

THE CENTRAL SOCIAL WELFARE BOARD

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
THE CENTRAL SOCIAL WELFARE BOARD

(AS AMENDED UPTO 21ST SEPTEMBER, 1987)

‘SAMAJ KALYAN BHAWAN’
B-12, TARA CRESCENT,
INSTITUTIONAL AREA,
SOUTH OF I.I.T.
NEW DELHI-110016

MEMORANDUM OF ASSOCIATION
OF
THE CENTRAL SOCIAL WELFARE BOARD

1. The name of the Company is 'THE CENTRAL SOCIAL WELFARE BOARD'.
2. The registered office of the Company will be situated in the Union Territory of Delhi
- 3.A The main objects for which the Company is established are as follows: -
 - (a) To take over as agreed upon the assets and liabilities of the Central Social Welfare Board as created by the Government of India in Resolution No.F.2/6/53-D,II dated the 12th August, 1953, and having its office at New Delhi as on the date of registration of this Company
 - (b) To study the needs and requirements of Social Welfare Organisations from time to time through surveys, research and evaluation in such manner as may be considered necessary.
 - (c) To evaluate the programmes and projects of the aided agencies;
 - (d) To co-ordinate assistance extended to Social Welfare activities by various Ministries in Central and State Governments in the programmes entrusted to the Central Social Welfare Board.
 - (e) To promote the setting up of Social Welfare Organisations on a Voluntary basis in places where no such organisations exist and to promote additional organisations wherever necessary;
 - (f) To render technical and financial aid, when necessary to deserving institutions or organisations including Panchayati Raj Institutions in accordance with the Schemes/Principles approved by Government of India.
 - (g) To promote Social Welfare Activities intended for the general welfare of the public such as welfare of the Family, women children and the handicapped and assistance in cases of un-employment, under employment, old age, sickness, disablement and other cases of undeserved want;
 - (h) To organise or promote programmes of Training in Social Work as and when required and also to organise and work pilot projects whenever necessary; and
 - (i) To organise through its machinery emergency relief in cases of calamity, National, natural or otherwise, wherever deemed fit or necessary.

3.b. The objects incidental or ancillary to the attainment of the main objects for which the Company is established are as follows :-

To take all such steps as are necessary for the fulfillment of any or all of the aforesaid objects and without prejudice to the generality of the premises: -

- (j) To purchase, take on lease or otherwise acquire, held, manage, let sail, exchange, mortgage, or otherwise dispose of real and personal property of any tenure and for any interest and to act as trustees to hold and to mortgage and land and buildings belonging to the Central Social Welfare Board and its organisations, if any and to apply the money raised by means of such mortgage for the purpose of the Company;
- (ii) To enter into any arrangements with the Government of India or with any State Governments or which authorities local municipal or otherwise in pursuance of the object of this Company and to obtain from any such Government or authority all rights and concessions and privileges that may seem conducive to the objects or any of them;
- (iii) To construct, maintain and run any buildings or works necessary or convenient for the purpose of the Company.
- (iv) To sell, improve, manage, develop, exchange, loan, sublet, mortgage, dispose of, turn of accounts, or otherwise deal with all or any part of the property of the Company;
- (v) To enter into contract for carrying out objects of the Company;
- (vi) To receive grants, loans, advances or other moneys or deposits or otherwise from State or Central Government subject to the conditions imposed by such Government besides Companies, Trust or Institutions or individuals with or without allowances or interests thereon;
- (vii) To draw make accept, endorse, discount and execute negotiable instruments;
- (viii) To act as Trustees of the Provident Fund of the Employees of the Company and its organisations;
- (ix) To deposit and/or invest the money of the Company in any securities approved in this behalf by the Indian Government;
- (x) To borrow and raise money in such manner as the Company may think fit;
- (xi) To create any depreciation, reserve sinking and Insurance of any special or other fund and to transfer any such fund or part thereof to any of the other funds;

- (xii) To accept any subscription of donation in cash or kind and take any gift of property whether subject to any special trust or not for promoting any one or more of the objects of the Company;
- (xiii) To undertake and execute any trust which may seem directly or indirectly conducive to any of the objectives of the Company;
- (xiv) To subscribe to any local or any other charity and grant donation for any public purposes other than donations or contributions to any political party or for political purposes as may be decided by the Board;
- (xv) To collect, disseminate and utilise statistical and other information pertaining to the activities of the Company;
- (xvi) To hold or participate in any Seminar, Conference and such other meetings for dissemination or discussions on subjects pertaining to the activities of the Company;
- (xvii) To promote or join the promoting or conduct, undertake, or participate in national and international exhibitions, Museums, Seminars, Conferences and Conventions;
- (xviii) To subscribe to become a member of or otherwise cooperate with any other Association or Company whether incorporated or not whose subjects are either wholly or to part similar to those of the Company or which would promote the interest of the Company
- (xix) To have power to establish, regulate or discontinue branches, offices, or agencies within India or appointing representatives or agents or Advisory Committees consisting among other representatives of the State Governments/Union Territories there in order to carry out objects of the Company:
- (xx) To manage or superintend the management of all estates and hereditaments which the Board shall become seized or possessed of, or entitled to and erect, pull-down reconstruct, repair and maintain houses or other buildings, thereon, and to collect premia, rents, or dues and where necessary, to evict tenants from the lands or buildings belonging to the Board;
- (xxi) To execute and to do all such assurances and things as may be requisite to project or complete any instrument or documents whatsoever and to register the same and to authorise any office or officers of the Company to execute and register all assurances and documents in this behalf, and
- (xxii) Generally to do all such other lawful things as are incidental or conducive to the attainment of the above objects provided that the Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any make it a Trade Union.

3 (c) It is hereby declared that in the interpretation of these clauses the powers conferred on the Company by any of the clauses or paragraphs thereof shall not be restricted by reference to any other paragraph or to the name of the company or by just a position of two or more objects and that in the name of the company or by just a position of two or more objects and that in the event of any ambiguity these clauses and any other paragraph here of shall be constructed in such a way as to widen and not to restrict and powers of the Company.

4. The objects of the company extended to the whole of Union of India.

5. Utilisation of funds:

(i) The income and property of the company whensoever derived shall be applied solely for the promotion of its objects as set forth in this Memorandum.

(ii) No portion of the income or property aforesaid shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, by way of profits to persons who at any time are or have been even members of the Company or to any one or more of them or to any persons claiming through any one or more of them;

(iii) Except with the previous approval of the Central government, no remuneration or other benefits in money or money's worth shall be given by the Company to any of its members whether or not they are officers or servants of the Company except payments, of out-of-pockets expenses reasonable and proper interest on money lent or reasonable and proper interest on rent on premises let to the Company; and

(iv) Except with the previous approval of the Central government, no member shall be appointed to any office under the company which is remunerated by salary, fees or any other manner not excepted by sub-clauses (iii). Nothing in this clause shall prevent the payment by the company in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being member) in return for any service actually rendered by them to the Company.

6. Alteration of Memorandum

No alteration shall be made to this memorandum or to the articles of association of the Company which are for the time being in force unless such alteration has been previously ;submitted and approved by the Central Government.

7. Limit of liability:

(A) The liability of the members is limited; and

(B) Each member undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member of within one year thereafter for the payment of debts and liabilities of the Company, before he ceases to be a member and towards the costs charges and expenses of winding up of the

same and for the adjustment of the rules of the contributors among themselves such amounts may be required not exceeding Rs.100/-.

8. True accounts shall be kept of all sums of money received and extended by the company and the items in respect of such receipts and expenditure takes place and of the property, credit and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, the accounts shall be open to inspection to the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance-sheet and income and expenditure more properly qualified auditor or auditors in accordance with the provisions of the Companies Act.
9. If upon the winding up or dissolution of this Company there shall remain any surplus or any property whatsoever after the satisfaction of all its debts and liabilities, the same shall not be paid or distributed among the members of this Company but shall be given transferred to or applied to some other institutions or institutions having objects similar to the objects of this Company or to some one or more of the objects to be determined by members of the Company at or before the time of dissolution or in any default thereof by the High Court of judicature concerned or such other Court ask may have or may acquire jurisdiction in the matter.
10. We the several persons whose names, addressed description and occupations are hereunto subscribed are desirous or being formed into a Company not for profit in pursuance of this Memorandum of Association :-

SL. No.	Name of the Subscriber and Address	Occupation	Signature
1.	Smt. Nseera Dogra, Chairman, Assam State Social Welfare Advisory Board, Guwahati		
2.	Smt. Raksha Saran, Social worker, 59, Sunder Nagar, New Delhi-110011.		
3.	Shri P.P.I. Vaidyanathan, Additional Secretary, Government of India, Department of Social Welfare, Shastri Bhavan, New Delhi.		

4. Shri A.P.V. Krishnan,
Joint Secretary,
Government of India,
Ministry of Finance,
North Block,
New Delhi.
5. Dr.(Shri) N.A. Agha,
Joint Secretary,
Government of India,
Deptt. of Community Development;
Krishi Bhavan,
New Delhi.
6. Shri G.C.Basveveja,
Joint Secretary,
Government of India,
Planning Commission,
Yojana Bhavan, New Delhi.
7. Dr. (Shri) P.D. Shukla,
Joint Educational Advisor,
Government of India,
Shasttri Bhavan, New Delhi.

Dated the 31st Day of March 1969

Witness to the above signature.

Shri K.V. Ramakrishan,
Under Secretary to the
Government of India,
Department of Social Welfare

**ARTICLES OF ASSOCIATION OF
THE CENTRAL SOCIAL WELFARE BOARD**

1. In these Articles unless there be something in the subject or the context otherwise requires, expressions defined in the Companies Act, 1956 or any statutory notification thereof at the date by which these articles become binding on the Company shall have the meaning so defined and words importing the masculine gender shall include feminine gender and persons importing persons shall include firms and bodies corporate.
2. In the interpretation of these Articles, unless repugnant to the subject or context:
 - (a) 'Company ' means the Central Social Welfare Board incorporated under Section 25 of the Companies Act, 1956.
 - (b) 'Government' means the Government of the union
 - (c) 'Act' means Companies Act, 1956 or any statutory modification thereof from time to time;
 - (d) 'Committee' means Executive Committee of the Company formed under these Articles;
 - (e) 'Committee Meeting' means a meeting of the members of the Committee duly called and constituted or as same may be, the members assembled at a meeting
 - (f) 'Office' means the registered office for time being; and
 - (g) 'Seal' means the common seal for the time being of the Company.
3. Regulations contained in Table 'C' in Schedule 1 of the Companies Act, 1956 shall apply so far and so far only as they are not reproduced in these Articles. Unless the context otherwise required words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory notification thereof in force at the date at which these regulations become binding on the Company

GENERAL BODY OF THE ASSOCIATION

4. The General Body of the Central Social Welfare Board (Company) shall consist of the following:-
 - (a) All Chairpersons of State/Union Territories Board : 31
 - (b) 5 Professionals, one each from Law, Medicine, Nutrition, Social Work, Education and Social Development : 05
 - (c) Eminent persons with extensive experience in Social Work : 03
 - (d) One representative each of the Department Of Women & Child Development, Rural Development, Health, Education, Welfare, Labour, Finance and Planning Commission : 08
 - (e) Two members to be nominated by the Lok Sabha and one by Rajya Sabha : 03

(f)	Chairman of Central Social Welfare Board	:	01
(g)	Executive Director of Central Social Welfare Board	:	01

52

For the purpose of registration, the number of members of the Company is declared to unlimited.

5. The Government may from time to time, appoint as Chairman of the Company a prominent women social worker of all India status with Administrative and organisational abilities on such terms and on such remuneration either by wages/salary or otherwise as it may think fit.
6. Government, in consultation with the Chairman of the Company shall nominate the Executive Director and the Internal Financial Advisor-cum-Chief Accounts Officer of the Company on such terms and at such remuneration as it may think fit and may from time to time remove them from office and appoint others in their places.
7. **Termination of Membership**
Any member of the Company desirous of retiring/resigning from the Company shall give notice in writing of at least one month to the Executive Director of the Company of his intention to do so and the same shall be effective from the day it has been accepted by the Chairperson of the Company or any member of the Company will cease to be so if his membership is terminated by Government. Any vacancy caused by the resignation or termination shall be filled up as indicated in clause 4 above.
8. **Register of Members**

A register of members shall be maintained on which shall be entered such information about the members as the General Body may from time to time decide and as may be required by the provisions of the Companies Act.
9. **Advisory Board in States and Union Territories**

In each of the participating States/Union Territories, there would be a State Social Welfare Advisory Board. The State Board will perform such functions as are entrusted to it by the Central Social Welfare Board. Half the members of the State Social Welfare Advisory Boards excluding the Chairman shall be nominated by the concerned State Government, Union Territory Administration and the other held by the Central Social Welfare Board. The Chairman of the Board shall be a woman Social Worker selected by the State Government in consultation with the Chairman of the Central Social Welfare Board. The State Board Members will include 4 Professionals drawn from Social /Home science/Medicine/Law/Economics.
10. **Administration**

The Administration of the affairs of the Central Social Welfare Board (Company) shall be vested in an Executive Committee. The Executive Committee shall consist of the Chairman of the Company, Executive Director of the Company, Chairman of 4 State Advisory Boards and one Chairman of

Union Territory Advisory Boards by rotation, one representative of the Department of Women & Child Development, one representative each from the Ministry of Health, rural Development, Ministry of Finance, Education & Welfare and two professionals from the General Body, The Executive Committee should meet not less than once in there months. Executive Committee can appoint a Vice-Chairman from amongst the members of the Executive Committee, if and when necessary"

11. The Executive Committee shall, in addition to the powers expressly conferred upon them by these Articles, have the entire control and management of the company and may exercise all such powers and do all such acts and things ask may be exercised and done by the Company as expressed in or implied by the Memorandum of Association or otherwise delegated to it by the General Body from time to time.
12. Without prejudice to the generality of the above provisions the powers of the committee shall be as follows and as per policy and procedure laid down by the General Body;
 - (a) To administer the general affairs of the Company;
 - (b) To determine what activities shall be under taken and to manage the carry out of such activities;
 - (c) To arrange for the publication of reports and other documents issued by the Company;
 - (d) To collaborate in kindered activities with other organisations working in the field;
 - (e) To control the finances of the Company;
 - (f) To control the staff of the Company;
 - (g) To borrow moneys;
 - (h) To invest the funds of the Company;
 - (i) To appoint special committees consisting of Experts in various field with specific objectives provided that no one person shall be a member in more than two such Committees at a time;
 - (j) To delegate to any office of the Company such administrative and financial powers as it may deem fit;
 - (k) To arrange for the audit of the Annual Accounts of the Company; and
 - (l) To do all such other lawful acts as would be conducive to the interest and objects of the Company;
13. The Committee shall, however, reserve for the decision of the Government;
 - (a) Any programme or scheme or Project including experimental projects exceeding such ceiling ask may be fixed from time to time by the Government.
 - (b) All proposals relating to emoluments structure i.e. adoption of pay-scales, allowances and revision thereof and creation and appointment in respect of all posts whose maximum salary exceeds Rs.4,500/- per month.
 - (c) In the event of disagreement between representatives of the Ministry of Finance and Chairman of the Executive Committee of the Central Social Welfare Board on financial matters beyond the delegated powers of the Ministry/Department of the Government of India, the matter may be

referred to the Minister of the Administrative Ministry concerned and the Finance Minister for a decision; and

- (d) Rules of the Company Governing conditions of service of the employees, provident fund and other rules shall be subject to Approval by the Government. The Company shall submit to the Government of each year its budget for the ensuing year in such form and before such date as may be prescribed by the Government.
14. No regulations made by the Company in General Meeting shall invalidate and prior act of the Committee which have been valid if that regulation had not been made.

GENERAL MEETING

15. All general meetings other than Ordinary Annual Meetings shall be called Extra-Ordinary Meetings,
16. There shall be an Annual General Meeting of the Company every year held at such place and time as may be fixed by the Board before hand of which not less than 14 days notice shall be given for the consideration of the accounts, balance sheet and the report of the Executive Committee and Auditors.
17. The Chairman may;
- (i) Whenever she thinks fit call an Extra-Ordinary general meeting of her own accord or on the requisition of at least 50% of the total number of members of the Company specifying the objects for which the meeting is proposed to be convened subject to the provision of Section 169(4) (c) of the Companies Act, 1956; and
 - (ii) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
18. Save as herein otherwise provided 10 members on the Register of the members shall form a quorum....
19. (i) If within half an hour from the time appointed for holding the meeting quorum is not present, the meeting if called upto the requisition of members shall be dissolved;
- (ii) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place as the Company may determine, and if that is public holding to the next succeeding day which is not a public holiday and
- (iii) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
20. The Chairman of the Company shall preside as Chairman of every general meeting of the company.

21. If there is no such Chairman, or if she is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting the members present shall elect one of themselves to be Chairman of the meeting.
22. (i) The Chairman may with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and place to place;
 - (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
 - (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting; and
 - (iv) Save as aforesaid, it shall be necessary to give any notice of an adjournment of the meeting at which transacted for adjourned meeting.
23. In the case of an equality of votes, whether or a show of hands or on a poll, the Chairman of the meeting at which the poll is demanded, shall be entitled to a second or casting vote.
24. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
25. If a poll is duly demanded, it shall be taken at such time and in such manner as the Chairman directs and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. The General Body may, subject to the provisions of the Act, delegate any of its powers to Committee consisting of such members of its body, as it thinks fit.

PROCEEDINGS OF THE MEETING

27. The Executive Committee shall cause minutes to be made in books provided for the purpose:-
 - (i) of all appointments of Officers made by the Executive Committee;
 - (ii) of all resolutions and proceedings at all meetings of the Company and of the Committees; and
 - (iii) of the names of the members present at each meeting of the Executive committee and of any committee of the members as constituted by the General Body.

FUNDS OF THE COMPANY

28. All moneys of the Company shall be paid to its credit into the State Bank of India or such Scheduled Banks as approved by the Government. All cheques shall be signed by such person or persons authorised by the committee from time to time.

29. (i) The Company shall have a seal and shall provide for its safe custody; and
- (ii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the General Body and except in the presence of at least two members of the General Body and of the executive director or such other persons as the General Body may appoint for purpose and those two member and the Executive Director or any other person as aforesaid shall sign every instrument to which the seal of the company is an affixed in their presence.

ANNUAL REPORT

30. The Annual Report of the working of the Company shall be prepared, furnished and circulated for the information of the members of the company at least 14 days prior to the annual General meeting. All such reports shall be submitted to the Annual general Meeting for adoption.

ACCOUNTS, INSPECTION AND AUDIT

31. Once at least in every financial year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more duly qualified auditor or auditor or auditor or auditors in accordance with the terms of the Companies Act.
32. Notwithstanding anything contained in section 224 to Section 233 of the companies Act, 1956, the Auditors of the Company shall be appointed or re appointed by the Central Government on the advice of the Comptroller and Auditor General of India and their rights and duties shall be regulated by Section 227 of the Act. The Comptroller and Auditor General of India shall have power;
- (a) To direct the manner in which the company's accounts shall be audited by the Auditor appointed and to give such auditor instructions in regard to any matter relating to the performance of his functions as such; and
- (b) To conduct a supplementary or test audit of the company's accounts by such person or persons so he may authorise in this behalf, and for the purpose of such audit to require information on additional information to be furnished to any person or persons, as authorised on such matters by such person or persons, and in such form, as the comptroller and Auditor General may, by general or special order direct. The Auditor aforesaid shall submit a copy or his audit report to the comptroller and Auditor General of India who shall have the right to comment upon or supplement the audit report in such a manner as he may think fit. Any such comments upon or supplement to, the audit report shall be placed before the annual General Meeting of the company with the explanation, if any, of the executive committee at the same time and in the same manner as the audit report. the remuneration of the Auditor shall be fixed by the Board in consultation with the Central Government in accordance with Section 224 (8) of the Act.
33. The Auditors of the Company shall be entitled to receive notice of and to attend any general meeting of the company at which any accounts which have been examined or reported on by them are to be laid before the company and make any statement/explanation they desire with respect to the accounts.

34. The Company, shall, at all times, make available and give access to all accounts, account books, vouchers, documents, and other papers of the Company including the accounts of the organisations receiving grants from the Company to the extent of Rs.1.00 lakh or more together with such reasonable facilities as may be required for the purposes of audit and inspection of the financial position of the company by the Comptroller and Auditor General or any authority and member of the staff deputed by him for the purposes. the authority appointed by the Comptroller and auditor General will submit its report to him for such action as he may deem fit.
35. Every accounts when audited and approved by an annual General Meeting shall be conclusive.
36. The receipts and payment accounts, the income and expenditure accounts and the balance sheet relating to each financial year together with the Auditor's Report thereon shall be submitted to the Government of India alongwith the Annual Report as soon as may be after the close of the financial year.
37. Subject to Section 201 of the Act, the members of the General Body or of the committee shall be identified in respect of all acts done by them for the company in good faith, and no member of the company or of the committee shall be liable for any act done by any other member of the general Body or committee.

ALTERATION OF THE ARTICLES OF ASSOCIATION

38. No. alteration or addition shall be made therein or thereto unless the alteration has been previously approved by the Central Government.
39. Notwithstanding anything contained in any of these articles, the Government of India may, if it is satisfied that it is necessary to do so in the public interest, issue from time to time, for reasons to be recorded and communicated to the company such directions or instructions as it thinks fit in regard to the finance and conduct of business of the Company and the Company shall comply with the give effect to such direction of instructions.
40. We the several persons whose names, addresses and occupations are hereunto subscribed are desirous of being formal into Company not for profit in pursuance of these Articles of Association:

Sl. No.	Name of subscriber Signature	Occupation & address
1.	Smt. Neera Dogra, Chairman, State Social Welfare Advisory Board Assam, Guwahati.	
2.	Smt. Raksha Saran, Social Worker, 59, Sunder Nagar, New Delhi-110011.	

3. Shri P.P.I. Vaidyanathan,
Additional Secretary,
Government of India,
Department of Social Welfare,
Shastri Bhawan.
NEW DELHI
 4. Shri A.P.V. Krishnan,
Joint Secretary
Government of India,
Ministry of finance 3,
North Block,
NEW DELHI -110001.
 5. Dr. (Shri) N.A. Agha,
Joint Secretary,
Government of India,
Department of Community Development
Krishi Bhawan,
NEW DELHI -110001.
 6. Shri G.C. Baveja,
Joint Secretary,
Government of India,
Planning Commission,
Yojna Bhawan,
NEW DELHI - 110001
 7. Dr.(Shri) P.D. Shukla,
Joint Education Adviser,
Government of India,
Shastri Bhawan,
NEW DELHI -110001.
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Witness to the above
signature

Shri K.V. Ramakrishnan,
Under Secretary to the
Government of India
Department of Social Welfare

Dated the 31st day of March 1969.