
**Memorandum of Association
and
Articles of Association**

of the

St. Stephen's Hospital Society

Tis Hazari, Delhi - 110 054

Amended at the Special Meeting
of the Society on 25th September, 2010 and
adopted at the Special Meeting
of the Society on 26th March, 2011.

Registered at Delhi on 24th March, 1969

St. Stephen's Hospital Society

(Registered under the Societies Registration Act No. XXI of 1860.

Registration No. 4088 of 1968-69 issued by the Registrar of Firms and Societies, Delhi.)

Memorandum of Association

(As amended by the Society's Minute No.9/2010/4 dated 25/09/2010 and confirmed by its Minute No.3/2011/4 dated 26/03/2011.)

1 Name of the Society

The name of the Society is the "St. Stephen's Hospital Society" (hereinafter called the "Society").

2 Registered Office

The Registered Office of the Society shall be at St. Stephen's Hospital, St. Stephen's Hospital Marg, Tis Hazari, Delhi - 110 054.

3 Nature of the Society

The Society is a constituent part of the Church of North India.

The Society is a registered body (under the Societies Registration Act) functioning under its own constitution.

4 Objects of the Society

The objects for which the Society is established are:

- a) To manage, control, maintain, endow and develop St. Stephen's Hospital, Delhi with one or more associated hospitals and health-care centres on a non-profit basis and as a charitable organization, in a true spirit of Christian service, ideals and principles.
- b) To care for the sick and suffering, irrespective of caste, creed, race or language with love and compassion as taught by Jesus Christ.
- c) To carry on medical work with scrupulous respect for and adherence to the Christian ideal of service on which this Institution was originally founded.
- d) To establish and administer teaching colleges of Medicine, Nursing, Dental and other Allied Health Sciences.

- e) To train doctors, nurses and other allied health professionals and administrative personnel.
- f) To conduct medical research in all areas of health sciences and related fields.
- g) To provide comprehensive health-care, with special emphasis on the needy sections of the community, giving due importance to preventive care, health education, urban and rural health and medical work.

5 In pursuance of the above objects, the Society shall have power: -

- i) To employ doctors, nurses, teaching faculty and all other personnel to fulfil the requirements of the Society and to pay them such salaries, wages, employment benefits and the like as may be payable under contract or by statute, and to dismiss, discharge, retrench or retire such personnel under the terms of their service contracts or as required by statute.
- ii) To acquire, maintain and operate any facilities necessary or desirable for the education, training and development of medical, nursing, allied health and other personnel.
- iii) To conduct hospital and clinical medical research to evaluate and improve the quality of patient care.
- iv) To acquire, own, establish, manage and administer hospitals, dispensaries, clinics and other allied institutions for rendering medical care.
- v) To acquire by purchase, lease, grant, gift, legacy, bequest, exchange or otherwise, and to hold, all or any part of movable and immovable properties.
- vi) To maintain, deal with and manage all the said movable and immovable properties.
- vii) To alienate by way of sale, mortgage, lease, exchange, hiring-out, gift or otherwise, any or all of the properties of the Society, or portions thereof, in the interest and for the benefit of the Society, unless otherwise specified in a particular case by terms of will, legacy, bequest, grant, gift or otherwise under which such property has been received.
- viii) To take or to receive any gifts, whether money or property, movable or immovable, such as real estate, stocks, bonds and the like whether by grant from Government or other agencies or institutions, or by gift of a person living, or by legacy, bequest, trust, fund, endowment or otherwise for any of the objects of the Society.

- ix) To construct or otherwise acquire, layout, maintain, repair, reconstruct and use any buildings, roads, recreation grounds and all other works necessary or convenient for any of the objects of the Society and to renovate, expand, demolish, alter or otherwise deal with the same as occasion demands.
- x) To enter into arrangements, contracts, agreements, or trusts with the Central Government or any State Government, or with any Municipal or local authority or with other institutions or individuals, for any purpose as may be conducive to the achievement of any of the objects of the Society and to obtain from any such Government or other authority, institution or individuals such rights, concessions, privileges, benefits and the like which the Society may think beneficial and desirable, and to exercise and avail of the same.
- xi) To borrow money and to repay the same to raise funds from time to time for the Society, with or without security, in any manner the Society may think fit and proper.
- xii) To invest, vary investments and deal with any moneys, stocks, bonds and other securities of the Society in such manner and upon such investments, securities or property as may be thought fit, and to sell, transfer, exchange, endorse or otherwise deal with any of them as may best serve the objects of the Society.
- xiii) To open and operate accounts with any bank with power to draw, accept and endorse cheques, bills, notes, and all other negotiable instruments and to close such accounts.
- xiv) To procure contributions to the funds of the Society by means of donations, subscriptions, grants and the like.
- xv) To print, publish and distribute any newspapers, books, brochures, prospectuses, periodicals, reports, pamphlets, leaflets or posters and to manufacture and dispense any drugs, medicines, appliances or other goods which may be considered desirable for the promotion of the objects of the Society.
- xvi) To carry on any activity, which may seem to the Society capable of being conveniently carried on in furtherance of its objects or which are calculated, directly or indirectly, to enhance the value of any of the properties or rights of the Society.
- xvii) To encourage and cooperate with any project conducted by the Government, institutions, associations, individuals or other agencies, present or future, which shall have for its objects the making or doing of any works or things conducive, directly or indirectly, to the fulfilment of the objects of the Society.

- xviii) To amalgamate with any other institution, organization, association or society having objects altogether, or in part, similar to those of the Society, and to transfer all or any part of the property, assets, liabilities and engagements of any such institution, organization, association or society with which it amalgamates to the Society or vice versa.
 - xix) To give financial or other assistance to any other institution, organization, association or society having kindred objects, by way of gifts or loans of money, investments, property, movable or immovable, or personnel.
 - xx) To frame bye-laws, rules and regulations for the conduct of the business of the Society.
 - xxi) To do all such other lawful things, acts and deeds as are incidental or conducive to the attainment of the above objects.
- 6 The Society shall not accept any gift, grant or benefit of any kind whatsoever which carries with it any condition, obligation or restriction, express or implied, in any way tending to interfere with the full freedom of the Society to carry out its objects.
- 7 All the income of the Society from properties vested in it or from wheresoever derived shall be used solely for the fulfillment of the objects of the Society and for no other purpose and no portion thereof shall be distributed among its members in any manner whatsoever.

these two shall be designated as Chairman of the Committee by the Governing Body.

- ii-vi) The staff members listed at 'D' above. The General Superintendent shall be its Secretary.
- vii) Treasurer.
- viii) The Chief Project Engineer of the Hospital.
- b) The Committee shall have powers to co-opt persons with professional expertise and experience in engineering, architecture, finance or property to serve on the Committee in an advisory capacity.
- c) Functions:
 - i) To prepare master plans for the use and development of the Society's property and to review such plans from time to time.
 - ii) To review from time to time progress in the implementation of building projects in relation to master plans.
 - iii) To scrutinize all technical details connected with the construction of new buildings and major renovations and additions to existing buildings as prepared by the Architects/ Construction Engineers
 - iv) To scrutinize tender forms prepared by the Architects and formulate procedures for inviting and scrutinizing tenders.
 - v) To recommend to the Governing Body the award of building contracts.
 - vi) Generally to act in an advisory capacity to the Governing Body on all matters pertaining to landscaping and buildings.

XX Director - Eligibility, Term of office, Powers and Duties

Eligibility: The Director shall be:

- a) a senior doctor of repute;
- b) an Indian National; and
- c) a member of the Church of North India (CNI). In the event of no suitable candidate from the CNI being found, the Society may appoint a Christian from any other Church which is in communion with the CNI.

Term of office: The term of office of the Director shall be seven years, with a review of performance after two years of the first term. He will be eligible for another term of seven years or till the age of superannuation, whichever is earlier, at the discretion of the Society.

Powers and Duties:

The Director is the Chief Executive Officer of the Institution and responsible to the Society through the Governing Body. He advises the Society/Governing Body and its Executive and Standing Committees regarding the formulation of policies for the governance, administration and operation of the Institution. His other responsibilities shall include:

- a) Implementing the plans and policies of the Society/Governing body.
- b) Transacting all matters pertaining to the properties of the Society, in accordance with general or specific directions of the Governing Body, and to execute all documents necessary therefore, on behalf of the Society, in accordance with the provisions of these Articles.
- c) Acting as the chief representative of the Institution in all dealings with Governments, Churches and other organizations and institutions.
- d) Presenting to the Governing Body an annual report on the life and the administration of the Institution.
- e) Presenting, in conjunction with the Treasurer, Budgets for the operation of the Society and the annual audited accounts and balance sheet of the Society.
- f) Acting as the official medium of communication between the Governing Body on the one hand and the officers, staff and employees of the Institution and its internal committees on the other.
- g) Having the right to serve as an ex-officio member of all committees.
- h) Appointing a person in a vacancy among Governing Body Appointees, in consultation with the Chairman, when exigencies demand such action being taken, and reporting the same to the Governing Body for ratification.
- i) Acting as immediate authority in all disciplinary matters pertaining to Governing Body Appointees, subject to ratification of such action by the Governing Body, and as final authority in respect of all other employees.
- j) Assuming or delegating the administrative responsibility for all unfilled executive positions till such vacancies are filled.
- k) Preparing annual confidential reports in respect of all Governing Body Appointees and periodical evaluation reports on all such persons while on

probation and communicating adverse remarks, if any, to the concerned persons.

- l) Deciding which staff members shall reside in the Institution's staff quarters in the interests of the Institution.
- m) Raising funds for the Society
- n) Being one of the officers empowered to sign or endorse Institutional cheques.
- o) Having the authority to reassign duties to the Administrative Officers.
- p) To delegate any of his responsibilities to other staff without prejudice to his accountability.
- q) To perform any other duties as may be prescribed by the Society or Governing Body from time to time.
- r) He shall be the Secretary of the Society, of the Governing Body, and the Executive Committee.

XXI Indemnity of Officers of the Society/Governing Body and the Director

Every Officer of the Society/Governing Body and the Director shall be indemnified by the Society for any liabilities he might incur or sustain for any act of omission or commission in the discharge of his duties, except such as he shall incur or sustain through his own willful default.