

## **Bye-laws of The Institution of Railway Signal Engineers – Indian Section**

### **Objectives.**

1. The Objectives for which "The Institution of Railway Signal Engineers Indian Section" Is established are:-
  - (a) To foster the interests and objects of "The Institution of Railway Signal Engineers" in India.
  - (b) To encourage and promote Meetings between the Indian Members of the "Institution" for the purpose of discussion, reading papers or otherwise carrying into effect the objectives of the "Institution".
  - (c) To arrange visits by Members to other Railway Organization/s or Works of interest.
  - (d) To promote and encourage any other form of activity for the advancement of the Science and practice of Railway Signalling and/or Communications.

### **Office.**

2. The Working Office of the "Indian Section" shall be at Bangalore. This office shall be registered at Delhi. The location of the working office may be changed if agreed at an Annual General Meeting.

### **Name.**

3. The Name of the Trust shall be "The Institution of Railway Signal Engineers – Indian Section", hereunder referred to as the "Trust".

### **Interpretation.**

4. 1) In these Rules, unless the contrary intention appears:-
  - "Trust" means the Institution of Railway Signal Engineers – Indian Section.
  - "Committee" means the Committee of Management in the Trust.
  - "Financial year" means the year ending on 31st. December.
  - "General Meeting" means a General Meeting of Members convened in accordance with Clause 10,11.
  - "Institution" means the Institution of Railway Signal Engineers.
  - "Member" means a Member of the Trust.
  - "Local Chapter" means a geographical group of Trust members
  - "Ordinary Member of the Committee" means a Member of the Committee who is not an officer of the Trust under Clause 23.
  - "The Act" means Indian Trust Act 1882.
  - "The Regulations" mean regulations under the Act.
- 2) In these Bye-laws, a reference to the Secretary of Trust is a reference:-
  - (a) where a person holds office under these Rules as Secretary of the Trust to that person and
  - (b) in any other case, to the other officers of the Trust.

### **Application for Membership.**

5. 1) Membership of the Trust is to consist only of those persons who are registered as Members of the Institution.
- 2) A person who is not a member of the Institution, but is desirous of becoming a member of the Institution on payment of the entrance fee and annual subscription payable under these rules, needs to apply to the Institution for membership of the Institution as provided for in these rules. Once he becomes a member of the Institution, he is eligible to be a Member of the Trust.
- 3) A person who is not a Member of the Trust at the time of the incorporation of the Trust, but is a member of the Institution (or who was such a Member at that time but has ceased to be a Member) shall not be admitted to membership:-

- (a) unless he is nominated as provided in sub-clause (4) and
  - (b) his admission as a Member is approved by the Committee
- 4) A nomination of a person for membership of the Trust:-
- (a) shall be made in writing and
  - (b) shall be lodged with the Secretary of the Trust.
- 5) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.
- 6) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- 7) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the Trust and request confirmation of payments of the entrance fees and/or annual subscription as payable to the Institution).
- 8) The Secretary shall, upon payment of the amounts referred to in clause 6, enter the nominee's name in the Register of Members kept by him and, upon the name being so entered, the nominee becomes a Member of the Trust.
- 9) A right, privilege, or obligation of a person by reason of his membership of the Trust:-
- (a) is not capable of being transferred or transmitted to another person;
  - (b) terminates upon the cessation of his membership whether by death or resignation or otherwise
- 10) (a) Membership of the Trust shall be limited to the members of the Institution of Railway Signal Engineers.
- (b) The grading of Members in the Trust shall be in accordance with their gradings in the Institution.
- 11) A Member ceasing to be a Member of the Institution shall cease to be a Member of the Trust.

**Entrance Fee and Annual Subscription.**

6. 1) The entrance fee is Nil
- 2) The Annual subscription for Trust's membership is payable in advance on or before the 1st day of July in each year and the sum shall be as set by the Institution from time to time.

**Register of Members.**

7. The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the register shall be available for inspection by Members at the address of the Public Officer.

**Resignation and Expulsion of Members.**

8. 1) A Member of the Trust who has paid all moneys due and payable by him to the Trust may resign from the Trust by first giving one month's notice in writing to the Secretary of his intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- 2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the Register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.
9. 1) Subject to these Rules, the Committee may by resolution:-

- (a) expel a Member from the Trust;
- (b) suspend a Member from membership of the Trust for a specified period, or
- (c) fine a Member in accordance with The Regulations, if the Committee is of the opinion that the Member :-
  - (i) has refused or neglected to comply with these Rules; or
  - (ii) has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Trust.
- (d) The committee shall grant 45 days to the member to file his/her defense and finalise the case within 45 days from the day of receipt of member's defense/ appeal, and there after the decision of the committee shall be final.

### **Annual General Meeting.**

- 10. 1) The Trust shall in each calendar year convene an Annual General Meeting of its Members.
- 2) The Annual General Meeting shall be held on such day as the Committee determines.
- 3) The Annual General Meeting shall be specified as such in the notice convening it.
- 4) The ordinary business of the Annual General Meeting shall be:-
  - (a) to confirm the Minutes of the last preceding Annual General Meeting and of any General Meeting held since that Meeting;
  - (b) to receive from the Committee reports upon the transactions of the Trust during the last preceding financial year and;
  - (c) to elect officers of the Trust and the ordinary Members of the Committee.
- 5) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 6) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
- 11. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 12. In order to promote activities throughout India, one or more Local Chapters of the Trust may also be formed if proposed and agreed during an Annual or Special General Meeting.
- 13. 1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Trust and, where, but for this sub-clause, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- 2) The Committee shall, on the requisition of Members representing not less than 5% of the total number of Members, convene a Special General Meeting of the Trust.
- 3) The requisition for a Special General Meeting shall state the objects of the Meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 4) If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 5) A Special General Meeting convened by Members in pursuance of these Bye-laws shall be convened in the same manner as nearly as possible as that in which those Meetings are convened by the Committee and all reasonable expenses incurred in convening the Meeting shall be refunded by the Trust to the persons incurring the expenses.

**Notice of Meeting.**

14. 1) The Secretary of the Trust shall at least 14 days before the date fixed for holding a General Meeting of the Trust, cause to be sent by ordinary or electronic means to each Member of the Trust a notice in accordance with Rule 32, stating the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.
- 2) No business other than that set out in the notice convening the Meeting shall be transacted at the Meeting.
- 3) A Member desiring to bring any business before a Meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

**Proceedings at Meetings.**

15. 1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- 2) No item of business shall be transacted at a General Meeting unless a quorum 12 (twelve) of Members entitled under these Rules to vote is present during the time when the Meeting is considering that item.
- 3) 12 (twelve) Members personally present (being Members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 4) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present the Meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to one hour later on the same day and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to Members given before the day to which the Meeting is adjourned) at the same place and if at the adjourned Meeting the quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the Members present [being not less than 7(seven)] shall be a quorum.
16. 1) The Chairman or in his absence, the Vice-Chairman, shall preside as Chairman at each General Meeting of the Trust.
- 2) If the Chairman and the Vice-Chairman are absent from a General Meeting, the Members present shall elect one of them to preside as Chairman at the Meeting.
17. 1) The Chairman of a General Meeting at which a quorum is present may, with the consent of the members present adjourn the Meeting from time to time and place to place, but no business shall be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.
- 2) Where a Meeting is adjourned for 14 days or more, a like notice of the adjourned Meeting shall be given as in the case of the General Meeting.
- 3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.
18. A question arising at a General Meeting of the Trust shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Trust is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
19. 1) Upon any question arising at a General Meeting of the Trust, a Member has one vote only
- 2) All votes shall be given personally.
- 3) In the case of an equality of voting on a question, the Chairman of the Meeting is entitled to exercise a second or casting vote.

20. 1) If at a Meeting a poll on any question is demanded by not less than three Members, it shall be taken at that Meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the Meeting on that question.
- 2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the Meeting as the Chairman may direct.
21. A Member is not entitled to vote at any General Meeting unless all moneys due and payable by him to the institution have been paid other than the amount of the Annual subscription payable in respect of the current financial year.
22. 1) The affairs of the Trust shall be managed by a Committee of Management constituted as provided in Rule 23, 24 and 25
- 2) The Committee:-
- (a) shall control and manage the business and affairs of the Trust;
- (b) may, subject to these bye-laws and the Act, exercise all such powers and functions as may be exercised by the Trust other than those powers and functions that are required by these rules to be exercised by General Meetings of the Members of the Trust; and
- (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Trust.
23. (1) The Officers of the Trust shall be:-
- (a) a Chairman
- (b) a Vice-Chairman
- (c) a Secretary/Treasurer
- The Chairman and Vice-Chairman shall be "Fellows", "Members" or "Associate Members" of the Institution. All other Office Bearers except Secretary/Treasurer shall be members of the Institution. The Chairman shall be a Member, ex officio, of all Committees.
- 2) The provisions of Rule 23 so far as they are applicable and with the necessary modifications apply to and in relation to the election of persons to any of the Offices mentioned in sub-clause (1).
- 3) Each Officer of the Trust shall hold Office until the Annual General Meeting next after the date of his election but is eligible for re-election.
- 4) In the event of a casual vacancy in any Offices referred to in sub-clause (1), the Committee may appoint one of its Members to the vacant Office and the Member so appointed may continue in Office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.
24. (1) Subject to Section 23 of the Byelaws, the Committee shall consist of:-
- (a) The Officers of the Trust; and
- (b) 11 to 15 ordinary Members, half of whom shall be elected at each Annual General Meeting of the Trust for a two year term. Retiring Committee Members shall be eligible for re-election; and
- (c) The Indian Country Vice-President
- (d) The immediate two past Chairmen of the Section
- 2) Each ordinary Member of the Committee shall, subject to these Rules, hold Office until the second Annual General Meeting next after the date of his election but is eligible for re-election.
- 3) In the event of a casual vacancy occurring in the Office of an ordinary Member of the Committee, the Committee may appoint a Member of the Trust to fill the vacancy and the Member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting at which the vacating Committee Member would have stood for re-election.

**Election of Officers and Vacancy.**

25. 1) Nominations of candidates for election as Officers of the Trust or as ordinary Members of the Committee:-
- (a) shall be made in writing, signed by two Members of the Trust and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) and
  - (b) shall be delivered to the Secretary of the Trust not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 4) If the number of nominations exceeds the number of vacancies to be filled a ballot shall be held.
- 5) The ballot for the election of Officers and ordinary Members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another Office for election at the same election.
26. 1) For the purposes of these bye-laws, the Office of an Officer of the Trust or of an ordinary Member of the Committee becomes vacant if the officer or Member -
- (a) ceases to be a Member of the Trust;
  - (b) becomes an insolvent under administration within the meaning of the Act; or
  - (c) resigns his Office by notice in writing given to the Secretary.
- 2) The Returning Officer shall be elected by the Committee from the members of the Committee responsible for conducting elections.
- (3) The Secretary/Treasurer shall be appointed by the Committee.

**Proceedings of Committee**

27. 1) The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine. In addition to the three face-to-face meetings, committee business, including Special Meetings, may be carried out by teleconference or videoconference.
- 2) Special Meetings of the Committee may be convened by the Chairman or by any 4 of the Members of the Committee.
- 3) Notice shall be given to Members of the Committee of any special Meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such Meeting.
- 4) At least 50% of total of the Committee members appointed at that time shall constitute a quorum for the transaction of the business of meeting of the Committee.
- 5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the place and time and date determined by the Officers unless the Meeting was a Special Meeting in which case it lapses.
- 6) At meetings of the Committee:-
- (a) the Chairman or in his absence the Vice-Chairman shall preside; or
  - (b) if the Chairman and the Vice-Chairman are absent, such one of the remaining Members of the Committee as may be chosen by the Members present shall preside.

- 7) Questions arising at a Meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or if demanded by a Member by a poll taken in such manner as the person presiding at the Meeting may determine.
- 8) Each Member present at a Meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the Meeting) is entitled to one vote and in the event of an equality of votes on any question the person presiding may exercise a second or casting vote.
- 9) Written notice of each Committee Meeting shall be served on each Member of the Committee in accordance with Rule 32, at least seven days before the date of the Meeting.
- 10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.
- 11) Any Committee Member, even though not present in the meeting, shall be entitled to have his views on any subject on the agenda for the Meeting, read to the Committee by the Secretary/ an officer of the committee in the committee.
- 12) The Committee shall be empowered to appoint Sub-Committees when required and shall be empowered to co-opt any Member to serve on such Committee.

#### **Secretary/Treasurer.**

28. 1) The Secretary/Treasurer of the Trust:-
  - (a) shall keep Minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting in books provided for that purpose together with a record of the names of persons present at Committee Meetings.
  - (b) shall collect and receive all moneys due to the Trust and make all payments authorised by the Trust; and
  - (c) shall keep correct accounts and books showing the financial affairs of the Trust with full details of all receipts and expenditure connected with the activities of the Trust.
- 2) The accounts and books referred to in sub-clause (1) shall be available for inspection by Members.
- 3) A statement of the income and expenditure, signed by two members of the Committee, together with a copy of the minutes of the Committee shall be issued to the Institution annually for inclusion in the records of the Institution.

#### **Removal of Committee Member.**

29. 1) The Trust in General Meeting may by resolution remove any Member of the Committee before the expiration of his term of Office and appoint another Member instead to hold Office until the expiration of the term of the first-mentioned Member.
- 2) Where the Member to whom a proposed resolution referred to in sub-clause (1) makes representation in writing to the Secretary or Chairman of the Trust (not exceeding a reasonable length) and requests that they be notified to the Members of the Trust, the Secretary or the Chairman may send a copy of the representations to each Member of the Trust or if they are not so sent the Member may require that they be read out at the Meeting.

#### **Funds.**

30. 1) All Cheques, Drafts, Bills of Exchange, Promissory Notes and other Negotiable Instruments shall be signed by two Members of the Committee.
- 2) The funds of the Trust shall be derived from membership fees, donations, securities and investments of the Trusts. The Trust shall not be run for private profit of a member or members. Any balance at the end of the financial year shall be carried over for furthering the objects of the Trust.
- 3) Three Committee Members shall be nominated by the Committee as signatories.

**Seal.**

- 31. 1) The Common Seal of the Trust shall be kept in the custody of the Secretary/Treasurer.
- 2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two Members of the Committee or of one Member of the Committee and of the Public Officer of the Trust.

**Alteration of bye-laws.**

- 32. These bye-laws of the Trust shall not be altered except in accordance with the Act. Any changes to the bye-laws are subject to prior approval by the Council of the Institution.

**Notices.**

- 33. Any notice that is required to be given to a member on behalf of the Trust under these rules may be given by delivering to the member personally or Facsimile transmission or electronic transmission. The members shall be required to provide appropriate details for delivery of messages through electronic means.

**Winding Up or Cancellation.**

- 34. In the event of the winding up or the cancellation of the Registration of the Trust, which must be carried out at a special general meeting, any assets remaining after satisfaction of all debts and liabilities will be transferred to the IRSE head office in the United Kingdom.

**Custody of Records.**

- 35. Except as otherwise provided in these Rules, the Secretary/Treasurer shall keep in his custody or under his control all books, documents and securities of the Trust.

**Copyright**

- 36. a) Every paper presented to the Trust and accepted for reading or for publication in full or in abstract, and every paper read before the Trust, and the copyright thereof, shall be the property of the Institution.
- b) The IRSE Council, in such cases as they think fit, shall have power to release or surrender the rights of the Institution in respect of any such paper or the copyright thereof.
- c) The right of publishing all such papers and the report of the proceedings and discussions at meetings of the Institution or of the Local Sections shall be reserved to the Council who may, as they think fit, give their consent to publication in approved cases.

**Auditor.**

- 37. An Auditor shall be appointed by the Committee and he shall report on the books and accounts kept by the Secretary/Treasurer, prior to the Annual General Meeting.

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