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#### NOTIFICATION

No.B.33014/2/99-P&E : the 11th June, 1999. The Governor of Mizoram is pleased to constitute Zoram Energy Development Agency (ZEDA) to tap Non-Conventional Energy Sources for augmentation of Power supply in Mizoram. There will be a governing body of the agency and the composition of the Governing Body are as follows:—

- |                                     |                     |
|-------------------------------------|---------------------|
| 1. Minister i/c P & E               | — Chairman          |
| 2. Commissioner & Secretary, P & E  | — Vice Chairman     |
| 3. Commissioner & Secretary, F. D.  | — Member            |
| 4. Commissioner & Secretary, P.W.D. | — Member            |
| 5. Commissioner & Secretary, R.D.   | — Member            |
| 6. Secretary, Environment & Forest  | — Member            |
| 7. Chief Engineer (Power)           | — Member            |
| 8. Director, ZEDA                   | — Member Secretary. |

The Governor of Mizoram is further pleased to constitute a Managing Committee under the Governing Body which will be responsible for management and administration of the affairs of the agency/society subject to General Control and direction of the governing body with the following members:—

- |  |                     |
|--|---------------------|
| 1. Commissioner & Secretary, P.&E                      | — Chairman          |
| 2. Chief Engineer (Power)                              | — Member            |
| 3. Joint Secretary, F.D.                               | — Member            |
| 4. Director, A.H. & Vety                               | — Member            |
| 5. Sr. Scientific Officer, Science & Tech. Department. | — Member            |
| 6. Director, ZEDA                                      | — Member Secretary. |

7. A person nominated by Govt. as may be — Member  
considered necessary from time to time

The ZEDA will be registered under the Registration of Society Act. The terms of reference and other objective of the Society/Agency are as per Memorandum of Association and rules of ZEDA are enclosed as Annexure.

Liansanga,  
Joint Secretary to the Govt. of Mizoram,  
Power & Electricity Department.

## MEMORANDUM OF ASSOCIATION OF

### ZORAM ENERGY DEVELOPMENT AGENCY (ZEDA)

- I. (a) Name : The name of the Society shall be "Zoram Energy Development Agency".
- (b) Office : The Head Quarters of the Society shall be situated at Aizawl, Mizoram.

The area of operation of the Society shall normally be within the state of Mizoram, but it may extend to other areas including State and Union Territories of Union of India for co-operation and collaboration in pursuit of its objects.

## II. OBJECTS :

- (a) The general objects of the Zoram Energy Development Agency is to promote, implement develop and diffuse useful knowledge in the various fields of conventional and non-conventional energy, and in particular to assist Govt. of Mizoram and Govt. of India in the effort to develop and promote non-conventional, Renewable and alternate energy sources and technologies, evolve and promote energy conservation measures, develop the area of energy management as an input to an appropriate environmental policy, and generally to deal with problems arising from rapid depletion of conventional sources of energy and evolve suitable alternatives.
- (b) The major objectives of the Zoram Energy Development Agency would be :—

- (i) to undertake remunerative, profit orienting and fund generating project and programme to raise finances for attaining the objects of the Agency.
- (ii) to actively promote the use and propagation of new and renewable non-conventional energy sources in Mizoram acting as the Nodal Agency for the purpose and implementation of projects.
- (iii) to promote energy conservation activities in respect of conventional energy sources like oil and power.
- (iv) to encourage Research and Development in respect of high technology areas in regard to energy, and
- (v) to undertake projects relating to Integrated Rural Energy Programmes in Mizoram.
- (c) In particular and without prejudice to the general object above, the objects of the Agency will be :

#### TECHNICAL

1. to survey, prepare and implement schemes for power generation from non-conventional and renewable sources of energy and also to prepare and implement a master plan in this regard for the entire State.
2. to identify, formulate and pursue projects relating to power generation using non-conventional and renewable energy of energy including micro/hydro-electric projects.
3. to formulate and implement demonstration, experimental, promotional, extension and other projects and programmes related to non-conventional and renewable sources of energy such as solar energy, wind energy, biogas, biomass and animal power, etc.
4. to identify, formulate and pursue proposals for setting up demonstration projects for energy plantation and biomass projects within the State.
5. to formulate and implement plants and projects aimed at providing total energy requirements of villages and towns through a proper blend of conventional and non-conventional and renewable energy sources.

6. to formulate and implement a broad based energy conservation programme including the scope for conservation of energy at the source of generation, at the stage of distribution and/or consumption.
7. to sponsor, coordinate, implement or promote research programme or objects of a developmental nature involving development of proto-types, pilot plant investigations etc. in the area of new sources of alternate energy.
8. to initiate and promote energy conservation measures, projects and programmes in the state.
9. to formulate and implement demonstration projects aimed at providing total energy requirements of remote villages and/or other selective utilisation centres by harnessing solar, bio-gas, wind energy and other renewable sources with the object to evaluate and implement long term plans based on the same.
10. to promote, investigate, establish, execute, install, maintain, manage and administer, schemes relating to micro-hydro electric power stations upto 3MW which could be built on rivers, streams and canal drops with a view to augment the existing and future sources of energy.
11. to manufacture mechanical, electrical and electronic plants, machinery, equipments, appliances for harnessing and utilising non-conventional and renewable sources of energy.
12. to undertake the construction and installation of plants, equipments, machinery for harnessing the non-conventional and renewable sources of energy and to implement all types of schemes relating to non-conventional energy sources anywhere in India.
13. to promote the production and installation for plant machinery, equipments, apparatus, etc. connected with non-conventional and renewable sources of energy, through private individuals or other agencies and introduce and administer appropriate certification procedure for quality control of such machinery or appliances designed to exploit non-conventional and renewable sources of energy.

#### PUBLICITY :

14. to establish and to maintain a technical Library and/or information and collate information regarding alternate energy sources.

15. to impart education through exhibitions, seminars, training, mass-media, printed or published materials and audio/visual aids which has directly or indirectly affect the popularising strengthening, developing and advancing the use of non-conventional and renewable sources of energy, energy conservation and energy management and environment preservation.
16. to open publicity-cum-information centres, sales depots and ware houses at suitable places and to participate in exhibitions, fairs, etc. for promotion of non-conventional and renewable sources of energy.
17. to develop and support centres of documentation, service, maintenance and supply of data including patent literature, current status reports etc. in the area of energy management.

#### FUNDS AND PROPERTY

18. to accept donations, grants, contributions or financial assistance from Governmental, quasi-governmental or private institutions, persons or any other sources with a view to fulfil all or any of the above objects.
19. to buy, sell, let on hire, repair and deal in all kinds of machinery, component parts, accessories and other spare parts and fittings which can be profitably dealt with in connection with the business of installation and operation of the Agency's activities.
20. to purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights or privileges which the agency may think necessary or convenient with reference to any of its objects.
21. to make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Agency.
22. to apply for tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, execution carrying out equipment, improvement, management, administration or control of works and conveniences and to undertake, execute and implement the same.
23. to buy, lease or otherwise acquire lands, buildings and any other movable or immovable properties on such terms and conditions the Agency may think fit.
24. to sell, mortgage, assign or lease or in any other manner deal with or dispose of the undertaking or property of the Agency or any part thereof, whether movable or immovable for such consideration as the Agency may think fit.

25. to let out on hire all or any of the properties of the company including every description of apparatus and appliances of the Agency.
26. to raise finance for attaining the objects of the Agency, through subscriptions, donations, grants, gifts, borrowings, contributions and assistance from State and Central Govts., quasi-governmental or banking institutions, private institutions and individuals.
27. to invest and deal with the money of the Agency not immediately required, in such manner as may from time to time be determined.

### PARTNERSHIP

28. to enter into agreements and contracts with Indian and/or foreign individuals, companies or other organisations for purchase of equipments and for technical, financial or any other assistance for carrying out all or any of the objects of the Agency.
29. to enter into partnership or into any agreements for sharing, profits, union of interest, co-operative, joint venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Agency is authorised to carry on or engage in or any business or undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Agency.
30. to enter into any agreement with any government or authorities (Municipal, local or otherwise) or any corporations, companies or persons which may seem conducive to the Agency's objects or any of them and to obtain from any such government, authorities, corporation, companies or persons of any contracts, right privileges and concessions which the Agency may think desirable and to carry out, exercise and comply with any such contracts, rights, privileges and concessions.

### LIAISON AND TRAINING

31. to advice, guide and train manpower engaged in the implementation of plans and projects related to the non-conventional and renewable sources of energy, energy conservation and energy management and environment preservation.
32. to liaise with other agencies in the country or abroad in the field of alternate sources of energy.

33. to co-operate and affiliate, if necessary, with other similar institutions, associations or bodies in India and abroad.
34. to co-operate with any other body as may be decided by the Governing Body.
35. to take special steps to develop a group of young scientists and technologists working in the field of energy resources.
36. to employ personnel as may be found necessary for the efficient handling and conduct of the business of the Agency.
37. to undertake or sponsor studies of environmental effects of energy generation, distribution and utilisation.
38. to advise the State Government, Central Government, Panchayats, Municipalities, Municipal Corporations and other local bodies and Semi-Government Agencies, and other Development Agencies in the State and elsewhere on all such matters pertaining to alternate energy resources, as may be referred to it from time to time, and to undertake on its own or in collaboration or other arrangement with national or international agencies programmes of research, application, extension and development of energy resources.

### OTHERS

39. to do all such other things as may be incidental or conducive to the attainment of the above objects.

### III. GOVERNING BODY :

The names and addresses of the members of the Governing Body to whom, by the Rules of the Agency, the management of the affairs of the Agency is entrusted as required under Section 2 of the Societies Registration Act 1860 (Act XXI of 1960) will be as follows :

- |   |               |
|---|---------------|
| 1. Minister i/c Power & Electricity<br>Government of Mizoram.   | Chairman      |
| 2. Commissioner & Secretary, Power & Electricity<br>Department. | Vice Chairman |
| 3. Commissioner & Secretary, Finance<br>Government of Mizoram.  | Member        |
| 4. Secretary, Environment & Forest                              | Member        |

- |   |                   |
|---|-------------------|
| 5. Commissioner & Secretary, R.D.<br>Government of Mizoram.       | Member            |
| 6. Commissioner & Secretary, P.W.D.<br>Government of Mizoram.     | Member            |
| 7. Chief Engineer, Power & Electricity,<br>Government of Mizoram. | Member            |
| 8. Director, ZEDA, Mizoram.                                       | Member Secretary. |

**ZORAM ENERGY DEVELOPMENT AGENCY  
(RULES).**

1. The registered Office of the Agency shall be situated at AIZAWL-796001, Mizoram.

**2. MEMBERSHIP :**

The Agency shall consists of the following members :—

- a) First members of the Governing Body and who have subscribed to the Memorandum of Association.
  - b) Members nominated by the State Government.
3. When a person is nominated as member of the Agency by virtue of an office held by him, his membership of Agency shall terminate when he ceases to hold that office and the vacancy so caused shall be filled by his successor to that office.
4. Whenever a member desires to resign from the membership of the Agency, he shall address his resignation to the Director of Agency and submit the same to him. His resignation shall take effect only on acceptance by the Chairman of the Agency.
5. Any vacancies in the membership of Agency either by resignation or otherwise may be filled up by the State Government.
6. Should a person who is a member of the Agency by virtue of his office held by him is prevented from attending the meeting of the Agency, a substitute to take his place at the meeting may be nominated by him. Such substitute shall be entitled to take part in the proceedings of that meeting for which he is nominated and shall also have a right to vote there at.



7. The Agency shall function notwithstanding that any person entitled to be a member by reason of his office is not represented on the Agency for the time being. The proceedings of the Agency shall not be invalidated by the above reasons nor by the reason of any vacancy or defect in nomination of any of the members.
8. The Agency shall maintain a roll of members at its registered office and every member shall sign the required form stating his occupation and address. The register should be kept open for inspection by the member of the Agency.
9. It shall be incumbent upon a member of the Agency to justify to the Director of the Agency any change of his address or occupation.
10. The Agency shall enter into the register of membership the following particulars:-
  - (a) Name and address of each member
  - (b) The date on which the member was admitted.
  - (c) The date on which the member ceased to be a member.
11. A member of the Agency or the Governing Body 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 involving moral turpitude, or
  - f) is removed by the State Government.
12. **GOVERNING BODY :**
  - a) The Governing Body will consist of not more than 8 members including the Chairman and the Director of the Agency. All members of the Governing Body shall be appointed by the Government of Mizoram. The Director and staff for the posts initially created for the Agency shall be filled up on promotion or transfer or deputation by the State Government from Power & Electricity cadre of Mizoram Engineering services.
  - b) The tenure of the Governing Body shall be for three years from the date of appointment. The members retiring will be eligible for reappointment. Any casual vacancy shall be filled by the State Government.

- c) The Ministry-in-charge, Power & Electricity Department, Govt. of Mizoram shall be the Ex-Officio Chairman of the Agency.
- d) The Director, ZEDA will be the Ex-Officio Secretary of the Agency.

### 13. FUNCTIONS AND POWERS OF THE OFFICE BEARERS :

- a) The Chairman may preside over all the meetings of the Governing Body, subject to provision of Rule 15 (5). He will also guide and supervise in general the working of the Agency.
- b) The Director shall be the Chief Executive Office of the Agency, subject to the general superintendence, direction and control of the Governing Body and such general or special instructions that the Governing Body may lay down, he shall be responsible for convening meetings, for appointment of staff and prescribing terms and conditions governing them for maintenance of records and for communicating with all on behalf of the Agency. He shall formulate, co-ordinate and supervise all the projects of the Agency to ensure their successful completion and implementation.

### 14. POWERS AND FUNCTIONS OF THE GOVERNING BODY :

- 1. The general superintendence, direction and control of the affairs of the Agency shall be vested in the Governing Body of the Agency. Save as herein expressly provided all the duties, powers, functions and rights whatsoever or consequential and incidental to the carrying out of the objectives of the Agency shall be exercised by the Governing Body.
- 2. In particular and without prejudice to the generality of the foregoing provisions and subject to the provisions of memorandum, the Governing Body may—
  - a) amend or repeal any bye law relating to the administration and management of the affairs of the Agency subject to the observance of the provisions contained in the Registration of Societies Act, 1860.
  - b) receive grants and contributions and have custody of the funds of the Agency.
  - c) prepare the budget estimates of the Agency for each year and sanction the expenditure within the limits of the budget.
  - d) prescribe and conduct courses of study, training, seminar and research in power technology on its own or through an institution recognised by the Governing Body for the purpose.

- e) prescribe rules and regulations for the various courses of training in power technology to be imported by it or on Agency affiliated to it.
  - f) lay down standard of efficiency to be demonstrated before the award of diploma, certificate and other distinctions in respect of courses that may be conducted by the Agency or institutions set up by it or affiliated to it.
  - g) institute and award, fellowship prizes and medals.
  - b) create administrative, technical, ministerial and other posts under the Agency and make appointments thereto provided that filling up of the Director and the staff for the posts initially created for the Agency shall be either on transfer or promotion or deputation by the state Government from Power & Electricity cadre of Mizoram Engineering Services.
  - i) co-operate with any other organisation in the matter of training research, finance and other things relating to uses of energy and development of alternative energy resources.
  - j) enter into agreement for and on behalf of the Agency.
  - k) institute and defend all legal proceedings on behalf of the Agency.
  - l) appoint committees for the disposal of any business of the Agency or for tendering advice in any matter pertaining to the Agency.
  - m) delegate to such extent as it may deem necessary its powers to any officers or committee of the Governing Body.
  - n) consider and approve the annual reports, the annual accounts and the financial estimates of the Agency.
  - o) Adopt, amend, vary or review from time to time by law (s) for conduct of the business of Governing Body and the Committee to be appointed by it for delegation of its powers or for such other matters as it may deem necessary, subject to the ratification by the State Government.
  - p) perform such functions and carry out such duties as may, from time to time, be directed to it by State Government.
3. The Governing Body may constitute a Managing Committee to look into the day to day functioning of the Agency consisting of the following members:

- |  |          |
|--|----------|
| 1) Commissioner & Secretary, P & E                         | Chairman |
| 2) Chief Engineer, Power & Electricity                     | Member   |
| 3) Joint Secretary, Finance                                | Member   |
| 4) Director, A.H. & Vety                                   | Member   |
| 5) Sr. Scientific Officer, Science & Technology Department | Member   |

6) Director, ZEDA Member Secretary.

4. The Governing Body may delegate to the Managing Committee, Chairman, Director and other officers of the Agency, such of its Powers for the conduct of its affairs of the Governing. Body as it may consider necessary or desirable.

#### 15. PROCEEDING OF THE GOVERNING BODY :

1. The Governing Body shall ordinarily meet once in every three months, provided that the Director may himself on his own or a requisition of four members of Governing Body, require it to be called at any-time. Not less than seven days notice shall be given for every meeting of the Governing Body and a copy of the proceedings of the meetings shall be circulated to members of the Governing Body and the State Government as soon as practicable after the meeting, provided that in case of an urgency, a shorter notice may be given with the prior approval of the Chairman.
2. Four members shall constitute a quorum for any meeting of the Governing Body.
3. In case of difference of opinion amongst the members, the opinion of the majority shall prevail.
4. Each member of the Governing Body, including the Chairman, shall have one vote and if there shall be an equality of votes on any question to be determined by the Governing Body, the Chairman of the meeting shall, in addition, have a casting vote.
5. Every meeting of the Governing Body shall be presided over by the Chairman and in his absence, by a member other than the Director, chosen from amongst themselves by the members present at the meeting.

6. Any resolution, except such as may be placed before the meeting of the Governing Body, may be adopted by circulation among all its members present in India and any resolution shall be as effective and binding as if such resolution had been passed at the meeting of the Governing Body.
16. Subject to the Rules, Regulations and Bye-laws and orders of the Governing Body, the Director of the Agency shall be responsible for proper administration of the Agency and for the conduct of the staff under the direction and control of the Governing Body.
17. The members of the Agency or any committees appointed by the Agency or the Governing Body shall not be entitled to any remuneration from the Agency. However, they shall be entitled to reimbursement of or compensation for expenditure on travelling, conveyance etc. incurred by them in attending meetings of the Agency or Governing Body or by committee thereof or in performing journeys for the works of the Agency at such rates and in such manner as may be prescribed by the Governing Body.
18. The Chairman shall have the power to invite any person or persons, not being member of the Governing Body to attend the meeting of the Governing Body but such invitees shall not be entitled to vote at the meeting.
19. ANNUAL GENERAL MEETING :
  - a) The Agency shall after giving at least fourteen days notice, held an annual general meeting at least once in every year and not more than 15 months shall lapse between two successive annual general meetings.
  - b) The balance sheet, the Income and Expenditure Accounts, the Auditors Report and Annual Progress Report in respect of the financial year ending on the 31st March proceeding shall be placed at the Annual General Meeting for consideration.
  - c) At least 5 (five) members of the Agency present at the Annual General Meeting shall form quorum.
  - d) The Chairman of the Society i.e. the Agency or one of the members of the Governing Body in absence of the Chairman shall preside over the Annual General Meeting and other meetings of the Society.
20. FUNDS OF THE AGENCY :

The Funds of the Agency shall consist of the following :

  - a) Grants/Loans received from State and Central Governments.

- b) Donations and Loans from persons or bodies who may or may not become members.
- c) Income from Investments.
- d) Income from other sources.

21. The Bankers of the Agency shall be appointed by the Governing Body. All funds of the Agency shall be credited into the Agency's account with the said banks and shall not be withdrawn except on cheques signed by :

- a) the Director of the Agency upto an amount as may be decided by the Governing Body and
- b) beyond the amount, by the Director of the Agency jointly with another member of the Governing Body as may be nominated by the Governing Body.

## 22. ACCOUNTS AND AUDIT

The Accounts of the Agency shall be audited by a Chartered Accountant to be appointed by the Governing Body. These accounts shall be subject to a second audit to be undertaken by the Accountant General Mizoram State at his discretion. The form in which the accounts should be maintained and the manner in which they should be presented at the Annual General Meeting shall be prescribed by the bye-laws to be framed by the Governing Body.

23. Within 30 days after holding of Annual General Meeting, these shall be filed with the Registrar of Societies.

- a) a list of names, addresses and occupations of the members of the Governing Body including the Chairman and the Director and other office bearers.
- b) an annual report for the previous year along with the auditors report thereon. Such list and the annual report shall be certified by the Director. A copy of the annual accounts along with the auditor's report thereon and the annual administration report shall simultaneously be forwarded to the State Government.

24. If any change occurs in the composition of the Governing Body or in the holder of the office of the Chairman at any time for any reasons, such change shall be notified to the Registrar of Societies within 30 days.

**25. PROPERTY OF THE AGENCY :**

All properties belonging to the Agency shall be deemed to be vested in the Governing Body of the Agency but shall be referred to as the property of the Agency.

**26. SUITS AND PROCEEDINGS BY AND AGAINST THE AGENCY :**

The Agency may sue or may be sued in the name of the Director or any office bearer authorised by the Governing Body in this behalf.

- a) No suit or proceedings shall abate by reason of any vacancy or change in the holder of the office by the Chairman, the Director or any office bearer authorised in this behalf.
- b) Every decree or order against the Agency in suit or proceedings shall be executable against the property of the Agency and not against the person or the property of the Chairman, Director or any office bearer.
- c) Nothing here in shall, except the Chairman, the Director or any other office bearer of the Agency, from any criminal feasibility under the Act, of entitle him to claim any contribution from the property of the Agency in respect of any fine paid by him on conviction by a criminal court.

27. Every member of the Agency may be sued or prosecuted by the Agency for any loss or damage caused to the Agency or its property for anything done by him detrimental to the interest of the Agency.

28. The Agency shall keep at its registered office proper books of accounts in which should be entered accurately the following :—

- a) All sums of money received and the sources thereof and all sums of money expended by the Agency and the object or purpose for which sums are expended.
- b) The Agency's assets and liabilities.

29. Every member of the Governing Body shall have right of inspection of accounts and registers and proceedings of the meeting maintained by the Agency during office hours.

30. a) A notice may be served upon any member of the Agency either personally or by sending it through the post in an envelope addressed to such member at the address mentioned in the roll of members.

- b) Any notice so served by post shall be deemed to have been duly served on the day following that on which the letter envelope or wrapper containing the same is posted and in providing such service it shall be sufficient to prove that the cover, containing such notice was properly addressed and put into the post office.

**31. ALTERATION OR EXTENSION OF THE OBJECTS OF THE AGENCY:**

The Agency may, subject to the approval of the State Government, alter or extend the object for which it is established in the following way.

- a) The governing Body shall submit the proposition for such alternation or extension as aforesaid to the members of the Agency in a written or printed report.
- b) The Governing Body shall convene a special General Meeting according to the Rules for consideration of the said proposition.
- c) Such report shall be delivered or sent by post to every member of the Agency with a clear notice of 15 days about the special General Meeting as aforesaid.
- d) Such proposition shall be required to be confirmed by a resolution passed by three-fourth of the members present and voting at the special General Meeting so convened.

32. The Rules of the Agency may be altered subject to ratification by the State Government at any time by a Resolution passed by a three-fourth majority of the members of the Agency present and voting in any general meeting of the Agency which shall have been duly convened for the purpose. The modified Rules will be deemed to have come into force in accordance with the provisions contained in the Societies Registration Act, 1860.