TRANSPERANCY INTERNATIONAL INDIA

MEMORANDUM OF ASSOCIATION

1. NAME OF THE SOCIETY

The name of the Society shall be TRANSPARENCY INTERNATIONAL INDIA.

2. REGISTERED OFFICE

The registered office of the Society shall remain in the National Capital Territory of Delhi and is at present at the following address: Lajpat Bhawan, Lajpat Nagar-iv, New Delhi- 110024.

3. AIMS AND OBJECTS

3.1 TRANSPARENCY INTERNATIONAL INDIA is a non-Government, non-party and non for profit organisation of Indian citizens with professionals, social, industrial, or academic experience, joining together to promote transparent and ethical governance and to eradicate corruption, defined as misuse of public office or resources for personal benefit.

3.2 TRANSPARENCY INTERNATIONAL INDIA shall use its best endeavours—

(a)To uphold and promote the core values enshrined in the Preamble to the Constitution of India viz.—

JUSTICE, social, economic and political;

LIBERTY of thought, expression, belief, faith and worship;

EQUALITY of status and of opportunity; and

FRATERNITY assuring the dignity of the individual and the unity and integrity of the Nation.

(b)to take all steps necessary to bring transparency and integrity in India's public life, Government Departments and undertakings and national and multinational trade and industry--and to eradicate corruption from all spheres of life.

(c) to function in co-operation with other organisations and like minded bodies interested in fighting corruption and to support governmental efforts in this regard but remain independent of the government or any political party.

(d) to inform and educate public about the evils of corruption and to encourage public to play an active role to ensure an ethical and transparent government.

(e) to work for suitable changes in India's laws, systems and procedures to ensure transparency on governmental functioning and dealings in respect of awarding of contracts and procurement of goods and services from within the country and abroad.

(f) to share the knowledge and experience with other countries regarding containment and eradication of corruption.

(g) to commission research projects and organise study circles, seminars and conference regarding matters connected with transparency and corruption.

(h) to undertake any other activity to further the aims and objects mentioned above; and

(i) to function autonomously as the India Chapter of TRANSPARENCY

Transparency International India Lajpat Bhawan Lajpat Nagar New Delhi-110024

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INTERNATIONAL, a like minded world body with similar objectives having its headquarters at Berlin, Germany, for the realisation of the objectives above mentioned.

4. All the incomes, earnings and moveable/immoveable properties of the Society shall be solely utilised and applied towards the promotion of its aims and objects only, as set forth in Memorandum of Association and no profit thereof shall be paid or transferred directly or indirectly, by way of dividends, bonus, profits or in any manner whatsoever to the present or past members of the Society or to any person claiming through anyone or more of the present or past members. No member of the Society shall have any personal claim on any moveable or immoveable properties of the Society or make any profit by virtue of his membership

5. **MANAGING COMMITTEE**

The names, addresses, occupations and designations of the present members of the Managing Committee, to whom the management of the Society is entrusted as required under Section 2 of the Societies Registration Act, 1860 as applicable to the National Capital Territory of Delhi, are as follows:-

S.No	Name and address	Occupation	Designation
1	*Kuldip Nayar* D-7/2,Vasant Vihar, New Delhi	*Journalist*	Chairman (since retired)
2	Admiral R.H.Tahiliani (Retd) 290, sector 17, Gurgaon	*Retired Defence Officer*	*Vice Chairman (now Chairman)*
3	A.K.Johri A-4/243, Kalkaji Extn., New Delhi	Chartered Engineer	Treasurer (since retired)
4	S.D. Sharma A-312, Defence Colony, New Delhi	Public Service	General Secretary, Now working Chairman, Emeritus
5	J.R. Sahni D-63, Hauz Khas, New Delhi	Public service	Member
6	Inder Nath E-34, Grater Kailash Enclave-I, New Delhi	Retired Railway officer	Member
7	G.C. Sharda S-321 (FF) Greater Kailash-I, New Delhi	Retired Govt.	Member

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		Officer	
8	M.L. Verma C-8/80, East of Kailash, New Delhi	Public service	Member

6. **DESIROUS PERSONS**

We the undersigned are desirous of forming a Society namely TRANSPARENCY INTERNATIONAL INDIA under the Societies Registration Act, 1860 as applicable to the National Capital Territory of Delhi in pursuance of this Memorandum of Association of the Society

S.No	Name and Address	Occupation
1	S.D Sharma A-312 Defence Colony, New Delhi	Public service
2	Admiral R.H.Tahiliani (Retd) 290, Sector 17, Gurgaon	Retd. Defence Officer
3	A.K. Johri A-4/243, Kalkaji Extn. New Delhi	Chartered Engineer
4	Inder Nath E-34, Greater Kailash Enclave-I, New Delhi	Retired Railway Office
5	G. D. Dhawan 3192, Dharampura Gandhi Nagar, Delhi	UnderSecretary (Retd
6	J. R. Sahni D-63, Hauz Khas, New Delhi	Public Servic
7	L. N. Kalra K-58, Jangpura Extn., New Delhi	Public Service
8	V. V. Mehta A-4/68, Konark Aptts., Kalkaji Extn., New Delhi	Retired Railway Office
9	Srinivas S. Iyengar A-4/170 Konark Apartments, Kalkaji Extn. New Delhi	Editorial Adviser (Ret
10	Kuldip Nayar D-7/2, Vasant Vihar, New Delhi	Journalist
11	G. C. Sharda S-32 (FF) Greater Kailash-I New Delhi	Retired Govt. Officer

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12	M. L. Verma C-8/80, East of Kailash, New Delhi	Public Service	

Amended as on.....

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Amended as on.....

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03/07/2013

कार्यालय रजिस्ट्रार सोसायटीज
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पंजीकरण सं०.....
दिनांक.....

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प्रमाणित मे सहीम सदस्य
सोसायटी 1861 के अन्तर्गत
दिनांक

03/07/2013

15/07/2013

Certified U/S 29 of S.R.Act 1860

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TRANSPARENCY INTERNATIONAL INDIA
RULES AND REGULATIONS

PREAMBLE

These Rules and Regulations are prepared for the management of the affairs of the TRANSPARENCY INTERNATIONAL INDIA (in short TII) in the context of its aims and objects. The amendments to these rules as recommended by the Managing Committee and approved at TII's Annual General Meetings 2003 and 2012 have been duly incorporated herein. These rules and regulations as amended shall apply to all present and future members of TII.

DEFINITIONS

2 Unless the context otherwise requires, the meaning of some of the words used in these rules and regulations are given below:

	Words	Meaning
(i)	Society	Transparency International India
(ii)	Aims and Objects	Aims and Objects of TII
(iii)	Member	Member of TII
(iv)	General Council	Collective Members of TII
(v)	Board of Management	Board of Management of TII managing the affairs of the Society on behalf of its General Council. The Managing Committee shall hereafter be called Board of Management

MEMBERSHIP

3.1 Membership is open to Indian Citizens, Non-Resident Indians (NRIs), Persons of Indian Origin (PIOs), and like-minded Non-Government Organisations (NGOs), and institutions committed to the core values of TII as spelt out in its Memorandum of Association. Such NGOs and institutions must not have anything in their Constitutions/Aims and Objects in conflict with the Aims and Objects of Transparency International India as given in the Memorandum of Association

3.2 individuals must be at least 21 years of age with academic, professional, commercial, administrative, social and/or development experience

3.3 Those desirous of becoming members shall apply in writing in the prescribed form. Their enrolment shall be subject to acceptance by the Board of Managing Committee.

3.4 The membership fees will be as under:

a) Indian Citizens and India based institutions	Rs. 1,000/- as onetime payment
b) Non-Resident Indians (NRIs) and persons of Indian Origin (PIOs)	US$ 100 or equivalent
c) Companies, business and other institutions	Rs 5,000 as onetime payment

Amended u/s 12.....

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3.5 The Board of Management may waive the membership fee in specific cases.

3.6 The membership will cease if a member—

3.6.1 resigns.

3.6.2 is of unsound mind.

3.6.3 becomes insolvent.

3.6.4 joins any political party or front organisation of a political party

3.6.5 is charge sheeted in any court of law for any offence involving moral turpitude

3.6.6 does anything prejudicial to the aims, objects and interests of TII or brings disrepute to Transparency International India.

3.7 The decision of the Board of Management regarding termination of membership shall be final and binding. Such a resolution will be passed by not less than two-thirds of the members present and voting. However, before taking such a decision, the member shall be given opportunity to represent his/her case.

3.8 A Register of Members and Active Members shall be maintained at the Registered Office of the Society.

3.9 All Members shall be entitled to fully participate in the General Bodyl Meetings and exercise voting rights for electing members to the Board of Management.

SUPPORTING MEMBER

4. Any Indian Citizen may join the Society as its Supporting Member if he declares in writing his support for the aims, objects and work of TII, subject to acceptance of such support by the Board of Management. No membership fee is payable by the supporting members except one time donation of minimum Rs. 100/- as a token of their support.

CORPORATE SUPPORT FORUM

5. There will be a Corporate Support Forum comprising Indian business commercial and industrial establishment and their associations who support the aims and objects of TII and who are willing to help Transparency International India without getting involved in the management of TII. Members of the Forum will be identified by the Board of Management. These members may assist the Society financially or with material assistance for its activities. They will be kept posted about the activities of the Society.

ACTIVE MEMBERS

6.1 A non-BoM Screening Committee shall prepare and forward to Board of Management, a list of members who fulfill 13-point objective criteria for identifying Active Members laid down in the Arbitration Award dated 5th of February 2008. The Board of Management shall accept such members as Active Members. The tenure of such Active Members shall be three years, at the end of which their claim, if any, to continue as such shall be reviewed by the Screening Committee and reported to Board of Management for further action.

6.2 Applications from members for Active Membership shall be considered once in every quarter. Full particulars of the applicant and his/her activities in prescribed application Form for the purpose

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must be furnished.

PANEL OF ADVISORS

7. There will be a Panel of Advisors comprising of highly experienced professionals in various fields who are also known for their integrity and who are willing to provide advice and guidance on specific reference. Appointment to the panel will be done by the Board of Management.

ANNUAL GENERAL MEETING

8 The Annual General Meeting of the General Council shall be held once a year, on such date as the Board of Management may decide, to transact the following business :

8.1.1 to consider the Annual Report of the Board of Management for the previous year.

8.1.2 to approve and adopt the income and expenditure account and balance sheet for the previous year

8.1.3 to consider the budget for the ensuring year as presented by the Board of Management.

8.1.4 to appoint the auditors.

8.1.5 to appoint the Returning Officer for conducting elections till the next General Council Meeting.

8.1.6 to consider any other matter in the interest of the Society with the approval of the Chair

8.2 the agenda for the Annual General Meeting shall be sent in writing to every member along with notice, 15 clear days in advance, for the meeting indicating the date, time and place for the meeting.

SPECIAL GENERAL MEETING

9.1 The Chairman shall call a special meeting of the General Council of the Society when desired by a Resolution of the Board of Management or upon receiving a requisition singed by not less than one fourth of the members of the Society and stating the purpose thereof.

9.2 The notice for the requisitioning any special meeting shall state the date, time and place of such meeting.

9.3 The proposition for consideration in the Special General Meeting shall be made in writing explaining the proposition in detail.

NOTICEOFMEETING,QUORUM AND ADJOURNED MEETING, PROXY & VOTIING

10.1 15 days' clear notice shall normally be given for any Annual or Special General Meetings. However, one week's notice is sufficient for special meetings when delay might prejudice the interest of the Society.

10.2 One-third of the total number of members shall form a quorum. If any Annual or Special General Meeting cannot be held for want of quorum, the members who are present will adjourn the meeting for half an hour from the original time of the meeting and meet again to transact the business.

10.3 Resolutions passed or questions decided at Board meetings shall normally be by simple majority of votes except as provided in Rule 3.7. In the event of a tie, the Chairperson shall have a casting vote.

10.4 Active Members not able to attend may vote by proxy.

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BOARD OF MANAGMENT AND OFFICE BEARERS OF THE SOCIETY

11.1 The affairs of the TII shall be managed by the Board of Management. The total membership of the Board of Management shall not be less than 15 and not more than 21. The Board of Management shall elect the office bearers from amongst themselves. The office bearers shall consist of Chairperson, two Vice-Chairpersons and Treasurer. The Board may also appoint a General Secretary, Secretaries, Executive Director/s and Directors or Representatives as may be decided by the Board from time to time. Other Staff may be appointed by the Chairperson. The office bearers shall constitute the Executive Committee of TII to implement the decisions of Board of Management assisted by General Secretary, Secretary or Executive Director and to attend to urgent issues which cannot wait till the next quarterly meeting of the Board.

11.2 All members of the Board of Management will hold office in an honorary capacity.

11.3 The Board of Management must have at least one meeting every three months. One-third of the total strength of the Board shall form the quorum.

11.4 Every year, one-third of the total strength of the Board of Management, starting with the earliest appointees shall retire. In the event of date of appointment of two or more members being the same, the earlier date of birth will determine who retires earlier. Those who retire are eligible for re-election.

11.5 Vacancies in the Board of Management occurring during midterm may be filled up, by co-option by the Board from amongst the Active Members. The team of co-opted members shall be only upto the next Annual General Meeting.

BOARD OF MANAGEMENT ELECTION

12.1 The election to fill up anticipated vacancies in the Board of Management shall be held by secret ballot. Only Active Members shall be eligible to stand for election to Board of Management, but all members shall be entitled to vote.

12.2 The Returning Officer will conduct the election to the Board of Management.

12.3 The number of vacancies to be filled in the Board of Management will be intimated in writing by the General Secretary about three months before the likely date of AGM.

12.4 While inviting nominations for election, the General Secretary will send to all Active Members (a) copy of the election rules (b)List of Active Members with their addresses (c) Last date for nominations (d) Last date for withdrawal (e) Last date for submitting ballots etc.

12.5 Nominations shall be invited in writing from all members to nominate Active Members for the BoM, indicating the last date for withdrawal of nominations, where after ballot papers shall be finalised and sent to all members.

RECORDING OF MINUTES

13. The minutes of all General Council and Board of Management meetings of the Society shall be recorded by the General Secretary in separate books and shall be signed and certified by the Chairman of the

said meeting within the next 15 working days.

POWERS AND DUTIES OF THE BOARD OF MANAGEMENT

14. The Board of Management shall exercise all such powers and do all such acts things as the Society is authorised to exercise and do, inter alia, it shall have the following duties:

a) To manage and control all affairs of the Society and generally to do all such things as are incidental and conducive to the attainment of the aims and objects of the Society as set out in the Memorandum of Association.

b) To deal with and settle all questions regarding the activities, programmes and projects of the Society.

c) To manage and regulate finances, accounts and investment of funds in the best interest of the Society.

d) To put all money belonging to the Society in any nationalised scheduled bank or banks except such sum by way of imprest for day to day expenses as may be fixed by the Board of Management from time to time.

e) To appoint Sub-Committees to deal with specific matters and within specified guidelines but all acts or deeds of the sub-committees shall be got ratified by the Board of Management at its next meeting.

f) To appoint salaried persons for specific objects and projects of the Society and to determine their service terms and conditions. The Board of Management shall have powers to deal with service matters, including appointment, promotion, dismissal or discharge of the employees of the Society.

g) To sanction all expenditure for the activities of the Society including payment of any out of pocket expenses/honoraria to any member, office bearer or any other person engaged in the work of the Society.

h) To inspect periodically the accounts and records of the Society and to take necessary steps for the recovery of all sums due to the Society.

i) To invite, if considered necessary the representative/s of concerned States/Region when matters concerning their States/Region are being considered and also to invite as special invitee, any person in view his specialised knowledge, standing or experience.

j) To seek legal opinion on matters connected with the activities of the Society and to appoint advocates/attorneys to file any suit or other legal proceedings, including Public Interest Litigations whenever necessary and to fix their remuneration for such services.

k) To frame Codes of Conduct for the members, employees or other persons consistent with these rules, regulations and the Memorandum of Association of the Society

l) To make standing orders, rules and by-laws whenever required for the efficient working of the Society and to exercise all other powers of the Society not inconsistent with the Memorandum of Association and the rules and regulation of the Society.

m) To call Annual and Special General Meetings of the Society and decide their agenda, place, date and time.

n) To constitute and update the Panel of Advisors and the Corporate Support Forum and to appoint Active Members.

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POWERS AND DUTIES OF THE OFFICE BEARERS

15.1 The Chairman shall preside over all meetings of the General Council and Board of Management. He will represent the Society in all such matters where representation by the Society may be required. The Chairman assisted by the Vice-Chairmen shall exercise all powers of the Board of Management in day to day management of the Society.

15.2 The Vice-Chairmen shall act for the Chairman in his absence and assist the Chairman in all matters pertaining to the Society. They shall also attend to such work as may be specifically entrusted to them by the Chairman.

15.3 The General Secretary (not a member of the Board of Management) shall supervise the day to day administration of the office of the Society under the overall control of the Board of Management. Besides other things, he shall:

a) Maintain Register of Members and Active Members (giving name, address, telephone no., occupation, date of enrolment/date of cessation/termination) and all other records.
b) Issue notices of meetings.
c) Maintain minutes of the proceedings of all Meetings of the General Council and Board of Management.
d) Attend to the statutory matters in behalf of the Society as required by the Societies Representation Act.
e) Discharge such other duties as may be entrusted to him by the Chairman.

15.4 The Treasurer shall be responsible for the maintenance of accounts and for the handling of collections and payments. Besides other things, he shall:

a) Present the accounts to the Board of Management and the General Council.
b) Discharge such other duties as may be entrusted by the Chairman.

SUB-COMMITTEES & RESOLUTIONS BY CIRCULATION

16.1 Sub-Committees may be constituted to carry out specific tasks of the Society under the guidance and subject to the approval of the Board of Management.

16.2 Any Resolutions of the Board of Management signed by 2/3rd of the membership shall be valid and binding as a resolution passed at the Meeting duly convened. Such Resolution passed by Circulation will be recorded in the Minute Book at the following meeting of the Board of Management.

STATECHAPTER/REGIONAL CENTRES/RESIDENT DIRECTORS REPRESENTATIVES

17.1 The State Chapter/Regional Centre office bearers shall form a Managing Committee of not less than 5 and not more than 7 members. The members of the Chapter shall elect office bearers consisting of Chairperson, Vice-Chairperson, Secretary and Treasurer. The members of the Managing Committee shall be elected for a term of three years and shall be eligible for re-election. It will maintain and update their membership list.

FUNDING

18. The expenditures of the Society will be met through contribution of

members and donations and grants from individuals, trusts, Govt. agencies and other institutions and funding agencies in India and abroad, subject to provision of Foreign Contribution Regulation Act.

INVESTMENTS

19. Investment of surplus funds not required for the time being by the Society will be made only in nationalised banks, government securities or approved Mutual Funds according to the guidelines as per section 11(5) of the Income Tax Act, 1961.

OPERATION OF BANK ACCOUNTS

20. The Board of Management shall open the accounts of the Society with such scheduled banks as it may resolve from time to time. The bank accounts of TII at its headquarters in Delhi shall be operated jointly by any two of the following:

i. Chairman.
ii. Treasurer.
iii. Vice-Chairman.
iv. Any two members of the Board of Management residing in Delhi as may be decided by the Board.

FINANCIAL YEAR

21. The Financial Year of the Society shall be from 1st April to 31st March.

AUDIT OF ACCOUNTS

22. The General Council shall appoint a firm of Chartered Accountants as Auditors who shall audit the accounts of the Society every year. The audited accounts of the Society along with the Annual Report shall be presented to the General Council at the Annual General Meeting every year.

ANNUAL LIST

23. Once in every year a list of elected Board of Management members including office bearers shall be filed with the Registrar of Societies, Delhi as required under Section 4 of the Societies Registration Act, 1860 as applicable to the National Capital Territory of Delhi.

LEGAL PROCEEDINGS

24. The Society may sue or be sued in the name of the General Secretary as per the section 6 of the Societies Registration Act, 1860 as applicable to the National Capital Territory of Delhi.

AMENDMENTS

25. Any amendments in the Memorandum of the Society including the aims and objects can be made if necessary as per section 12 and 12-(A) of the Societies Registration Act, 1860 as applicable to the National Capital Territory of Delhi. Amendments to these Rules and Regulations may be made on the recommendations of the Board of Management and approval of the General Council provided these are inconsistent with the Memorandum of Association.

DISSOLUTION

26. Dissolution of the Society can be done, if necessary, as per section 13 or

14 of the Societies Registration Act, XXI of 1860, as applicable to the National Capital Territory of Delhi. In the event of dissolution of the Society, if there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be distributed amongst members of the Society, present or past but shall be given to some other like-minded Society having same or similar aims and objects of the Society, to be determined by not less than two-third members present personally or by proxy at the time of dissolution or, in default thereof, by a Court of competent authority.

INTERPRETATION OF RULES

27. The Board of Management will be the final authority for interpreting these rules.

APPLICABILITY CLAUSE

28. All the provisions of the Societies Registration Act, XXI of 1860 as applicable to the National Capital Territory of Delhi, shall apply to this Society.

ESSENTIAL CERTIFICATE

29. We the following members certify that this is the correct copy of the Rules and Regulations of the Society.

P. S. Bawa Chairman	**Dr. S. K. Agarwal** Vice-Chairman	**S. C. Bahri** Treasurer

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Transparency International India Lajpat Bhawan Lajpat Nagar New Delhi-110024

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Amended as on.....

Registrar of Society

04/07/2013

कार्यालय रजिस्ट्रार सोसाइटीज
रजिस्ट्रेशन नं०.....
पंजीकरण नं०.....
दिनांक.....

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04/07/2013

Certified u/s 25 of S.R.Act 1860

15/07/2013

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