



व्यापार प्रारंभ करने का प्रमाण-पत्र
कम्पनी अधिनियम 1956 की धारा 149(3) के अनुसरण में

कॉर्पोरेट पहचान संख्या : U80300WB2012NPL171890

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
INTERNATIONAL INSTITUTE OF PROFESSIONALS

जिसका निगमन, कम्पनी अधिनियम, 1956(1956 का 1) के अंतर्गत दिनांक दस जनवरी दो हजार बारह को किया गया था और जिसने निर्धारित प्रपत्र में घोषणा प्रस्तुत की है या विधिवत सत्यापित किया है कि उक्त कम्पनी ने, अधिनियम की धारा 149(2) (क) से (ग) तक की शर्तों का अनुपालन कर लिया है और व्यापार करने के लिए हकदार है।

यह प्रमाण-पत्र आज दिनांक इकतीस जनवरी दो हजार बारह को कोलकाता में जारी किया जाता है।

Certificate for Commencement of Business
Pursuant of Section 149(3) of the Companies Act, 1956

Corporate Identity Number : U80300WB2012NPL171890

I hereby certify that the INTERNATIONAL INSTITUTE OF PROFESSIONALS which was incorporated under the Companies Act, 1956(No. 1 of 1956) on the Tenth day of January Two Thousand Twelve, and which has this day filed or duly verified declaration in the prescribed form that the conditions of the Section 149(2)(a) to (c) of the said act, have been complied with and is entitled to commence business.

Given at Kolkata this Thirty First day of January Two Thousand Twelve.

Signature valid
Digitally signed by Registrar of Companies, West Bengal

Registrar of Companies, West Bengal

कम्पनी रजिस्ट्रार, पश्चिम बंगाल

*Note: The corresponding form has been approved by HARIHARA SAHOO, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2008. The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:

INTERNATIONAL INSTITUTE OF PROFESSIONALS
152, S. P. MUKHERJEE ROAD, 5TH FLOOR,,
KOLKATA - 700026,
West Bengal, INDIA





प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U80300WB2012NPL171890

2011 - 2012

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

INTERNATIONAL INSTITUTE OF PROFESSIONALS

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) की धारा 25 के अधीन आज किया जाता है और यह कम्पनी लिमिटेड है।

यह निगमन-पत्र आज दिनांक दस जनवरी दो हजार बारह को कोलकाता में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U80300WB2012NPL171890

2011 - 2012

I hereby certify that INTERNATIONAL INSTITUTE OF PROFESSIONALS is this day incorporated under Section 25 of the Companies Act, 1956 (No. 1 of 1956) and that the company is limited.

Given at Kolkata this Tenth day of January Two Thousand Twelve.

Signature valid
Digitally signed by Registrar of Companies, West Bengal
DN: cn=Registrar of Companies, West Bengal, o=Registrar of Companies, West Bengal, ou=Registrar of Companies, West Bengal, email=Registrar of Companies, West Bengal

Registrar of Companies, West Bengal

कम्पनी रजिस्ट्रार, पश्चिम बंगाल

*Note: The corresponding form has been approved by SWADHIN BARUA, Deputy Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006. The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

INTERNATIONAL INSTITUTE OF PROFESSIONALS

152, S. P. MUKHERJEE ROAD, 5TH FLOOR,,

KOLKATA - 700026,

West Bengal, INDIA



THE COMPANIES ACT, 1956

(Under Section 25 of the Companies Act, 1956)

COMPANY LIMITED BY SHARES (NOT FOR PROFIT)

MEMORANDUM OF ASSOCIATION

OF

INTERNATIONAL INSTITUTE OF PROFESSIONALS

I. The name of the Company is **INTERNATIONAL INSTITUTE OF PROFESSIONALS**.

II. The Registered Office of the Company will be situated in the State of West Bengal.

III. The objects for which the Company is established are:-

(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION SUBJECT TO APPROVAL/PERMISSION FROM AUTHORITIES CONCERNED ARE:-

- (1) To impart formal education in all professional fields; conduct examinations and award degrees, diplomas, certificates and/or rewards with prior approval of the Competent Authority.
- (2) To undertake projects of education, training, development, evaluation of knowledge, skill, expertise, aptitude and attitude of individuals, communities and institutions, economic and social welfare schemes to sharpen knowledge, to hone skills and expertise, to harness aptitude and attitude of the individuals, communities and institutions, to equip them with the knowledge of recent developments, innovations and practices in various professional fields and to undertake projects of human resource development, global and national developments.
- (3) To undertake initiatives for ensuring better mode of quality control, aid, faster research and development of professional practices to translate the efforts of all concerned professionals.
- (4) At nominal and reasonable cost and/or free of cost in deserving cases, to provide all the above mentioned Services and Activities.
- (5) The Company shall not pursue any of its objects on commercial basis.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS OF THE COMPANY:-

- (1) To acquire from any person, firm or body corporate or unincorporated, technical information, know-how, process and operating data, plans, layouts, and blueprints useful for the design, erection and operation of plants, machineries or apparatus required for attaining the main objects of the Company and to acquire any grant or license and other rights and benefits in connection therewith.

- (2) To pay for any rights or property acquired by the Company and to remunerate any person, other than members, firm or body corporate rendering services to the Company.
- (3) To advance money, either with or without security, and give credit to such persons (including government) and upon such terms and conditions as the Company may think fit but not amounting to banking business as defined under the Banking Regulation Act, 1949.
- (4) To guarantee the performance of any contract or obligations of and the payment of money unsecured or secured of and interest on any debentures, debentures stock or securities of any company, corporation or firm or in any case in which such guarantee is likely to further the main objects of the Company.
- (5) To invest surplus money of the Company not immediately required in such investments as may be thought proper.
- (6) To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instrument or securities.
- (7) To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world any patent, patent right, brevet d'invention, trade mark, design, license, protection, concession and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, process or privilege, which may seem capable of being used for any of the purposes of the Company or the acquisition of which may benefit the Company and to use, exercise, develop, grant licenses or privileges in respect of or otherwise turn to account any property, rights and information acquired, and to obtain from any Government or other authorities such rights, privileges or concessions as the Company may consider desirable and necessary.
- (8) To expend money in experimenting on research and testing and in improving or seeking to improve any patent, right, invention, discovery, process or information of the Company or which the Company may acquire or propose to acquire.
- (9) To procure the registration or recognition of the Company in or under the laws of any place and to open branches of the Company at any place.
- (10) To form, incorporate or promote any company or companies, having amongst its or their objects the acquisition of all or any of the assets or control or development of the Company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all the costs and expenses incurred in connection there with.

- (11) Subject to the provisions of the Companies Act, 1956 or any re-enactment thereof for the time being in force, to amalgamate with any company(s) or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession with any person or persons, company or companies, carrying on or engaged in or about to carry on or engage in or being authorized to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the company.
- (12) To enter into any arrangement and to take all necessary or proper steps with Government or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiation or operation for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by other company, firm or person which may prejudice the interests of the Company or its members and to promote or assist the promotion whether directly or indirectly of any legislation by lawful means and to obtain any charter, contract, decree, right, grant, loan, privilege or concession which the Company may think fit and desirable to obtain and carry out, exercise and comply with any such arrangement, charter, decree, right, privilege or concession.
- (13) To adopt such means of making known the purpose / services / products of the Company as may seem expedient and in particular by advertising in the press or any other media, by purchase, exhibition or reproduction of work of art or interest, by publication of books, pictures and periodicals and by granting prizes, awards and donations, or in such other manner as the Company may deem desirable,
- (14) To undertake and execute any trust, the undertaking of which may seem to the Company desirable, and vest any real or personal property, right or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and without any declared trust in favour of the Company.
- (15) To accept subscriptions, grants, gifts, donations, adjustable loans, whether in cash or otherwise or of any property either movable or immovable in furtherance of the objectives of the Company on such terms as may be expedient.
- (16) Subject to provisions of the Companies Act, 1956 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject to the compliance of central and state laws.
- (17) To establish and maintain any contributory or non-contributory pension or superannuation fund for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances,

emoluments to any person (other than members of the Company) who is or was at any time in the employment or service of the Company, or of any company which is a subsidiary company, or who are or were at any time members of Directors' Council or officers of the Company or for any such company aforesaid, and the wives, families and dependents of any such person, and to establish and subsidize and subscribe to any institution, association, club or fund considered to be for the benefit of or to advance the interest and well-being of the Company or of such other company as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid subject to compliance of Central and State laws.

(C) OTHER OBJECTS

- (1) To share, spread and disseminate knowledge by organizing programs and events including conferences, workshops, meetings, seminars, training; encourage and / or sponsor tours in relation to all professions or any cause of the society at large either solely or in association with other institutions, associations, societies or bodies (National and International) and participate in workshops, meetings, seminars, conferences, discussions and training.
- (2) To establish, provide and maintain research centers and laboratories, training institutes, colleges, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith and to institute, finance, encourage, prosecute, develop and carry on all types of researches pertaining to all professions.
- (3) To coordinate and make liaisons among professionals, interact with the statutory authorities in framing rules, regulations, enactments for the benefit of the fraternity and the public at large and to take initiative for their implementations as deemed fit.
- (4) To develop and support sustainable development of individuals, communities and institutions, to foster intellectual, emotional, cultural awareness and growth along with economical development, keeping the ecology and bio-diversity preserved and protected.
- (5) To undertake, carry out, promote and sponsor rural development including program for promoting the social and economic welfare of or the uplift of the people in any rural area and to include any expenditure or any program of rural development and to assist in the execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, 'Program of Rural Development' shall include any program for promotion of the social and economic welfare of or the upliftment of the people in any rural area which, in the opinion of the Directors' Council, will promote and assist rural development and that the words 'rural area' shall include such areas as may be regarded as rural area under the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors' Council as rural areas and the Directors may, at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration

or at such fair or concessional value as the Directors' Council may think fit, divert the ownership of any property of the Company to or in favour of any public or local body or authority of central and state government or any public institution or trust or fund as the Directors' Council may approve.

- (6) To undertake, develop, promote, spread, aid and maintain educational spirit and to accelerate and foster the educational phenomenon of human conduct in all streams of professions for the purpose of accepting franchise and to appoint, hire and involve experts in different fields of education.
- (7) To enter into collaboration, obtain affiliation of national and international educational institutes and professional bodies, as the case may be, to develop and spread the spirit and system of educational and professional progression objective and activities and projection of the Company.
- (8) To train, teach, educate and prepare the interested people for all types of examinations for career advancement.
- (9) To publish research papers, articles, magazines, journals related to different professions.
- (10) To make representations to the central or state governments or local or public or semi-public authorities, executives or legislatives on any matter directly or indirectly affecting all or any professions.
- (11) To do all such other acts and things as may be deemed incidental or conducive to the attainment of the above objects of the Company or any of them.

Provided that the Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any restriction or regulation which, if an object of the Company, would make it a trade union.

Provided further that the Company shall not pursue any of the above objects on commercial basis.

- IV. The objects of the Company extend to the whole of India, and beyond the territories of India.
- V. (1) The income and property of the Company, whensoever derived, shall be applied solely for the promotion of its objects as set forth in this Memorandum;
 - (1) No portion of the income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to persons who, at any time, are or have been members of the Company or to any one or more of them or to any person claiming through any one or more of them;
 - (2) Except with the previous approval of the Central Government, no remuneration or other benefit in money or money's worth shall be given by the Company to any of its members, whether officers or servants of the Company or not, except payment of out of pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the Company;

(3) Except with the previous approval of the Central Government, no member shall be appointed to any office under the Company which is remunerated by salary, fees or in any other manner not excepted by sub-clause (3);

(4) Nothing in this clause shall prevent the payment by the Company in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being a member) in return for any services actually rendered to the Company.

VI. No alteration shall be made to this Memorandum of Association or to the Article of Association of the Company which are for the time being in force unless the alteration has been previously submitted to and approved by the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata.

VII. The liability of the members is limited.

VIII. The Authorized Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore) only divided into 1,00,000 (One Lac) equity shares of Rs.100/- (Rupees One Hundred) each with the power to increase or decrease same.

IX. True accounts shall be kept of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company, and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined and the correctness of the Balance Sheet and the Income and Expenditure Account ascertained by one or more properly qualified auditor or auditors.

X. If upon a winding up or dissolution of the Company there remains, after the satisfaction of all the debts and liabilities any property whatsoever the same shall not be distributed amongst the members of the Company but shall be given or transferred to such other company having objects similar to the objects of the Company to be determined by the members of the Company at or before the time of dissolution or in default thereof, by the High Court of Judicature that has or may acquire jurisdiction in the matter.

We, the several persons whose names, addresses and descriptions are subscribed, below are desirous of being formed into a Company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names :-

Name, Father's name, Address, Description & Occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Name, Address, Description & occupation of Membership No. of witnesses
1. CHANDAN ROY S/o : Late Gobinda Charan Roy 71B, Bauban Mohan Roy Road Kolkata - 700 008 Business	4,000 (Four Thousand)	<p style="text-align: center;">I witness to all the signatories</p> <p style="text-align: center;">SUBIR CHATTERJEE (ADVOCATE) S/o : Mr. P. K. Chatterjee Block DL - 9/3, Sec - II Salt Lake City, Kolkata - 700 091 Enrolment No. F 1836/2001</p>
2. AMITAVA SARKAR S/o : Late Damodar Sarkar Nityananda Nagar Amritdham Complex Howrah - 711 109 Business	300 (Three Hundred)	
3. MILAN GHOSH S/o : Prasanta Ghosh Flat - C1, 64/4, Jainuddin Mistry Lane Chella Kolkata - 700 027 Business	300 (Three Hundred)	
4. ILA RANI ROY W/o : Late Gobinda Charan Roy Beraberia Paschim Bagnan Howrah - 711 303	100 (One Hundred)	
5. PARTHA DE S/o : Nirmal Chandra De Block - HA, 197, Sector - III, Salt Lake City Kolkata - 700 097 Business	100 (One Hundred)	
6. KUMARKANTI BHATTACHARYA S/o : Ramesh Chandra Bhattacharya 4RB, 3/6, Purbachal, Phase - II Sector - III, Salt Lake City Kolkata - 700097 Business	100 (One Hundred)	
7. MALAY KUMAR ROY S/o : Late Gobinda Charan Roy Beraberia Kolkata - 700107 Social Work	100 (One Hundred)	
TOTAL	5,000 (Five Thousand)	

Kolkata, Dated 28th day of March, 2011

THE COMPANIES ACT, 1956

(Under Section 25 of the Companies Act, 1956)

COMPANY LIMITED BY SHARES (NOT FOR PROFIT)

ARTICLES OF ASSOCIATION

OF

INTERNATIONAL INSTITUTE OF PROFESSIONALS

I. INTERPRETATIONS

1. (1) In these Articles:

- (01) The "Act" means the Companies Act, 1956 (1 of 1956) and includes all Rules made there under;
- (02) "Administrator" means a person who has obtained 'probate' or 'administration', as the case may be, from some competent Court;
- (03) "Advisory Council" means the body to be formed by the Directors' Council with nine members from representatives from State, Divisional and Sub-divisional Committees and experts in any profession, as nominated by the Directors' Council;
- (04) "Articles" means the Articles of Association and the regulations of the Company for the time being in force;
- (05) The "Association" means 'International Institute of Professionals';
- (06) The "Board" means the Directors' Council of the Company;
- (07) "Capital" means the capital raised or authorized to be raised for the purpose of the Company;
- (08) The "Chairman" means Chairman of the Directors' Council of the Company or the person elected or appointed to preside over the meetings of the Company;
- (09) The "Company" means "International Institute of Professionals" (IIP)
- (10) "Director" means a Director or a Member of the Directors' Council ;
- (11) "Directors' Council" means the supreme authority of the Company upon which the administration and of the affairs of the Company will vest;
- (12) "Election Authority" means an individual, firm or institution or other authority appointed by the Directors' Council for conducting the elections to the different committees being administrative organs of the Company;
- (13) "The Divisional Committee" means the seven members Committee to assist the Directors' Council. It will oversee the functions of the Sub-divisional Committee and rank below the State Committee in the matter of administration of the Company's affairs;
- (14) "Executor" means a person who has obtained "probate" or "Administration", as the case may be, from some competent court;

- (15) "Financial Year" means the period in respect of which any Income and Expenditure Account of the Company is laid before it in the Annual General Meeting and such period may or may not consist of twelve months from April to March next;
- (16) "IIP" means the 'International Institute of Professionals';
- (17) "The Institute" means 'International Institute of Professionals';
- (18) "Member" means a person belonging to any category of members of the Company whose name shall have been duly entered in the Register of Members and who has not ceased to be a member by virtue of any of the provisions of these Articles;
- (19) "Month" means a calendar month;
- (20) "The Office" means the Registered Office of the Company;
- (21) "Official Year" shall be the period commencing from the first of April and ending with the thirty-first of March next;
- (22) "The Organization" means 'International Institute of Professionals';
- (23) "The Promoter" mean the seven signatories to the Memorandum of Association;
- (24) "Professionals" traditionally means those who have obtained a degree in their professional field or persons who perform commercially in a field reserved for hobbyists or amateurs and are commonly engaged in creative and intellectually challenging work. It also includes persons having impressive competence in a particular field who earn commercially and legally;
- (25) "The Register" means the Register of Members kept pursuant to section 150 of the Companies Act, 1956..
- (26) "The Seal" means the Common Seal of the Company;
- (27) "Shares" means the shares into which the capital of the Company is divided, including interest attached thereto by law in force;
- (28) "State Committee" means the Committee of nine members which will assist the Directors' Council as the second administrative organ of the Company and oversee the function of the Divisional Committee;
- (29) "Sub-divisional Committee" means the Committee to assist the Directors' Council at the root level, which will consist of seven members derived from the Wings;
- (30) "Year" means calendar from January to December.
- 1(2) Words importing the singular number shall include the plural number;
- (3) Words importing persons shall include individuals, firms, companies and corporations.
2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.
 3. The Company will be a public limited company licensed under Section 25 of the Companies Act, 1956.
 4. The management of the affairs of the Company will be conducted as per these Articles.

II. MEMBERS

5. The number of members with which the Company proposes to be registered is seven but the number of members may be increased to an indefinite number, depending on the activities of the company and at the option of the Directors' Council.
6. The subscribers to the Memorandum and such other persons as the Directors' Council shall admit to membership shall be the members of the Company.
7. The institute shall have members of seven categories as under:
 - a) Patron
 - b) Elite Fellow
 - c) Fellow
 - d) Life Member
 - e) Corporate Member
 - f) Ordinary Member
 - g) Associate Member

Eligibility Criteria of Membership

8.1 Patron:

The members of the Directors' Council shall be Patrons of IIP.

8.2 Elite Fellow:

Eminent professionals, who are honoured by IIP in recognition of their achievements and contributions in their respective field or to the society at large, shall be Elite Fellows.

8.3 Fellow:

An individual being a professional of repute in his / her chosen profession for more than ten years who has made significant contributions to his / her profession shall become a Fellow. A member of IIP for more than five years' standing may be considered for becoming a 'Fellow' of the Institute after evaluating his / her application with due emphasis on his / her professional achievements. For conferring 'Fellow' title, the recommendation made by the State Committee shall be accepted by the Directors' Council.

8.4 Life Member:

For becoming a 'Life Member' of the Institute, the applicant must fulfill the following eligibility criteria:

- (i) Should have attained the age of 30 years ;
- (ii) Should be a professional i.e. earning his / her livelihood through his / her profession or contributing significantly towards the development of a profession, for more than five years;
- (iii) For a candidate who has passed any of the examinations conducted by IIP or in joint collaboration with IIP, the minimum age criterion is relaxed to 25 years. However, the candidate must have at least three years of experience after completing the course / examination conducted by IIP or coordinated by IIP;

For giving life membership of the institute to a candidate, the recommendation of the State Committee shall be accepted by the Directors' Council.

8.5 Corporate Member:

Any proprietorship concern, partnership firm or body corporate recommended by the Divisional or Sub-divisional Committee before 31st March of a year and confirmed by the State Committee as well as the Directors' Council in April of that year or afterwards shall become a Corporate Member in its conventional name.

8.6 Ordinary Member:

This grade is applicable to the professionals in the overall ambit of the Wings of IIP. The applicants must fulfill the following eligibility criteria:

- (i) Should have attained the age of 30 years ;
- (ii) Should be a professional i.e. earning his / her livelihood through his / her profession or contributing significantly towards the development of a profession, for more than five years;
- (iii) For a candidate who has passed any of the examinations conducted by IIP or in collaboration with IIP, the minimum age criterion is relaxed to 25 years. However, the candidate must have at least three years of experience after completing the course / examination conducted by IIP or coordinated by IIP.

For giving ordinary membership of the Institute to a candidate, the recommendation of the State Committee shall be accepted by the Directors' Council.

8.7 Associate Member:

This grade is applicable to the aspirants for a particular professional field. This category of membership may subsequently be upgraded to a higher grade subject to fulfilling the eligibility criteria of the higher grade. For becoming 'Associate Member', the applicant must fulfill the following eligibility criteria:

- (i) Should have attained the age of 30 years;
- (ii) Should be a professional i.e. earning his / her livelihood through his / her profession or making contributions towards the development of a profession for at least three years;
- (iii) For a candidate who has passed any of the examinations conducted by IIP or in collaboration with IIP the minimum age is relaxed to 25 years and such a candidate need not have any work experience.

8.8 Membership of the above categories shall be allowed on the basis of option given by the intending members for any of the under mentioned eighteen Wings:

- (1) Creativity and Innovation;
- (2) Performing Arts;
- (3) Mass Media & Communication;
- (4) Hospitality & Tourism;
- (5) Social & Philanthropy;
- (6) Consultancy;

- (7) Research & Development;
- (8) Engineering;
- (9) Medical;
- (10) Health & Lifestyle Management;
- (11) Education;
- (12) Sports;
- (13) Astrology;

9. Cessation of Membership:

A member shall ipso facto cease to be a member of the Company:-

- (a) If he is an un-discharged insolvent;
- (b) If he makes a composition or scheme of arrangement under the Insolvency Act;
- (c) If he is adjudged by a competent court to be of unsound mind;
- (d) If he is convicted of an offence involving moral turpitude;
- (e) If he fails to pay the call in respect of shares held by him within six months from the last date fixed for payment of the call;
- (f) If he fails to pay any other dues to the Company in time.

The membership of a member ceased on account of clause (e) or (f) above may be resumed by the Directors' Council upon payment of call or dues, as the case may be.

Register of Members

10. A register of members shall be maintained in which shall be entered:
- (a) The name, address and occupation of each member;
 - (b) The shares held by each member;
 - (c) The date at which each person is entered in the register as a member; and
 - (d) The date at which each person ceased to a member.

III. SHARES

Share Capital

11. The authorized share capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore) only divided into 1,00,000 (One lakh) equity shares of Rs.100/- (Rupees One Thousand) each, with power to increase or reduce the share capital.

Allotment of Shares

12. The shares shall be under the control of the Directors' Council who may allot or otherwise dispose of the same to such persons and on such terms and conditions as it may think fit. The Directors'

Council shall have full discretion to fix the amount of call made in respect of a share and to determine the interval between two calls.

Share Certificate

13. Every person whose name is entered as a member in the Register of Members shall be entitled to receive within three months after allotment or within two months of the application for registration of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares on payment of rupees fifty. Several Certificates, each for one or more shares, may be issued upon payment of rupees fifty, for every certificate after the first. Every certificate shall be under the Seal of the Company and shall specify the shares to which it relates and the amount paid thereon.

Issue of new Share Certificate

14. If a share certificate is defective, lost or destroyed, it may be renewed or a duplicate of a certificate may be issued on payment of such fee not exceeding rupees one hundred and on such terms, if any, as to evidence and indemnity as the Directors' Council think fit.

Transfer of Share

15. The right of members to transfer their shares shall be restricted as follows:-

- (a) A share can be transferred to a person approved by the Directors' Council;
- (b) No fee shall be charged by the Company for transfer of shares; and
- (c) A notification shall be issued by the authorized representative of the Company whenever a transfer of share takes place.

Power to Increase Capital

16. Subject to the sanction of the Company in a General Meeting the share capital may be increased by such sum and to be divided into shares of such amount, as the resolution shall prescribe.

Conditions for issue of new Shares

17. Subject to such directions as may be issued by the Directors' Council in this behalf, new shares may be issued upon such terms and conditions as the General Meeting resolving upon the creation thereof shall direct.

New Shares to rank with Shares in Original capital

18. Except so far as otherwise provided by the conditions of issue, or by these Articles, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained.

Reduction of Capital

19. Subject to the provisions of the Act, and to such directions as may be issued by the Directors' Council in this behalf, the Company may, by special resolution, reduce its capital by paying off capital or cancelling capital, which has been lost or is unrepresentative by available assets, or is superfluous, and capital may be paid off upon the footing that it may be called up again or otherwise.

Sub-division and Consolidation:

20. The Company in general meeting may, from time to time, sub-divide or consolidate its shares or any of them and exercise any of the powers conferred by the Act and file with the Registrar such notice as required by the Act.

Securities may be assignable free from equities

21. Debentures, debenture stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same be issued.

IV. GENERAL MEETINGS:

General Meeting

22. The Company shall in each year hold, in addition to any other meeting, a General Meeting as its Annual General Meeting and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The First Annual General Meeting of the Company shall be held within eighteen months from the date of its incorporation and thereafter, subject to the provisions of the Act, the Annual General Meeting of the Company shall be held within six months after the expiry of each financial year.

Extra Ordinary General Meeting

23. All General Meetings other than Annual General Meeting shall be called "Extra Ordinary General Meeting".

Council to call Extra Ordinary Meeting:

24. The Board may call an Extra Ordinary General Meeting whenever it thinks fit.

Extra Ordinary General Meeting on Requisition

25. The Directors' Council shall call an Extra Ordinary General Meeting whenever a requisition in writing is received in accordance with the provisions of the Act.

Requisitionists to call Extra Ordinary General Meetings

26. If the Directors' Council does not proceed to call a meeting within twenty one days from the date of requisition being so deposited to be held not later than 45 days from the date of such deposit, then the requisitionists or the majority of them as permitted by the Act may themselves call the meeting but any meeting so called shall not be held after three months from the date of such requisition. Any meeting convened under this Article by the requisitionists shall be convened in the same manner as far as possible as that in which general meetings are to be convened by the Directors' Council.

Notice of Meeting

27. At least fourteen days' notice specifying the place, the day and the hour of meeting and in the case of special business, the general nature of such business accompanied by an explanatory statement prescribed under the Act, shall be given in the manner as required by the Act to such members as are entitled in law to receive notice from the Company. Provided that the accidental omission to give such notice to or the non-receipt of such notice by any member shall not invalidate any resolution passed or proceedings held at any such meeting.

Proceedings of Annual General Meetings

28. The business of an Annual General Meeting shall be to receive and consider the Income and Expenditure Account, the Balance Sheet and the Reports of the Directors' Council and of the Auditors and to fix the remuneration of the Auditors and to transact any other business which under these Articles ought to be transacted at such meetings and all such other business transacted at an Extraordinary General Meeting shall be deemed special.

Quorum

29. Two third of the members for the time being or seven members, whichever is higher, present in person shall be a quorum for a general meeting.

Chairman of General Meetings

30. The Chairman of the Directors' Council shall be entitled to take the Chair at every General Meeting. If there is no such Chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is not willing to act as Chairman then any other member of the Directors' Council present shall be the Chairman of the meeting.

Meeting to be adjourned when quorum is not present

31. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon such requisition as aforesaid, shall be dissolved, but in any other case the meeting shall stand adjourned to the same day in the next week at the same time and place and, if at such an adjourned meeting, a quorum is not present, the members present shall be a quorum and may transact the business for which the meeting was called.

How questions to be decided at Meeting

32. Every question submitted to a meeting shall be decided in the first instance by a raising of hands, and in the case of an equality of votes, the Chairman shall, both on a raising of hands and at a poll (if any), have a casting vote in addition to the vote to which he may be entitled as a member.

Passing of resolution where poll not demanded

33. At any General Meeting a resolution put to the vote of the meeting shall be decided on raising of hands, unless a poll is, before or on the declaration of the result of raising of hands, demanded by a member present in person or proxy or by duly authorised representative, and, unless a poll is so demanded, a declaration by the Chairman that a resolution has, on raising of hands, been carried unanimously or by a particular majority or lost, and an entry to that effect in the book of proceedings of the meetings shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

Poll

34. If a poll is duly demanded, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.

Power to adjourn General Meeting

35. The Chairman of a General Meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When poll can be taken without adjournment

36. Any poll duly demanded on the election of a Chairman of the meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

Business may proceed notwithstanding demand of Poll

37. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Chairman's decision conclusive

38. The Chairman of any meeting present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such meeting.

Vote of Members

39. Every member present in person or by proxy or by duly authorised representative or by postal ballot shall have one vote.

Proxy not entitled to vote on raising of hands

40. No member who is not personally present shall be entitled to vote on raising of hands.

Vote in respect of shares of deceased/bankrupt members

41. Every person entitled to any share may vote at any General Meeting.

Joint Holders

42. Where there are joint registered holders of any share, any one of them may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, and if more than one such joint holders be present at any meeting personally or by proxy, then one of the said persons present, whose name stand first on the Register in respect of such share, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall, for the purpose of this clause, be deemed to be joint holders thereof.

Vote in respect of share of Members of unsound mind

43. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on raising of hands or on a poll, by his legal guardian. Votes may be given either personally or by proxy or by duly authorised representative.

Instrument appointing Proxy to be in writing

44. A member may appoint another person (whether a member or not) as his proxy to attend a meeting and vote on a poll. No member shall appoint more than one proxy to attend on the same occasion. A proxy shall not be entitled to speak at the meeting or to vote except on a poll. The instrument appointing a proxy shall be in writing and be signed by the appointer or his attorney duly authorised in writing or if the appointer is a body corporate, under its seal or be signed by a director thereof or any attorney duly authorised by it.

Instrument appointing Proxy to be deposited at office

45. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company not less than forty eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.

When vote by Proxy valid though authority revoked

46. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy provided that intimation in writing of the death or revocation shall have been received at the Company before the meeting.

Form of Proxy

47. An instrument appointing a proxy may be in the following form, or in any other form which the Directors' Council shall approve;

"INTERNATIONAL INSTITUTE OF PROFESSIONALS,

I _____ Son of _____
residing at _____ being a member of
INTERNATIONAL INSTITUTE OF PROFESSIONALS do hereby appoint
_____ son of _____
_____ resident of _____ as my proxy to Vote for me and
on my behalf at the General Meeting of the Company to be held on the _____ day of
_____ 20 _____ and at any adjournment thereof.
signed this _____ day of _____ 20 _____

Signature of the member"

Member not entitled to vote while calls remain due

48. No member shall be entitled to be present, or to vote on any question either personally or by proxy, or as proxy for another member, at any General meeting or upon a poll or reckoned in a quorum, whilst any call or other sum be due and payable to the Company in respect of any of the shares of such member.

Time for objection of vote

49. No objection shall be made to the validity of any vote except at the meeting at which such vote shall be tendered, and every vote whether given personally or by proxy not disallowed at such meeting shall be deemed valid for all purposes of such meeting or poll whatsoever.

Service of Notice to Member

50. A notice may be given by the Company to any member either personally or by sending it by post to his registered address.

Notice by Advertisement

51. If a member has no registered address and has not supplied to the Company an address in India for the giving of notices to him, a notice addressed to him and advertised in newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly given to him on the day on which the advertisement appears.

Notice to Joint Holders

52. A notice may be given by the Company to the Joint holders of a share by giving the notice to the Joint holder whose name appears first in the Register in respect of the share.

How Notice to be Signed

53. The signature to any notice to be given by the Company may be written or printed.

V. ADMINISTRATION & MANAGEMENT

54. The management of the affairs of the Company shall be conducted by the Directors' Council as per the regulation contained in these Articles of Association. The first members of the Directors' Council shall be:

- 1) Mr. Chandan Roy;
- 2) Dr. Amitava Sarkar;
- 3) Mr. Milon Ghosh.

55. The number of Directors of the Company shall be not less than THREE and not more than TWELVE.

56. The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day, and shall be determined by the Directors' Council subject provisions of the Act. The Directors shall also be entitled to receive all traveling, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Company, Council meetings and other Committee meetings or in connection with the business of the Company.

57. The Directors' Council shall be assisted in smooth discharge of its functions by a State Committee, Divisional Committees and Sub-divisional Committees in administrative and management affairs and by an Advisory Board in technical and policy matters. The organizational structure for the administration and management of the affairs of the Company shall be as herein after specified:

a) Directors' Council with three Directors appointed by the Articles of Association as the Supreme Management Authority.

b) State Committee with nine members to be formed by the members of Divisional Committee. The application for becoming a member of the State Committee shall have to be proposed by two members of the Company belonging to the Division and seconded by the Secretary of the respective Divisional Committee. The Secretary of any Divisional Committee may apply for becoming a member of the State Committee but in that case his application will have to be proposed as mentioned above while it is to be seconded by the Secretary of a separate Divisional Committee. Each Divisional Committee can nominate only one member to the State Committee. If more than nine applications are received, then the panel for the State Committee shall be formed by the process of drawing lots conducted by the Directors' Council. The office bearers of the State Committee shall be :

Chairman —————1.

Vice Chairman —————1.

Secretary —————1.

Assistant Secretary ———1.

Treasurer —————1.

Assistant Treasurer———1.

Committee Member ——— 3.

c) Divisional Committee with seven members to be formed from the members of the Company belonging to each Sub-division. The application for becoming a member of the Divisional Committee will have to be proposed by two Sub-divisional Committee members and seconded by the Secretary of the respective Sub-divisional Committee. The Secretary of any Sub-divisional Committee may apply for becoming a member of the Divisional Committee but in that case his application shall have to be proposed as mentioned above while it is to be seconded by the Secretary of any other Sub-divisional Committee. Each Sub-division can nominate only one member for the Divisional Committee. If more than seven applications are received, then the panel for the Divisional Committee shall be formed by the process of drawing lots, conducted by the Directors' Council. The Divisional Committee shall have the following office bearers :

Chairman —————1.

Vice Chairman —————1.

Secretary —————1.

Assistant Secretary ———1.
 Treasurer ———1.
 Assistant Treasurer———1.
 Committee Member ——— 1.

d) The members attached to each Wing of the Institute shall form a seven member Sub-divisional Committee through election / selection. Each Committee shall have the following office bearers:

Chairman ———1.
 Vice Chairman ———1.
 Secretary ———1.
 Assistant Secretary ———1.
 Treasurer ———1.
 Assistant Treasurer———1.
 Committee Member ——— 1.

The members of the each Wing shall exercise their voting rights for the formation of the Sub-divisional Committee. Depending on the nature of the profession, an individual may be attached to several Wings of the institute. However, so far his / her voting right is concerned, he / she shall have single voting right and he/she shall tender the option at the beginning itself for the Wing of his/her choice for the purpose of exercising his/her voting right. That particular Wing will be considered his/her primary Wing. For his nomination to the Committee, this primary Wing will be considered the Wing to which he/she is attached. In case a member wishes to change the option of his / her Wing, approval of the Directors' Council shall be necessary. A member can opt for change of Wing for a total of three times in his / her lifetime.

e) A nine member Advisory Council with representatives from State Committee, Divisional Committee and Sub-divisional Committee as well as experts in any profession, as nominated by the Directors' Council shall be formed to assist the Directors' Council in technical and policy matters.

Powers of Directors' Council

58. Subject to the provisions of the Act, the Directors' Council shall be entitled to exercise all such powers and to do all such acts and things as the Council is authorised to exercise and do. Provided that the Directors' Council shall not exercise any power which is required by the Act or by any other Act or by the Memorandum or the Articles of Association of the Company or otherwise, to be exercised or done by the Company in General Meeting.

Provided further that no regulations made by the Company in general meeting shall invalidate any prior act of the Directors' Council, which would have been valid if such regulations had not been made.

The powers of the Directors' Council shall, inter alia, include:

To Secure Contract by Mortgage

a) To secure the fulfillment of any contracts or commitments entered into or made by the Company, by mortgage or charge and its uncalled capital for the time being in such manner as they may think fit.

To create posts and appoint officers

b) To create posts and appoint officers and staff for the Company from time to time and fix their salaries or emoluments (however no salary or emoluments shall be payable to the members of the Company)

and to require security of such amount as it thinks fit in appropriate cases and to remove or suspend such officers and staff, whether permanent or temporary, as it may from time to time think fit.

To appoint trustees

- c) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and do all such deeds and other things as may be requisite in relation to any such trust, and to provide for the remuneration of the trustee or trustees.

To institute and defend action

- d) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its officers, or otherwise concerning the affairs of the Company and to compound and allow time for payment or satisfaction of any claims or demands by or against the Company.

To refer for arbitration

- e) To refer any claim or demand by or against the Company to arbitration and observe and perform the awards.

To give receipts

- f) To make and give receipts, releases and other discharges for money pay-able to the Company and for the claims and demands of the Company.

To authorise acceptance etc

- g) To determine who shall be entitled to sign on behalf of the Company the bills, receipts, acceptances, endorsements, cheques, releases, contracts and documents.

To appoint Attorneys

- h) To provide from time to time, for the management of the affairs of the Company in such manner as it thinks fit, and in particular to appoint any person to be attorney or agent of the Company.

To invest funds of the Company

- i) To open savings/current accounts and deal with any of the money of the Company upon such investment authorized by the Memorandum of Association of the Company (not being shares in this company) and in such manner as it thinks fit, and from time to time to vary or release such investment.

To execute mortgages

- j) To execute, in the name and on behalf of the Company, in favour of any Director or other person who may incur any liability for the benefit of the Company, such mortgages on the Company's property (present and future) as it thinks fit and any such mortgage may contain a power of sale and any such other powers, covenants and provisions as shall be agreed upon.

To borrow funds

- k) Subject to the provisions of the Act, to borrow funds from any bank or institution upon personal security of Directors for the purpose of attaining all or any of the objects of the Company.

To make contracts etc.

- l) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for the purpose of the Company.

To delegate powers

- m) To delegate all or any of the powers (subject to the provisions of the Companies Act, 1956) for the time being vested in it, to any committee or sub-committee subject, however, to the ultimate control and authority being retained by it.

Disqualification of Directors

59. The Office of a Director shall become vacant if:

- a. he is found to be of unsound mind by a Court of competent jurisdiction;
- b. he applies to be adjudicated an insolvent;
- c. he is adjudged as an insolvent;
- d. he is convicted by a Court for any offence and is sentenced in respect thereof to imprisonment for not less than six months;
- e. he fails to pay any call in respect of shares of the Company held by him; whether alone or jointly with others, within six months from the last date fixed for payment of the call;
- f. he absents himself from three consecutive meetings of the Directors' Council or from all meetings of the Directors' Council for a continuous period of three months, whichever is longer;
- g. he or any firm in which he is a partner or any private company of which he is a Director, accepts a loan or guarantee security for a loan, from the Company;
- h. he fails to disclose the nature of his concern or interest in any contract or agreement or proposed contract or arrangement by or on behalf of the Company as required under section 299 of the Act;
- i. he becomes disqualified by order of the Court under section 203 of the Act;
- j. he is removed in pursuance of section 284 of the Act;
- k. he has retired, resigned or otherwise been removed from the official position on account of which he was nominated to the Directors' Council;
- l. he is concerned or has participated in the income from a contract with the Company provided, however; no Director shall vacate his office by reason of his becoming a member of any company which has entered into contract with or done any work for the Company of which he is a Director but a Director shall not vote in respect of any such contract or work and if he does so his vote shall not be counted; and
- m. he is disqualified to be a director under section 274 of the Act.

60. Disqualifications referred to in sub clauses (c) (d) and (i) above shall not take effect:-

- a) For thirty days from the date of adjudication, sentence or order;
- b) Where any appeal or petition is preferred within aforesaid period against the adjudication or conviction resulting in the sentence or order; until the expiry of seven days from the date on which such appeal or petition is disposed of; or,
- c) Where within the seven days aforesaid any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order and the appeal or petition; if allowed, would result in the removal of disqualification, until such further appeal or petition is disposed of.

Managing Director may summon meeting on how questions to be decided

61. The Managing Director may at any time convene a meeting of the Directors' Council. Questions arising at any meeting shall be decided by majority of votes. The Chairman of the meeting shall have a second or casting vote.

Four Meetings in a calendar year

62. A meeting of the Directors' Council shall be held for the despatch of its business at least once in every three calendar months and four such meetings shall be held in every calendar year, as required under section 285 of the Act.

Quorum for Meeting

63. The quorum for a meeting of the Directors' Council shall be one third of its total strength (as determined by the Act) and any fraction in that one third being rounded off as one, or two Directors, whichever is higher; provided that where at any time the number of interested Directors exceeds or is equal to two third of the total strength the number of remaining Directors who are not interested but present in the meeting not being less than two shall be the quorum during such time.

Chairman of Directors' Meetings

64. The Directors' Council may, from among the Directors, nominate a Chairman for the meetings of the Directors' Council and determine the period for which he is to hold office. In any meeting, if the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, then the other directors present shall elect one of their numbers present to be the Chairman of the meeting.

When acts of Directors' valid notwithstanding defects in appointment

65. All acts done by any meeting of the Directors' Council or of a Committee or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be not valid or to have terminated.

Resolution without meeting of Directors' Council valid

66. Subject to the provisions of section 289 of the Act, a resolution circulated in draft approved by such Directors as are then in India or by a majority of such of them as are entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors' Council duly called and held. Provided that a resolution required under the Act to be passed at a meeting of the Directors' Council shall be outside the purview of passing by circulation.

Election

67. The Directors' Council shall have power to appoint an Election Authority each year for the purpose of election to the State Committee, Divisional Committee and Sub-divisional Committee.

At least two months before the date of the election to each such Committee the Election Authority shall issue a notice inviting the members to fill up the nomination form to contest the election. The nomination shall be proposed by a member attached to the same Wing in the same Committee or Sub-committee and seconded by a member, both of whom shall be attached to the same Wing.

A candidate may withdraw his candidature by writing an application to the Election Authority at least one month before the date of election.

The Election Authority shall enter the names of all such persons finally contesting election to be office bearers and members of the respective Committees in the voting papers which shall be sent to the respective members attached to respective Wings of the Institute, duly signed by the Election Authority, within seven days after the date for withdrawal of nominations. The members shall return the voting papers to the Election Authority so as to reach the Election Authority at least three days before the actual date of election. The vote received by each contender will be counted on the day of election, by two scrutineers appointed by the Election Authority who will declare the results of election to the respective Committees. In the event of nomination being less in number than the posts required to be filled up in any Committee, the Directors' Council shall have power to nominate any member(s) to fill up the available vacant posts.

Compliance with sections 209 and 222 of the Act.

74. The Directors' Council shall in all respects comply with the provisions of section 209 and Section 222 of the Act or any statutory modifications thereof for the time being in force.

Account to be audited annually

75. At least once in every financial year the accounts of the Company shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more Auditor(s).

When accounts deemed finally settled

76. Every accounts of the company, when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within the period, the accounts shall forthwith be corrected and henceforth shall be conclusive.

Appointment and remuneration of auditors

77. The first auditors of the Company shall be appointed by the Directors' Council and thereafter by each Annual General Meeting of the Company and the remuneration, rights and duties shall be regulated by Sections 224 to 233 of the Act.

Auditor's Right to attend Meeting

78. The Auditors of the Company shall be entitled to attend any General Meeting of the Company at which any accounts examined and reported on by them are to be laid and may make any statement or explanation they desire with respect to the accounts.

Reserve Fund

79. The Directors' Council may set aside, out of the income of the Company or otherwise, such sums as they may think proper, as a reserve fund, to meet contingencies or for repairing, improving and maintaining any of the property of the Company and for such other purposes as it shall, in its absolute discretion, think conducive to the interest of the Company and may invest the sums so set aside upon such investments (other than shares of the Company) as it thinks fit and to deal with and vary such investments and dispose of all or any part thereof in the business of the Company without being bound to keep the same separate from other assets.

VII. GENERAL

Minutes

80. The Directors' Council shall cause minutes to be recorded in books maintained in accordance with the provisions of section 193 of the Act:
- (a) For all appointments of officers made by the Directors;
 - (b) Names of the Directors present at each meeting of the Directors' Council and of any Committee or Sub-committee of the Directors;
 - (c) For all resolutions and proceedings of the meetings of the Company, and of the Directors, and of the Committees and Sub-committees of Directors. Every director present at any Meeting of Directors' Council or Committee or Sub-committee of Directors shall sign his name in a book to be kept for that purpose.

Company Secretary

81. A Company Secretary may be appointed by the Company for such time and on such remuneration and upon such conditions as it may think fit and any secretary so appointed may be removed by Directors' Council.

Compliance with sections 209 and 222 of the Act.

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Company Secretary

81. A Company Secretary may be appointed by the Company for such time and on such remuneration and upon such conditions as it may think fit and any secretary so appointed may be removed by Directors' Council.

Common Seal

82. The Directors shall provide for the safe custody of the Common Seal. The Seal of the company shall not be affixed on any instrument (other than a share certificate) except with the authority of a resolution of the Directors' Council and in the presence of one Director. However, the Directors' Council may, by resolution, authorize the Managing Director or any other Director to affix the Seal on any instrument whenever it is legally required. In the case of share certificate, the seal shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney.

Secrecy

83. No member shall be entitled to require discovery of or any information in respect of any details of the Company's activities which in the opinion of the Directors' Council will be inexpedient in the interest of the Company to communicate to the public.

Individual Responsibility of Directors

84. No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer of the Company or for joining in any receipt or other act for conformity, or for any loss or expenses happening to the Company through the inefficiency or deficiency of title to any property acquired by the order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any other loss.

Indemnity

85. Subject to the provisions of Section 201 of the Act, every Director, Manager, Auditor, Secretary and other officer or servant of the Company shall be indemnified by the Company and it shall be the duty of the Directors to pay out of the funds of the Company all costs, losses and expenses which any such officer shall incur in the bonafide discharge of his duties and the amount for which indemnity is provided shall immediately be attached as a lien on the property of the Company and have priority as between the members over all other claims.

We, the several persons whose names, addresses and descriptions are subscribed, below are desirous of being formed into a Company in pursuance of the Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names :-

Name, Father's name, Address, Description & Occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Name, Address, Description & occupation of Membership No. of witnesses
1. CHANDAN ROY S/o : Late Gobinda Charan Roy 71B, Bhuban Mohan Roy Road Kolkata - 700 008 Business	4,000 (Four Thousand)	<p style="text-align: center;">I witness to all the signatories</p> <p style="text-align: center;">SUBIR CHATTERJEE (ADVOCATE) S/o : Mr. P. K. Chatterjee Block DL - 9/3, Sec - II Salt Lake City, Kolkata - 700 091 Enrolment No. F 1836/2001</p>
2. AMITAVA SARKAR S/o : Late Damodar Sarkar Nityananda Nagar Amritdham Complex Howrah - 711 109 Business	300 (Three Hundred)	
3. MILAN GHOSH S/o : Prasanta Ghosh Flat - C1, 64/4, Jainuddin Mistry Lane Chetta Kolkata - 700 027 Business	300 (Three Hundred)	
4. ILA RANI ROY W/o : Late Gobinda Charan Roy Beraberia Paschim Bagnan Howrah - 711 303	100 (One Hundred)	
5. PARTHA DE S/o : Nirmal Chandra De Block - HA, 197, Sector - III, Salt Lake City Kolkata - 700 097 Business	100 (One Hundred)	
6. KUMARKANTI BHATTACHARYA S/o : Ramesh Chandra Bhattacharya 4RB, 3/6, Purbachal, Phase - II Sector - III, Salt Lake City Kolkata - 700097 Business	100 (One Hundred)	
7. MALAY KUMAR ROY S/o : Late Gobinda Charan Roy Beraberia Kolkata - 700107 Social Work	100 (One Hundred)	
TOTAL	5,000 (Five Thousand)	

Kolkata, Dated 28th day of March, 2011