

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

### **Objectives.**

1. The Objectives for which "The Institution of Railway Signal Engineering Indian Section" Is established are:-
  - (a) To foster the interests and objects of "The Institution of Railway Signal Engineering" 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 6<sup>th</sup> Floor, Office Block 2, NBCC Towers East Kidwai Nagar, New Delhi . Association shall be registered at Delhi as mutually decided by the trustees. The correspondence address for all purpose presently will be "The Institution of Railway Signal Engineering - Indian Section. The location of the working office may be changed if agreed at an Annual General Meeting.

### **Name.**

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

### **Interpretation.**

4. 1) In these Rules, unless the contrary intention appears:-
  - "Trust" means the Institution of Railway Signal Engineering – 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 Engineering.
  - "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 Association is a reference:-
  - (a) where a person holds office under these Rules as Secretary of the Association to that person and
  - (b) in any other case, to the other officers of the Association.

### **Application for Membership.**

5. 1) Membership of the Association is to consist only of those persons who are registered as Members of the Institution.
- 2) a. 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 Association.

- b. A person who is not a member of the Institution, and cannot become due to various reasons but is desirous of becoming a member of the Association on payment of the entrance fee and annual subscription payable under these rules, needs to apply to the Association for membership as provided for in these rules. Once he becomes a member of the Association, he is eligible to be a Member of the Committee. But such members can not use titles used by IRSE.
- 3) A person who is not a Member of the Association at the time of the incorporation of the Association, 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 Association:-
    - (a) shall be made in writing and
    - (b) shall be lodged with the Secretary of the Association.
  - 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 of the Association shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the Association 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 Association.
  - 9) A right, privilege, or obligation of a person by reason of his membership of the Association: -
    - (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 Association shall be limited to the members of the Institution of Railway Signal Engineers. Except as in para 10.c
    - (b) The grading of Members in the Trust shall be in accordance with their gradings in the Institution.
    - (c) For those members which are approved for membership without being member of IRSE, based on approval of the Committee after having satisfied that though possesses the requisite competence and qualifications but due to financial limitations he is not able to directly join IRSE. Such members must be actively pursuing professional, educational developmental activities pertaining to S&T engineering.
  - 11) A Member ceasing to be a Member of the Institution shall cease to be a Member of the Association except those joined as per provisions of Clause 10 (c )

#### **Entrance Fee and Annual Subscription.**

6.
  - 1) The entrance fee is Nil for those who are members of IRSE, however for those members who join as per provisions of clause 10 (c ) shall have to pay an annual fee of INR 2000/-
  - 2) Annual subscription shall be collected by association on behalf of willing members of Indian Section in Indian Rupees as per the invoices generated by Institution / Association and subsequent conversion rate decided by the Association

**Register of Members.**

7. The Secretary, Association 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 Office of Secretary Association

**Resignation and Expulsion of Members.**

8. 1) A Member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association 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 Association 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 Association;
- (b) suspend a Member from membership of the Association 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 Association
- (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 Association shall in each calendar year convene an Annual General Meeting of its Members in Hybrid mode.
- 2) The Annual General Meeting shall be held on such day as the Committee determines and approved by the Association.
- 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 Association during the last preceding financial year and;
- (c) to elect officers of the Association/ Committee 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 Association 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 Association

and, where, but for this sub-clause, more than 15 months would lapse between Annual General Meetings, Association (Trust) 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 Association
- 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 Association 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 Association to the persons incurring the expenses.

#### **Notice of Meeting.**

14. 1) The Secretary of the Association shall at least 14 days before the date fixed for holding a General Meeting of the Association 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 general meetings including AGM can be held in hybrid mode. 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 7 (seven) of Members entitled under these Rules to vote is present during the time when the Meeting is considering that item.
- 3) 7 (seven 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 5(Five)] 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 Association.
- 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 Association 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 Association, 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 any other Officer 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/ association 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 Association 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 Association
  - (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 Association.
23. (1) The Officers of the Association shall be:-
- (a) a Chairman
  - (b) a Vice-Chairman
  - (c) a Secretary, Association
- The Chairman and Vice-Chairman shall be "Fellows", "Members" or "Associate Members" of the Institution. All other Office Bearers except Secretary 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 Association 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.
- 5) The total tenure of any elected officer on a particular post shall not exceed two consecutive tenures of 2 years each. After a colling off of two years they can again be eligible for the office of Officers of Association for the posts which that officer was occupying for at least two tenures of 2 years continuously.
24. (1) Subject to Section 23 of the Byelaws, the Committee shall consist of:-
- (a) The Officers of the Association and
  - (b) 11 to 15 ordinary Members, half of whom shall be elected at each Annual General Meeting of the Association 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 Association 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 Association or as ordinary Members of the Committee:-
    - (a) shall be made in writing, signed by two Members of the Association 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 Association 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 in hybrid manner – online as well as physical mode.
  - 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.
  - 7) All Committee members have to sign Code of Conduct of the Association. In case of any conflict of interest in the past/ present like supporting another non accredited licensing scheme for S&T engineers, or running competence development programs on similar lines as IRSE, shall be treated as conflict of interest and such a member can not become a Committee member or Officer of the association. Thus, on election such Office bearers have to give declaration about them about never promoting any conflicting licensing scheme or holding any other Office in other Society or Trust or Company having any conflict of business.
  - 8) Also minimum 33% representation to be given to Women members in the management committee. Due representation to be given to Industry and railway members including various categories from Technicians, supervisors, officers of railways and industry.
26. 1) For the purposes of these bye-laws, the Office of an Officer of the Association 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 of the committee 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. Secretary Committee to ensure the same.

- 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.

## 28. Roles:

### **1) Chairman Committee**

- a) To head the committee to manage day to day activities of the association.
- b) To spread the Objective of IRSE across various railways, metros, Chairman shall officially visit local chapters set up for this purpose in a year.
- c) Shall head sub committees to prepare Annual Report to be submitted to IRSE and Board of Trustees. He can co-opt Vice chairman in this. They can coopt a member from the committee.
- d) Two Officers from the Committee shall be authorized signatories in the Bank transactions alongwith Secretray Association being the other one representing Board of Trustee.

### **2. Secretary Association**

- e) The Secretary of the Association as a part of Board of Trustee, shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association with the help of Chairman Committee.

### **3. Secretary Committee**

f) 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. He shall also lead the charge of Membership enrollment from Railways and Industry. He shall be responsible for identifying CSR activities where Indian Section should participate. Shall be selected by the committee.

#### **4. Treasurer Committee**

- g) Shall collect and receive all moneys due to the Association from members and make all payments authorised by the Association and help Secretary Association in filing ITR etc. timely.
- h) The accounts and books referred to in sub-clause 4. (f) shall be available for inspection by Members.
- i) A statement of the income and expenditure, signed by all the three members of the Committee as per sub clause 1. (d), together with a copy of the minutes of the Committee shall be issued to the Institution and Association annually for inclusion in the records of the Institution & Association.

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

- 29. 1) The Association in General Meeting may by resolution remove any Elected 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 Association or Chairman of the Committee (not exceeding a reasonable length) and requests that they be notified to the Members of the Association the Secretary Association or the Chairman Committee may send a copy of the representations to each Member of the Association 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 one of the two or both the selected Members of the Committee and Secretary Association.
- 2) The funds of the Association shall be derived from membership fees, donations, securities and investments of the Trusts. The Association 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 Association.
- 3) Three Committee Members namely two from Officers of the Committee of Management and Secretary Association shall be nominated as signatories.

#### **Seal.**

- 31. 1) The Common Seal of the Trust shall be kept in the custody of the Secretary Association being a Trustee.
- 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 Association (Secretary association) .

#### **Alteration of bye-laws.**

- 32. These bye-laws of the Association 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 and board of Trustees and duly

notarized/ registered as per Trust Act of India.

### **Notices.**

33. Any notice that is required to be given to a member on behalf of the Association 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. -Winding up shall be done as per the Indian Trust Act.

### **Custody of Records.**

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

### **Copyright**

36. a) Every paper presented to the Association and accepted for reading or for publication in full or in abstract, and every paper read before the Association, and the copyright thereof, shall be the property of the Association with the permission of Institution, if it pertains to IRSE purview.
- 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. For papers pertaining to the institution
- 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. 1. An Auditor shall be appointed by the Committee and he shall report on the books and accounts kept by the Secretary Association, Treasurer Committee prior to the Annual General Meeting.
2. Association can hire a support staff on honorarium basis or temporary basis as per approval of Secretary Association and Chairman Committee. Honorarium shall be decided by the committee.

### **Defects of Procedure Immaterial:**

38. No act of trustees shall be invalidated by reason only of any vacancy in the Board of Trustees or any irregularity in the proceedings of the Board of Trustees or any committee thereof.

### **Amendments:**

39. No amendments to the Trust deed shall be made which may prove to be repugnant to the provisions of Section 2(15), , 11, 12 and 13 and 80G of Income Tax Act 1961 as amended from time to time.

### **Dissolution:**

40. In the event of dissolution or winding up of the trust the asset remaining on the date of dissolution shall under no circumstance be distributed among the trustees but the same shall be transferred to the other Trust. Society Association or Institution whose objectives are similar to those of this Trust

### **Voluntary Works:**

41. IRSE Indian Section is a Trust , and is supposed to undertake some public good and must undertake Voluntary works for deprived class or CSR work for certain years to qualify for the status of Charitable Association. Secretary Committee and Secretary Association shall jointly identify a few such initiatives for undertaking through Committee every year.