

OLD COTTONIANS ASSOCIATION (INDIA)
MEMORANDUM OF ASSOCIATION

(Updated after incorporating amendments approved in the AGM dated _____)

1. NAME :

The name of the Society is "**Old Cottonians Association (India)**", hereinafter called the "Association".

2. REGISTERED OFFICE :

Registered office of the Association is situated at 1, Sri AurobindoMarg, New Delhi 110016 for the time being, or at a place to be decided from time to time.

3. OBJECTS :

The objects for which the Association is established are:

(a) To endeavour to live up to the motto of **Bishop Cotton School, Shimla**, viz. "Overcome Evil with Good".

(b) To establish a bond of union among Old Cottonians, and between them and Bishop Cotton School, Shimla to foster a spirit of comradeship, promote co-operation and to extend help to the old students of the school.

(c) To organize and develop activities on matters of cultural, social, economic and educational, to keep alive a spirit of devotion, education, and a continuing concern for the welfare and development, especially the welfare of members of the Association.

(d) To help, encourage and assist the spread of education and to render assistance, award scholarships to deserving students and for this purpose, to take all such steps as may be necessary.

(e) To help in finding avenues of employment or occupation, and in acquiring facilities for technical, vocational and professional training to students in India.

(f) To affiliate, associate, or co-operate with any other society or association the same or similar objects, in such manner and to such extent, as may be desirable and possible.

4. To carry out aforesaid objects, the Association is empowered to do or undertake the following acts :

(a) To hold and manage all funds and gifts of land, property or endowments for the realization of the objects of the Association.

(b) To raise funds for the Association, and to borrow from banks, bankers or other persons, as and when necessary, on the security of moveable and immoveable property of the Association.

(c) To purchase, take, lease or accept as gift or otherwise acquire any movable or immovable property and any rights therein or privileges attaching, thereto, which are necessary or expedient.

(d) To invest the funds and money of the Association on such terms and conditions as may be deemed expedient, and in accordance with the law. To operate the accounts of the Association with banks, bankers or Corporations or Societies.

(e) To buy, sell, endorse, negotiate, or transfer all government or other securities and to realize and collect interest, rent, dividend, bonus or profit on such securities or on other property of the Association, whether moveable or immoveable.

(f) The rendering of assistance would be with special focus on providing support to the alma mater Bishop Cotton School, Shimla with the object of improving its infrastructure and ability to impart quality education.

(g) To do all such other acts or things as may be incidental or conducive to the attainment of any or all of the objects mentioned herein above.

5. OTHER IMPORTANT CONDITIONS REQUIRED UNDER THE SOCIETIES REGISTRATION ACT 1860.

The income and the property of the Society shall be applied solely towards the promotion of the objectives of the Society as set forth in the Memorandum of Association and no portion thereof, shall be paid or transferred directly or indirectly to the member of the Society.

No member of the executive committee of the Society shall be appointed to any salaried office of the Society or any offices of the Society paid by fees. Also that no remuneration shall be given by the Society to any member of such governing council except repayment of out of pocket expenses incurred for the travel, meetings, functions, seminars etc.

The Society by its constitution is required to apply its surplus, if any, or other income in promoting its objectives.

If upon the winding up or dissolution of the Society, there remains after satisfaction of its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution having similar objectives as the Society, at or before the time of dissolution.

RULES AND REGULATIONS

INTRODUCTION:-

These rules may be called the amended rules of the OLD COTTONIANS ASSOCIATION (INDIA) having a perpetual succession and common seal.

1. DEFINITIONS:-

Association : Association means the OCA (India).

Regional Chapter : Regional Chapter means a chapter of the OCA in a region as recognized by the Association.

School : School means the Bishop Cotton School, Shimla.

General Body : General Body means the members of the association who have been students of the school.

Members : Member means a student of the school who has subscribed to the admission and annual membership subscription of the association and has been a student for a minimum of one academic year.

Executive Committee : Executive Committee means the committee elected/nominated through the prescribed process herein.

President : President of the association as selected by the Prescribed Process.

Vice President : Vice President of the association as selected by the Prescribed Process.

Secretary : Secretary of the association as selected by the Prescribed Process.

Treasurer : Treasurer of the association as selected by the Prescribed Process.

Prescribed : Prescribed means as prescribed by the present rules and regulations.

Society : Society means the Association comprising of the members and registered under the Societies Registration Act herein after referred to as Old Cottonians Association (India).

2. MEMBERSHIP :

A person who has been a student at Bishop Cotton School, Shimla for one full academic year, agreeing with the objects of the society, (as set in the Memorandum of Association), and paying the required subscription prescribed herein after shall be the member of the society.

However, wife of a deceased member of the Association shall be an Honorary Member without voting rights and shall not be required to pay membership fees. Headmaster and former Headmasters and staff members, who have served more than ten years at Bishop Cotton School may be invited to become honorary members without voting rights.

Membership Fees: The members shall be charged fees as below:

i) Membership admission Fees :

As per current practice, the school shall collect the membership admission fee for the Association. The membership admission fee, which at present is Rs 2500/-, has been increased to Rs.10,000/- with effect from 1/4/2013, thereafter the fees shall be increased in consultation with the school.

ii) Annual Subscription:

In addition to the admission fees a member shall be charged annual subscription fee of Rs. 500/- towards their respective regional chapters. The said fees can be revised at a subsequent A.G.M. Annual Subscription shall fall due on 31st March of every year and shall be payable before 30th June of that year. A member shall be entitled to vote only if he has paid the annual fee for the year and there is no balance due from the member. For the first five years annual membership for OCs passing out of school shall not be charged but in case the member wants to vote, he should have paid all his outstanding annual subscription of Rs 500/- as applicable.

2A : FUNDS AND FINANCES

Funds : The amount of membership fees collected shall be utilized in the following way :

The admission Fees collected in a year from the school shall be utilized in the following manner:

50% of the admission fee collected in a Financial Year, shall be utilized for meeting revenue expenditure of the society at the OCA (INDIA) level.

The balance 50% shall be accumulated/ utilized as corpus fund for meeting object of the society as per this memorandum and due intimation of this to be given to members in the AGM.

The respective Chapters to which the members belong shall utilize the annual subscription, collected from the members, for meeting the revenue expenses and furthering the objectives of the Society.

2B : Utilization of Corpus Funds

Corpus funds of the society shall be kept in the Form of Fixed Deposits with any scheduled bank or may be invested in the Govt. Securities. The fund can be utilized for fulfilling the objectives of the society, in particular for:

Financial assistance to the School.

Financial assistance to needy widows of members of the society.

Financial assistance to needy family members of the deceased members of the society.

Scholarship to old deserving Cottonians.

Scholarship by way of reimbursement of tuition fees and other fees of the needy and deserving children of Old Cottonians.

To give interest free loan to outstanding students for further studies.

To give financial assistance for medical treatment to the needy members of the society.

Executive committee shall frame and lay down the guidelines for the utilization of the fund for the purposes as cited above. Such guidelines shall be approved at the AGM/EGM of members with 2/3rd majority of the members present in such meeting. Amendment to the guidelines can also be effected with approval of the AGM/EGM of members with 2/3rd majority of the members present in such meeting.

EGM for the said purpose can be called through circulation, by way of a notice of a minimum of 10 days ; by post or/and e-mails, or public notice on the OCA webpage

The resolution allowing the use of fund must be passed with the consent of at least 2/3rd members present during the executive committee; with at least fifty percent of the members of the executive meeting being present on such meetings.

3. GENERAL BODY :

All members of the Association mentioned in Rule No.2 shall form the General Body of the Association.

4. MEETING OF THE GENERAL BODY :

(a) The General Body shall meet at least once a year to consider the progress made by the Association during the past year, as also to give such directions to the Executive Committee as may be deemed necessary.

(b) The following business shall be transacted at an Annual General Meeting :

(i) Confirmation of the minutes of the last annual general meeting :

(ii) To adopt the annual report of the Secretary :

(iii) To approve annual accounts of the society .

(iv) To examine any proposal duly approved by the Executive Committee:

(v) To elect members of the new executive Committee as may be required under the revise procedure; and

(vi) To conduct any other business with the permission of the Chair.

(c) As far as possible the Annual General Meeting of the Association shall be held by September 30th each year and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next.

5. Executive Committee :

The executive committee and the present office bearers functioning at the time of amendment of the rules and regulation of the society shall continue to work for another one year. Thereafter all appointments shall be made as per the rules, regulation and procedure laid down below.

The management of the affairs of the Society, its investments and the power of development, payment and disbursement of its funds shall vest in the Executive Committee.

Executive Committee will consist of the President, the Vice President and of the following members :

Two Members to be elected at the AGM.

Two Members to be nominated by the President - one of them shall be the treasurer.

Two Members from each chapter forwarded by the chapter head i.e. President of the chapter.

Immediate Past President.

Immediate Past Secretary.

Every Executive Committee shall select a member of the Association to serve as the Secretary and another to serve as Joint Secretary from within the Executive Committee.

Other Terms & Conditions :

Tenure of the members of the Executive Committee shall be two years except in the case of Immediate Past President and Immediate Past Secretary who shall remain members till the tenure of the succeeding committee.

Vice President will automatically be elevated to the post of President after he has served as Vice President for two years.

The new incumbent to the post of Vice President shall be elected in the following manner:-

Selection for the post of Vice President shall be made at the meeting of the Selection committee comprising of President, Vice President, Immediate Past President and Presidents of all regional chapter in India with minimum quorum of atleast 1/3rd of total strength of the screening committee on the date of meeting which shall be held before the expiration of the term of the existing president.

The appointment of the candidate by the Selection committee shall be final and will be placed for approval at the Executive Committee Meeting.

The first Vice President who shall become the President on completion of the extended period of the current President shall be selected by the present Executive Committee and the Presidents of the Regional Chapters atleast three months before the end of the term of the current President.

President and Vice President, Secretary shall serve in their respective positions for two years each without the requirement for re-election for the second successive year.

No person who has served as President of the society after this amendment shall be entitled to ever apply again for the post of Vice President, which would consequently lead him to once again becoming the President of the society.

The President can be requested to serve the period of another two years with the approval of general body meeting. In such case the vice president shall continue for another two years before being elevated to the post of president. Such extension can be given maximum for two tenures of two year each

Class representatives (CR) shall be special invitees to the Executive Committee Meeting without right to vote. Each class shall nominate it class representative and communicate the same to the President.

Minimum criteria to be fulfilled to become Vice President of the executive committee :

A person shall fulfill conditions laid down below to qualify for the post of the Vice President of the executive committee. Selection committee shall also ensure the compliance of this clause before deciding upon the name of vice president:

Compulsory Conditions:

- a) Person applying for the post of Vice President shall be a member of the Society and shall do so in writing. The application must be accompanied by a vision statement.
- b) He should have served at any one of the regional chapters for at least one year as President/Secretary or served as member of executive committee of the society or its regional chapters, or should be an OC of eminence.
- c) Must have studied in the School (Bishop Cotton) for at least 2 years as a boarder.
- d) Mr. D. C. Anand shall be the President emeritus and he will be a permanent invitee to all the meeting of the OCA including executive meetings.
- e) During the transition period, that is the year following the adoption of the amendments to the MOA, the Executive Committee shall meet along with the Presidents of the Chapters and select a member to be Vice President who shall on expiry of the year take over as President of the Association.

6. POWERS & RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE:

- (a) To manage the Association and Funds under its control, and apply the income of the Association for the objects of the Association.
- (b) To constitute separate sub-committees by whatever names called, for the management of the funds under the control of the Association, and for any other purposes as may be considered necessary.
- (c) To accept on behalf of the Association, bequests, donations, grants and transfer of properties from the public, society or institutions for the objects of the Association.
- (d) To enter into, vary, carry out, confirm and cancel contracts on behalf of the Association.
- (e) To invest any money belonging to the Association, open accounts in the name of the Association, with such banks and other institutions as it may think fit from time to time, and to authorise the President and Secretary/Treasurer jointly to operate such accounts under their joint signatures.
- (f) To keep proper accounts of the Association and to have the same audited annually by a Chartered Accountant or by a firm of Chartered Accountants, duly appointed by the General Body, before the holding of the AGM.
- (g) To delegate its powers wholly or partially in matters of appointments or dismissal of the staff, legal proceedings and such other matters of daily routine to any of its members or committees constituted for the control of the Association or to any Sub-committees.
- (h) To fill up any casual vacancy in the Executive Committee that may arise at any time, but only for the remaining life of the said Executive Committee.
- (i) To determine all questions of general policy.
- (j) To make recommendations for framing further rules and regulations for the proper management of the Association and to recommend changes therein for the approval of the General Body.
- (k) To exercise such powers and perform such duties as may be necessary for the furtherance or execution of the objects set out in the Memorandum of Association.

7. Regional Chapters

Executive committee is empowered to constitute Chapters at regional level who will work within the prescribed rules and regulations therein.

The present executive committee of all the regional chapters shall continue to work for another one year. New appointment in the regional chapter shall be made as per the procedure laid down:

a) Present Chapters :

At present the society has four regional chapters namely :

Northern Chapter covering the state of Chandigarh, Punjab, Haryana, Uttarakhand and Jammu & Kashmir

Himachal Chapter covering the state of Himachal Pradesh.

Mumbai Chapter covering the state of Maharashtra and Gujarat.

Delhi Chapter covering the state of Delhi and NCR area and regions not covered by any chapter.

b) New Chapter :

Executive committee can approve the establishment of new regional chapter provided that the new chapter proposed to be established shall have minimum strength of 25 members of that region. The Executive committee while approving the establishment of new chapter shall also decide the geographical area of that particular new chapter. The recognition will have to be ratified at the AGM.

c) Management of Chapters:

Executive Committee of the Regional Chapters.

The executive committee of the Regional Chapters existing at the time of amendment of the rules and regulation of the society shall continue to work for a period of one more year. Thereafter, all appointments shall be made as per the rules, regulation and procedure as prescribed:

The management of the financial affairs of the society, deposits, investments, capital and revenue budgeting, payment and disbursement of funds, the responsibility shall vest in the Executive Committee.

Executive Committee of the Regional Chapters will consist of the President, the Vice President and the following members of the concerned chapter:

Secretary

Joint Secretary

Two Members to be nominated by the President (one of whom would serve as the treasurer).

Three members to be elected by the members of the Chapter.

Immediate Past President.

Immediate Past Secretary

Other Terms & Conditions :

Tenure of the members of the Executive Committee shall be for a period of two years except in the case of immediate Past President and immediate Past Secretary; who shall remain members till the tenure of the succeeding committee.

The Vice President will automatically be elevated to the post of President after he has served as Vice President for a period of two years.

The new incumbent to the post of Vice President shall be selected in the following manner:-

Selection for the post of Vice President shall be made in the meeting of the Selection committee comprising of the President, the Vice President and the Secretary of OCA (India); along with the President, Vice President and Secretary of the concerned Regional Chapter; with a minimum quorum of at least 1/3rd of total strength of the screening committee being present, on the date of scheduled meeting, which meeting shall be held before the expiration of the term of the existing president.

During the transition period of one year after amendment to the MOA the selection committee shall meet without the necessity of the presence of a Vice President of OCA(India) and of the chapter to select a Vice President to take over as President of the Chapter after the expiry of the year.

The appointment of the candidate by the Selection committee shall be final and will be placed for ratification before the Executive Committee Meeting.

Every Executive Committee shall select a member of the Association to serve as the Secretary and another to serve as Joint Secretary from within the Executive Committee.

President, Vice President, Secretary and Joint Secretary shall serve in their respective designated positions for a period of two years each.

No person who has served as President of the society shall be eligible to apply for the post of Vice President.

The General Body may approve by a simple majority the continuation of the President and the secretary for a further period of two years. In such case the vice president and the joint secretary shall continue for another two years before being elevated to the post of president and secretary respectively. Such extension can be given for a maximum of two tenures for a period of two years each.

Class representatives (CR) shall be special invitees to the Executive Committee Meeting without voting rights. Each class shall nominate its class representative and communicate the same in writing to the secretary of the Regional Chapter.

Minimum Criteria to be fulfilled to be eligible for the post of Vice President of the executive committee :

A person shall fulfill the following conditions as laid down below to be eligible for the post of the Vice President of the executive committee. Selection committee shall also ensure the compliance of this clause before deciding upon the name of vice president:

Mandatory eligibility conditions :

Person applying for the post of Vice President shall be a member of the Society and shall apply in writing to the Secretary of the concerned Regional Chapter.

A vision statement must accompany the application.

He should have served as a member of the executive committee of the concerned regional chapter, or alternatively he should be an OC of eminence.

He must have studied in Bishop Cotton School for a minimum period of two academic years

8. DUTIES OF OFFICE BEARERS:

(a) President :

i) To preside over all meetings and to exercise general control and overall supervision of the affairs of the Association.

ii) He shall be entitled to vote, and in case of a tie, he shall command a casting vote.

In the absence of the President in a meeting, the Vice President will preside and in his absence then the Executive Committee members through general consensus will elect a Chairman for that meeting.

(b) Vice President :

To preside over all meetings in the absence of the President.

(c) Secretary :

i) To keep and preserve records of the Association and conduct all correspondence relating to the Association.

ii) To maintain all records of the proceedings of the General Body and Executive Committee, and call meetings of the General Body and the Executive Committee.

iii) To prepare the annual report of the working of the Association.

iv) To execute and implement decisions and resolutions of the Executive Committee and General Body, subject to the overall control and direction of 'the Executive Committee.

v) To exercise powers of appointment, removal, dismissal, discharge, leave arrangements, suspension, increments, demotion, and promotion, of the staff of the Association as directed by the Executive Committee.

vi) To represent the Association in all legal proceedings if no other person is specifically delegated by the Executive Committee for the purpose.

(d) Treasurer :

(i) To prepare annual budget of the Association

(ii) To prepare books of accounts of the Association

(iii) To do all those act as assigned by the President or the Executive Committee

9. CEASING TO BE A MEMBER OF THE EXECUTIVE COMMITTEE :

A person shall cease to be a member of the Executive Committee, if :

- (a) He resigns from the Committee, or
- (b) He ceases to be a member of the Association, or
- (c) He is removed by the general body meeting with 2/3rd majority of those attending or
- (d) He absents himself from three consecutive meetings of the Executive Committee without seeking leave of absence, or
- (e) He is declared insane, insolvent or bankrupt, or
- (f) He is convicted of an offence involving moral turpitude by a Court of Law.

10. MEETINGS OF THE EXECUTIVE COMMITTEE :

- (a) The Executive Committee shall meet at least three times in each year.
- (b) The Secretary shall, ordinarily, circulate among the members a notice of each meeting of the Executive at least seven days before the date fixed for each meeting, together with an agenda for such meeting.
- (c) In case of emergency, the President may direct a meeting to be called by a shorter notice, which shall not be of less than two days.
- (d) If requisitioned in writing, by at least three members of the Executive Committee, the President shall direct a meeting to be called for this specific purpose.
- (e) Any resolution, circulated to all members of the Executive Committee, (then present in India) and to which the assent of at least two-thirds of their members is recorded in writing, shall be considered as valid and effectual, as if it was passed at a regular meeting of the Committee.

11. QUORUM FOR MEETINGS :

- (a) The Quorum for the any Executive Committee Meetings shall be at least one third of its members. However, if the required numbers not present within 30 minutes of the commencement of meeting, the existing member shall constitute the quorum provided the present members are not less than three. Otherwise the meeting shall be adjourned to any other convenient day and time decided upon by the president of the meeting. In this case if president is also not present, the Vice President will preside over the meeting. In the event both President and the Vice President are not

present, the present members who constitute the quorum shall nominate the president amongst them. No other agenda except that for adjourned meeting will be taken up at such meeting.

(b) A requisitioned meeting of the Executive Committee or of the General Body shall be dissolved, if a quorum is not attained and a fresh requisition shall be essential for the next meeting.

(c) The quorum for general body meeting shall be minimum 20 members. However, if the required numbers to form quorum is not present within 30 minutes of the commencement of meeting, the meeting shall be adjourned to any other convenient day and time decided upon by the president of the meeting. In this case if president is also not present, the present members who constitute the quorum shall nominate the president amongst them. No other agenda except that for adjourned meeting will be taken up at such meeting.

12. MINUTE BOOK :

The Executive Committee shall record all the proceedings in a Minute Book, specially mentioning:-

(a) The name of members present at each meeting;

(b) All decisions taken by the Executive Committee;

(c) All resolutions and proceedings of General Body and the Executive Committee meetings;

(d) All appointments and dismissal of the staff and the appointment of sub-committees for any specified purposes;

(e) Minutes of every meeting shall be signed by the President and the Secretary.

13. REPRESENTATION ON THE SCHOOL BOARD OF GOVERNORS :

(a) The President of the Association shall be the ex-officio member on the Board of Governors of Bishop Cotton School, Shimla.

(b) Association shall maintain a panel of eminent old Cottonians, which shall be updated from time to time, from whom, the Association shall nominate two old Cottonians to the Board of Directors of Bishop Cotton School for such period as the statutes of the school provide. The Panel shall comprise of people from various disciplines which inter-alia includes Central and State Civil Servants, Senior Judges, Senior Counsels of High Courts and Supreme Court serving or retired, high ranked personnel in the Armed Services, Educationalist, Senior Politicians, Businessman and any other personnel of eminent from other categories not included above.

However, the nomination and appointments to the Board of Governors shall be in conformity with the rules and regulations laid down by Bishop Cotton School.

(c) In the event of a representative of the Association resigning or vacating his membership on the Board of Governors of Bishop Cotton School, Shimla, a fresh appointment to fill in such a vacancy, shall be made at a meeting of the Executive Committee of the Association.

14. Other Conditions :

a) The utilization of the funds shall be in accordance with the objects of the Association.

b) All deed of transfer, lease, and other documents relating to immoveable property shall be in the name of the Association and shall be signed jointly by the President and the Secretary.

c) The books of account and other record of the Association shall be kept at the Registered Office.

d) The society is free to maintain bank account with any scheduled bank. The signing authority shall be as decided by the executive committee of the society along with treasurer.

e) The Chartered Accountants on annual basis shall audit the accounts of the society and the report of the same shall be furnished to the members at annual general meeting.

A Chartered Accountant shall also audit the accounts of the regional chapter and the report of the same shall be furnished to the Secretary of the Association by May 31st each year for incorporation in the accounts of the Association.

15. Anything that is not mentioned here shall be governed by The Societies Registration Act of 1860.

MISCELLANEOUS: The Society shall sue or to be sued in the name of the Secretary.

16. Once in every year, on or before the fourteenth days succeeding the day on which according to these Rules & Regulations the Annual General Meeting of the Association is held, a list of names, occupations and addresses of the members of the Executive Committee shall be filed with the Registrar of Societies, Delhi.

17. The Association shall always comply with the provisions of the Societies Registration Act XXI of 1860 and the Punjab Amendment Act, 1957 (as extended to the Union Territory of Delhi), for the time being then in force.

18. Amendment to the Memorandum of Association/ Rules & Regulation of the Society ;

The General Body of the Association may, after considering the views of the Executive Committee, amend or alter these Rules and Regulations at a meeting after giving fifteen days clear notice, by a majority of not less than 2/3rd members present. Other business may also be transacted in such meeting

19. The Society will be dissolved as per sections 13 and 14 of the Societies Registration Act, 1860 and the assets, which remain, can only be transferred to a society having similar objectives.

Section – 13 (of the Societies Registration Act, 1860) ;

Any number not less than three-fifths of the members of any society may determine that it shall be dissolved, and thereupon it shall be dissolved forthwith, or at the time then agreed upon, and all necessary steps shall be taken for the disposal and settlement of the property of the society, its claims and liabilities, according to the rules of the said society applicable thereto, if any, and, if not, then as the governing body shall find expedient, provided that, in the event of any dispute arising among the said governing body or the members of the society, the adjustment of its affairs shall be referred to the principal Court of original civil jurisdiction of the district in which the chief building of the society is situate and the court shall make such order in the matter as it shall deem requisite:

Assent required. Provided that no society shall be dissolved unless three-fifths of the members shall have expressed a wish for such dissolution by their votes delivered in person, or by proxy, at a general convened meeting for the purpose:

Section – 14 (of the Societies Registration Act, 1860) ;

If upon the dissolution of any society registered under this Act there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the said society or any of them, but shall be given to some other society, to be determined by the votes of not less than three-fifths of the members present personally or by proxy at the time of the dissolution, or, in default thereof, by such Court as aforesaid:

x _____ x