

GOVERNMENT OF ASSAM



ASSAM INLAND WATER TRANSPORT DEVELOPMENT SOCIETY

(AIWTD SOCIETY)

MEMORANDUM OF ASSOCIATION

AND

RULES OF BUSINESS

AND

BYLAWS

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PREAMBLE

The development of inland water transportation in Assam is relatively insignificant in comparison to the rapid development of other means of modern transport, particularly rail, road, and air. The inherent advantages of Inland Water Transport (IWT) – being low-cost, energy-efficient, environmentally friendly, and safer transport mode for goods and passengers – are now recognized as crucial. The potential of this sector has for long been neglected and underutilized. Furthermore, as the saturation levels of rail and road networks are being reached and fuel costs continue to rise, inland water transport appears to loom large as a redeeming mode of transportation. Though Brahmaputra and Barak river basin along with its many large and small tributaries have always been a source of transportation for goods and passengers, it has not been utilized to its full potential. If the inland waterways are to emerge as vibrant and flourishing channels for large scale cargo movement and commercial use, a number of supportive facilities need to be in place.

The ferry services are the single most important source of transport for a large section of the population, especially the rural households in the State. In Assam, the Directorate of IWT, which started functioning in the year 1968 after taking over from state PWD, is mandated for managing the Inland water transport system and since inception the directorate has been doing its best to improve the water transport system in the State. However, the sector is characterized by an aging, outdated, and poorly equipped fleet and most of the demand is met by the informal sector operating traditional country boats with insufficient infrastructure and terminal facilities.

Considering above and the huge potential in the Inland Waterways sector to make it a vibrant economic mode for transportation of goods and passengers, Government of Assam (GoA) has decided to invest in the development of an efficient inland water transport system in the State. Accordingly, the GoA submitted a proposal to the Government of India (GoI) vide letter No. TWI.133/2013/Pt dated 8th July 2014 seeking World Bank assistance to develop the Inland Waterway Transport system in Assam. The GoI has approved the proposal and posed it to the World Bank for considerations and approval. The World Bank has also started preparation of the proposed project and the preparatory works has been commenced.

In this context, it is being considered to form a Registered Society as an apex autonomous body under the Transport Department of the GoA (*similar to ARIAS Society under the Agriculture Dept. of the GoA, which successfully managed three World Bank projects and preparing for another two World Bank*

aided projects) for managing, coordinating, and monitoring the proposed project for development of Inland Water transportation in the State.

Accordingly, Memorandum of Association, Rules of Business and Bylaws for the "Assam Inland Water Transport Development Society" (AIWTD Society) is prepared as operational framework for AIWTD Society.

MEMORANDUM OF ASSOCIATION

1. **Title:** The name of the society shall be '**Assam Inland Water Transport Development Society**', herein after also referred as 'AIWTD Society'.
2. **Registered Office:** The registered office of the 'AIWTD Society' shall be located in the Directorate of Inland Water Transport, Government of Assam, Ulubari, Guwahati-781007.
3. **Purposes and Objectives:**
 - The Transport Department has got clearance for World Bank assistance for scientific research and study for the purpose of development of Inland Water Transport system in the State of Assam.
 - The World Bank financial assistance is to overhaul and modernize the existing age old and outdated Inland Water Transport system on scientific applications for developing the sector as one of the mainstream modes of transportation and thereby contributing to the overall development of the State.
 - For overall management, supervision and monitoring of activities under World Bank financial assistance, a Society will be formed as per Provision of Section 1 and 20 of the Societies Registration Act, 1860.
 - The AIWTD Society shall function as an apex autonomous body of the Transport Department of the Government of Assam for managing, monitoring, and coordination of the World Bank or any other externally financed/aided Projects or any other Projects for development of Inland Water transportation system in Assam with application of modern scientific technique, as may be authorized by the Government of Assam from time to time.

- (4)
- The basic objective of the AIWTD Society is to take up activities and make investments for achieving the development objectives of the individual World Bank or any other externally financed/aided Projects or other Projects of any department, as may be authorized by the Government of Assam from time to time.

4. **Functions: The functions of AIWTD Society shall be:**

- a. To ensure scientific research and study for the purpose of overall development of IWT sector;
- b. to modernize the IWT sector with scientific applications;
- c. to take/undertake all actions/activities that may be necessary for implementation of "World Bank or Externally financed/aided Projects or other Projects of the Transport Department as may be authorized by the Government of Assam", herein after also called as "**Projects**", in particular for achievement of the development objectives of individual Projects;
- d. to create duly empowered management mechanism, through participation of/collaboration with various government other departments and autonomous bodies/agencies/ educational institutions including NGO's etc., as may be deemed necessary for achievement of development objectives of the Projects;
- e. to establish an appropriate coordination and monitoring mechanism at the district, sub-division, block, village and Panchayat levels and to delegate appropriate powers to such bodies as may be necessary for implementation of the Projects;
- f. to undertake innovative initiatives in areas related to Projects, as stated in the relevant Project Reports or as recommended by the Review Missions of the Project Funding Agencies or as may be directed by the Government of Assam;

- g. to create Contractual Positions (technical, administrative and others) in the Project Management Unit (PMU) of the AIWTD Society, considered necessary for implementation of the specific Project, and to retain such positions in the PMU and to make payments for the same, pursuant to provisions in this regard in the Rules of Business of the AIWTD Society. The creation of such contractual positions, however, shall be as per stipulations of the Project Report of each individual Project or with concurrence of the Project funding agency.
 - h. to make Rules, Regulations and Bye laws, not inconsistent with the Memorandum of Association (MoA) of the AIWTD Society, for conducting the activities of the AIWTD Society and its affiliates;
 - i. to accept grants of money, securities of property and to undertake and accept management of any endowment consistent with the object of the individual Projects;
 - j. to prepare annual reports, monthly, quarterly and annual accounts of AIWTD Society;
 - k. to purchase, hire, dispose through formal auction, take on lease, exchange or otherwise acquire property both movable and immovable, in pursuance of objectives of individual Projects and that of AIWTD Society;
 - l. to commit expenditure against the funds received from Government or any other source in pursuance of individual Projects and that of AIWT objectives; and
 - m. to take all such actions, including those not mentioned above, as may be necessary for or incidental to the achievements of development objectives of Projects and that of AIWTD Society.
5. **Assets:** The income and property of AIWTD Society, how so ever derived, shall be applied towards promotion of the objectives thereof as set forth in the Memorandum of Association; subject nevertheless, in respect of the expenditure of the grants made by the Government

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of Assam, to such limitations as the Government of Assam may from time to time impose. No portion of the income and property of AIWTD Society shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the persons who at any time have been members of the AIWTD Society or to any of them or to any person claiming through them provided that nothing herein contained shall prevent payment made as remuneration to any member thereof or other persons in return for any services rendered to AIWTD Society.

6. **Power of the Government:** The Government of Assam may appoint one or more persons to review the work and progress of AIWTD Society, and to hold enquiries into the affairs thereof and to report thereon in such manner as the Government may stipulate. Upon receipt of 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 with in the report. The AIWTD Society shall be bound to carry out such directions. In addition, the Government of Assam, at any time, may issue directives on matters of policy to the AIWTD Society and the AIWTD Society shall be bound to comply with such directives.
7. **Dissolution:** If on winding up or dissolution of AIWTD Society, there shall remain, after satisfaction of all debts and liabilities, any asset or property; they shall be dealt with in such manner as the Government of Assam may determine and direct.
8. **Management of the AIWTD Society** shall be conducted by a structure, which shall consist of a two tier administrative system comprising of a '**Project Guidance Council**' (PGC), headed by the 'Chief Secretary to the Government of Assam' and a '**Governing Body**' (GB) headed by the 'Senior Most Secretary of the Transport Department, Government of Assam'. While the PGC shall be the Apex Policy-Making Body of the AIWTD Society, the GB shall be the Executive Authority of the Society, which shall function as per direction and guidance of the PGC.
9. A certified copy of the Rules of Business of the AIWTD Society is filed along with the Memorandum of Association.

We, the undersigned persons, having associated ourselves for the purpose described in this Memorandum of Association do hereby subscribe our names to this Memorandum and set our respective hands here unto and form ourselves into a Society under Registration of Societies Act, 1860 this day of _____, of, **2016** at Guwahati.

Signatures:

Designation	Name	Signature
1. Additional Chief Secretary to the Govt. of Assam, Transport Department		
2. Commissioner and Secretary, Transport Department, Govt. of Assam		
3. Senior most Secretary, Environment & Forest Dept., Govt. of Assam		
4. Senior most Secretary, Planning & Development Department, Govt. of Assam		
5. Senior most Secretary, Finance Department, Govt. of Assam		
6. Senior most Secretary, Panchayat & Rural Development Department, Govt. of Assam		
7. Senior most Secretary, Public Works Roads Department, Govt. of Assam		
8. State Project Director, AIWTD Society (born in IAS RR cadre, not below the rank of Secretary to the Transport Department, Govt. of Assam)		
9. The Director, Inland Water Transport Directorate, Assam and Chief Ship Surveyor.		

RULES OF BUSINESS

1. Short title, Extent and Commencement:

- (i) These rules shall be called the "Rules of Business of the Assam Inland Water Transport Development Society (hereinafter called 'AIWTD Society'), 2016".
- (ii) They shall extend to all activities of AIWTD Society within the State of Assam.
- (iii) They shall come into force with effect from the... day of..... (month) 2016.

2. Definitions: In these Rules of Business, unless the subject or context requires otherwise:

- (i) **"Senior Most Secretary of the Transport Department"** means the Senior most Secretary in the Transport Department of the Government of Assam;
- (ii) **"AIWTD Society"** means 'Assam Inland Water Transport Development Society', created by Government of Assam to act as an apex autonomous body of the Government of Assam, under the Transport Department, to act as a nodal management, monitoring, and coordinating agency for World Bank/any other externally financed or aided Projects/other Projects as may be authorized by the Government of Assam from time to time.
- (iii) **"AIWTD Projects"** means any World Bank/Externally financed or aided Projects/other Projects, as may be authorized by the Government of Assam from time to time, which are duly entrusted with the AIWTD Society by State Government for managing, coordinating and monitoring the implementation;

- (iv) **"Chairman"** means the Chairman of the Governing Body of the AIWTD Society;
- (v) **"Chief Secretary"** means the Chief Secretary to the Government of Assam;
- (vi) **"Finance Department"** means, the Finance Department of the Government of Assam;
- (vii) **"Governing Body"** means the executive authority of the AIWTD Society constituted under **Rule 7** hereunder.
- (viii) **"Government"** means the Government of Assam in the office of Chief Secretary;
- (ix) **"Implementing Agencies"** means the departments of the Government of Assam and other institutions entrusted with the responsibility of implementing "AIWT Projects" as determined by the Government of Assam and as laid down in the Project Reports; Such departments/ agencies may include Directorate of Inland Water Transport, Panchayat and Rural Development Department, NGOs hired under the Projects, etc.
- (x) **"Officers and Staff"** means the officers and staff in the employment of the AIWTD Society including the Government officers/staff and contractual consultants working in the PMU, whether part time or full-time. This will also include the Government officers placed on Service Disposal basis to the AIWTD Society, in addition to their own duties in the parent Government Department.
- (xi) **"PIU"** means the Project Implementation Unit (PIU), under the AIWTD Society, located in the Head Offices of the implementing Government departments created for implementation of "AIWT Project", as determined by the Government of Assam.
- (xii) **"PMU"** means the Project Management Unit (PMU) of the AIWTD Society headed by a State Project Director, AIWTD Society (born in IAS RR Cadre, not below the rank of a

Secretary to the Govt. of Assam). PMU to act as the 'Secretariat' of the AIWTD Society and where the Registered Office of the 'AIWTD Society' will be located.

- (xiii) **"President"** means the President of the Project Guidance Council of the AIWTD Society and the Chief Secretary to the Government of Assam;
- (xiv) **"State Project Director"** (SPD) means the State Project Director of the AIWTD Society as well as the State Project Director of AIWT Projects.
- (xv) **"Projects"** means AIWT Projects.
- (xvi) **"Project Guidance Council"** means the apex body of the AIWTD Society constituted under **Rule 4** hereunder.
- (xvii) **"Project Report"** means Project Report of the AIWT Project prepared by the World Bank/External financing or aiding agency/any other agency duly approved by the Government of Assam for managing, coordinating, and monitoring its implementation by the AIWTD Society.

3. **Management and flow of funds to the Society:**

- (i) The Transport Department of the Government of Assam will sanction and release funds to the AIWTD Society for implementation of AIWT Projects as Grants-in-Aid, with the concurrence of the Planning & Development and the Finance Departments of the Government of Assam.
- (ii) The first installment of Grants-in-Aid during a Financial Year (FY) for the individual AIWT Project equivalent to 30% of the budgetary allocation shall be released by the 2nd week of May or after the budget for that financial year is passed, whichever is later. The second and third installments, equivalent to 50% and 20% of the budgetary allocation, shall be released by 1st October and 1st January of every year respectively.

[Signature]

The release of the funds in installments as mentioned above shall however be linked to the progress of utilization of funds including claim for reimbursement (wherever applicable for individual projects), commitments, liabilities, and projections.

- (iii) All reimbursements (as applicable for individual for AIWT Projects) made by the Government of India/World Bank or External financing/ aiding agency or any other agencies for the Projects, if received by the AIWTD Society directly, shall be credited to the account of the Government of Assam.

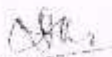
(iv) **Grants-in-aid to the AIWTD Society:**

- (a) The Plan allocation under the individual AIWT Projects will be shown as Grants-in-Aid to the AIWTD Society, which shall be, reflected in the budget of the Transport Department every Financial Year till continuance of such Projects.
- (b) The State Project Director, IWT and Ex officio Secretary/Joint Secretary, Transport Department shall be declared as the DDO by the Finance Department who will act as the DDO for drawing the budgeted amount for the AIWTD Society.
- (c) The AIWTD Society in turn shall disburse the amount to the PIUs for implementing the approved works and services under the IWT Projects, from time to time against specific demands, provided that the funds through NEFT/RTGS mode only.
- (d) The PIUs shall deposit the fund so received in a current bank account, which shall be opened by with the approval

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of State Project Director, AIWTD Society in a Nationalized/Scheduled Bank exclusively for implementation of the AIWT Project. Funds received from any other source shall not be deposited in this account. The current account shall be jointly operated by the Director, PIU and senior most Accounts Officer of his/her office.

- (e) The SPD, AIWTD Society shall ensure that the current account(s) opened are closed on or before the day the Project is declared to be fully closed by the AIWT Project financing agency.
- (v) The Grants-in-Aids drawn by the AIWTD Society for implementing the AIWT Projects shall not be diverted for establishment expenditure of the Society. The AIWTD Society shall obtain Grants-in-Aid for the establishment expenditure of the PMU separately out of the 'AIWT Project funds' earmarked for establishment expenditure budgeted under the Transport Department.
- (vi) The AIWTD Society shall be responsible for submission of Utilization Certificate, including in the form of Reimbursement Claims submitted to the Project financing agency, wherever applicable, for the funds released to it.
- (vii) Any interest earned by the Society on un-utilized funds shall be deposited to the State Government under appropriate Head of Account.
- (viii) The account opened for the society should be registered under PFMS in compliance of the guidelines of Government of India.


VETTED BY THE
LEGISLATIVE DEPT
ON 24.6.16

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Project Guidance Council (PGC):

- (a) The Project Guidance Council shall have the following as members:

1. Chief Secretary of Assam:	President
2. Senior Most Secretary, Transport Department:	Member Secretary
3. Senior Most Secretary, Finance Department:	Member
4. Senior Most Secretary, Planning & Development Deptt:	Member
5. Senior Most Secretary, Public Works Roads Deptt.:	Member
6. Senior Most Secretary, Environment and Forest Deptt:	Member
7. Senior Most Secretary, Panchayat & RD Deptt:	Member
8. State Project Director, AIWTD Society:	Member
9. Director, Inland Water Transport, Assam:	Member
10. Two Non official members to be decided by President:	Member

Consultants hired under the Project, such as Monitoring & Evaluation Consultant and Contract Supervision consultants, as may be desired by the President, shall be permanent invitees to the PGC Meetings.

- (b) **Term of member:** The term of official members of PGC shall be co-terminus with their tenure in the specified post of appointment in the Government and they will not be eligible to resign. Term of non-official members shall be as decided by the President, AIWTD Society. Non- official members shall cease to be such members if he/she -

- resigns from membership,
- is of unsound mind,
- convicted in an offence,
- fails to attend two consecutive meetings without leave, and
- ceases to hold the position by virtue of which membership was made.

- (c) **Resignation of non-official membership:** A resignation of membership shall be tendered to the President of PGC and shall take effect on acceptance of the same by the President and notified.
- (d) **Filling up of non-official vacancies:** Vacancies of non-official members will be filled up by nomination by the Project Guidance Council by a resolution.
5. **Powers and Functions of the Project Guidance Council:** Following shall be the powers and functions of the PGC:
- To review implementation of the AIWT Projects and give overall policy guidance and directions for efficient functioning of AIWTD Society;
 - To consider the balance sheet and audited accounts and their approval;
 - To consider the Annual Reports and approval of the same;
 - To consider and approve Annual Work Plan/Procurement Plan and budget of the AIWTD Society;
 - To amend the Rules of Business of the AIWTD Society
6. **Meeting of the Project Guidance Council (PGC):** The meeting of the PGC:
- shall be held at such date, time and venue as decided by the President, PGC and notified by or on behalf of the Member Secretary, provided that at least one meeting will be held every year;
 - in the event of the President being not present, meeting shall be chaired by one of the Senior Most Official Members to be elected;
 - one half of the members shall form the quorum; quorum in the adjourned meetings would not be required;
 - each member of Project Guidance Council will have one vote; all decisions that cannot be arrived at by consensus will be determined by the majority vote;
7. **Governing Body (GB):** The AIWTD Society, *being constituted primarily to implement "AIWT Projects"*, the Governing Body shall have the mandate to manage, coordinate and monitor the progress of implementation of AIWT Project, and to discharge management responsibilities under overall guidance of the Project Guidance Council and to give directions or to take decisions in an endeavor to achieve the development objectives of the AIWT Projects. Governing Body shall consist of the following as members:

- | | |
|--|------------------|
| 1. Senior Most Secretary, Transport Department: | Chairman |
| 2. Representative of Finance Dept. not below the rank of Secretary to the Govt. of Assam: | Member |
| 3. Representative of the Planning & Development Dept. not below the rank of Secretary to the Govt. of Assam: | Member |
| 4. Representative of the Public Works Roads Dept. not below the rank of Secretary to the Govt. of Assam: | Member |
| 5. Representative of the Environment and Forest Dept. not below the rank of Secretary to the Govt. of Assam: | Member |
| 6. Representative of the Panchayat & RD Dept. not below the rank of Secretary to the Govt. of Assam: | Member |
| 7. State Project Director, AIWTD Society: | Member Secretary |
| 8. Director, Inland Water Transport, Assam: | Member |
| 9. Five Non official members to be decided by Chairman: | Member |

The Additional Director, Joint Director(s) of the IWT, Assam and the key consultants such as the Monitoring & Evaluation Consultant and the Contract Supervision consultants shall be the **permanent invitees** to the Governing Body Meetings.

8. **Meetings of Governing Body:** Meetings of the Governing Body shall be held at least once in four (4) months on the date, time and venue to be decided by the Chairman and notified by the Member-Secretary. Presence of half of the members of Governing Body will form the quorum.

9. **Power and functions of Governing Body:** The Governing Body will exercise all executive and financial powers of AIWTD Society as laid down in Articles 3 and 4 of the Memorandum of Association under general supervision of the Project Guidance Council. Specifically, it will:

- (1) Manage funds of AIWTD Society; The Society shall cause the audit of its accounts annually both by the duly appointed Chartered Accountant and the Accountant General, Assam and also by any other agency of Govt. of Assam may be deputed by Finance department from time to time.
- (2) frame and approve the Bylaws of the AIWTD Society not inconsistent with the Memorandum Association and Rules of Business of the AIWTD Society;
- (3) enter into agreement with any legal entity in furtherance of objectives of the individual AIWT Projects;

- (4) cause annual work plan/procurement and budget of different implementing agencies as required under individual AIWT Projects;
- (5) allocate, sanction and provide funds to the PIUs for fulfillment of the individual AIWT Projects;
- (6) monitor physical and financial progress of the individual AIWT Projects;
- (7) cause action for obtaining reimbursement (as applicable) of funds from the funding agency of individual AIWT Projects;
- (8) supervise and monitor the activities of the PIUs/PMU;
- (9) Take all actions deemed necessary for fulfillment of the development objectives of the individual AIWT Projects. This will include suggesting new initiatives to the implementing agencies as well as to PGC;
- (10) to approve the Human Resource (HR) Policy of the AIWTD Society; and develop HR manual and financial management manual;
- (11) Establish a grievance redress mechanism, with a dedicated grievance officer, to provide adequate opportunity for public/user grievance, interaction and feedback
- (12) to authorize creation of Contractual Positions (technical, administrative and others) in the Project Management Unit (PMU) of the AIWTD Society as per requirement of Individual AIWT Projects, and to issue retention for such posts in the PMU till the tenure of the Projects and to make payment for the same, provided –
 - (a) the positions shall be as provided in the Project Report of individual AIWT Projects, and such Project Report have been duly approved by the Government or specific approval of project financing agency is obtained;
 - (b) the remuneration/travelling entitlements etc. for the contractual positions created is eligible for reimbursement (as applicable to the extent provided in the individual Project);
 - (c) the positions so created in the PMU shall be purely temporary and Project Specific and shall cease to exist after closure of the individual Project, unless terminated earlier or as decided by the Governing Body of the AIWTD Society or Project financing agency;

- (19)
- (d) if any incumbent to a contractual position of the PMU is brought on deputation/lien from the State Government, an equivalent post of the incumbent in his/ her parent department shall be kept in abeyance and not filled, so as to facilitate smooth reverting of the officer and this should be reflected in the relevant Government orders for deputation/lien;
 - (e) incumbents on deputation/lien to the PMU from the State Government shall be entitled for the remuneration of the Position in the PMU;
 - (f) for the incumbents on deputation/lien to the PMU from the State Government, AIWTD Society shall deposit the 'Pension Contribution' and 'Leave Salary Contribution' to the appropriate Head of Account as fixed by Accountant General (AG), Assam, on a regular basis and deduct applicable GPF/ GIS subscriptions and professional taxes from the incumbents monthly salary and deposit to the appropriate head of account of the AG/ State Government;
 - (g) incumbents of the State Government serving the PMU may be reverted by the AIWTD Society without assigning any reasons and
 - (h) incumbents of the State Government serving the PMU shall not be recalled till they complete five (5) year of continuous service in the PMU, unless reverted by the AIWTD Society and
 - (i) Annual Confidential Reports (ACR) of the incumbents of the State Government serving the PMU on deputations/lien shall be recorded, reviewed and accepted by appropriate authorities of the Society and sent to the respective parent department of the incumbent.

The State Project Director, AIWTD Society shall discharge the day-to-day functions from the PMU on behalf of the Governing Body of the AIWTD Society in association with Chairman, AIWTD Society as per delegation to be established in the Bye-Laws of the AIWTD Society.

10. **Powers and Functions of the Chairman, Governing Body (GB):** The Chairman of the Governing Body will have overall responsibility for managing, coordination, and monitoring the implementation of individual AIWT Projects, under the supervision of the PGC. The Chairman, GB, AIWTD Society will chair meetings of the Governing Body and exercise all powers of the AIWTD Society. The Chairman shall be competent to

take action on behalf of the GB even in the absence of GB decision, if necessary, depending on the urgency under the supervision and approval of the President, PGC.

11. **Sanction Sub-committee of Governing Body:** In order to advise the AIWTD Society, in exercising financial powers a Sanction Sub-committee (SSC) shall be constituted under the Chairmanship of the Chairman, GB, with representatives from the State Govt. Departments of Finance, Planning & Development and the Director, IWT as members and the State Project Director, AIWTD society as Member Secretary.

This Sub-committee shall be responsible for ensuring that all procedures required for sanction of the schemes under as per applicable norms/guidelines/stipulations of the AIWT Projects are being adhered to. The SSC shall closely monitor the progress of sanction and cause follow up action. Specifically, the SSC pursuant to the thresholds indicated in the Bye-Laws of the AIWTD Society, will:

- (1) authorize the SPD, AIWTD Society to issue Administrative Approvals/ Financial Sanctions for the AIWT Project activities pursuant to the threshold indicated in the Bylaws of the AIWTD Society;
- (2) monitor physical and financial progress from time to time;
- (3) authorize the SPD, AIWTD Society ^{to} take corrective actions wherever necessary;
- (4) approve the annual plan/procurement plan and budget and propose for revisions thereto as felt necessary to the GB/PGC;
- (5) ensure audit of AIWTD Society's accounts: internal, external and statutory; authorize the SPD, AIWTD Society to take follow up action on audit reports;
- (6) monitor actions relating to obtaining reimbursement against expenditures (as applicable) from funding/aiding agency ; and
- (7) deal with any other matter relating to the financial affairs of AIWTD Society.

12. **Powers and Functions of the State Project Director (SPD), AIWTD Society:** The State Project Director, AIWTD Society shall be the full-time chief executive of the Society and shall be responsible for administration and management of the Society consistent with the policy and management directions issued by the PGC and GB of the AIWTD Society. SPD shall report to the Chairman of the Governing Body directly.

She/he will operate from the Project Management Unit, the registered office of the AIWTD Society. Specifically, the SPD shall:

- (1) be the in overall charge of the PMU, AIWTD Society;
- (2) issue Sanction/Administrative Approval Orders as authorized by the SSC and/or pursuant to the delegation of powers given in the Bylaws of the AIWTD society and to release funds as provided in the Byelaws of the AIWTD Society;
- (3) ^{scientific} assess training needs of the officials and staff of the PMU and of the PIU and formulate training plans; and arrange for such trainings.
- (4) establish close co-ordination with Funding Agency and similar projects under implementation in India;
- (5) prepare innovative schemes for NGO participation and involvement of beneficiaries and women;
- (6) operationalize computerized MIS in the PMU/Directorates of Implementing agencies/departments including District Offices of the line departments, as deemed necessary as per norms of AIWT Projects and cause training of staff in this regard;
- (7) assist, guide and supervise activities of all Implementing Departments/Directorates/Agencies in project planning, implementation, monitoring, accounting, auditing and evaluation activities as per requirement and stipulations of the AIWT Projects;
- (8) initiate action on recommendations of World Bank, Government of India, Project Guidance Council, Governing Body and other AIWT Project funding agencies;
- (9) be responsible for preparation of the Annual Work Plan/ Procurement Plan as per design of the individual AIWT Projects financed by the World Bank or other External Financing/Aiding Agency or other Projects of Transport department, as may be authorized by the Govt. of Assam from time to time;
- (10) constitute district and block level co-ordination mechanism as required as per the mandate of individual AIWT Projects for implementation and follow up on them;

- (11) chair meetings of Project Implementation Team (PIT)/State Project Coordination Committee (SPCC)/ State Level Committee (SLC) for AIWT Projects and also the Bid Evaluation Committee for contracts as per threshold pursuant to the Bye-Laws of the AIWTD Society and take follow up action;
- (12) cause field inspection of AIWT Project activities and initiate corrective actions wherever necessary; and to initiate disciplinary/penal action against any officials and staff, including consultants, and also officials placed on deputation/service disposal basis to the AIWTD Society from State Government subordinate to him/ her;
- (13) discharge all statutory responsibilities of AIWTD Society; and
- (14) carry out any other responsibilities assigned from time to time as directed by the PGC/GB/Senior Most Secretary of the Transport Department.

13. **Officers, Staff and Contractual Personnel of PMU:** Officers and staff of the PMU, except Grade-IV and the contractual personnel with specialized skill as provided in the Project Reports of the individual AIWT Projects or as recommended by the project financing agency, shall be ideally on deputation from the Government of Assam. The Society may create such contractual positions as provided in the AIWT Project Reports and/or with concurrence of the Governing Body of the AIWTD Society and with concurrence of the AIWT Project funding agency, pursuant to the provisions in the Rules of Business of the Society.

14. **Interpretation:** If in the interpretation of these Rules of Business there be any dispute or doubt, it will be decided by the Government.

Certified to be the true copy of the Rules of Business of the AIWTD Society.

Designation	Name	Signature
1. Senior Most Secretary, Transport Department, Government of Assam & Chairman, AIWTD Society		
2. State Project Director, AIWTD Society		
3. Director, Inland Water Transport Department, Govt. of Assam		

BYLAWS OF THE AIWTD SOCIETY

*Framed under the Memorandum of Association and
the Rules of Business of the AIWTD Society*

*In exercise of the powers conferred by para 4.f of the Memorandum of Association and
para 9(2) of the Rules of Business of the AIWTD Society.*

1. Short Title, Extent and Commencement:

- 1) These By Laws shall be called "The Bylaws of the AIWTD Society, 2016"
- 2) They shall extend to all the activities of the AIWTD Society.
- 3) They shall come into force with effect from the date of registration of AIWTD Society.

2. Abbreviations:

In these Bylaws the following abbreviations are used:

- (1) "TD" means the Transport Department of the Government of Assam;
- (2) "AIWTD Society" means the Assam Inland Water Transport Development Society, created by Government of Assam to act as an apex autonomous body of the Transport Department to act as nodal monitoring, coordinating and/or implementing agency for World Bank/any other externally financed or aided Projects/other Projects of any department as may be authorized by the Government of Assam from time to time;
- (3) "AIWTD Projects" means any World Bank/Externally financed or aided Projects/other Projects of any department, as may be authorized by the Government of Assam from time to time, coordinating, monitoring and/or implementing responsibility of which will be vested to the 'AIWTD Society' as would be authorized by the Government of Assam;
- (4) "AWP" means the Annual Work Plan of the AIWT Projects;
- (5) "Chairman" means the Chairman of the Governing Body of the AIWTD Society;
- (6) "DDO" means the Drawing and Disbursing Officer;
- (7) "Director, IWT" means the Director, Inland Water Transport, Government of Assam;
- (8) "FY" means the Financial Year;
- (9) "GB" means the Governing Body of the AIWTD Society;
- (10) "HOD" means the Head of the Department of the Government of Assam.

(11) "Implementing Agencies" means the line departments of the Government of Assam and autonomous institutions associated with the "AIWT Projects" as determined by the Government of Assam and as laid down in the Project Reports and recognized under the individual World Bank/ Externally financed or aided Projects/ other Projects of any department to foster private public partnership

(12) "PGC" means the Project Guidance Council of the AIWTD Society.

(13) "Projects" means, AIWT Projects.

(14) "PIU" means the Project Implementation Unit of the line departments, under the AIWTD Society, created for implementation of AIWT Projects, which are to be coordinated and monitored and/or implemented by AIWTD Society.

(15) "PMU" means the Project Management Unit (PMU) of the AIWTD Society headed by the State Project Director. PMU acts as the 'Secretariat' of the AIWTD Society and where the Registered Office of the 'AIWTD Society' is located

(16) "President" means the President of the Project Guidance Council

(17) "Project Report" means Project reports of AIWT Projects approved by competent authority.

(18) "SPD" means the State Project Director of the AIWTD Society.

3. Financial Aspects:

(1) SPD with the approval of the Chairman shall have the powers to open one or multiple Bank Accounts, as may be necessary, in Nationalized/ Scheduled Commercial Bank(s) in the name of the AIWTD Society. All such Bank Accounts opened shall be placed before the GB for appraisal of the members.

(2) All these accounts shall be operated under the joint signatures of the SPD, AIWTD Society and the Chief Financial Controller of the PMU, AIWTD Society.

4. Preparation And Approval of AWP & Issuance of Administrative Approval (AA) :

(1) The Annual Work Plan (AWP) for every Financial Year (FY), *primarily based on targets given in the 'Project Reports' of AIWT Projects*, shall be prepared by the Director, Inland Water Transport, Assam, in consultation with the project financing agency, linked to the Procurement Plan of AIWT Projects and submit to the SPD, AIWTD Society by end October of the preceding FY.

- (25)
- 2) The AWP so prepared, shall be placed before a combined meeting of the Project Guidance Council (PGC) and the Governing Body (GB) of the AIWTD Society for approval by 1st week of December, after necessary scrutiny by the PMU of the Society.
 - 3) Based on the approval of the AWP by GB/PGC, a General Administrative Approval (AA) to all the activities included in the AWP shall be accorded by the SPD, AIWTD Society.
 - 4) Upon issuance of the AA the Directorate of Inland Water Transport shall be competent to initiate procurement related actions for which the expenditure to be incurred in the following FY.
 - 5) In case of urgency, procurement actions may also be initiated by the Director, IWT, Assam, ahead of approval of the AWP by GB/ PGC with prior in-principle concurrence of the SPD, AIWTD Society, provided (a) the activity is as per the provision in the AIWT Projects; and (b) to be incorporated in the AWP to be placed before GB/PGC for ratification and approval.
 - 6) All procurement under the AIWTD project shall be done as per the Guideline of the AIWT Project financing agency and/or as per the Guideline issued by the AIWTD Society, framed not in consistence with the basic guidelines of the AIWT Project financing agencies.
 - 7) For 'Outside the State' training programs under the AIWT Projects for Officers/ Consultants of the AIWTD Society, as included in the approved AWP of AIWT Projects and also for officials serving under the Director, IWT, Assam, following norms shall apply:
 - (a) All proposals relating to deputation of officials below Director level for training/ exposure/ workshop/ study tour outside the State as per provisions of AIWT Projects would be submitted by Director, IWT, Assam, to the SPD, AIWTD Society; and the Chairman, AIWTD Society, shall be competent to approve the same with intimation to the concerned Departments of the Government of Assam, including the Transport Department.
 - (b) In case of the Director, IWT, Assam, propose himself for training outside the State, the proposals shall come to the SPD, AIWTD Society with approval by the Chief Secretary, Government of Assam.

5. Sanction Procedure:

- (1) Based on the Administrative Approval (AA) accorded to the activities included in the AWP, the Director, IWT, Assam, will move the PMU, AIWTD Society directly for activity wise Financial sanction proposal as per the (a) action calendar in the approved AWP and (b) following the prescribed formats circulated by the PMU, AIWTD Society.

(26)

- However, Sanction for activities, which are not included in the approved AWP or AA accorded, for whatsoever reason, shall be routed through the Transport Department, if the amount is more than Rs.5,00,00,000 or else SPD with approval of Chairman, AIWTD Society shall be competent to issue Sanction to such activities. Such Sanction proposals however shall either be based on the provisions in the AIWT Projects or with specific approval of the Project funding agency.
- (3) For the activities included in the approved AWP, including for the PMU of the AIWTD society, Financial Sanctions shall be accorded as per the delegation of financial powers delineated below-
- (a) All individual Sanction Proposals upto **Rs.5,00,00,000/- (Rupees five crore)** shall be sanctioned by the State Project Director, AIWTD Society;
 - (b) All individual Sanction Proposals above **Rs.5,00,00,000/- (Rupees five crore)** and upto **Rs.10,00,00,000/- (Rupees ten crore)** shall be sanctioned by the State Project Director, AIWTD Society only after approval of the Chairman, AIWTD society;
 - (c) All schemes above **Rs.10,00,00,000/- (Rupees ten crore)** shall be sanctioned by the State Project Director, AIWTD Society only after approval of the Sanction Sub Committee of the AIWTD Society, which shall meet as & when required;
 - (d) All sanctions shall be placed before the GB for appraisal of the members.

6. Fund Release Procedure:

- (1) All payments for the sanctioned activities under the AIWT Projects shall be centralized and towards this the PIUs, shall forward the passed bills to the State Project Director, IWT D Society, for scrutiny and payment. The SPD, AIWTD society shall make the payments, including for payments for activities of the PMU of AIWTD Society, as per the thresholds below:
 - (a.) Payments upto **Rs.5,00,00,000/- (Rupees five crore)** shall be made by the State Project Director, AIWTD Society, without requirement of any approval, subject to above;
 - (b.) All payments above **Rs.5,00,00,000/- (Rupees five crore)** shall be made by the State Project Director, AIWTD Society only after approval of the Chairman, AIWTD society;
- (2) The PIUs shall submit fund release proposals to the PMU, AIWTD Society as and when necessary, against the activities for which Financial Sanction has been accorded by the AIWTD Society as per the prescribed formats of the PMU, AIWTD Society.

(28)

Expenditures of the PMU, AIWTD Society:

- (1) SPD, AIWTD Society shall have the power to sanction and draw fund for individual expenditures of the PMU of the AIWTD Society as per thresholds giving above;
- (2) SPD, AIWTD Society shall have full powers in respect of payment of remuneration and traveling expenses within the country for the Officers/Staff/consultants of the PMU. For his/her own travel outside the state, SPD shall obtain the approval of the Chairman, AIWTD Society. For travel outside the country existing procedures of the Government of Assam shall be followed by the AIWTD Society.

8. Audit and Accounts:

- (1) The accounts of the AIWTD Society and the PIUs (for the project component) shall be audited by Internal Auditors of AIWTD Society, within such time as may be specified by the Project financing agency;
- (2) The annual accounts of the AIWTD Society and the PIUs (for the project component) shall be audited by an Independent External Auditors (Chartered Accountants) within such time as may be specified by the AIWT Project financing agency and as per the Statutory norms.
- (3) The annual accounts of the AIWTD Society and the PIUs (for the project component) concerning AIWT Projects shall also be audited by the Accountant General, Assam.

9. Guidelines: The Financial Management Manual (FMM) applicable for individual AIWT Projects, as amended from time to time shall be adhered to.

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VETTED BY THE
LEGISLATIVE DEPARTMENT
ON 24.11.18