

# **SOCIETY FOR FERTILIZERS AND ENVIRONMENT**

## **MEMORANDUM OF ASSOCIATION**

1. **Name :**

The name of the Society shall be SOCIETY FOR FERTILIZERS AND ENVIRONMENT and hereinafter be referred to as the 'Society'.

2. **Registered Office :** The Registered Office of the Society shall be located at :

16 Ellora Road (Canal Road), Kolkata 700 075

3. **Aims and Objectives :**

3.01 : All the Aims and Objectives of the Society stated hereunder are pertaining to Fertilizers and Environment.

3.02 : To promote and apply science and technology.

3.03 : To promote and encourage advancement of scientific and technical research and education.

3.04 : To organize lectures, discussions, seminars, symposia, conferences, workshops, etc.

3.05 : To publish papers, articles, monographs, books, newsletters, journals, magazines, etc.

3.06 : To build laboratories and workshops and acquire facilities like equipments, instruments, electronics and communications, etc.

3.07 : To conduct field studies and acquire facilities for logistic support, etc.

3.08 : To establish a library with printed and electronic materials, etc.

3.09 : To collaborate with Government and non-Government organizations, both in India and abroad.

3.10 : To enlighten the rural population and the farmers, in particular.

3.11 : To collaborate and help the universities, research institutes, etc.

3.12 : To collaborate and assist fertilizer manufacturers, both in public and private sector.

3.13 : To collaborate and support other organizations with similar aims and objectives.

3.14 : To create awareness thorough various methods and media.

3.15 : To receive funds, gifts or donations of money or property for the use of the Society.

3.16 : To purchase, lease, hire or sell property for achieving the objectives of the Society.

3.17 : To construct, maintain, develop or alter buildings, houses or undertake other works for the purpose of the Society.

3.18 : To do all such acts, deeds or things as may be deemed incidental or conducive to the foregoing objectives of the Society.

3.19 : The income and property of the Society whenever derived shall be applied solely towards the promotion of the objectives of the Society and no portion thereof shall be paid or transferred to any of its members directly or indirectly.

#### 4. **Management :**

The management of the affairs of the Society shall be entrusted to a Council, the names, addresses and occupations of the members of which are given below.

<i>Sl. No.</i>	<i>Name</i>	<i>Address</i>	<i>Occupation</i>	<i>Designation</i>
1.	Dr Kunal Ghosh DSc	4A Ratnabali, 7A Judges Court Road, Kolkata 700 027 94330 10233	Teaching & Research	President
2.	Dr Pradip Sen PhD	A-7/6 Bidhan Abasan, FB Block, Sector 3, Salt Lake, Kolkata 700 097 94770 04638	Research & Administration	Vice-President
3.	Dr Himadri Sekhar Sen PhD	2/74 Naktala, Kolkata 700 047 98741 89762	Research & Administration	Secretary
4.	Dr Arabinda Kumar Jana PhD	23B Raja Rammohan Road, Nabapally, Barasat, Kolkata 700 126 94338 45903	Research	Treasurer
5.	Shri Amrita Lal Das AIC	16 Ellora Road (Canal Road), Kolkata 700 075 94321 13322	Research	Joint Secretary
6.	Dr Manabendra Nath	Balaka Avenue	Research	Member

	Saha	Nabapally, Barasat,		
	PhD	Kolkata 700 126		
		94334 24415		
7.	Dr. Ujjal Kumar Mukhopadhyay	95/4 Abinash Banerjee Lane, Howrah 711 102	Research	Member
	PhD	98300 63508		

**5. Signatures :**

We, the seven persons, whose names, addresses and occupations are herein described, are desirous of being formed into an association in pursuance of this Memorandum of Association.

<i>Sl. No.</i>	<i>Name</i>	<i>Address</i>	<i>Occupation</i>	<i>Designation</i>
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Saha	Nabapally, Barasat,		
PhD	Kolkata 700 126		
	94334 24415		
7. Dr. Ujjal Kumar	95/4 Abinash Banerjee	Research	Member
Mukhopadhyay	Lane, Howrah 711 102		
PhD	98300 63508		

Witness to the above signatures :

**Signature :**

(Dr Dulal Chandra Nayak)

**Address :** Flat B-12/179 Kendriya Vihar, VIP Road, Kolkata 700 052

**Occupation :** Research

**Dated :** The 28th March 2011

# REGULATIONS

## MEMBERSHIP

### 1. Admission :

- 1.01 : The signatories of the Memorandum of Association and the office bearers of the Council shall be the first members of the Society.
- 1.02 : The Council may admit to membership any person who, in the opinion of the said Council, is competent and interested in promoting the Aims and Objectives of the Society and has agreed in writing to be bound by the Memorandum of Association of the Society.
- 1.03 : The power to admit members is the sole and absolute power of the Council, and the Council may refuse to admit any person as a member without assigning any reason.
- 1.04 : Such members shall pay a membership fee and are eligible to vote. The membership fee will be decided by the Council from time to time.

### 2. Types of Members :

- 2.01 : **Member** : Any person with aptitude and interest in Fertilizers and Environment may be admitted as a Member. Such members shall pay a membership fee and are eligible to vote. The membership fee will be decided by the Council from time to time. Such a member will hereinafter be referred to as 'Member'.
- 2.02 : **Honorary Member** : Any person whose connection with the Society is deemed to be useful may, with the consent of such person, be selected by the Council as an Honorary Member. Such member shall not, however, be eligible to be a member of the Council and shall not be eligible to vote in any meeting. Such a member will hereinafter be referred to as 'Honorary Member'.
- 2.03 : **Institutional Membership and Nominee Member** : Any organization whose connection with the Society is deemed to be mutually useful may, with the consent of such organization, be selected by the Council for Institutional Membership. Such organization shall pay a membership fee which will be decided by the Council from time to time. Such organization may, with the consent of the Council, nominate a person as Nominee Member. Such member shall not, however, be eligible to be a

member of the Council and shall not be eligible to vote in any meeting. Such a member will hereinafter be referred to as 'Nominee Member'.

**3. Cessation of Membership :**

Any member shall cease to be a member

3.01 : on the acceptance by the Council of his/her resignation from the membership by a letter addressed to the Secretary, Council;

3.02 : on his/her becoming insane or insolvent;

3.03 : on his/her conviction of any offence in connection with the formation, promotion, management or conduct of the affairs of a society or body corporate, or of any offence involving moral turpitude;

3.04 : on his/her non-payment of membership fee for two consecutive years.

**4. Register of Members :**

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

**5. Rights of Members :**

Every Member has the right

5.01 : to elect and be elected in any election of the Society; Members have one vote each,

5.02 : to submit suggestions for discussion to the Council and sub-committees on any matter relating to the Society,

5.03 : to inspect Register of members, books of accounts and meeting minute books on appointment with the Secretary.

**6. Obligation of Members :**

Every Member shall

6.01 : abide by rules and regulations of the Society and maintain discipline,

6.02 : pay his/her annual subscription on or before 31 March of the same Accounting year. Defaulting Members shall not be allowed to take part or vote in a meeting.

**7. Expulsion and Removal :**

Frequent action of any member, if found by the Council, are detrimental to the interest and in violation of the rules and regulations of the Society, such a member, after due enquiry, will be censured, suspended or expelled from the membership by the Council. In that case, the Council shall first serve the member concerned with a show-cause notice showing therein the charges framed and asking him/her to submit his/her statement of defence within a month. On receipt of the explanation, the Council shall have the power to take suitable action against the delinquent member after allowing him/her to defend his/her case. If no reply to the show-cause notice is received within a month, the Council may take an *ex-parte* decision.

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

## **COUNCIL**

**8. Composition and Election :**

8.01 : The Council shall consist of not less than seven and not more than fifteen members.

A member of the Council will hereinafter be referred to as 'Council Member'.

8.02 : The office bearers of the Council shall comprise President, Vice-President, Secretary, Joint Secretary, Treasurer and other Council Members.

8.03 : The Council Members shall be elected every three years by the Members at the Annual General Meeting of the Society. The office bearers of the Council shall be elected by the Council Members amongst themselves.

8.04 : No Council Member shall hold more than one office of the Council simultaneously.

8.05 : The term of the office of the Council shall be for a period of three years unless it is dissolved/ terminated early under unforeseen circumstances.

8.06 : After election, the old Council will continue to function till the new Council takes over charge, which shall under no circumstances be later than 30 days from the date of election.

8.07 : The resignation and removal of any Council Member shall be dealt with as prescribed hereinbefore for other members.

## **9. Meetings :**

9.01 : The Council shall, from time to time, hold its meetings as deemed necessary, but not less than four times a year.

9.02 : At least seven days notice of the meeting specifying the place, date, time and general nature of business to be transacted shall be given to every Council Member.

9.03 : Any four Council Members may requisition a meeting and the Secretary shall summon the same within seven days, failing which the President may do so. No business other than specified in the notice shall be transacted at such meeting.

9.04 : Emergency meetings may be called on 24 hours notice.

9.05 : One-third of the total Council Members personally present shall constitute the quorum. If a quorum is not reached within 30 minutes of the notified time, Council Members present shall adjourn the meeting.

## **10. Procedure of the Meetings :**

The President, or in his absence Vice-President, shall preside over all meetings of the Council. In absence of both the President and Vice-President, the Council Members present shall elect a Chairman for the meeting. In case of equality of votes, President or in his absence Vice-President or the said Chairman shall have a second or casting vote in addition to his/her own vote.

## **11. Powers and Responsibilities of the Council :**

The Council shall have general power of management, supervision and conduct over all the affairs of the Society and, in particular, shall discharge the following duties :

11.01: summon the Annual General Meeting of the Society,

11.02 : appoint, suspend, remove or discharge sub-committees, employees, workers,



agents or delegates with such powers, duties, terms and remunerations as may be considered necessary or expedient,

11.03 : accept donation, gift, subscription, funds or loans for the fulfillment of the objectives of the Society,

11.04 : accept, acquire, sell, lease, mortgage or otherwise dispose of or deal with any movable or immovable property for the Society,

11.05 : keep proper accounts of the Society and open, operate and close bank accounts in the name of the Society in one or more scheduled banks,

11.06 : prepare plans and programmes of the Society,

11.07 : make rules, regulations and bye-laws as deemed necessary and proper,

11.08 : empower the Secretary or any other Member to act on behalf of the Council,

11.09 : conduct any other business not specified herein for the attainment of the objectives of the Society.

## **12. Safe Custody of Properties :**

12.01 : The Council shall be responsible for the safe custody of funds, properties and assets of the Society.

12.02 : The funds of the Society shall be kept in banks/Post Offices/mutual funds and be invested in any security specified under Section 20 of the Indian Trust Act, 1882 and as per provision of Section 11(5) of the Income Tax Act, 1961.

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

The books of accounts and other statutory books shall be kept at the Registered Office of the Society and shall be open to inspection by the Members at such time and place as the Council directs on the written request made by any Member.

## **14. Accounting Year :**

The accounting year of the Society shall be from the 1<sup>st</sup> day of April each year to the 31<sup>st</sup> day of March of the following year.

## 15. General Meetings :

- 15.01 : There shall be three types of general meetings : (i) Annual, (ii) Special and (iii) Extraordinary.
- 15.02 : One-third of the total Members personally present shall constitute the quorum. If a quorum is not reached within 30 minutes of the notified time, Members present shall adjourn the meeting.
- 15.03 The Chairman of the meeting shall decide the manner and method of voting at the outset of the meeting.
- 15.04 : The Society shall call the Annual General Meeting once every year and not more than 15 months shall pass between two successive Annual General Meetings. At least 14 days notice specifying the place, date and time shall be given to every member of the Society.
- 15.05 : Notice of Motions in the Annual General Meeting shall be given in writing to the Secretary at least 15 days prior to the Council Meeting preceding the Annual General Meeting for that year. The Secretary shall place it before the next Council Meeting and have it circulated amongst the members along with the Agenda of the Annual General Meeting.
- 15.06 : The business to be transacted at the Annual General Meeting shall be :
- (i) to confirm the minutes of the last Annual General Meeting and Special and/or Extraordinary General Meetings, if any,
  - (ii) to adopt, with or without modification, the reports of the working of the Society for the previous year ended,
  - (iii) to pass the audited accounts of the Society for the previous year ended,
  - (iv) to appoint qualified Auditor or Auditors,
  - (v) to transact such business as fixed by the Council,
  - (vi) to transact such other business as may be brought forward by any Member in the prescribed manner,
  - (vii) to conduct general elections.
- 15.07 : A Special General Meeting may be convened by the Council at any time in view of urgency of the matter. At least 7 days notice shall be given to every Member for the Special General Meeting.

Members may also request the Council for Special General Meeting by placing a requisition signed by two-thirds of the total Members. In that case, the Council shall convene a Special General Meeting within a month from the receipt of such notice. In default by the Council, the requisitionists may hold such meeting provided no business other than those specified in the notice shall be transacted.

15.08 : The Council may direct the Secretary to convene an Extraordinary General Meeting for consideration of addition, alteration or amendment of the Memorandum/Regulations of the Society. At least 7 days notice along with the draft of proposed change shall be sent to the Members before the meeting. The resolution for change, amendment, etc., of the Memorandum/Regulations shall be carried out if accepted by three-fourths of the Members present at the meeting.

#### **16. Duties of the Office Bearers :**

16.01 : President :

The President shall

- (i) preside over all meetings of the Society,
- (ii) advise the Society on all points of dispute and generally look after the interest of the Society,
- (iii) take all disciplinary actions such as removal, dismissal, etc., in consultation with the Council,
- (iv) advise the Secretary in any matter requiring urgent attention,
- (v) call emergency meetings.

16.02 : Vice-President :

In the absence of the President, Vice-President shall perform all the duties of the President.

16.03 : Secretary :

The Secretary shall

- (i) function as the Executive Head of the Society,
- (ii) convene all meetings of the Society,

- (iii) maintain minute books of all meetings,
- (iv) issue general circulars and notices,
- (v) carry out all correspondence on behalf of the Society,
- (vi) receive all applications for membership which shall be placed before the Council,
- (vii) involve in financial management of the Society and sign and give pay order on all bills for payment,
- (viii) ensure compliance with statutory requirements.

**16.04 : Joint Secretary :**

In the absence of the Secretary, Joint Secretary shall perform all the duties of the Secretary.

**16.05 : Treasurer :**

The Treasurer shall

- (i) evolve guidelines for fiscal policy and financial administration of the Society in consultation with the Secretary,
- (ii) operate bank accounts jointly as one of any two of the following office bearers : President, Secretary and Treasurer,
- (iii) collect and receive all sorts of subscriptions, donations, grants, etc., and issue receipts,
- (iv) maintain and keep cash book and other such accounts as necessary,
- (v) get the accounts of the Society audited by a Chartered Accountant,
- (vi) prepare the budget of the Society in consultation with the Secretary for consideration by the Council.

**17. Maintenance and Audit of Accounts :**

The Society shall maintain books of accounts as required under Section 15 (1) (a), (b) of the West Bengal Societies Registration Act, 1961. The accounts shall be audited by a duly qualified auditor as stated in Section 15 (2) of the said Act.

**18. Suit and Legal Proceedings :**

All suits and legal proceedings by or against the Society shall be in the name of the Secretary or such person as appointed by the Council.

**19. Alteration of Memorandum and Regulations ;**

The Memorandum and Regulations may be altered, modified, rescinded or added to by special resolutions passed by three-fourths of the Members present in a general meeting called for the purpose.

The Council shall have powers to make, alter, modify or rescind such bye-laws and rules as may be considered necessary in the interest of the Society.

**20. Dissolution of the Society :**

Subject to the provisions of Sections 24 and 27 of the West Bengal Societies Registration Act, 1961 or any statutory modifications thereof, the Society may be dissolved by a resolution to that effect passed by three-fourths of the Members present in a general meeting called for the purpose. The said meeting shall also decide the manner of disbursement of funds and assets of the Centre, if any, after dissolution.

We, the undersigned Council Members of the Society, do hereby certify that the above is a true copy of the Resolutions of the Society.

Signature of three Council Members :

1. (Dr Kunal Ghosh, President)
2. (Dr Himadri Sekhar Sen, Secretary)
3. (Dr Arabinda Jana, Treasurer)

Dated : The 28th March 2011

