

**MEMORANDUM OF ASSOCIATION  
&  
ARTICLES OF ASSOCIATION**

**CENTRE FOR HIGH TECHNOLOGY**

**A Registered Society under the  
Ministry of Petroleum & Natural Gas,  
Govt. of India**

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# MEMORANDM OF ASSOCIATION

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**1. NAME :**

Name of the Society shall be "CENTRE FOR HIGH TECHNOLOGY" (CHT).

**2. ADDRESS :**

Registered Office of the Society will be situated in the Union Territory of Delhi. At present, it is at the following Address :

Floor 5, Core-6, SCOPE Complex,  
7, Institutional Area, Lodhi Road,  
New Delhi - 110 003

**3. MAIN OBJECTIVES :**

The main objectives of the Centre are :

3.1 To assess futuristic requirements, acquire, develop and adapt technologies in the fields of refinery processes, petroleum products including lubricants and additives and their application, storage, handling and transportation of crude oil, products and gas through the following :

a) Its own direct efforts at the national level.

b) Consultancy, technical-services, information, advice and technology procurement from within the country and abroad for the use of the industry.

- c) Following-up, assisting, working with and making use of activities in the related fields in the oil companies, refineries, installations, R&D laboratories and consultancy organisations, universities and industries in the country and abroad.
- d) Analysis of the current operations of the oil industry and evaluating the new technologies for the purpose of technology updating and planning.
- e) Identification, funding and monitoring of technology, schemes and developmental projects including pilot plants.
- f) Co-ordination with Scientific Advisory Committee and other Government bodies and agencies.
- g) Keeping track of directions in research and sponsoring new research programmes.
- h) Overseeing implementation of changes in technology (including technology unpackaging) and monitoring effectiveness of technology absorption and further developments.

3.2 CHT shall advise on the scientific and technological programmes of the Ministry of Petroleum & Chemicals (Department of Petroleum & Natural Gas), their co-ordination and import, acquisition and upgradation of technology and its utilisation.

3.3 To pool and develop expertise in specific fields including :

- a) Materials and Corrosion.
- b) Operation and Safety practices.
- c) Inspection and Maintenance practices.
- d) Environmental and Effluent control.
- e) Energy and Conservation.
- f) Product quality and testing and Product applications.
- g) Instrumentation and Control.
- h) Storage, Handling and Transportation.
- i) Processes.
- j) Standards.
- k) Research and Development programmes for extending services to the industry.

**3.4 Incidental Objectives :**

To do all other acts, deeds, matters and things necessary for or incidental to, in the attainment of the objects of the Society and without prejudice to the generality of foregoing, the following :



- a) Examine and work in frontiers of technologies of hydrocarbon processes, products, conservation, safety, instrumentation etc. taking into account futuristic trends and to conduct such basic research as is considered necessary.
- b) Be associated with the industry in the import of technology and develop programmes for their absorption, adaptation and implementation.
- c) Attain technological competence and self-reliance for providing efficient and reliable services.
- d) Disseminate information and promote relevant technologies. Develop and transfer technology utilising resources within the country and abroad.
- e) Assist in developing manpower keeping in view the plans for acquiring and adapting new technologies.
- f) Undertake any contract services relevant to businesses in India and abroad.
- g) Assist, work with and share experience and knowledge with agencies in other countries.
- h) Assist oil companies to improve product pattern, reduce energy consumption and improve quality of products, monitor their implementation and advise the Department of Petroleum & Natural Gas.

- i) Assist in framing of R&D programmes of oil companies and in co-ordinating them so as to avoid duplication, achieve results as per schedule, and disseminate information.

3.5 To accept remuneration for any services rendered.

3.6 To make payment for the procurement of technologies or services of consultancy or for any research/development work done for the Society.

3.7 To manage the Centre with an institutional framework with an independent and autonomous authority, responsibility and flexibility for dynamic operation with the following :

a) Competent people from within the country, expatriate Indians abroad and foreign nationals.

b) Mobility of staff from other organisations to the Centre and vice versa to ensure build-up of expertise in the Centre.

c) Special procedures to facilitate the smooth functioning of the Society in various activities including matters relating to procurement of technologies, assistance in the development of technologies and their transfer, finance, administration, purchase etc.

3.8 To constitute or cause to be constituted sub Centres at other places in India, inter alia, to utilize local talent to pursue and/or implement programmes undertaken by the Society.

- 3.9 To receive grants, loans, subscriptions, donations, payment for services rendered or any other financial contribution in cash and of any property, either movable or immovable from any organisation within the country and/or abroad including U.N. Agencies, subject to prevailing laws; and
- a) to accumulate the income of Society or any part thereof, for such period(s) and purpose(s) as the Society may deem fit :
  - b) to invest, all or any other surplus monies for the time being held by the Society; and.
  - c) to vary convert and/or re-invest from time to time all monies, properties, or other investments of any kind whatsoever, for the time being held by the Society or into which the same or any part thereof, may be varied, converted or reinvested and all accumulations thereof;
- 3.10 To purchase or take on lease or hire or otherwise acquire temporarily or permanently any movable or immovable property necessary or convenient for the furtherance of the objects of the Society.
- 3.11 To sell, mortgage, lease, exchange and otherwise transfer or dispose of or deal with all or any property movable or immovable, of the Society for the furtherance of the objects of the Society.
- 3.12 To construct, maintain, alter, improve or develop any building or works necessary or convenient for the purpose of the Society.

- 3.13 To establish and maintain funds for the welfare and benefit of the employees of the Society or dependents of such employees by establishing and contributing to provident and/or other benefit funds and by giving pensions, gratuities, annuities, loans, allowances and in such manners as the Society may think fit.
- 3.14 All the incomes, earnings, movable and/or immovable properties of the Society shall be solely utilised and applied towards the promotion of the objects only as set forth in this Memorandum of Association.
- 3.15 No Member of the Society shall have any personal claim on any movable/immovable properties or know-how or technologies/information of the Society or make any profit, whatsoever, by virtue of his membership.
- 3.16 To take over, any going set up(s) and/or the existing set up, operated under the name and style CENTRE FOR HIGH TECHNOLOGY together with all the assets and liabilities of the said set up.
- 3.17 To acquire, by purchase, amalgamation or otherwise the undertaking and/or operations of any other agency, organisation or body with similar objects.
- 3.18 To pay, out of the funds of the Society, all expenses of or incidental to the formation and management of the Society.
- 3.19 To open and operate, accounts of any description

with any of the nationalised bank or banks.

- 3.20 To institute, conduct, defend, intervene in or compromise suits and other legal proceedings of any kind by the/against the Society or its officers.

The provisions contained in the foregoing objectives shall be carried out with all other lawful things which are incidental or conducive to the attainment of the objectives of the Society.

Provided that the income and property of the Society, however derived, shall be applied solely in and towards the objects of the Society as set forth above, and the same shall be deemed to be held in trust by the Society on the obligation that they shall be exclusively so utilised and for no other purpose and no part of the income or property aforesaid shall be paid, used, applied, or transferred directly or indirectly, by way of dividend, bonus or otherwise, or for the benefit of the members of the Society or to any one or more of them, provided that, that shall not prevent payment in good faith or remuneration to any officer, servant or member of the Society for services rendered.

#### **4. GOVERNING BODY :**

The names, addresses, occupations and designations of the members of the Governing Body, for the time being, in whom the Management and affairs of the Society are entrusted, as required under Section 2 of the Societies Registration Act XXI of 1860 as extended to the Union Territory of Delhi are as follows:

S.No.	Name & Address	Occupation	Designation
1.	Sh. Ashok Chandra, Secretary, Ministry of Petroleum & Chemicals, Deptt. of Petroleum & Natural Gas, Shastri Bhawan, New Delhi - 110001 Residential Address : AB 78 Shahjahan Road, New Delhi	Service	Ex-Officio Chairman
	Sh. N. Sivasubramanian Addl. Secretary & Financial Adviser, MOP&C, Shastri Bhawan, New Delhi-110001	Service	Ex-Officio Member
3.	Sh. H.C. Gupta Joint Secretary (R), MOP&C, Shastri Bhawan, New Delhi-110001	Service	Ex-Officio Member
4.	Sh. S. Banerjee, Joint Secretary (M), MOP&C Shastri Bhawan, New Delhi - 110001	Service	Ex-Officio Member
5.	Sh. Naresh Dayal, Joint Secretary (E), MOP&C Shastri Bhawan, New Delhi - 110001	Service	Ex-Officio Member
	Sh. J. S. Mishra, Advisor (E), MOP&C, Shastri Bhawan, New Delhi-110001	Service	Ex-Officio Member
7.	Sh. S. N. Mathur Advisor (R), MOP&C, Shastri Bhawan, New Delhi-110001	Service	Ex-Officio Member

S.No.	Name & Address	Occupation	Designation
8.	Sh. K.N. Venkatasubramanian Chairman, Indian Oil Corpn. Ltd., SCOPE Complex, Core-2 7, Institutional Area, Lodhi Road, New Delhi - 110003	Service	Ex-Officio Member
9.	Sh. R. K. Gajree Chairman & Managing Director, Bharat Petroleum Corporation Limited, Bharat Bhawan, Ballard Estate, Bombay	Service	Ex-Officio Member
10.	Sh. P. Ramakrishnan, Chairman & Managing Director, Hindustan Petroleum Corporation Limited 17, Jamshedji Tata Road, Bombay	Service	Ex-Officio Member
11.	Sh. A. A. Niazi Chairman & Managing Director, IBP Co. Limited Gillander House 8, Netaji Subhash Road Calcutta - 700 001	Service	Ex-Officio Member
12.	Sh. H. Krishnamurthy, Chairman & Managing Director, Madras Refineries Limited, 450 Khivraj Complex Anna Salai, Nandanam, Madras - 600035	Service	Ex-Officio Member

<b>S.No.</b>	<b>Name &amp; Address</b>	<b>Occupation</b>	<b>Designation</b>
13.	Sh. K. L. Kumar, Chairman & Managing Director, Cochin Refineries Limited, Post Bag -2, Ambalamugal 682 302 Ernakulam Distt., Cochin (Kerala)	Service	Ex-Officio Member
14.	Sh. Vineet Nayyar Chairman & Managing Director, Gas Authority of India Limited 16, Bhikaji Cama Place New Delhi - 110060	Service	Ex-Officio Member
15.	Sh. P. K. Rudra Chairman & Managing Director Lubrizol India Limited Leo House, 4th Floor, 88C, Old Prabhadevi Road, Bombay - 400 025	Service	Ex-Officio Member
16.	Sh. S. P. Gupta, Chairman & Managing Director, Bongaigaon Refineries & Petrochemicals Limited P.O. Dhaligaon Distt. : Kokrajhar, Assam - 783 385	Service	Ex-Officio Member
17.	Sh. J. Rangachari, Chairman & Managing Director, Engineers India Limited El House, 1 Bhikaji Cama Place New Delhi - 110 066	Service	Ex-Officio Member



S.No.	Name & Address	Occupation	Designation
18.	Sh. R. K. Narang, Executive Director Oil Coordination Committee, SCOPE Complex, Core-8 7, Institutional Area Lodhi Road, New Delhi-110003	Service	Ex-Officio Member

We, the undersigned, are desirous of forming a Society named, CENTRE FOR HIGH TECHNOLOGY under the Societies Registration Act XXI of 1860, as extended to the Union Territory of Delhi, in pursuance of this Memorandum of Association.

Sl.No.	Name	Full Address	Occupation	Signature	Witness
1.	Sh. Ashok Chandra	Secretary, Ministry of Petroleum & Chemicals Deptt. of Petroleum & Natural Gas, Shastri Bhawan, New Delhi - 110 001 Residential Address : AB 78, Shahajahan Road New Delhi - 110 001	Service	Sd.	M/s Ashok Praveen & Co. (Stamp)
2.	Sh. N. Sivasubramanian	Addl. Secretary & Financial Adviser, Ministry of Petroleum & Chemicals, Shastri Bhawan, New Delhi - 110001	Service	Sd.	-do-
3.	Sh. H. C. Gupta	Joint Secretary (R), Ministry of Petroleum & Chemicals, Shastri Bhawan, New Delhi - 110001	Service	Sd.	-do-
4.	Sh. S. Banerjee	Joint Secretary (M) Ministry of Petroleum & Chemicals, Shastri Bhawan, New Delhi - 110001	Service	Sd.	-do-
5.	Sh. Naresh Dayal	Joint Secretary (E) Ministry of Petroleum & Chemicals, Shastri Bhawan, New Delhi - 110001	Service	Sd.	-do-

Sl.No.	Name	Full Address	Occupation	Signature	Witness
6.	Sh. J. S. Misra	Advisor (E) Ministry of Petroleum & Chemicals, Shastri Bawan, New Delhi - 110001	Service	Sd.	M/s Ashok Praveen & Co. (Stamp)
7.	Sh. S. N. Mathur	Advisor (R) Ministry of Petroleum & Chemicals, Shastri Bhawan, New Delhi - 110001	Service	Sd.	-do-
8.	Sh. K.N. Venkatasubramanian	Chairman, India Oil Corporation Limited Scope Complex, Core-2 7, Institutional Area, Lodhi Road, New Delhi - 110003	Service	Sd.	-do-
9.	Sh. R. K. Gajree	Chairman & Managing Director Bharat Petroleum Corporation Limited Bharat Bhawan, Ballard Estate P.B. No. 688 Bombay - 400 038	Service	Sd.	-do-
10.	Sh. P. Ramakrishnan	Chairman & Managing Director Hindustan Petroleum Corporation Limited Petroleum House, 17, Jamsheedji Tata Road, Bombay - 400 020	Service	Sd.	-do-

Sl.No.	Name	Full Address	Occupation	Signature	Witness
11.	Sh. A. A. Niazi	Chairman & Managing Director IBP Co. Limited, Gillander House, 8 Netaji Subhash Road, Calcutta - 700 001	Service	Sd.	M/s Ashok Praveen & Co. (Stamp)
12.	Sh. H. Krishnamurthy	Chairman & Managing Director Madras Refineries Limited 480, Khivraj Complex, Anna Salai Nandanam Madras - 600 035	Service	Sd.	-do-
13.	Sh. K. L. Kumar	Chairman & Managing Director Cochin Refineries Ltd. Post Box-2 Ambalamugal 682 302 Ernakulam Distt., Cochin (Kerala)	Service	Sd.	-do-
14.	Sh. Vineet Nayyar	Chairman & Managing Director Gas Authority of India Ltd., 16, Bhikaji Cama Place, New Delhi - 110 066	Service	Sd.	-do-
15.	Sh. P. K. Rudra	Chairman & Managing Director Lubrizol India Limited, Leo House 4th Floor, 88C, Old Prabhadevi Road, Bombay - 400 025	Service	Sd.	-do-

Sl.No.	Name	Full Address	Occupation	Signature	Witness
16.	Sh. S. P. Gupta	Chairman & Managing Director Bongaigaon Refineries & Petrochemicals Limited P. O. Dhaligaon Distt. Kokrajhar, Assam - 783 385	Service	Sd.	M/s Ashok Praveen & Co. (Stamp)
17.	Sh. J. Rangachari	Chairman & Managing Director Engineers India Limited, El House 1, Bhikaji Cama Place, New Delhi - 110066	Service	Sd.	-do-
18.	Sh. R. K. Narang	Executive Director, Oil Coordination Committee, SCOPE Complex, Core-8 7, Institutional Area, Lodhi Road, New Delhi-110003	Service	Sd.	-do-

I witness the signatures of all the signatories to this Memorandum.

Sd.

(Ashok Gupta)

Chartered Accountant M. No. 81882

M/s Ashok Praveen & Co.,

Nai Wala, Karol Bagh, New Delhi - 110005

२० प्रपत्रा पत्रा - 281772  
हाथी: १२ १०  
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०९-३-९२ राजपुत्र  
समाज के हाथी संख्या संजी.  
संख्या १८६० के पत्रा संजी.  
संख्या १  
Self-  
संख्या संख्या.  
संख्या

CERTIFIED TO BE TRUE  
REGISTRAR OF SOCIETY DELHI  
DELHI  
281772

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**ARTICLES OF ASSOCIATION**

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**RULES & REGULATIONS  
OF  
CENTRE FOR HIGH TECHNOLOGY**

## 1. DEFINITIONS

Unless repugnant to the subject or context of the usage, the following expressions shall for the purpose of these presents carry the meanings hereunder respectively assigned to them namely :

- 1.1 "Society" shall mean the Centre for High Technology.
- 1.2 "Member" shall mean a member of the Society.
- 1.3 "General Body" shall mean the General Body of the members of the Society.
- 1.4 "Governing Body" shall mean the Governing Body of the Society.
- 1.5 "Chairman" shall mean the Chairman of the Society.
- 1.6 "Vice-Chairman" shall mean the Vice-Chairman of the Society.
- 1.7 "Executive Director-cum Secretary" shall mean the Executive Director who is also performing functions of Secretary of the Society, till such time as an independent Secretary is appointed as indicated herein.
- 1.8 "Central Government", "Government of India" and "Government" shall mean the Union Government of the Republic of India acting through the Ministry of Petroleum & Chemicals (Deptt. of Petroleum & Natural Gas).



1.9 "Act" shall mean the Societies Registration Act, XXI of 1860 as extended to the Union Territory of Delhi and shall include all amendments and modifications therein applicable to the Union Territory of Delhi from time to time.

1.10 "Oil Industry Development Board" shall mean such Board set up under the Oil Industry (Development) Act, 1974.

1.11 The masculine gender include the feminine and neutral gender.

1.12 The singular shall include the plural and vice-versa.

## **2. GENERAL BODY:**

2.1 The following shall be the members of the General Body of the Society :

1. Ministry of Petroleum & Chemicals  
(Department of Petroleum & Natural Gas)  
through :

- a) Secretary, Petroleum & Natural Gas
- b) Additional Secretary & Financial Adviser
- c) Joint Secretary (R)
- d) Joint Secretary (M)
- e) Joint Secretary (E)
- f) Adviser (R)
- g) Adviser (E)

2. The following acting through their Chief Executives or their nominees :

- a) Indian Oil Corporation Ltd., New Delhi.
- b) Bharat Petroleum Corporation Ltd., Bombay
- c) Hindustan Petroleum Corporation Ltd., Bombay
- d) IBP Co. Ltd., Calcutta
- e) Madras Refineries Limited, Madras
- f) Cochin Refineries Limited, Cochin
- g) Gas Authority of India Ltd., New Delhi
- h) Lubrizol India Limited, Bombay
- i) Bongaigaon Refinery & Petrochemical Ltd., Bongaigaon
- j) Engineers India Ltd., New Delhi
- k) Oil Coordination Committee, New Delhi
- l) Centre for High Technology, Member Secretary
- m) Oil Industry Development Board.
- n) Indian Institute of Petroleum, Dehradun.

- 2.2 **Additional Members** : The General Body shall be entitled to admit additional members of the Society, who shall be societies, companies, corporations and/or other legal entities, the association of which as a member will, in the opinion of the General Body, be beneficial to the Society, and who shall agree to become members.
- 2.3 If the name of legal constitution of a member changes, the membership of that member shall continue under the changed name of legal constitution, as the case may be.
- 2.4 **Vacancies** : The General Body shall be entitled to fill up any vacancy before the cessation of the membership of an existing member of the Society.
- 2.5 **Cassation of Membership** : A member shall cease to be a member of the Society if its legal entity is wound up, dissolved or abolished, as the case may be, by any process of law.
- Subject thereto, a member shall not cease to be a member unless the member resigns and the resignation of the member is accepted by the General Body. The reason for Refusal/Termination shall be intimated to the person/member concerned.
- 2.6 **Membership Fee** : There shall be no membership fee payable by the members.
- 2.7 The quorum of the meeting shall be one-third of the total membership for the time being of Society,

or six members which ever is higher. Should the division result in a fraction, fraction of less than one-half shall be ignored, and fraction in excess of one-half shall count as one.

2.8 **Chairman & Vice-Chairman of Society :** Secretary, Department of Petroleum and Natural Gas will be the Chairman of the Society. The Department of Petroleum and Natural Gas may also nominate a Vice-Chairman of the Society.

2.9 **Meeting :** A meeting of the General Body may be summoned by the Executive Director-cum-Secretary on the Resolution of the Governing Body, or if required to do so, by not less than six members of the Society.

2.10 If the Executive Director-cum-Secretary fails to summon a meeting within twenty-one days of being required to do so on requisition by not less than six members of the Society, the requisitionists may themselves summon the meeting.

2.11 The Agenda of the meeting shall be settled by the Governing Body in its meeting and shall be the Agenda proposed by the requisitionists on a meeting summoned by the Executive Director-cum-Secretary or the requisitionists on requisition as aforesaid.

2.12 The notice of the meeting shall be sent by post under registered cover to the members not less than twenty one days prior to the appointed date of the meeting, and shall specify the date, place and hour of the meeting and shall be accompanied by

a copy of the Agenda for the meeting and any explanatory or background note(s).

- 2.13 Unless otherwise required, all questions arising at meeting shall be decided by a majority of vote of the members represented at the meeting.
- 2.14 In the absence of the Chairman of the Society, the Vice-Chairman shall preside. In the absence of both Chairman and vice-Chairman, the members represented at the meeting shall elect one amongst the representatives present to act as Chairman of the meeting.
- 2.15 Once in every year, on or before the fourteenth day succeeding the day on which, according to rules of the Society, the annual General Meeting, of the Society is held, or, if the rules do not provide for an annual General Meeting, in the month of January, a list shall be filed with the Registrar of Societies of the names, addresses and occupations of the members of the Governing Body entrusted with the management of the affairs of the Society.
- 2.16 The annual meetings of the Society shall be held at the registered office of the Society or at any other place as may be decided by Chairman of Society.

### 3. **GOVERNING COUNCIL :**

- 3.1 The Management of the Society shall vest in the Governing Council which shall consist of representative of Ministry of Petroleum and Chemicals (Department of Petroleum & Natural Gas), and the Chief Executives of the Organisations

who are members of the Society for the time being (whether designated as Chairman, Managing Director, Chairman-cum-Managing Director or Director or otherwise) or their nominees, as per detail given in para 2 above and any other person co-opted into the Governing Council and ex-officio member of the Council referred to in sub 6.3 (1).

3.2 An ex-officio member of the Governing Council shall cease to be a member of the Governing Council as soon as he ceases to hold the office by virtue of which he is a member of the Governing Council and his successor in the office shall ipso facto become a member of the Governing Council in his place instead.

3.3 The Governing Council shall be entitled to amend the designation of the Chief Executive of any member for the time being if such designation be altered to a designation different from that stated above or otherwise existing for the time being, and the provision thereof shall apply to such amended designation.

3.4 **Co-option** : The Governing Council shall have power to co-opt as members of the Governing Council, persons by name of office, who are directly or indirectly connected with petroleum or any allied industry where co-option into the Governing Council is considered beneficial to the Society.

3.5 The term of office of a person co-opted into the Governing Council shall unless such person previously resigns, shall remain co-opted member till the retirement from Governing Council, provided

that such person shall on retirement be considered eligible for fresh co-option.

**3.6 Chairman of Governing Council :** Subject to provision of Rule 2.8, the Secretary (Petroleum) shall be ex-officio Chairman of the Society. The Chairman of the Society shall be the Chairman of the Governing Council.

**3.7 Powers of the Governing Council :** It shall be the function of the Governing Council to carry out the objects of the Society aforesaid in the Memorandum of Association. Without prejudice to the generality of all powers and functions as shall be requisite to manage the affairs of the Society, the Governing Council shall be competent to do the following :

- i) Determine policies and priorities.
- ii) Determine major and long term research and development programmes, and their supervision.
- iii) Make appointments.
- iv) Handle funds
- v) Stimulate, motivate and co-ordinate regional and local expressions efforts of the members and other organisations and institutions with similar objects.
- vi) Receive and pass with modifications, if any, the Annual Working Report and Financial Report.

- vii) Receive and pass with modifications, if any, the audited annual statement of accounts and pass the budget.
- viii) Issue regulations for the Society and general instructions and guidelines to the Executive Director-cum-Secretary on any matter of policy.
- ix) Formulate, regulate and guide the relationship with response channelising agencies, Government agencies and local agencies.
- x) Mobilise resources.
- xi) Delegate all or any of its powers and functions to the Executive Director-cum-Secretary or to any other officer of the Society.
- xii) To frame conditions of service or other rules pertaining to the conditions of service conduct or discipline of officers and other employees. The Governing Council may authorise any of its members or Executive Director-cum-Secretary of the Society to enter into contracts and agreements to receive funds on loans or grants to meet the expenditure of the Society, on the terms and conditions as laid down by the funding body subject to the approval of the Governing Council.
- xiii) The Governing Council may authorise any of its members or Executive Director-cum-Secretary of the Society to enter into contracts and agreements to pay money as grant to



other organisations which have been assigned research and development projects for the research work on the project, on terms and conditions as may be laid down.

- 3.8 **Business by circulation** : Any business of the Governing Council may be carried out by circulation amongst the members of the Governing Council and a Resolution approved by a majority of the members of the Governing Council, on circulation shall be deemed to have been carried.
- 3.9 **Meeting** : The Governing Council shall meet at least once every year, at which the Governing Council shall receive the Annual Working Report, the Financial Report, and the Audited Annual Statement of Accounts for the previous accounting year of the Society and the proposed budget and action plan of the Society for the coming accounting year, and shall pass these with or without modification. At the Annual Meeting, the Governing Council shall also appoint an Auditor or Auditors for the Society and the previous Auditor or Auditors shall be deemed to have been reappointed in the absence of a fresh appointment.
- 3.10 The meeting of the Governing Council shall be summoned by the Executive Director-cum-Secretary on the requisition of the Chairman.
- 3.11 The Agenda of the meeting shall be the Agenda proposed by the Chairman.
- 3.12 Notice of the meeting shall be sent in writing not less than seven days prior to the date of the

meeting, and shall specify date, place and hour of the meeting, and shall be accompanied by a copy of the Agenda for the meeting and any explanatory Note(s). Additional items not included in the Agenda for the meeting may be considered at the meeting with the permission of the Chairman of the meeting.

3.13 The quorum for the meeting shall be one-third of the total strength of the Governing Council for the time being or three members, whichever is higher. Should the division result in a fraction, fraction of less than one-half shall be ignored, and fraction in excess of one-half shall count as one.

3.14 If there is no quorum, within 3 (three) hours of the appointed time of the meeting a fresh meeting shall be summoned for the same business, and if there is no quorum at the fresh meeting summoned, the members of the Governing Body then present shall constitute the quorum so long they are not less than two in number.

3.15 All questions arising at the meeting shall be decided by majority of votes of the members of the Governing Body.

3.16 If the Chairman is not present, the Vice-Chairman shall chair the meeting. Whenever Chairman & Vice-Chairman, both are not present within 30 (thirty) minutes of the time appointed for a meeting, the members of the Governing Council present at the meeting shall elect from amongst themselves any other person to act as Chairman of the meeting, who shall also have a second or casting vote in the event of an equality of votes.

3.17 In the first meeting of the Governing Council every year, the detailed programme of activities will be discussed. The Governing Council after its Annual Meeting, reviewing progress in the year, shall report the major programmes and policies to the Department of Petroleum & Natural Gas, Government of India, pointing out specifically the achievements made by the Society.

#### **4. EXECUTIVE COMMITTEE :**

4.1 There shall be an Executive Committee consisting of Joint Secretary (R), Adviser (R), Secretary (OIDB) and ED, CHT and any other member appointed by Governing Council. Joint Secretary (R) shall be the Chairman of the Executive Committee.

Any business of the Executive Committee may also be carried out by circulation amongst the members of the Executive Committee.

The Executive Committee shall meet as often as required.

4.2 The Executive Committee shall, subject to direction of the Governing Council, be primarily responsible for implementing the plans and programmes and shall in addition have power to :

- i) Approve development expenditure involved in technology acquisition, project studies, laboratory/pilot plant commercial investigations; field programmes etc. upto a value of Rs. 100 lakhs.

- ii) Initiate and issue standing instructions and guidelines for the conduct of day-to-day affairs.
- iii) Examine and initiate matters of policy on any matter which it feels appropriate for consideration and acceptance by the Governing Council.
- iv) Exercise general and any other delegated functions.
- v) Make Annual Reports to the Governing Council.
- vi) Co-ordinate the various functions and activities of the Society.
- vii) Carry out the directions of the Governing Council.
- viii) Power to appropriate funds among approved R&D projects.

## **5. ADVISORY COMMITTEE :**

- 5.1 CHT as a centralised organisation of the oil industry shall identify the R&D programmes of relevance to the industry and sponsor them for development for commercial exploitation. The identification, funding and monitoring of such developmental projects shall be done by CHT after due approvals of the Governing Council. However, these major R&D programmes shall be selected, for recommending to the Executive Committee/ Governing Council, by an Advisory Committee consisting of Director, IOC (R&D) Director, EIL

(R&D), Adviser (R) and ED, CHT along with one or two outside experts or Directors of Refineries/ Marketing Co-opted, depending upon the subjects. Secretary of OADB shall be ex-officio member of this committee. This committee will look into :

- a) Feasibility
- b) Technical programme involved
- c) Need and relevance to the industry
- d) Time frame in which it is required
- e) Capability of the organisation to do this work in terms of expertise and infrastructure.
- f) Potential users
- g) Financial requirements and
- h) any other relevant factors

5.2 This Committee will also review periodically the progress of implementation of these programmes and advise Executive Committee/Governing Council.

5.3 This Committee shall be presided over by adviser (R)

## **6. OFFICERS AND THEIR DUTIES :**

6.1 The officers of the Society will include one or more of the following. One officer may combine the functions of another office.

1. Executive Director-cum-Secretary
2. Financial Adviser and Chief Accounts Officer (FA&CAO).
3. Other Officers and staff.

6.2 The Governing Council may also appoint part time or short term consultants as may be necessary for the performance of the functions of the Society on such terms and conditions as it may determine from time to time.

### 6.3(1) Executive Director-cum-Secretary

- a) The Executive Director shall be nominated by Ministry of Petroleum & Chemicals (Department of Petroleum & Natural Gas) and his duties, powers and conditions of service shall be determined by the Governing Council. The Executive Director will be an ex-officio member of the Governing Council.
- b) The Executive Director shall be the Executive Officer responsible for the day-to-day executive activities and functions of the Society. The Executive Director shall, subject to the control of the Governing Council, primarily be responsible for the direction of the programme and activities of the Society.
- c) The Executive Director shall also act as the Secretary of the Society. In addition to any

other duties or functions of the Executive Director, as Secretary he shall be primarily responsible for ensuring compliance by the Society of all statutory requirements.

d) In the absence of the Executive Director-cum-Secretary appointed by the Governing Council or if the circumstances so warrant, the Chairman may designate any other officer as Secretary to discharge the statutory functions of the Society.

e) The Governing Council may, if it considers necessary to do so, transfer the functions of Secretary of any other officer or appoint an officer as Secretary and fix his duties, powers and conditions of service, upon which the Executive Director shall cease to be Secretary of the Society.

f) The Secretary shall have the power to file and defend suits or other proceedings on behalf of the Society and shall have the powers to compromise, settle or refer to arbitration any dispute relating to the Society, subject to the direction of the Governing Council.

### **6.3 (2) Financial Adviser and Chief Accounts Officer (FA&CAO):**

The FA&CAO shall be an officer appointed by the Governing Council. Till such time as an officer is

so appointed, the FA&CAO of the oil Industry Development Board or any other officer may be asked to function as the FA&CAO of the Society by the Governing Council.

#### **6.4 Staff, Consultants and Advisers :**

The Governing Council shall have power to appoint other officer and staff, from time to time, as and when required, for carrying out the objects of the Society or in connection with its affairs.

#### **6.5 Terms of Engagement :**

- a) The Executive Director, FA&CAO and other officer and staff shall be drawn on deputation from the industry, R&D organisation and Government on tenure basis.
- b) Specialists from outside the oil companies, as considered necessary may also be appointed as consultants.
- c) Other officers, staff and consultants from other organisations may also be employed on contract, if necessary.
- d) Unless otherwise specified by the Governing Council an officer, staff or consultant, employed for the work of the Society may be an employee of any other body, organisation or institution.



## 7. MINUTES OF MEETINGS :

### 7.1 Record of Minutes :

- a) The Executive Director-cum-Secretary shall, as the Secretary of the Society, and the Secretary of the Governing Council maintain and record minutes of the meeting of the General Body of the Society and the Governing Council.
- b) The minutes in draft form prepared by the person responsible to maintain the minutes shall first be presented to the Chairman of the meeting for approval, and the minutes as approved by the Chairman shall be recorded by the Secretary in the relative minute book and signed by the Chairman of the meeting.
- c) The minutes shall be entered in a pre-bound book in which the pages have been consecutively numbered and marked.

### 7.2 Conclusiveness of Minutes :

A declaration by the Chairman of the meeting that a Resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the relative minute book containing the minutes shall be conclusive evidence of the fact without further proof of the number or proportion of the Votes cast in favour of or against the Resolution.

7.3 All contracts shall be executed on behalf of the Society by the officer(s) of the Society as authorised by the Chairman of the Society.

## 8. **FINANCE, BUDGET AND ACCOUNTS :**

### 8.1 **Accounting Year :**

The accounting year of the Society shall unless otherwise determined by the Governing Council, be from 1st April of each year to 31st March of the following year.

### 8.2 **Funds :**

The funds of the Society, shall consist of the following :

- a) Grants and loans made by or through the Government of India or any State Government or the Oil Industry Development Board.
- b) Donations and contributions from other sources.
- c) Receipts of the Society from other source including oil industry.
- d) Receipts from any international source including UN Agencies received through the Government of India.
- e) In addition to the above, the funds of the Society shall consist of all money (Capital or

Revenue or the monetary conversion of any property) in the hands of the Society, and all funds shall be under the control of the Governing Body and the funds of the centre shall be utilised for fulfilment of aims & objects.

- f) The Society shall have such bank accounts with nationalised/Scheduled Banks and shall be operated by two officers of the Society as authorised by the Governing Council of the Society.

### **8.3 Budget:**

The Society shall in each year, the year being 12 months from April to March prepare a budget for the Society for the ensuing year and discuss it in a meeting of the Governing Council as item of the Agenda and shall thereafter submit it for approval of the Central Government and/or the Oil Industry Development Board on or before as may be specified by the Government.

- a) No expenditure shall be incurred until the budget is approved by the Central Government and/or the Oil Industry Development Board.
- b) The Budget shall be prepared in accordance with such instructions as may be issued from time to time and be in such form as the Central Government and/or the Oil Industry Development Board may direct and shall include a statement of :

- i) the estimated opening balance
  - ii) the estimated receipts
  - iii) the estimated expenditure classified under suitable heads and sub-heads and
  - iv) estimated closing balance
- c) Supplementary estimates of expenditure, if any, shall be submitted for the approval of the Central Government and/or the Oil Industry Development Board in such form and on such dates as may be directed by the Central Government in this behalf.

#### 8.4 **Accounts of the Association:**

- a) The Society shall maintain proper accounts and other relevant records and prepare an annual statement of accounts including the balance sheet in such form as may be prescribed by the Government of India and/or the Oil Industry Development Board.
- b) The accounts of the Society shall be audited annually by qualified auditor appointed for the purpose by the Governing Council.

#### 9. **Bye-Laws of the Society :**

The Society shall have powers to frame, amend or repeal any bye-laws for the furtherance of its objects.

10. **DELEGATION OF POWERS :**

The Society or the Governing Council may by Resolution, delegate to the Executive Director-cum-Secretary such of its powers for the conduct of affairs of the Society as may be considered necessary and subject to such conditions as may be imposed.

11. **CONTRACTS :**

All contracts shall be executed on behalf of the Society by the Executive Director-cum-Secretary or an officer of the Society authorised by the Governing Council.

12. **GENERAL :**

No act or proceedings of the Society or the Governing Council shall be deemed to be invalid by reasons merely of any deficiency in, or any defect in the Constitution of the Society or the Governing Council as the case may be.

13. **SUITS**

The Society may sue or be sued in the name of the Executive Director-cum-Secretary, as per provisions laid down under Section 6 of the S.R. Act 1860 as applicable to the Union Territory of Delhi.

#### **14. AMENDMENTS:**

Subject to the provisions of Section 12 & 12 A of the Societies Registration Act, 1860, the Memorandum and Articles of the Society may be amended by the General Body of the Members of the Society, by two-third majority of the members represented at an ordinary meeting of the Governing Council voting in support of the amendment, or by two-third majority of the members, for the time being of the society, signifying their acceptance of the amendments on a Resolution circulated to all the members of the Society. Provided however that the Memorandum or Articles of the Society shall not be amended except with the consent of the Central Government.

#### **15. DISSOLUTION:**

15.1 The Society may be dissolved by three-fifth of its members voting for the dissolution of the Society at a meeting of the General Body of the members or on a Resolution in this behalf circulated to all the members of the Society. Society may be dissolved in accordance with the provisions laid down under Section 13 & 14 of S.R. Act 1860.

15.2 The liability of the member is limited. In the event of the society being wound up, such member shall contribute to the costs, charges and expenses of winding-up the Society such amount as may be required, but not exceeding a sum of Rs. 50/- (Rupee fifty only) each.

- 15.3** The income and property of the Society, however derived, shall be applied towards the promotion of the object thereof subject nevertheless in respect of the expenditure of grants made by the Central Government to such limitation as that Government may from time to time impose. No portion of the income and property of the Society shall be paid or transferred, directly or indirectly by way of dividends, bonus or otherwise who at any time are or have been members of the Society or to any of them or to any person claiming through them or any of them provided that nothing therein contained shall prevent the payment, in good faith, of remuneration of any member thereof, or other persons, in return for any service rendered to the Society.
- 15.4** If on the winding up or dissolution of the Society, there shall remain after the satisfaction of its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society or any of them, but shall consistently with the objects of the Society be dealt with in such manner as the Central Government determine.
- 15.5** Once in every year, a list of office bearers and members of Governing Council shall be filed in the office of Registrar of Societies as required under Section 4 of the S.R. Act 1860. All the provisions of

the Societies Registration Act XXI of 1860 (Punjab Amendment Act, 1957 as extended to the Union Territory of Delhi) will apply to this Society.

Certified that this is a true copy of the Rules and Regulation of the Society named CENTRE FOR HIGH TECHNOLOGY, NEW DELHI

Sd.  
(Chairman)

Sd.  
(Member)

Sd.  
(Member)