

MEMORANDUM OF ASSOCIATION AND RULES

[Amended as on February 17, 2012]



INDIAN INSTITUTE OF MANAGEMENT AHMEDABAD

In the matter of Act XXI of 1860 for the Registration of literary, scientific and charitable societies, and

In the matter of Indian Institute of Management, Ahmedabad Society, hereinafter referred to as the Society.

MEMORANDUM OF ASSOCIATION

1. (i) The name of the Society is the Indian Institute of Management, Ahmedabad Society. (ii) The registered office of the Society shall be situated at Ahmedabad.
2. In this memorandum and the Rules made thereunder unless the context otherwise requires:
 - (a) "Institute" shall mean the Indian Institute of Management, Ahmedabad.
 - (b) "Society" shall mean the Indian Institute of Management, Ahmedabad Society.
 - (c) "Central Government" shall mean the Government of India.
 - (d) "State Government" shall mean the Government of Gujarat.
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, Ahmedabad. The functions of the Society shall be:
 - (a) to provide for training in Management and related subjects for persons from industry, institutions and bodies and associations connected with industry and commerce and individuals in such a way as to equip them thoroughly to practise the art and profession of Management in which they have been trained or, in appropriate cases, to instruct others in the practice of Management;
 - (b) to select and prepare outstanding and talented mature young persons for careers leading to management responsibility;
 - (c) to award diplomas, certificates and other distinctions to candidates trained, and to prescribe standards of proficiency before the award of such diplomas, certificates, and other distinctions;
 - (d) to meet the needs of Indian Economy, Society, and Public Policy in respect of up-to-date information on Management through research and publication of Indian Management literature with particular reference to administrative programmes of business enterprises in the country;
 - (e) to assist, institute and carry out research into matters concerning the use of Management and allied techniques and methods conducive to the improvement of productivity;
 - (f) to institute and award fellowships, scholarships, prizes and medals in accordance with the Rules and Bye-laws;
 - (g) to confer honorary awards and other distinctions;
 - (h) to fix and demand such fees and other charges as may be laid down in the Bye-laws made under the Rules of Society;
 - (i) to establish, maintain and manage halls and hostels for the residence of students;
 - (j) to create administrative, technical and other posts under the Society other than the post of Director of the Institute and to make appointments thereto provided that the posts so created are in the cadre and scales of pay as approved by the Central

- Government from time to time. The Director will be appointed by the Chairperson through a process wherein the Board will recommend three names to the Central Government based on the recommendations of a Search cum Selection Committee constituted by the Board, from which the Central Government shall choose one person for appointment as Director in consultation with the State Government;
- (k) to cooperate with educational or other institutions in any part of the world having objects wholly or partly similar to those of the Society by exchange of teachers, scholars and generally in such manner as may be conducive to their common objectives; and to open campuses and centres in India and abroad;
 - (l) to create patronship, affiliation and other classes of professional or honorary or technical membership or office as the Society may consider necessary;
- (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 these being within the framework of the MoA, with the approval of Board of Governors and Society;
 - (iii) to acquire, hold and deal with property, with the approval of the Board and Society, as per laid down procedures in the Bye-laws with intimation to the Central and State Governments, 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 and Society, as per laid down procedures in the Bye-laws with prior approval of Central and State Governments for all such property not covered under clause 3(iii) above;
 - (v) to maintain a Fund to which shall be credited:
 - (a) all moneys provided by the Central and the State Governments;
 - (b) all fees and other charges received by the Society;
 - (c) all moneys received by the Society by way of grants, gifts, donations, benefactions, bequests or transfers; and
 - (d) all moneys received by the Society in any other manner or from any other sources;
 - (vi) to manage the funds of the society as the Board and Society may decide;
 - (vii) to meet the expenses of the Society including expenses incurred in the exercise of its powers and discharge of its 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, Gujarat;
 - (ix) to forward to the Central Government and the State Government, annual accounts of the Society as certified by the Comptroller and Auditor General of India or any other authority specified by the Central Government in consultation with the State 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 benefaction shall be accepted by the Society which in its opinion, involves condition or obligations opposed to the spirit and object of this paragraph.
5. The Central Government in consultation with the State Government may at any time appoint one or more persons to review the work and progress of the Society or the Institute and to hold an enquiry into the affairs thereof and to report thereon, in such manner, as the Central Government may stipulate. Upon receipt of any such report, the Central Government in consultation with the State 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 or 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 assets of the Institute in consultation with the State Government, 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 debits and liabilities, any assets and property whatsoever the same shall not be paid to or distributed among the members of the Society or any of them but shall be dealt with in such manner as the Central Government in consultation with the State Government may determine.
8. The names, addresses and occupations of the first members of the Governing Body of the Society to which by the Rules and the Bye-laws of the Society, the management of its affairs is entrusted are:

NAME, ADDRESS AND OCCUPATION

1. The Chairman (appointed by the Central Government in consultation with the State Government)	Dr. Jivraj Mehta Chief Minister, Gujarat Ahmedabad	Chairman
2. Nominee of the Central Government to represent its Ministry of Scientific Research and Cultural Affairs	Prof. M.S.Thacker Secretary Ministry of Scientific Research & Cultural Affairs New Delhi	Member
3. Nominee of the Central Government to represent its Ministry of Finance	Mr. A.Venkateswaran Joint Secretary Ministry of Finance New Delhi	Member
4. Nominee of the Central Government to represent its Ministry of Commerce and Industry	Nomination awaited	


5. Nominees of the Government & of Gujarat 6.	Shri V. Isvaran Chief Secretary Government of Gujarat Ahmedabad	Member
	Shri V.L. Gidwani Secretary Finance Department Government of Gujarat Ahmedabad	Member
7. Representative of the All India Council for Technical Education	Shri N. Dandekar I.C.S. (Retd.) Southlands 177 Upper Colaba Bombay 5	Member
8. Four persons to be nominated by the to Central Government in consultation 11. with the State Government to represent Commerce, Industry, Labour and other interests	Dr. Vikram Sarabhai Shahibaug, Ahmedabad	Member
	Shri Kasturbhai Lalbhai Pankore Naka, Ahmedabad	Member
	Shri D.S. Choksi Director, Tata Sons Pvt Ltd Bombay House Bruce Street, Fort Bombay 1	Member
	Shri Shanta Ram S. Tawde Secretary Engineering Mazdoor Sabha Nawab Tank Road Mazagaon, Bombay 10	Member
12. A representative of the All India Management Association	Name awaited	
13. A representative of the National Productivity Council of India	Shri H.D. Shourie Executive Director National Productivity Council 38, Golf Links New Delhi	
14. Director of the Institute	Ex-officio	Member-Secretary

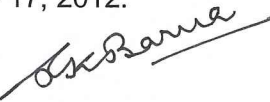
A copy of the Rules of the Society, certified to be a correct copy by members of the Society is filed alongwith this Memorandum of Association.

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 hereunto and form ourselves into a Society under Act XXI of 1860 this Eleventh Day of December, 1961.

Sr. No.	Name, address and occupation of member	Signature of member	Name, address and occupation of witness	Signature of witness
1.	Dr. Jivraj Mehta, Chief Minister Gujarat, Ahmedabad	Sd/- J. N. Mehta		
2.	Prof. M. S. Thacker, Secretary, Ministry of Scientific Research & Cultural Affairs, New Delhi	Sd/- M. S. Thacker		
3.	Shri N. Dandekar, I.C.S. (Retd.) Southlands 177 Upper Colaba Bombay 5	Sd/- N. Dandekar		
4.	Dr. Vikram Sarabhai Shahibaug, Ahmedabad	Sd/- Vikram Sarabhai		
5.	Shri Kasturbhai Lalbhai Pankore Naka, Ahmedabad	Sd/- Kasturbhai Lalbhai		
6.	Shri V. Isvaran, Chief Secretary Government of Gujarat Ahmedabad	Sd/- V. Isvaran		
7.	Shri V. L. Gidwani, Secretary Finance Department Government of Gujarat Ahmedabad	Sd/- V. L. Gidwani		
8.	Shri Shanta Ram S. Tawde Secretary Engineering Mazdoor Sabha Nawab Tank Road, Mazagaon Bombay 10	Sd/- Shanta Ram S. Tawde		

We, the undersigned, certify that the Memorandum of Association of the Society given above is a correct copy thereof as modified and approved in the Special Joint Meeting of the IIMA Board and Society held at IIMA on February 17, 2012.


Cdr. Manoj Bhatt (Retd.)
Secretary


Prof. Samir K Barua
Director


Dr. Vijaypat Singhania
Chairman

INDIAN INSTITUTE OF MANAGEMENT AHMEDABAD (RULES)

1. The Registered Office of the Society shall be situated at Ahmedabad.
2. Composition of the Society shall be as follows:
 - (i) All members of the Governing Board during their tenure in The Board.
 - (ii) Ten members from Government organizations.
 - (iii) All existing donor members of the Society
 - (iv) Any organization contributing at least Rs.50 lakh (*)
 - (v) Any person contributing at least Rs.15 lakh (*)
 - (vi) A retired faculty or an alumnus of any long duration programme of the Institute, who contributes at least Rs.7.5 lakh. (*)

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

Membership under section (iv), (v) & (vi) 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 (iv), no such nomination facility will be available for membership under section (v) and (vi) above.

An officer of the Institute nominated by the Board of Governors will work as ex-officio Secretary of the Society.

3. If a member of the Society shall change his address, he/she may notify to the Secretary his new address; but if he/she fails to notify such address, his/her address as recorded on the rolls of the members shall be deemed to be his/her 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, Ahmedabad, hereinafter referred to as "The Board."
5. The size of the Board shall be 15 with the following composition:
 1. Chairperson shall be appointed by the Central Government in consultation with the State Government from a panel of three names recommended by the Board.
 - 2-3. Two nominees of the Central Government of which one shall represent the subject of finance.
 - 4-5. Two nominees of the State Government of which one shall be Vice Chancellor of a State University.
 - 6-9. Four members of the General Body of the Society (to be elected) *

*only donor members are qualified to contest elections

10. A nominee of the All India Management Association.
- 11-12. Two Professors of the Institute to be nominated by the Chairperson of the Board on the recommendation of the Director.
- 13-14. Two persons of eminence in management of industry or business or government or civil society co-opted by the Board.
15. Director of the Institute (ex-officio member).

An Officer of the Institute nominated by the Board will work as ex-officio Secretary of the Board.

6. (i) Where a member of the Society or the Board becomes such member by reason of the Office he/she holds, his/her membership shall expire when he/she 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 a member until such time as desired by the concerned Government.
 - (iii) The tenure for one term of the Chairperson will be three years and that of the Director will be five years.
 - (iv) The two Professors of the Institute nominated by the Chairman shall hold office for a period of two years from the date of nomination.
 - (v) Four members of the General Body elected by the Society shall hold office for a period of three years from the date of election, but shall be eligible for reelection for two more terms.
 - (vi) Acting through the Nominations Committee the Board shall make appointments of the two co-opted members to the Board. A well specified procedure will be formulated to short-list such candidates eligible for appointment.
 - (vii) The tenure for one term for all Board positions under the category of elected members from the General Body of the Society and the co-opted members of the Board shall be for 3 years. Normally, no member will be expected to serve on the Board for more than three consecutive terms. The continuance for the second and third term would not be automatic for the co-opted members but a process for reappointment shall be followed.
 - (viii) 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/she shall be at liberty to appoint and authorise a representative to take his/her 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 or charge sheeted of a criminal offence involving moral turpitude or
 - f) is removed by the Central Government from the membership of the Society, or
 - g) accepts a full-time appointment in the Institute (Applicable to other than two professors specially nominated in the Boards) or
 - h) fails to attend three consecutive meetings of the Board with or without the leave of absence.

8. (i) The Chairperson of the Society or the Board may resign his/her office by a letter addressed to the Central Government through the State Government and his/her 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/she 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 whenever the Chairman thinks fit, provided that the Chairman shall call a meeting of the Society upon a written requisition of not less than four 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 Chairman, shall have one vote and if there be an equality of votes on any question to be determined by the Society, the Chairman shall in addition have and exercise a casting vote.
(vi) Every meeting of the Society shall be presided over by the Chairman and, in absence from any meeting by a member chosen from amongst themselves by the members present at the meeting.
(vii) Any resolution except such as may be placed before the meetings of the Society 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 effectual and binding as if such resolution had been adopted at a meeting of the Society; provided that in every such case at least one half of the membership of the Society in position or 30 members, whichever is less, shall have recorded their approval of the resolution.
12. Power and Functions of the Board.
Subject to the provision of the Memorandum, the Board shall have the powers:
 - (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 contribution and to have custody of the funds 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 allied subjects;

- (v) to prescribe rules and regulations for admission of candidates to the two-year Post-Graduate Programme as recommended by the Board. These rules and regulations will be in conformity with the policy of the Government of India on affirmative action in admission to the two-year Post-Graduate Programme;
 - (vi) to lay down standard of proficiency to be demonstrated before the award of diplomas, certificates and other distinctions in respect of the courses offered by the Institute;
 - (vii) to institute and award fellowships, scholarships, prizes, and medals;
 - (viii) to provide for and supervise the residence, health, discipline, and the well-being of the students of the Institute;
 - (ix) to create administrative, technical, and other posts under the Society other than the post of Director of the Institute and to make appointments thereto provided that the posts so created are in the cadre and scales of pay as approved by the Central Government from time to time. The Director will be appointed by the Chairperson through a process wherein the Board will recommend three names to the Central Government based on the recommendations of a Search cum Selection Committee constituted by the Board, from which the Central Government shall choose one person for appointment as Director in consultation with the State Government;
 - (x) to cooperate with any other organisation in the matter of education and training in Management and allied subjects;
 - (xi) to enter into arrangements for and on behalf of the Institute;
 - (xii) to sue and defend all legal proceedings on behalf of the Institute;
 - (xiii) to appoint Committees for the disposal of any business of the Institute or for tendering advice in any matter pertaining to the Institute;
 - (xiv) to delegate to such extent as it may deem necessary, any of its powers to any officer or Committee of the Board;
 - (xv) to consider and pass such resolution on the annual report, the annual accounts and the financial estimates of the Society or the Institute as it thinks fit, such annual report, annual accounts and financial estimates alongwith the resolutions passed thereon by the Board being submitted to the Central Government through the State Government;
 - (xvi) to make, adopt, amend, vary or rescind from time to time with the prior approval of the Central Government and the State Government, 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;
 - (xvii) to make, adopt, amend, vary or rescind from time to time Bye-laws (a) for the conduct of the business of the Board and the Committees to be appointed by it, (b) for delegation of its powers or (c) for fixing the quorum; and
 - (xviii) 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 Chairman may, whenever, he thinks fit, on a written requisition of not less than seven members call for a special meeting. Not less than fifteen days notice shall be given for every meeting of the Board 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
 - (iii) In case of difference of opinion amongst the members the opinion of the majority shall prevail.
 - (iv) Each member of the Board including the Chairman shall have one vote and if there shall be an equality of votes on any question to be determined by the Board, the Chairman shall in addition have and exercise a casting vote.

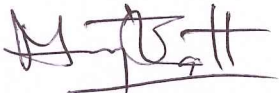
- (v) Every meeting of the Board shall be presided over by the Chairman and, in his absence from any meeting, by a member chosen from amongst themselves by the members present at the meeting.
 - (vi) Any resolution except such as may be placed before the meeting of the Board may be adopted by circulation 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 had been passed at a meeting of the Board, provided that in every such case at least two thirds of the members of the Board in position shall have recorded their approval of the resolution.
14. The Board shall by resolution delegate to the Chairman, Director, Secretary, and other officers and staff of the Board such of its powers for the conduct of the affairs of the Board as it may consider necessary or desirable.
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 travelling and daily allowances 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 meeting of the Society, the Board, or the Committee or in connection with any other business of the Society, the Board, or the Committee as the case may be. Travelling and daily allowances in respect of official members for the journeys undertaken by them for similar purpose, initially borne by the Central and the State Governments concerned shall be reimbursed by the Institute to the Central or State Government as the case may be.
17. The Chairman 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 Board shall be audited by the Comptroller and Auditor General of India or any other authority as may be decided by the Central Government in consultation with the State Government and any expenses incurred in connection therewith shall be payable by the Board.
19. (i) The Board shall submit, annually, within six months after closing of the previous financial year a report on the working of the Institute during the previous year together with an Audit Report including an audited statement of accounts showing the receipts and payments during the previous year both in English and Hindi to the Government of India.
- (ii) The Society shall submit to the Central Government through the State Government the budget estimates for every financial year by such date as may be fixed by the Central Government in consultation with the State Government in this behalf.

20. For the purpose of Section 6 of the Registration of Society 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 Rule of the Society given above are a correct copy thereof:

1. Sd/-
(Dr. Jivraj N. Mehta)
2. Sd/-
(Prof. M. S. Thacker)
3. Sd/-
(Dr. Vikram Sarabhai)

We the undersigned, certify that the Rules of the Society given above are a correct copy thereof as modified and approved in the Special Joint Meeting of the IIMA Board and Society held at IIMA on February 17, 2012.



Cdr. Manoj Bhatt (Retd.)
Secretary



Prof. Samir K Barua
Director



Dr. Vijaypat Singhania
Chairman