

## RULES FOR THE SOCIETY FOR THE PROMOTION OF INFORMATION TECHNOLOGY (SPIC), CHANDIGARH

1. NAME of the Society is the **Society for Promotion of Information Technology in Chandigarh**, herein after called “**The Society.**”
2. The REGISTERED OFFICE of the Society shall be at Chandigarh located in the Union Territory Secretariat, Chandigarh.
3. The society shall work within the TERRITORY of the Union Territory, Chandigarh, INDIA.
4. MEMBERS

- (a) All the members of the Society shall constitute its Governing Body .
- (b) The Governing Body is constituted of *ex-officio* members, and, they are as follows:

S.NO.	MEMBERS	DESIGNATION
(1)	Adviser to the Administrator UT Chandigarh;	Chairman
(2)	Home Secretary, U.T. Chandigarh;	Member
(3)	Finance Secretary, U.T. , Chandigarh;	Member
(4)	Secretary, Information Technology, U.T. , Chandigarh;	Member
(5)	Deputy Commissioner, U.T., Chandigarh;	Member
(6)	Principal General Manager BSNL Chandigarh;	Member
(7)	Director Information Technology, U.T., Chandigarh;	C.E.O.cum Member -Secretary.
(8)	Director STPI Mohali	Member
(9)	Director Industries UT Chandigarh	Member

- (c) The Governing Body of the Society reserves the right to add, delete, substitute, change the members, reorganise the membership of the Society as and when considered necessary and shall review the membership once every two years.

5. STRUCTURE OF THE SOCIETY

The Society will have two bodies:

- (i) The Governing Body, and
- (ii) The Executive Committee.

6. GOVERNING BODY

- (a) *Formation.* — The Governing Body will consist of not less than nine members.
- (b) *Meetings of the Governing Body .*

- (i) *Periodicity.*

The meeting of the Governing Body shall be convened at least once a year. However, a meeting of the Governing Body may be called by the Member Secretary on the directions of the Chairman as often as necessary.

- (ii) *Notice.*

The meetings shall be convened by the Member Secretary of the Governing Body on the directions of the Chairman by giving a notice of at least 15 days to the members. Under emergent conditions, a meeting of the Governing Body may be called on the directions of the Chairman by giving a notice of at least 5 days.

- (iii) *Quorum.*

The quorum for the meeting of the Governing Body shall be at least five members. If the meeting cannot be held for want of a quorum, it shall be adjourned and such an adjourned meeting shall be held as determined by the Chairman by instructing the Member Secretary to issue a notice for the adjourned meeting, specifying it as such. At such a meeting, no quorum shall be necessary and the members present shall form the quorum. The decisions taken at such a meeting shall have the same authority as a decision taken in a full Governing Body meeting.

- (iv) *Presiding officer.*

The meeting of the Governing Body will be presided over by its Chairman. In the absence of the Chairman, the meeting will be presided over by a member elected from amongst the members present, other than the C.E.O. and Additional C.E.O, by the other members present.

(v) *Voting Powers.*

Each member of the Governing Body shall have one vote. Where there is no unanimity, decisions shall be taken by a majority of the votes of the members present and voting. The Chairman shall have a casting vote in the event of a tie. The Chairman of the Governing Body, for reasons to be recorded in writing, may reserve any issue for a decision by the Chandigarh Administration.

(vi) *Record of the proceedings.*

All the business discussed and decided at the meeting of the Governing Body shall be recorded in a minutes/proceedings book maintained by the Member Secretary and shall be signed by the Chairman at the end of the meeting.

(c) *Functions and powers of the Governing Body:*

- (i) The Governing Body shall be the apex body for the overall administration and management for the Society.
- (ii) The Governing Body shall periodically review subject to a minimum of once a year, the performance of the Society and suggest appropriate measures to enhance the Society's performance as it deems fit.
- (iii) The Governing Body shall examine the budget prepared by the Executive Committee and accord approval for the same.
- (iv) The Body may constitute Sub Committees to perform any specialised and specific functions and such Sub Committees shall exercise such powers as may be delegated by the Body.
- (v) Approve and adopt the audited annual accounts which shall be presented to it by the C.E.O. at one of its meetings.
- (vi) To call special invitee/invitees to the meetings of the Governing Body. However, the special invitee/s shall not be taken into account for the purposes of the quorum for the meeting of the Body and nor have the power to vote on any resolution which may be placed for voting in the meeting.
- (vii) To ratify all decisions of the Executive Committee and the C.E.O. which were taken by them for the smooth functioning of the Society and were within the scope of their powers and duties.

- (viii) The Governing Body may delegate such powers as may be considered necessary to the functioning of the Chairman in the interest of the Society.
- (ix) The Governing Body may delegate such powers as may be considered necessary for the proper functioning of the Executive Committee and in the interest of the Society.
- (x) The Governing Body may delegate such powers to the C.E.O. –cum- Member Secretary and the Additional C.E.O. of the Society for the proper functioning of and in the interest of the Society.
- (xi) The Governing Body may frame, adopt, amend, ratify, approve such other rules or By-laws as it think advisable for carrying out the objectives of the Society, from time to time.
- (xii) The Governing Body shall approve the travelling and daily allowance of the members of the Executive Committee for works/assignments done in pursuance to the furtherance of the objectives of the Society or for the smooth functioning of the Society.
- (xiii) To appoint an auditor who is a qualified Chartered Accountant for the audit of annual accounts.
- (xiv) Except as otherwise provided by the By-Laws of the Society or by the laws of India now or hereafter in force, the business and affairs of this Society shall be managed and all powers shall be exercised under the direction of the Governing Body.

(d) *Powers and Duties of the Chairman*

The Chairman of the Governing Body shall have the power to preside at all meetings of the Governing Body and shall have such other powers and shall perform to such other duties as the Governing Body may from time to time prescribe.

## 7. EXECUTIVE COMMITTEE

### I. *Formation of the Executive Committee.*

- (i) There shall be a Executive Committee, henceforth referred to as “the Committee”. The Committee shall be constituted for the smooth and efficient functioning of the Society in accordance with the functions and powers delegated to it by the Governing Body .

(ii) The Committee shall be constituted as under :

- (a) Secretary, I.T., U.T., Chandigarh – President;
- (b) Director , I.T., U.T., Chandigarh – C.E.O. cum Member Secretary;
- (c) Director STPI, Mohali – Member;
- (d) Additional Director I.T., U.T. , Chandigarh – Additional C.E.O..
- (e) Finance & Planning Officer, Chandigarh Admn

(iii) The Chairman of the Governing Body shall have the power to reconstitute the Committee.

## II. *Meeting.*

(a) *Periodicity.*

The Committee shall ordinarily meet once every month, provided that the President may, where he thinks fit call a special meeting of the Committee.

(b) *Notice.*

The notice of the meeting shall be given at least 7 days ahead but in special circumstances, the President has the power to call the meeting by giving 3 days' notice.

(c) *Quorum.*

The quorum for the meeting shall be at least two member of the Committee, along with the President.

(d) *Record of the proceedings.*

The C.E.O. shall keep or cause to be kept the record of the proceedings of the meetings in a minute book kept for the purpose, and the same shall be signed by the President at the end of each meeting. In the absence of the C.E.O. the additional C.E.O. will keep the record of the proceedings of the meetings in the minute book kept for the purpose.

(e) *Special Powers of the President.*

The President shall be the final decision making authority of the Committee and the decisions arrived at the meetings of the Committee shall be deemed to be approved by the President.

### III. *Powers and duties of the Committee.*

Without limiting the generality or extent of the general powers to be delegated by the Governing Body, from time to time, to the Committee it is hereby provided that the Committee shall have full power with respect to the following matters:

- (a) To maintain true and accurate accounts of all money received and expenditure incurred along with a true account of the assets and liabilities of the Society.
- (b) To adopt such rules and regulations for the conduct of its meetings and the management of the affairs of this Society as it may deem proper.
- (c) To enter into any and all contracts and agreements which, in its judgment, may be beneficial to the interests and purposes of this Society.
- (d) To prepare and lay before the meeting of the Governing Body the audited profit and loss account and balance sheet.
- (e) To examine the accounts, sanction contingent expenditure, supervise, manage and administer all its branches and centres.
- (f) To employ persons and employees on a salary or remuneration and to prescribe their titles, terms and conditions of work, powers and duties, limit their authority and fix their salaries in any way it may deem advisable which is not contrary to rules as may be necessary for the efficient management and administration of the affairs of the Society except the Chairman, President, C.E.O. and additional C.E.O., and to remove at pleasure such persons and employees as it may see fit. No appointment to the Society will be made on a permanent basis and all appointments shall be on contract for a specified period only.
- (g) To take disciplinary action through its authorised representative, including termination from service, against any person or persons employed by the Society on contract if that person or persons is found in breach of his/her Contract of appointment.
- (h) To authorise the C.E.O. to initiate disciplinary proceedings, in consonance with principals of natural justice, on an employee found in breach of his terms and conditions of appointment.
- (i) To authorise any member of the Committee or an officer or an employee of the Society to institute, conduct, defend, compromise,

refer to arbitration any legal proceedings by or against the Society or the Committee concerning the affairs of the Society.

- (j) To make, give receipts for, release, discharge money payable to or by the Society as the case may be and for claims and demands made against or by the Society.
- (k) To appoint or authorise or delegate to a single member of the Committee, to make, give receipts for, release, discharge money payable to or by the Society, as the case may be and for claims and demands made against the Society.
- (l) To invest and deal with any of the funds and finances of the Society upon such security, and in such manner as it thinks fit in the best interest of the Society and from time to time, vary, convert and realise such securities and investments.
- (m) To appoint an advisor/advisors to the Society and to determine the terms and conditions of such an appointment.
- (n) To call special invitee/invitees to the meetings of the Committee. However, the special invitee/s shall neither be taken into account for the purposes of the quorum for the meeting and neither have the power to vote on any resolution which may be placed for voting in the meeting.
- (o) To incorporate, define, formulate, draft, amend, necessary service rules pertaining to the conduct of its staff in their contract of appointment.
- (p) To determine, delegate and authorise financial and administrative powers to the C.E.O. for the purposes of the day to day smooth running of the affairs of the Society and to modify and/or withdraw the same at any time.
- (q) Acquire or take on lease or exchange or purchase or hold other wise or dispose of movable and/or immovable property for the purpose of the Society with the prior approval of the Chandigarh Administration.
- (r) To seek approval and get ratification from the Governing Body of decisions taken and acts committed in furtherance to the objectives of the society for which the committee is not empowered.
- (s) To fix and determine and to vary from time to time the amount or amounts to be set aside or retained as reserve funds or as working

capital of this Society or for maintenance, repairs, replacements or enlargements of its properties.

- (t) To designate some person to perform the duties and exercise the powers of any officer of this Society during the temporary absence or disability of such officer.
- (u) To fix and locate from time to time the principal office for the transaction of the business of this Society and one or more branch or other subordinate office or offices of this Society within the Union Territory of Chandigarh; to designate any place within or outside the Union Territory of Chandigarh for the holding of any meeting or meetings of the Committee.
- (v) To designate and appoint further sub-committees of the Committee as it may see fit, to prescribe their names, powers and duties and limit their authority in any way it may deem advisable which is not contrary to law or these By-Laws.
- (w) The Committee may pay for any property or rights acquired by or services rendered to the society including premium payable in respect of any leases taken by the Society.
- (x) To borrow money and incur indebtedness on behalf of this Society, including the power and authority to borrow money from an outside agency for the furtherance of the objectives of the Society, and to cause to be executed and delivered therefor in the Society's name promissory notes, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor, and the note or other obligation given for any indebtedness of this Society, signed officially by any officer or officers thereunto duly authorized by the Governing Body shall be binding on this Society.
- (y) Do all acts not mentioned herein but deemed necessary to carry on the business of the Society.

#### IV. *Powers and duties of the President, Executive Committee.*

The powers and duties of the President, Executive Committee are:

- (a) To delegate financial and administrative powers to the C.E.O. and/or the Additional C.E.O. which have not been specifically delegated to them by the Committee but are within the powers of the Committee.
- (b) To give directions to the Member Secretary cum C.E.O. to summon a meeting in accordance with the By-laws.



- (c) To preside over the meeting of the Committee and to sign the minutes of the proceedings of the Committee.
- (d) The president shall be the final decision making authority of the Committee and the decisions arrived at the meetings of the Committee shall be deemed to be approved by the President.

V. *Powers and Duties of the C.E.O.-cum- Member Secretary.*

The powers and duties of the Chief Executive Officer-cum- Member Secretary are:

- (a) To act as the Chief Executive Officer cum Member Secretary of the Society and the Committee.
- (b) That subject to the control of the Committee, to supervise, direct and control the business and affairs of the Society.
- (c) To implement rules regulating recruitment, disciplinary matters, promotion and other service conditions of the staff of the Society as laid down by the Committee.
- (d) To be the appointing authority for the staff to be taken on Contract subject to rectification by EC.
- (e) To determine the terms and conditions of service/appointment of the staff to be taken on contract.
- (f) To handle all financial and administrative powers as determined and sanctioned by the Committee.
- (g) To determine charges for services provided by the Society.
- (h) To affix his signature on behalf of the Society to all deeds, conveyances, mortgages, leases, obligations, bonds, certificates and other papers and instruments in writing.
- (i) That subject to the directions of the Committee to have general charge of the property of the Society.
- (j) To supervise and control all officers, agents and employees of the Society.
- (k) To issue notice for convening the meetings of the Governing Body on the directions of the Chairman.

- (l) To issue notice for convening the meetings of the Committee on the directions of the President.
- (m) To keep or cause to be kept the minutes of the proceedings of the meeting of the Governing Body and to have the same signed by the Chairman.
- (n) To keep or cause to be kept the minutes of the proceedings of the meeting of the Committee and to have the same signed by the President.
- (o) To implement norms relating to Total Quality Management and take all suitable and necessary actions for implementation of these norms.
- (p) To carry out all decisions of the Executive Committee wherein specifically authorised.

#### VI. *Powers and Duties of the Additional C.E.O.*

In the absence of the C.E.O cum Member Secretary to do all necessary acts which the C.E.O. cum Member Secretary would have usually done if he were present.

#### VII. *Treasurer.*

A Treasurer shall be appointed by the Committee who need not be a member and he shall take charge of all money received by the Society from any source and shall take disbursement in accordance with the directions of the Committee. He shall sign the cash book in token of its corrections and produce the cash balance whenever called upon to do so by the Chairman, of the Governing Body, or President of the Committee, and / or Auditor.

#### 8. MISCELLANEOUS.

##### i) *Amendments to the Constitution/Rules and By-Laws.*

An amendment of the constitution and By- laws shall require the affirmative vote of not less than two third of the members of the Governing Body present and voting. This information along with attested copy of the rules/ by-laws should be sent within a week, to the Registrar of Societies for incorporation/confirmation

ii) *Assets and Funds.*

- (a) All the funds shall be kept in a nationalised bank and will be jointly operated by any two persons authorised by the Committee.
- (b) All assets and funds will belong to the Society and not to any individual members / office bearer.
- (c) All purchase and sales pertaining to the Society shall be as per the directions of the Committee.

iii) *Accounts of the Society.*

- (a) Financial year of the Society shall be from 1<sup>st</sup> of April to 31<sup>st</sup> March of the succeeding year.
- (b) The statement of accounts prepared and duly audited by an Auditor appointed by the Governing Body shall be open to the audit of the Comptroller & Auditor General of India and shall be open for inspection /audit by the Department of Information Technology, UT Chandigarh.

iv) *Total Quality Management.*

The Society shall incorporate and implement Total Quality Management (TQM ) in its working . The C.E.O. of the Society shall be responsible for implementing TQM and the necessary powers for the same be delegated to him/her.

v) *Indemnification of the Governing Body and other office bearers of the Society.*

The Society shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any member of the Governing Body or office bearer of the Society who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”) by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a , member, office bearer, employee or agent of the Society or is or was serving at the request of the Society as a member, office bearer, employee or agent of another Society/corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such action, suit, or proceeding. The corporation shall be required to indemnify a person in

connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of the corporation.

vi) *Societies Registration Act, 1860.*

All the provisions under all the sections of the Societies Registration Act, 1860 as applicable to the Union Territory of Chandigarh, shall apply to the Society.

vii) *Authority to interpret these rules.*

In case of a doubt arising at any time as to the implementation of these rules or their application, the matter will be referred to the Chairman, whose decision shall be final.

viii) *Severability clause.*

In case of any clause of the present By-laws being against an existing or future Law then such clause shall be severable from the body of the present By-Laws without effecting the meaning or contents of the remaining By-laws which shall continue to be valid and applicable.

ix) *Arbitration clause.*

All disputes pertaining to the society shall always first be referred to Arbitration as per the Indian Arbitration and Conciliation Act, 1996 before any other remedy be sought for resolving the same. The rules and procedure in case of such Arbitration will be formulated as per the said Act.

x) *Jurisdiction clause.*

All disputes by, for and against the Society shall be subject to the jurisdiction of the courts in Chandigarh .

xi) *Dissolution of the Society.*

The society shall be dissolved as per Sections 13 and 14 of the Societies Registration Act, 1860. If upon the winding up or dissolution of the Society there remains after satisfaction of all 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 objects similar to the Society at or before the time of dissolution.

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