

# INDIAN ASSOCIATION OF SECRETARIES & ADMINISTRATIVE PROFESSIONALS

## MEMORANDUM OF ASSOCIATION

1. The **name of the Association** is “Indian Association of Secretaries & Administrative Professionals”, hereinafter referred to as “the Association”.
2. The **Registered Office** of the Association shall be situated in Mumbai C/o Sir J.J. College of Commerce, Opp. DBS House, Ghanshyam Talwatkar Marg, Mumbai 400 001.
3. The **Aims and Objectives** for which the Association is formed are :
  - i. To establish the status of the qualified Personal / Professional Secretary and Administrative Professionals within the professions, commerce, industry and all other fields in which the Personal / Professional Secretary and Administrative Professional may be employed.
  - ii. To promote or assist in the promotion of Secretarial Colleges and other Institutions allied with the objectives of the Association and confer professional degrees, diplomas and certificates.

To approve such Secretarial Colleges and Institutions as accredited Colleges or Institutions provided they satisfy the norms and standards laid down by the Governing Council from time to time.
  - iii. To institute and establish scholarships, grants, rewards and prizes to encourage study and research in the field of Secretarial Science.
  - iv. To establish, organize or assist in setting up professional institutions, libraries, laboratories, exhibitions and other departments for the promotion of the activities of the Association.
  - v. To conduct or to assist in conducting Conference, Meetings, Lectures/Seminars, Workshops, or any other programmes in furtherance of the objectives of the Association.
  - vi. To stimulate thought and efforts of the dissemination, exchange and furtherance of information, knowledge, research, techniques, materials, aids, skills and attitudes in the field of Secretarial Science.
  - vii. To sponsor, appropriate, research and/or to publish necessary literature, books, journals, newsletters, pamphlets, reports, in furtherance of the objectives of the Association.
  - viii. To cooperate and collaborate with allied institutions, bodies and agencies in Government and industry having similar objectives, for the promotion and development of Secretarial Science in the country.
  - ix. To maintain constructive liaison or join any Association, Organization or to seek or grant affiliation to any other body having similar objectives in India or abroad.

- x. To constitute, support and assist in the establishment of Chapters of the Association in various parts of India in order to make its activities more effective and spread the knowledge of Secretarial Science throughout the country by giving full scope for the development of local ingenuity and talents.
- xi. To foster a feeling of fellowship among its members and to promote understanding and goodwill among all persons working in the field of Secretarial Sciences.
- xii. To offer advice and guidance to those wishing to make a career in Private Secretarial Sciences.
- xiii. To run a Placement Bureau for its Members and offer continuous placement service, which will be advantageous to the Employers and the Members of the Association alike.
- xiv. To purchase or otherwise acquire or take on lease or hire temporarily or permanently, lands, buildings and premises and to improve as convenient, for the furtherance of the objectives of the Association.
- xv. To sell, mortgage, lease or let under lease, sublet, exchange and otherwise transfer or dispose of, turn to account or otherwise maintain, administer, manage or deal with, all or any property, moveable and immovable, of the Association for the furtherance of the objectives of the Association.
- xvi. To construct, maintain, alter, improve or develop any buildings, structures or works necessary or convenient for the purposes of the Association.
- xvii. To issue appeals and applications for money and to raise funds in furtherance of the objectives of the Association by various means such as acceptance, in cash or in kind, of donations, contributions, gifts, etc.
- xviii. To accept from the Government, Organizations, Institutions and individuals, gifts, grants, donations, bequests, endowments, special fees and subscriptions of cash and securities and of any property, either moveable or immovable, for the furtherance of the objectives of the Association.
- xix. To deposit any money or securities (not immediately required), in the name of the Association with any Bank/Post Office and approved Financial Institution (as may be determined by the Governing Council from time to time) and withdraw the same, vary, alter any or all of such investments and to invest monies belonging to the Association in securities in accordance with law.
- xx. To retain, appoint, promote, discipline, discharge or dismiss employees and other personnel for the management and functioning of the Association and to regulate their terms and conditions of employment, including payment of remuneration;
- xxi. To do or carry out any other work or activity which is consistent with the Aims and Objectives or intentions of the Association.

4. We, the several persons, whose names and addresses are subscribed below, are the present Members of the Governing Council :

<b>Sr. No.</b>	<b>Names, Addresses and Occupation of Members</b>	<b>Signature of Members</b>
1.	<b>Mrs. Homai H. Mehta</b> <b>President Emeritus (Ex-Officio)</b> Director Sir J.J. College of Commerce Opp. DBS House Ghandhyam Talwatkar Marg Mumbai 400 001.	<b>Sd/-</b>
2.	<b>Mrs. Pansy Reilly</b> <b>Immediate Past President (Ex-Officio)</b> Executive Assistant PIEM Hotels Ltd. Vivanta By Taj President 90 Cuffe Parade Mumbai 400 005.	<b>Sd/-</b>
3.	<b>Mrs. Jeroo Irani</b> <b>President</b> Sr. Manager Corporate Communications Central Bank of India Chander Mukhi, 4 <sup>th</sup> Floor Nariman Point Mumbai 400 021.	<b>Sd/-</b>
4.	<b>Mrs. Wilma D'Costa</b> <b>Vice President</b> Executive Secretary Tata Sons Limited Bombay House, 4 <sup>th</sup> Floor 24 Homi Mody Street Mumbai 400 001.	<b>Sd/-</b>
5.	<b>Mrs. Gracy Lee</b> <b>Hon. Secretary</b> Executive Secretary to Managing Director Writer Corporation 105, Dr. B. Ambedkar Road Lalbaug Mumbai 400 033.	<b>Sd/-</b>

6. **Mrs. Janice Braganza**  
**Hon. Treasurer**  
Secretary  
Indian Hotels Company Limited  
3<sup>rd</sup> Floor, Oxford House  
15/17 N.F. Road, Colaba  
Mumbai 400 001. **Sd/-**
7. **Ms. Katy Dhondy**  
**GC Member**  
Executive Vice President  
Broadcast Worldwide Ltd.  
Aqua Business Centre  
202 Churchgate Chambers  
5 New Marine Lines  
Mumbai 400 020. **Sd/-**
8. **Mrs. Yvonne Alphonso**  
**GC Member**  
Senior Sales Officer  
Franco-Indian Pharma. Ptd. Ltd.  
20, Dr. E. Moses Road  
Mumbai 400 011. **Sd/-**
9. **Ms. Felicia Fernandes**  
**GC Member**  
Executive Assistant to Director  
McKinsey & Company  
Express Towers, 21st Floor  
Nariman Point  
Mumbai - 400 021. **Sd/-**

Witness to signatures 1 to 9 above.

**RULES & REGULATIONS**  
**OF**  
**INDIAN ASSOCIATION OF SECRETARIES & ADMINISTRATIVE PROFESSIONALS.**

**PRELIMINARY**

1. In the Memorandum of Association as well as in these Rules & Regulations, unless there be something in the subject or context inconsistent therewith :

“The Institute”, which was originally “National Institute of Personal Secretaries” and later renamed “National Institute of Professional Secretaries”, and again renamed the “INDIAN ASSOCIATION OF SECRETARIES AND ADMINISTRATIVE PROFESSIONALS” (herein after referred to as “IASAP”), has now been substituted by “**IASAP**”.

‘**Chapters** ’ mean those bodies which will function under guidance / advice from the Governing Council of IASAP, Mumbai.

“**Member**” means a candidate admitted in any category of Membership in IASAP for the stipulated period other than an Hon. Adviser.

“**General Meeting**” means a General Meeting of the members of IASAP.

“**The Governing Council**” means the Council of Management of IASAP elected in the manner prescribed by these Rules & Regulations and based at Headquarters in Mumbai.

“**The Managing Committee**” means the Managing Committee of the IASAP Chapters elected in the manner prescribed by these Rules & Regulations and based at the respective Chapters.

“**The President** ” means the All- India President of IASAP, who is also the current President of the Governing Council based at Headquarters in Mumbai.

“**The Vice-President** ” means the all-India Vice-President of IASAP who is also the current Vice-President of the Governing Council based at Headquarters in Mumbai.

“**The Secretary** ” means the all- India Secretary of IASAP who is also the current Secretary of the Governing Council based at Headquarters in Mumbai.

“**The Treasurer**” means the all- India Treasurer of IASAP who is also the current Treasurer of the Governing Council based at Headquarters in Mumbai.

“**Year**” means the financial year commencing on 1<sup>st</sup> of April and ending on the following 31<sup>st</sup> of March.

Words importing the singular number include the plural and vice-versa.

## MEMBERSHIP

### Criteria for Enrolment / Renewal / Upgradation :

1. Membership of IASAP will be open to ladies only.
2. Membership Applicants should be in full- time or part-time employment
3. They should be **below 55 years of age at the time of enrolment**
4. They should have a Diploma / training in Secretarial studies and / or be performing administrative functions at their official place of work.

### IASAP will have the following **Categories of Membership**:-

- i. **Associate Members** - Associate Members at the time of admission should have at least five years of work experience either as Steno-Secretary or as Administrative Professional or as a full-time member on the faculty of an approved Secretarial College with specialization in one of the subjects of direct relevance to secretarial science/practice.
- ii. **Certified Associates** – Certified Associates will be those who successfully complete the Secretarial Diploma Examination as and when it is held by IASAP.
- iii. **Ordinary Members** - Any lady Secretary or an Administrative Professional, with less than five years of work experience, who is associated with secretarial and/or administrative functions and duties, can apply for Ordinary Membership of IASAP.
- iv. **Life Members** - Any lady secretary and/or administrative professional with work experience of more than five years, who is associated with secretarial and/or administrative functions and duties, can apply for Life Membership of IASAP.
- v. **Corporate Nominee Members** - Company and Institution nominated lady Secretaries and/or Administrative Professionals with a minimum working experience of three years, who are associated with secretarial and/or administrative functions and duties, can apply for Corporate Membership of IASAP. Three ladies per Corporate membership to be nominated by the employer annually.

In addition to the above, the Governing Council may, at any time, create new categories of membership and define the rights and privileges of such new categories.

Upgradation of Category of Membership will not be automatic. It will be the responsibility of the concerned member to have her membership upgraded on basis of eligibility and on payment of the relevant applicable fees.

3. A candidate for admission as a Member of IASAP shall make an application in a prescribed form of IASAP and her candidature should be duly proposed and seconded by any two eligible Life and/or Associate members of IASAP. The relevant prescribed Entrance Fee should accompany the application form. This Entrance Fee is refundable if her application is, for any reason, rejected. However, if

she decides to withdraw her application while it is under process, the Entrance Fee will not be refunded.

4. Every application for admission as an IASAP Member shall be put up for consideration to the Governing Council at their next Meeting following the date of its receipt or at any subsequent or adjourned Meeting. The Governing Council shall consider and decide whether to admit or reject the candidate. A candidate shall be admitted only by a majority vote of the Governing Council Members present and voting at the Meeting thereof shall be by ballot if it be so desired by any Member of the Governing Council.

The decision for acceptance of an application for membership and the category thereof shall be subject to approval by the Governing Council for Headquarters and such decisions will be final and binding, without assigning any reasons for the same.

5. If and when a candidate is admitted, she shall be informed in writing and upon payment of the relevant subscription, shall be admitted as a Member and become entitled to the benefits as a Member of IASAP from the start of the following month. She will also be given a copy of Memorandum of Association and Rules & Regulations of IASAP, together with IASAP Membership Pin.

On admission as a Member of IASAP, it is specifically implied that the said Member has agreed to abide by the Rules & Regulations of IASAP in force and alterations/additions therein which may be adopted from time to time according to the stipulations made therein and shall abide by the decisions of the Governing Council in all matters pertaining to IASAP, which shall be final and binding.

6. The **Entrance Fee** includes the cost of Membership Kit and shall be payable at the time of application for membership for all categories of membership. On the date of these Rules & Regulations, this is Rs.500/- and is subject to periodic review.
7. The **Annual Membership Subscription** will be valid from April to March and becomes payable in advance for the year and would become due on the 1<sup>st</sup> of April every year. On the date of these Rules & Regulations, the Annual Membership Subscription is as under:

- |   |                             |
|---|-----------------------------|
| i. Associate Member                                     | Rs.600 per annum            |
| ii. Certified Associate )<br>and )<br>Ordinary Member ) | Rs.400 per annum            |
| iii. Life Member  | Rs.5,000 (one-time payment) |
| iv. Corporate Nominee Member<br>(* covers 3 nominees)   | Rs.3,500 per annum *        |

The above subscription fees will be subject to periodic review by the Governing Council.

8. Any Member whose subscription shall be in arrears for three months, i.e. up to 30<sup>th</sup> of June, even after having received a reminder from the Secretary about renewal of

her membership, will automatically forfeit her membership and her name shall be removed from the List of Members of IASAP effective 1<sup>st</sup> of July of that year, after a notice of termination of membership is sent to the Member.

IASAP will not be held responsible for non-receipt of notices and circulars by members in the absence of change of address not being intimated.

During the period her subscription is in arrears, i.e. April to June, the Member will not be entitled to exercise any voting rights or attend monthly meetings or IASAP events.

Such person, so ceasing to be a Member of IASAP for default in payment of subscription may seek readmission. Her acceptance as a Member shall be considered afresh and will be dependent on the discretion of the Governing Council and also conditional upon payment of a fresh Entrance Fee as prevalent at the time of readmission. This will also apply to those whose membership ceased when they left the city/country or for any other reason whatsoever. It will be treated as a new membership with no benefits of continuity from the previous membership period.

A Member violating or refusing to comply with any of the Rules & Regulations of the Institute herein laid down or that may be adopted and/or incorporated in future can be terminated as a Member.

9. Any Member violating or refusing to comply with any of the IASAP Rules & Regulations herein laid down, or that may be adopted and/or incorporated in the future, violating the Code of Conduct or utilizing funds from IASAP Accounts, without prior approval / proper sanction of the existing Governing Council, misusing IASAP property, retaining IASAP property / articles and assets after her tenure on the Governing Council for personal use, will have her membership terminated in addition to other legal action being initiated as advised.

Such person shall cease to be IASAP Member if the Governing Council, by a majority of not less than three-fourths of the Governing Council Members present and voting at the meeting, resolve that the person's membership is prejudicial to the interests of IASAP, for whatsoever reason. This termination of membership will become immediately effective from the date/time of passing of the Resolution. The very next day, the Governing Council will intimate the decision to the concerned person by sending her a copy of the "Resolution" so passed. This will be sent to her either by Courier or by Registered Post to her address as recorded with IASAP (and the acknowledgement receipt shall be a part of the relevant documents of the case).

10. Any person who shall, for any reason cease to be a Member of IASAP, shall nevertheless remain liable for, and shall pay, all the monies owing (subscription arrears and/or other dues) to IASAP at the time of her ceasing to be a member of IASAP.
11. Any Member may resign from IASAP by giving not less than one month's notice in writing to the Hon. Secretary of her intention to do so.

However, she will not be entitled to any claim for refund of any part of the Annual Subscription already paid by her for the year.

12. The Financial Year of IASAP shall be from 1<sup>st</sup> April to 31<sup>st</sup> March.

### VOTING

13. Life Members and Associate Members who have paid all their dues shall be entitled to only ONE vote per Member at the Annual General Meeting and other Meetings of IASAP. Certified Associates, Ordinary and Corporate Nominee Members can attend the Annual or Extraordinary General Meetings but they shall have no voting rights.

### COUNCIL OF MANAGEMENT

14. The Headquarters of IASAP and its Governing Council will be based at Mumbai.
15. The Governing Council shall **consist of** :
- a. The President, Vice President, Honorary Secretary, Honorary Treasurer and maximum of six other Council Members (only from Associate or Life Member category of IASAP Membership) elected by Members of IASAP at its legally constituted Annual General Meeting.
  - b. The President Emeritus shall be an Ex-officio Member.
  - c. The Immediate Past President shall also be an Ex-officio Member until such time a new President is elected.
  - d. Not more than four members can be co-opted on the Governing Council until the next AGM, in case elected Governing Council members resign in between the two AGMs. Applicable when only two members besides Office Bearers remain on the Governing Council.
  - e. The Governing Council may, at its discretion, appoint Sub-Committees from the general membership (including Ordinary and/or Corporate) to assist it in specific tasks. However, Sub-Committee Members will not be entitled to attend Governing Council meetings and/or participate in its decision making.

The Honorary Secretary and/or Honorary Treasurer may, at a future date, and if found necessary, be substituted or assisted by a paid Executive Secretary/Treasurer who will work under guidance from the Governing Council, but will not be a Member of the Governing Council.

#### **Eligibility Criteria for Nomination / Election to the Governing Council:**

- I. The Nominee for election to the **Governing Council** ---
- i. should be in full time employment
  - ii. should not be over **55** years of age at the time of initial nomination.
  - iii. should be a Life Member or Associate Member with no pending dues at the

time of nomination.

- iv. should be a regular attendee at IASAP monthly meetings with attendance record of a minimum 50% of the meetings held in the year immediately previous to the current year in which nomination is being submitted.
- v. should voluntarily retire at the ensuing Annual General Meeting if she reaches **60** years of age during her tenure **on the Governing Council**.
- vi. A member who has been an All India President or Chapter Chairperson at any point of time, should not again submit her nomination and / or be co-opted to be a member of future Governing Councils / Managing Committees.

**II. A Governing Council Member seeking election as an Office Bearer ---**

- i. should be in full time employment.
- ii. should be below **58 years** of age at the time of initial nomination for post of **Office Bearer**.
- iii. should be a Life Member or Associate Member with no pending dues at the time of nomination for post of Office Bearer.
- iv. should have been a regular attendee at IASAP monthly Governing Council meetings with attendance record of a minimum 50% of the meetings held in the year immediately previous to the current year in which nomination is being submitted for post of Office Bearer.
- v. should have a minimum of one year of experience on the Governing Council at the time of nomination for post of Office Bearer.
- vi. should voluntarily retire at the ensuing Annual General Meeting if she reaches **60 years** of age during her tenure on the Governing Council.
- vii. should not be disqualified under provisions of Clauses 24 and 25 listed herein.

**Procedure for Nomination / Election to the Governing Council :**

- a. All Nominations should be proposed and seconded by either a Life Member or an Associate Member who has no pending dues as on date of the Notice of the concerned Meeting, with each such Life/Associate Member proposing or seconding not more than one candidate in any one year.
- b. All Nominations will be on the prescribed form and must be signed, wherever required thereon, by the Member nominated, in acceptance of her nomination for the post indicated and in confirmation of her eligibility for the concerned post. Any false statement will invite immediate disqualification of the Nominee from membership of IASAP.
- c. Not more than two Members from the same organisation shall be nominated

and/or elected on to the Governing Council in any given year.

If, during the term of the Governing Council, three or more Governing Council Members happen to be employed in the same organisation (due to change of service, amalgamation/takeover of the organisation, etc), they can all continue on the Governing Council until the next Annual General Meeting.

16. All Members of the Governing Council, including the Office Bearers, shall retire at the end of every year at the Annual General Meeting but shall be eligible for re-election provided they fulfill the eligibility criteria laid down in the then prevailing IASAP Rules & Regulations.
17. Where, in an election to Membership of the Governing Council or to an Office Bearer's position under these Rules & Regulations, there are two or more candidates, the successful candidate shall be determined by "on the spot" ballot voting of the concerned candidates by the Associate and/or Life Members present and eligible to vote at the Annual General Meeting. If the candidates secure equal number of votes, the outgoing President will have the casting vote which will be her second vote.
18. If any vacancy shall occur in the office of the **President** during the interval between the two Annual General Meetings of IASAP, the Vice-President at the time shall take over as President until the next Annual General Meeting and shall be eligible for re-election. In the absence of a Vice President, the Immediate Past President can 'officiate' as President till the next Annual General Meeting.
19. If any vacancy shall occur in the office of the **Vice-President** during the interval between the two Annual General Meetings of IASAP, the Governing Council shall appoint either the Hon. Secretary or the Hon. Treasurer to fill this vacancy, until the next Annual General Meeting.

If any vacancy shall occur in the office of **Hon. Secretary and/or Hon. Treasurer** during the interval between two Annual General Meetings of IASAP, the Governing Council shall appoint one of their Members to fill the vacancy, until the next Annual General Meeting.

20. If any vacancy shall occur in the position of any other **Member of the Governing Council** during the interval between the two Annual General Meetings of IASAP, the Governing Council shall have the power to appoint/co-opt any eligible Associate or Life Member to the Governing Council. Preference should be given to the person who had submitted her nomination at the time of election at the previous Annual General Meeting.

All the above new nominees to the various positions may offer themselves for re-election at the next Annual General Meeting, if they are, at that time, eligible under the Rules & Regulations.

21. All work of the Governing Council shall be transacted at the Governing Council Meetings which should preferably be held at least once each month. However additional meetings may be called, for planning IASAP's mega events / discussion on urgent matters arising. A notice of at least five days shall be given for a meeting of the Governing Council, but, in case of matters of emergency, the meeting can be

called at a shorter notice. For any urgent situation, the Governing Council may resort to a “Circular Resolution”.

22. As far as possible, at every Annual General Meeting of IASAP, **two** Members of the Governing Council (excluding the Office Bearers) will retire by rotation. These will be the co-opted Member(s) and/or two of the elected Members who have been longest in the Governing Council i.e. four years since their election, without moving up to an Office Bearer’s position.

Between Members who came on to the Governing Council at the same time, the retiring Member will be decided on the basis of attendance percentage at the Governing Council Meetings and IASAP activities.

The retiring elected / co-opted Member(s) can submit her nomination for election at the ensuing Annual General Meeting if she has not completed four years on the Governing Council.

The term of the Governing Council Office Bearers will normally be for one year but may be extended by another year. However, in extenuating circumstances, this may be extended by another two years maximum. In any case, they will not hold the same office beyond a total of four consecutive years.

23. The Governing Council shall, from time to time, frame rules for election to any office in the Governing Council. Such rules shall be framed at least three months before the date of the actual election and contain the following provisions :-
  - a. Preparation of the list of Members entitled to vote and contest the election.
  - b. Procedure and criteria for inviting nominations for election to the Governing Council (as per Rules printed on the Nomination Form).
24. A Member of the Governing Council shall cease to be a Member of the Governing Council if she has remained absent at three consecutive meetings of the Governing Council without good and sufficient reason and/or without prior permission of the President.
25. A Member of the Governing Council, who has remained absent at fifty per cent or more of the meetings of the Governing Council in the aggregate held between the date of her election or co-option and the last date for filing of nomination for election for the succeeding year, shall not be eligible for election to the Governing Council in future.
26. Any three Members, with at least one of them being an Office Bearer of the Governing Council shall form a quorum for the transaction of the scheduled business as per the Agenda for that meeting.
27. In the absence of the President for whatever reason, the Vice-President can convene and conduct a Governing Council meeting, with sufficient notice (as laid down under Clause 21).
28. The management and control of the business affairs and funds of IASAP shall be

vested in the Governing Council, who shall have the power to sanction all expenditure for carrying on the activities of IASAP and shall make such Rules & Regulations as they may consider fit for carrying out the day to day administration of IASAP and for implementing the objectives contained in these presents.

29. The Office Bearers / Members of the Governing Council and/or the Members of IASAP shall not be liable for any act done by them in absolute good faith on behalf of IASAP and in furtherance of its objectives within the framework of its Rules & Regulations, except for willful negligence or fraud.

They shall also not be liable for any monies of IASAP other than such as shall come into their hands and/or for any collection of monies received by them on behalf of IASAP.

Every member having been or being an Office Bearer/Member of the Governing Council shall be indemnified and saved harmless out of the funds of IASAP in respect of any engagement of the IASAP, save such as may be incurred by her own personal willful neglect or default.

However, every Office Bearer/Member of the Governing Council and/or Member of IASAP will be held personally liable if she has acted in willful and knowing disregard of IASAP Rules & Regulations and has acquired IASAP funds mischievously and for her own benefit.

### **ADVISORY BOARD**

30. The Advisory Board comprises the All- India Past Presidents who will be available (individually and/or severally) at all times to guide the Governing Council whenever required.
31. The Advisory Board Members will not be involved in the day to day activities of IASAP and its Governing Council. They will not hold any position on the Governing Council or take part in any IASAP contests. They will not have access to IASAP funds at any time. The Advisory Board will function only in an “advisory” capacity.

The President of the current Governing Council will act as Honorary Secretary to the Advisory Board and will organise the Meeting, if needed. She will draw up the Meeting Agenda, listing matters on which she and her Governing Council would like clarification/advice or on problems being faced by them, circulate this Agenda and the advice of the Advisory Board, to the Governing Council. The Agenda should be accompanied by a clear brief on the individual matters so that a proper assessment can be made by the Advisory Board. Should the Advisory Board meeting not be possible for any reason whatsoever, the Honorary Secretary to the Advisory Board can also obtain their advice on email and circulate this and the situation warranting their advice, to the Governing Council.

Since the Advisory Board is not a decision making body, it is not mandatory or obligatory for the current President and Governing Council to accept the Advisory Board’s inputs. The Governing Council will, keeping the advice in mind, make its own decisions which will always be final and binding on all concerned.

## CHAPTERS

32. a. In pursuance of its Memorandum of Association, it will be the basic policy of IASAP to encourage, support, aid, constitute or cause to be constituted appropriate regional/local bodies of working Secretaries and Administrative Professionals so that the profession gets suitable recognition and makes progress throughout the country. These bodies will be known as “Chapters” of IASAP and will function under guidance/advice from the Governing Council of IASAP located at its Headquarters in Mumbai and within the Rules & Regulations of IASAP.
- b. The Governing Council at Headquarters will, in close co-operation and collaboration with like-minded persons in a given region, district, city or town devoted to the cause of the Profession, constitute or cause to be constituted the Chapters of IASAP in different regions/areas/states/cities and/or towns.
- c. A Chapter may be constituted by at least five persons who will become the initial Members of that IASAP Chapter, provided they meet the eligibility criteria for IASAP membership. This Chapter may be constituted in any geographically well-defined or definable areas as may be laid down by the Governing Council from time to time.
- d. The Chapter will prepare its own localised subsidiary Rules & Regulations for conducting its affairs provided such subsidiary Rules & Regulations are within the intentions of the IASAP Memorandum of Association and Rules & Regulations and are not inconsistent with or repugnant in any way to the IASAP Memorandum of Association and Rules & Regulations. This should be read in conjunction with Clause 33 herein.
- e. The affairs of the Chapter shall be managed by a Managing Committee (initially appointed and subsequently duly elected at the Chapter Annual General Meetings).

The Managing Committee at Chapters will consist of :-

- i. Chairperson
- ii. Vice-Chairperson
- iii. Honorary Secretary
- iv. Honorary Treasurer
- v. Three other Managing Committee Members (only from eligible Associate or Life Category of IASAP Membership) declared elected by the Chapter Members at its legally constituted Annual General Meeting.
- vi. The Immediate Past Chairperson will be an Ex-officio Member until the conclusion of the next Annual General Meeting of the Chapter.

The Managing Committee may, at its discretion, appoint Sub-committees from the general membership (including Ordinary and/or Corporate) to assist it in specific tasks. However, Sub-Committee Members will not be entitled to attend Managing Committee meetings and/or participate in its decision making.

The Honorary Secretary and/or Honorary Treasurer may, at a future date, be assisted by a paid Executive Secretary/Treasurer but this person will not be a Member of the Managing Committee.

The rules pertaining to Meetings of the Managing Committee, retirement of its Members, filling up of any vacancy, cessation of membership in the Managing Committee, formation of quorum and conducting the affairs of the Chapter will be the same as prescribed for the Governing Council as detailed hereinbefore.

- f. Each Chapter shall pay annually to Headquarters, an Affiliation Fee of 25% of its collection during the year towards Entrance Fees and Membership Subscription.
  - g. Transfer of Life Membership from/to Headquarters/Chapters and between Chapters, is permissible. Entrance Fee of a new Life Member who has joined within six months of the start of the year (i.e. April – October) as also her Life Membership Subscription should be credited to the Headquarters/Chapter to which she is transferred. In all other cases, these Subscriptions will be retained by the Headquarters/Chapter where she originally joined.
  - h. Each Chapter will be liable to reimburse to the Headquarters pro-rata Income Tax on the income earned by the Chapter during each year.
  - i. In case of any dispute arising at any of the Chapters which cannot be harmoniously resolved at the Chapter level, the same should be referred to the Headquarters for a resolution. The Headquarters will take into consideration views of all parties and would then give its decision. The decision of the Headquarters will be final and binding on the Chapter.
33. The IASAP Chapters will be under the overall control of the Headquarters. The Managing Committees of the Chapters will be guided by the Governing Council at Headquarters and will undertake such functions/policies as assigned by the Governing Council at Headquarters from time to time.

### **GENERAL MEETINGS**

34. IASAP General Meetings at Headquarters and at the Chapters shall be held at least once in every financial year and within twelve months after the holding of the last preceding General Meeting and at such time and place as may be determined by the Governing Council/ Managing Committee. These General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings.

35. The Governing Council may, whenever it thinks fit, or upon a requisition made in writing by not less than twenty Members, convene an Extraordinary General Meeting. The requisition must state the objectives of the Meeting and must be signed by the requisitionists and deposited at the Registered Office of IASAP. If the Governing Council does not proceed within twenty-one days from the date of the requisition being so deposited to cause a meeting to be called, the requisitionists, or a majority of them, may themselves call the Meeting, but in either case, any meeting so called shall be held within three months of the date of the deposit of the requisition.
36. Not less than fifteen days notice specifying the place, day and hour of the Meeting and in case of special business, the general nature of such business, shall be given to Members either by advertisement or by notice sent by post or otherwise served. The accidental omission to give Notice of a Meeting to, or the non-receipt of such Notice by any Member, shall not invalidate any resolution passed or proceedings held and recorded at any such meetings.

### **PROCEEDINGS OF GENERAL MEETINGS**

37. The business of any Annual General Meeting shall be:
  - i. To receive and consider the Income and Expenditure Account, the Balance Sheet and the Reports of the Governing Council and the Auditors;
  - ii. To declare the results of the election of the Members of the Governing Council for the ensuing year;
  - iii. To appoint an Auditor or Auditors for the ensuing year and fix their remuneration;
  - iv. To consider any other matter, of which written notice of at least seven days has been given.
38. No business shall be transacted at any Annual General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. **Ten Members** entitled to vote on the date of the Notice convening the Meeting shall constitute a **quorum** for any Annual General or Extraordinary General Meeting of IASAP. If, within half an hour from the time appointed for holding of the Meeting, a quorum is not present, the Meeting shall stand adjourned to within half an hour of the scheduled time on the same day at the same venue. No quorum shall be necessary at the adjourned Annual General Meeting.
39. At any General Meeting, Annual or Extraordinary, a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is demanded. Unless a poll is demanded, a declaration by the President that a resolution has, on a show of hands, been carried unanimously, or has been carried by a particular majority, or has been lost, and an entry to that effect in the book of the proceedings of IASAP, shall be conclusive evidence of the fact.

40. In the case of an equality of votes, the current President / Chairperson at the Meeting shall be entitled to a second or casting vote.
41. The President / Chairperson shall preside at every General Meeting but, if there is no President / Chairperson, or if at any Meeting she shall not be present within fifteen minutes after the time appointed for holding the Meeting, or if she is unwilling to preside, the Vice President / Vice Chairperson shall preside and if she also shall not be present or be unwilling to preside, the Members present at the Meeting shall choose one Member of the Governing Council / Managing Committee to preside or if no such Member is present or if all the Members of the Governing Council / Managing Committee present at the Meeting decline to preside, the Members present at the Meeting shall choose one Member from among themselves to preside.

In this situation it is incumbent upon the President and her Governing Council to explain to the satisfaction of the Members present at the Meeting the reason for their refusal to preside. In case the Members are not convinced, they can move for dissolution of the Governing Council by following the procedure laid down in Clause 35 above.

#### **MINUTES**

42. The Governing Council / Managing Committee at Chapters shall cause Minutes to be duly entered in books provided for the purpose of :-
  - i. appointments for all offices;
  - ii. names of the Members of the Governing Council present at each Meeting of the Governing Council;
  - iii. all decisions taken by the Governing Council;
  - iv. all Resolutions and proceedings of General Meetings and of Meetings of the Governing Council and any such Minutes of any Meeting of the Governing Council, if purporting to be signed by the President of such Meeting or by the President of the next succeeding Meeting, shall be evidence of the proceedings.

#### **ACCOUNTS**

43. The Governing Council at Headquarters as also the Managing Committees at Chapters shall cause proper books of Accounts to be maintained of the transactions of IASAP and of the assets and liabilities thereof.
44. The Governing Council shall, from time to time, determine whether and to what extent and under what conditions and regulations the Accounts and Books of IASAP or any of them shall be open to inspection by Members and no Member (not being a Member of the Governing Council) shall have any right of inspecting any Accounts

or Book or document of IASAP except as conferred by law or authorised by the Governing Council.

45. At the Annual General Meeting each year, the Governing Council shall lay before the Members an Income and Expenditure Account and Balance Sheet containing a summary of the properties/assets and liabilities of IASAP made up to a date, not more than six months before the date of the Meeting from the time when the last preceding Account and Balance Sheet were made up.
46. Every Balance Sheet shall be accompanied by a Report of the Governing Council and a Report of the Auditors and a copy of such Account, Balance Sheet and Report shall, not less than **fifteen** clear days before the date fixed for the Meeting, be sent to all persons entitled to receive Notices of General Meetings in the manner in which Notices are herein directed to be served, and a copy shall also be deposited at the Registered Office of IASAP for the inspection of Members during a period of at least fifteen days before the Meeting.
47. IASAP is not intended for profit, and all its income and property/assets, howsoever derived, shall be applied solely towards the furtherance of the objectives of IASAP and no portion shall be paid or transferred, directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit, to the persons who, at any time are or have been Members of IASAP or any person claiming through any of them. Provided that nothing herein contained shall prevent the payment, in good faith and against supporting written proof, of remuneration to any employee of IASAP or to any Member thereof, or other person in return for any service actually rendered to IASAP or the payment of interest for money borrowed from any Member of IASAP.

#### **AUDIT**

48. Once at least in every year, the Accounts of IASAP shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more Auditors.
49. At each Annual General Meeting IASAP shall appoint an Auditor or Auditors to hold office until the next Annual General Meeting and fix his or their remuneration.
50. The Governing Council may fill any casual vacancy in the office of Auditor or Auditors, after recording the reason(s) for such vacancy.
- 50.A. In case the All-India Auditor is not satisfied with the audited accounts of a Chapter, it would be in order for the All-India Auditor to ask for a re-audit or inspection of books of accounts.

#### **NOTICES**

51. Notice may be given by IASAP to any Member, either personally or by sending it by post or email to her address as registered with IASAP. IASAP will not be held responsible for non-receipt of notices and circulars by members in the absence of

change of address not being intimated.

52. Where a Notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, pre-paying and posting or couriering a letter containing the Notice, and unless the contrary is proved, to have been effected at the time of which the letter would be delivered in the ordinary course of post.
53. “Rules & Regulations” of IASAP can be amended by its Members by passing a Resolution by three-fourths majority of those present at the Meeting approving the amendment.

#### **WINDING-UP**

54. Any Member, with support of not less than three- fourths of the all-India Members of IASAP may determine that IASAP shall be dissolved, and thereupon it shall be dissolved forthwith or at the time then agreed upon and all necessary steps shall be taken for the disposal and settlement of the property of IASAP, its claims and liabilities, according to the Rules & Regulations of IASAP, provided that in the event of any dispute arising, the adjustment of its affairs shall be referred to the Principal Court of Original Civil Jurisdiction at Mumbai.

Clause 54 will be applicable to the Chapters only after prior approval and guidance from Headquarters.

55. If, upon winding up or dissolution of IASAP, there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed among the Members of IASAP, but shall be given or transferred to some other society or societies – charitable and/or educational for the economically underprivileged **dealing only with women**, to be determined by votes of not less than three- fourths of the Members present personally at the time of dissolution, or in default thereof, by the Principal Court of Original Civil Jurisdiction at Mumbai.
56. The Memorandum of Association and Rules & Regulations of IASAP shall not be altered, amended or modified except by a Resolution passed by three- fourths majority of the Members present and voting at an Annual General Meeting or an Extraordinary General Meeting convened for the purpose only by the IASAP Governing Council at its Headquarters in Mumbai.
57. Upon Winding up of a problematic Chapter by closing the Chapter, Headquarters should take possession of the funds of that Chapter and thereafter restart the Chapter.

Note:

*Wherever “Governing Council” appears above (unless specifically indicated), for all Chapters it should be read as “Managing Committee”. Likewise, “President” to be read as “Chapter Chairperson” and “Vice-President” to be read as “Chapter Vice-Chairperson”.*

The above Rules and Regulations, as modified, have been approved at the All-India

Governing Council Meeting held on August 22, 2010 at Mumbai, when Office Bearers & Governing Council Members from IASAP Headquarters, Mumbai and Chairpersons & Office Bearers from Chapters, as then existing at Tamil Nadu, West Bengal, New Delhi, Pune, Bangalore and Hyderabad were present, together with Past Presidents on the Advisory Board. Subsequently, these were approved by the IASAP Members at Headquarters, at the Annual General Meeting held in Mumbai on the 15th day of January 2011.

We, the Members of the current Governing Council, have verified the above and have subscribed our signatures against our individual details as given hereunder, on the 15<sup>th</sup> day of January 2011 :-

<b>Sr. No.</b>	<b>Names, Addresses and Occupation of Members</b>	<b>Signature of Members</b>
1.	<p><b>Mrs. Homai H. Mehta</b>  <b>President Emeritus (Ex-Officio)</b>            Director            Sir J.J. College of Commerce            Opp. DBS House            Ghandhyam Talwatkar Marg            Mumbai 400 001.</p>	Sd/-
2.	<p><b>Mrs. Pansy Reilly</b>  <b>Immediate Past President (Ex-Officio)</b>            Executive Assistant            PIEM Hotels Ltd.            Vivanta By Taj President            90 Cuffe Parade            Mumbai 400 005.</p>	Sd/-
3.	<p><b>Mrs. Jeroo Irani</b>  <b>President</b>            Sr. Manager            Corporate Communications            Central Bank of India            Chander Mukhi, 4<sup>th</sup> Floor            Nariman Point            Mumbai 400 021.</p>	Sd/-
4.	<p><b>Mrs. Wilma D'Costa</b>  <b>Vice President</b>            Executive Secretary            Tata Sons Limited            Bombay House, 4<sup>th</sup> Floor            24 Homi Mody Street            Mumbai 400 001.</p>	Sd/-

5. **Mrs. Gracy Lee**  
**Hon. Secretary**  
Executive Secretary to Managing Director  
Writer Corporation **Sd/-**  
105, Dr. B. Ambedkar Road  
Lalbaug  
Mumbai 400 033.
6. **Mrs. Janice Braganza**  
**Hon. Treasurer**  
Secretary **Sd/-**  
Indian Hotels Company Limited  
3<sup>rd</sup> Floor, Oxford House  
15/17 N.F. Road, Colaba  
Mumbai 400 001.
7. **Ms. Katy Dhondy**  
**GC Member**  
Executive Vice President  
Broadcast Worldwide Ltd. **Sd/-**  
Aqua Business Centre  
202 Churchgate Chambers  
5 New Marine Lines  
Mumbai 400 020.
8. **Mrs. Yvonne Alphonso**  
**GC Member**  
Senior Sales Officer **Sd/-**  
Franco-Indian Pharma. Ptd. Ltd.  
20, Dr. E. Moses Road  
Mumbai 400 011.
9. **Ms. Felicia Fernandes**  
**GC Member**  
Executive Assistant to Director  
McKinsey & Company **Sd/-**  
Express Towers, 21st Floor  
Nariman Point  
Mumbai - 400 021.

Witness to signatures 1 to 9 above.