

**INDIAN INSTITUTE OF MANAGEMENT INDORE**

**MEMORANDUM OF ASSOCIATION**

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IN THE MATTER OF ACT 44 OF 1973 FOR THE REGISTRATION OF LITERARY, SCIENTIFIC  
AND CHARITABLE SOCIETIES

AND

IN THE MATTER OF INDIAN INSTITUTE OF MANAGEMENT  
SOCIETY INDORE, HEREINAFTER REFERRED TO AS 'SOCIETY'

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**MEMORANDUM OF ASSOCIATION**

1.
  - i. The name of the Society is the Indian Institute of Management Society, Indore.
  - ii. The registered office of the Society shall be situated in the Campus, Prabandh Shikhar, Rau -Pithampur Road, Rau, Indore – 453 331, M.P.
2. In this Memorandum and the Rules made there under unless the context otherwise requires
  - a. 'Institute' shall mean the Indian Institute of Management, Indore
  - b. 'Society' shall mean the Indian Institute of Management Society, Indore
  - c. 'Central Government' shall mean the Government of India
  - d. 'State Government' shall mean the Government of Madhya Pradesh
  - e. 'Board' shall mean the Board of Governors, Indian Institute of Management Indore
3. The objects for which the Society is established are:
  - i. To establish and to carry on the administration and management of the Indian Institute of Management, Indore. The functions of the Society shall be
    - a. To provide training and conduct research in the broad area of management and administration as relevant to the Indian context;
    - b. to award diplomas, certificate and other distinctions to trained candidates and to prescribe standards of proficiency before the award of such diplomas, certificates and other distinctions;

- c. to meet the needs of Indian Industry, Commerce, Public Systems, Agriculture and other chosen areas by dissemination of state of art information on Management through programmes and research and publication of Management literature, as deemed fit for overall benefit of Indian society;
- d. to select and prepare outstanding and talented matured young persons for careers leading to management responsibility;
- e. to institute and award fellowships, scholarships, prizes and medals in accordance with the Rules and Bye-laws;
- f. to confer honorary awards and other distinctions;
- g. To fix and demand such fees and other charges as may be laid down in the Bye-laws;
- h. to establish, maintain and manage the land, buildings, other infrastructure and assets of the institute for institutional purposes and the halls and hostels for the purposes of achievements of objectives of the Institute;
- i. to create administrative, technical and ministerial and other posts under the Society other than the post of Director of the Institute and to make appointments thereto, subject to maintaining the faculty student ratio as 1:10 and faculty non faculty ratio as 1: 1.1;

The Director will be appointed by the Central Government through a process wherein the Board will recommend three names based on the recommendations of a five member Search Committee constituted by the Board consisting of eminent industrialists/educationalists/ scientists/ technocrats/management specialists in which at least one member out of five above shall be a nominee of MHRD. The Central Government may choose one person for appointment as Director from the panel. In case, the Central Government is of the view that none of the panel is appropriate, it may call for a fresh one.

The Director shall have a term of five years w.e.f. date of assumption of charge of the post or till the attainment of age of 65 years or until further orders, whichever is earliest. The performance of Director shall be reviewed by the BoG of Institute midway in his tenure and reported to the Society and Central Government.”

- j. (i). To co-operate with educational or other institutions in any part of the world by exchange of teachers, scholars and generally in such manner as may be conducive to their common objects; and  
(ii) To establish educational or other institutions in partnership or otherwise in any part of the world having objects similar to those of the society provided that Government grants to the institutes are not diverted and no funds are required from Government of India;
  - k. to create patronship, affiliation and other classes of professional or honorary or technical membership or office as the Society may consider necessary;
  - l. to establish network with other Indian Institutes of Management and other departments/ institutes and associations of Management for exchange of information/documents and publications;
  - m. to develop continuing education programmes in Management for the personnel in the organized and unorganized sectors.
- ii. To make Rules and Bye-laws for the conduct of the affairs of the Society and to add, amend, vary or rescind them from time to time, subject to there being within the frame work of the MoA with the approval of the Board of Governors and Society under intimation to the Central Government.
  - iii. To acquire, hold and deal with property, with the approval of the Board, as per laid down procedures in the bye-laws with intimation to the Government, provided such property is not obtained wholly or partly from state or Central Government funds.

- iv. To acquire, hold and deal with property, with the approval of the Board, as per laid down procedures in the bye laws with prior approval of central government for all such property not covered under clause 3(iii) above.
- v. To create and maintain Funds showing clearly their source and utilization as laid down in the Bye-laws so as to meet the objects for which they were set up.
- vi. To deposit all moneys credited to the fund in such banks or to invest them in such manner as the society may decide with the approval of the Board following general guidelines of the Government.
- vii. To meet the expenses of the Society including expenses incurred in the exercise of its power and discharge of the functions out of the Fund.
- viii. To prepare and maintain accounts and other relevant records and to prepare an annual statement of accounts including the balance sheet of the Society in such forms as may be prescribed by the Central Government in consultation with the Accountant General, Madhya Pradesh.
- ix. To forward annually to the Central Government the accounts of the Society as certified by the Comptroller and Auditor General of India or any other authority as may be decided by the Central Government.
- x. To do all such things as may be necessary incidental or conducive to the attainment of all or any of the objects of the Society.
- xi. To constitute such committee or committees as it may deem fit for the disposal of any business of the Institute or for tendering advice in any matter pertaining to the Institute.
- xii. To delegate any of its powers to the Board of Governors of the institute or any of the committee or committees constituted by it.

4.

- i. the Institute shall be open to the persons of either sex, and of whatever race, creed, caste or class and no test or conditions shall be imposed as to religious belief or profession in admitting students or appointing members, teachers and other staff of the Institute.

- ii. **No b enefaction shall b e accepted by the Society which, in its opinion, involves conditions or obligations opposed to the spirit and object of this paragraph.**
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- 5. **The Central Government may, at any time, appoint one or more persons to review the works and progress of the Society or the Institute and to hold an enquiry into the affairs thereof and to report thereon in such a manner as the Central Government may stipulate. Upon receipt of any such report, the Central Government may take such action and issue such directions as it may consider necessary in respect of any of the matters dealt with in the report regarding the Society on the Institute as the case may be and the Society shall be bound to comply with such directions.**
  
  - 6. **In case, the Central Government is satisfied that the Society or the Institute is not functioning properly, the Central Government shall have the power to take over the administration and the assets of the Institute provided that the board or society or institute shall be given an opportunity of being heard before issuance of any order under this clause.**
  
  - 7. **If on winding up or dissolution of the Society, there shall remain after satisfaction of all its debts and liabilities, any assets and property whatsoever, the same shall not be paid to or distributed among members of the Society or any of them but shall be dealt with in such manner as the Central Government may determine.**

8. The names, addresses and occupations of the first members of the Governing Body of the Society to which the Rules and Bye-Laws of the Society, the management of its affairs is entrusted, are:

1	Chairman appointed by the Central Government	Chairman
2-3	Two Representatives of the Ministry of Human Resource Development (Department of Education), Government of India	Member
4	One Representative of the State Government of Madhya Pradesh	Member
5	Vice-Chancellor, University of Indore	Member
6	One nominee of All India Council for Technical Education	Member
7-10	Four persons nominated by Central Government to represent industry, commerce, labour and other interests	Member
11-12	Two professors of the Institute nominated by the Chairman	Member
13-14	Two members co-opted by the Board of Governors	Member
15	Director of the Institute	Member

A copy of the Rules of the Society Certified to be a correct copy by the members of the Society is filed along with this Memorandum of Association.

We, the several persons, whose names and addresses are given below having associated ourselves for the purpose described in the Memorandum of Association and set our several and respective hands hereinto and form ourselves into a Society under Act 44 of 1973.

1	<b>P.R. Dasgupta, Secretary, Department of Education, Government of India</b>	<b>Sd/-</b>
2	<b>S.C. Behar, Chief Secretary, Government of Madhya Pradesh, Bhopal</b>	<b>Sd/-</b>
3	<b>Dr. R.V. Vaidyanath Ayyer, Additional Secretary, Ministry of Human Resource Development, (Department of Education), Government of India, New Delhi</b>	<b>Sd/-</b>
4	<b>Prof. A.A. Abbasi, Vice-Chancellor, Devi Ahilya University, Indore</b>	<b>Sd/-</b>
5	<b>Dr. Ajit Raizada, Principal Secretary, Manpower Planning Department Government of Madhya Pradesh, Bhopal</b>	<b>Sd/-</b>
6	<b>S. Sathyamurthy, Financial Advisor, Ministry of Human Resource Development, Government of India, New Delhi</b>	<b>Sd/-</b>
7	<b>Dr. J.P. Gupta, Member-Secretary, All India Council for Technical Education, New Delhi</b>	<b>Sd/-</b>
8	<b>Dr. S.D. Awale, Joint Education Advisor, (Department of Education), Ministry of Human Resource Development, Government of India, New Delhi</b>	<b>Sd/-</b>
9	<b>Dr. Ajit Raizada, Officer-on-Special Duty, Appointed by the Government, Madhya Pradesh, Bhopal</b>	<b>Sd/-</b>

# **INDIAN INSTITUTE OF MANAGEMENT INDORE**

## **RULES**

1. The registered office of the Society shall be situated in the Campus, Prabandh Shikhar, Rau -Pithampur Road, Rau, Indore – 453 331, M.P
2. “The Society shall, for the time being, consist of the following members:
  - (i) All members of the Governing Board during their tenure in The Board.
  - (ii) Ten representatives of the Central Government in their ex-officio capacity.
    1. Director, Indian Institute of Technology, Kanpur
    2. Vice Chancellor, Indira Gandhi National Tribal University, Amarkantak, Madhya Pradesh
    3. Director, Indian Institute of Science Education and Research, Bhopal
    4. Director, Indian Institute of Information Technology and Management, Gwalior, Madhya Pradesh
    5. Director General, National Productivity Council, New Delhi
    6. CMD, Central Warehousing Corporation
    7. CMD, South Eastern Coalfields
    8. Joint Secretary in the Department of Expenditure
    9. Sr. Advisor (Education), Planning Commission
    10. Director, Indian Institute of Technology, Indore
  - (iii) All persons or organisations, who have become members by way of contribution to the Society as per the rules in force at the time of becoming members.
  - (iv) Any organization contributing at least Rs.25 lakh (\*)
  - (v) Any person contributing at least Rs.10 lakh (\*)
  - (vi) A retired faculty or an alumnus of any long duration programme of the Institute, who contributes at least Rs.5.0 lakh (\*)

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(\* ) amount of donation for these categories may be as amended from time to time.

Membership under section (iii), (iv) & (v) are subject to approval by the Society. A sub-committee of the Society will make the recommendations to the Society on admission of new members.

While there is nomination facility for the membership under section (iii), no such nomination facility will be available for membership under section (iv) and (v) above.

3. If a member of the Society shall change his address, he shall notify to the Secretary his new address; but if he fails to notify such address, the address as recorded on the rolls of the members shall be deemed to be his address.
4. The general superintendence, direction and control of the affairs of the Society and its income and property shall be vested in the Governing Body of the Society, which shall be called the Board of Governors, Indian Institute of Management Indore, hereinafter referred to as "The Board".
5. The Board shall be composed of the following members
  - 1: The Chairperson will be appointed by Central Government from a panel of three names to be suggested by the Board based on the recommendations of a three member Search Committee set up by the Board from amongst themselves &/or from amongst eminent industrialists/educationalists/scientists/technocrats/management specialists etc. in which one member shall be a nominee of MHRD.
  - 2-3: Two nominees of the Central Government (Ministry of Human Resource Development) of which one shall represent the subject of finance.
  - 4: One nominee of the State Government of Madhya Pradesh
  - 5-7: Three members co-opted by Board of Governors preferably from the alumni, engaged in business, industries, commerce or trade.
  - 8-9: Two members of the faculty to be nominated by the Chairperson.
  - 10-11: Two distinguished persons of repute to represent Industry, Labour, Commerce and from public life to be nominated by the Board of Governors.

- 12: One member of the General Body of the Society to be selected for two years by the Chairperson.
- 13: One representative of SC/ST to be nominated by the Board.
- 14: Director of the Institute.

Notwithstanding the above, the members of the BoG who were appointed for a specific period of time on the basis of the pre-amended MoA and Rules and who are not included as member in the BoG, as per the above rule, may, continue as member of the BoG till the expiry of the period up to which they were appointed.

6.

- i. Where a member of the Society or the Board becomes such member by reason of the Office he holds, his membership shall expire when he ceases to hold that Office.
- ii. A member of the Society or the Board representing the Central or the State Government shall continue to be such member during the pleasure of the concerned Government.
- iii. Tenure of Chairperson, Nominated members and Co-opted members for one term would be Three Years while tenure of Director would be five years.
- iv. The **two faculty** members of the Institute nominated by the Chairperson and the **member** of the Board representing Society shall each hold office for a period of two years from the date of nomination or selection, but shall be eligible for re-nomination or re-selection, for a period not exceeding for not more than two consecutive terms. However, such members are eligible for re-nomination or re-selection after a gap of four years.
- v. Should any member representing **an officer of a Ministry** of the Central or the State Government ***is unable to attend a meeting*** of the Society or the Board, he shall be at liberty to appoint and authorize a representative to take his place at that meeting of the Society or the Board and such representative shall have all the rights and privileges of a member of the Society or the Board of that meeting.

- 7. A member of the Society or the Board shall cease to be such a member if he/she**
- (a) dies or**
  - (b) resigns his/her membership or**
  - (c) becomes of unsound mind or**
  - (d) becomes insolvent or**
  - (e) is convicted of a criminal offence involving moral turpitude or**
  - (f) is removed by the Central Government from the membership of the Society or**
  - (g) other than Director and faculty members representing in the board, if accepts a full-time appointment in the Institute or**
  - (h) fails to attend three consecutive meetings of the Board with our without leave of absence.**
- 8.**
- i. The Chairperson of the Society or the Board may resign his office by a letter addressed to the Central Government and his resignation shall take effect from the date it is accepted by the Central Government;**
  - ii. A member of the Society or the Board (other than ex-officio member or a member representing the Central Government) may resign office by a letter addressed to the Chairperson and such resignation shall take effect from the date it is accepted by the Chairperson.**
- 9. Any casual vacancy in the Society or the Board shall be filled by the appointment or nomination of a member by the appropriate authority entitled to make such appointment or nomination and the member appointed or nominated to fill such casual vacancy shall hold office for the remainder of the term, if any, of the member in whose place he has been appointed or nominated.**
- 10. The Society or the Board shall function notwithstanding any vacancy therein and notwithstanding any defect in the appointment or nomination of any of its members, and no act or proceedings of the Society or the Board shall be called in question merely by reason of the existence of any vacancy therein or of any defect in the appointment or nomination of any of its members.**

11.

- i. The Society shall meet at least once in a year or whenever the Chairperson thinks fit, provided that the Chairperson shall call a meeting of the Society upon a written requisition of not less than one-third of the total number of members.
- ii. For every meeting of the Society, fifteen days notice shall be given to the members.
- iii. One half of the membership of the society in position or 30 members, whichever is less shall constitute quorum at any meeting of the Society.
- iv. In case of a difference of opinion amongst the members, the opinion of the majority shall prevail.
- v. Each member of the Society, including the Chairperson shall have one vote and if there be an equality of votes on any question to be determined by the Society, the Chairperson shall, in addition, have and exercise a casting vote.
- vi. Every meeting of the Society shall be presided over by the Chairperson, and, in his absence from any meeting, by a member chosen from amongst themselves by the members present at the meeting.
- vii. Quorum for acceptance of resolution will remain same as it is prescribed for actual society meeting in rule (iii) above.

12. **POWERS AND FUNCTIONS OF THE BOARD OF GOVERNORS:**

Board of Governors shall be the principal executive body of the Institute and shall, in addition to all powers vested in it, and, subject to the provision of memorandum, will have the following powers, namely:

- i. to prepare and execute detailed plans and programmes for the establishment of the institute and to carry on its administration and management after such establishment.
- ii. to receive grants and contributions and to have custody of the funds of the Institute and to manage the properties of the Institute.
- iii. to prepare the budget estimates of the Society for each year, and to sanction the expenditure within the limits of the budget.

- iv. to prescribe and conduct courses of study, training and research in Management and *other* subjects;
- v. to prescribe rules and regulations for the admission of candidates to the various courses of study in conformity with the policy approved in this behalf by the Central Government.
- vi. to establish new programs of study in Management and other subjects in any part of the world; *provided that grants released by Government of India are not diverted and no funds are required from Government of India.*
- vii. to lay down standards of proficiency to be demonstrated before the award of diplomas, certificates and other distinctions in respect of the courses offered by the Institute.
- viii. to Institute and award fellowships, scholarships, prizes and medals.
- ix. to establish network with other IIMs and other departments/Institutes of Management for exchange of information/documents and publications.
- x. to provide for and supervise the residence, health, discipline and the well-being of the students of the Institute.
- xi. to create administrative, technical and ministerial and other posts under the Society other than the post of Director of the Institute and to make appointments thereto, subject to maintaining the faculty student ratio as 1:10 and faculty non faculty ratio as 1: 1.1.

The Director will be appointed by the Central Government through a process wherein the Board will recommend three names based on the recommendations of a five-member Search Committee constituted by the Board consisting of eminent industrialists/educationalists/ scientists/ technocrats/management specialists in which at least one member out of five above shall be a nominee of MHRD. The Central Government may choose one person for appointment as Director from the panel. In case, the Central Government is of the view that none of the panel is appropriate, it may call for a fresh one.

The Director shall have a term of five years w.e.f. date of assumption of charge of the post or till the attainment of age of 65 years or until further

orders, whichever is earliest. The performance of Director shall be reviewed by the BoG of Institute midway in his tenure and reported to the Society and Central Government.

- xii. to cooperate with any other organization in the matter of education, training and research in Management and other subjects.
- xiii. to enter into arrangements and contracts for and on behalf of the Institute.
- xiv. to sue and defend all legal proceedings on behalf of the Institute.
- xv. to appoint Committees for the disposal of any business of the Institute or for tendering advice in any matter pertaining to the Institute.
- xvi. to delegate to such extent as it may deem necessary any of its powers to any officer or Committee of the Board.
- xvii. to prepare and maintain accounts and other relevant records and to prepare an annual statement of accounts including the balance sheet of the Society in such forms as may be prescribed by the Central Government.
- xviii. to make, adopt, amend, vary or rescind from time to time, Bye-laws for the regulation of, and for any purposes connected with the management and administration of the affairs of the Institute and for the furtherance of its objects, under intimation to Central Government.
- xix. to make, adopt, amend, vary or rescind, from time to time, bye-laws (a) for the conduct of the business of the Board and Committees to be appointed by it (b) for delegation of its powers of (c) for fixing the quorum; and
- xx. the BoG of the Institute shall undertake an independent review of the performance of the Institute every five years and report the same to the Society & Central Government.
- xxi. to perform such additional functions and to carry out such policy directives as may from time to time be issued by the Central Government.

13.

- i. The Board shall ordinarily meet once in every three months provided that the Chairperson may, whenever he thinks fit, on a written requisition of not less than seven members, call for a special meeting. Not less than one month notice shall be given for every meeting of the Board and the agenda papers should reach the members at least two weeks before the meeting and a copy

of the proceedings of every meeting shall be furnished to the Central Government as soon as practicable after the meeting.

- ii. Two thirds of the members of the Board in position shall constitute a quorum for any meeting of the Board.
  - iii. In case of difference of opinion amongst the members, the majority shall prevail.
  - iv. Each members of the Board including the Chairperson shall have one vote and if there shall be an equality of votes on any question to be determined by the Board: the Chairperson shall in addition have and exercise a casting vote.
  - v. Every meeting of the Board shall be presided over by the Chairperson and in his absence from any meeting, by a member chosen from amongst themselves by the member present at the meeting;
  - vi. Any resolution except such as may be placed before the meeting of the Board may be adopted by circulation among all its members and any resolution so circulated and adopted by a majority of the members who have signified their approval or disapproval of such resolution shall be as effective and binding as if such resolution has been passed at a meeting of the Board, provided that in every such case at least 2/3 (quorum) members of the Board shall have recorded their approval of the resolution.
14. The Board shall by resolution delegate to the Chairperson, Director, Secretary and other officers and staff of the Board such of its powers for the conduct of the affairs of Board as it may consider necessary or desirable. In the absence of the Chairperson, the Secretary, Ministry of Human Resource Development, Department of Education, Government of India will be Chairperson of the Board.
  15. Subject to the Rules and Regulations and to any orders of the Board, the Director shall be responsible for the proper administration of the Institute and for the conduct of the staff under the direction and guidance of the Board.
  16. The members of the Society, Board or/of any Committee appointed by the Society or the Board shall not be entitled to any remuneration from the Society or the Board, but non-official members of the Society, the Board, or any Committee appointed by either of them shall be paid by the Society such traveling and daily allowance as may be provided for in the Bye-laws to be made in this behalf in

respect of any journeys undertaken by them for attending the meetings of the Society, the Board or the Committee in connection with any other business of the Society, the Board or the Committee as the case may be.

17. The Chairperson shall have the power to invite any person or persons, not being members of the Board, to attend the meeting of the Board, but such invitees shall not be entitled to vote at the meeting.
18. The annual accounts of the Society shall be audited by the Comptroller and Auditor General of India or any other authority as may be decided by the Central Government and any expense incurred in connection therewith shall be payable by the Society.
19. Within six months of the close of every financial year, the Society shall submit to the Central Government a report both in English and in Hindi on the working of the institute in the previous year together with an audited statement of accounts showing the Income and expenditure for the previous year.
20. The Society shall submit to the Central Government the budget estimates for every financial year by such date as may be fixed by the Central Government.
21. Alteration of Memorandum of Association and Rules, Regulations :-
  1. Whenever it shall appear to the Board of Governors of the Institute that it is advisable to alter, extend or abridge such purpose or for other purposes specified in the Societies Registration Act, 1860 (Act No. XXI of 1860) the Board of Governors, with the approval of Central Government, may submit the proposition to the members of the Institute in a written or printed report, and may convene a special general meeting for the consideration thereof according to the rules and regulations. No such proposition shall be deemed to have been approved unless such report has been delivered or sent by registered post to every member of the Institute 21 days previous to the date of the special General Meeting convened by the Board of Governors for the consideration thereof, and unless such proposition shall have been agreed to by the votes cast in favour of the proposition by members who being entitled to do so, and such votes are not less than three times the number of votes, if any, cast against the resolution by members so entitled for voting and confirmed by a similar majority of votes at a second special

general meeting convened by the Board of Governors after an interval of 30 days after the meeting.

2. Whenever it shall appear to the Board of Governors of the Institute to amend the name and rules and regulations of the Institute, the Board of Governors, with the approval of the Central Government may submit the proposal to a special general meeting convened for the purpose of which notice shall have been delivered or sent by registered post to every member of the Institute 21 days prior to the date of the special general meeting and the resolution proposing the amendments is passed by the votes cast in favour of the resolution by members who are entitled to do so, and such votes, if any cast against the resolution by members so entitled and voting.

22. For the purpose of Section-6 of the Registration of Societies Act, the person in whose name the Society may sue or be sued shall be the Secretary of the Society.

We, the following members of the Board of Governors, certify that the Rules of the Society given above are a correct copy thereof:

1	P.R. Dasgupta, Secretary, Department of Education, Government of India	Sd/-
2	S.C. Behar, Chief Secretary, Government of Madhya Pradesh, Bhopal	Sd/-
3	Prof. A.A. Abbasi, Vice-Chancellor, Devi Ahilya University, Indore	Sd/-
4	Dr. Ajit Raizada, Principal Secretary, Government of Madhya Pradesh, Manpower Planning Department, Bhopal	Sd/-
5	S. Sathyamurthy, Financial Advisor, Ministry of Human Resource Development, Government of India, New Delhi	Sd/-
6	Dr. J.P. Gupta, Member-Secretary, All India Council for Technical Education, New Delhi	Sd/-
7	Dr. S.D. Awale, Joint Education Advisor, (Department of Education), Ministry of Human Resource Development, Government of India, New Delhi	Sd/-