

MEMORANDUM OF ASSOCIATION

I. NAME OF THE SOCIETY:

The name of the society shall be POWER HR FORUM (POWER HUMAN RESOURCE FORUM).

II. REGISTERED OFFICE:

The Registered Office of the Society shall remain in the National Capital Territory of Delhi and at present it is located at Core 7, SCOPE Complex, Lodhi Road, 7 Institutional Area, New Delhi-110003.

III. AIMS AND OBJECTS:

The aims and objects for which the Society is established are as under:

1. To promote diffusion of useful knowledge in the area of Human Resource in the power sector.
2. To establish network of Human Resource professionals belonging to power sector with a view to identify and address problems of Human Resource development and management.
3. To provide a platform for exchange of ideas and sharing experiences amongst member organizations; act as catalyst in human resource development, management and practices
4. To study, review and recommend personnel policies, procedures and guidelines for sustainable development of human capital in the power sector.
5. To carry out Human Resource interventions in member organizations.
6. To encourage, develop and promote e-enabled applications in HR functions for excellence in performance.
7. To organize training programmes for education, skill up gradation/ development, and seminars and symposia on contemporary issues relating to Human Resource.
8. To promote advocacy programmes in the area of Human Resources and labour legislation.
9. To institute awards for organizations and individuals striving for excellence in the area of Human Resource development.

10. To provide Human Resource consulting and assist member organizations in outsourcing such services.
11. To develop standards of performance of Human Resource services in conformity with internationally recognized standards.
12. To evolve an ethical code of conduct for Human Resource professionals in the power sector.
13. To undertake and provide for the documentation and publication of journals, research papers and books, and use information and communication technologies for knowledge empowerment and betterment of the society.
14. To assist member organizations in designing, developing and managing projects in the field of corporate social responsibility.
15. To collaborate with other professional bodies / organization, within the country or abroad for building competence of people and or evolving systems, process and other management practices for the benefit of member organizations .

To affiliate and cooperate with any organization having similar aims either at national or international level; prepare databases for benchmark setting in human Resource domain, undertake projects for evolving systems and procedures on mentioned objects.

16. To interact and promote partnership with other related national and international organizations engaged in Human Resource development and management.
17. To create library of relevant enactments/regulations relating to Human Resource, personnel management, industrial relations.
18. To invest funds or moneys entrusted to the society in such securities and in such manner as may be determined by it from time to time.
19. To open bank accounts, draw, accept, make, endorse and discount any promissory notes, bills of exchange, cheques, bank draft or other negotiable instruments for the purpose of the society.
20. To make rules and regulations and byelaws for the conduct of the affairs of the society and to add, amend, vary or rescind them from time to time.
21. To establish branches, and chapters.
22. To do all that is necessary, incidental or ancillary to the above mentioned purposes including the right to acquire, receive and hold property of any kind, to enter into contract for, or in connection with the purposes of the society, to raise monies and funds in such manner as maybe deemed fit for and on behalf of the society and to employ staff.

- 23 The income and property of the society, however derived shall be applied solely for the promotion of the objectives thereof as set forth in this Memorandum of Association. No portion of the income and property of the society shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise by way of profit to persons who at any time are or have been members of the society or to any one or more them or to any persons claiming through any one or more of them provided that nothing herein contained shall prevent the payment in good faith reasonable remuneration, honorarium, perquisites, out of pocket expenses, interest on money lent to the society, facilities of any nature whatsoever to any member, office bearer or any member, or any one else as the Governing Body thinks fit, in return for services rendered to the society.

IV. GOVERNING BODY:

The names, addresses, occupations and designations of present members of the Governing Body to whom the management of the Society is entrusted as required under Section 2 of the Societies Registration Act, 1860 as applicable to National Capital Territory of Delhi are as follows:

Name and Address	Occupation	Designation In the Society
1. K. K. Sinha Director (HR) National Thermal Power Corp. Ltd SCOPE Complex, 7 Institutional Area, Lodi Road, New Delhi-110003.	Service	President
2. U. C. Misra, Director (Personnel) Power Grid Corp.of India Ltd. Saudamini, Plot No. 2, Sector 29, Institutional Area (Near IFFCO Chowk), Gurgaon, (Haryana) -122001	Service	Vice-President
3. Tarun Kapur, IAS, Director (Personnel) Satluj Jal Vidyut Nigam Ltd., Himfed Building, New Shimla 171009.	Service	Vice President
4. S. K. Chaturvedi Director (Personnel), National Hydroelectric Power Corp. Ltd. NHPC Office complex Sector 33, Faridabad 121003.	Service	Hony. Secretary

Name and Address	Occupation	Designation In the Society
5. A.S. Bisht, Director (Personnel) Tehri Hydro Development Corp. Ltd., A-10, Sector 1 (KRIBHCO Bhavan), Noida-201301 (UP).	Service	Hony. Treasurer
6. Mohan Singh Director (Personnel) North Eastern Electric Power Corp Ltd., Brookland Compound, Lower New Colony, Post Box No. 79, Shillong (Meghalaya).	Service	Member
7. V. S. Saxena Director (ID&A), Power Finance Corp Ltd. Chandralok Bldg., 36 Janpath, New Delhi-11001.	Service	Member
8. Col. R. N. Malhotra, Director (HRD), Damodar Vallery Corp Ltd., VIP Road, DVC Tower, Caclutta 110054.	Service	Member
9. Anil Arora Secretary, Bhakra Beas Management Board, Plot No. 6B, Sector 19B, Madhya Marg, Chandigarh 160019.	Service	Member
10. Abhoy Mishra. Executive Director (Personnel), Rural Electrification Corp. Ltd., SCOPE complex, Core 4, 7 Lodi Road, New Delhi-110003.	Service	Member

V. DESIROUS PERSONS;

We the undersigned are desirous of forming a society namely the Power Human Resource Forum under the Societies Registration Act, 1860 as applicable to the National Capital Territory of Delhi in pursuance of this Memorandum of Association.

Name and Address	Occupation	Signature
1. K. K. Sinha Director (HR) National Thermal Power Corp. Ltd SCOPE Complex, 7 Institutional Area, Lodi Road, New Delhi-110003.	Service	
2. U. C. Misra, Director (Personnel) Power Grid Corp.of India Ltd. Saudamini, Plot No. 2, Sector 29, Institutional Area (Near IFFCO Chowk), Gurgaon, (Haryana) -122001	Service	
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Date:

Witness:

A. N. Kukreja
A. N. Kukreja and Co.,
Company Secretaries,
Corporate & Legal Consultants,
E-147A/I, Naraina Vihar,
New Delhi-110028.

RULES AND REGULATIONS

1. Name of the Society:

The name of the Society is Power HR Forum (Power Human Resource Forum)

2. Definition Clause:

In these Rules unless there being something repugnant to the subject:

‘Act’ means the Societies Registration Act, 1860 or any modification thereof.

‘Forum’ means the Power HR Forum.

‘Governing Body’ means the members of the Governing Body for the time being of the Forum, constituted in accordance with the Rules of the Forum.

‘HR’ means Human Resources and includes ‘personnel’, ‘personnel and administration’, ‘administration’ functions as existing or prevalent in the respective departments of member organizations.

‘Honorary Secretary’ means a member or any Senior Executive from member organization chosen by the Governing Body required to perform such functions and duties as may be assigned to him, from time to time, by the Governing Body.

‘Honorary Treasurer’ means a member or any Senior Executive from member organization chosen by the Governing Body required to perform such functions and duties as may be assigned to him by the Governing Body

‘Member’ means a person who, having been admitted therein according to the rules and regulations, shall have paid subscription, or shall have signed the roll or list of members thereof and shall not have resigned in accordance with such rules and regulations’.

‘President’ means President of the Forum appointed in accordance with the Rules of the Forum.

‘Rules’ mean the Rules and Regulations/Bye-laws of the Forum as originally framed or as amended from time to time

‘Society’ means the Power HR Forum or the Forum.

‘Vice-President’ means the Vice-President of the Forum appointed in accordance with the Rules of the Forum.

Words or expressions occurring in these rules and not defined above shall bear the same meaning as in the Act.

3. Membership, Classification and Qualifications:

There shall be following categories of members:

(1) Organization Member

Any Central Public Sector Undertaking in the power sector under the Union Ministry of Power, which has applied for and has been admitted as Organization Member by the Governing Body.

(2) Associate Member

A company incorporated under the Companies Act, 1956 or body corporate established by a State Government/Union Territory and engaged in Generation, Transmission or Distribution, Trading, Training or Research in Power Sector which has applied for and has been admitted as Associate Member by the Governing Body.

(3) Honorary Member:

Individuals, who have distinguished themselves in the field of Human Resource, are interested in the aims and objects of the Society and are co-opted as Honorary Members by the Governing Body.

The Secretary to Government of India, Ministry of Power shall be the Chief Patron of the Forum. Besides, Chairman and Managing Directors of Organization Members shall be the Patrons of the Forum.

4. Application for Membership:

Any organization/body corporate desiring to become a member of the Forum shall apply in the prescribed application form with such particulars, fees and subscription as may be prescribed by the Governing Body from time to time. Decision as to the interpretation of conditions of eligibility and qualifications for membership shall vest with the Governing Body who may accept or refuse any application without assigning any reason.

5. Admission Fee and Subscription:

Admission fee and subscription for membership shall be as follows:

	Admission Fee	Annual Subscription
Organization Member	Rs 1, 00,000 /-	Rs. 50, 000 /-
Associate Member	Rs 1, 50,000 /-	Rs 50, 000 /-
Honorary Member	Honorary members shall be exempt from payment of admission fee and subscription.	

Annual subscription shall become due on 1st April each year for the ensuing year and shall be paid to the Forum by 31st May every year.

Governing Body shall have full power to revise rates of admission fee and annual subscription, other charges if any, from time to time.

6. Termination/ Cessation of membership:

A member of the Forum shall cease to be a member on the happening of any of the following events:

- (a) On death/liquidation or on resignation being accepted by the Governing Body
- (b) On failure to pay the dues of the Forum in spite of final notice given under the orders of the Governing Body
- (c) On the Governing Body finding by three-fourths majority that the member has ceased to exist or ceased to possess the qualifications for membership; provided that reasonable opportunity is given to show cause before taking final decision by the Governing Body
- (d) On a General Meeting of the Forum finding by majority of three- fourth of the members present and voting that the continuance of the member as a member is prejudicial to the interests of the Forum.

7. Funds of the Forum:

The funds of the Forum shall consist of the following:

- (a) Fees and subscriptions collected by the Forum;
- (b) Contributions, grants, donations and income from investment and income from all other sources.

8. The Forum Authority:

The Forum shall be the supreme authority empowered to take all decisions necessary for attainment of the objects specified in the Memorandum of Association.

9. General Meetings:

- (a) There shall be held in each year a general meeting called the Annual General Meeting of the Forum at such place, day, date and time as may be fixed by the Governing Body. All other general meetings shall be Special/Extraordinary General meetings.
- (b) The Governing Body may call a general meeting to transact a business, which is required to be transacted at a general meeting.
- (c) A Special/Extraordinary general meeting may be convened by the Governing Body of its own accord or on the written requisition of at least 3/5ths of the total number of members addressed to the President specifying the purpose for which the meeting is to be convened. On receipt of such requisition, the President shall cause a meeting to be convened within two months of the

receipt of the requisition at such place, day, date and time as he may deem fit. The Honorary Secretary shall with the approval of President give at least 21 days written notice to the members. No other business except that mentioned in the requisition shall be transacted at such meeting. If the President fails to call a meeting as aforesaid, the majority of the requisitionists may call a meeting within one month from the expiry of the period of two months provided above.

- (d) A general meeting of the Forum shall be convened by a written notice of at least 21 days sent to the members by the Honorary Secretary or by any person authorized by the Governing Body.
- (e) At all general meetings of the Forum, questions shall ordinarily be determined by majority of votes, on a show of hands of members present either in person or by proxy, unless otherwise stated in these rules. In case of equality of votes, the President shall have a second or casting vote and his decision shall be final.

10. Representation at General Meetings:

- (a) An Organization/Associate Member may authorize such person or persons as it thinks fit to act as its representative at any general meeting of the Forum, provided such authorization is deposited with the Registered Office of Forum 48 hours before the commencement of the meeting.
- (b) A person thus authorized as aforesaid shall be entitled to exercise the same rights and powers on behalf of the Organization/Associate Member which he represents as that Organization/Associate Member could exercise.
- (c) A member shall be entitled to vote in the election of Members of the Governing Body only if he/it satisfies the following conditions:
 - (i) he/it is on the roll of membership as on the date of meeting; and
 - (ii) he/it has paid subscription for that year including arrears, if any or before the last day of May of that financial year in which the general meeting is held. If the meeting is held after 31st May, the member should have paid current dues also.

11. Quorum:

The quorum required to constitute a general meeting of the Forum shall be 2/3rd of the members or 5 members personally present, whichever is less.

12. Annual General Meeting:

- (a) The Governing Body shall convene every year an Annual General Meeting of the Forum within six months of the close of the financial year. Every notice calling the Annual General Meeting shall state the business to be transacted thereat, the day, date, time and place at which such meeting will be held and shall be served on every member not less than 15 days before the date appointed for the above meeting:
Provided that accidental omission to give notice or non-receipt of notice by any member shall not invalidate the proceedings of the meeting.
- (b) The President shall preside at all General Meetings including the Annual General Meetings of the Forum and in his absence or inability to preside, the Vice-President. In the event of absence or inability of both the President and Vice-President, the members present shall elect one among themselves to chair the meeting.
- (c) The business of the Annual General Meeting shall be;
 - (i) To consider and adopt annual report and statement of accounts including audited balance sheet for the year;
 - (ii) To elect members of the Governing Body;
 - (iii) To appoint the auditors of the Forum, fix their remuneration and remove any of them;
 - (iv) To transact such other business as may be brought before the meeting with the permission of the President.

13. Adjournment or Dissolution:

- (a) If within fifteen minutes from the time appointed for an Annual General Meeting, a quorum be not present, the meeting shall stand adjourned to such day, date, time and place as may be fixed by the President. At the adjourned meeting, the members present for the time being shall constitute the quorum.
- (b) If within fifteen minutes from the time appointed for a special/extraordinary general meeting convened on a requisition, a quorum is not present the meeting shall stand dissolved.

14. Governing Body:

The Governing Body of the Forum shall consist of and be constituted as follows:

- (a) The number of Members of the Governing Body shall not be less than 5 and not more than 12.
- (b) The term of office of the Governing Body shall be 2 years and would be elected from amongst the members of the Forum or any senior Executive(s)

from member organizations at the annual general meeting. The rules/bye-laws for election of the Members of the Governing Body including the President shall be framed by the Forum.

- (c) The Governing Body may co-opt one or more members within the total strength fixed under the rules. A co-opted member shall hold office till the conclusion of the ensuing Annual General Meeting.
- (d) The Members of the first Governing Body shall hold office till the conclusion of 2nd annual general body meeting of the Forum. They will however be eligible for re-election.
- (e) A member of the Governing Body shall cease to be its member on his death or on withdrawal of his nomination or on his resignation being accepted or on his becoming of unsound mind, insolvent or being convicted of criminal offence involving moral turpitude.
- (f) If the office of any Member of the Governing Body appointed by the Annual General Meeting is vacated before his term of office will expire in the normal course, the Governing Body at its meeting may fill the resulting vacancy. Any person so appointed would hold office only up to the date up to which the Member in whose place he is appointed would have held office if it had not been vacated as aforesaid.
- (g) The Governing Body shall function notwithstanding any defect in the appointment, nomination, co-option of any member, and no act or proceeding of the Governing Body shall be invalidated or nullified merely by reason of the existence of any vacancy therein or of any defect in the appointment, nomination, co-option or election of any member.

15. Powers of Governing Body:

The management of the affairs and funds, assets/property of the Forum shall vest with the Governing Body who shall be entitled to exercise all such powers of the Forum mentioned in the Memorandum of Association and in these Rules. The Governing Body shall have the following powers.

- (a) To admit members.
- (b) To incur expenses; perform all functions, duties, and to carry on the work of the Forum in accordance with the provisions of the Memorandum and Rules of the Forum;
- (c) To procure premises on rent or otherwise for the use of the Forum;
- (d) To appoint advocates, pleaders, solicitors, consultants/ advisers, auditors as may be considered necessary for the business of the Forum and pay their professional fees and charges;

- (e) To act for and on behalf of the Forum and to take such steps as they may consider necessary or expedient for giving effect to the resolutions passed at the general meetings of the Forum and generally to exercise all powers and functions of the Forum not hereby exclusively conferred upon the Forum.
- (f) To appoint committees, sub-committees, ad-hoc committees, working groups and the like and to delegate to them such functions on such terms and conditions as the Governing Body may from time to time deem fit and proper.
- (g) To nominate members on the bodies of other organizations/institutions in accordance with the provisions of the its rules/bye-laws
- (h) To appoint officers, staff/employees; fix their remuneration and remove any of them;
- (i) To institute, conduct, defend or compound any legal proceedings by or against the Forum;
- (j) To invest and deal with any moneys of the Forum not immediately required for the purpose thereof upon such securities and in such manner as they may think fit, from time to time;
- (k) To present annual report on the affairs of the Forum and a statement of accounts including balance sheet of the Forum duly certified by the auditors at each annual general meeting of the Forum;
- (l) To open bank accounts and to pay money into and draw money from any such account from time to time;
- (m) To delegate authorities, powers to the President, Vice-President, Honorary Secretary, Honorary Treasurer and other officers of the Forum and in the like manner withdraw such authorities and powers as it may deem fit and proper.
- (n) To perform any other functions as may be assigned to it by the Forum from time to time.

16. Meetings of the Governing Body:

- (a) The President of the Forum and in his absence or inability the Vice-President shall be entitled to take the chair at all meetings of the Governing Body.
- (b) The Governing Body shall meet at least once in 6 months. The President shall convene the meeting of the Governing Body by written notice of not less than 7 days issued under the hand of the Honorary Secretary or such other officer as may be authorized.

- (c) Meetings of the Governing Body will be held on such day, date time and place as will be fixed by the President. The President shall cause a meeting to be called if requisitioned by at least 3 Members of the Governing Body.
- (d) Questions before the Governing Body shall be decided by a majority of the votes of members present. In case of an equality of votes, the President shall have a second or casting vote and his decision shall be final.
- (e) The Honorary Secretary shall record the minutes of the meetings in the minutes book and they shall be circulated among Members and signed by the President after confirmation at a subsequent meeting of the Governing Body.
- (f) In the absence of Honorary Secretary, the Governing Body may appoint any senior officer as convener of the meetings of Governing Body and perform such functions as may be assigned to him by the Governing Body.
- (g) Any business which may be necessary for the Governing Body to transact except which has to be placed before the general meeting, may be carried out by circulation among all the Members of the Governing Body and approval by a majority of members entitled to vote at a meeting of the Governing Body shall be as effective and binding as if such resolution had been passed at the meeting of the Governing Body having the required quorum.
- (h) The President shall have the power to invite any other person to attend meetings of the Governing Body and meetings of the Forum but such other person shall not be entitled to vote at the meeting.

17. Quorum:

The quorum required to constitute a meeting of the Governing Body shall not be less than 4 members personally present.

18. Register of Members

A Register of Members of the Forum shall be maintained in which shall be entered such information about the members as the Governing Body may decide. The Register shall be open to inspection during office hours at the office of the Forum by any member on payment of such fees and upon giving such intimation as may, from time to time, be prescribed by the Governing Body in this behalf.

19. Operation of bank account:

The account with the bank(s) shall be operated upon by cheques signed by the President/Vice-President and/ or Honorary Secretary/Honorary Treasurer or such other officer or combination thereof as may be authorized by the Governing Body from time to time.

20. Financial year, Books of accounts and Audit

The financial year of the Forum shall be Ist April to 31st March of the following year. However the first financial year of the Society shall be from the date of registration to 31st March of the following year.

The Governing Body shall ensure maintenance of proper books of account and other relevant records and prepare an annual statement of accounts including the balance sheet and income and expenditure account in such form as it may prescribe. The accounts of the Forum shall be open for inspection to Members of the Forum during office hours at the Registered Office of the Forum on payment of such fees and upon giving such intimation as may, from time to time, be prescribed by the Governing Body in this behalf.

The accounts of the Forum shall be audited annually by auditors appointed for the purpose at the Annual General Meeting. Such auditor(s) shall hold office till the conclusion of the next Annual General Meeting. The first auditor(s) will however be appointed by the Governing Body to hold office until the conclusion of the first Annual General Meeting of the Forum.

21. Annual list of Governing Body:

Once in every year a list of the Members of the Governing Body shall be filed with the Registrar of Societies as required under Section 4 of the Societies Registration Act, 1860.

22. Legal Proceedings:

The Forum may sue or be sued in the name of President or such other officer as may be decided by the Governing Body as per provisions of Section 6 of the Societies Registration Act, 1860.

23. Rules, Regulations and Bye-laws:

The Forum shall have full power and authority to frame, amend or repeal any rules, regulations and bye-laws or guidelines, in particular for matters relating to admission of members, fees and subscription, appointment, election, resignation of members of the Governing Body and conduct of meetings of the Governing Body and general meetings.

24. Amendments/alterations:

Amendments/alterations, abridgement or extension of aims and objects or amalgamation with another society, or change of name or change in the rules and regulations of the Society shall be carried out in accordance with the provisions of Sections 12, 12A and 12B of the Societies Registration Act, 1860.as applicable in the National Capital Territory of Delhi.

25. Dissolution and adjustment of affairs

If the Forum need to be dissolved it shall be dissolved as per provisions laid down under Sections 13 and 14 of the Societies Registration Act, 1860, as applicable in the National Capital Territory of Delhi.

26. Certificate:

Certified that this is the correct copy of Rules and Regulations of the Society.

(S. K. Chaturvedi)
Hony. Secretary

(A. S. Bisht)
Hony. Treasurer

(K. K. Sinha)
President
