

**CENTRAL TOOL ROOM
AND
TRAINING CENTRE, BHUBANESWAR**

**(Registered under Societies Registration Act. 1860)
Registered on dt.07.05.1990**

**MEMORANDUM OF ASSOCIATION
AND
RULES AND REGULATIONS
(As corrected up to dt.01/01/2010)**

**B.36, CHANDAKA, INDUSTRIAL AREA,
BHUBANESWAR - 751024,
ORISSA, INDIA.**

**MEMORANDUM OF ASSOCIATION
OF
CENTRAL TOOL ROOM & TRAINING CENTRE,
BHUBANESWAR.**

1. NAME OF THE SOCIETY :

The name of the society is "CENTRAL TOOL ROOM AND TRAINING CENTRE, BHUBANESWAR"

2. REGISTERED OFFICE OF THE SOCIETY :

The registered Office of the Society shall be situated at B.36, CHANDAKA, INDUSTRIAL AREA, BHUBANESWAR, STATE OF ORISSA.

3. AIMS AND OBJECTIVES:

A. Aims of the Society :-

- (i) Subject to the definition of the small scale and ancillary industrial undertakings as notified by the Government of India from time to time, the Society shall primarily assist in the technological upgrading and development of small scale enterprises in the metal and plastic processing industries through introducing modern production technologies and applying precision tools, as well as providing training, consultancy and service facilities for such industries and improving the skills and knowledge of the staff of the Tool Room in performing such functions.
- (ii) The Tool Room shall be operated as far as possible on cost covering principles especially in its commercial operations and with a view to becoming self-supporting in due course. It shall produce precision tools essentially for small scale industries, but may also produce and sell such tools to the medium and large scale industries to the extent such

production and sale are considered necessary to cover the cost of services incurred by the Tool Room.

B. The Main objectives to be pursued by the Society are :-

- (i) To provide technical advisory and consultancy services for existing and planned small scale and ancillary industrial units in the areas of designing, developing, manufacturing and using tools, dies, moulds, jigs, gauges, fixtures, metal castings and related items, production planning, utilization and repair and maintenance of these items.
- (ii) To provide well trained craftsmen and women in the fields of machining, fitting and tool and die making.
- (iii) To provide training for machinists/fitters, tool and die makers and others engaged in occupations related to the fields mentioned in sub-clause (i) at the tool room, and in-service training of such kind for staff of small scale and ancillary industrial units, if so required and demanded, without distinction of any caste, creed, religion and sex.
- (iv) To promote, advise, support, encourage and assist training activities in small scale and ancillary industrial units and to provide in-plant training oriented services to such units in the fields mentioned under sub-clause (i), if so required and demanded, without distinction of any caste, creed, religion and sex.
- (v) To provide service facilities at the tool room for designing, developing, manufacturing, tryout and repairing the products mentioned in sub-clause (i), in so far as such requirements of required quality cannot be met elsewhere.
- (vi) To provide production facilities which will ensure financial viability without competing with the small scale industries the tool room shall serve.

C. The objectives incidental or ancillary to the attainment of the main objectives:-

- (i) To conduct and help in research in tool room related activities and to recommend results thereof as well as measures to standardize production and production process in the fields as mentioned in the main objective.
- (ii) To make provision in the tool room so that any of the services as mentioned in the main objectives may be rendered.
- (iii) To construct buildings and workshops and alter, extend, improve, maintain, repair, enlarge or modify the same and to provide and equip the same with light, water, drainage, furniture, fittings, machinery, equipment, and all other necessities.
- (iv) To establish, maintain and manage hostels, staff houses, libraries, playgrounds and recreation facilities for the staff and trainees only.
- (v) To institute and award stipends, fellowships, prizes and medals in accordance with the Rules and Regulations of the Society.
- (vi) To award certificates and diplomas to those having successfully completed their respective training courses.
- (vii) To maintain a fund to which all funds, aids, grants, gifts, donations, benefactions, bequeaths or transfers, fees, charges and other moneys received by the Society will be credited.
- (viii) To sell, mortgage, lease, exchange or otherwise transfer or dispose off or charge any of the properties moveable or immovable of the Society for the furtherance of any of its objectives, provided however that in respect of any transaction relating to immovable property prior sanction of the Central Government shall be required.
- (ix) To create administrative, technical, clerical and other posts under the Society, to appoint, employ, transfer, retrench, layoff, suspend and terminate the services of people working thereon and to remunerate them at such rates and on such terms and conditions as may be deemed appropriate.

- (x) To arrange and provide substantial amount as corpus fund so that the Society may proceed for achieving its aims and objectives confidently.
- (xi) To solicit, receive and accept funds, aids, grants, services and contributions in kind from individuals, companies, foundations, governmental departments and agencies, other agencies and sources in furtherance of the aims and objectives of the Society.
- (xii) To acquire, purchase and otherwise own, to take on lease or hire, requisition or to accept as a gift, grant or otherwise any moveable or immovable property endowments or funds necessary or convenient for the furtherance of the aims and objectives of the Society and to maintain or raise construction on such immovable property and on such terms and conditions and for such consideration as may be agreed between the members of the governing Council and any other person.
- (xiii) To establish provident fund/gratuity scheme(s), pension/ superannuation fund(s) or any other fund or scheme for the benefit of the employee of the Society and to frame rules, regulations, and by-laws in regard thereto, subject to the provisions of all the concerned Acts together with subsequent amendments thereof which may be made from time to time.
- (xiv) To raise and borrow money on such security as may be deemed appropriate, to incur other obligations relating to the properties of the Society and similarly to lend money with or without security and upon such terms and conditions as the Society shall think fit and proper and to pay from the fund of the Society all expenses that may be incurred in raising funds for the Society, including brokerage/commission.
- (xv) To open and operate bank accounts, draw, accept, endorse, discount and negotiate cheques, bills of exchange, promissory notes and other negotiable instruments.
- (xvi) To invest funds of the Society in such shares, bonds, certificates, securities, Government loans or other investments from time to time.

- (xvii) To create depreciation fund, sinking fund, insurance fund or any special or other fund, whether for depreciation or for repairing, improving, replacing, renewing, financing, extending or maintaining any of the properties of the Society or for any other purpose whatsoever deemed beneficial to the Society.
- (xviii) To institute, conduct, defend or compromise legal proceedings by or against the Society or its officers or employees in respect of any matters affecting the Society directly or indirectly.
- (xix) To pay out of the funds of the Society or out of any particular part of such funds all expenses for carrying out any of the foregoing objectives including payment of salaries and payments to persons employed.
- (xx) To impose and recover affiliation and other fees and charges for the services rendered.
- (xxi) To sell or dispose off products, by-products and/or waste materials, arising out of or incidental to the tool room activity.
- (xxii) To provide for welfare of the employees and their dependents.
- (xxiii) To invest the money of the Society not immediately required in any securities as authorised under any law or in any other manner with the sanction of the Central Government.
- (xxiv) To pay all expenses preliminary or incidental to the formation and registration of the Society and for its management and administration out of the fund.
- (xxv) To meet the expenses of the Society out of the Fund, to buy materials/stores and consumable tools that may be required to maintain the services of the Society as mentioned in the main objectives as well as building, and equipment belonging to the Society.

- (xxvi) To borrow or raise money with or without security in the ordinary course of business.
- (xxvii) To negotiate and enter into contracts on behalf of the Society, and vary or rescind such contracts and sign, execute and deliver such contracts, deeds and instruments as may be necessary.
- (xxviii) To constitute such Committee or Committees as it may deem fit for the disposal of any business of the Society and tendering advice in any matter pertaining to the Society.
- (xxix) To delegate any of its powers to the Governing Council of the Society or any of the Committee or Committees constituted by it.
- (xxx) To promote, support, take-over, affiliate, amalgamate or merge with any other institution or body having objectives wholly or in part similar to those of the Society.
- (xxxi) To make rules and regulations and by-laws for the conduct of the affairs of the Society and to add, to amend, vary or rescind them from time to time.
- (xxxii) To print, publish, distribute reports, studies and brochures and other publications pertaining to the activities of the Society on no profit, no loss basis.
- (xxxiii) To promote or associate with any other person, authority or body whether incorporated or otherwise for attainment of the objectives herein stated and in that behalf also to invest funds of the Society to the extent and in the manner deemed appropriate.
- (xxxiv) To print, publish and distribute literature of interest among the members of the Society and other persons on no profit, no loss basis.
- (xxxv) To subscribe money for any national, charitable, benevolent, general public, or useful objective or for any exhibition or to any institution, club, society or fund, but not intended for any political party or cause.

(xxxvi) To do all such other lawful things as are conducive or incidental to the attainment of any of the above objectives and for furthering the growth of the Society or its resources.

4. INCOME AND PROPERTY OF THE SOCIETY

The income and property of the Society, howsoever derived, shall be applied towards the promotion of the aims and objectives thereof as set forth in this Memorandum of Association. No portion of the income and property of the Society shall be paid or transferred, directly or indirectly, by way of dividends, bonus, or by way of profits or otherwise, to any persons who at any time are or have been members of the Society or to any claiming through them, provided that nothing herein contained shall prevent the payment in good faith of honoraria, perquisites, facilities of any nature to the officers and employees as the Governing Council thinks fit in return for any services rendered to the Society.

5. GOVERNING COUNCIL

The Governing Council of the Society shall be the Council constituted in accordance with the Rules and Regulations of the Society.

The names, addresses, occupations and designations of the members of the first Governing Council to which the management of the affairs of the Society shall be entrusted as required under Section 2 of the Societies Registration Act, 1860 are:-

| Sl. No. | Name | Address | Occupation | Designation |
|----------------|----------------|--|-------------------|--|
| 1. | S.B. Mohapatra | Udyog Bhawan, Room No. 258 | Govt. Service | Jt. Secretary & DC (SSI) |
| 2. | Mohinder Singh | Udyog Bhawan, New Delhi | Govt. Service | Dy. Secretary |
| 3. | J.K. Arya | O/o. DC (SSI), Nirman Bhawan, New Delhi | Govt. Service | Dy. Director & Project Co-ordinator |
| 4. | A.K. Das | Directorate of Industries, Cuttack | Govt. Service | Director of Industries |

| | | | | |
|----|-----------------|--|-----------------------------|-------------------------------|
| 5. | G.B. Jakheta | D-703, Curzon Road, Hostels K.G. Marg New Delhi-110 001. | Retd. From Govt. Service | Retired Industrial Advisor |
| 6. | Nikunj Chhotray | Orissa Small Scale Industries Association, D.I. Orissa, Cuttack. | -- | Member & President |

DESIROUS PERSONS

We the undersigned members are desirous of being formed into a Society namely "Central Tool Room and Training Centre, Bhubaneswar" under the Societies Registration Act, 1860 in pursuance of this Memorandum of Association of the Society:-

| <u>Sl. No</u> | <u>Name</u> | <u>Address</u> | <u>Occupation</u> | <u>Designation</u> | <u>Signature</u> |
|---------------|-----------------|--|-----------------------------|--|------------------|
| 1. | S.B. Mohapatra | Udyog Bhawan, New Delhi. | Govt. Service | Jt. Secretary & DC (SSI) | Sd/- |
| 2. | Mohinder Singh | Room No. 258, Udyog Bhawan New Delhi | Govt. Service | Dy. Secretary | Sd/- |
| 3. | J.K. Arya | O/o. DC (SSI), Nirman Bhawan, New Delhi | Govt. Service | Dy. Director & Project Co- ordinator | Sd/- |
| 4. | G.B. Jakheta | D-703, Curzon Road, Hostels K.H. Marg, New Delhi-110 001. | Retd. From Govt. Service | Retired Industrial Advisor | Sd/- |
| 5. | A.K. Das | Directorate of Industries, Cuttack | Govt. Service | Director of Industries | Sd/- |
| 6. | P.D. Mayee | Director, S.I.S.I., Cuttack | Govt. Service | Director, S.I.S.I., Cuttack | Sd/- |
| 7. | Nikunj Chhotray | Orissa Small Scale Industries Association, D.I. Orissa, Cuttack. | -- | Member & President | Sd/- |

**RULES AND REGULATIONS
OF
CENTRAL TOOL ROOM AND TRAINING CENTRE, Bhubaneswar**

1. The Society shall be known as “Central Tool Room and Training Centre, Bhubaneswar.
2. The aims and objectives of the Society are set out in the Memorandum of Association.
3. In these Rules and Regulations the language shall be interpreted according to its ordinary meaning provided, however, that unless the context necessarily indicates otherwise:-
 - (i) ‘Society’ means the “CENTRAL TOOL ROOM AND TRAINING CENTRE, BHUBANESWAR”.
 - (ii) ‘Act’ means the Societies Registration Act, 1860.
 - (iii) ‘Governing Council’ means Governing Body in terms of Societies Registration Act. 1860 to which the management of the affairs of the Society shall be entrusted.
 - (iv) ‘The General Body’ of the Society shall mean the Body consisting of the Members of the Governing Council together with other categories of members mentioned hereinafter.
 - (v) ‘Chairman’ means the Chairman of the Governing Council who shall also be the ex-officio President of the Society.
 - (vi) ‘President’ means the President of the Society whose functions and powers shall be exercised by the Chairman of the Governing Council.
 - (vii) ‘Executive Director’ means General Manager of the Tool Room who shall also discharge the duties and responsibilities of Secretary of the Society and the Governing Council and as such shall be referred to as Executive Director hereinafter in the relevant context.

- (viii) Central 'Government' means Government of India and State Government means the Government of Orissa.
- (ix) 'Annual General Meeting' means the meeting of the members of the Society held once in a year for adopting the accounts and annual reports, considering and adopting the budget estimate, policies, strategies and the action plan of the Society, appointing auditors and discussing such other issues as may be brought before the meeting.
- (x) Operations shall include research and development of designs and prototype manufacture and human resources development including training and extension programmes.

GENERAL BODY OF THE SOCIETY

4. The General Body of the Society shall be composed of the members of the Governing Council together with such persons from public and private sectors, statutory corporations, financial institutions, Departments of Central and State Governments, institutes, voluntary organisations and individuals of ability or experience and subscribing to the aims and objectives of the Society as may be admitted by the Society suo moto or on the recommendations of the Governing Council on applications made to it through the Executive Director of the Society. Provided however, that it will also be open to the Central Government to nominate any individual as a member of the Society.
5. The society shall keep a roll of members with their addresses and occupations and every member shall sign the same.
6. If a member of the Society changes his address, he shall notify his new address to the Executive Director and the entry in the roll will be changed accordingly. If such member fails to notify his new address, the address in the roll of members shall be deemed to be as his address.
7. Should any ex-officio or institutional member of the Society be unable to attend or be prevented from attending a meeting of the Society, the respective parent organisation shall be at liberty to appoint a substitute in his place for that meeting of the Society. Such a substitute shall have all the rights and privileges of a member of the Society for that meeting.

8. Where a person is appointed as a member of the Society by reason of the office or appointment he holds, his membership of the Society shall terminate when he ceases to hold at office or appointment. The respective parent organisations shall, however, be entitled to remove their nominees at any time from membership of the Society and appoint others in their place.
9. The General Body shall be entitled to remove a member at any time from membership of the Society and appoint another in his place, provided that the person is not ex-officio or institutional member of the Society, or nominated by the Central Government and if three fifths of the members of the General Body present and voting decide his removal from membership by passing a resolution to this effect.
10. A member of the Society shall cease to be a member in the following cases:-
 - (i) If he does not attend three consecutive meetings of the Society without leave of absence granted to him by the Chairman.
 - (ii) If he resigns, becomes of unsound mind or insolvent and is convicted of a criminal offence involving moral turpitude;
 - (iii) If the tenure of his respective office as prescribed in these Rules and Regulations terminates.
11. The resignation of a member shall be tendered to the Society through the Executive Director and shall not be effective till it has been accepted in writing by the Chairman of the Governing Council, on behalf of the Society.
12. a) A Vacancy in the membership caused by any of the reasons mentioned in rule 9 and 10 may be filled up by the Governing Council with the approval of the Chairman and shall be subject to ratification at the next meeting of the General Body of the Society. In the case of ex-officio and institutional members, however, the respective parent organisation shall fill up a vacancy immediately.

- b) The members whose membership is terminated for the reasons as mentioned in Rule 10 (iii) shall be eligible for reappointment.

MEETINGS OF THE SOCIETY

- 13. There shall be two classes of meeting of the society, namely:-
 - (i) The Special Meetings
 - (ii) The Annual General Meetings
- 14. a) The President can at any time summon a special meeting of the Society. The President shall also summon a special meeting of the Society, if so requisitioned by not less than five members by request writing and specifying the reasons for the requisition.
 - b) The notice for such a Special Meeting shall state time, place, date and purpose for which it is convened.
- 15. a) The Annual General Meeting of the Society shall be held at the Registered Office of the Society not later than six months after the expiry of each financial year at such date and time as may be determined by the President in consultation with the Governing Council.
 - b) The business of the Annual General Meeting shall be:
 - (i) To receive and adopt the audited statement of accounts prepared for the preceding financial year and the respective annual report of the Society;
 - (ii) To consider the budget estimates and the action plan of the Society for the next financial period prepared by the Executive Director and approved by the Governing Council, and to adopt the same;
 - (iii) To appoint auditors of the Society and
 - (iv) To transact such other business which may be brought before the meeting by the Governing Council.

16. Except as otherwise provided in these Rules and Regulations, all meetings of the Society shall be called, by notice under the hand of the Executive Director who shall act in accordance with the directions of the Chairman in this regard.
17.
 - a) Every notice calling a meeting of the Society shall state the date, time and place at which such meeting will be held and be served upon every member of the Society not less than 10 clear days before the day appointed for the meeting. The accidental omission to give or non-receipt of such notice by any member shall not invalidate the proceedings of any such meeting.
 - b) A notice may be served upon any member of the Society either personally or by sending it by post in an envelope addressed to such members at their addresses as mentioned in the roll of members.
 - c) Any notice so served by post shall be deemed to have been served on 7th day following that on which the envelope containing the same was posted and prove that the envelope containing such notice was properly addressed and duly posted.
18. Every meeting of the Society shall be presided over by the President and in his absence by a member chosen to preside over that particular meeting.
19. One-third of the members of the Society present in person shall form a quorum at every meeting of the Society. Any fraction contained in that one-third shall be rounded off as one. In case there is no quorum at the appointed time or within half an hour after the notified time of the said meeting, the meeting will automatically be adjourned. The said meeting may, however, be held again after half an hour of the adjournment at the same place. In the case of such adjourned meeting, no quorum will be required.
20. Subject to provisions contained in Rule 68 supra, all disputed questions at the meeting of the Society shall be determined by majority of votes.
21. Each member of the Society or a substitute duly appointed as provided in the Rules shall have one vote.

22. In case of equality of votes for and against a particular issue, the Chairman shall have a casting vote.
23. The members of the Society shall be entitled to such sitting fees as may be decided by the Governing Council.

GOVERNING COUNCIL

24. a) The affairs of the Society shall be administered, directed and controlled in accordance with its Rules and Regulations by a Governing Council.
 - b) The members of the Governing Council shall become ipso facto members of the Society on their admission.
- (c)The members of the Governing Council shall not be less than 9 and more than 16.

Composition of the Governing Council and Tenure of Office

25. The Governing Council shall have four categories of members representing the following :-
 - (i) Ex-officio members :
 - Four representatives of the Government of India, namely :
 - Development Commissioner (Small Scale Industries), Ministry of Small Scale Industry,
 - Industrial Adviser/Director Tool Rooms and Training Centres/ Project Coordinator, in the DC (SSI)
 - Ministry of Finance/Integrated Finance of the Ministry of Small Scale Industry
 - Director, SISI, *Cuttack*
 - *Two* representatives of the State Government of *Orissa* representing
 - the concerned industry department and
 - the concerned department of technical education/training
 - one representative of the DANISH INTERNATIONAL DEVELOPMENT AGENCY (DANIDA) namely
 - Counsellor/First Secretary, Royal Danish Embassy.

(ii) Institutional members :

- One representative of the Association of Small Scale Industries/State Level
- One representative of the Chambers of Commerce and Industries/ Industry Promotion Institution/NSIC

(iii) Professional and other members

- One expert representing the fields of finance, accounts and law
- One representative of small scale tool producers
- One representative of small scale tool users
- One representative of medium/large scale tool producers
- One representative of medium/large scale tool users

(iv) The Executive Director of the Society

On his appointment, the Executive Director of the Society shall automatically become ex-officio member of the Governing Council during the tenure of his office.

26. The tenure of the Governing Council shall be for a period of three years. The members whose membership is terminated by reason of office tenure, shall be eligible for reappointment. ***[Notwithstanding anything contained in these rules, in case for any reason whatsoever, notification for reconstitution of the Governing Council is not issued before the expiry of the existing Governing Council, the existing Governing Council shall continue until the new Governing Council is constituted].¹***
27. a) The ex-officio members and the institutional members of the Governing Council shall hold their office by virtue of being the nominees of their respective parent organisations. Their membership of the Governing Council shall automatically terminate in case they cease to be in that office or appointment by reason of which they hold their membership in the Society or if they are removed by their respective parent organisations from membership of the Society. The respective parent organisation shall nominate others as their representatives instead of the previous ones.
- b) Other members of the Governing Council shall be nominated by the General Meeting of the Society and hold office for a period of 3 years. Membership of

¹ Amended vide Item No. VII, 7 of Annual General Body Meeting held on dt. 09.09.1999.

a person shall terminate before this period if the Governing Council by three fifths of majority passes a formal resolution to this effect. In case of such termination of membership the vacancies shall be filled up in accordance with relevant provisions of the Rules and Regulations of the Society.

28. Upon nomination by the concerned bodies, the members of the Governing Council shall be formally notified by the Central Government. The members of the Governing Council shall cease to hold their office in the following cases :-
- (i) if they do not attend three consecutive meetings of the Governing Council without leave of absence granted to them by the Chairman;
 - (ii) if they resign, becomes of unsound mind or insolvent and are convicted of a criminal offence involving moral turpitude.
 - (iii) if in the opinion of the Central Government the continued association of any member is not conducive to the interests of the Society and an order in writing is made to that effect.

Upon such termination of membership, the vacancies shall be filled in accordance with the relevant Rules and Regulations of the Society.

29. The resignation of a member of the Governing Council shall be tendered to the Executive Director and shall not be effective till it has been accepted in writing by the Chairman of the Governing Council on behalf of the Society.

Powers, Functions and Responsibilities of the Governing Council

30. With a view to attaining the aims and objectives as set forth in the Memorandum of Association of the Society, the Governing Council shall discharge such duties and responsibilities, exercise such powers and undertake and carry out such activities as are considered essential in general with particular reference to the following :-

- (i) To prepare and execute plans and programmes for the establishment of the Tool Room based on the Plan of Operation and to carry on its administration and management after such establishment.
- (ii) To prepare, consider and approve the policies and strategies of the Society and to reconsider and amend the said policies and strategies whenever appropriate.
- (iii) To receive grants and contributions and to have custody of the funds of the society.
- (iv) To prepare, consider and approve the budget estimates of the Society each year.
- (v) To prepare and maintain accounts and other relevant records and annual statement of accounts including the Balance sheet of the Society.
- (vi) To open, conduct and prescribe courses of study, training and research in tool management and allied subjects.
- (vii) To fix and receive such fees and other charges from persons undergoing training as may be necessary.
- (viii) To prescribe rules and regulations for the admission of candidates to the various courses of training.
- (ix) To lay down standards of proficiency to be demonstrated before the award of diplomas, certificates and other distinctions to the trainees.
- (x) To institute and award scholarships, prizes and medals.
- (xi) To provide for and supervise the residence, health, discipline and the well-being of the trainees in the Society.
- (xii) To create subject to the provisions of Rules 68 supra technical, training, research, administrative, ministerial and other posts under the Society and to make appointments thereto on such terms and conditions as deemed appropriate.

- (xiii) To co-operate with any other organisation in the matters of education, training, management and allied subjects.
- (xiv) To enter into arrangements for and on behalf of the Society.
- (xv) To co-ordinate all activities of the Centre with other members of DANTOOL GROUP.
- (xvi) To sue and defend all legal proceedings on behalf of the Society.
- (xvii) To appoint committee or committees for the disposal of any business of the Society or for advice in any matter pertaining to the Society.
- (xviii) To delegate to such extent it may deem necessary any of its power to any officer or committee of the Governing Council.
- (xix) To consider and pass such resolution on the Annual Report, the annual accounts and the financial estimates of the Society as it thinks fit.
- (xx) To make, inform, adopt, amend, vary or rescind from time to time rules and by-laws for the regulation of and for any purpose connected with the management and administration of affairs of the Society and for the furtherance of its aims and objectives.
- (xxi) To make, adopt, amend, vary or rescind from time to time rules and by-laws (a) for the conduct of the business of the Governing Council and the committee(s) to be appointed by it, (b) for delegation of its powers or (c) for fixing the quorum.
- (xxii) To sell, lease, mortgage or exchange and otherwise transfer all or any portion of the properties of the Society.
- (xxiii) To establish a provident fund for the benefit of the employees of the Society.
- (xxiv) To perform such additional functions and to carry out such duties as may from time to time be assigned to it by the Society.

(xxv) To establish procedure in respect of services and technical advice to be rendered to the industry by the Society and the levy and collection of charges for the same.

(xxvi) To delegate its powers as may be deemed fit and appropriate but not the Powers for :-

- (a) altering, extending or abridging the purposes of the Tool Room within the meaning of the Societies Registration Act, 1860;
- (b) amalgamating the Tool Room either wholly or partially with any other Tool Room having similar aims and objectives;
- (c) altering ,extending or abridging the Rules and Regulations of the Tool Room within the meaning of the Societies Regulation Act.1860.
- (d) shifting the existing location or altering the capacity of the Tool Room;
- (e) making capital investment exceeding the approved budget;
- (f) borrowing money except for working capital exceeding the approved budget;
- (g) transferring by way of mortgage, pledge, hypothecation or otherwise any assets, moveable or immovable, except as security for working capital;
- (h) appointing, terminating, suspending or dismissing the Executive Director and his Deputy and reviewing regularly their performance;
- (i) appointing bankers and auditors and
- (j) generally anything extraordinary and of major importance.

31. a) In the event of any matter not being provided for herein, the Governing Council shall have the power to make by-laws as it deems necessary.

b) Every rule and regulation so made shall be placed at the next meeting of the Governing Council for its approval. In case the aforesaid Rules and Regulations are not approved, the same shall be rescinded with effect from the date of their disapproval but without prejudice to anything done thereunder.

- c) The Governing Council shall be the sole authority for resolving any doubts as to the interpretation of these provisions and its ruling shall be final and binding.
32. Subject to the provisions in the Societies Registration Act, 1860, no member of the Governing Council shall be held personally liable for any loss, damage or harm that may be caused by reason of any act or omission done by him in good faith, in course of discharging his functions and powers.
33. No member of the Governing Council shall in that capacity be entitled to receive any remuneration except sitting fees and travel allowances for attending meetings the quantum for which shall be fixed from time to time by the Governing Council.

Meeting of the Governing Council

34. Meeting of the Governing Council shall ordinarily be held at the registered office of the Society as frequently as is considered essential by the Chairman but in any case not less than one meeting in every [6 months]² of the year for considering the progress of the Society, reviewing policies and strategies, solving problems, if any, that may arise in the way of achieving the desired aims and objectives as mentioned in the Memorandum of Association of the Society and planning future course of action.
35. The Agenda for all the meetings shall be prepared by the Executive Director in consultation with the Chairman of the Governing Council.
36. a) Members of the Governing Council shall be served notice in writing 10 days before the date of all the meetings.
- b) The notice of the meeting shall set out the date, time and place of the proposed meetings of the Governing Council and shall be accompanied by the agenda for the meeting.

The Minutes of all meetings shall be prepared by the Executive Director and confirmed by the Chairman of the Governing Council and sent to the members within 2 weeks after the concerned meeting.

² Amended vide Item No. 12. 6 of Annual General Body Meeting held on dt. 28.07.2004.

- c) The provisions of sub-clause 18(b) and 18(c) shall apply mutatis mutandis to the proceedings of the Governing Council.
 - d) The accidental omission and/or non-receipt of the notice for any meeting shall not by itself invalidate the proceedings of any meeting of the Governing Council.
37. The Governing Council may frame such by-laws as it may deem necessary for the holding and conduct of its meetings.
38. a) The Chairman shall preside over all the meetings of the Governing Council.
- b) If the Chairman is unable to attend a meeting of the Governing Council, he may appoint some other member to be the Chairman of the meeting.
- c) If there is no Chairman or the Chairman is not present within half an hour of the time appointed for the meeting or is not willing to take the chair, the members present shall choose one of themselves to be the Chairman of that meeting.
39. a) All questions at a meeting of the Governing Council where unanimity cannot be reached, shall be decided by a majority of votes.
- b) In case of equality of votes for and against a particular issue, the Chairman shall have a casting vote in addition to his ordinary vote.
40. a) The quorum for all the meetings of the Governing Council shall be one third of the total number of members for the time being (any fraction contained in that one third being rounded off as one) or five members whichever is higher.
- b) Where a quorum is not present within half an hour after the time fixed for the meeting of the Governing Council, the meeting shall stand adjourned and may be held at the same place after half an hour following the adjournment. No quorum shall be necessary for such adjourned meetings.

AUTHORITIES OF THE SOCIETY

41. a) The following shall be the authorities of the Society : -
- (i) The Chairman of the Governing Council who shall also be the ex-officio President of the Society.
 - (ii) The Governing Council.
 - (iii) The Executive Director of the Governing Council who shall also be the ex-officio Secretary of the Society and the Governing Council.
 - (iv) Such other authorities as may be constituted as such by the Governing Council.
- b) The Chairman of the Governing Council and the Executive Director shall not be the same person.

OFFICE BEARERS OF THE SOCIETY

42. a) Following shall be the office bearers of the Society :-
- (i) The Chairman.
 - (ii) The Executive Director.
- b) The Executive Director shall be assisted by the Deputy Executive Director and such other officers as may be appointed by the Governing Council from time to time.

THE CHAIRMAN

43. The Chairman of the Governing Council will be appointed by the Central Government and shall hold office for a period of three years.
44. The Chairman of the Governing Council shall have the following powers and functions :
- (i) The Chairman will see that the affairs of the Society are run efficiently and in accordance with the provisions of the Memorandum of Association, Rules and Regulations and by-laws of the Society.

- (ii) The Chairman shall preside over the meetings of the Governing Council.
- (iii) The Chairman shall co-ordinate the working of the Sub-Committees of the Governing Council for efficient management of the Society.
- (iv) On all such matters as the Chairman thinks are of sufficient importance and urgency and cannot wait for being placed before the next meeting of the Governing Council and which he anticipates would get the approval of the Council, the Chairman shall take decisions and place the same before the Governing Council at its next meeting.
- (v) In case at the meeting of the Governing Council, the votes for and against a particular issue are equal, the Chairman shall exercise his casting vote.
- (vi) The Chairman shall be the sole and absolute authority to judge the validity of votes cast by members at all the meetings of the Governing Council and the General Body. The Chairman may in writing delegate such of his powers as he may consider necessary to the Executive Director.
- (vii) The Chairman shall be entitled to invite any other person to attend the meeting of the Governing Council but such persons shall have no powers of voting.
- (viii) The Chairman may direct the Executive Director to call a special meeting at a short notice in case of an emergency.
- (ix) The Chairman shall have the authority to review periodically the works and progress of the Society and to order enquiries into the affairs of the Society and to pass necessary orders on the recommendations of the enquiry committees.
- (x) The chairman shall have the authority to review periodically the works and progress of the Society and to order enquiries in to the affairs of the Society and to pass necessary orders on the recommendations of the enquiry committes.

THE EXECUTIVE DIRECTOR

45. a) The Executive Director shall be the Principal Executive Officer of the Society.
- b) The Executive Director shall also function as Secretary to the Society as well as the Governing Council and as such shall in consultation with the Chairman prepare agenda for the meetings of the General Body and Governing Council, convene such meetings, keep a true and accurate record of the proceedings of the same and forward all such documents, papers and related information as may be required in the discharge of his duties.
- c) The Executive Director shall be assisted by a Deputy Executive Director in the performance of his functions and duties and exercise of his powers.
46. The Executive Director of the Society and his Deputy shall be appointed by the Governing Council on such terms and conditions as may be determined by it.
- 47.
- a) The Executive Director shall be charged with and be responsible for the day-to-day, management and administration of the Society. The Executive Director shall perform his duties and functions and exercise his powers under the overall direction, superintendence and control of the Chairman of the Governing Council within the framework of principles and powers as set out by the Governing Council.
- b) In the discharge of his functions, duties and powers, the Executive Director shall do the following in particular :-
- (i) The Executive Director shall plan, direct, co-ordinate, organise and supervise day-to-day work of the Society.
- (ii) The Executive Director shall prepare concrete operational plan of action for the year together with a revolving prospective plan for subsequent period of time to be determined by the Governing Council and budget estimates for the concerned periods.

- (iii) The Executive Director shall implement policies, strategies and such programmes of the Society and attend to all statutory requirements imposed thereon.
- (iv) The Executive Director shall coordinate the activities of the Centre and implement activity plans and programmes prepared and agreed upon by the Tool Room Committee (TRC).
- (v) The Executive Director will report to the Governing Council on policy matters and achievements and to the Chairman for day-to-day working and he can delegate his responsibilities to other officers.
- (vi) The Executive Director shall present report of the Governing Council in the Annual General Meeting of the Society.
- (vii) The Executive Director shall determine operation targets, measures and methods to achieve such targets and implement them after the approval of the Governing Council.
- (viii) The Executive Director shall prescribe the functions, duties and responsibilities for all officers and members of staff of the society, give them appropriate instructions and shall exercise such supervision and disciplinary control as may be necessary.
- (ix) The Executive Director shall have the power to appoint staff against all sanctioned posts created under the Society, except the post of the Deputy Executive Director, in accordance with the by-laws framed for the purpose.
- (x) The Executive Director shall submit to the Governing Council :-
 - (a) The Annual Budget for succeeding year at least three months prior to the closing of the financial year.
 - (b) An audited statement of accounts of the preceding year not later than three months after the closing of the financial year.

- (c) Annual Report mentioning therein in detail the performance of the Tool Room activities during the preceding year not later than four months after the closing of the financial year.
 - (xi) The Executive Director shall submit all such other reports as may be required by the Governing Council or otherwise.
 - (xii) The Executive Director shall report to the Governing Council on all capital and recurring expenditure.
 - (xiii) The Executive Director shall have the power to sanction and incur expenditure in accordance with the procedure laid down in the by-laws framed for this purpose and within the authority as may be delegated to him by the Governing Council.
 - (xiv) The Executive Director shall sign all deeds and documents on behalf of the Society.
 - (xv) The Executive Director shall frame rules and regulations for the conduct of the members of staff and trainees and submit them to the Governing Council for consideration and approval.
 - (xvi) The Executive Director shall be responsible for co-ordination with other societies having same aims and objectives.
 - (xvii) The Executive Director shall sign all documents and proceedings requiring authentication by the Society.
 - (xviii) In case of litigations, the Society shall sue and be sued in the name of the Executive Director.
 - (xix) The Executive Director may delegate any of his powers and functions and duties to any member of the staff.
 - (xx) The Executive Director shall do all other things that may be required for the day-to-day management and administration of the Society.
48. The functions, duties and powers conferred upon the Executive Director by the preceding clause shall be without prejudice to such functions, duties and powers conferred upon him elsewhere in these Rules and Regulations.

FUNDS OF THE SOCIETY

49. Funds of the Society shall consist of the following :-
- (i) Grants made by the Government of India, Government of Orissa and the Government of Denmark.
 - (ii) Donations from individuals and various organisations and institutions.
 - (iii) Loans and grants from financial institutions and other sources.
 - (iv) Income from investments and savings.
 - (v) Receipts of the Society by way of fees from trainees and charges for different services rendered by the Society.
 - (vi) Contribution from any other sources, with the approval of the Central Government.
50. a) The bankers of the Society shall be the bank as may be decided by the Governing Council.
- b) All funds shall be paid into the accounts of the Society which shall be operated upon by such officer(s) as may be duly authorised by the Governing Council.

PROPERTY OF THE SOCIETY

51. All funds and assets transferred to the Society shall be at the disposal of the society.
52. All the properties of the Society shall be registered in the name of Central Tool Room and Training Centre, Bhubaneswar.
53. All funds and properties of the Society shall be used only for the aims and objectives of the Society.
54. a) No property of the Society exceeding a value to be described in the by-laws shall be disposed off except by the Governing Council and on the recommendation of a Survey Committee constituted by it to the effect that a particular property is either defective/redundant or it cannot be economically repaired.
- b) The Survey Committee as mentioned in the foregoing sub-clause shall consist of not less than three persons having specialisation in connection with the

particular property and of whom one shall be the officer in charge of the finances of the Society.

ACCOUNTS AND AUDIT

55. The Society shall maintain proper accounts and other relevant records and prepare an annual statement of accounts in such form as may be prescribed by the Governing Council.
56. The Accounts of the Society shall be audited annually by a firm of Chartered Accountants to be appointed by the Governing Council. Any expenditure incurred in connection with the audit of accounts of the Society shall be payable by the Society.
57. The audited statement of accounts together with the Audited Report will be placed before the Governing Council for consideration and approval and thereafter the same shall be put up before the General Body.
58. The Controller and Auditor General of India, however, shall have the right to demand the production of books, accounts, connected vouchers and other documents and papers in respect of grants/loans made by the Government of India and the State Government to the Society.

ANNUAL REPORT

59.
 - a) A draft of the Annual Report and the yearly accounts of the Society shall be prepared by the Executive Director for the consideration and approval of the Governing Council and shall thereafter be placed before the Society at its Annual General Meeting for consideration and adoption;
 - b) Copies thereof as finally approved by the Society shall be supplied to the members of the Society.
 - c) The proceedings of the Society together with the Annual Report shall be sent to the Government of India, Danida and the Members of the Society for information.

ALTERATION OF THE AIMS AND OBJECTIVES OF THE SOCIETY
AND THE RULES AND REGULATIONS

60. Whenever it shall appear to the Governing Council that it is advisable to alter, extend or abridge such purpose to or for other purposes within the meaning of the Societies Registration Act, 1860 or to amalgamate such Society either wholly or partially with any other Society, the Governing Council may take necessary action in accordance with the Societies Registration Act, 1860, as amended from time to time.

AMALGAMATION WITH OTHER SOCIETY

61. If in the opinion of the Governing Council it is desirable to amalgamate the Society wholly or partially with any other society having similar aims and objectives, it can be done as per provisions of Section 12 of the Societies Registration Act, 1860 and with the prior consent of the Central Government.

SEAL OF THE SOCIETY

62. The Governing Council of the Society shall provide a seal and also its safe-custody and the seal shall never be used except with the authority of the Governing Council previously given and one member of the Council shall sign every instrument to which the seal is affixed and every such instrument shall be counter-signed by the Executive Director or by some other person appointed by the Council.

INDEMNITY

63. Every officer of the Society shall be indemnified out of the funds of the Society against all losses and expenses incurred in the discharge of his duties except such as shall happen through his own neglect, willful act or default, and such one shall be answerable only for his own acts, neglect or defaults are not for those of any other person.

DISSOLUTION OF THE SOCIETY

64. The Society shall not be dissolved without the consent of the Central Government and on such dissolution the assets of the Society shall be dealt with in accordance

with the provision contained in Societies Registration Act, XXI of 1860, as amended from time to time.

SUBMISSION OF ANNUAL LIST

65. Once in every year a list of Members of the Governing Council shall be filed with the Registrar of Societies as per provisions of Section 4 of the Societies Registration Act of 1860.

LEGAL PROCEEDINGS

66. The Society may sue or be sued in the name of the Executive Director of the Society as per provisions laid down under section 6 of the Societies Registration Act, 1860.

APPLICABILITY CLAUSE

67. All the provisions of the Societies Registration Act, 1860 shall apply to this Society.

POWERS OF THE GOVERNMENT

68. The Central Government shall have the following powers in the conduct of the affairs of the Society :-
- (i) to give directions as to the exercise of powers and performance of the functions of the society in matters involving substantial public interest and industrial development policies; more particularly,
 - a) proposals relating to emoluments structure i.e. adoption of pay scales, allowances and revision thereof and creation of posts above a specific pay level would need the prior approval of the Government of India in consultation with the Ministry of Finance, Department of Expenditure;
 - b) in the event of disagreement between representatives of the Ministry of Finance and the Chairman of the Governing Body of the Autonomous Organisation on the financial matter beyond the delegated powers of the Ministry/Department of the Government of India the matter may be referred to the Minister of the Administrative Ministry concerned and the Finance Minister for a decision.

- (ii) To call for such reports, documents and papers with respect to the activities of the Society as may be required from time to time;
- (iii) To assess from time to time the relevance, effectiveness, impact and efficiency of the Society in fulfilling its functions in the light of its actual and potential results and their contributions towards the solution of major problems and priority concerns in the field of small scale industry promotion and related human resources development activities.

GENERAL

69. The Society shall function notwithstanding that any person who is entitled to be a member by reason of his office is not a member of the Society and notwithstanding any other vacancy in its body whether by non-appointment or otherwise and no act or proceedings of the Society or its Governing Council shall be deemed to be invalid merely for reasons of any vacancy or defect in the constitution of the General Body, Governing Council or Committee as the case may be.

CERTIFIED THAT THIS IS THE CORRECT COPY OF THE RULES AND REGULATIONS OF THE SOCIETY

Witnesses :

Members, Governing Council

Sd/-
(S.N. Sharma)
Dy. Director (TRTC)

Sd/-
1. (Mohinder Singh)

Sd/-
(H.A. Naini)
Asst. Director(Mode.)
O/o. DC (SSI)

Sd/-
2. (G.B. Jaketia)

Sd/-
(R.S. Goel)
Asstt. Director (TRTC)
O/o. DC (SSI)

Sd/-
3. (J.K. Arya)

**CENTRAL TOOL ROOM AND TRAINING CENTRE,
BHUBANESWAR**

(Registered under Societies Registration Act. 1860)

SUPPLEMENTARY PROVISIONS

PERTAINING TO

**THE PROMOTION OF THE TOOL ROOM
BY
THE GOVERNMENT OF DENMARK**

**CHANDAKA, B.36, INDUSTRIAL AREA,
BHUBANESWAR,
ORISSA, INDIA.**

**SUPPLEMENTARY PROVISIONS
PERTAINING TO THE PROMOTION OF
THE CENTRAL TOOL ROOM AND TRAINING CENTRE
BHUBANESWAR,
BY THE GOVERNMENT OF DENMARK**

1. Up to the end of the promotion of the Registered Society 'Central Tool Room and Training Centre, *Bhubaneswar*' by the Government of Denmark, the provisions contained in the Memorandum of Association and the rules and Regulations of the Society shall be at all times interpreted and implemented in accordance with the Project Agreement between the Government of India and the Government of Denmark as of 2nd June 1989 and subsequent amendments, if so agreed upon in due course of time, entered into in pursuance of the Agreement between the two Governments concerning Technical Cooperation as of 21st day of April 1989, as well as the Plan of Operation and later revisions thereof to be mutually agreed upon between the project partners in due course of time.
2. The immediate project partners will be the Danish International Development Agency (DANIDA) and the Small Industries Development Organization (SIDO), Government of India, Ministry of Industry, New Delhi, which will be charged by their respective Government with the implementation of their contribution to the project.
3. Accordingly, the following provisions shall be effective :-
 - (1) All decisions taken by anybody or officer of the Society shall be in accordance with the Project Agreement and the Plan of Operation mentioned above, or any amendments/revisions thereof, and any deviation therefrom shall be subject to the mutual agreement of both the Indian and the Danish Side.
 - (2) The Danida Management Adviser seconded to the Central Tool Room and Training Centre Bhubaneswar shall be ex-officio member of the Governing Council of the Society representing his parent organization therein.

- (3) The Executive Director of the Society and the Danida Management Adviser shall be counterparts and as such, the Danida Management Adviser is to advise and support the Executive Director in the management and administration of the Tool Room.
- (4) The Danida advisers who may be seconded to the Tool Room from time to time shall be counterparts of the Indian departmental chiefs in their respective fields and advise and support the chief and staff of the respective departments in fulfilling their functions and duties.
- (5) The Danida Management Adviser and the Danida Advisers seconded to the Tool Room shall be ex-officio member of any committee(s), board(s) or other working group(s) established in their respective fields of activity.
- (6) All equipment, machinery and other assets as well as the material supplied by the Danish Side shall remain solely at the disposal of the project and the seconded experts for the fulfillment of their tasks.
- (7) All official vehicles supplied by the Danish Side shall be at the disposal of the seconded experts.
- (8) All operational funds supplied by the Danish Side shall be administered by the Danida Project Coordinator/Danida Management Adviser seconded to the Tool Room projects and be subject to auditing by Danida representatives/consultants.
- (9) Any extension and/or other alteration of the Memorandum of Association and the Rules and Regulations of the Society as well as any bye-laws duly made in accordance with the Rules and Regulations or any other procedures shall be mutually agreed upon between the Indian and the Danish Side.

4.
 - a) The Tool Room shall be supported by the Project Coordination Office (DANTOOL) established in the Small Industries Development Organization (SIDO), Government of India, Ministry of Industry, New Delhi for the promotion of the tool rooms covered by the Project Agreement mentioned under 1, i.e. the Central Tool Room and Training Centre, Bhubaneswar, State of Orissa, Central Tool Room and Training Centre, Jamshedpur, State of Bihar and Govt. Tool Room and Training Centre, Mysore, State of Karnataka.
 - b) The functions, duties and powers of the Project Coordination Office and the Danida Project Coordinator and his Indian counterpart in relation to the Tool Rooms mentioned under a), shall be performed and executed according to the Plan of Operation.
 - c) The Danida Project Coordinator seconded to the Project Coordination Office mentioned under a), shall ex-officio represent his parent organization in the Governing Council of the Tool Rooms mentioned under a), Danida may however nominate another person as its representative in the Governing Council instead of the Project Coordinator.
5. The representatives of Danida in the Governing Council shall not be eligible for Chairman-ship.
6. While promoting the Tool Room, Dantool/Danida may require the Tool Room to furnish such information and statistics on the progress of the project and related issues, and within such time, as will be specified in the Plan of Operation.
 - a) The Government of Denmark and/or Danida shall be entitled to monitor, inspect and evaluate the project and will exercise such functions in cooperation with the Small Industries Development Organization (SIDO), Ministry of Industry, New Delhi.
 - b) In the context of the project, monitoring shall be referred to as any review of the project's implementation process which seeks to assess whether input deliveries, work schedules, targeted outputs etc. are proceeding according to the operation plan mutually agreed upon.

- c) Inspection shall be referred to as any on-the-spot investigation towards the resolution of particular problems which may arise in the course of project implementation.
- d) Evaluation shall denote any assessment of the relevance, effectiveness, impact and efficiency of the project and shall be undertaken in the light of the project's actual and potential results and their contribution towards the solution of the identified problem areas and priority needs in the field of small scale industry promotion and related human resources development activities*

*** Note :**

- 1) In the given context, relevance shall concern the degree to which the rationale, objectives and impact of the tool room activities are pertinent valid and significant with regard to the overall purposes and objectives in the context of the identified problem areas and priority needs in the field of small scale industry promotion and related human resources development activities.

Effectiveness shall be referred to as the degree to which the objectives of the Tool Room have been achieved or are likely to be achieved.

Impact shall relate to the ultimate changes produced by the Tool Room as a result of its activities.

Efficiency shall concern the overall productivity of the Tool Room or, how well inputs are converted into outputs, and shall cover the entire institution at work.

7. All disputes arising in relation to these Supplementary Provisions shall be referred to the agencies mentioned under 2 and their decision shall be final and binding on all parties.
8. These provisions shall become effective at the date of signature thereof.

CERTIFIED THAT THIS IS THE CORRECT COPY OF THE SUPPLEMENTARY PROVISIONS.

Date: ____/____/19____.

Witnesses :

Members, Governing Council

Sd/-
(S.N. Sharma)
Dy. Director (TRTC)

Sd/-
1. (Mohinder Singh)

Sd/-
(H.A. Naini)
Asst. Director(Mode.)
O/o. DC (SSI)

Sd/-
2. (G.B. Jaketia)

Sd/-
(R.S. Goel)
Asstt. Director (TRTC)
O/o. DC (SSI)

Sd/-
3. (J.K. Arya)

Specification of the Functions, Duties and Powers of the Project Coordination Office and the Project Coordinator established in the Small Industries Development Organization (SIDO), Government of India, Ministry of Industry.

Note : Functions, Duties and Powers still need to be specified.