



THE INDIAN OFFICERS' ASSOCIATION

(Regn. No. 2/1909-1910)

69, Thiru Vi.Ka.High Road, Royapettah, Chennai 600 014

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**NOTICE FOR 111TH ANNUAL GENERAL BODY MEETING
ON 02.10.2018 TUESDAY AT 10.30 AM
VENUE : THIRUVALLUVAR ARANGAM, IOA**

AGENDA

1. Confirmation of the Minutes of the General Body Meeting held on 2nd October, 2017
2. Approval of Statement of accounts for the year 2016-17, 2017-18 with Auditor's Report
3. Nomination of Statutory Auditor for the year 2018-2019
4. Amendments to the Bye-laws of the Indian Officers Association – to restore the objects for Charitable Activities as existed on 20.05.2016 and other amendments in conformity with Tamil Nadu Societies Registration Act.
5. Any other item permitted by chair.

Sd/-

Frank Stephen Louis,
General Secretary (i/c)

Sd/-

M. Rajaram, IAS (R),
President

Date: 06.09.2018

Agenda No. 4. Amendments to the Bye-laws of the Indian Officers Association – to restore the objects for Charitable Activities as existed on 20.05.2016 and other amendments in conformity with Tamil Nadu Societies Registration Act.

Amendments-Part I

Existing Provision	Draft Amendment	Justification
<p>PART 1 Bye-Law 6 – Objects</p> <p>The objects of the Association are:</p> <p>(a) To provide a meeting place for officers of various Departments of Tamil Nadu Government and the Government of India and to promote a feeling of oneness among its members.</p> <p>(b) To establish and maintain a hostel for the children and dependents of the life members of the Association, who are pursuing academic and a professional education in any Educational Institution in the Metropolitan areas of Chennai recognized by Government of Tamil Nadu/ Universities subject to the provisions of the Hostel Rules.</p>	<p>After the words the “The Objects of the Associations are” under Part 1, Bye Law 6 the following clauses shall be inserted:</p> <p>(a) To provide a meeting place for officers of various Departments of Tamil Nadu Government and the Government of India and to promote a feeling of oneness among its members and to carry forward the objects of the Association.</p> <p>(b) To equip the public servants with knowledge, skill and behavior required for managing the task of governance, to enhance the leadership, managerial and administrative capabilities of the executives in Government by organizing lectures, seminars, workshops, etc., including projects in collaboration with national and international organizations.</p>	<p>Earlier our Association was registered under Section 12 AA of the Income Tax Act. and enjoying Tax Concessions. The association was also implementing various charitable programs beside taking care of welfare of the members as well. Right from the inception, the charity is the one of the objective of the Indian Officers Association.</p> <p>However, during 2016, the structure of the Indian Officers Association was converted as Association of Persons shedding the registration under 12 A A of the Income Tax Act without elaborate debate on the subject and without analysing critically the consequences.</p> <p>As per section 18 of the Tamil Nadu Societies Registration Act 1975: “All property, movable and immovable, belonging to a registered society, whether acquired before or after its registration, if not vested in trustees, shall vest in the committee; and any such property may in any legal proceeding, be referred to as the property of the committee.”</p>

Proposals of Amendment to the Bye Laws of the IOA in the AGBM to be conducted on 02-10-2018.

<p>(c) To provide temporary accommodation for the members visiting the Metropolitan area of Chennai and transferred members with their families.</p>	<p>(c) To undertake training, research and advisory services and dissemination relating to public administration and related subjects, with a view to contribute to fairness, economy, efficiency, effectiveness and productivity of the public servants so as to create a climate of peace, prosperity and progress for preservation of core values of democracy, development and dignity of individuals.</p>	<p>Section 42 of the said Act will also make the position very clear: "On dissolution, no member to receive profit – If, upon the dissolution of any registered society, there shall remain after the satisfaction of all, its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the said society, or any of them, but shall be given to some other registered society or to any association of persons having the same objects or objects similar to those of such registered society, to be determined by a special resolution or in default thereof by the Court."</p>
<p>(d) Subject to the provisions contained in these bye-laws to provide relief to deserving causes and in particular to the dependents of a deceased member of a disabled member who was in the service of Tamil Nadu State Government deserving relief. Provided that such relief shall not be more than a sum of Rs.1,00,000/- (Rupees One lakh only)</p>	<p>(d) To establish, run, develop or improve any school, college or other educational institution or adopt, assist or help any existing educational institution without profit motive for the benefit of the public in India.</p>	<p>Section 25(2) of the Societies Registrations Act says that: "No part of the funds of a registered society shall be divided by way of bonus or dividend or otherwise among its members."</p>
<p>(e) To conduct seminars, meetings and entertainments for the purpose of physical social and spiritual well being advancement of the members of the community.</p>	<p>(e) To establish and maintain Hostel for those who are pursuing academic and/or professional courses in any educational institution in the Metropolitan areas of Chennai recognized by Government of Tamil Nadu and/or by Central Government.</p>	<p>Hence, even the members have no beneficial right over the property. Further under Section 25(3) no payment shall be made out of the funds of a registered society to the President or any other officer of the society by way of honorarium for any service rendered by him to the society. The Societies Registration Act, therefore, does not create in the members of the registered</p>

<p>(f) To make investments strictly in accordance with sub-section 1 to 4 of S.24 of the Tamil Nadu Societies Registration Act.</p>	<p>(f) To organize, start, run or assist any programme either by itself or by assisting or co-ordination with other educational institution for coaching, guidance and counselling, vocational training or training for preparation for any entrance or competitive test for recruitment for jobs including All India and State Service examination or for admission to professional or other educational institutions.</p>	<p>society any interest other than that of bare trustees. What all the members are entitled to is the right of management of the properties of the societies subject to certain conditions.</p>
<p>(g) To raise funds to meet the objects of the Association, by subscriptions, donations, loans, lease rent and/or mortgage or charge of its property.</p>	<p>(g) To establish, promote, set-up, run, maintain, assist, finance support and/or running schools and other institutions orphanages, widow homes, senior citizen homes or other establishment for relief and/or help to the poor, old and infirm people and/or destitutes.</p>	<p>But the fact to be noted is that what differentiates a society registered under the Act from a company incorporated under the Companies Act is that in the latter case the shareholders of the company hold the properties of the company as their own whereas, in the case of a society registered under the Act, the members of the Society or the members of the governing body do not have any proprietary or beneficial interest in the property the society holds. As a result, the members could not enjoy any additional benefits except those privileges enjoying before 21.5.2016..</p>
<p>(h) To construct or reconstruct or effect improvements to the buildings of the Association.</p>	<p>(h) To give, provide and /or render monetary and/or other relief measures, and assistance for the relief of persons and animals affected by natural and other calamities such as flood, fire, famine, cyclone, earth-quake, storm, accident, pestilence, drought, epidemic, unbearable cost of living and the like, to give donations, subscriptions, establishments, centres or persons doing relief work on such occasions.</p>	<p>In view of the above rule position, the IOA is not going to derive any privileged additional benefits to its members except to pay a hefty income tax every year. The Association is paying an Incomes Tax of more than Rs.75 lakhs per year. Besides the Association become liable for levy of GST on Mess Charges too. Therefore, the Executive Committee on reconsideration decided to</p>

Proposals of Amendment to the Bye Laws of the IOA in the AGBM to be conducted on 02-10-2018.

<p>(l) To carry on such other activities as may be conducive to the objects of the Association</p>	<p>(i) To open, found, establish, promote, set-up, run, maintain, assist, finance, support and /or aid or help in the setting up and/or maintaining and/or running schools, colleges, lecture halls, auditorium and other establishment or institutions for advancement of education and of knowledge in arts, science, literature, humanities and all other useful subjects in all their manifestations.</p> <p>(j) To open, found, establish, promote, set-up, run, maintain, assist, finance, support and/or aid or help in the setting up and/or maintaining and/or running hospitals, boarding houses, libraries, crèches, reading-rooms, gymnasium and other training and vocational institutes.</p> <p>(k) To open, found, establish, promote, set-up, run, maintain, assist, finance, support and/or aid or help in the setting up and/or running by monetary gifts or otherwise, centres, stadium, playgrounds and parks for public use, sports, and games and other social welfare works and/or activities in Chennai and/or other places in India.</p>	<p>restore the past glory and make amendments to bye law as existed on 20.05.2016, with the approval of the General Body and for registration under 12AA of the Income Tax. Accordingly the amendments are presented before the 111th General Body for approval.</p>
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	<p><i>(l) To promote, assist and/or maintain all activities by whosoever carried on or wherever carried on in India in conformity with the objects of the Association and as are conducive to the well being and general welfare of the nation or are conducive for advancement of any object or objects of general public utility not involving/carrying on any activity for profit.</i></p> <p><i>(m) To publish and or publishing books, pamphlets, periodicals and newspapers in India or outside for the spread and advancement of education and culture.</i></p> <p><i>(n) The Association may accept any donation or contribution in cash or in kind from any person, firm, company, corporation, associations, institutions or trust (including the members) for the furtherance of the object of the association or for any one or more of them upon such terms and conditions as they may in their absolute discretion think fit and which are not inconsistent with the objects of the association.</i></p> <p><i>(o) To establish and run computer training centres.</i></p>	
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	<p>(p) To constitute scholarship to poor and deserving students to pursue their studies and to give grants for fees and other charges or reimbursement for costs of books, instruments and other educational aids for their educational pursuits.</p> <p>(q) To constitute prizes for outstanding achievements of students in educational institution either in the examinations, sports, general knowledge or such other proficiencies.</p> <p>(r) The activities would be of purely charitable nature and not motivated for profit.</p> <p>(s) The benefit of objects would be available to the general public irrespective of caste, creed, religion or sex.</p> <p>(t) If any one or more of the objects of these presents are held not to be objects of a public charitable nature, the Association shall not carry out such object or objects as if the same are not incorporated in these presents as an Institution for public charitable purposes shall not be affected in any manner.</p> <p>(u) The Association shall from time to time after meeting the expenses of an incidental to the management of the Association Properties</p>	
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<p>PART II –MEMBERSHIP</p> <p>Bye-Laws 14(i)</p> <p><i>A Life Member shall have preference in admission to the Hostel for their sons in consonance with the Hostel Rules.</i></p> <p><i>The Executive Committee shall frame the Hostel Rules governing the management of the Hostel.</i></p>	<p><i>and of the Association decide the particular object or objects for which the income or corpus of the Association Fund or Properties for the time being available shall be applied.</i></p> <p><i>(v) To build superstructures on the Association's land to augment the resources of the Association to implement the above objects.</i></p> <p><i>(w) To raise the required funds of the Association by way of subscriptions, donations or loans either by mortgaging the assets of the Association or otherwise to achieve the objects mentioned above.</i></p> <p><i>The existing provisions in Clause (a) to (l) shall be deleted.</i></p> <p>PART II – MEMBERSHIP</p> <p><i>Bye-Laws 14(i) The Executive Committee shall frame the rules governing the management of the Hostel.</i></p>	
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<p>PART VI – MISCELLANEOUS</p> <p><i>Bye-Laws 26: The accounts of the Association shall be audited by a Chartered Accountant appointed by the General Body Meeting on the recommendation of the Executive Committee. The Balance Sheet with the statement of Income and Expenditure Account and Receipts and Payments Account as audited by the Auditor shall be placed in the General Body Meeting.</i></p>	<p>PART VI – MISCELLANEOUS</p> <p><i>Bye-Laws 26 The financial year of the Association shall be from April to March and the accounts of the Association shall be audited by a Chartered Accountant appointed by the General Body on the recommendation of the Executive Committee. The Balance Sheet along with the statement of Receipts and Payments Accounts and Income and Expenditure Account as audited by the Auditor shall be placed in the General Body Meeting.</i></p> <p><i>After the existing provision in Clause 30 the following clauses shall be added.</i></p> <p><i>31. In case of winding up/dissolution, the net funds would be transferred to institution having similar objects and enjoying exemptions u/s 11 and 80G of the Income Tax Act, 1961.</i></p> <p><i>32. Any amendment to the bye-laws would be carried only with the approval of Director of Income-tax (exemptions)</i></p> <p><i>33. The activities would be confined to the territory of India.</i></p>	
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Proposals of Amendment to the Bye Laws of the IOA in the AGBM to be conducted on 02-10-2018.

	<p>34. <i>The funds of the Association would be utilized only towards the object and no portion of it would be distributed in any manner to the persons defined in Section 13(1) (c) of the Income-Tax Act,1961.</i></p> <p>35. <i>The funds of the Association would be invested as per Section 11(5) of the Income Tax Act,1961.</i></p> <p>36. <i>The funds of the Association would not be applied for any religious purposes or given to religious institutions.</i></p> <p>37. <i>Acquisition/alienation of immovable property shall be done with prior approval of the Director of Income Tax (Exemptions), Chennai</i></p>	
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Amendments Part-II

Clause No.	Existing Provision	Draft Amendment	Justification for the amendment
2	ADDRESS: The address of the Registered Office is at "MOHANA VILAS", No.35, Thiru.Vi.Ka. High Road, Madras – 600 014.	The existing entries in Clause 2 namely "MOHANA VILAS", No.35" shall be replaced by " Centenary Building, No.69, (Old No.35)	The present address may be incorporated.
4	JURISDICTION The Association is within the jurisdiction of the Registrar of Societies, Madras (Central)	The existing word "Madras" in Clause 4 shall be replaced by the word " Chennai "	The word Chennai may be incorporated replacing Madras
5	BUSINESS HOURS The business hours of the Association shall be between 9.30 am and 5.30 p.m. on all days except Sundays. The office shall not work on Public Holidays declared as such by Government of Tamil Nadu.	The existing entries 9.30 a.m. to 5.30 p.m. found in Clause 5, Business Hours" shall be replaced by " 10.00 a.m. and 6.00 p.m. "	This amendment is essential for the convenience of the Members.
10	Subscription i. Life Member Rs.500 (Rupees Five hundred only) for life membership whether in service or retired/or at rate as may be fixed by General Body from time to time. The revised fee of Rs. 500/- for life member will be applicable for New Members.	The existing entries in clause 10, shall be deleted and replaced by the following Clause: Subscription: i. Life Member Rs.15,000 (Rupees Fifteen thousand only) for life membership whether in service or retired/or at rate as may be fixed by General Body from time to time. The GST applicable from time to time shall be collected along with the Membership fee.	Amendment is necessary in view of the decision of the Executive Committee at the Meeting held on 24.3.2018 to increase the Subscription to Rs.15,000/- with effect from 1.4.2018.

Proposals of Amendment to the Bye Laws of the IOA in the AGBM to be conducted on 02-10-2018.

<p>12</p>	<p>Enrolment of Members</p> <p>i. Application for joining as a member of the Association may be sent to the General Secretary with M.O. / D.D. for annual subscription or life member's fee and admission fee at the rates fixed from time to time by the Executive Committee. The application shall be signed by the member seeking membership.</p> <p>iii. If for any reason the application is rejected, the amount sent by M.O. / D.D. / shall be refunded to the applicant within 30 days of such rejection, deducting the postal and M.O.expenses. Admission of the proposed person as a member shall also be intimated to the member so admitted.</p>	<p>The existing words "M.O." found in Clause 12 shall be substituted by the word "Cheque"</p> <p>The entries "annual subscription or" shall be deleted</p> <p>The existing clause 12 (iii) shall be deleted and the following entries shall be substituted :</p> <p>iii. If for any reason for application is rejected, the life Members fee sent by Cheque/ D.D. / will be refunded to the applicant within 30 days of such rejection, deducting the expenses if any. Members admitted will be intimated with L.M. No.</p>	<p>The word "M.O." may be deleted and cheque may be included. The entries "annual subscription or" may also be removed as they are not relevant.</p> <p>For clarity purpose this clause may be amended suitably.</p>
<p>16. DISQUALIFICATION FOR BEING A MEMBER OF THE EXECUTIVE</p>	<p>iv. A retiring member of the Executive Committee shall be eligible for re-election. But no member of the Executive Committee shall hold office for more than 6 years consecutively or for</p>	<p>Clause 16 (iv) shall be deleted. The following clause shall be substituted:</p> <p>iv. A retiring member of the Executive Committee shall be eligible for re-election.</p>	<p>According to Section 5, Chapter 3 of the Tamil Nadu Societies Registration Act 1975 the members of the Committee shall be eligible for re-appointment. The Act is supreme and any provision contrary to the Act shall not be valid. Hence the section may</p>

Proposals of Amendment to the Bye Laws of the IOA in the AGBM to be conducted on 02-10-2018.

COMMITTEE	more than 3 consecutive terms in each post		be amended suitably by deleting the 6 years restriction
17 POWER OF THE EXECUTIVE COMMITTEE	xiii. Any urgent business of the Association may be decided at the discretion of the President by calling for meeting of Executive Committee at short notice.	The existing clause 17(xiii) shall be deleted and the following provision substituted: xiii. The President shall convene the Executive Committee Meeting at regular interval, specified in clause (x) above. The Agenda items for discussions in the Meeting shall be approved by the President. Any urgent business of the Association may be decided at the discretion of the President by calling for meeting of Executive Committee at short notice.	This clause deals with convening of urgent meeting. There is no specific clause authorizing the President to convene regular meeting. For the purpose of clarity specific provision to convene Executive Committee Meeting by the President may be incorporated.
18.PART-IV GENERAL BODY	i. A Special General Body Meeting may be convened by the President suo motu or on the written request of not less than 50 members thereof. The ordinary Annual General Body Meeting shall be convened after notice of at least 15 days and a special General Body Meeting shall be convened after notice of at least 7 days.	The existing clause 18, Part IV (ii) Shall be replaced by the following clause: A Special General Body Meeting may be convened by the President suo motu or on the written request of not less than 150 members thereof. The ordinary Annual General Body Meeting/Special General Body Meeting shall be convened after notice of not less than 21 days.	The 50 members quorum for calling Special General Body Meeting was prescribed long ago when the members strength was less than 500. Now the members strength is above 3000. Hence, the number of Members required for calling special General Body Meeting may be prescribed as 150. Further, Tamil Nadu Society Registration Act /Rules specifically prescribe advance notice of 21 days for both General Body and Special General Body Meeting. Hence, 21 days advance

	<p>iii. The quorum for the General Body Meeting will be 50. If the quorum is not present at the General Body Meeting, then the meeting will be adjourned for 30 minutes after the appointed time and if a minimum of 50 members do not attend the meeting even then those present will constitute the quorum and the meeting will be valid under the rules.</p>	<p>Clause 18, Part IV (iii) shall be deleted and the new provision as below shall be inserted :</p> <p>The quorum for the General Body Meeting will be 150. If the quorum is not present at the General Body Meeting, then the meeting will be adjourned for 30 minutes after the appointed time and if a minimum of 150 members do not attend the meeting even then those present will constitute the quorum and the meeting will be valid under the rules.</p>	<p>notice as prescribed in the Act /Rules may be adopted.</p> <p>The 50 members quorum for General Body Meeting was prescribed long ago above when the members sent was less than 500. Now the members' strength is above 3000. Hence, the quorum may be revised to as 150 .</p>
<p>19</p>	<p>i. The Agenda for the General Body Meeting shall be sent along with notice of the Meeting. No discussion or resolution, except those included in the Agenda, shall be ordinarily considered by the General Body. It is open to bring in any matter which is not in the Agenda by the special permission in this regard granted by the President in the General Body Meeting.</p>	<p>After the words "The Agenda for the General Body Meeting" found in Clause 19(i) the following words shall be inserted "approved by the President and"</p>	<p>President being the Chairman of the Meeting his approval for the agenda is essential. Hence, necessary provision may be made to make the position very clear.</p>

21	Any member desiring to bring in a subject for the consideration by General Body shall send a copy of such subject to the General Secretary 30 days in advance and the General Secretary shall include the same in the Agenda Subject to approval by President.	After the words "Agenda" in Clause 21, the words "subject to approved by the President" be deleted and the words " provided the President specifically approves the subject for inclusion in the Agenda. "	For clarity purpose this section may be recasted.
24.PART-VI MISCELLANEOUS	IV. The day-to-day business shall be the responsibility of the General Secretary	After the words "General Secretary" the following shall be incorporated " A Manual of Office Procedure incorporating guidelines for day today administration, financial delegation to each of General Secretary, Joint Secretary, Treasurer and Hony. Warden authorizing to sign cheques will be approved by the General Body. "	There is no specific financial delegation to the General Secretary, Joint Secretary, Treasurer and Hony. Warden who are involved day to day administration. Therefore, the financial powers to be delegated to the above Officers may be decided by the Executive Committee and suitable provisions incorporated in the Manual of Office Procedure.

Sd/-
Frank Stephen Louis,
General Secretary (i/c)

Sd/-
M. Rajaram, IAS (R),
President.