

MEMORANDUM OF ASSOCIATION

(1) NAME OF THE SOCIETY :

IN ENGLISH : " NON- CONVENTIONAL ENERGY DEVELOPMENT AGENCY, U.P.

IN HINDI : “वैकल्पिक ऊर्जा विकास संस्थान, उ०प्र०”

(2) ADDRESS OF THE SOCIETY

The address of the registered office of the society is Non conventional Energy Development Agency. U. P. B-46, Mahanagar Extension, Lucknow. Post Office-Lucknow, District - Lucknow- 226 006

(3) THE AREA OF OPERATION OF THE SOCIETY :

The Head quarters of the society shall be situated at Lucknow.

The area of operation of the society shall normally be the State of Uttar Pradesh but it may extend to other areas including State and Union Territories of Union of India for co-operation and collaboration in pursuit of its objects.

(4) OBJECTIVES OF THE SOCIETY :

- (a) To act as agency for Govt. of Uttar Pradesh, The society (Agency) shall function in respect of schemes conducted in state, and shall make every effort to harness the results of Non-conventional energy in other parts of the country and elsewhere for the benefit of the people of the State.
- (b) To formulate the implement projects aimed at supplementing energy requirements of the State by harnessing solar energy, bio energy, wind energy and other renewable sources of energy including micro hydel.
- (c) To identify, formulate and implement schemes relating to energy plantations.
- (d) To sponsor, coordinate or promote research programmes or projects of a developmental nature involving development of prototypes, pilot plant investigations etc. In the area of new sources of alternate energy.
- (e) To take up demonstration programme in the field of Non-conventional energy sources in order create awareness and popularise the utility aspect of non-conventional energy systems among the people.
- (f) To Standardise designs of renewable energy systems and provide consultancy services, and technical know how to the users, promoters and manufacturers of various systems and devices of renewable sources of energy and energy conservation.

- (g) To promote sales of equipment relating to alternate sources of energy by offering subsidy, marketing, publicity and such other support as may be found necessary.
- (h) To liaise with other Agencies in the country and / or abroad in the field of alternate sources of energy.
- (i) To co-operate and affiliate, if necessary, with other similar institutions, associations or bodies in India and abroad.
- (j) To advise the State Govt., Central Govt., Panchayats, Municipalities, Municipal Corporations and other local bodies and Semi Govt. agencies in the state and elsewhere on all such matters pertaining to alternate energy resources, as may be referred to it from time to time and to undertake on its own or in collaboration or through some other arrangement with national or international agencies programme of research, application, extension and development of energy resources.
- (k) To undertake or sponsor studies of environmental effect of energy generation, distribution and utilisation.
- (l) To sponsor or undertake techno-economic and socio-economic feasibility studies or cost benefit analysis with respect to additional and renewable sources of energy.
- (m) To provide technical, financial or other assistance for the formulation of programmes, designs and projects meant for extension of alternate energy development programme in the state.
- (n) To formulate and implement a broad based energy conservation programme including the scope for conservation of energy at the source of generation, at the state of distribution and/or consumption.
- (o) To take special steps to foster among the people the concept of utilisation of alternate sources of energy as a part of their life and environment.
- (p) To take advice and help of scientists, technologists and such other persons who have expertise in the field of non-conventional energy, for the promotion and development of non-conventional energy systems.
- (q) To develop and support centres of documentation, service, maintenance and supply of data including patent literature, current status reports etc. in the area of energy management and publish results on alternate sources of energy.
- (r) To acquire by gift, purchase, exchange, lease, hire or other wise any property movable or immovable and to construct, improve , alter, demolish or repair buildings works and constructions as may be necessary or convenient for carrying of the society.

- (s) To accept donations, grants, contributions or financial assistance from governmental, quasi governmental or private institutions, persons or any other sources with a view to fulfill all or any of the above objects.
- (t) To cooperate with any other body or persons as may be decided by the executive Committee.
- (u) To do all such or other things as may be incidental or conducive to the attainment of the above objects.

(5) NAME, ADDRESS AND OCCUPATIONS OF THE MEMBERS OF THE EXECUTIVE COMMITTEE.

Sl. No.	Address and occupation of the members.	
1-	Secy, to Govt. of U. P. Deptt. of Additional Sources of Energy.	(Chairman (Ex-officio)
2-	Secy. to Govt. of U. P. Deptt. of Finance or his representative.	Member
3-	Secy. to Govt. of U. P. Deptt. of Rural Development or his representative.	Member
4-	Secy. to Govt. of U. P. Deptt. of Planning or his representative.	Member
5-	Secy. Deptt. of Non-conventional Energy Sources, Govt. of India, or his representative.	Member
6-	Secy. to Govt. of U. P. Deptt. of Irrigation & Power or his representative.	Member
7-	Secy. to Govt. of U. P. Deptt. of Industry or his representative.	Member
8-	Secy. to Govt. of U. P. Deptt. of Hill Development or his representative.	Member
9-10	Two specialists nominated by State Government.	Members

11- Director- Non-Conventional Energy Development Agency Member-Secretary

6. We the several persons whose names and address are hereunder subscribed are desirous of being formed into a Society in prusance of this Memorandum of Association :

Sl.No.	Designation &	Name	Signature
1.	Secy to Govt. of U.P. Deptt. of Additional Sources of Energy	Shri H.L. Birdi	
2.	Secy. to Govt. of U.P. Finance Deptt.	Shri. J.P. Singh	
3.	Secy. to Govt. of U.P. Planning Deptt.	Shri Mata Prasad	
4.	Principal, Secy. to Govt. of U. P. Deptt. of Industries	Shri Mahesh Prasad	
5.	Secy. to Govt. of U. P., Deptt. of Rural Development	Shri Vishwanath Anand	
6.	Secy. to Govt. of U. P. Deptt. of Irrigation & Power	Shri R. K. Bhargava	
7.	Secy. to Govt. of U. P. Deptt. of Hill Development	Shri A. K. Das	
8.	Director, Non-conventional Energy Development Agency	Shri D. K. Mittal	

RULES OF THE SOCIETY

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(3) THE AREA OF OPERATION OF SOCIETY :

The Headquarters of the society shall be situated at Lucknow.

The area of operation of the Agency shall normally be the State of Uttar Pradesh but it may extend to other areas including States and Union Territories of Union of India for co-operation and collaboration in pursuit of its objects.

(4) MEMBERSHIP OF THE SOCIETY :

The following shall be the members of the society :

- (a) Members of the Executive Committee and those who have subscribed to the Memorandum of Association as first members of the society.
- (b) Members nominated by the state Government. A person shall be nominated as a member of the society by virtue of an office held by him. His membership shall terminate automatically when he ceases to hold that office, and the vacancy so caused shall be filled by his successor to that office.

The persons who will constitute the General Body as mentioned in clause (6) (A) shall be the members of the society.

(5) TERMINATION OF THE MEMBERSHIP :

A member of the Society or its Executive Committee shall cease to be a member, if he :

- (a) dies, or
- (b) resigns from his membership, or
- (c) becomes of unsound mind, or
- (d) becomes Insolvent, or

- (e) is removed by the State Govt., or
- (f) is convicted for any offence under I. P. C., or
- (g) ceases to hold the office by virtue of which he became the member.

(6) (A) **GENERAL BODY :**

The following persons whose address and occupations are given below shall constitute the General Body of the society :-

1-	Secy, to Govt. of U. P. Deptt. of Additional Sources of Energy.	Chairman
2-	Secretary to Govt. of U. P. Finance Deptt. or his representative.	Member
3-	Secretary to Govt. of U. P., Planning Deptt. or his representative.	Member
4-	Secretary to Govt. of U. P. Deptt. of Rural Development or his representative.	Member
5-	Secretary to Govt. of U. P., Energy Deptt. or his representative.	Member
6-	Secretary to Govt. of U. P., Industries Deptt. or his representative.	Member
7-	Secretary to Govt. of U. P., Hill Development Deptt. or his representative.	Member
8-	Secretary to Govt. of U. P. Deptt. of Housing and Urban Development or his representative.	Member
9-	Representative of Govt. of India, Deptt. of Non-Conventional Energy Sources.	Member
10-	Chief Conservator of Forest, U. P. or his representative.	Member
11-	Representative of the National Botanical Research Institute, Lucknow	Member

12-	Representative of Forest Research Institute, Dehradun.	Member
13-	Chariman, U. P. State Electricity Board, or his representative.	Member
14-	Director, Planning Research and Action Division, Lucknow.	Member
15-	Chief Engineer, Rural Engineering Deptt. U. P.	Member
16-	Chariman, U. P. Jal Nigam or his representative.	Member
17-	Managing Director, H. A. L. or his representative.	Member
18-	Representative of the B.H.E. L. Sultanpur.	Member
19-	Specialist nominated by Uttar Pradesh Shasan in the field of Solar, Wind, Bio, Micro-Hydel, and Energy Conservation.	Member

(6) (B) **EXECUTIVE COMMITTEE :**

As required under Section-2 of the Societies Registration Act (Act XXI of 1860) the names, occupations and addresses of persons who constitute the Executive Committee (Governing Body) for managing the affairs of the society, are as follows :-

Executive committee (Board of Governors)

1-	Secy. to Govt. of U. P. Deptt.of Additional Sources of Energy.	Chairman (Ex- officio)
2-	Secy. to Govt. of U. P. Deptt. of Finance or his representative.	Member
3-	Secy. to Govt. of U.P., Deptt. of planning or his representative.	Member
4-	Secy. to Govt. of U. P., Deptt of Rural Development or his representative.	Member

5-	Secy. to D.N.E.S. Govt. of India or his representative.	Member
6-	Secy., to Govt. of U. P. Deptt. of Irrigation & Power or his representative.	Member
7-	Secy. to Govt. of U. P. Deptt. of Industry or his representative.	Member
8-	Secy. to Govt. of U.P. Deptt. of Hill Development or his representative.	Member
9- &10	Two Sepcialists nominated by State Government.	Member
11-	Director, Non-conventional Energy Development Agency, U.P.	Member-Secy.

(7)

GENERAL BODY :

a) The General Body shall be constituted as in clause (6) (A).

b) **MEETING OF GENERAL BODY :**

- (i) The Annual General Meeting of the General Body shall take place once in every year.
- (ii) If the circumstances warrant, Extra-ordinary General Meeting (s) may be held during the same year.

c) **NOTICE OF THE RESTIN MEETING :**

- (i) In case of Annual General Meeting the Society shall give at least 14 days notice prior to the date of such meetings.
- (ii) In case of Extra-ordinary General Meeting (s) the notice of 7 days may be given prior to the date of holding of such meeting (s).

d) **QUORUM :**

At least 5 members of the General Body present at Annual General Meeting shall form the quorum.

If at any General Meeting number of members present is less than the required quorum,

the meeting shall be adjourned to a date not later than 7 days from the date of the original meeting informing the members of the date, time and place of the adjourned meeting and it shall thereupon be legal to dispose of the business at such adjourned meeting.

d) **FUNCTIONS AND DUTIES OF GENERAL BODY :**

The following, among other subjects, shall be dealt with in the Annual General Meeting:-

- (i) Confirmation of the minutes of the last general meeting.
- (ii) Approval of the programme of the activities of the society prepared by the Executive Committee for the ensuing year.
- (iii) Consideration of the balance sheet and the annual report for the previous financial year.
- (iv) Consideration of the budget for the ensuing year.
- (v) Nomination, if any, of the members of the Executive Committee in accordance with the provisions in the rules.
- (vi) Consideration of any other matter as may be brought before the Annual General Meeting by the Executive committee.

f) **PROCEEDINGS OF THE MEETING :**

- (i) In a meeting the subjects shall be taken up for consideration in the order as mentioned in the agenda unless the chairman of the meeting agrees to change the order.
- (ii) All matters before a meeting shall be decided in the form of a resolution passed by a majority of votes of the members present unless a specific majority is required by any rule and in case of equality of votes the chairman of the meeting shall have a casting or second vote. The minutes of the proceedings of all meetings shall be recorded in a book/register to be kept for the purpose and minutes shall be signed by the chairman of the meeting as well as by the Director of the Society.
- (iii) The Chairman of the Society or in his absence a member elected by the members present at the meeting shall preside over the meeting.
- (iv) The person presiding at the meeting shall conduct proceedings in such a manner as may be conducive into expeditious and satisfactory disposal of business and shall decide all points of order at the meeting.

(8) **EXECUTIVE COMMITTEE :**

- A) (i) The number of members of Executive Committee shall be determined by General Body.

Secretary to the Government of U.P., Department of Additional Sources of Energy shall be its ex-officio Chairman.

(ii) The Executive Committee shall be constituted as in clause (6) (B).

B) MEETINGS OF THE EXECUTIVE COMMITTEE :

(i) The Executive Committee shall ordinarily meet once in every three months.

(ii) Provided that the Chairman may, on his own initiative or requisition of at least 4 members of the Executive Committee summon a meeting of the Executive Committee at any time.

C) NOTICE OF THE MEETING :

Not less than 7 days notice shall be given for every meeting of the Executive Committee. In case of emergency shorter notice may be given with the prior approval of the Chairman of the Society.

D) QUORUM :

Four members shall constitute a quorum for any meeting of the Executive Committee. If at any meeting the number of members present is less than the required quorum the Chairman shall adjourn the meeting to a date not later than 7 days from the date of the original meeting informing the members the date, time and place of the adjourned meeting.

E) FILLING UP OF VACANCY IN EXECUTIVE COMMITTEE :

(i) A person is nominated a member of the society by virtue of an office held by him. His member shall terminate when he ceases to hold that office and the vacancy so caused shall be filled by his successor to that office.

(ii) Whenever a member desires to resign from the membership of the society, he shall address his resignation to the Director of the Society and submit the same to him. His resignation shall take effect on its acceptance by the Chairman of the Executive Committee.

(iii) State Govt. may fill up any vacancy caused by resignation or by any other reason.

(iv) If a member is unable to attend the meeting, he may nominate a person to take his place in the meeting as a member. Such a person shall be entitled to vote at the meeting.

F) FUNCTIONS AND DUTIES OF THE EXECUTIVE COMMITTEE :

The Executive committee shall be the Governing Body of the Society. The duties and functions of the Executive Committee shall be as follows :-

- (i) To consider the creation of posts of the employees in the society.
- (ii) To advice, guide, supervise the working of the society.
- (iii) To sanction expenditure on establishment and other activites and contingent expenditure as well as to approve the annual budget before putting it for consideration of the General Body.
- (iv) To vest the financial powers in the officers of the society.
- (v) To appoint, transfer, suspend, remove/dismiss or otherwise punish employees of the society and to prescribe their terms and conditions of services in accordance with the rules of the Agency.
- (vi) To setting up of workshops, laboratories, manufacturing units under the society.
- (vii) To fix the scale of travelling allowances of the members of the Executive Committee and employees of the society in accordance with the rules.
- (viii) To establish the provident fund, medical aid fund, and any other benovolunt fund for the employees of the society in accordance with the rules.
- (ix) To furnul to and around the service rules for the employees of the society.
- (x) To carry on the business of the society and to take such other acts and transact such other business as are necessary to carry out the objects of the society.
- (xi) To delegate any of the powers and duties to the Chariman or Director of the society.
- (xii) The members of the society, the Executive Committee or any committee appointed by the society or the Executive Committee shall not be entitled to any remuneration from the society. However, they shall be entitled to reimbursement of or compensation for expenditure on travelling, conveyance etc. for attending a meeting of the society or Executive Committee thereof.
- (xiii) The Chairman shall have the power to invite any person or persons not being the member of the Executive Committee to attend the meeting of the Executive Committee, but such invites(s) shall not be entitled to vote at the meeting.

(9) **DUTIES AND POWERS OF THE OFFICE BEARERS OF THE EXECUTIVE COMMITTEE :**

(A) **CHAIRMAN :**

The Secretary to Govt. of U.P., Deptt. of Additional Sources of Energy, shall be the Ex-office Chairman of the society.

The Chairman shall be the Chief controlling and supervising officer of the society, and shall in emergent cases exercise all the power of the Executive Committee. The Chairman shall also see that the business of the society is being carried on sound lines.

The Chairman shall preside over all the meetings of the Executive Committee in the capacity of the Chairman of the meeting. He will also guide and supervise the working of the society with a view to ensure timely and speedy implementation of the various schemes and all other activities of the organisation.

The Chairman may take any decision in the interest of the functioning of the society recording his reasons for doing so. He shall seek the approval of the Executive Committee wherever necessary in due course.

All appointment of the posts the minimum of pay scale of which is Rs. 2,500/- or above would be made by the Chairman.

(B) DIRECTOR :

The Director shall be nominated by the State Govt. and shall be the Chief Executive Officer of the Society and shall have such duties and responsibilities as may be determined by the Chairman and by such general and special instructions that the Executive Committee may lay down. Subject to the above, duties of the Director who may be assisted by Secretary-cum-Chief Project Officer and other officers as and when necessary shall be :-

- (i) To have general control over the administration of the society.
- (ii) To convene meetings of the Executive Committee and the General Body.
- (iii) To receive all moneys and securities on behalf of the Society and to make arrangement for the proper maintenance and custody of cash and other properties of the Society.
- (iv) To endorse and transfer promissory notes, Govt. and other securities and to endorse negotiate cheques and other negotiate instruments on behalf of the Society.
- (v) To be responsible for the general conduct, supervision and management of the day to day business affairs of the Society.
- (vi) To sign all deposit receipts and open the accounts of the Society with banks.
- (vii) To sign all bonds and agreements in favour of the Society.
- (viii) The Director of the Society may be delegated the power of appointment to the lower posts upto the maximum of pay scale of Rs. 2,500/- subject to the sanctioned strength by

the Executive Committee.

- (ix) To determine the powers, duties and responsibilities of the employees of the Society.
- (x) To institute, conduct, defend, or abandon any suit or legal proceedings by or against the Society or otherwise and also to compound and allow time for payment or satisfaction or any claim or demand by or against the Society.
- (xi) To delegate all or any of the powers, authorities and directions vested in him to an employee or employees of the Society, subject to the ultimate control and authority being retained by him.
- (xii) To maintain all books, accounts and registers of the business of the Society and its meetings.

(C) In the absence of the Director, the Chairman may appoint any person to carry on the duties of the Director.

(10) **PROCEDURE OF AMENDMENTS IN THE RULES AND REGULATIONS OF THE SOCIETY :**

The Society may subject to the approval of the State Government alter or extend the objects for which it is established in the following way :

- (i) The Executive Committee shall submit the proposition for such alternation or extension as aforesaid to the General Body of the Society in a written or printed report.
- (ii) The Executive Committee shall convene a special meeting according to the rule for consideration of the said proposition.
- (iii) Such report shall be delivered or sent by post to every member of the Society with a clear notice of fourteen days about the Special General Meeting of the General Body as aforesaid.
- (iv) Such proposition shall be required to be confirmed by a resolution passed by three-fifths of the members present and voting at the special general meeting so convened.

(11) **CONTROL AND DIRECTIVES OF STATE GOVERNMENT :**

- (i) The Governor of Uttar Pradesh may, from time to time, issue directives to NEDA as to the exercise and performance of its functions as he may consider necessary in regard to the finances and conduct of business and affairs of NEDA, and in the like manner may vary and annual any such directive(s), so issued.
- (ii) The Governor of Uttar Pradesh may call for such returns, accounts and other information with respect to the properties and activities of NEDA as any but required by him from

time to time.

(12) The funds of the Society shall consist of the following :-

- (i) Grants/Loans, receipts from State Govt. and Central Government.
- (ii) Donations and loans from persons or bodies who may or may not become members.
- (iii) Income form other sources.

The funds of the Society will be kept in Banks governed by Reserve Bank's Regulations. All funds of the Society shall be credited into the Society's accounts and the said funds shall not be withdrawn except on cheques signed by Director or Secretary-cum-Chief Project Officer of the Society or any other officer empowered, in this behalf by the Chairman of the Society .

(13) **ACCOUNTS AND AUDIT :**

The accounts of the society shall be audited by a chartered Accountant to be appointed by the Executive Committee. These accounts shall be subject to second audit to be undertaken by the Accountant General, U. P. State at his discretion. The form in which the accounts should be maintained and the manner in which they should be maintained and the manner in which they should be presented at the Annual General Meeting shall be prescribed by the by-laws to be framed by the Executive Committee.

Within 14 days after holding of Annual General Meeting, there shall be filled with the Registrar of Societies-(i) A list of the names, addresses and occupations of the members of the Executive Committee including the Chairman and the Director and of the Secretary and other office bearers of the Society. (ii) An annual report for the previous year alongwith the auditors report thereon. Such list and the annual report shall be certified by the Director and the secretary. A copy of the Annual. Accounts alongwith the auditor's report thereon and the annual administration report shall simultaneously be forwarded to the State Government.

(14) **SUITS AND PROCEDINGS FOR AND AGAINST THE SOCIETY :**

The Society may sue or may be sued in the name of the Director or any office bearer authorised by the Chairman in this behalf.

- (a) No suit or poceedings shall abate by reason of any vacancy or change in the holder of the office by the Chairman, the DIrector or any office-bearer authorised in this behalf.
- (b) Every degree of order against the Society in suit or porceedings shall be executable against the property of the society and not against the poerson or the property of the Chair-

man, Director or any office-bearer of the Society.

- (c) Nothing herein shall exempt the Chairman, the Director, the Secretary or any other office bearer of the Society from any criminal liability under the Act or. entitle him to claim any contribution from the property of the society in respect of any fine paid by him on conviction by a criminal court.

Every member of the Society may be sued or prosecuted by the Society for any loss or damage caused to the Society or its property for any thing done by him detrimental to the interest of the society.

(15) RECORDS OF THE SOCIETY :

The following records shall be maintained at the office of the Society :

- (i) Register for recording minutes of the proceedings of the meetings.
- (ii) Stock Register.
- (iii) Cashbook.

(16) THE DISSOLUTION AND THE DISPOSAL OF PROPERTY OF THE SOCIETY :-

The dissolution of the society shall be done in accordance the provisions contained in the clause-13-14 of the Societies Registration Act 1860.