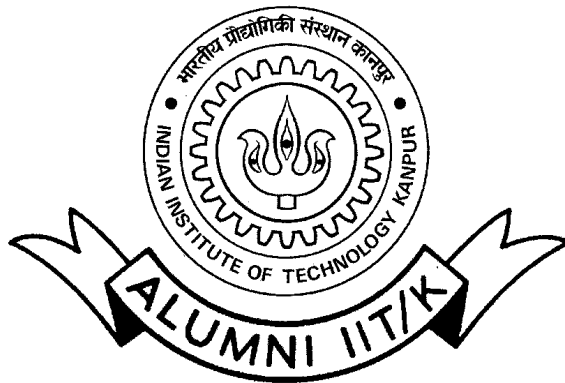


Alumni Association, IIT Kanpur  
BOD/2012-2014/8th Meeting/ Agenda  
February 18, 2013

# Alumni Association India Institute of Technology Kanpur



## Board of Directors meeting Agenda for the 2012-2014/ 8<sup>th</sup> Meeting

**Date: Monday, February 18, 2013**

**Time: 07:30 PM (IST)**

**Through: Conference Call**

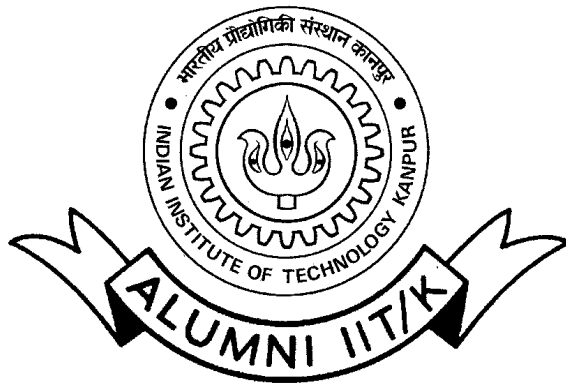
**Alumni Association, IIT Kanpur**  
**Agenda of the 8<sup>th</sup> Meeting of the Board of Directors of**  
Scheduled to be held on Monday, February 18, 2013 at 7:30 PM (IST)  
Venue: IIT Kanpur (through conference)

SI No	Description	Page No
Agenda Item 1	Welcome of the members and announcements, if any	-
Agenda Item 2	Confirmation of minutes of 7thBOD meeting held on January 12, 2013	2
Agenda Item 3	Updates a) from the AA and the ODC, AA on the Convention at Delhi on March 3, 2013 b) from the AA on the Golden Jubilee Reunion Batch-of-1963 to be held during March 8-10, 2013 c) from the AA on progress on FCRA certificate d) from the AA on local advisory group: who are on it and what role they have played so far e) from the AA on newsletter format and schedule of publication	-
Agenda Item 4	Constitution Amendments	10-26
Agenda Item 5	Contract with Flipkart	27-31
Agenda Item 6	Reunion expenses details and what expenses are covered by IITK subsidy	32
Agenda Item 7	Updates by the working groups: 1. Formalization of understanding with the Institute 2. Election reforms 3. Chapter development 4. Website development 5. Database management	-
Agenda Item 8	Any other item i. PAN IIT 2013 @ Houston December 6-8, 2013	-

Sudhir Misra  
Secretary, Alumni Association, IIT Kanpur

Alumni Association, IIT Kanpur  
BOD/2012-2014/8th Meeting/ Agenda  
February 18, 2013

# Alumni Association India Institute of Technology Kanpur



**Minutes of the  
2012-2014/ 7<sup>th</sup> Meeting  
of the Board of Directors  
held on  
Saturday, January 12, 2013  
at 08:30 AM**

**Alumni Association, IIT Kanpur**  
**Agenda of the II Meeting of the Board of Directors of**  
**Held on January 12, 2013 at 08:30 A.M. IST**  
**Venue: IIT Kanpur (through conference)**

SI No	Description
<b>Agenda Item 1</b>	Welcome of the members and announcements, if any
<b>Agenda Item 2</b>	Confirmation of minutes of 6 <sup>th</sup> BOD meeting held on October 30, 2012
Agenda Item 3	Updates from the Secretary: a. Golden Jubilee Reunion Batch-of-1962 b. PAN IIT c. Silver Jubilee Reunion Class-of-1988 d. 35 <sup>th</sup> Year Reunion Class-of-1978 e. Database merging f. Ever True – Mobile Application
<b>Agenda Item 4</b>	<b>Presentation and discussion on the balance sheet 2011-2012</b>
<b>Agenda Item 5</b>	Noting the decision of the BOD (through email circulation) a) to revise the Life Membership fees to Rs 2500 for those who pay their fees after graduation b) to revise the Life Membership fees to Rs 2000 wef 1.2.2013 (letter requesting this sent to the Institute) c) to hold the AGBM on March 3, 2013 at IIT Delhi (a notice to this effect already sent to the alumni)
<b>Agenda Item 6</b>	Discussion on Constitutional Amendments proposed by Shri Dharam Vir
	<b>Items from the previous BOD Meeting</b>
<b>Agenda Item 7</b>	Updates by the working groups: 6. Formalization of understanding with the Institute 7. Constitution and its review 8. Election reforms 9. Chapter development

Alumni Association, IIT Kanpur  
BOD/2012-2014/8th Meeting/ Agenda  
February 18, 2013

	10. Website development 11. Database management
<b>Agenda Item 8</b>	A sub-committee for finalization of Board agenda items
<b>Agenda Item 9</b>	Upcoming Convention at Delhi - 1
<b>Agenda Item 10</b>	Upcoming Convention at Delhi - 2 from Mr Anurag Goel
<b>Agenda Item 11</b>	Unsafe Work Conditions at Construction Sites
<b>Agenda Item 12</b>	Any other item

Sudhir Misra  
Secretary, Alumni Association  
IIT Kanpur

<b>Agenda Item 1</b>	<b>Welcome of the members and announcements, if any</b>
----------------------	---

**Members present:**

- 1) Prof Ashok Gupta, President
- 2) Mr Salil Dave, Vice President
- 3) Prof Sudhir Misra, Secretary
- 4) Prof Mukesh Sharma, Treasurer
- 5) Prof. Kripa Shanker, Member
- 6) Mr Dharam Vir, Member
- 7) Mr Saurabh Sharma, Member
- 8) Prof Manindra Agarwal, Member
- 9) Mr Nikhil Padhye, Member

**Invitees:**

- 10) Mr Anuag Goel, Nomineeto PAN IIT

**Regrets:**

- 11) Mr Sashi Singhania, Vice President
- 12) Prof Ram B Misra, Member
- 13) Dr Ajay K Shukla, Member
- 14) Mr David Thomas, Member
- 15) Mr Mustan Tambawala, Nominee to PAN IIT
- 16) Shri Rakesh Pandey, Member

The President extended a warm welcome to all the BOD members. There were no announcements.

<b>Agenda Item 2</b>	<b>Confirmation of minutes of BOD meeting held on October 30, 2012</b>
----------------------	--

The minutes of the 6<sup>th</sup> BOD meeting held on October 30, 2012 were confirmed as circulated.

<b>Agenda Item 3</b>	<b>Updates from the Secretary:</b>
----------------------	------------------------------------

- a. **Golden Jubilee Reunion Batch-of-1962**
- b. The Golden Jubilee Reunion of the Batch-of-'62 was held from November 23 to 25, 2012. Around 50 alumni of the third batch visited the Institute along with their family on this occasion. The reunion was inaugurated by newly appointed Director, Prof. Indranil Manna. They interacted with faculty and staff, visited their respective departments. The batch had created an audio CD of their era music and composed the batch anthem. They had earlier collected contributions

for Park 67 and during this reunion they dedicated a plaque with the names of all the batchmates and planted trees

**c. PAN IIT**

The PanIIT Global Conference 2012 was held in Kolkata from December 7-9, 2012. Alumni Association, IIT Kanpur had contributed extensively for the success of this PAN IIT Global conference, right from disseminating information, frequently requesting alumni to register, setting up of stall in the pavilion for showcasing the services being provided to IITK alumni and distributing souvenirs to the delegates who had come from all parts of world. The IITKAA BOD members Prof. Sudhir Misra, Mr. Salil Dave Mr. Dharam Vir and Prof Manindra Agarwal along with some staff members from the AA and the DRPG offices attended the meet. The next PanIIT Global Conference (2013) will be held in Houston.

**d. Silver Jubilee Reunion Class-of-1988**

The Silver Jubilee Reunion of the Class-of-88 was held from December 27-29, 2012. Around 75 alumni with their family members visited the Institute on this occasion. They interacted with faculty and staff, visited their respective departments. The batch had created an audio CD and souvenir book, of their era, interacted with the Student Gymkhana and its various Clubs, had a picnic Lunch at the Mango-groove of IIT Kanpur.

**e. 35<sup>th</sup> Year Reunion Class-of-1978**

The 35<sup>th</sup> Year Reunion of the Class-of-78 was held from January 4-6, 2013. Around 30 alumni with their family members visited the Institute on this occasion. The number of attendees was quite low as compared to the earlier years, perhaps due to inclement weather.

**f. Database merging**

The work for merging has started with the help of an application developed by the DRPG office.

**g. Ever True - Mobile Application**

The mobile App was launched successfully during the PAN IIT event and as of now we have around 1200 alumni who have registered for it. Their feedback and inputs are being used to enhance it further. It was decided (a) to send a mail to all alumni to complete the process and indicate if they would like their information to be shared on this platform, and, (b) that the mail should also clearly indicate that if the 'default' option beyond a certain date will be set as 'agree to join the application', with the obvious choice of withdrawing at any later date.

<b>Agenda Item 4</b>	<b>Balance sheet 2011-2012</b>
----------------------	--------------------------------

The Board took a note of the Balance Sheet for the financial year 2011-2012, and was approved as placed with some corrections pointed by the President.

<b>Agenda Item 5</b>	Noting the decision of the BOD (through email circulation) <ul style="list-style-type: none"><li>a) to revise the Life Membership fees to Rs 2500 for those who pay their fees after graduation</li><li>b) to revise the Life Membership fees to Rs 2000 wef 1.2.2013 (letter requesting this sent to the Institute)</li><li>c) to hold the AGBM on March 3, 2013 at IIT Delhi (a notice to this effect already sent to the alumni)</li></ul>
----------------------	---

**A proposal for the revision of the Life Membership fees was circulated by the Secretary, Alumni Association and its was mutually agreed upon on email:**

- a) to revise the Life Membership fees to Rs 2500 for those who pay their fees after graduation
- b) to revise the Life Membership fees to Rs 2000 wef 1.2.2013, and its agreed that the letter requesting for the implementation be sent to the Institute.
- c) To hold the AGBM on March 3, 2013 at IIT Delhi
- d) As agreed the following note was circulated to all alumni for the AGBM in Delhi:

*As per the provisions in sections 1.1 A and 2.1 of the By-Laws of the Alumni Association of IIT Kanpur, it is brought to the notice of all members that the Annual General Meeting of Alumni Association IIT Kanpur will be held at IIT Delhi on Sunday, March 03, 2013 to transact the following business:*

1. *Presentation of the Annual Report by the Secretary*
2. *Presentation of the Balance Sheet for the Financial year ended on 31<sup>st</sup> March 2012 for consideration and major highlights of the treasury by the Treasurer*
3. *To appoint Statutory Auditors and fix their remuneration.*
4. *Remarks by the President, Alumni Association*
5. *Presentation, discussion and decision(s) on the amended Constitution and Bye-laws of the Alumni Association*
6. *Any other business with the approval of the chair*

*Kindly note that the venue in IIT Delhi and the timing of the meeting will be communicated shortly. Documents relevant for the discussions shall also be placed on the Alumni Association website.*

Ashok Gupta  
President

<b>Agenda Item 6</b>	<b>Discussion on Amendments to Constitution and By-laws</b>
----------------------	---



The revised constitution as circulated to the BOD members (attached as Annexure 1), for which the efforts put in by Mr Dharam Vir were greatly appreciated and placed on record. The proposed constitution was discussed extensively and it was agreed that the final draft copy will be circulated to the Board after incorporating the changes suggested (and agreed upon) in the Board meeting. The following are some of such modifications:

- a. **Clause 1. :** The AA will operate from its registered office at IIT Kanpur and other offices, as may be decided by the Board.
- b. Clause 2: (ii) and (iii) be merged as help alumni achieve their professional goals and in **distress**.
- c. Clause 4: Membership: (i) The date as mentioned December 31, 2012 be **removed**.
- d. Clause 7: (iii) The status quo be maintained as the existing constitution for the post of Secretary and Treasurer

**Secretary**

The Secretary, who shall be elected by the general body and shall be a **regular** member of the Association and an employee of the Institute.

**Treasurer**

The Treasurer shall be elected by the general body. He/She, an employee of the Institute, shall be a regular member of the Association.

- e. Clause 7 and 8: All Life Members will be entitled to stand for the **elections**.
- f. The need to add a **'preamble'** to the document was felt so that some of the most generic thoughts can be written there
- g. Extensive discussion was held on each By-law. Most were found acceptable except the quorum.

**Items from the previous BOD Meeting**

Agenda Item 7	Updates by the working groups:
---------------	--------------------------------

**1. Formalization of understanding with the Institute**

Prof Sudhir Misra informed the Board that the process of drafting the MOU in its final shape is being done. An update will be provided in the next meeting.

2. Constitution and its review - Taken up as agenda 6

3. Election reforms - Taken up as agenda 6

4. Chapter development

The Chapter formation guidelines have been drafted and implemented.

**5. Website Development**

**Comment [D1]:** No, the clauses (ii) and (iii) were not merged. They have different meanings and objectives. There was a lot of discussion on the word 'distress or need' and it was finally decided to have 'need' subject legal advice.

**Comment [GA2]:** I do not remember decision to merge these clauses were taken. Hour of need was to replace distress. But later it was decided that Hour of need is better.

**Comment [D3]:**

**Comment [D4]:** It should be read as December 31, 2013. This was not removed. The rationale was that henceforth we would have Life members only – firstly to raise funds for the AA and (2) the concept of regular Member should not be promoted anymore and one time exception was made for the students graduating this year.

**Comment [GA5]:** Again the date of Dec 31 was not removed. If removed, there will be no incentive to become life member.

**Comment [D6]:** One could be regular or life member. This is what was proposed and approved not only in case of Secretary and Treasurer but for all members of the BOD.

**Comment [GA7]:** I do not recall any such decision. All regular members and life members will be entitled for elections. If only life members are entitled, most life members are from batches 2005 onwards.

**Comment [D8]:** There was no discussion on 'preamble'; however there is no harm in adding it.

Mr Salil Dave informed the Board that Mr Anil Jain from the Class-of-72 has agreed to help us get the new website, Mr Santosh Khare from Unsocial Inc has taken up as the Project Manager for the new website. The BOD expressed its concern at the delay in launching the website and hoped that the work could be completed before March 31, 2013. Database Management

Taken up agenda 3

<b>Agenda Item 8</b>	<b>A sub-committee for finalization of Board agenda items</b>
----------------------	---

The item was withdrawn.

<b>Agenda Item 9</b>	<b>Upcoming Convention at Delhi - 1 From the Secretariat</b>
<b>Agenda Item 10</b>	<b>Upcoming Convention at Delhi - 2 from Mr Anurag Goel</b>

Agenda items 9 and 10 taken up as single agenda.

The BOD noted the steps being taken by Shri Anurag Goel and his team and the AA to make the convention a success. Shri Anurag Goel, informed that 450 plus registration have been done, and about 1000 participants (including spouses) are expected to attend the convention.

Taken up as agenda item 9

<b>Agenda Item 11</b>	<b>Unsafe Work Conditions at Construction Sites</b>
-----------------------	---

Prof Manindra Agrawal informed the BOD, that several initiatives have been launched and sincere efforts are underway to address the unsafe work conditions on construction sites. As per to the commitment of the Institute to the issue, Professors In-charge for the Civil, Electrical and Air-conditioning works have been appointed, with a mandate to oversee various aspects of construction and maintenance work in the campus.

<b>Agenda Item 12</b>	<b>Any other item</b>
-----------------------	-----------------------

- a. The Board approved for accreditation of the Jamshedpur chapter and letter will be handed to them on March 3, 2013 at the Convention.
- b. The Board accepted the resignation of Mr Rakesh Pandey.

The meeting ended at about 11:00AM (IST).

(Sudhir Misra)  
Secretary, IITKAA

(Ashok Gupta)  
President, IITKAA

**Alumni Association  
Indian Institute of Technology  
Indian Institute of Technology, Kanpur 20816**

## **Preface to Amended Constitution & By-Laws**

**1. First Constitution and By-Laws:** The First Constitution & By-Laws of the Alumni Association Indian Institute of Technology was adopted on February 19, 1978.

**2. Revisions in 2004 and 2005:** The Constitution was amended in 2004 and 2005. One of the major amendments was to make provision for voting through secure e-mail. A copy of the current Constitution, now in force, is available on the AA's website.

**3. Previous Attempts to Amend:** As evidenced from several minutes of the Board of Director's meetings, discussions to revise the current constitution were held in 2010 and 2011. However, the then Board could not arrive at a final product for approval.

**4. Current Attempt to Amend:** The current Board of Directors once again took the challenge to revise Constitution and By-Laws. After several iterations and consultations with relevant experts in the field, the Board approved revised Constitution and By-Laws on January 29, 2013. The revised documents will be voted upon by General Body in the General Body Meeting on March 3, 2013 by the members present in the AGBM and by electronic voting.

**5. KEY CHANGES:** Listed below are salient changes made in Constitution and By-Laws:

- i. Following the prevalent practice, two separate documents (i) Constitution and (ii) By-Laws were created instead of one combined document. The current Constitution and By-laws were cumbersome to follow. Related items were not put together. Several key issues were not addressed especially in the area of elections.
- ii. In the amended Constitution and By-Laws all related items have been put together. All clauses and sub-clauses have been numbered for ease of referencing.
- iii. In the amended constitution, Association need not be run from its registered office at the Institute. Board of Directors may decide the location of Office from where to run the Association in the best possible manner.
- iv. In the amended constitution, "To help alumni in their hour of need" has been added to the mission of Association. This was necessary to take care of serious cases of distress and other needs.
- v. For better accountability, coordination, and record keeping it was felt that Secretary and Treasurer should continue to remain employees of the Institute.
- vi. For better representation and greater involvement of alumni in the Alumni Association, in the amended constitution number of elected members on the Board of Directors has been increased from four to seven. Three additional members will now represent: (a) one Chapter President/Secretary, (b) an alumna of the institute,

and (c) an alumnus with a PhD degree from the institute. This would diversify the representation of the alumni. Besides, an attempt has been made to reduce gender inequality.

vii. In the current constitution it was possible that all four members on the Board of Directors could be those with masters or PhD degrees. To ensure that undergraduates get their due representation, Member 1 and Member 2 in the amended constitution must have undergraduate degree from the institute. Member 3 and 4 continue to represent those with master's degree.

viii. In the current constitution there was no incentive for alumni to become association member by paying Life Membership fee. In the amended constitution, those who graduate after December 31, 2012, must pay Life Membership fee to become Association member.

ix. Retired faculty will be made honorary members of AA.

x. Amended By-Laws are extensive and cover all aspects of managing the Association unlike in the current By-Laws so as to bring clarity of roles of Office Bearers and their accountability. The following items are worth noting in the amended By-Laws:

- a. Detailed guidelines are provided for holding General Body meetings
- b. Duties and Powers of Board of Directors are listed
- c. Election Rules and procedures are clearly described and address issues of how to handle invalid nominations and positions falling vacant
- d. Sections have been added on management of funds, audit of accounts, and operating bank accounts
- e. Procedure for dissolution of Association is also provided

## Following pages contain:

### **Alumni Association Indian Institute of Technology Indian Institute of Technology, Kanpur 20816**

## Amended Constitution

**Approved by Association Board of Directors on January 29, 2013**

**Approved by General Body and Adopted on: .....**

**1. Registered as Society:** Alumni Association Indian Institute of Technology (hereinafter referred to as the Association) is an independent society of alumni of Indian Institute of Technology, Kanpur (hereinafter referred to as Institute) registered on January 17, 1978, vide certificate No. 1505 under the Societies Registration Act, 1860.

**2. Office:** Association shall maintain its registered office at the Institute in Kanpur and function from this office and other offices, as may be decided by the Board of Directors of Association.

**3. Mission:** The Mission of the Association shall be to:

- i. provide a vibrant forum that promotes interaction and networking among alumni of the Institute,
- ii. help alumni achieve their professional and societal goals,
- iii. help alumni in their hour of need,
- iv. facilitate the association of alumni with their Alma Mater, and
- v. contribute to the Institute's vision of being recognized among the world's leading institutions in academics, research, outreach, and innovation.

**4. Patron:** The Director of the Indian Institute of Technology, Kanpur shall be the exofficio Patron of the Association.

**5. Membership:** The Association shall have the following categories of members:

i. **Regular Member:** An alumnus/alumna, who has received a degree/diploma awarded by the Institute by December 31, 2012 and has not paid any subscription for Life Membership, shall be a Regular Member.

ii. **Life Member:** The following shall be a Life Member:

- a. An alumnus/alumna, who has received a degree / diploma awarded by the Institute and paid the subscription as prescribed by the Board of Directors of Association for Life Membership, and
- b. A faculty, who has served the Institute for at least one year and has paid one time subscription as prescribed by the Board of Directors of Association for Life Membership

iii. **Honorary Member:** The following shall be an honorary member:

- a. All the past Directors of the Institute,
- b. All retired faculty who have served the Institute for more than ten years,
- c. An eminent person honoured by the Institute, and
- d. A person of eminence, who has not received any degree from the Institute, but has contributed immensely to or has shown a keen interest for the development of the Institute.

**6. General Body:** The Regular and Life Members shall comprise the General Body of the Association.

**7. Power of General Body:** The General Body shall be the supreme body of the Association in taking decision on any matter relating to the Association and on all matters brought before them by the Board of Directors of association or any member. The General Body shall function in accordance with By-Laws of the Association.

**8. Board of Directors:** The Association shall function through its Board of Directors (hereafter referred to as the Board) which shall comprise of the following Elected, Ex-Officio, and Nominated members:

#### **Elected Members**

- i. *President:* President shall be a Regular or Life Member of the Association.
- ii. *Vice Presidents:* Two Vice Presidents named as Vice President-1 and Vice

President-2 as given below:

- a. **Vice President-1:** Shall be a Regular or Life Member of the Association and a resident of India, and
- b. **Vice President-2:** Shall be a Regular or Life Member of the Association and a resident of a country other than India.
- iii. **Secretary:** Secretary shall be a Regular or Life Member of the Association and also be an employee of the Institute.
- iv. **Treasurer:** Treasurer shall be a Regular or Life Member of the Association and also be an employee of the Institute.
- v. **Members:** Seven members as follows:
  - a. **Member-1:** Shall be Regular or Life Member of the Association with undergraduate degree in any subject from the Institute and a resident of India.
  - b. **Member-2:** Shall be Regular or Life Member of the Association with undergraduate degree in any subject from the Institute and a resident of a country other than India.
  - c. **Member-3:** Shall be a Regular or Life Member of the Association who has obtained Master's degree in any subject from the Institute and a resident of India.
  - d. **Member-4:** Shall be a Regular or Life Member of the Association who has obtained Master's degree in any subject from the Institute and is a resident of a country other than India.
  - e. **Member-5:** This is reserved for an alumna of the Institute. She should be a Regular or Life Member of the Association who has obtained any degree from the Institute and is a resident of any country.
  - f. **Member-6:** Shall be a Regular or Life Member of the Association and should have obtained Ph.D. degree in any discipline from the Institute and is a resident of any country.
  - g. **Member-7:** Shall be a Regular or Life Member of the Association and should be President or General Secretary / Secretary of one of the Chapters of the Association in India or abroad. The Chapter should be accredited by the Association.

#### **Nominated Members**

- i. **Distinguished Alumnus / Alumna:** Shall be a Regular or Life Member of the Association and should have been awarded the Distinguished Alumnus Award by the Institute or should be one of the fifty alumni honoured by the Association at the Golden Jubilee Alumni Convention held at the Institute in 2010. The incoming Board of Directors shall nominate this member and his/her term shall be coterminous with that of the incumbent Board.
- ii. Nominee of the Patron
- iii. President or Nominee of IITK Foundation

#### **Ex-Officio Members**

- i. Immediate past President of the Association
- ii. Immediate past Secretary of the Association

**9. Term of Board of Directors:** The term of the Board of Directors shall be two years and be reconstituted every alternate year.

**10. Office Bearers:** President, Vice Presidents, Treasurer and Secretary shall be the office Bearers of the Association.

**11. Powers of the Board:** For the purpose of implementing the decisions taken during its tenure, the Board shall be empowered to:

- i. create the required administrative infrastructure for the office of the Association at the Institute and/or at other locations,
- ii. constitute various committees for the purpose of executing its responsibilities more efficiently, and
- iii. exercise other powers as described in By-laws of the Association

**12. Appointment of Board of Directors:** The General Body shall appoint all the Office Bearers and other elected members of the Board through elections, which shall be conducted as per the procedure laid down in the By-laws of the Association.

**13. Amendment of Constitution and By-Laws:** The Board as well as any member of the General Body may propose amendments to the Constitution or By-Laws, which shall be decided as per procedure given in the By-laws of the Association.

**Alumni Association  
Indian Institute of Technology  
Indian Institute of Technology, Kanpur 28016  
Amended By-Laws**

**Approved by Association Board of Directors on January 29, 2013**

**Approved by General Body and Adopted on: .....**

**1.** These By-Laws shall be called By-Laws of Alumni Association Indian Institute of Technology, an independent society of alumni of Indian Institute of Technology, Kanpur.

**2. Interpretation:** In the interpretation of these By-Laws, unless there is anything inconsistent with the subject to context;

- i. "Alumni" mean those who are eligible to become members of the Association as provided in the Constitution,
- ii. "Association" means Alumni Association Indian Institute Technology, an independent society of alumni of Indian Institute of Technology, Kanpur registered on January 17, 1978, vide certificate No. 1505 under the Societies Registration Act, 1860,
- iii. "Board" means the Board of Directors as mentioned in Clause 8 of the Constitution,

- iv. "Constitution" means Constitution of the Alumni Association Indian Institute Technology, Kanpur,
- v. "Financial Year" means the period commencing from 1st April and ending with 31st March of next year,
- vi. "Funds of the Association" shall mean and include all investments, cash in banks, cash in hand and properties including movable and immovable belonging to the Association,
- vii. "Honorary Member" means as defined in Clause 4 the Constitution of the Association,
- viii. "Institute" means Indian Institute Technology, Kanpur,
- ix. "Life Member" means as defined in the Clause 5 of the Constitution of the Association,
- x. "Local Chapter" means an accredited Chapter of Association,
- xi. "Member of the Association" includes Life Member, Regular Member and Honorary Member of the Association,
- xii. "Member of the General Body" includes Life Member and Regular Member,
- xiii. "Office Bearers" includes the President, Vice Presidents, Secretary and Treasurer,
- xiv. "Person" means and includes individuals, firms, societies, clubs, associations, corporations and incorporated bodies, and
- xv. "Regular Member" means as defined in Clause 5 of the Constitution of the Association.

### 3. Register of Members

- i. The Secretary of Association shall maintain a register of all members of the Association in the form approved by the Board. The register shall be kept open for inspection by all members of the Association and any person authorized by the board or as per provisions of the Societies Registration Act, 1860 and rules as applicable. The register shall also be hosted on the website of the Association with appropriate security checks.
- ii. Updating of Register and Enrollment of Members – The Association shall frame guidelines for updating of register of members on a continuous basis.
- iii. Notwithstanding the provision of the sub-By Law (ii) above, there shall be no updating of Register after the announcement of the schedule of elections. However, clerical errors would be allowed to be corrected with the orders of the Election Officer appointed under Bye-Law 11(i)(f).

### 4. General Body

- i. **Meetings of General Body:** A meeting of General Body of the Society may be ordinary or extraordinary. The Annual General Body Meeting (AGBM) of the Society shall be called the Ordinary General Body Meeting. All other meetings shall be called Extraordinary General Body Meetings.
  - a. **Notice Period** – Notice of sixty days for any meeting of General Body, whether ordinary or extraordinary, shall be given to the members by postal service or courier service or email at their addresses registered with the Association, specifying the place, date, time and agenda. The accidental



omission to give or non-receipt of such a notice to a member shall not invalidate the proceedings of any General Body Meeting.

**b. Notice** - Subject to the provisions given in these Rules, the date, time and place of the General Body Meeting shall be notified by the President or Secretary under his signature. In case of email notice, email emanating from the President or the Secretary shall be deemed to be signed by them.

**c. Decisions** - A motion on any matter for decision in the Annual General Body Meeting or Extraordinary General Body Meeting shall be deemed to have been passed by General Body if supported by a simple majority out of the members present in the AGBM/EGBM provided the quorum is complete. Notwithstanding this provision and any other By-law, if a motion relates to amendment of Constitution or these By-Laws, it shall be decided in accordance with the provision of By-Law 15.

## **ii. Annual General Body Meeting**

**a. Frequency of Meeting** - The Annual General Body Meeting shall be held once in every year at such time and date as the Board of Directors shall determine.

**b. Business** - The business of the Annual General Body Meeting shall be:

- i. To receive and to adopt the Association's audited statement of accounts of the preceding year,
- ii. To receive and approve annual report of the Association with or without amendment,
- iii. To transact any other business as proposed by the Board.

**c. Venue** - Unless otherwise decided by the Board of Directors, all AGBMs shall be held in the Institute.

**d. Quorum** - The quorum of Annual General Body Meeting shall be one hundred Members of the General Body, personally present, among whom at least two office bearers, including Secretary and Treasurer, and one member or Office Bearer of the Board must be present. If the quorum is not complete, the meeting may be adjourned and reconvened at any time after a gap of half an hour, in which quorum shall be ten members personally present, among whom at least Secretary and Treasurer must be present.

Even after adjournment, if the quorum is not complete, the meeting may be adjourned and reconvened next day, in which no quorum shall be needed, but Secretary and Treasurer must be present, provided that if business relates to any subject other than specified in the (ii) (b) (i) and (ii) of the By-Law 4 and amendment in Constitution and these By-Laws, the President or Vice President and Secretary must be present in the meeting.

Any business relating to amendment in Constitution and these By-laws shall be decided in accordance with the provisions of By-law 15.

### iii. Extraordinary General Body Meeting (EGBM)

a. **Requisition to Convene** - Extraordinary General Body Meeting may be convened by the Board of its own motion or upon a requisition made in writing by not less than fifty members of the General Body. Such a requisition shall specify the purpose of the meeting and must be signed by all such members and shall be delivered at the Registered Office of the Association. Within a period of thirty days of the receipt of such a requisition, the Board shall notify programme for EGBM specifying the agenda as per the requisition.

b. **President may Convene** - For the purpose of taking decision of the General Body on a specific matter, the President may also convene Extraordinary meeting of the General Body.

c. **Venue** - The venue for holding the EGBM shall be decided by the Board.

d. **Business** - The business of Extraordinary General Body Meeting shall be confined to the specific matter(s) for which it has been called and no other matter shall become admissible for the discussion.

e. **Quorum** - The quorum of Extraordinary General Body Meeting shall be one hundred Members of the General Body, personally present, among whom at least two office bearers, including President or Vice President and Secretary, and one member or Office Bearer of the Board must be present.

If the quorum is not complete, the meeting may be adjourned and reconvened at any time after a gap of half an hour, in which quorum shall be ten members personally present, among whom at least Secretary and Treasurer must be present.

Even after adjournment, if the quorum is not complete, the meeting may be adjourned and reconvened next day, in which no quorum shall be needed, but President and Secretary must be present, provided that business relates to any subject other than specified in (ii) (b) (i) and (ii) of the By-Law 4 and amendment in Constitution and these By-Laws, the President or Vice President and Secretary must be present in the meeting. Any business relating to amendment in Constitution and these By-laws shall be decided in accordance with the provisions of By-law 15.

**5. Powers of Board of Directors:** The Board shall have full powers and authority to take decisions and action, which may be expedient for meeting the objectives of the Association, and in particular the following:-

- i. To look after and manage the affairs including office of the Association,
- ii. To manage and expend the funds of the Association in such manner as considered most beneficial for the purpose of realizing the objectives of the Association,
- iii. To invest funds in scheduled banks and financial institutions,

- iv. To raise funds, including accepting donations and subscription with or without any conditions, and frame guidelines for doing so,
- v. To prescribe and revise Life Membership fee,
- vi. To approve annual budget,
- vii. To approve annual audited statement of accounts, audit report and annual report of the previous year and present them before the Annual General Body Meeting for its approval,
- viii. To appoint Auditors and finalize terms and conditions of their appointment,
- ix. To appoint staff for managing the affairs on such terms and conditions as may be considered necessary,
- x. To delegate powers to Office Bearers and other Members of the Board,
- xi. To accept resignation of a member of the Association,
- xii. To accept resignation of any of the Office Bearer or other member, whether elected, nominated or ex-officio, of Board,
- xiii. To create, support and promote Local Chapters of the Alumni Association in India and abroad,
- xiv. To acquire in the name of the Association by gift, purchase, exchange, lease on hire or otherwise any kind of land and building,
- xv. To build, construct and maintain buildings of the Association,
- xvi. To collaborate with any association, society or institution having object similar to those of this Association or which may be useful in realizing the objectives of this Association,
- xvii. To participate and/or enter into contracts on behalf of the Association and to vary and rescind such contracts,
- xviii. To delegate any of the powers of the Board to any officer or sub-committee or committee,
- xix. To appoint any committee or sub-committee, consisting wholly or partly of members of the Association and may delegate any of its powers to such a committees or sub-committee and prescribe its terms of reference,
- xx. To decide on criteria to identify “hour of need” for and procedure to help alumni in such “hour of need” or set up a committee of not less than seven members to take decision in this regard,
- xxi. To interpret the Constitution and By-laws, which shall be final and binding upon members,
- xxii. To nominate its representative(s), preferably member(s) on Pan IIT Association India, IIT Kanpur Task Force and other such bodies,
- xxiii. To function purely on charitable basis and to run the Association on ‘no profit no loss’ basis, and
- xxiv. To take any other action in the interest of the fulfillment of the objectives of the Association.

## **6. Duties of Office Bearers**

### **i. President**

- a. President shall be the Chief Executive of the Association. He shall convene and preside over the meetings of the Board as well as the General Body and shall maintain or cause to maintain their minutes. In his absence,

the Vice-President shall preside at the meeting General Body and the Board and exercise all such powers. In the absence of the President and the Vice-Presidents, the General Secretary shall preside at the meetings of General Body Meeting and the Board and exercise all such powers.

b. Subject to the provisions of the Constitution and By-Laws of the Association, he shall make announcements regarding meetings of General Body, elections and proposed amendments to the Constitution and By-Laws.

c. In case of tie between members present in a meeting of General Body and Board on any agenda or issue, the President or in his absence Vice President or any other person, who is presiding the meeting in his place, shall have the casting vote.

d. Subject to any subsisting interpretation given by the Board, the President or in his absence Vice President or any other person, who is presiding the meeting of General Body or Board, shall have authority to interpret the Constitution and the Bye-Laws of the Association for the purpose of conducting the meeting and deciding the questions arising at such meeting.

#### **ii. Vice Presidents**

The Board or the President may assign any responsibility to Vice Presidents. In the absence of President, one of the Vice Presidents shall preside over meetings of the General Body and the Board and exercise all powers of the President. One of them, as decided by the Board, shall also discharge the duties of the President during his absence.

#### **iii. Secretary**

a. The Secretary shall look after the affairs of the Association under the supervision of the President.

b. Secretary shall be head of the Registered Office and Head Office of the Association. He shall maintain and keep or cause to be maintained and kept all records of the Association, including register of members, elections, minutes and agenda and all other records of the meetings of the General Body, Board and committees and sub-committees constituted by General Body, Board or President.

c. He shall act as liaison between the Association and the Institute on one hand and the Association and the Institute's student body on the other. He shall also represent the Association in various bodies and meetings of the Institute.

d. He shall do everything necessary to give effect to the resolutions passed and decisions taken by the General Body and Board. He shall keep the President and the Board apprised of the progress made in this respect from time to time.

e. Jointly with Treasurer, sign all cheques.

f. He shall also file all returns under the Societies registration Act, 1860 and rules made there-under and any other law mandating filing of returns.

#### **iv. Treasurer**

The Treasurer shall oversee all financial matters and account records of the Association and in particular the following:

- a. All financial transaction,
- b. Receipts and Expenditure of the Association,
- c. Jointly with Secretary, sign all cheques,
- d. Collection of Membership subscription and dues,
- e. Collection of grants and donations received by the Association,
- f. Compilation of Statements of Accounts,
- g. Audit of accounts and making all records available for the scrutiny, to the auditor,
- h. Presenting Annual Accounts and Audit Report before the Board and in the Annual General Body (AGBM),
- i. Ensure that all accounts books are maintained properly and are up to date,
- j. Make investment by way fixed deposits and security in banks in consultation with Secretary,
- k. Filing in consultation with Secretary, returns under the Income Tax Act, Foreign Exchange regulation Act and any other prevailing law,
- l. Ensure that all the due payments are made to the Association and issue all necessary receipts, and
- m. Keep the Board informed of the financial condition of the Association.

#### **7. Management of Funds**

- a. All investments of the funds of the Association, including receipts of deposit and all deeds and documents relating to any of the properties of the Association, shall be kept for safe custody with the Secretary or with a bank as approved by the Board.
- b. Subject to the conditions, if any, the Secretary and Treasurer shall deal with and dispose of all properties, whether movable or immovable, and the income thereof in accordance with the direction of the Board evidenced by a resolution and not otherwise.
- c. Subject to the approval of the Board evidenced by a resolution thereof, all documents whether relating to any immovable or movable property, whether made over to the Association or belonging to the Association including Agreements, Conveyances, Mortgages, Deeds of gifts or leases shall be in the name of the Association and executed by the Secretary or any other Office Bearer authorized by the Board.
- d. The Office Bearers shall be respectively chargeable only for such properties, money, funds, securities, or any other property as they shall respectively receive notwithstanding their signing any receipt for the sake of conformity and shall be answerable and accountable only for their own acts and defaults and not for those of any other members or any other banker, broker, auctioneer, agent or person with whom or into whose hands the money or securities of the Association may be deposited, for the insufficiency or deficiency or any funds or securities and for any other loss under the same, except when it happens through their own dishonesty or willful default respectively.
- e. None of Office Bearers and Members of the Board shall be entitled to stipend,

salary and pay from the Association. However, they shall be entitled to reimburse themselves or pay and discharge out of the Funds of the Association expenses incurred and payment made by them in or about execution of the objectives of the Association or in relation thereto with the approval of the President.

**8. Audit of Accounts** - Auditors shall present their report to the Board, who shall place the same with its report in the Annual General Meeting for the consideration and approval of the General Body in accordance with By-Law 4.

**9. Bank Account** - The Association shall open account(s) in scheduled bank(s) as decided by the Board. The bank account(s) shall be operated jointly by Treasurer and Secretary. The bank(s) shall be authorized to honour all cheques, bills, drafts etc. presented before them and to act upon their direction.

#### **10. Meeting of Board**

i. The Board shall meet as often as required, but at least once in every two months by giving a notice of at least ten days through post or email to all members of the Board at their addresses available with the Association. A shorter notice shall be valid if agreed upon by President.

ii. The notice and agenda for holding meeting of the Board shall be issued by the Secretary after obtaining the consent of the President or in the absence of the Secretary, by the President.

iii. The quorum at any meeting of the Board shall be minimum five members among whom President or Vice President and Secretary shall be present. If the quorum is not complete in any meeting, next meeting may be convened at any time, in which quorum shall be three members personally present, among whom President or Vice President and Secretary must be present. Note:

a. The personal presence means presence at the venue in persons, over Voice on Internet Protocol, telephonic conference call or any such reliable system approved by the Board.

b. Meeting by Circulation – For an urgent matter, decision can also be taken by circulating an agenda amongst the members of the Board by the Secretary after obtaining approval of the President or President himself.

#### **11. Election of Office Bearers and Elected Members of The Board**

##### **i. General**

a. All the elected posts of the new Board of Directors shall be filled by elections in the General Body every alternate year.

b. Every member of General Body shall be eligible to be elected as President, Vice President, General Secretary and Treasurer and elected members of the Board, subject to the conditions specified in Clause 8 of the Constitution.

c. Every member of the General Body shall have one vote for each post. Vote by proxy is in no case permitted.

d. A member shall not be eligible to hold the same position in the Board for more than two terms.

e. Every member of the General Body shall have the right to cast only one vote for each post, and to propose and second only one candidate for each of the elected positions of the Board of Directors.

f. **Election Officer** - On behalf of the General Body, elections shall be conducted by an Election Officer, appointed by the outgoing Board at least 90 days in advance and not earlier than 100 of the expiry of its term. The Election Officer shall be employee of the institute, not below the rank of Professor, and should not be member of the Association. He should be familiar with the Information and Communication Technologies (ICT).

g. While taking action as per Clause (f) above, the Board shall also convene Annual General Body Meeting or Extraordinary Meeting of General Body to obtain and adopt the election results and announce the names of elected members of the Board for the next term.

h. All times given in election schedule shall be Indian Standard Time. Interpretations of all the deadlines will be as per the General Clauses Act, 1897.

## **ii. Conduct of Elections**

a. The Election Officer shall be responsible for receipt of nominations, acceptance of withdrawals, scrutiny of nominations, hearing of objections against nominations, actual conducting of elections and announcement of election results in the meeting of General Body.

b. Within thirty days of his appointment, the Election Officer shall notify the schedule of elections, which shall include the dates and times of following:

- i. Receipt of nominations in form as approved by Board,
- ii. Publication of all the nominations,
- iii. Filing objections against the nominations and scrutiny thereof,
- iv. Decision on objections,
- v. Publication of valid nominations,
- vi. Withdrawal of nominations,
- vii. Publication of final list of contesting candidates,
- viii. Voting by way of secret ballot, postal ballot and secured web portal,
- ix. Counting of votes, and
- x. Announcement of results.

## **c. Nominations:**

i. Nominations shall be invited at least forty five days in advance of the General Body Meeting, by a general circular to all members and Local Chapters and by hosting it on the Association's website.

ii. Every nomination shall be required to be duly proposed by at least one member of the General Body and seconded by any member of the General Body other than the proposers. Each nomination shall have the consent of the nominee.

iii. No member shall nominate more than one candidate for the same post.

No member shall second more than one candidate for the same post.

No member, who nominates a candidate for a post, shall second

another candidate for the same post. No member, who seconds a candidate, shall nominate another candidate for the same post. In case of any violation, the first entry shall be considered valid.

**d. List of Nominations, Scrutiny, Objections, Withdrawal and Final List of Contesting Candidates:**

- i. Immediately next day after the closing date and time of the nominations, the Election Officer shall publish post-wise lists of all nominations for the information of the General Body and invite by giving two days, objections against validity of nominations.
- ii. Two days after the expiry of time for filing objections to nominations, the Election Officer shall scrutinize all nominations and decide all the objections and notify the names of candidates, whose nominations have been found to be valid and publish the same for the information of all the candidates and the General Body. Before taking a decision on the objections, the Election Officer shall give one day notice to the candidate against whom objection has been received, to explain his position. After taking the decision, the Election Officer shall give two days to valid candidates for withdrawal of their nominations.
- iii. Immediately thereafter, he shall publish the final list of contesting candidates.
- iv. If no valid nominations are received for a post, further action shall be taken in accordance with the provisions of sub-By Law (vi) of By-law 11.

**e. Modes of Voting:** Votes shall be polled in the following manner:

- i. By secret ballots by members present in the General Body Meeting,
- ii. Voting through 'web portal with appropriate security measures', and
- iii. Postal voting.
- iv. A member can vote through any one of the modes listed in (e) of subrule (ii) above.

**Illustration:** If a member opts to vote through post, he shall not be entitled to vote by web portal or through secret ballot. Any member, who is unable to cast his vote through web portal with appropriate security measures, is entitled to cast his vote through secret ballot.

**f. One Chance to Vote:** Member shall get only one chance to vote and he may cast only one vote for each post. He may cast vote for any number of posts.

**g. Voting through web portal with appropriate security measures:** Voting through web portal with appropriate security measures shall stop at the date and time immediately before the start of the voting by way of secret ballot.

**h. Counting of Votes Polled and Declaration of Results:** The counting of votes polled shall be done by the Election Officer in the following manner:

- i. Counting of votes polled by secret ballot shall be done immediately after the close of the in person voting in the presence of the committee members and the candidates or their authorized representatives present in the General Body Meeting.
- ii. Thereafter, the Election Officer shall count postal ballots in the GBM



by opening the sealed cover.

iii. Thereafter, the Election Officer shall count the votes polled through web portal with appropriate security measures.

iv. After counting of web based votes polled, the Election Officer shall compile the result and announce them in the GBM. The result will be finally submitted in writing to the Secretary. The Secretary shall formally announce them as resolution in the General Body Meeting and shall be adopted as such. The Election Officer shall submit a report on the elections to the Secretary within a day thereafter.

### **iii. Schedule of Voting**

Web polling shall be started not earlier than 15 days after the publication of final list of contesting candidates and end not earlier than 15 days thereafter. The web polling shall stop immediately before the start of voting through secret ballot.

### **iv. Model Code of Conduct for Candidates during Elections**

a. After the announcement of the Election Schedule by the Election Officer, all the powers of the Board shall cease to exist. Only normal executive functions and time bound matters shall be handled by Secretary and Treasurer. In extraordinary situations, the Board can exercise its power in consultation with and after approval from Election officer.

b. Election Officer shall give opportunity to every candidate to host his manifesto on the website of the Association and to update it not more than five times. The Election Officer shall also give not more than five opportunities to every candidate to send his appeal through emails to the members of the General Body through the Association database of alumni.

### **v. Redress of Election Complaints:**

The Board shall set up a committee of three persons of impeccable integrity and impartiality in consultation with Election Officer immediately after the announcement of Election Officer to hear complaints and representations from the candidates and other members of the General Body and issue advice to the Election Officer or a candidate or any other person connected with elections, as deemed appropriate. They should be employees of the Institute and not below the rank Associate Professor and should not be member of the Association.

### **vi. Un-Filled Posts:**

If any of the post of Office Bearer is not filled up during elections, the Election Officer shall conduct election for the same within three months as per procedure mentioned above. In respect of other elected members of the Board, the incoming Board shall be competent to nominate a member of the General Body subject to fulfilling conditions of Clause 8 of the Constitution.

## **12. Taking Over of Charge by New Board**

Notwithstanding the provision given in Sub-By Law (vi) of By-Law 11, the new Board shall take over the charge of the Association within one month of the elections.

### **13. Resignation by Members of Board**

A member of the Board may tender resignation to the President or Secretary which shall be placed before the Board in its meeting, who shall be competent to take decision in the matter. As soon resignation is accepted, the concerned member shall cease to hold office.

### **14. Board Member Position Falling Vacant**

If office of any Officer Bearers other than that of President and elected Member of the Board falls vacant after it has been filled, the Board shall be competent to make appointment against the vacancy subject to the conditions specified in Clause 8 of the Constitution of the Association.

However, in case of office of President falling vacant due to any reason and the tenure left is more than a year; it shall be filled by way of an election in accordance with the procedure given in the By-Law 11. In other circumstance, the Vice President, who has got the highest votes in the election, shall be appointed as President for the remainder of the term. The office of the Vice-President so falling vacant shall be filled up out of the elected members of the Board. The resultant office of Member that has fallen vacant shall be filled by the Board.

### **15. Amendment in Constitution and By-Laws of Association**

i. Any amendment in Constitution and/or By-Laws of the Association shall be made by General Body in its Extraordinary General Body Meeting or in its Annual General Body Meeting, convened in accordance with By-Law 4, if Board proposes such amendment. Notwithstanding provision of any By-Law, amendment to Constitution and/or By-Laws shall require voting by minimum of one hundred alumni and the motion shall deem to be passed if supported by a simple majority. In addition to voting by members present in the Extraordinary General Body Meeting or the Annual General Body Meeting a voting by the General Body of alumni shall be done through web portal with appropriate security measures.

ii. Notwithstanding the provisions of above By-Law (i), the Board of Directors may provisionally amend any of the By-Laws, effective immediately upon approval by at least two-third of the votes cast by the members in its meeting in which quorum shall be nine members. However the provisional amendment should be brought to the General Body in accordance with the By-Law (i) above for approval or ratification by General Body within 6 months and before the end of the term of the Board. All provisional amendments of By-Laws shall be notified to members of the general body immediately upon the decision of the Board of Directors.

### **16. Dissolution**

i. Not less than two-third of the members of General Body in Extraordinary General Body Meeting shall determine whether the Association be dissolved, forthwith or at any further time agreed upon.

ii. If on the dissolution of the Association, there remains after the satisfaction of its debts and liabilities, any property or funds, whatsoever, the same shall not be paid or distributed among the members of the Association or any of them but shall be given to a similar Association of the alumni of the Institute or the Institute, if there is no Association in existence.

**17. Indemnity**

Every member of the Board shall be indemnified out of funds of the Association against all losses and expenses incurred in the bonafide discharge of his/her duties, except when it happens through his/her own willful neglect or dishonesty or malafide intention while discharging his/her duties or action resulting from willful disobedience of the law, bad faith or gross negligence.

**18.** No member shall have more than one vote at any of the meetings of the Association or its committee or sub-committee. However, in the meeting of the General Body, Board or any committee or sub-committee, the President or Chairman shall have a casting vote.

**19.** An Office Bearer, Elected Member, Nominated Member and Ex-officio Member of the Board shall be deemed to have vacated office if he/she is adjudicated or adjudged insolvent or is convicted by a court of law in any country for any offence involving moral turpitude or becomes of unsound mind or physically unfit or unable to act as such. The office so fallen vacant shall be filled up in accordance with By-Law14.

**20.** In case of any dispute arising between the Association and the other party, the provisions of Arbitration Act shall apply.

**21. Application of Act** – The provisions of the Societies Registration Act, 1860 and rules made there under, as amended from time to time, shall apply to this Association.

**22. Certificate** - Certified that this is the correct copy of the Rules and Regulations of the Society.

## **MEMORANDUM OF UNDERSTANDING**

Between

**White Label Merchandising Pvt. Ltd.,  
Chennai, India**

And

**IIT Kanpur Alumni Association,  
Kanpur, India**

Alumni Association, IIT Kanpur  
BOD/2012-2014/8th Meeting/ Agenda  
February 18, 2013

This Memorandum of Understanding (“MOU”) is entered into on this 8th day of February 2013, by and between White Label Merchandising Pvt. Ltd. (WLM), an end-to-end Merchandising Solutions company, having its Registered Office at 14/2, Athipet, Behind HPF, Ambattur Industrial Estate P.O., Chennai - 600058 (hereinafter referred to as “WLM”),

And

IIT Kanpur Alumni Association (IITKAA), having its Office at \_\_\_\_\_ (hereinafter referred to as “IITKAA”).

**NOW, THEREFORE**, the Parties mutually agree as follows:

This is a Memorandum of Understanding between **IITKAA** and **WLM** for the sale of gift and memorabilia items through the WLM Online Store hereafter referred to as ‘the Store’.

**1. MOU Objective**

The objective of this agreement is to record the terms and conditions under which the IITKAA allows WLM to use the crest, name, insignia, emblems and other images and symbols that are commonly associated with IITKAA for use in the products made by WLM that are to be sold via Flipkart India Pvt Ltd.

**2. The Store Objective**

The Store aims to provide an opportunity for IIT Kanpur alumni, students and friends to purchase gift and memorabilia items/products that induce a sense of nostalgia and association with their alma – mater. The Store products will help generate goodwill for IIT Kanpur and IITKAA with IIT Kanpur alumni, IITKAA members and friends. The store products will help provide brand recognition and promotion for IIT Kanpur and IITKAA.

**3. Store Model**

WLM shall maintain the IITKAA online merchandise store exclusively at [www.flipkart.com](http://www.flipkart.com)

The Store will contain a pre-selected list of products. The buyer places the order from this list, after which the order is processed and delivered to buyer. Facility of Online payment for purchase of products will be provided.

- a. WLM and [www.flipkart.com](http://www.flipkart.com) shall undertake marketing efforts to drive traffic to the IITKAA alumni store at its own cost, or on a shared basis with IITKAA with prior approval.

- b. WLM can provide additional outlets for IITKAA alumni merchandise, through physical stores, as required by IITKAA with the consent of Flipkart India Pvt. Ltd.

**4. Term of agreement**

The Products may carry images and symbols that are commonly associated with IIT Kanpur, IIT Kanpur alumni, and IITKAA. This is done for a period of **3 years** from the date of signing, extendable on mutual consent of both parties.

The Products must carry the IITKAA name or logo or both. Exceptions to this require approval from IITKAA. If the product mentions the words 'IIT', 'IITK', or 'IIT Kanpur', then it must be approved by IIT Kanpur, and must be accompanied by qualifying words such as Alumni, Alumnae, Alumnus, or Alumna. Exceptions to this rule require explicit approval from IIT Kanpur. The use of the IIT Kanpur logo requires an explicit authorization by IIT Kanpur.

**5. Royalty due**

Below is the schedule of Royalty payments due to IITKAA for every sale done through www.flipkart.com. This is payable at the end of every month.

WLM shall give a share of 10% of the net sales revenue to IITKAA for IITKAA alumni merchandise sold by WLM.

**6. Items to be sold on the Store**

Below is the list of Saleable Merchandise items on which WLM can apply the IIT Kanpur, IIT Kanpur alumni, and IITKAA name, logo and associated insignia

- Apparel (T-shirts, Sweatshirts, Shirts, Jackets, Shorts, Formal wear, Ties, Trousers)
- Bags
  
- Caps
- Crockery / Cutlery
- Cufflinks
- Key chains
- Stickers
- Stationery
- Watches/ Clocks
- Mementos

Addition of items to this list can be done, as and when required by IITKAA in the form of request by IITKAA and acceptance by WLM.

The Store will not carry any products that might bring disrepute to and/or harm IITKAA, IIT Kanpur, and IIT Kanpur alumni. Use of the words IIT Kanpur or IITKAA alongside a third party name should not be construed as an endorsement of WLM by IIT Kanpur or IIT MAA. The website of the store advertising the products, as well as the shipments, will contain an explicit disclaimer to this effect.

**7. Quality of product**

IITKAA shall play an active role in the product design and assembling the catalog. IITKAA shall try to do their best to ensure that the store service provider maintains the expected product qualities. IITKAA shall provide regular (Once in a Month) feedback to WLM and Flipkart about their products, services, pricing or any other merchandise / store related matters.

However, IITKAA and IIT Kanpur do not guarantee and will not be liable for any issues with the product including its quality and printing. The website of the store, as well as the shipments, will contain an explicit disclaimer to this effect.

#### **8. Confidentiality**

The Parties agree to use all reasonable efforts to protect any internal or proprietary document received from the other Party and described as confidential or proprietary.

IITKAA will keep any Direct or Indirect information related to WLM Trade or Business confidential.

IITKAA will share any direct or indirect information related to WLM Business to any third party only with prior written approval from WLM.

#### **9. Termination**

Termination of this agreement can be done, by either party, by giving 90 days clear notice, in the event of the following:

- Inability of WLM to provide service in accordance with terms as per above agreement in relation to quality of products or delivery of service
- Royalty dues not paid in a timely manner
- By mutual consent of both parties

#### **10. IP / Licence**

IITKAA represents the following:

- IITKAA holds all the intellectual property rights in the crest, name, insignia, emblems, etc that it allows WLM to use
- No third party rights would be violated by WLM's use of these crest, name, insignia, emblems etc. and that IITKAA would indemnify WLM for all claims of any nature which may be incurred on account of WLM using the same

#### **11. Exclusivity**

IITKAA shall maintain the exclusivity of WLM for merchandise solutions for its various stakeholders, as long as this agreement is in effect. WLM shall maintain exclusivity for the same with Flipkart India Pvt. Ltd. as the distribution channel for online sales.

#### **12. Jurisdiction**

- Any disputes, claim arising out of this agreement are subject to arbitration and jurisdiction of Chennai courts.
- Any amendments in the clauses of the agreement can be effected as an addendum, after the written approval from both the parties.

In witness whereof, the parties here to have executed this Agreement on .....

\_\_\_\_\_

For WLM

(L. Ravichandran)

Designation: Director

\_\_\_\_\_

For IITKAA

( )

Designation:

**WITNESSES**

Witness 1

Witness 2

( )

( )



Reunions	Total Number of attendees	Collection side			Total	Expense Side (until February 14, 2013)	20% administrative expense	Grand Total of expense	Profit/Loss
		Registration fees	Institute Support	Batch contribution					
Golden Jubilee Reunion Batch-of-1962	34	204000	204000	84000	492000	500951.88	100190.376	601142.26	<b>-109142.26</b>
Silver Jubilee Reunion Class-of-1988	74	602000	444000	0	1046000	923788.79	184757.758	1108546.55	<b>-62546.55</b>
35th Year Reunion Class-of-78	25	150000	150000	60000	360000	339915.60	67983.12	407898.72	<b>-47898.72</b>