

**MEMORANDUM OF ASSOCIATION
OF
CENTRAL PULP & PAPER RESEARCH INSTITUTE**

1. The name of the Society is: "CENTRAL PULP & PAPER RESEARCH INSTITUTE".
2. The registered office of this Society shall be situated in the state of Uttar Pradesh and at present it is at the following address:
Central Pulp & Paper Research Institute, Post Box No.174, Paper Mill Road, Near Himmat Nagar, Saharanpur-247001 (U.P.).

3. **Aims and objects:**

The aims and objects for which this Society is established are as follows:

- a. to promote research and other scientific work connected with pulp and paper industry, trades and industry allied with or accessory thereto; to establish and maintain laboratories, pilot plants, workshops and conduct experiments therein; to encourage and foster education of persons engaged in or likely to be engaged in the said trades or industries; and to maintain schools and grant scholarships connected with the purpose of the Society and to employ personnel as may be considered necessary for the said purpose and to pay remuneration to them.
- b. to edit, print, publish and exhibit books, papers and periodicals and to undertake literary activities

bearing upon the said trades or industries or any of them and to collect, compile and publish scientific data and other information relating to the said trades or industries and to maintain libraries or museum for the said purpose; to employ skilled workers and professional technical advisers to carry out the objects of the Society and to pay therefor such remuneration as may be considered expedient.

- c. to encourage discoveries, to examine and publish information regarding the nature and merits of inventions, improvements, materials and designs connected with the said trades or industries of any of them and to take and acquire patents or licences relating to such invention, improvements of processes and to acquire and register designs and standardization marks and to develop, perfect and test their value.
- d. to appoint investigators to study in India or abroad constitutional, administrative, economic and other scientific problems in regard to scientific research undertaken by the Society in regard to such problems including the financial aspect.
- e. to accept grants of money from the Govt., research agencies and other public bodies, corporations, companies or persons for the purposes of the Association, on such conditions as may be agreed to.
- f. to assist the research work of any society, institution or other body connected with the Pulp and Paper Industries allied therewith or accessory thereto the objects of which

association, institution or other body include scientific and industrial research in such a manner as may be considered expedient.

- g. to undertake and execute any trusts connected with the pulp and paper industries allied therewith or accessory thereto which may be conducive to any of the objects of the Society.
- h. to provide for funds for all or any of the objects of the Society whether affecting the whole of the trades of industries mentioned in clause (a) or merely one or more particular parts or sections of the said trades or industries or the business of any particular member of group of members of Society, in such a manner as may be considered expedient.
- i. to borrow or raise any money that may be required by the Society upon such terms as may be deemed advisable.
- j. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- k. to invest the moneys of the Association not immediately required in any one or more of the modes of investment for the time being authorized by law for the investment of trust moneys with full power to alter, vary or transfer such investments in accordance with the law for the time being in force.
- l. to purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property, and in particular any land, buildings, workshops, factories, laboratories, machinery,

plant apparatus, appliances and any rights or privileges necessary or convenient for the purpose of the Society, and to construct, erect, alter, improve and maintain any building and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same and also to sell the undertaking of the Association for cash or any other consideration with a view to the promotion of the objects of the Society.

- m. to pay all expenses, preliminary or incidental to the formation of the Society and its registration.
- n. to use the funds of the Society in the employment of persons of learning or skill, and the provision and use of buildings, and of instruments, materials and appliances and of any of the equipment of the Association for any form of Scientific studies which may be considered to have some bearing, whether immediate or ultimate, on practical problems involved in the nature or use of pulp and paper.
- o. to collect, arrange, index and publish information as to materials, patents, processes, machines, appliances and tools used or known in or in regard to raw material for pulp and paper the said trades or industries likely to be useful thereto, and to establish and maintain a Bureau of Information for the benefit of members of the Association.
- p. to establish and maintain superannuation or other schemes for the benefit of employees or former employees of the Association.
- q. to procure the Society to be registered or

recognized in any part of India or in any foreign country or place.

- r. to do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.
- s. to diffuse knowledge in the field of pulp and paper technology/industry.

Provided that the Society shall not support with its funds any objects, or endeavor to impose on or procure to be observed by its Members or others any regulation, restriction or condition, which, if an object of the Society, would make it a trade union.

Provided further that the benefits and advantages accruing from all or any of the activities of the Association set out in the foregoing articles shall be available only to the Members of the Society and/or to other society, institution or body connected with pulp and paper Industry and trades and industries allied therewith or accessory thereto.

- 4. The income and property of the Society, wheresoever derived, shall be applied solely towards the promotion of the objects of the Society and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, gift, division, bonus or otherwise by way of profit, to the members of the Society.
- 5. Any addition, alteration, modification or removal of any clause in this Memorandum of Society and Rules and Regulations, or dissolution of the Society shall be subject to prior approval of the Govt. of India, Ministry of Industry.

6. The names, addresses, occupations and designations of the present members of the Governing Body to whom the management and affairs of the Society are entrusted as required under section 2 of the Societies Registration Act of 1860 (Punjab Amendment Act, 1957) as extended to the state of Uttar Pradesh are as follows:

Sl. No	Names and address	Occupation	Designation
1.	Shri S.S.Marathe, Secretary Ministry of Industry, Deptt. of Industrial Development, New Delhi	Govt. Service	President
2.	Shri B.R.R.Iyengar, Jt. Secretary, Ministry of Industry, Deptt. of Industrial Development, New Delhi	Govt. Service	Vice President
3.	Shri Y.A. Rao, Deputy Secretary, Ministry of Industry, Deptt. of Industrial Development, New Delhi	Govt. Service	Secretary
4.	Shri J.S.Matharu, Industrial Advisor Directorate General of Technical Development, Govt. of India, New Delhi	Govt. Service	Member
5.	Dr.S.R.D.Guha, Director, Forest Research Institute, Dehradun	Service	Member
6.	Shri M.A.Joglekar, Ballarpur Industries Pvt. Ltd. Thapar House, Janpath, New Delhi	Service	Member
7.	Shri N.Ravindranthan, General Manager, Seshasayee Paper & Boards Limited, Erode	Service	Member

We, the undersigned are desirous of forming a society, namely, "Central Pulp & Paper Research Institute" under the Societies Registration Act XXI of 1860 (Punjab Amendment Act, 1957) as extended to the state of Uttar Pradesh in pursuance of this Memorandum of Association:

Sl. No	Names and address	Occupation	Signature
1.	Shri S.S.Marathe, Secretary Ministry of Industry, Deptt. of Industrial Development, New Delhi	Govt. Service	Sd/-
2.	Shri B.R.R.Iyengar, Jt. Secretary, Ministry of Industry, Deptt. of Industrial Development, New Delhi	Govt. Service	Sd/-
3.	Shri Y.A. Rao, Deputy Secretary, Ministry of Industry, Deptt. of Industrial Development, New Delhi	Govt. Service	Sd/-
4.	Shri J.S.Matharu, Industrial Advisor Directorate General of Technical Development, Govt. of India, New Delhi	Govt. Service	Sd/-
5.	Dr.S.R.D.Guha, Director, Forest Research Institute, Dehradun	Service	Sd/-
6.	Shri M.A.Joglekar, Ballarpur Industries Pvt. Ltd. Thapar House, Janpath, New Delhi	Service	Sd/-
7.	Shri N.Ravindranthan, General Manager, Seshasayee Paper & Boards Limited, Erode	Service	Sd/-

**RULES AND REGULATIONS
FOR
CENTRAL PULP & PAPER RESEARCH INSTITUTE**

1. The name of the Society will be 'Central Pulp & Paper Research Institute' and these Rules and Regulations will be called the "Rules and Regulations for Central Pulp & Paper Research Institute".

2. Unless it is inconsistent with the subject or context: Association means Central Pulp & Paper Research Institute.

Council means, until the election of the first Council, the signatories and thereafter the Council of Management of the Association.

Secretary means any person appointed to perform the duties of Secretary.

Year means the period commencing from the 1st April and ending with the 31st March of the following year.

Month means Calendar month.

3. **Membership:**

For the purpose of registration, the number of members of the Association will be seven, but the Council may at any time increase the number. The membership will be open to all companies/corporate bodies engaged in the manufacture of or otherwise, interested in the advancement of paper, pulp and newsprint and allied products.

4. ✓ The Council will lay down from time to time, the annual subscription, which is required to be paid by each member.
5. Application for membership shall be made on prescribed form and shall be submitted to the Council for its decision. The Council may at any time limit the total number of membership to be admitted as member subject to such limit approved by the General body.
6. The Institute shall keep on upto date roll of Members giving the address and occupation of each Member and every Member (nominated representative of a Member where the Member is a firm, company, corporate body or association) shall sign the same.
7. The membership shall commence from the beginning of the financial year in which the name of the Member is entered in the roll of Members.
8. Any Member required to pay a subscription and failing to do so shall automatically cease to be a member on the expiry of a period of two months, from the date on which the subscription falls due. No member whose subscription happens to be in arrears at the time of voting shall be entitled to vote.
9. A member or representative shall cease to continue as such :
- a. if he ceases to fulfil all or any of the conditions of membership;
 - b. if he is appointed as a member by reason of the

office of appointment he holds, when he ceases to hold that office or appointment;

- c. if he expires;
- d. if he becomes of unsound mind;
- e. if he becomes insolvent or bankrupt;
- f. if he is convicted of a criminal offence involving moral turpitude;
- g. if he resigns, after the resignation has been accepted; A resignation of membership shall be tendered to the Institute in the person of its Secretary and shall not take effect until it has been accepted on behalf of the Institute by the President.
- h. If he is removed by the Council;
Any member may be removed from the membership of the Institute by a resolution of the Council passed by a majority of at least $\frac{3}{4}$ of the members present and voting at a Special Council Meeting of which not less than 21 days previous notice shall have been given to the member whose removal is in question and to all the members of the Council. Such notice shall include a copy of the proposed resolution of removal of the member.
- i. for any other reason as the Council may decide from time to time.

10. If a member of the Institute changes his address, he shall notify his new address to the Secretary and the entry in the roll of Members will be accordingly changed but if he fails to notify his new address, the address in the roll of Members shall be deemed to be his address.

11. Every member of the Institute shall have the privilege:
- a. to receive free of charge one copy each of the current issues of all the periodicals published by the Institute from time to time and of the Annual report.
 - b. to receive free of charge such technical reports published by the Institute as the Council may determine from time to time.
 - c. to have access to the library of the Institute for purposes of reference.
 - d. to apply to the Institute for information on research and development in the field of pulp and paper both in the country and abroad.
 - e. to propose subjects for research to be undertaken by the Institute, and
 - f. to attend at his own expenses symposia, seminars and conferences organized by the Institute.
12. The Association shall function notwithstanding any vacancy in its membership and no act or proceeding of the Association shall be invalidated merely by reason thereof or of any defect in the appointment of any of its members.
13. **General Body:**
- General meeting shall be held once in a year at such time (not being more than 15 months after the last preceding meeting) and place as may be prescribed by the Association in the General meetings, and if no other time or place is prescribed, at such time and place as may be determined by the Council.

14. 'Fourteen clear days' notice shall be given of every Ordinary General Meeting, to every member, containing the agenda for the meeting in the manner hereinafter prescribed. Any urgent extra-ordinary General Meeting, convened to consider any urgent business, or in the case of an emergency, of which the Council shall be sole judge, shall be convened by giving ten clear days notice containing the agenda for the meeting to every member in the manner hereinafter prescribed. Subject to the same, any extra-ordinary general meeting shall be convened by giving not less than twenty one clear days notice containing the agenda for the meeting to every member in the manner hereinafter prescribed.
15. The General meetings referred to in rule 13 above shall be called Ordinary meetings. All other meetings of the Association shall be called Extra-ordinary meetings.
16. Any five members of the Association may by a requisition in writing addressed to the Council and containing the reasons for the requisition, request the Council to call a general meeting of the members of the Association. On receipt of such requisition the Council shall call such general meeting to be held within twenty-one days. If the Council shall refuse or neglect to call such general meeting to be held within the time aforesaid, the given signatories of the requisition shall have power themselves to call such general meeting to be held on such day as they themselves shall appoint.

PROCEEDING OF GENERAL MEETINGS:

17. The business of an ordinary meeting shall be:

- a. to receive and consider the accounts, the balance sheet and the reports of the Council and the auditors,
- b. to induct new members of the Council,
- ✓ c. to appoint an auditor or auditors and fix his or their remuneration,
- d. to transact any other business which under these presents ought to be presented at the ordinary meeting.

All other business transacted at any ordinary meeting and all business transacted at an Extra-ordinary meeting shall be deemed special. If the member has any proposal of any matter which he wishes to make or bring before an ordinary meeting he shall give ten clear days written notice thereof to the Secretary.

18. The President of the Council, or in his absence, the Vice President of the Council shall preside at the meetings of the Association and in the absence of such President or Vice President at such meetings, the members present shall choose any member of the Council or in the absence of the members of the Council, any member present at the meeting to preside at that meeting.
19. One fifth of members of the Association present in person shall be sufficient to form quorum for any General meeting, when the notice of the intention to held such meeting has been given in the prescribed manner.

20. Any question submitted to the meeting shall be decided by majority of members present. Where there is a difference of opinion among the members of the Association, the opinion of the majority shall prevail.

COUNCIL OF THE ASSOCIATION:

21. The business of the Management shall be managed by the Council of the Association who may exercise all such powers and do all such things and acts as are provided in the rules. The Council of the Association shall be composed of:

The President – who will be appointed by the Govt. of India.

Two representatives of the Ministry of Industry.

One representative from the Department of Science & Technology.

One representative from the Council of Scientific and Industrial Research.

President of Forest Research Institute.

Vice Chancellor, University of Roorkee.

Five representatives from the paper Industry including paper machine manufacturing Industry, who are members of the Association; and Director.

Director may also himself function as the Secretary of the Council or may nominate a member of the Institute to act as a non-member Secretary.

The minimum strength of the Council shall be seven and maximum strength shall be 13. The tenure of the Council of the Association will be for a period of 5 years.

22. Vice President shall be appointed through among its own members at a meeting of the members of the newly constituted council each year prior to annual general meeting of the Council.

23. If casual vacancies arise within the tenure, person appointed for the vacant post shall hold office for the un-expired period.

24. Any member who fails to attend 3 consecutive meetings of the Council without proper leave shall cease to be a member of the Council.

PROCEEDINGS OF THE COUNCIL:

25. Every meeting of the Council shall be presided over by the President, in his absence by the Vice President and in the absence of both, by a person chosen by the members present from among themselves.
26. One third of the members of the council present in person shall constitute a quorum at any meeting of the Council.
27. Not less than fifteen clear days notice of every meeting of the council shall be given to each member at his address in the roll of members.
28. At least one meeting of the Council shall be held every year.
29. For the purpose of the last Rule each year shall be deemed to commence on the 1st April and terminate on the 31st March of the following year.

30. The President may himself call, or by a requisition in writing signed by him require the Secretary to call a meeting of the Council at any time.
31. Each member of the Council including the President shall have one vote and if there shall be an equality of votes on any question to be decided by the Council, the President shall in addition have a casting vote.
32. Any business, except such as the Council may by general or special order cause to be placed before the meeting, may be carried out by circulation amongst all its members and any resolution so circulated and approved by a majority of the members signing shall be effectual and binding as if such resolution had been passed at a meeting of the Council, provided that at least one third of the members of the Council have recorded their views on the resolution.
33. Where there is a difference of opinion among the members of the Council the opinion of the majority shall prevail. The President may, when he considers it necessary, refer any question to Govt. of India (Ministry of Industry) and place the comments of Govt. of India (Ministry of Industry) before the Council.

FUNCTIONS AND POWERS OF THE COUNCIL:

34. It shall be the function of the Council generally to carry out the objects of the Association as set forth in the Memorandum of Association.
35. Subject to the provisions of Rules and Regulations, the Council shall administer and manage the affairs of the

Association and in particular the following matters:

- i. Preparation and sanction of budget estimate, the sanctioning of expenditure, making and execution of contracts; the investment of the funds of the Association and the sale or alteration of such investment and accounts and audit;
- ii. Procedure for appointment of officers and staff of the Association;
- iii. The terms and tenure of appointment, emoluments, allowances, rules of discipline and other conditions of service of the officers and staff of the Association.
Add... 'However....decision' (AL No.4/88)

36. The Council shall have control in regard to all matters relating to the management and organisation of the Association. In addition to the powers and authorities by these presents or otherwise expressly conferred upon them they may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in General Meeting.

37. RECORDING OF PROCEEDINGS:

The Council shall cause minutes to be duly entered in books provided for the purpose:

- a. of the name of the members of the Council present at each meeting of the Council, and of any committee of the council.

- b. of all orders made by the council and Committees of the Council, and
- c. of all resolutions and proceedings of the General meetings and meetings of the council and committee/s.

38. **RESEARCH:**

A Director or other responsible technical officer shall be appointed by the Council who shall be incharge of the general direction and supervision of the research work of the Association.

- 39. No member of the Association may ask for information or use any information already known to him except in strict accordance with conditions as may be made by the Council of the Association.
- 40. All members of the Council, the Director and other officers of the Association shall, before taking charge, sign an undertaking to observe strict secrecy regarding all knowledge they may obtain in exercise of their duties regarding progress and results of research. They shall also undertake not to utilize such information for work other than the work of the Association.

- 41. If in the opinion of the Council a member has utilized such information for his personal or for some benefit other than the benefit of the Association, the council may be 2/3rd majority remove such a member from the membership of the Association.

Nothing in the above rule shall prevent discussion, disclosure or publication between members of the

Association and its officers in the ordinary course of business or in the interest of the Association.

- 42. Every employee of the Association shall give a written undertaking that in consideration of his employment by the Association, he shall assign to the Association all rights, patents and ownerships in any discoveries, inventions, designs, know-how or other results arising in the course of his employment under the Association.

- 43. The financial year will commence from 1st April and will end 31st March of the following year.

44. **FUNDS OF THE ASSOCIATION:**

The funds of the Association will consist of the following:

- a. Admission and membership fees.
- b. Grants made by Govt. of India (Ministry of Industry).
- c. Contribution from other sources.
- d. Income from investments.
- e. Receipts of the Association from other sources.

45. **BANK ACCOUNT:**

The Council of Association will decide the manner in which the bank account of the Association shall be operated.

- (i) The Association shall maintain proper accounts and other relevant records and prepare an annual statement of accounts in such form as may be prescribed by the Auditors of the Association.

- (ii) The Accounts of the Association shall be audited annually by a Chartered Accountant and any expenditure incurred in connection with the audit of accounts of the Association shall be payable by the Association.
- (iii) The Chartered Accountant shall audit the accounts of the Association and in particular shall have the right to demand the production of books, accounts, connected vouchers and other documents and papers and to inspect any of the offices of the Association.
- (iv) The Association will furnish to the Govt. of India (Ministry of Industry) on the 31st July or as soon thereafter as may be convenient every year a copy of the Annual Statement of Accounts duly audited by the Chartered Accountant and certifying that the grants received from Govt. of India were spent for the purpose for which these were made.

46 and 47 as inserted by Amendment List No.1.&2

All the provisions of the Societies Registration Act XXI of 1860 (Punjab Amendment Act, 1957) as extended to the state of Uttar Pradesh will apply to this Society.

Certified that this is the correct copy of the Rules and Regulations of the Society.

(PRESIDENT)

(VICE PRESIDENT)

(SECRETARY)

AMENDMENTS TO THE RULES AND REGULATIONS FOR CENTRAL PULP & PAPER RESEARCH INSTITUTE

1) AMENDMENT LIST NO.(1) OF 1983

(Insert rule No.46 as below)

- 46. The Government of India may issue directives to the Institute as deemed necessary and these should be carried out by the Central Pulp & Paper Research Institute.

(AUTHORITY: GOVERNMENT OF INDIA, MINISTRY OF INDUSTRY LETTER No.10(107)/82-Paper, dated 7.8.1982.)

2) AMENDMENT LIST NO.(2) OF 1983:

(Insert rule No.47 as below)

- 47. The Rules of the Association may be altered at any time with the sanction of the Govt. of India by a Resolution passed by not less than three fifth of the total number of members present and voting in the meeting of the Association which shall have been convened for the purpose.

(AUTHORITY: GOVERNMENT OF INDIA, MINISTRY OF INDUSTRY LETTER No.10(107)/81-Paper, dated 13.10.1982.)

3) AMENDMENT LIST NO.(1) OF 1984:

RULE No.38:

A Director or other responsible Technical officer shall be appointed by the Government of India, who shall be in charge of the general direction and supervision of the research work of the Association.

(AUTHORITY: GOVERNMENT OF INDIA, MINISTRY OF INDUSTRY, DEPTT. OF INDUSTRIAL DEVELOPMENT LETTER NO.10(107)81-PAPER, dated 7th June 1984)

4) AMENDMENT LIST No.(1) of 1988:

RULE NO.(35) ADD SUB-CLAUSE BELOW RULE 35(iii):

"However, the Council of Association may create posts, the maximum of the scale of which does not exceed Rs.4500/- subject to observance of the ban orders issued by the Government from time to time. The proposals relating to the emoluments structure i.e., adoption of pay scales, allowances and revision thereof & creation of posts, scale of which exceeds Rs.4500/- would need the prior approval of the Government of India in consultation with the Ministry of Finance (Deptt. of Expenditure).

In the event of disagreement between representatives of the Ministry of Finance and the President of the Council on the financial matter beyond the delegated powers of the Ministry/Department of the Govt. of India,

the matter may be referred to the Minister of the Administrative Ministry concerned and the Finance Minister for a decision"

(AUTHORITY: GOVERNMENT OF INDIA, MINISTRY OF INDUSTRY, DEPTT. OF INDUSTRIAL DEVELOPMENT O.M.NO.15/15/87-FIN.I, DATED 10.11.1987):

5. AMENDMENT NO.(1) OF 1993:

RULE NO.21:

"Minimum strength of the Council of Association shall be seven and maximum strength shall be 14".

(AUTHORITY: GOVERNMENT OF INDIA, MINISTRY OF INDUSTRY LETTER No.9(7)/93-Paper, dated 12.8.1993.)

6. AMENDMENT NO.(1) OF 2002:

RULE NO.21:

" Maximum strength of the Council of Association of CPPRI shall be 18 instead of 14".

(AUTHORITY: GOVERNMENT OF INDIA, MINISTRY OF COMMERCE & INDUSTRY LETTER No.9(4)/97-Paper, dated 3rd Jan. 2002.)