

**Memorandum of Association of the
Meghalaya Society for Social Audit & Transparency**

1. Name of the Society

The name of the Society shall be "Meghalaya Society for Social Audit & Transparency (MSSAT)".

2. Registered Office

The Registered Office of the Society shall be at Shillong, Meghalaya.

3. Area of Operation

The area of operation of the Society shall extend to the whole state of Meghalaya.

4. Scope

The society shall facilitate the conduct of Social Audit by Village Employment Councils (VECs) to ensure proper implementation of the Mahatma Gandhi National Rural Employment Guarantee Scheme in the State of Meghalaya, as approved by the Central & State Governments, and such other activities pertaining to and revolving around Social Audit.

5. Objective of the Society

5.1 To facilitate conduct of Social audit of the works taken up under the Mahatma Gandhi National Rural Employment Guarantee Act, 2005 (herein after referred to as the "Act") in every VEC/AEC in the manner prescribed under relevant Rules, and to build the capacities for further strengthening the Social Audit process.

5.2 To submit a summary of findings of such Social Audits during a financial year to the State Government.

6. Establishment of Social Audit Unit

An independent Society, hereafter referred to, as "Meghalaya Society for Social Audit & Transparency (MSSAT)", shall be established by the State Government to facilitate conduct of Social Audits by Village Employment Councils (VECs) and such other bodies as may be decided from time to time. The Society shall be an organization providing for periodical conduct of Social Audit of Mahatma Gandhi National Rural Employment Guarantee Scheme to ensure enhancement of livelihoods of the households in rural areas of the State of Meghalaya. The main objective shall be continuous public vigilance to ensure accountability in the implementation of projects and policies. The works taken up under the Scheme shall be referred to the public hearings convened by the Village Employment Council (VECs) in accordance with the Act and the guidelines.

7. Activities of the Meghalaya Society for Social Audit and Transparency (MSSAT):

Pursuant to the aforesaid objects, the Society shall-

- a) Create administrative, technical, ministerial and other posts in the Society and make appointments thereto, in accordance with the rules and regulations of the Society, provided that appointment to the post of Director shall require the prior concurrence of the Government of Meghalaya.
- b) Make rules and Bye-laws for the conduct of the affairs of the Society and add to or amend, vary or rescind them from time to time.
- c) Do all such other acts and things either alone or in conjunction with other organizations or persons as the Society may consider necessary incidental or conducive to the attainment of the above objects.

8. Governing Body

The management of the affairs of the Society shall vest in the Governing Body in accordance with the Bye-laws of the Society of which the members are:-

| Sl. No. | Name & Occupation | Designation |
|---------|--|---------------|
| 1. | Chief Secretary, Government of Meghalaya. | Chairman |
| 2. | Principal Secretary to Government of Meghalaya, Community & Rural Development Department | Vice Chairman |

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|-----|--|------------------|
| 3. | Director, Meghalaya Society for Social Audit & Transparency, (MSSAT). | Member Secretary |
| 4. | Principal Secretary to Government of Meghalaya, Planning Department or his nominee | Member |
| 5. | Principal Secretary to Government of Meghalaya, Finance Department or his nominee | Member |
| 6. | Director of Community & Rural Development Department, Meghalaya | Member |
| 7. | Additional Mission Director, State Rural Employment Society, Meghalaya | Member |
| 8. | Director, State Institute of Rural Development (SIRD) | Member |
| 9. | All Deputy Commissioners & District Programme Coordinators of the Districts in Meghalaya | Members |
| 10. | Principal, Extension Training Centres (ETC),Nongsder and Tura, Meghalaya | Members |
| 11. | Representatives of three prominent Civil Society Organisations involved in the conduct of Social Audit in Meghalaya, to be nominated by the Governing Body | Members |

9. Bye-laws of the "Meghalaya Society for Social Audit & Transparency (MSSAT)"

1. Name of the Society

The name of the Society shall be "Meghalaya Society for Social Audit & Transparency (MSSAT)".

2. Address of the Registered Office:

SHILLONG

3. Definitions

- i. "Act" means the National Rural Employment Guarantee Act, 2005 (Central Act 42 of 2005).
- ii. "Bye-laws" means the Bye-laws of the Society.
- iii. "Chairman" means the Chairman of the Society.
- iv. "Vice-Chairman" means the Vice-Chairman of the Society
- v. "Director" means the Director of the Society.
- vi. "Financial Year" means the year commencing from the first day of April and ending with the thirty first day of March of the following year.
- vii. "Governing Body" means the Governing Body of the Society to whom the management of the affairs of the Society is entrusted.
- viii. "Memorandum" means the Memorandum of Association of the Social Audit Society.
- ix. "Registrar" means Registrar of Societies, Meghalaya.
- x. "Secretary" means the Secretary of the Society and of Governing body;
- xi. "Society" means "Meghalaya Society for Social Audit & Transparency (MSSAT)", Shillong, Meghalaya

4. Date of Formation: The Society was formed on

18-11-2014

5. Registrar of the district within whose Jurisdiction the office of the Society is situated:

The Office of the Society is situated within the Jurisdiction of the Registrar of Societies, Meghalaya.

6. Business Hours

The Director may subject to the approval of the Governing Body and by a resolution, fix or change the working hours of the Society. At present, the timings of the Society shall be from 10:00 am to 5:00 pm. All Government Holidays shall be observed holidays by the Society.

7. Objects of the Society

The Society shall be an organization facilitating the periodical conduct of Social Audit of Mahatma Gandhi National Rural Employment Guarantee Scheme by Gram Sabha to ensure enhancement of livelihood security of the households in rural areas of the State of Meghalaya by providing at least 100 days of guaranteed wage employment in every financial year to every household whose adult members volunteer to do unskilled manual work and for matters connected therewith or incidental thereto. The main objective shall be continuous public vigilance to ensure accountability in the implementation of projects laws and policies as specified below. The works taken up under the Scheme shall be referred to the periodic assemblies convened by the Gram Sabha in accordance with the provisions specified in the Act.

- a) identify, train and deploy suitable resource persons at village, block, district and state levels, for the conduct of Social Audit from primary stakeholders and civil society organisations having knowledge and experience of working for the rights of the people.
- b) prepare social audit reporting formats, resource material, guidelines and manuals for the social audit process.
- c) create awareness amongst the wage earners about their rights and entitlement under the Act.
- d) facilitate verification of records with primary stakeholders and worksites.
- e) facilitate smooth conduct of social audit by Village Employment Councils (VECs) for reading out and finalising decisions after due discussions.
- f) ensure hosting of the social audit reports including action taken reports in public domain.

- g) undertake, aid, promote and co-ordinate research through its own or other agencies including Universities and Training Centres established by or with the aid of the Government of India or the State Government.
- h) undertake (i) study and orientation; (ii) Training and instructions; (iii) Research and Evaluation and such others as may be necessary to achieve the objects of the Society.
- i) analyse and propose solutions to specific problems encountered in the planning and implementation of the MGNREGA and any other Scheme as maybe entrusted by the State Government from time to time.
- j) prepare, print and publish papers, periodicals and books in furtherance of the objects of the Society.
- k) establish and maintain libraries and information services.
- l) collaborate with other institutions, associations and societies interested in similar objects.
- m) assist the Government of Meghalaya in policy formulation
- n) carry out lawful tasks that are conducive to promoting the implementation of the scheme with a non-profit making motive.

7.1. Duties and Responsibilities of Implementing Agencies

- (a) The Social Audit shall be a process independent of any process undertaken by the implementing agency of the scheme.
- (b) The implementing agency shall at no time interfere with the conduct of Social Audit.
- (c) Notwithstanding anything contained in sub-rule(2) of the Mahatma Gandhi National Rural Employment Guarantee Audit of Schemes Rules, 2011, the implementing agency of the scheme shall provide requisite information to the Programme Officer for making it available to Social Audit Unit at least fifteen days prior to the date of commencement of the Social Audit.
- (d) The Implementing Agency shall render necessary assistance and deploy adequate manpower for the conduct of Social Audit.
- (e) The Programme Officer shall ensure that all the required information and records of all implementing agencies such as Job Card Register, Employment Register, Work Register, Village Employment Council (VEC) Resolution, Copies of the sanctions (Administrative or Technical or Financial), Work Estimates, Work Commencement Order, Muster-Roll Issue and Receipt Register, Muster Rolls, Wage Payment Acquittance and Order, Materials - Bills and Vouchers (for each work), Measurement Books (for each work), Asset Register, Action Taken Report on previous social audits, Grievance or Complaints Register, any other documents that the Social Audit Unit requires to conduct the social audit process are properly collated in the requisite formats; and provided along with photocopies, to the Social Audit Unit for facilitating conduct of social audit at least fifteen days in advance of the scheduled date of meeting of the Village Employment Council (VECs) conducting social audit.
- (f) Ensure that all records for conduct of social audit are furnished to the Social Audit Unit by implementing agencies through the Programme Officer.
- (g) Ensure that corrective action is taken on the social audit report.
- (h) Take steps to recover the amount embezzled or improperly utilized and issue receipts or acknowledgement for amount so recovered.

7.2. Role of District Social Audit Unit

- (a) The wage earners and the village community shall be informed about the Village Employment Council (VECs) conducting social audit by the resource persons as well as the Programme Officer to ensure full participation.
- (b) To conduct the Social Audit process, a Public Hearing shall be convened to discuss the findings of the verification exercise and also to review the compliance on transparency and accountability, fulfilment of the rights and entitlements of wage earners and proper utilization of funds.
- (c) All village functionaries and staff involved in implementing the schemes under the Act (including the staff of the Non-Governmental Organisations, the Self Help Groups, and disbursing agencies) shall be present at the Public Hearings and respond to queries.

(d) The Public Hearings shall provide a platform to all villagers to seek and obtain further information and responses from all involved in the implementation. It will also provide a platform to any person who has any contribution to make and relevant information to present.

(e) The Social Audit reports shall be prepared in local language by the Social Audit Unit and displayed on the notice board of the VEC/AEC.

(f) The action taken report relating to the previous Social Audit shall be read out at the beginning of the meeting of each Social Audit.

8. Activities of Meghalaya Society for Social Audit and Transparency (MSSAT):

Pursuant to the aforesaid objects, the Society shall,-

(a) create administrative, technical, ministerial and other posts in the Society and make appointments thereto in accordance with the rules and regulations of the Society provided that creation of and appointment to the post of Director, shall require the prior concurrence of the Government of Meghalaya.

(b) make rules and Bye-laws for the conduct of the affairs of the Society and add to, amend, vary or rescind them time to time.

(c) carry out tasks either alone or in conjunction with other organizations or persons as the Society make consider necessary incidental or conducive to the attainment of the above objects.

9. Constitution of the Governing Body

The management of the affairs of the Society shall vest in the Governing Body in accordance with the Bye-laws of the Society of which the members are:

| Sl.No. | Name & Occupation | Designation |
|--------|--|------------------|
| 1. | Chief Secretary, Government of Meghalaya. | Chairman |
| 2. | Principal Secretary to Government of Meghalaya, Community & Rural Development Department | Vice Chairman |
| 3. | Director, Meghalaya Society for Social Audit & Transparency, (MSSAT). | Member Secretary |
| 4. | Principal Secretary to Government of Meghalaya, Finance Department or his nominee | Member |
| 5. | Principal Secretary to Government of Meghalaya, Planning Department or his nominee | Member |
| 6. | Director of Community & Rural Development Department, Meghalaya | Member |
| 7. | Additional Mission Director, State Rural Employment Society, Meghalaya. | Member |
| 8. | Director, State Institute of Rural Development (SIRD). | Member |
| 9. | All Deputy Commissioners & District Programme Coordinators of the Districts in Meghalaya | Members |
| 10. | Principal, Extension Training Centres (ETC) Nongsder and Tura, Meghalaya | Members |
| 11. | Representatives of three prominent Civil Society Organisations involved in the conduct of Social Audit in Meghalaya, to be nominated by the Governing Body | Members |

Assembly of five members shall be construed as 'quorum' for the purpose of conducting the Governing Body. The Vice-Chairman shall preside over the meeting in the absence of the Chairman.

9.1. Powers of the Governing Body

The Governing Body is empowered:

- a) to approve the budget proposals of the Society for onward transmission to the State Government for grant assistance.
- b) to exercise all financial powers within the sanctioned budget.
- c) to approve and record the audited accounts of the Society.
- d) to approve the annual budget of the Society.
- e) to approve and record the annual report of the Society.

- f) to approve the policy guidelines regarding nature of training programme.
- g) to plan, prepare and formulate the activities of the Society.

9.2. Powers of the Chairman, Vice-Chairman and Secretary.-

1. The Chairman shall:

- (a) preside over all the meetings.
- (b) give directions with regard to the business of the society.

2. The Vice-Chairman shall preside over the meetings in the absence of the Chairman and exercise the powers vested in the Chairman.

3. Secretary The Director, of Meghalaya Society for Social Audit & Transparency, Meghalaya (MSSAT) shall be the *de-facto* Secretary of the Society. (i) He will convene all the meetings. (ii) The appointment of staff of the Society shall be done by the Secretary. (iii) He shall prepare the minutes of the meetings and the reports. (iv) He will operate the Bank account jointly with the Treasurer.

9.3 Treasurer. There shall be a Treasurer who will be nominated by the Governing Body, from time to time.

10. Change of Address of members

If a member of the Society changes his address, he shall notify to the Secretary his new address but if he fails to notify such address, address for further communication shall be as recorded on the rolls of the members.

11. Qualification

By virtue of holding the post mentioned in para 9, all those persons holding the respective posts shall become members and shall hold the office.

11.1. Disqualification of Members of the Society

A member of the society shall cease to be such a member if he (a) dies or (b) resigns his membership or (c) becomes of unsound mind or (d) becomes insolvent or (e) is convicted of a criminal offence.

12. Re-election

- a. All members of the Society shall hold Office for a period of three years and shall be eligible for re-appointment or re-election, as the case may be.
- b. All members either shall cease to be members on laying down their respective Offices in Government and unless otherwise directed by the Government/Governing Body, their successors in Office shall deem to have become members of the society from respective dates.
- c. The Governing Body at any time, at its discretion may revoke or cancel such appointment.

13. Rights, Obligations and Privileges of Members

The rights, obligations and privileges of members shall be as prescribed in these Bye-laws.

14. Name of the person or Officer Authorised to sue or to be sued

For the purpose of the Meghalaya Societies Registration Act, the person in whose name the Society may sue or be sued shall be the 'Secretary' of the Society.

15. Resignation of the members

- a. The Chairman or Vice-Chairman of the Society may resign his office by a letter addressed to the Government of Meghalaya and his resignation shall take effect from the date it is accepted by the Community & Rural Development Department, Government of Meghalaya or six weeks from the date of receipt of the letter by the Government of Meghalaya whichever is earlier. This shall be accepted by the Governing Body.
- b. A member of the Society or the Governing Body other than ex-officio member or an official nominee of the Government may resign Office by a letter addressed to the Chairman and such resignation shall take effect from the date it is accepted by the Chairman.

16. Procedure for Filling up of Vacancies

- a. Any vacancy in the Society or the Governing Body shall be filled by election or nomination or co-option of the member by the appropriate authority or body entitled to elect or make such nomination or co-opting and the member elected or nominated or co-opted to fill such vacancy shall hold office for a period of three years in the case of the Chairman and two years in other cases from the date of election or nomination or cooption, as the case may be.
- b. The Society or the Governing Body shall function notwithstanding any vacancy therein and notwithstanding any defect in the election, nomination or co-option of any of its members, and no act or question merely by reasons of the existence of any vacancy therein or of any defect in the appointment or nomination or co-option or election of any of its members

17. Proxy for Official Nomination

An official Nominee of the Secretary to Government may attend the meeting if he is unable to attend any meeting of the Society or of the Governing Body and such a representative shall have all rights and privileges of a member of the Society of the Governing Body at that meeting.

18. The Officer Empowered to give Direction

- a. Subject to the Bye-laws and Regulations and to any orders of the Governing Body, the Member Secretary (Director, MSSAT) is empowered to give directions with regard to the conduct of business of the Society.
- b. The Member Secretary (Director, MSSAT) shall be the administrative head of the Society.

19. Secretary's (Director's) Administrative Responsibilities

Subject to the Bye-laws and Regulations and to any orders of the Governing Body, the Secretary shall be responsible for proper administration of the Society and conduct of the staff.

20. Framing of Regulations

The Director shall be competent to frame:

- a. The administrative and service regulations relating to recruitment, selection, development and evaluation of the staff.
- b. The Regulations for the conduct of the meeting of Governing Body, etc, and such other regulations as may be necessary for the administration of the Society.
- c. The Regulations for the receipt, custody and expenditure of funds and
- d. Such other Regulations as may be necessary in furtherance of the objects of the Society.

21. Preparations and Filing of Records, etc.

The Director shall cause the preparation and filing on the due dates with the Registrar of such records, annual or other statements which are specified in the Meghalaya Societies Registration Act and the rules framed there under.

22. Audit of Accounts and Balance Sheet

The annual accounts of the Society shall be audited by a member of the Institute of Chartered Accountants of India appointed for the purpose by the Society and any expenses incurred in connection therewith shall be payable by the Society.

23. Supply of Copies of Bye-laws

Copies of Bye-laws, Receipt and Expenditure Account and the Balance Sheet shall be supplied to the members on application.

24.1. Custody, Application and Investment of Funds

- a. The funds of the society not immediately required may be invested by the Member Secretary with the approval of the Governing Body in one or more banks or institutions or in Government Securities.
- b. The members of the Society except the Member Secretary (Director) or the Governing Body or of any Sub-Committee of the society shall not be entitled to any remuneration from the Society or from the Governing Body. However, non-official members of the Society, Governing Body, or of any Sub-Committee appointed by any of them, shall be paid by the Society such as travelling and daily allowances as may be provided for in the Regulations to be made in this behalf in respect of

any journeys undertaken by them for attending the meeting of the Society or the Governing Body or the Sub-Committee or in connection with any other business of the Society, the Governing Body, or the Sub-Committee, or in connection with any other business of the Society, the Governing Body, or the Sub-committee as the case may be.

24.2. Mode of bank operations

The funds of the society for the normal functions shall be maintained in any bank and the Treasurer shall be the joint signatory. The Governing Body may also appoint any other person to sign the cheques jointly with the Director.

25. Funds

No fund shall be earmarked for making provision for a dependent of a deceased or disabled member.

26. Transaction of day-to-day Business and Financial Powers

Subject to the Regulations to be approved by the Governing Body, the Director shall have financial and administrative powers as prescribed in Bye-laws and as may be delegated to him under Bye-laws.

27. Meeting of the Governing Body

- a. The Governing Body shall ordinarily meet once in a year, provided that the Chairman may, whenever he thinks fit or on a requisition, by the Vice- Chairman or by not less than seven members, call for a special meeting.
- b. Seven members of the Governing Body including the Chairman shall constitute a quorum for any meeting of the Governing Body.
- c. In case of difference of opinion amongst the members the opinion of the majority shall prevail.
- d. Every meeting of Governing Body shall be presided over by the Chairman, and in his absence by the Vice-Chairman, and in the absence of both, by a member chosen from amongst themselves by the members present at the meeting.
- e. Each member of the Governing Body including the Chairman shall have one vote and if there shall be any equality of votes on any question to be determined by the Governing Body, the Chairman shall be in addition have and exercise a casting vote.
- f. Any resolution may be adopted by circulation among the members and any resolution so circulated and adopted by a majority of the members who have signed their approval or disapproval of such resolution, shall be effecting and binding as if the resolution has been passed at a meeting of the Governing Body, provided that in every such case at least six members of the Governing Body shall have recorded their approval to the resolution. Non-circulation to any member of the Governing Body, owing to unavoidable circumstances, shall not invalidate any resolution.

28. Special Resolution for Amending the Memorandum and Bye-laws

- a. Without prejudice to the General powers of the Governing Body and the Government, whenever it shall appear to the Governing Body that it is advisable to alter, extend or abridge the memorandum or the Bye-laws framed there under, the Governing Body may submit the proposition to the members of the society at the General Meeting or by convening a Special meeting for consideration thereof.
- b. No such proposition or resolution shall be deemed to have been approved unless such resolution has been delivered or sent by Registered Post by the Secretary to every member of the society, 21 days prior to the date of the meeting convened by the Committee for the consideration thereof and unless such resolution has been passed by three fourths majority of the members present and voting at the meeting of the General Body convened for the purpose.
- c. Any special resolution may be adopted by circulation among the members of the General body and the resolution so circulated and approved by 3/4th of the strength of members present on that date, subject to a minimum of six of which both the Chairman and the Vice-Chairman are included, shall be effective and binding as if the special resolution had been passed at the General Body Meeting convened for the said purpose. The special resolution so circulated and passed shall be filed with the Registrar of Societies within 15 days as required by rule 26 of Meghalaya Registration of Societies Rules, 1978 and they shall become effective from the date of such filing.

29. Exhibition of Registers to Members etc.

The Register of members, the books containing minutes and the books of accounts shall be open for perusal by member (free of charge) at the Registered Office during usual business hours specified in Bye-laws.

30. Report of Working

- a. Within six months after the close of every financial year the Governing Body shall submit to the Government a report on the working of the Society in the previous year together with an audited statement of accounts showing the income and expenditure for the previous year;
- b. The Governing Body shall submit to the Government the budget estimates for every financial year by such date as may be fixed by the Government in this behalf.

31. Roll of Members

The Society shall keep a roll of members giving their occupations and addresses and every member shall sign the same. If a member of the Society changes his address, he shall notify his new address to the Director, who shall thereupon cause his new address to be entered in the roll of members. If the member fails to notify his new address, the address given in the roll of members shall be deemed to be his address.

32. Terms of Office

The term of office of members shall be three years, at the expiry of which period the organization or Government may nominate the same person or some other person in their places. In the case of any vacancy arising earlier than the stipulated period of three years, the organization or the Government may nominate any other person for the unexpired portion of the term. The term of office of Chairman shall be ordinarily three years.

33. Delegation of Powers

The Governing Body may by resolution delegate to the Chairman, Vice-Chairman, Director or other Officers and staff of the Governing Body, such of its powers for the conduct of the affairs of the Governing Body as it may consider necessary.

34. Review or Enquiry by Government

The Government may at any time appoint one or more persons to review the working and progress of the Society and to hold an enquiry into the affairs thereof and to report thereon in such manner as the Government may stipulate. Upon receipt of any such report, the Government may take such action and issue such directions as it may consider necessary in respect of any of the matters dealt within the report regarding the society or the Institute as the case may be and the Society shall be bound to comply with such directions.

35. Power to hand over Management to Government

In case the Government is satisfied that the society is not functioning properly, the Government shall have the power to take over the administration of the Society and if need be, the assets of the Society as well.

36. Dissolution

If, on winding up or dissolution of the Society, there shall remain, after satisfaction of all its debts and liabilities any asset whatsoever the same shall not be paid to or distributed among, the members of the Society or any of them but shall be given to some other registered society or to any association of persons, having objects similar to that of the Society.