

THE COMPANIES ACT, 1956
COMPANY NOT FOR PROFIT
(Section 25 Company)
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

NATIONAL INSTITUTE FOR SMART GOVERNMENT

- I. The name of the Company is “**NATIONAL INSTITUTE FOR SMART GOVERNMENT**”
- II. The Registered Office of the Company will be situated in the State of Andhra Pradesh.
- III. The objects for which the Company is established are as follows:
 - A. **THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE TO:**
 - 1) Raise societal awareness of, and capability in, smart governance and the economic opportunities it offers to the citizens, firms and the government through appropriate awareness, education and capacity building programs.
 - 2) Strive to position itself as an institution dedicated to promote electronic governance by combining the best that the specialized institutions in the country have to offer into a holistic program.
 - 3) Strive to position itself as the principal mechanism to channelise private competencies - including financial, technical and managerial – into national electronic governance efforts and to appropriately complement governmental competencies and efforts in this regard.
 - 4) Ensure that a countrywide strategic architecture and groundwork is in place so that they can play a robust and effective part in developing a national environment for electronic governance.
 - 5) Ensure that policies and practices on smart governance reinforce a ‘hassle-free environment for the citizens and firms as well as enhance the competitiveness of Indian economy. To that effect ensure:
 - Transformation of the business of government to take the ‘hassle’ out of dealing with the government, dramatically improve service delivery, reduce costs, and renew administrative processes;
 - The transformation of governance itself by changing the role of the citizen and firms as a stakeholder in government.

- Transformation of implementation of smart governance projects treating them as soft infrastructure and using Private Public Partnerships to lead private capital to commercially viable smart governance projects.
- 6) Ensure it acts as a 'force multiplier' to design IT leveraged policies and programs that efficiently and effectively:
- Respond directly to citizen's most pressing needs – including education, health and employment – on a continuing basis;
 - Tackle the needs of the country as a whole – building the soft-infrastructure for smart governance, promoting competitiveness of the Indian economy and maintaining the country's capacity to deal with unforeseen future;
 - Give citizens and businesses the choice about how and when to access government services;
 - Design services to meet the convenience of the citizens and not the convenience of service providers;
 - The citizen services are the best in kind – sharing good ideas, driving down costs and above all delivering what they are supposed to.
- 7) Suggest high impact e-governance applications that can be viably implemented by specifying commercially viable mechanisms.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE TO:

- 1) Identify major opportunity areas in delivery of citizen services and support mechanisms.
- 2) Show the proof of concept of implementing such ideas by projectizing them and starting small through pilot applications.
- 3) Craft Virtual NISG in alliance with the National Resource Center and other appropriate institutions and mechanisms to be the repository and preferred referral site for any information on solutions, benchmarks, best practices and successful roll-outs of electronic government initiatives within the country and outside.
- 4) Undertake practical research assignments in alliance with the best institutions in India and outside to enable government and other organizations in implementing electronic governance projects in the field.
- 5) Develop concept papers on smart governance infrastructure that includes:
 - Technical Standards, Legal and Regulatory framework, and various incentive schemes towards creating a conducive environment in India.

- Directory services, National databases, Network services, Security services and Payment services.
 - Third party services such as Service centers like STD / ISD booths and Internet community centers, logistic service providers, Payment services like bank ATMs, Commercial service providers, Enterprise service providers and E-Commerce promotion groups.
 - Strategies that Central Government, State Governments and local Government can follow for the success of smart governance initiatives including Government Process Reengineering, definition of User Specifications for electronic governance projects and use of local language in the use of IT in the country.
- 6) Work with specific departments/programs to identify opportunities for developing smart governance applications resulting in Ideation reports, Initial Assessment and Scrutiny Reports and Techno economic Feasibility Studies.
 - 7) Design innovative financing and implementation models for smart governance applications.
 - 8) Develop prototypes to demonstrate the feasibility of building smart governance applications.
 - 9) Document case studies of successful smart governance projects and applications already developed and functioning in the field and facilitate their adoption across the country.
 - 10) Conduct conferences, retreats and workshops to increase awareness among the top policy makers in India.
 - 11) Develop papers, reports, films, videos and other multi-media presentations and ensure effective dissemination of the learning and output of National Institute for Smart Government.
 - 12) Create an active learning community among civil servants through Virtual NISG that will enable online access to relevant content on Governance.
 - 13) Incubate ideas and opportunities for leveraging information technology for economic growth.
 - 14) Create, promote or participate in Special Purpose Vehicles to commercialize successful eGovernance application pilots and eGovernance infrastructures.
 - 15) Undertake consulting assignments for third parties on smart governance and e-governance issues.
 - 16) Undertake research work on issues related to Governance and allow use of Intellectual Property Rights to be used for royalty.
 - 17) Organise market surveys into the demand for electronic governance and services in any place or area.
 - 18) Establish aptitude testing units and to offer guidance as to work and employment.

- 19) Organise exchange programs for staff and people involved in electronic governance initiatives and to provide training of work India or abroad.
- 20) Liaise, cooperate or associate, represents, collaborate, with national, international educational organizations, with any Government Departments or National International Institutions concerned with the furtherance of electronic governance.
- 21) Carry out, implement, promote, sponsor, assist and / or establish and activity for promotion of electronic governance, publication of any books, literature, newspapers etc., and / or for organizing lectures and / or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans and / or any other assistance to deserving candidates or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing conducting and / or assisting, any institutions, fund, trust, association etc., having any one of the aforesaid objects, as one of its objects by giving donations or otherwise in any other manner in order to implement any of the above mentioned objects or purposes.
- 22) Make donations and / or give grants to any persons, Companies, Societies, Foundations, Institutions, Universities and / or trust who have objects similar to any one or more of the objects of the Company for the purpose of promoting, assisting and / or encouraging the carrying and / or achievement of such objects or object.
- 23) Take on lease or on leave and license or otherwise acquire or obtain possession of property from any person, Company, Society, Foundation, Trust, Organisation and / or Institution, Universities as may be deemed fit in the furtherance or advancement of any one or more of its objects.
- 24) Provide endow, furnish and / or fit out any of its property with all necessary furniture, instruments and other equipment and maintain and / or manage offices, premises center, institutions and other establishments or institutions for the furtherance and / or advancement of any one or more of the objects of the Company.
- 25) Borrow or raise money on such terms and on such security, if any, as may be thought fit.
- 26) Acquire, buy, sell, market, distribute, exchange and / or otherwise dispose of, store, hold, package, transport, use experiment, with handle, in educational equipment in order to achieve the objects of the Company.
- 27) Purchase, take on lease or in exchange, hire or otherwise acquire any immovable or moveable property and any rights or privileges for the attainment of the Company objects.
- 28) Construct, maintain and alter any building or erection and to provide the same with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, conveniences and accommodations for the purposes of the activities of the Company.

- 29) Subject to the provisions of the Companies Act, 1956 to lend and advance money or give credit either in connection with the main object of the Company with or without security, to such persons, firms concerns and / or Companies and on such terms as may deemed expedient.
- 30) Subject to provisions of Section 292, 293 and 58-A of the Companies Act and the rules made thereunder to borrow or raise or secure the payment of money or to receive money or deposit at interest or otherwise, and at such time or times as the Company may deem fit by promissory notes or by taking credits in or opening current, loans or overdraft accounts with any bank, company, firm or person and whether with or without any security or by such other means.
- 31) Help, establish linkages with financial institutions, urban and rural communities and government agencies (Central, State or Local) for promotion of each and every object of the Company.
- 32) Raise funds and accept donations (in cash or kind) subscriptions, grants of money, securities, and property of any kind and / or to undertake and accept the management of transfership of any endowment, trust fund or donation not inconsistent with the objects of the Company.
- 33) Accept donations, assistance and funds on behalf of the implementing agencies from the Government and / or foreign donors subject to such laws as may be applicable in the manner stated above and to obtain necessary accounts and information regarding the physical and financial progress from the implementing Agency / Agencies.
- 34) Open and operate a banking account or banking accounts and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, drafts, cheques, bonds, debentures and other negotiable or transferable instruments.
- 35) Print and publish and periodicals, books, journals, booklets and / or leaflets in furtherance of its objects.
- 36) Invest the monies of the Company not immediately required in such manner as the Company thinks it.
- 37) Enter into any arrangements with any Government and authorities, municipal, local or otherwise or otherwise or any person or Company that may seem conducive to the objects of the Company or any of them and to obtain from any such Government, authority, person or Company any rights, privileges, charters, contracts, licenses and concessions which may be thought by and / or on behalf of the Company desirable to obtain and to carry out, exercise and comply therewith.
- 38) Apply for secure, acquire by grant, legislative enactment, assignment, transfer purchase or otherwise and to exercise, carry out and enjoy and charter, license, power, authority, franchise, concession, right, or privilege, which any Government or authority, supreme, municipal, local or otherwise in any corporation or other public body may be empowered to grant, and to pay for, aid in and contribute towards carrying the same into effect, and to issue and / or appropriate any debentures or other securities and assets to defray the necessary costs, charges and expenses thereof.

- 39) Accept grants from any Governments or agencies or authorities, public bodies, corporations, companies or persons or money, movable and immovable property, donations, gifts, subscriptions, devices, bequests, and other assistance with a view to promoting the objects of the company and in receiving any gift of property to take the same either unconditionally or subject to any special conditions which may be prescribed by the donor in writing.
- 40) Establish, maintain and / or procure the establishment and maintenance of any contributory provident, pension or superannuation funds for the benefit and to give or procure the giving of donations, gratuities, pensions who are or were at any time, in the employment of the company and the widows, families and dependants of any such persons and to make payments to or towards the insurance of any such persons as aforesaid.
- 41) Establish and support and / or aid in the establishment and / or support of associations, institutions, funds, trusts and convencies calculated to benefit employees or past employees of the company or the dependants or connections of any such employees, and to grant pensions and allowances and to make payments towards insurance, and to subscribe or guarantee money for any charitable educational or other benevolent object which may be considered likely, directly or indirectly to further any one or more of the objects, of the Company.
- 42) Enter into partnerships or any arrangement, whether in India or elsewhere, for Union of interest, co-operation, reciprocal concession or otherwise with any person or Company carrying on or engaged in or about to carry on or engage in any activities or transaction which the Company is authorized to carry on or engage in or any activities or transaction capable of being conducted.
- 43) Promote or assist in the promotion of any Company or association having objects similar to the object of the Company.
- 44) Promote and / or become a member of any Company or Companies, (whether limited by Shares or guarantee or both) body or association (whether corporate or not) for the purpose of acquiring all or any of the property rights and liabilities of the Company, and / or for the furtherance of the objects or any of them in this company.
- 45) Obtain any provisional rule, order stature or other legislative provision or enactment for enabling the Company to carry any of its objects into effect or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 46) Establish and support professorship, fellowships and lectureships, scholarships, chairs and prizes at any institution dealing with electronic governance.
- 47) Award scholarships in India and fellowships and grants by way of loan or otherwise and on such terms and conditions as the Trustees may think fit for the purposes of undertaking, prosecuting and encouraging, research work in any branch of smart governance in its widest and more comprehensive sense.

- 48) Grant endowments at Universities, Research Institutions and other institutions (whether now existing or hereinafter established) for spread of electronic governance.
- 49) Provide vocational / educational guidance and counseling and / or establishing, supporting, conducting, vocational guidance Bureau either virtual or real.
- 50) Establish, maintain and support libraries, museums, natural history societies and reading rooms either virtual or real for advancement of electronic governance.
- 51) Undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, etc., or for organizing lectures or seminars likely to advance these objects or for giving merit, awards, scholarships, loans or any other assistance to deserving persons in the attainment of the objects of the Company.
- 52) Undertake research in any field and / or make payment to any University, college, association or Institution to be used for research in any field.
- 53) Construct houses and building for attainment, facilitating the attainment of the objects of the Company.
- 54) Maintain and transfer works of art, archeological, scientific or art, collection, books, manuscript, drawings, etc., to the Government, University, National Museum, National Art Gallery, National Activities or any other notified museum or Institutions.
- 55) Establish branches and offices in different parts of India and abroad.
- 56) Raise necessary funds and collect appropriate subscriptions, fees, grants, corpus funds, donations, commissions, royalties, cess in respect of services rendered as specified in clauses 1 to 7 above in the main objects, clauses 1 to 55 in the incidental or ancillary objects above or any other objects conducive to the attainment of the above objects.
- 57) Do all such other lawful things as are incidental or conducive to the attainment of the above objects.

C OTHER OBJECTS

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Provided that the Company shall not support with its funds, or endeavor to impose on, or procure to be observed by its members or others, any regulations or restriction which, as objects of the Company would make it a Trade Union.

IV The objects of the Company extend to the territories comprised in the Union of India and all other countries of the world.

- V 1) The Income and properties of the Company, whencesoever, desired shall be applied solely for the promotion of its objects as set forth in this Memorandum.
- 2) No portion of the Income and Property aforesaid shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit, to persons, who at any time are, or have been members of the Company or to any one or more of them or to any per person claiming through any one or more of them.
- 3) Except with the previous approval of the Central Government, no remuneration or other benefit in money or monies worth shall be given by the Company to any of its members, whether officers or servants of the Company or not, except payment of out of pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent of premises let to the Company.
- 4) Except with, the previous approval of the Central Government, no member shall be appointed to any office under the Company, which is remunerated by salary, fees or in any other manner not excepted by sub-clause (3).
- 5) Nothing in this clause shall prevent the payment by the Company in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other persons (not being member) in return for any services actually rendered to the Company.
- VI No alteration shall be made to this Memorandum of Association or to the Articles of Association of the Company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Regional Director.
- VII The liability of the members is limited.
- VIII The share capital of the company will consist of Rs. 25,00,00,000 (Twenty five Crores only) divided into 25,00,000 (Twenty Five Lakh) shares of Rs. 100 (Rupees Hundred) each.
- IX True Accounts shall be kept of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of the properties, credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same, that may be imposed in accordance with the regulations of the Company for the time being in force, the accounts of the Company shall be examined and the correctness of the Balance Sheet and the Income and Expenditure account ascertained by one or more properly qualified auditor or auditors.
- X If upon a winding up or dissolution of the Company, there remains, after the satisfaction of all the debts and liabilities, any property, whatsoever, the same shall not be distributed amongst the members of the Company but shall be given or transferred to such other company having objects similar to the objects of the Company to be determined by the members of the Company at or before the time of dissolution or in default thereof, by the High Court of Judicature that has or may acquire jurisdiction in the matter.

Sl.No.	Names, Addresses, Descriptions and Occupations of the Subscribers	No. of Equity Shares taken by each subscriber	Signature of Subscribers	Witness to all Subscribers
1.	Ajay Kumar Agarwal S/o Shri Krishna Murari Lal Agarwal, Secretary, For and on behalf of President of India, Ministry of Personnel, Public Grievances and Pensions Government of India North Block New Delhi – 110 001 Government Official	160 Equity Shares of Rs.100/- each (One Hundred and Sixty only)		<p style="text-align: center;">I witness the above subscribers who have signed in my presence</p> <p style="text-align: center;">(Rajesh Mehta) S/o Shri P L Mehta C8/286, Yamuna Vihar Delhi – 110 053 Government Official</p>
2.	Rajeeva Ratna Shah S/o Shri Janardhan Das Shah, Secretary For and on behalf of President of India, Department of Information Technology Government of India Electronic Niketan 6 CGO Complex Lodhi Road New Delhi – 110 003 Government Official	160 Equity Shares of Rs.100/- each (One Hundred and Sixty only)		
3.	Kiran Karnik S/o Shri Sharadchandra Karnik, President For and On behalf of National Association of Software and Services Companies International Youth Centre Teen Murti Marg, Chanikya Puri New Delhi – 110 021 President NASSCOM	520 Equity Shares of Rs. 100/- each (Five Hundred and Twenty Only)		
4	Rentala Chandrashekhar S/o Shri Rentala Ramachandra Rao Officer on Special Duty (NISG) For and On behalf of President of India Government of India 4007, Electronics Niketan 6, CGO Complex, Lodi Road New Delhi – 110 003 Government Official	160 Equity Shares of Rs.100/- each (One Hundred and Sixty only)		