

MEMORANDUM OF ASSOCIATION OF THE  
SEAFARERS WELFARE FUND SOCIETY  
(ASSOCIATION NOT FOR PROFIT)

1. The name of the society shall be "The Seafarers Welfare Fund Society".
2. The office of the Society shall be situated in Bombay or in such other place or places as the Central Government may from time to time appoint.
3. The objects of the society are :
  - i) To provide and maintain a fund by the name of the Seafarers Welfare Fund;
  - ii) To provide welfare facilities in general to seamen at ports in India and to seamen engaged as per provisions of section 101 of the Merchant Shipping Act, 1958, while at ports abroad;
  - iii) To prepare the annual budget of income and expenditure in respect of the Fund for submission to the Central Government;
  - iv) To sanction expenditure from the Fund as necessary subject to such limitations as the Central Government may from time to time impose;
  - v) To acquire by purchase, lease, hire, exchange, gift or otherwise, any movable or immovable property subject to such limitations as the Central Government may from time to time impose;
  - vi) To sell, lease, mortgage, surrender, exchange, dispose of or otherwise deal with, all or any part of the movable or immovable property belonging to the Society or in its possession or occupation, subject to such limitations as the Central Government may from time to time impose;
  - vii) With the previous approval of the Central Government, to borrow or raise money with or without security or on the security of any movable or immovable property belonging to or in the occupation of the Society;
  - viii) To invest in any security or keep in deposit with any bank and otherwise deal with any monies of the Society in such manner as may, from time to time, be prescribed by the Central Government;
  - ix) To print, publish and exhibit any books, pamphlets or posters that may be considered desirable for the promotion of the objects of the Society;
  - x) To appoint, remove and suspend such managers, officers, clerks, agents and servants of the society, from time to time as may be considered necessary;

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- xi) To give pensions, gratuities or charitable aid to employees or ex-employees of the Society or to their wives, children or other relatives or dependents; to make payments towards insurance and to form and to contribute to Provident and Benefit Funds for the benefit of any person employed by the Society or the wives, children or other relatives or dependents of such persons;
- xii) To draw, make, accept, endorse and discount Cheques, Notes or other negotiable instruments;
- xiii) For the purposes aforesaid, to sign, execute and deliver such assurances and deeds as may be necessary;
- xiv) To pay out of the funds belonging to the Society or out of any particular part of such funds, all costs, charges and expenses preliminary and incidental to the formation of the Society;
- xv) To do all other such things as in the opinion of the Society, are conducive to the welfare of seamen including aged or invalidated or distressed or destitute seamen or the families of seamen.

4. The income and property of the Society whence-so-ever derived shall be applied solely towards the promotion of the objects of the Society as set forth in the memorandum and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise howsoever by way of profit to the members of the Society, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servants of the Society or to any member of the Society or other persons in return for any services actually rendered to the Society or of their reasonable travelling and other allowances. If, on the winding up or dissolution of the Society, there shall remain after the satisfaction of all its debts and liabilities, any property, whatsoever, the same shall not be paid to or distributed among the members of the society or any of them, but shall be dealt with in such manner as the Central Government may determine.

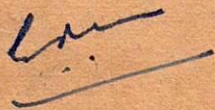
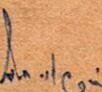
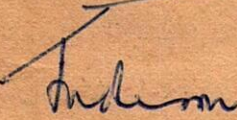
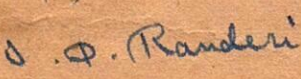


5. The Governing Body of the Society shall be the body constituted as the Committee of Management under the rules of the society and the first members of the said



Committee shall be :-

<u>NAME</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
1. Dr. Nagendra Singh, I.C.S.	Special Secretary and Director General of Shipping, Ministry of Transport, Government of India, New Delhi.	
2. Shri Govind H. Seth.	Sr. Deputy Director General of Shipping, Directorate General of Shipping, Ministry of Transport, 'Commerce House', Ballard Estate, Bombay 1.	
3. Shri H.M. Desai.	Manager, The Scindia Steam Navigation Co. Ltd., Scindia House, Ballard Estate, Bombay.1.	
4. Shri J.W. Anson.	Chairman, Owners' Agents' Committee (Crews) 4, Ballard Road, Ballard Estate, Bombay.1.	
5. Shri J.D. Randeri.	General Secretary, Maritime Union of India, National Insurance Building, 204, Dr. D.N. Road, Bombay.1.	
6. Shri K.K. Khadilkar.	Secretary, National Union of Seafarers of India, 4, Goa Street, Fort, Bombay.1.	
7. Dr. Shanti Patel.	General Secretary, Jahazi Mazdoor Union, Kamgar Sadan, Nawab Tank Road, Mazgaon, Bombay.10.	

We the undersigned are desirous of forming a Society in pursuance of this Memorandum of Association.

<u>SIGNATURE</u>	<u>ADDRESS AND OCCUPATION OF SIGNATORY</u>
1.	Special Secretary and Director General of Shipping, Ministry of Transport, Government of India, New Delhi.
2. 	Sr. Deputy Director General of Shipping, Directorate General of Shipping, Ministry of Transport, Commerce House, Ballard Estate, Bombay.1.
3. 	Manager, The Scindia Steam Navigation Co. Ltd., Scindia House, Ballard Estate, Bombay.1.
4. 	Chairman, Owners' / Agents' Committee (Crews), 4, Ballard Road, Ballard Estate, Bombay.1.
5. 	General Secretary, Maritime Union of India, National Insurance Building, 204, Dr. D.N. Road, Fort, Bombay.
6. 	Secretary, National Union of Seafarers of India, 4, Goa Street, Fort, Bombay.
7. 	General Secretary, Jahazi Mazdoor Union, Kamgar Sadan, Nawab Tank Road, Mazgaon, Bombay-10.

Dated this

day of

1964.



RULES OF THE SEAFARERS WELFARE FUND SOCIETY.

PRELIMINARY

1. In the construction of these presents the following words and expressions shall have the following meanings respectively, unless there is anything in the subject matter or context repugnant thereto:-

- i) The 'Act' means the Merchant Shipping Act, 1958 (Act 44 of 1958);
- ii) 'The Chairman' means the Chairman of the Committee of Management of the Society;
- iii) 'The Vice-Chairman' means the Vice-Chairman of the Committee of Management of the Society;
- iv) The 'Committee' means the Committee of Management of the Society;
- v) 'Members of the Society' shall mean and include the subscribers of the Memorandum of Association of the Society, till they cease to be members by resignation, death or expulsion or otherwise and the persons who may be admitted to the membership of the Society in terms of clauses 31 and 32 of these Rules;
- vi) 'Month' means Calendar month;
- vii) 'These presents' means and include the Memorandum of Association and the Rules;
- viii) 'The Secretary' means the Secretary of the Committee of Management of the Society;
- ix) 'Seaman' shall mean 'Seaman' as defined in Section 3(42) of the Act and shall also include;
  - a) a foreign seaman
  - b) a seaman discharged from service provided he possesses a certificate of discharge or a continuous discharge certificate issued to him under the provisions of Sections 119 and 120 of the Act;
  - c) a foreign seaman discharged from service provided he possesses his discharge documents, and
  - d) merchant navy officers.
- x) 'The Society' means the Seafarers Welfare Fund Society;
- xi) 'Treasurer' means the treasurer of the Committee of Management of the Society;
- xii) 'Year' means the year from the 1st day of April to the next 31st day of March.



2. THE COMMITTEE OF MANAGEMENT

The general management and control of the business and affairs of the Society shall be vested in the Committee of Management who may delegate to a sub-committee or the Chairman or the Secretary or any of them, all or any of the powers, authorities and discretions vested in the Society.

3. CONSTITUTION OF THE COMMITTEE OF MANAGEMENT

The committee shall consist of not less than 12 members and not more than 15 members. The members of the Committee shall not be required to pay any subscription.

4. The subscribers to the Memorandum of Association shall act as the Committee until such time as the minimum number of members of the Committee shall have been appointed or co-opted as hereinafter provided and are prepared to act as the Committee.

5. The Committee may function notwithstanding any vacancy in its membership. No act or proceeding of the Committee shall be questioned or deemed to be invalid merely on the ground of the existence of any vacancy in, or any defect in the constitution of the Committee.

6. The following persons shall be the members of the Committee:-

- Members:
1. Director General of Shipping.
  2. Senior Deputy Director General of Shipping.
  - 3-4. Two persons nominated by the Central Government.
  - 5-6. Two persons representing Indian Shipowners nominated by the Central Government.
  - 7-8. Two persons representing foreign shipowners nominated by the Central Government.
  - 9-11. Three persons representing Indian Seamen nominated by the Central Government.
  12. One person representing Merchant Navy Officers nominated by the Central Government.

The Director General of Shipping shall be the Chairman of the Committee and Senior Deputy Director General of Shipping shall be the Vice-Chairman.



Secretary. 13. The Secretary of the Committee shall be appointed by the Central Government.

Treasurer. 14. The treasurer of the Committee will be appointed by the Central Government (Both the Secretary and the treasurer will be members of the Committee of Management).

7. The Authority nominating members of the Committee may from time to time revoke the nomination and nominate any other person. Any member may at any time by a letter addressed to the Secretary resign his membership of the Committee.

8. The Committee may from time to time co-opt additional members for such periods as the Committee deem necessary but the total number of members shall not at any one time exceed fifteen.

#### POWERS OF THE COMMITTEE

9. Without prejudice to the general powers conferred by the preceding rules and other powers conferred by these presents it is hereby expressly declared that the Committee shall have the following powers :

- i) To appoint and at its discretion suspend or remove such managers, officers, clerks, agents and servants from time to time as it thinks fit and determine their duties and fix their salaries or emoluments and also to require of the appointees security for such amount as it deems fit.
- ii) To appoint any person or persons to accept and hold in trust any property belonging to the society or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts.
- iii) To refer any claims or demands by or against the Society to arbitration, to take steps to get the award made a rule of the court, to observe and perform the awards and/or to challenge or contest the awards.
- iv) To make, amend or alter bye-laws for the general management of the affairs of the Society.
- v) To institute, conduct, defend, compound or abandon any suit or legal proceeding by or against the Society or its officers or otherwise concerning the affairs of the Society and also to compound and allow time for payment or satisfaction of any debt and of any claims or demand by or against the Society.



- vi) To make and give receipts and other discharges for money payable to the Society and for the claims and demands of the Society.
- vii) To act on behalf of the Society in all matters relating to bankruptcy and insolvency.
- viii(a) to open a current account or a savings bank account with the State Bank of India, Bombay, for crediting the receipts of the Society and meeting the expenditure duly authorised;
- (b) regarding any of the monies of the Society not immediately required for the purpose thereof, either to invest them in such securities as are approved under the Indian Trusts Act, 1882, and to vary from time to time and to realise those investments or to deal with such monies in such manner as it deem fit. Provided that the accounts opened with the State Bank of India will be operated jointly by the Vice-Chairman and the Treasurer of the Committee.
- ix) To sanction expenditure as necessary in accordance with any directive issued in this behalf from time to time by the Central Government.
- x) To acquire by purchase, lease, hire, exchange or otherwise any movable or immovable property subject to such limitations as the Central Government may from time to time impose.
- xi) To sell, lease, mortgage, surrender, exchange, dispose of, or otherwise deal with, all other or any part of movable or immovable property belonging to the Society or in its possession or occupation, with the prior approval of the Central Government.
- xii) With the previous consent of the Central Government to borrow money on the security of any movable or immovable property of the Society.
- xiii) To enter into all negotiations and contracts including those with arbitration clauses and rescind and vary all such contracts and execute and do all such acts, deeds and things, in the manner and on behalf of the Society as it may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Society.

#### DISQUALIFICATION OF COMMITTEE MEMBERS

10. The office of the Committee members shall be vacated if :-

- a) the said member is found to be of unsound mind by a court of competent jurisdiction;
- b) if he is adjudged insolvent;
- c) if he is convicted by any court of competent jurisdiction for an offence involving moral turpitude;



- d) if at any time he ceases to represent the interest as a representative of which he was nominated or coopted as a member of the Committee, or in the case of a Government servant he ceases to be in such service. If any question arises as to whether a member has ceased to represent a particular interest or is in the service of Government, it shall be referred to the Central Government whose decision thereon shall be final;
- e) if he absents himself from three consecutive meetings of the Committee without leave of absence from the Committee; or
- f) if he is away from India for more than six months at a time.

REMUNERATION.

11. The non-official members of the Committee shall be paid out of the Fund of the Society their reasonable travelling and other expenses incurred by them in consequence of their attendance at Committee meetings and otherwise in execution of duties as aforesaid. The members of the Committee shall not be entitled to any other remuneration.

PROCEDURE FOR CONDUCT OF BUSINESS

12. The Committee shall meet normally once in three months.
13. The meeting of the Committee shall be convened by the Chairman provided that the Chairman may himself call or by a requisition in writing signed by him require the Secretary to call a meeting of the Committee at any time to transact any business which in his opinion is urgent; on the receipt of such a requisition, the Secretary shall forthwith call a meeting.
14. The Committee shall meet in such place and at such time as may be appointed by the Chairman.
15. A list of business proposed to be transacted shall either accompany the notice or be forwarded by the Secretary to each member of the Committee as soon as possible after sending out the notice.
16. A member of the Committee desiring discussion of any specific item or to make a substantial proposition at



any meeting of the Committee shall give to the Secretary a written notice of the same at least seven days before the date fixed for the meeting.

17. Any business which is not on the list shall not be considered at the meeting of the Committee except with the permission of the Chairman.

18. The Chairman or Vice-Chairman shall preside at every meeting of the Committee. In the absence of the Chairman and the Vice-Chairman the members present shall select one from amongst themselves to preside at the meeting. Every member of the Committee shall have one vote. In the event of an equality of votes, the Chairman or the member presiding shall have an additional or Casting vote.

19. Any business which it may be necessary for the Committee to perform may be performed by a resolution in writing circulated amongst all its members present in India and any such resolution so circulated and approved by a majority of the members signing shall be as effectual and binding as if such resolution had been passed at a meeting of the Committee, provided that at least seven of its members have recorded their views on the resolution.

#### EXTRA-ORDINARY MEETING.

20- Upon a requisition made in writing by not less than five members of the Committee the Chairman shall, as soon as possible and in any case not later than fifteen days of the date of the requisition, convene an extraordinary meeting of the Committee. The requisition shall state the object of the meeting proposed to be called and shall be left at the registered office of the Society. The notice of every such meeting along with a copy of the requisition may be delivered either by hand or may be sent by registered post to the last known addresses of the members of the Committee.

#### QUORUM.

21. No business shall be transacted at a meeting of the Committee unless at least five members of the Committee are present.



22. <sup>at</sup> If ~~any~~ meeting of the Committee the number of members present is less than five, the Chairman or in his absence the member presiding at the meeting, shall adjourn the meeting to a date not less than seven days later, informing the members present and also giving notice to the other members of the date, time and place of the adjourned meeting and it shall thereupon be lawful to dispose of the business at such meeting whatever be the number of members present.

MINUTES OF THE MEETINGS.

23. The minutes of the proceedings of the meetings of the Committee shall be drawn up by the Secretary and circulated to all members of the Committee present in India. The minutes, along with any amendments suggested, shall be placed for confirmation at the next meeting of the Committee. After the minutes are confirmed and signed by the Chairman or the member presiding at the meeting they shall be recorded in a Minute Book which shall be kept open for inspection of the members of the Committee at all times during office hours of the Committee.

TREASURER OF THE COMMITTEE & THE MAINTENANCE OF ACCOUNTS.

24. The duties of the Treasurer of the Committee shall be,

- a) to maintain proper books of account with respect to all sums of money received and expended by the Society and all the assets and liabilities of the Society;
- b) to draw up statements of account in the form to be prescribed by the Society;
- c) to prepare and present to the Society the budget estimates of its receipts and expenditure; and
- d) to perform such other duties as may be entrusted to him by the Committee.

25. The books of account of the Society shall be kept in such form and manner as may be decided by the Committee from time to time. Such books shall be kept at the registered office of the Society or at such other place as the Committee shall think fit and shall be open to inspection by the Committee members during business hours.



26- Any costs, charges and expenses incurred or sustained in or about the Establishment of the Society, or subsequent to the registration thereof including therein the cost of printing, stationery, law charges, furniture and fittings of offices and any other costs, charges or expenses which the Committee considers may be fairly deemed and treated as preliminary, may be placed to a separate account to be called the 'Preliminary Expenses Account' and shall be chargeable on the income of the Society or to its funds as the Committee may deem expedient.

#### THE SEAL

27. The Committee shall provide a seal for the purpose of the Society and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The Committee shall also provide for the safe custody of the seal for the time being and the seal shall never be used except by the prior written authority of the Committee.

28. Every instrument to which the seal of the Society is required to be affixed shall be signed by one member of the Committee duly authorised in this behalf and be countersigned by the Chairman or the Secretary of the Committee or by some other person appointed by the Committee in this behalf.

#### SECRETARY OF THE COMMITTEE.

29. The duties of the Secretary shall be to assist the Chairman in the discharge of his functions and in particular :

- a) to convene under the direction of the Chairman, meetings of the Committee or of any of its sub-committees;
- b) to maintain the Minute Book and to undertake such other duties as may from time to time be entrusted to him by the Committee.

#### SUB-COMMITTEES.

30. With a view to facilitating the task of the Committee, the Committee may appoint one or more sub-Committees and delegate to them such of its powers as it thinks fit.



MEMBERS

31. Every candidate for membership of the Society shall be proposed by one member of the Committee and seconded by another such member. Every proposal shall be in writing signed by the proposer and seconder, and shall be made by sending to the Secretary of the Society a letter signed by the proposer and seconder to that effect. Every proposer shall give the name, residence and profession or occupation of the candidate and any further information which the Committee may require. The proposer and seconder shall also state in writing that in their belief the candidate is a fit and proper person to be elected as a member of the Society.

32. Every proposal for membership shall be submitted to the Committee at the meeting next following the expiration of seven days from the date of the submission of the proposal and the Committee shall proceed to the election or rejection of the candidate. A candidate shall be elected by a majority of members of the Committee present and voting in the meeting.

EXPULSION OF MEMBERS.

33. Every member who is guilty of any unworthy conduct or whose conduct in relation to the Society or in relation to the public at large is such as shall in the opinion of the Committee be injurious to the character or interests of the Society shall be liable to expulsion by a resolution passed by a majority of the members of the Committee present and voting at a meeting convened for the purpose. Before a member is expelled, he shall be given a reasonable opportunity of showing cause against his expulsion. A member expelled under this clause shall forfeit all the rights and privileges of membership of the Society.

AUDIT

34. Once at least every year the accounts of the Society shall be examined and correctness of the profit and loss accounts and balance sheets ascertained by such auditor as may be nominated by the Committee with the approval of the Central Government.



GENERAL MEETING

35. The first General meeting of the Society shall be held at such time within six months from the registration of the Society and at such place as the Committee may determine.
- 36(a) A general meeting of the Society shall thereafter be held once every year in the month of April or as soon thereafter as may be convenient, and at such place and time as may be determined by the Committee. Such a general meeting shall be called "The Annual General Meeting" and all other general meetings shall be called "Extra-ordinary General Meetings";
- (b) A period of more than 15 months shall not be allowed to elapse between any two Annual General Meetings.
37. The members of the Committee shall be allowed to attend and speak but shall not be entitled to vote unless they shall be members of the Society.
38. The Committee or the Chairman may call an extra-ordinary General Meeting whenever it is necessary.
39. The Chairman shall call an extra-ordinary General Meeting whenever a requisition in writing, signed at least by one fourth of the total number of the members of the Society and stating fully the objects of the meeting, shall be deposited at the office of the Society. Such a requisition may consist of several documents in like form, each signed by one or more such requisitionists.
40. If the Chairman does not proceed to convene a meeting to be held within twenty one days from the date of the requisition being so deposited, the requisitionists, or a majority of them, may themselves convene the meeting, but no meeting so convened shall be held after two months from the date of such deposit.
41. At least fifteen days notice, specifying the place, the date and the hour of all meetings and in the case of special business the general nature of such business, shall be given in the manner hereinafter mentioned to all members provided that the accidental omission to give such notice



to, or the non-receipt of such notice by any such member shall not invalidate any resolution passed or proceedings held at any such meeting, and, with the consent of all the members for the time being entitled to receive notices of meetings, a meeting may be convened upon such shorter notice and in such manner as such members may approve.

PROCEEDINGS OF GENERAL MEETINGS.

42. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be members present in person or by proxy and entitled to vote not being less than one fourth of the total number of members of the Society.

43. If within half an hour from the time appointed for the holding of a General meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. If any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting those members who are present shall be a quorum and irrespective of the number of members present may transact the business for which the meeting was called.

44. The Chairman shall preside over every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within five minutes after the time appointed for the meeting, the members present and entitled to vote shall choose some member present to preside over the meeting.

45. The ordinary business of the General Meeting shall be to receive and consider the accounts, the balance sheets and the Reports of the Committee and of the Auditors, and to transact any other business which under these presents ought to be transacted at an ordinary general meeting. All other business transacted at any extra-ordinary General Meeting, or the Annual General Meeting shall be deemed special.



46. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least one member. Unless a poll is so demanded a declaration by the person presiding over the meeting that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority or lost, shall be conclusive and any entry to that effect in the book of proceedings of the Society shall be conclusive evidence of the fact so declared.

47. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the person presiding over the meeting directs and either at once or after an interval or adjournment and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

48. Every member shall have one vote.

49. In case of an equality of votes whether on a show of hands or on a poll, the person presiding over the meeting at which the show of hands takes place or at which poll is demanded shall notwithstanding anything contained in any clause hereof be entitled to a second or casting vote.

50(a) With the consent of the majority of the members present, the person presiding over a general meeting may, and if so, directed by such majority, shall adjourn the general meeting to meet at the same or at a different place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting which was adjourned;

(b) More than one adjournments of a general meeting shall also be permissible.

51. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which poll has been demanded.



NOTICES

52. A notice may be given by the Society to any member of the Society either personally or by sending it by post to the address, if any, within India supplied by him to the Society for the giving of notice to him. Where such notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting by registered post a letter containing the notice and unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

53. All notices to be given to the Society by any member thereof shall be left at or sent by registered post to the Office of the Society.

Certified to be a true copy of the Rules and Regulations of the Seafarers Welfare Fund Society.

- i) 4.0.16:
- ii) Johnson
- iii) 5.0.16

Members of the Committee of Management.

Dated this .....day of .....1964.