on a declaration of the result by the Chairman. In the absence of such demand for a poll the

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

decision of the Chairman shall be final and an entry of the said declaration in the Minutes Book shall be conclusive evidence of the fact. In case of equality of votes either by show of hands or by poll, the Chairman of the meeting shall have a casting vote in addition to the vote to which he may be entitled as a member. If a poll is demanded in the manner aforesaid the same shall be taken by ballots.

23 PROPERTY AND INCOME:

- a) It shall be competent for the Association to acquire any land or other property in furtherance of the objects of the Association and manage it. If needed by/through an Officer or Officers duly appointed in this behalf.
- b) All items of income of the Association shall be at the disposal of the Managing Committee for expenditure and the Managing Committee shall exercise discretion in administering and spending the funds of the Association for the protection and advancement of the interest of the Association and in carrying out and furthering the aims and objects of the Association keeping in mind the wishes of the donors.
- c) Income and Property

The income and property of the Association whensoever derives shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise however by way of profit to the persons who at any time are or have been members of the Association or to any person claiming through any of them, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member thereof or other person in return for any service actually rendered to the Association or the payment of interest on money borrowed from any member of the Association.

24 OTHER COMMITTEES:

The Managing Committee may establish additional committees or sub-committees. These may be concerned with, but not necessarily limited to, publications, research awards, educational program and administrative development. They may also establish ad-hoc committees for special purpose. Appointment of the Chairman and members of such committees shall be made by the Managing Committee.

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

25 REGINAL OFFICERS:-

The Managing Committee may appoint from time to time as many regional officers as they may deem fit to promote the aims and objects and the interests of the Association at regional level.

26 **PUBLICATIONS:**

The Association may publish one or more periodicals containing papers on medical research or any of the problems concerning the objects mentioned in the Memorandum of Association. The Association may also receive advertisements for meeting part or whole of the costs of such publications on such terms and conditions as may be stipulated in that behalf by the Managing Committee.

27 **INDEMNITY**

No office bearer of the Association shall be answerable for any act done in good faith by him/her for the sake of conformity only, for any monies of the Association such as shall come into his own hands or for any collection or receiver of monies appointed by the Managing Committee for any misfortune, loss or damage happening to the Association by reason of any deed executed by him/her as an office bearer or by reason of any error in judgment or more indiscreet on his/her part in the performance of his/her duties or otherwise on any account except for willful negligence or fraud .Every office bearers of the Association, his heirs, executors, and administrators shall at all times be indemnified out of the funds of the Association, from and against all costs, losses, damages and expenses whatever incurred or sustained by him/her in the execution of his/her powers or duties and every office bearer, his heirs, executors and administrators shall be indemnified and saved harmless out of the funds of the Association against all actions, suits and demands whatsoever brought or made against him/her or them either severally or jointly in respect of any agreement of the Association save such as may be incurred by his/her own personal willful neglect or default.

28 **REGISTER OF MEMBERS:**

A Register of members shall be maintained as per the provision of Societies Registration Act, 1860.

29 **AMENDMENT OF THE MEMORANDUM OF ASSOCIATION AND RULES REGULATIONS:**

Amendments, alterations, modifications to and deletions from any of the articles of the Memorandum of the Association shall be made only by a 3/5th majority of the present members, and voting in a General Meeting (at which a quorum is present) and after

Date : 1st Aug., 2015

(DR. R.K. CHOUDHARY)
HON. SECRETARY

thirty days' notice of the intention to purpose the amendments shall have been given to the Managing Committee who shall send notice of the same to every member at least fifteen days before the General Meeting of the Association at which such proposal is intended to be made. Amendments to any part of the Rules and Regulations shall be made in the same manner provided that a simple majority shall be sufficient for effecting such amendments to the Rules and Regulations.

30. **DISSOLUTION:**

- a) The Association shall not be dissolved except by the resolution supported by 3/4th of the total members of the Association entitled to vote.
- b) subject to the provisions of the Societies Registration Act, 1860 and the Bombay Public Trust Act, 1950 the properties and all the assets of the Association after meeting all debts and liabilities shall be made available to some other Association or Institutions with similar objectives keeping in mind the intention of the donors.

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