

MEMORANDUM OF ASSOCIATION

OF

XAVIER INSTITUTE OF ENGINEERING SOCIETY

1. The name of the Society shall be: Xavier Institute of Engineering Society.
2. The principal office of the Society will be situated in the State of Maharashtra. Its present address is: St. Xavier's Technical Institute, Mahim, Bombay - 16.
3. The objects for which the Society is established are:-
- a) To take over, administer and carry on the Institution known as St. Xavier's Technical Institute situated at Mahim, Bombay - 16. and at present conducted by the Society of Jesus, a Religious Order of Roman Catholic Priests and Brothers (hereinafter referred to as 'the said Order'), with or without all or any of the property, rights, assets and liabilities belonging or attaching thereto.
- b) To support and promote the advancement of educational activities in all its branches and to encourage medical assistance irrespective of religion, race, caste, community or social status. //
- c) For the promotion and realisation of these objects and purposes:
To acquire immovable property of any tenure, mainly in the State of Maharashtra but also in any other part of India, according as the needs of the Society may require, with or without buildings and structures, either by way of purchase absolutely or by way of lease, exchange, gift, or any other form of acquisition, at such rates, terms and conditions as the Governing Body of the Society may agree to.
- d) To construct such building or buildings and structures as may be necessary and from time to time improve, alter or extend the same or any part or parts thereof.

- e) To print, publish and exhibit films, journals, periodicals, books, lectures and other reading and pictorial matter for the diffusion of useful knowledge and in keeping with the educational, medical, charitable and moral ideals of the Society.
- f) To hold and conduct classes, lectures, conferences, seminars and competitions, and to give scholarships, freeships, diplomas, certificates and awards as and when thought fit.
- g) To equip all or any of these undertakings and to provide residential accommodation, equipment and maintenance, either free of cost or for consideration, to teachers, pupils, staff, servants and others connected with the work of the Society and to educate, train and assist financially or otherwise in the education and training of teachers, students, orphans and other personnel for the purposes of the Society.
- h) To maintain a Repair Fund to meet the expenses of a capital nature and to pay into such Fund monies at such times and in such amounts as the Governing Body may from time to time decide.
- i) To establish and maintain a Reserve Fund of such amount as the Governing Body may think fit, for the promotion of the activities of the Society, including the extension of buildings and structures.
- j) To raise funds and to receive and use any gift, donation or foundation in cash or other movable property of all descriptions, and to undertake and carry out the offices, duties and functions of trustees, managers and administrators, solely or jointly with others, in respect of any such gifts, donations and foundations whether vested in the Society or otherwise.
- k) To subscribe or give donations to and financially or otherwise to aid any other charity, with similar objects.

- 1) To invest and deal with the monies of the Society not immediately required in such securities and in such manner as the Governing Body may think fit, and at its like discretion to dispose of, realise or vary these investments, and to lend monies and property of the Society with or without security on such terms as the Governing Body may think fit. **and in accordance with the provisions of the Bombay Public Trusts Act, 1954**
- m) To do all such other lawful acts and deeds as are essential or conducive to the attainment of the objects of the Society.

VERNING
BY 4. The names, addresses and occupations of the present members of the Governing Body of the Society are as follows:-

<u>Names</u>	<u>Addresses</u>	<u>Occupations</u>
Fr. J. Macia, S.J.	St. Xavier's H. School, Bombay - 1.	Provincial
Fr. W. Borges, S.J.	St. Xavier's Inst. of Eng., Mahim.	Priest
Fr. F. da Gama, S.J.	" " " " "	Priest
Bro. O. Caston, S.J.	" " " " "	Brother
Fr. D. D'Monte, S.J.	St. Xavier's H. School, Bombay - 1.	Priest

The present members of the Society will be;

<u>Names</u>	<u>Signatures</u>	<u>Addresses</u>
Fr. J. Macia, S.J.	<i>J. Macia S.J.</i>	St. Xavier's H. School, Bombay-1
Fr. W. Borges, S.J.	<i>W. J. Borges S.J.</i>	St. Xavier's Inst. of Eng. Mahim
Fr. F. da Gama, S.J.	<i>F. da Gama S.J.</i>	" " " " "
Bro. O. Caston, S.J.	<i>O. Caston S.J.</i>	" " " " "
Fr. D. D'Monte, S.J.	<i>D. D'Monte S.J.</i>	St. Xavier's H. School, Bombay-1
Fr. F. de Melo, S.J.	<i>F. de Melo S.J.</i>	St. Xavier's Inst. of Eng. Mahim
Bro. E. Munoz, S.J.	<i>E. Munoz S.J.</i>	St. Xavier's Inst. of Eng. Mahim

These signatures have been duly attested.

D. D'Monte S.J.
Sd. Applicant.
D. D'Monte, S.J.

RULES AND REGULATIONS

OF

XAVIER INSTITUTE OF ENGINEERING SOCIETY

INTERPRETATION

1. In these Rules and Regulations unless there be anything in the context repugnant or inconsistent therewith:
 - a) "The Society" shall mean the XAVIER INSTITUTE OF ENGINEERING SOCIETY
 - b) "Governing Body" shall mean the Governing Body of the Society constituted as provided by these Rules and Regulations.
 - c) "Trustee" or "Trustees" shall mean such member or members of the Governing Body as is or are constituted the Trustee or Trustees of the Society as provided by these Rules and Regulations.
 - d) "The Act" shall mean the Societies Registration Act XXI of 1860 or any modification or re-enactment thereof for the time being in force.
 - e) "Provincial" shall mean the Head for the time being of the territorial Province of Bombay appointed by the Religious Order of the Society of Jesus (hereinafter referred to as "the Order") of the member of the Order for the time being discharging his functions and powers.
 - f) "Superior" shall mean the member of the Order for the time being appointed Superior by the Provincial.
 - g) **"Vice-Superior" shall mean the member of the Order** ~~"Principal" shall mean such person who is holding the time being appointed Vice-Superior by the the office of Principal of the Institution~~ Provincial.
 - h) Words importing the singular number shall be deemed to include the plural and vice versa.

MEMBERSHIP

2. The members of the Society shall be such members of the Order and/or such other persons as may from time to time be called upon in writing by the Governing Body to be members of the Society and who shall

intimate their consent in writing to the Governing Body to be such members and shall sign the Register of Members maintained by the Society in token of such consent.

The Governing Body shall have power to decide by majority of votes, without being bound to give any reason for such action, to terminate at any time in writing the membership of any member of the Society, and on termination of his membership as aforesaid, such member shall forthwith cease to be a member of the Society and to have any right or claim whatsoever to any rights or privileges of membership of the Society and of the Governing Body or to any property of the Society.

3. Every member of the Society shall be bound by the provisions of the Memorandum of Association of the Society and these Rules and Regulations and by all Rules and Regulations, bylaws and decisions from time to time made or taken by the Society in General Meeting or by the Governing Body.
4. The property and income of the Society shall be applied solely towards the promotion of the objects of the Society as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of bonus, dividend or otherwise howsoever by way of profit to the members of the Society provided that nothing herein contained shall prevent the payment in good faith of remuneration to or the reimbursement of any officer or employee of the Society or other person for any services actually rendered or expenses previously authorised and actually incurred for the purpose of the Society.
5. Membership of the Society shall ipso facto terminate if:-

BOUND BY
MEMORANDUM
RULES AND
REGULATIONS

PROPERTY
AND INCOME

TERMINATION
OF
MEMBERSHIP

- a) A member dies, or leaves or is excluded from the Order, or permanently leaves India, or
- b) tenders his resignation in writing to the Society, or
- c) his membership is terminated as provided by these Rules and Regulations.

GOVERNING
BODY

6. The management and control of the Society shall be vested in a Governing Body consisting of not less than five members, of whom the Provincial and Superior and the ~~Principal~~ ^{Vice-Superior} shall be ex-officio members who shall not be liable to retirement from the Governing Body while they hold their respective offices. The other members of the Governing Body shall be elected at the Annual General Meeting of the Society. Any vacancy occurring in the Governing Body, except those of the ex-officio members, shall be filled by the Governing Body by majority of votes, and the person so appointed shall hold office only until the next Annual General Meeting of the Society; but the Governing Body shall have power to act notwithstanding any vacancy in its number.

FIRST
GOVERNING
BODY

7. The First Governing Body of the Society shall consist of the following person:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>DESIGNATION</u>
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Fr. J. Macia, S.J.	St. Xavier's H. School, Bombay - 1.	Provincial
Fr. W. Borges, S.J.	St. Xavier's Inst. of Eng., Mahim.	Superior
Fr. F. da Gama, S.J.	" " " " "	Vice-Superior
Bro. O. Caston, S.J.	" " " " "	Member
Fr. D. D'Monte, S.J.	St. Xavier's H. School, Bombay - 1.	Member.

8. The Provincial and in his absence the Superior and in the absence of both, the ~~Provincial~~ ^{Vice-Superior} shall be the Chairman at all meetings of the Society and of the Governing Body. In the absence of all of them the members of the Society or of the Governing Body, as the case may be, present at a meeting may elect any other members of the Governing Body or failing such, any other member of the Society as Chairman of the Meeting.

The Superior or ~~Provincial~~ ^{Vice-Superior} shall convene all meetings of the Governing Body at such time or place as he may deem fit.

9. The Governing Body shall have the entire control and management of the business and affairs of the Society and shall have all such powers of the Society enabling them generally to carry out the objects of the Society as are by the Act required to be exercised or done by the Society in General Meeting. The Governing Body shall also have the powers from time to time to make, vary and repeal by-laws for the transaction and regulation of the business and affairs both of the Society and of itself, but no by-law shall be made, varied or repealed by the Governing Body so as to conflict with or to revoke any subsisting by-law made by the Society.

Without prejudice to the generality of the foregoing powers, the Governing Body shall have the following powers of the Society, namely:-

- a) For any of the objects and purposes of the Society to employ and procure the assistance of and to suspend, discharge and dismiss nurses, doctors, teachers, attendants, and any other personnel or staff either for remuneration or gratuitously on such terms as the Governing Body may deem fit.
- b) To apply for, receive and utilise any Government, Municipal or other grants or allowances in connection with any institution, work, activity, or property

held or conducted by the Society or otherwise and to deal with the same according to the terms thereof.

- c) To solicit, receive, administer and use any gift, donation, subscription or foundation, in kind or money, or any other property, whether subject to any trust or not, for any of the objects of the Society and to undertake and carry out the offices, duties and functions of trustees, managers and administrators, either solely or jointly with another or others for or in respect of any gifts, donations, trusts, foundations or property, whether vested in the Society or otherwise, notwithstanding that the carrying out of any such trusts may involve the exercise of powers not specifically mentioned therein.
- d) To invest and deal with the funds and money of the Society, not immediately required, in such shares and securities as the Governing Body may from time to time at their discretion deem fit, and at the like discretion from time to time to vary and transpose such investments into or for others of any kind, and to lend money and property of the Society with or without security on such terms as the Governing Body may think fit.
- e) To negotiate, and enter into, any arrangements with any Government, State, University, Municipality or any other public or private authority, body or association which may seem beneficial or conducive to any of the objects of the Society.
- f) To purchase, take on lease or exchange, or otherwise acquire, manage, administer and deal with any movable or immovable property, rights and privileges which may be deemed necessary, expedient or desirable for any of the objects of the Society and in particular to subscribe for, and acquire debentures, stocks or shares in any company or association, whether incor-

porated or not, having objects altogether or in part similar to the objects of the Society or otherwise deemed beneficial for the Society.

- g) To construct, and maintain, buildings, structures, works and institutions and to alter, repair, reconstruct or otherwise deal with the same and to provide and equip the same with all such plant, machinery, instruments, apparatus, appliances, amenities and facilities as the Governing Body may deem fit.
- h) To borrow or receive money on deposit upon such terms and with or without security on all or any of the property and assets of the Society, present or future, as the Governing Body shall deem necessary or expedient.
- i) To deposit moneys in any bank or banks either in Saving or Current Accounts, Fixed Deposits or accounts of any other description and to withdraw such moneys from time to time or at any time, and also to deposit moneys in Government Post Offices or in Co-operative Societies and to withdraw such moneys from time to time or at any time, on such terms and in such manner as the Governing Body may deem fit, provided that no such moneys will ordinarily be withdrawn or any such accounts ordinarily be operated upon except on the joint signatures of two members of the Governing Body.
- j) To carry on any business whether of a manufacturing or non-manufacturing kind, which may seem beneficial or conducive to any of the objects of the Society, and either alone or in conjunction with another or others, and as factors, trustees, or agents or otherwise and on such terms as the Governing Body may see fit.
- k) To promote, maintain, control, give or lend money or other property or assistance to and to conduct, support or subscribe to any societies, associations, companies or institutions whether incorporated or not and

whether trading or profit-making or not, having objects altogether or in part similar to the objects of the Society or otherwise deemed beneficial to the Society.

- 1) To draw, endorse, discount, and in general deal with bills of exchange, promissory notes, cheques, bills of lading, railway receipts, registered or insured letters or parcels, postal receipts, saving Certificates, dock warrants, bonds, debentures, Government, Municipal or Port Trust Loan Notes, stocks and shares and other negotiable commercial or transferable instruments or securities.
- m) To subscribe to or otherwise aid medical, educational, cultural, technical or other institutions or objects of a public character which have a moral or other claim to support or aid ^{from} the Society by reason of the locality of their operations or otherwise.
- n) To provide for the welfare of persons employed by or connected with the Society and the Dependants of such persons by establishing and contributing to provident and benefit funds and by giving pensions, gratuities, bonuses or allowances, or by grants of money or otherwise as the Governing Body may deem fit.
- o) To establish, maintain, or close down branches or representations of the Society in such places in India and on such terms as the Governing Body may from time to time deem necessary or expedient.
- p) To enter into and carry out arrangements for joint working or for amalgamation with any other association, Society or Institution having objects within or similar to the objects of the Society.
- q) To appoint such person or persons as the Governing Body may deem fit for the purpose of representing the Society and/or the Governing Body in any legal or other proceedings to be instituted by or against the

Society and/or the Governing Body.

- r) To appoint, remove or delegate all or any powers of the Governing Body to such committee or committees consisting of such member or members of the Governing Body and/or another or others as the Governing Body may from time to time deem necessary or expedient.
- s) Generally to do all such other things as may be deemed by the Governing Body to be incidental or conducive to the attainment of all or any of the objects of the Society.

ARTICLE 10. In the event of any difference of opinion among the members of the Governing Body on any matter, such matter shall be referred for decision to the Provincial and his decision shall be final and accepted by the Governing Body.

ARTICLE 11. The Provincial, the Superior and ^{Vice-Superior} ~~Principal~~ shall be the Trustees of the Society in whom all the Property and funds of the Society shall vest and they, and in the absence from Bombay of any of them such other member of the Governing Body as may be appointed by the Governing Body in his place and stead, shall on behalf of the Society make, sign and complete all contracts, licenses, transfers, and other documents necessary to purchase, take on lease or hire or otherwise acquire, dispose of or otherwise deal with any movable or immovable property, of all descriptions for and on behalf of the Society provided that the Governing Body shall have power at any time or times by resolution to authorise any two or any one of such Trustees to act and exercise the aforesaid powers for and on behalf of all three Trustees.

ARTICLE 12. Meetings of the Governing Body shall be held at such times and places as the Superior or the ^{Vice-Superior} ~~Principal~~ may from time to time determine. A quorum for a meeting of the Governing Body shall be 3 members generally present (unless the Governing Body otherwise decide). If a meeting is adjourned for want of a quorum, no quorum

will be necessary for the adjourned meeting.

CIRCULAR RESOLUTION
13. A circular resolution issued by the Superior or the Vice-Superior ~~President~~ on any subject which he deem urgent and signed by a majority of the members of the Governing Body, shall in all respects be as valid and binding as a resolution passed at a meeting of the Governing Body duly convened and constituted and such resolution shall not be deemed invalid by reason of want of notice or any other cause whatsoever.

ANNUAL GENERAL MEETING
14. The Annual General Meeting of the Society shall be held in the month of April or as near thereto as possible in each year at such time and place as the Superior or Vice-Superior ~~President~~ may determine, for the following purposes:
a) To receive the report of the Governing Body, the accounts of the Society and its Auditors' Report for the year ending on the 31st March next preceding the date of the meeting. Such accounts shall comprise a Balance Sheet and Statement of Receipts and Disbursements for the said year.
b) To elect the eligible members of the Governing Body for the ensuing year.
c) To appoint an auditor or auditors and to fix his or their remuneration.
d) To transact any other business which may be brought forward by any member of the Governing Body or of the Society with the previous permission of the Chairman.

EXTRAORDINARY GENERAL MEETING
15. The Governing Body may call an Extraordinary General Meeting of the Society whenever in their opinion they may deem it necessary to do so.

QUORUM
16. The Quorum at all General Meetings of the Society shall be four members personally present.

VOTING
17. At all meetings of the Society or the Governing Body or any Committee every member present shall have one vote. The Chairman shall have a second or casting vote

in case of an equality of votes. Voting by proxy shall not be allowed.

NOTICE

18. Notice of Meeting of the Society or of the Governing Body or of any Committee may be given to members thereof respectively in such manner as may be decided from time to time by the Governing Body.

DISSOLUTION

19. In case of dissolution of the Society in accordance with the provisions of the Societies Registration Act of 1860 after meeting all the debts the property and all assets of the Society shall be given to some other charitable association with similar objects or part of them whether registered under this Act or the Companies Act, as decided by the Governing Body.

AMENDMENTS

20. The Memorandum of Association of the Society and these Rules and Regulations and any Rules and Regulations hereafter made by the Society may from time to time be varied, added to or revoked by a majority of not less than three fourths of the members of the Society present at a General Meeting called for the purpose of such variations, addition or revocation, provided that in the case of any alteration, abridgement or addition to the purpose of the Society or its amalgamation with another Society, the provisions of Section 12 of the Act shall apply.

Certified that the above is a true and correct copy of the Rules and Regulations of the **Xavier's Institute of Engineering Society.**

Members of the Governing Body of the **Xavier's Institute of Engineering Society.**

- 1) *[Signature]*
- 2) *[Signature]*
- 3) *[Signature]*

Dated the