

**MEMORANDUM OF ASSOCIATION
OF
THE KERALA INSTITUTE
OF
LABOUR AND EMPLOYMENT**

9446271674

LSH



സംഘങ്ങൾ രജിസ്ട്രാർ ചെയ്യുന്നതു സംബന്ധിച്ച
സർട്ടിഫിക്കറ്റ്

1955-ലെ 12-ാമത് തിരുവിതാംകൂർ-കൊച്ചി സാഹിത്യ, ശാസ്ത്രീയ,
ധർമ്മ സംഘങ്ങൾ രജിസ്ട്രാർക്കൽ ആക്ട്.

ക്രമനമ്പർ. 35

വർഷം. 1978.

1955-ലെ 12-ാമത് തിരുവിതാംകൂർ-കൊച്ചി സാഹിത്യ, ശാസ്ത്രീയ, ധർമ്മസംഘങ്ങൾ രജിസ്ട്രാർക്കൽ ആക്ട് അനുസരിച്ച് ടി കേരള ഇൻസ്റ്റിറ്റ്യൂട്ട്, ഓഫ് ലേബർ ആൻഡ് എംപ്ലോയ്മെൻ്റ് ഇന്നേ ടിവസം രജിസ്ട്രാർ ചെയ്തതായി ഞാൻ ഇതിനാൽ സാക്ഷ്യപ്പെടുത്തുന്നു.

ആയിരത്തിത്തൊള്ളായിരത്തി, എഴുപത്തിയെട്ടാമാണ്ട് ഫെബ്രുവരി മാസം 4-ാം തീയതിയായ ഇന്ന് ഞാൻ കൈയൊപ്പുവച്ചു നൽകിയിരിക്കുന്നു.

ഒപ്പ്

സംഘം രജിസ്ട്രാർ.

(മുദ്ര)

**THE KERALA INSTITUTE OF LABOUR AND EMPLOYMENT
MEMORANDUM OF ASSOCIATION**

1. The name of the Society will be "The Kerala Institute of Labour and Employment".
2. The registered office of the Society shall be at Trivandrum in the State of Kerala.
3. The objects for which the Society is formed are to provide for education, training, study and research in labour employment and related subjects, with special reference to Kerala, and with this purpose,
 - (a) to undertake and assist in the organisation of training and study courses, conferences, seminars and lectures;
 - (b) to undertake, aid, promote and coordinate research through its own or other agencies, including universities and other institutions of standing;
 - (c) to analyse specific problems encountered in the planning and implementation of labour, employment and allied programmes and to suggest suitable remedial measures;
 - (d) to prepare, print and publish papers, periodicals and books in furtherance of the objects of the Society;
 - (e) to undertake, aid, promote and coordinate consultancy and such other activities as may be necessary to achieve the objects of the Society;
 - (f) to establish and maintain libraries and information services;
 - (g) to collaborate with other institutions, organisations, associations and societies, in India or abroad, interested in similar objects; and,
 - (h) to offer fellowships, scholarships, prizes and stipends in furtherance of the objects of the Society.

4. Pursuant to the aforesaid objects, the Society may:

- (a) accept grants of money, securities or property of any kind and undertake and accept the management of any endowment, trust, fund or donation not inconsistent with the objects of the Society, on such terms as may be prescribed by the Government of Kerala from time to time;
- (b) invest and deal with funds and monies of the Society;
- (c) impose and recover fees and charges for the services rendered by it;
- (d) purchase, hire, take on lease, exchange or otherwise acquire a property movable or immovable, which may be necessary or convenient for the purpose of the Society and construct, alter and/or maintain such buildings and work as may be necessary for carrying out the objects of the Society;
- (e) sell, hire, lease, exchange or otherwise transfer or dispose of all or any property, movable or immovable of the Society, provided that for the transfer of immovable property prior approval in writing of the Government of Kerala is obtained;
- (f) borrow and raise monies on mortgages, promissory notes or other securities founded or based upon all or any of the properties and assets of the Society or without any securities, provided that prior approval in writing of the Government of Kerala is obtained in that behalf;
- (g) draw, accept, make, endorse, discount and deposit Government of Kerala and other promissory notes, bills of exchange, cheques or other negotiable instruments;
- (h) create reserve fund, sinking fund, insurance fund, or any other special fund whether for depreciation, repair improvement, extension or maintenance of any of the properties or rights of the Society and/or for recouping wasting assets and for any other purposes for which the Society deems it expedient or proper to create or maintain any such fund or funds;
- (i) create administrative, technical, ministerial and other posts in the Society and make appointments thereto in accordance with the Rules and Regulations of the Society, provided that creation of an appointment to posts carrying a maximum basic pay of Rs. 1,000 or more per month shall require the prior concurrence of the Government of Kerala;
- (j) establish a Provident Fund for the benefit of the staff of the society or any sections thereof;
- (k) make rules and bye-laws for the conduct of the affairs of the society and add to, amend, vary or rescind them from time to time; and
- (l) do all such other acts and things, either alone or in conjunction with other organisations or persons, as the Society may consider necessary, incidental or conducive to the attainment of the above objects.

5. The names, addresses and occupations of the members of the first Executive Council to whom the management of the affairs of the Society is entrusted are as follows:—

<i>Name</i>	<i>Address</i>	<i>Occupation</i>
(i)		
(ii)		
(iii).....vni		

6. All property of the Society, movable or immovable, shall vest in the Executive Council.

7. The income and property of the Society, howsoever derived shall be applied toward the promotion of the objects as set forth in this Memorandum of Association, subject, nevertheless in respect of expenditure of grants made by the Government of Kerala, to such direction as the Government of Kerala may from time to time give. No portion of the income and property of the Society shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to persons who at any time are or have been members of the Society, or to any of them, or to any persons claiming through them or any of them, provided that nothing herein shall prevent the payment in good faith of remuneration to any member or other person in return for service rendered to the Society, or for travelling allowance, halting allowance and other similar charges.

8. A copy of the Rules and Regulations of the Society, certified to be correct by three members of the Executive Council is filed with the Registrar of Societies, Trivandrum, along with the Memorandum of Association.

9. We, the several members whose names and addresses are given below, having associated ourselves for the purposes prescribed in this Memorandum of Association, do hereby subscribe our names to this Memorandum of Association and set our several and respective hands here into and form ourselves into a Society under the T. C. Literary, Scientific and Charitable Societies Registration Act, 1955 (12 of 1955)

<i>Sl. No.</i>	<i>Name</i>	<i>Address and Occupations of Members</i>	<i>Signatures of Members</i>
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Signatures of the signatories are hereby attested.

(Sd.)

Secretary to Government of Kerala,
(Labour & Housing).

**Rules and Regulations of the Kerala Institute of
Labour and Employment**

1. *Short title.*

These rules may be called "The Rules of the Kerala Institute of Labour and Employment".

2. *Definitions.*

1. "Act" means Travancore-Cochin Literary, Scientific and Charitable Societies' Registration Act, 1955.
2. "The Institute" means the Kerala Institute of Labour and Employment.
3. "The General Council" means the General Council of the Institute.
4. "The Executive Council" means the Executive Council of the Institute.
5. "The President" means the President of the Institute.
6. "The Vice-President" means the Vice-President of the Institute.
7. "Rule" means any of the Rules and Regulations of the Institute.
8. "Government" means the Government of Kerala.

3. *Membership.*

1. The members of the Institute shall consist of the persons who have enrolled themselves for the purpose and have signed the Memorandum of Association and also such other officers and persons who may be nominated by the Government from among the categories mentioned below:

- (1) A person of standing in the field of labour, labour economics, industrial relations or other related areas;
- (2) Two persons representing workers;
- (3) Two persons representing employers;
- (4) Two persons from amongst those who have made noteworthy contribution in the field of labour and allied subjects.
- (5) The Vice Chancellors or Pro-Vice Chancellors of the Universities of Kerala, Cochin and Calicut.
and the Agriculture University at Trichur.
- (6) The following Secretaries of the Government of Kerala:—
 - (i) Secretary, Department of Industries;
 - (ii) Secretary, Department of Planning and Economic Affairs;
 - (iii) Secretary, Department of Finance;
 - (iv) Secretary, Department of Labour and Housing;
 - (v) Secretary, Department of Agriculture; and
 - (vi) Secretary, Department of Education.
- (7) Three persons from amongst Members of Parliament and the State Legislature.
- (8) Two Senior Fellow of the Institute.
- (9) Director of Employment and Training, Government of Kerala.
- (10) Labour Commissioner, Government of Kerala.
- (11) Director, Centre for Development Studies, Trivandrum.
- (12) Director, School of Management, University of Cochin, Cochin-22.

- (13) Director or Chairman of the Governing Council, Kerala Institute of Public Administration, Trivandrum.
- (14) Vice Chairman and a Member of the State Planning Board, Trivandrum.
- (15) The Executive Director of the Institute.

- 4. No membership fee or admission fee will be levied from the members.
- 5. *Roll of Members.*

The Institute shall keep a roll of members giving their occupations and addresses and every member shall sign the same. If a member of the Institute changes his address, he shall notify his new address to the Executive Director of the Institute who shall thereupon cause his new address to be entered in the roll of members. If the member fails to notify his new address, the address given in the roll of members shall be deemed to be his address.

6. *Term of Office.*

- 1. The duration of membership shall be for three years.
- 2. Government shall have power to terminate the membership of any member at any time, without assigning any reason.
- 3. A member of the Institute may resign his membership by a letter addressed to the President of the Institute, but his resignation shall take effect only on its acceptance by the President.
- 4. A member of the Institute shall cease to be a member if he becomes insolvent or of unsound mind or is convicted of a criminal offence involving moral turpitude.

7. *Officers of the Institute.*

The following shall be the officers of the Institute, namely:—

- 1. President;
- 2. Vice President and the Chairman of the Executive Council;
- 3. Executive Director and
- 4. Such other officers as the Executive Council may from time to time appoint.

The Minister in charge of the Department of Labour and Employment shall be the President of the Institute.

The person nominated from category 1 referred to in Rule 3 shall be the Vice-President and Chairman of the Executive Council.

The Executive Director of the Institute shall be appointed by the Government for a period of three years at a time on such terms and conditions of service as the Government may determine. The Executive Director of the Institute is eligible for re-appointment.

8. *The General Body.*

- (i) The General body of the Institute shall consist of all the members of the Institute for the time being.
- (ii) Subject to the provisions of the Act the annual meeting of the General body shall be held on such date and at such time and place as may be determined by the President.
- (iii) The General body shall meet at least once a year;
- (iv) For the purpose of the last sub-rule, each year shall be deemed to commence on the first day of April and terminate on the thirty-first day of March of the following calendar year;
- (v) The President may convene a special meeting of the General body whenever he thinks fit and shall do so on the written requisition of not less than one-third of the members of the Institute;
- (vi) Every notice calling a meeting of the General body shall state the date, time and place at which such meeting will be held and shall be served upon every member of the General body not less than twenty-one clear days before the day appointed for the meeting;

- (vii) The accidental non-receipt of notice by any member or other person to whom it should be given shall not invalidate the proceedings of the meeting;
- (viii) The President shall preside over the meeting of the General body and in the absence of the President, the Vice-President shall preside;
- (ix) Nine members of the General body present in person shall form a quorum. For an adjourned meeting two persons present in person shall be a quorum.
- (x) All disputed questions at meetings of the General body shall be determined by vote;
- (xi) Each member of the Institute shall have one vote;
- (xii) In case of an equality of votes the person presiding over the meeting shall have the casting vote;
- (xiii) The President may invite any person other than a member, to attend a meeting of the General body. Such invitee shall not, however, be entitled to vote at the meeting;
- (xiv) The General body shall function notwithstanding any defect in the appointment, or nomination of any member and no act or proceeding of the General body shall be invalidated or nullified merely by reason of any defect in the appointment, or nomination of any member.

9. *Functions and Powers of the General body*

The General body shall have the following powers and functions, namely:—

- (i) Approve the annual budget of the Institute drawn up by the Executive Council, and the budget so approved shall be submitted to the Government for sanction of Government grants;
- (ii) Consider the annual report prepared by the Executive Council;
- (iii) Consider the balance sheet and audited accounts for out going year;
- (iv) Amend with the prior approval of the Government rules of the Institute;
- (v) Frame with the approval of the Government bye-laws not inconsistent with these rules, for the regulation of the business of the Institute and in particular with reference to preparation and approval of the budget estimates, the sanctioning of the expenditure, re-appropriation of funds, making and execution of contract, the investment of the funds of the Institute, sale or alteration of such investment, accounts and audit, procedure for appointment of staff, the terms and tenure of appointments, emoluments, terms and conditions governing scholarships, fellowships and deputations, grants-in-aid, research schemes and projects, rules of conduct and other conditions of service of the staff of the Institute;
- (vi) Constitute ad hoc/ special committees, with or without power to co-opt for disposal of any business of the Institute or for advice in any matter pertaining to the Institute; and
- (vii) Perform such other functions as are entrusted to it under these rules.

10. *The Executive Council*

- (i) There shall be an Executive Council of the Institute and all properties movable and immovable of the Institute shall vest in the Executive Council. The Executive Council shall consist of the following members of the Institute:
 - 1 (a) Chairman of the Executive Council who shall also be the Vice President of the Institute, to be appointed by the Government from amongst the a member of the Institute.
 - 2 (b) The Labour Commissioner of the Government of Kerala.
 - 3 (c) The Director of Employment and Training of the Government of Kerala.
 - 4 (d) One Senior Fellow/Fellow who is a member of the Institute.
 - (e) A person active in the field of trade unions or management or one who has made important contributions in the field of labour employment and allied subject who is a member of the Institute.
 - 5 (f) The Executive Director of the Institute who shall also be Secretary of the Executive Council.
 - (g) Such other persons not exceeding Five in number as may be decided by the Government.
- (ii) The members of the Executive Council shall be appointed by the Government;

- (iii) The term of appointment of the members of the Executive Council shall be normally be three years but they shall be eligible for re-appointment. If any member of the Executive Council ceases to be member of the Institute, or ceases to hold the office he shall automatically cease to be member of the Executive Council;
- (iv) The Executive Council shall function notwithstanding any vacancy therein and notwithstanding any defect in the appointment or nomination of any member and no act or proceeding of the Executive Council shall be invalidated or nullified merely by reason of the existence of any vacancy therein or of any defect in the appointment, or nomination of any member;
- (v) Any casual vacancy amongst the members of the Executive Council, arising from death or resignation or other wise, may be filled by nomination by the government and the members so nominated shall hold office for the unexpired portion of the term of office of the member causing the vacancy.
- (vi) Every meeting of the Executive Council shall be presided over by its Chairman and in his absence by a member chosen by the meeting;
- (vii) Four members of the Executive Council present in person shall constitute quorum For an adjourned meeting two persons present in person shall be a quorum.
- (viii) For every meeting of the Executive Council not less than ten clear days notice shall be given to each member;
- (ix) At least three meeting of the Executive Council shall be held in each year;
- (x) For the purpose of the last sub-rule, each year shall be deemed to commence on the first day of April and terminate on the thirty-first day of March of the following calendar year;
- (xi) The Chairman of the Executive Council may himself call, or by a requisition in writing signed by him may require the Executive Director of the Institute to call a meeting of the Executive Council. at any time;
- (xii) Each member of the Executive Council including the Chairman thereon shall have one vote and in case there shall be an equality of votes on any question to be decided by the Executive Council, its Chairman or in his absence the person presiding over the meeting shall in addition have a casting vote;
- (xiii) The Chairman of the Executive Council may invite any person, other than a member to attend a meeting of the Executive Council. Such invitees shall not, however, be entitled to vote at the meeting;
- (xiv) Any business which may be necessary for the Executive Council to perform may be carried out by circulation among all its members and any resolution so circulated and approved by a majority of the members signing shall be as affectual and binding as if the resolution had been passed at a meeting of the Executive Council provided at least six members have recorded their views on the resolution.

11. *Functions and powers of the Executive Council.*

- (i) Subject to the general control and directions of the General body, the Executive Council shall be responsible for the management and administration of the affairs of the Institute in accordance with these rules and byelaws made there under for the furtherance of its objects and shall have all powers which may be necessary or expedient for the purpose;
- (ii) Without prejudice to the generality of the foregoing sub-rule, the Executive Council shall have the following functions, namely:—
- (a) to prepare and execute detailed plans and programmes for the furtherance of the objects of the Institute;
 - (b) to create such posts, appoint and control such staff, other than those for whose appointment specific provisions have been made elsewhere, as may be required for the efficient management of the affairs of the institute and to regulate the recruitment and conditions of their service;
 - (c) to receive and to have custody of the funds of the Institute and to manage the properties of the Institute;
 - (d) to enter into agreement for and on behalf of the institute including agreements containing arbitration clause;

- (e) to sue and defend all legal proceedings on behalf of the Institute;
- (f) to appoint committees including sub-committees with power to co-opt, for disposal of any business of the Institute, or for advice in any matter pertaining to the Institute provided that in cases of emergency the Chairman of the Executive Council shall have the power to appoint such Committees;
- (g) to accept the management of any endowment, trust, fund, subscription or donation, provided that it is not attended by any condition inconsistent or in conflict with the objects of the Institutes;
- (h) to draw up the annual budget of the Institute to be submitted for approval of the General body.
- (i) to prepare the annual report and accounts of the Institute for the consideration of the General body.
- (j) to incur expenditure subject to the provisions of the approved budget;
- (k) to lay down terms and conditions governing scholarships, fellowships, deputations, grants-in-aid, research schemes and projects; and
- (l) to nominate a person or persons to represent the Institute in National or International Conferences and Organisations subject, in the case of Conferences or Organisations outside India, to the approval of the Government.
- (iii) The Executive Council may by resolution delegate to its Chairman, to any Sub-Committee, or to the Executive Director or to any other Officer of the Institute, such of its powers for the conduct of business as it may deem fit, subject, if deemed necessary, to the condition that the action taken by its own Chairman, the Sub-Committee or the Executive Director or other Officer, under the powers so delegated shall be subject to confirmation at the next meeting of the Executive Council.

12. *Powers and Functions of the Executive Director.*

- (i) The Executive Director, as the Principal Executive Officer of the Institute, shall be responsible for the proper administration of the affairs of the Institute and shall exercise powers under the direction and guidance of the Chairman and the Executive Council;
- (ii) It shall be the duty of the Executive Director to co-ordinate and exercise general supervision over all the activities of the Institute; and
- (iii) He shall prescribe the duties of all Officers and Staff of the Institute and shall, subject to these rules and bye-laws if any, exercise such supervision and disciplinary control as may be necessary.

13. *Funds of the Institute.*

- (i) The funds of the Institute shall consist of the following:—
 - (a) Grants made by the Government of Kerala or any State Government or the Government of India;
 - (b) Donations and contributions from other sources;
 - (c) Fees and charges imposed by the Institute for services rendered by it;
 - (d) Income from investments; and
 - (e) Income and receipt from other sources.
- (ii) (a) The Bankers of the Institute shall be the State Bank of India and its Subsidiaries or any one or more of the nationalised banks or any scheduled bank with registered office in the State;
- (b) All funds shall be paid into the institute's accounts with a branch/branches of the State Bank of India and/or branch/branches of the subsidiaries of the State Bank of India, and/or a branch/branches of the nationalised banks or any scheduled bank in the State, and shall not be withdrawn except by means of a cheque, order or any other negotiable instrument signed by the Executive Director of the Institute and by such other officer of the Institute as may be duly empowered in this behalf by the Executive Council.

14. *Powers of the Government.*

In the discharge of its functions, the General Body and the Executive Council shall be guided by such directions on questions of policy as may be given to it by the Government of Kerala. The decision of the Government as to whether a question is or is not a matter of policy shall be final. Such directions shall be in writing.

D. Audit and Accounts.

- (i) The Institute shall cause regular accounts to be kept of all its monies and properties in such form as may be prescribed by the Government.
- (ii) The accounts of the Institute shall be audited annually by Auditors appointed by the Government. The auditors shall have the right to demand the production of books, accounts and connected vouchers and other necessary documents and papers. Any expenditures incurred in regard to such audit shall be payable by the Institute.
- (iii) The results of audit shall be communicated by the Auditors to the General Body of the Institute. The Auditor shall also forward a copy of the report to the Government. The General Body shall submit a copy of the Audit Report along with its observations to the Government.

6. Annual report.

An annual report of the proceedings of the Institute and of all works undertaken during a year together with the balance sheet and audited accounts shall be prepared by the Executive Council for the information of the Government and of the members of the Institute. A draft of such report and yearly accounts of the Institute shall be placed before the General body at the Annual General Meeting.

17. Office of the Institute.

The Office of the Institute shall be atthe State of Kerala.

18. Service of Notice.

- (i) A notice may be served upon any member of the institute either personally or by post at the address mentioned in the roll of members;
- (ii) Any notice so served by post shall be deemed to have been served on the day following that on which it is posted.

19. The Institute may sue or be sued in the name of the Executive Director.

20. Alteration or Extension of the purpose of the Institute.

Subject to provisions of the T. C. Literacy, Scientific and Charitable Societies Registration Act 1955, the General Body may later, extend or abridge any purpose or purposes for which the Institute is established.

21. Amendment of the rules.

With the previous concurrence of the Government these rules may be altered at any time by a resolution passed by a majority of the total membership of the General Body which shall have been convened for the specific purpose after giving due notice of such resolution to the members of the General Body.

We the several persons whose names and addresses are subscribed hereto, being members of the ad hoc Executive Council of the Kerala Institute of Labour and Employment, certify the above to be a correct copy of the Rules of the said Society.

Sl. No.	Name	Occupation & Address	Signature
1.			
2.			
3.			
4.			
5.			
6.			
7.			