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MEMORANDUM OF ASSOCIATION

INSTITUTE OF KIDNEY DISEASES & RESEARCH CENTRE

AHMEDABAD

Approved by LEGAL DEPARTMENT

OF

GOVERNMENT OF GUJARAT

ON

18th JULY, 1986

**THE INSTITUTE OF KIDNEY DISEASES
AND RESEARCH CENTRE, AHMEDABAD.**

Memorandum of Association

1. The name of the Institute is "The Institute of Kidney Diseases and Research Centre"
2. The registered office of the Institute shall be located in the city of Ahmedabad.
3. In this Memorandum unless the context otherwise requires
 - (a) "Institute" shall mean "Institute of Kidney Diseases and Research Centre."
 - (b) "Central Government" shall mean the "Government of India."
 - (c) "State Government" shall mean the "Government of State of Gujarat."

4 AIMS AND OBJECTIVES :

Without prejudice to the generality of what is stated hereinunder the aims and objects of the Institute shall be promotion of charitable object or objects or charitable purpose or purposes which advance the well being of the people without distinction of caste, community or creed including the following services :

- (a) To undertake scientific research service in the area of kidney diseases, dialysis and renal transplantation.
- (b) To establish, operate, promote, run, manage institutions engaged in research service and education pertaining in the field of Nephrology,
- (c) To establish, maintain and assist service or research laboratories for scientific research,
- (d) To offer advice on publish and/or otherwise promote utilisation of research results in the field of Nephrology,
- (e) To promote, develop and improve scientific exchange of knowledge as well as technical co-operation between similar research institutions,
- (f) To organise conferences, refresher courses, lectures, seminars demonstrations and exhibitions relating to the research done and results obtained,
- (g) To make available to others, techniques and materials developed as a result of research,
- (h) To do all acts, matters and things as are incidental or conducive to the attainment of the above aims and objectives or any one or more of them,
- (i) To print publish articles papers, reports, studies, journals etc. exhibit, subscribe and subsidise the periodicals, books pamphlets or posters that may be considered desirable for promotion of the objectives of the society, to establish, equip and maintain reference libraries and furnish them with books, reviews, magazines, newspapers and other

publications relating to the field work of the society and make them available under suitable conditions to those who require their use.

- (j) To borrow or raise money on security or otherwise from time to time for the purpose of the Society upon such terms and conditions as may be deemed reasonable.
- (k) To provide, award, institute fellow-ship or scholarships stipends, remuneration and/or other similar payments to students and research scholars to facilitate undertaking of scientific research by them in the areas of concerned interest to the society.
- (l) To undertake projects entrusted by Government, Semi Governments, Universities or other bodies falling within the objects of the Society

5 The Governing Body of the Institute shall be the Body constituted as such under the rules of the Institute.

6. Subject to such limitation as the State or Central Government may from time to time impose in respect of grants given by the State or the Central Government as the case may be, the income and property of the Institute shall be applied towards the promotion of the aims and objectives enlisted in this Memorandum of Association. No portion of the income and property of the Institute shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise by way of profits to the persons who may at any time be or have been members of the Institute or

to any persons claiming through them. Provided that nothing herein contained shall prevent payment in good faith or remuneration in return for any service rendered to the Institute.

7. Before winding up or dissolution of the Institute, if any property whatsoever remains after the satisfaction of the debts and liabilities the same shall not be distributed among the members of the Institute or any of them but shall be dealt with in such a manner as the State Government may determine.

8. The management of the affairs of the Institute is entrusted in accordance with the rules and regulations of the Institute to a Governing Body consisting of at least seven members of which the first and permanent members are :

1. Secretary to Government of Gujarat,
Health & Family Welfare Department - Chairman
2. Secretary to Government of Gujarat,
Finance Department - Member
3. Director of Health, Medical Services
and Medical Education - Member
4. Director, Institute of Kidney Diseases
and Research Centre - Member Secretary

The above members of the Governing Body shall be ex-officio members.

9. We the Undersigned persons whose names and addresses are hereunder subscribed are desirous of being formed into a society in pursuance of this Memorandum of Association and accordingly agree to form such society :

Name	Address	Signature	Attestation
1. Secretary to Government of Gujarat, Health & Family Welfare Department			
2. Secretary to Government of Gujarat, Finance Department			
3. Secretary, Department of Expenditure, Government of Gujarat			
4. Director of health, Medical Services & Medical Education, Gujarat State			
5. Shri Haribhai Panchal, Representative of Sadvichar Pariwar Samiti			
6. Director of Institute of Kidney Diseases & Research Centre, Ahmedabad			
7.			

Dated the.....day of.....19

Witness to the above signatures

(1)

(2)

(3)

RULES OF THE INSTITUTE OF KIDNEY DISEASES AND RESEARCH CENTRE

1. **Short Title** : These rules may be called the rules of the Institute of Kidney Diseases and Research Centre, Ahmedabad (IKDRC)

2. **Interpretation** :

1. "Appointing authority" in relation to a member means the authority which nominates him as a member,
2. "Chief Research Officer" means the Chief Officer in charge of the Research Centre.
3. "Director" means the Director of the Institute
4. "Existing Immovable properties" means and include all the immovable properties transferred to the Institute by the Society and by the Government.
5. "Governing Body" means the Governing Body of the Institute appointed under rule 3.
6. "Executive Committee" means the executive committee appointed under rule 4
7. "Government" means the Government of Gujarat.
8. "Institute" means Institute of Kidney Diseases and Research Centre, Ahmedabad
9. "Member" means member of Governing Body
10. "Research Centre" means the Research Centre of Institute of Kidney Diseases & Research Centre
11. "Society" means the Institute of Kidney Diseases and Research Centre registered under the Societies Registration Act. 1860

12. "Year" means a period of twelve calendar months beginning from the first day of April and ending on the thirty first day of March following.

3.1 Administration and Management :

- (i) Subject to the provisions of these rules, the Institute shall be under the control and direction of the Governing Body which shall consist of :
 - (a) Signatories to the Memorandum of Association by virtue of their holding office.
 - (b) Person of outstanding status in the field of medicine, surgery, philanthropy as and when nominated by the State Government.
- (ii) Whenever a member desires to resign from the membership of the Governing Body, he shall address his resignation to the Chairman thereof Such resignation shall take effect upon its acceptance by the Chairman of the Governing Body.
- (iii) Any vacancy in the membership of the Governing Body by resignation or otherwise shall be filled by appointment or nomination as the case may be, by Government.
- (iv) A person who is an ex-officio member of the Governing Body would be entitled to nominate his substitute to take part at the meeting of the Governing Body of which he may be unable to attend. Such substitute shall be entitled to take part in the proceedings of the meeting for which he has been nominated and shall also have the right to vote therein.

- (v) The Institute shall function notwithstanding that any person entitled to be a member by his ex-officio capacity is for the time being not represented on the Governing Body. The proceedings of the Governing Body shall not be invalidated on account of any vacancy or any defect in the appointment of any of its member.
- (vi) The Institute shall maintain a Register of Membership containing following particulars:
- (a) Name and address of each of the members of the Governing Body.
 - (b) The date on which the member was admitted.
 - (c) The date on which the member ceased to be a member.
- (vii) A member of the Governing Body shall cease to be such a member if he (a) dies, or (b) resigns his membership, or (c) leaves country without prior permission for more than six months, or (d) becomes of unsound mind, or (e) becomes insolvent, or (f) is convicted of an offence involving moral turpitude, or (g) if he is removed by the State Government from his office.

3.2 Governing Body

The members of the Governing Body shall be :

1. Secretary, Health & Family Welfare Department - Chairman
2. Secretary, Finance Department - Member
3. Director of Health, Medical Services & Medical Education - Member
4. Director of Kidney Diseases and Research Centre, Ahmedabad. - Member Secretary

The above four members of the Governing Body shall be permanent members and will hold such office in their ex-officio capacity. The State Government may also nominate additional seven members on the Governing Body for a period of 3 years. Such additional seven members shall be as follows :

- A prominent Urologist/Transplant Surgeon
- A prominent Nephrologist
- A prominent Pathologist/Immunologist
- A Representative of Sadvichar Pariwar
- A Representative of the donor who donates Rs. 50 lakhs or more for the development of the Institute.
- A prominent Philanthropist keenly interested in the development of the Institute.
- A prominent Industrialist keenly interested in the development of the Institute
- Each of donor who has contributed more than Rs. 50 lakhs can nominate one of his/her representative to the Governing Body. If there are more than 3 such donors the representative will retire at the end of every 3 years.

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The members of the Govering Body shall not be less than 9 and not more than 13. The number of the professional representatives shall not be less than 3. The State Government shall have the right to terminate the appointment of any member nominated by it.

3.3. Chairman of the Governing Body :

The Chairman of the Governing Body shall be the Secretary to Government, Health & Family Welfare Department, Government of Gujarat. When the Chairman is not available to preside over the meeting of the Governing

Body, the members present at the meeting shall elect from amongst themselves one member to preside at the meeting and the Chairman so elected shall exercise the powers of the Chairman as herein provided for that particular meeting. The Director shall function as Secretary at the meeting of the Governing Body.

3.4. Resolutions of the Governing Body by Circulation :

Any matter or business of a routine or formal or urgent nature may be determined by circular without calling a meeting of the Governing body provided that the matter is agreed upon unanimously by all the members. In case of difference of opinion such matter shall be dealt with at the next meeting.

3.5. Dispute Regarding Appointment of a Member :

In the event of a dispute as to the validity of appointment of any member or as regards to the constitution of the Governing Body, the decision of the Government shall be final.

4. Executive Committee :

(a) There shall be an Executive Committee consisting of the following members to carry out and implement the decision of the Governing Body, namely :

1. Secretary to Government of Gujarat, Health & Family Welfare Department - Chairman
2. Secretary to Government of Gujarat, Finance Department (Expenditure) - Member
3. Director, Health, Medical Services and Medical Education - Member
4. Director, Kidney Institute

5. A persons being member of the Governing Body from amongst to be nominated by own members other than its four members enlisted above

(b) The Executive Committee shall exercise all the powers of the Governing Body in the day to day management of the Institute.

5 Purchase Committee :

There shall be a Purchase Committee under the Chairmanship of the Secretary to Government of Gujarat, Health & Family Welfare Department consisting of three other members from the Governing Body nominated by the Governing Body. The Director shall be the Member-Secretary of this Committee. Purchase exceeding Rs. 50,000 will have to be made after taking prior approval of purchase committee.

6. Quorum and Procedure :

In case all committees consisted under these rules for any meeting, three members shall constitute the Quorum. When a meeting is adjourned for want of Quorum an adjourned meeting may be held at the same place and date half an hour after the adjourned time for the meeting and no quorum shall be necessary for such an adjourned meeting. The decision of the majority except where otherwise provided, shall be binding on the Governing Body and in the event of an equality of votes, the Chairman shall have a casting vote (in addition to his own vote as a member).

7. Bye-Laws :

- (1) The Governing Body may from time to time frame bye-laws not inconsistent with these rules for the general administration and management of the Institute and may in particular provide for all or any of the following matters :
 - (a) the conduct of business and the procedure to be adopted at meeting of the Governing Body.
 - (b) the finance and the accounts of the Institute.
 - (c) the admission and care of the patients at the Institute.
 - (d) the amount and payment or fees and charges for treatment of patients.
 - (e) the terms of appointments, emoluments, allowances and other conditions of services of the officers and employees of the Institute.
 - (f) the creation of posts and procedure for recruitment there etc.
 - (g) the duties and functions of the Director, Chief Research Officer and other officers and employees of the Institute
 - (h) discipline, suspension and dismissal of the officers and employees of the Institute.
 - (i) award of certificates and diplomas
 - (j) the admission of the students, trainees and Research workers to the Institute.
 - (k) the execution of contracts and other instruments on behalf of the Institute.
 - (l) establishment and maintenance of pension, gratuity, provident fund or other funds for the benefit of the officers and employees of the Institute, and

(m) such other matters as may be necessary for the efficient administration and management of the Institute

- (2) Except as hereinafter mentioned the Governing Body may later, amend, repeal or substitute the Bye-laws as it may think fit, provided that the first bye-laws under this rule and any alterations, amendment, repeal or substitution thereof or thereto shall be subject to the approval of the Government.
- (3) The Bye-laws framed by the Government and Society and in force on the date of registration of the Institute shall continue to be in force as bye-laws of the Institute until they are altered or superseded by other bye-laws framed by the Governing body under these rules.

8. Representation Of The Governing Body in Legal Proceeding :

Unless the Governing Body decides otherwise, the Director shall represent the Institute, in all legal proceedings whether civil, criminal, revenue or of any other discription and shall have the authority to Institute, conduct or defend any suit, file complaint, or any legal proceeding on behalf of or against the Institute as also to sign or verify all pleadings, complaints, statements or applications to be filed before any court, arbitractor, tribunal or any other authority, as the case may be.

9. Officers And Employees :

- (1) Subject to the provisions of these rules, the staff of the Institute shall consist of :
- (1) The Director
- (2) The Chief Research Officer

(3) Surgeons, Physicians, and other members or the Medical and Scientific Staff, and

(4) Such other officers and employees as may be required for the Institute.

(2) Every person employed in the Institute of Kidney Diseases and Research Centre as it stood before the coming into force of this date shall, if he opts to become a servant of the Institute within such period as may be specified in this behalf by Government, become an employee of the Institute with effect on and from the date of acceptance of such option by the Government or any authorised officer of the Government, upon the same terms and conditions of service as were applicable to him immediately before such date.

(3) It shall be lawful for the Institute to obtain at any time after the commencement of these rules, the services of any servant employed under the Government on deputation basis or to absorb in its service any such servant, provided that the terms and conditions on which the servant of the Government may be so absorbed shall not in any way be less advantageous than the terms and conditions applicable to him immediately before the date of his absorption in the Institute.

10. Appointment of Director :

(1) The appointment of the Director shall be made by Governing Body. Provided that the first Director shall be appointed by Government for a period of 5 years.

(2) The Director shall be subject to overall control of the Executive Committee administrative control and management of the Institute.

- (3) The Director shall normally hold office for a period not exceeding five years at a time. His emoluments and other conditions of service shall be as determined by the Governing Body.

11. Appointment of Officiating Director :

Notwithstanding anything contained in rule 14, the Governing Body may appoint a person, to officiate as Director in the absence of the Director. The Governing Body may also make temporary appointment of the Director. The officiating Director or the Temporary Director shall discharge such duties and functions and exercise such powers of the Director as may from time to time be prescribed under the bye-laws framed by the Governing Body. It shall be permissible for the Governing Body to impose such conditions or restrictions as to the discharge of such duty or function or exercise of such power by the officiating or temporary Director. Every appointment under this rule shall be for a period not exceeding one year at a time

12. Power of Delegation :

The Director may delegate any of his powers, functions and duties to any official not below the rank of Professor of the Institute with the approval of the Governing Body.

13. Appointment of Member of Medical and Scientific Staff :

The appointment to the posts of Surgeons, Physicians and other posts in the medical and scientific side carrying a time scale starting with a minimum of Rs. 1800/- and

above shall be made by the Governing Body on the recommendation of the Director for a period not exceeding five years at a time. The emoluments, allowances, and other conditions of the service shall be such as may be fixed by the Governing Body in each case.

14. Appointment of other Employees :

The appointment to the posts in Medical, Scientific or administrative side of the Institute carrying a time scale having minimum of Rs. 1800/- p.m. shall be made by the Director in accordance with the bye-laws framed by the Governing Body.

15. Properties and funds vested in the Governing Body :

All the existing immovable properties of the society including the following shall vest in the Institute

- i. Recurrent and non-recurring grant made by the Government, Union or State and/or by any local body including a sum of Rs. 10/- lakhs given by the Government as Corpus fund.
- ii. Other grants, Donations and Gifts (periodical or otherwise), other than those intended to form corpus of the property and funds of the Institute or held for the benefit of the Institute.
- iii. Income derived from immovable properties and funds vested in the Governing Body and also fees, subscription and other annual receipts and,
- iv. All plants and machineries, equipments and instruments (whether medical, surgical laboratory, workshop or of any other kind) books and journals furniture, furnishings and fixtures belonging to the Institute as it stood before the coming into force of these rules.

16 Acceptance of Donations etc. :

The Institute may accept donations, gifts and subscriptions for specific purposes subject to such terms and conditions if any, as may be laid down by the Governing Body.

17. Budget and Accounts :

1) The Governing Body shall prepare the annual budget estimate for the ensuing year as its meeting to be held or around August, and shall forward copies thereof to the Government. The budget estimates shall give under the various heads the following information in respect of receipts and expenditure namely :

- (a) the actuals for the preceding year,
- (b) the approved estimates for the current year,
- (c) the revised estimates for the current year, and
- (d) the estimates for the following year

ii) Money forming part of the funds of the Institute shall be deposited in the name of the Institute in an account or accounts in a scheduled bank or banks as defined in the Reserve Bank of India Act, 1934 (II of 1934) or invested in any trust, securities or investments authorised by law and approved by the Governing Body.

18. Audit :

The Accounts of the Institute shall be audited annually by a Chartered Accountant or Accountants as defined in the Chartered Accountant's Act, 1949 (XXXVIII) of 1949, appointed by Governing Body provided that Government may at any time direct that the accounts be audited by the Government Accountants

19 Report :

The Governing Body shall submit annually before each year to the Government and the Society a report on the working of the Institute. Such report shall contain particulars regarding work of the Institute during the previous year and shall be accompanied by a balance sheet duly audited showing the income and expenditure of the Institute during the said year.

20. Alterations of Rules :

These rules may, from time to time be altered, added to or modified by the Governing Body with the approval of the State Government.

H. T. Trivedi

**Director
I. K. D. R. C.-I. T. S.
Civil Hospital Campus,
Ahmedabad.**