

# THE SOCIETIES REGISTRATION ACT, 1860

## RULES AND REGULATIONS OF THE PUBLIC HEALTH FOUNDATION OF INDIA

### CHAPTER I: GENERAL PROVISIONS

#### 1. TITLE

These are the rules and regulations of the Public Health Foundation of India ("**Rules**").

#### 2. NAME AND REGISTERED OFFICE

2.1 The name of the society is Public Health Foundation of India ("**Society**").

2.2 The registered office of the Society is located at

431 A, 4th Floor, Rectangle 1, Behind Saket Sheraton Hotel,  
Commercial Complex, D4, Saket, New Delhi-110017.

#### 3. DEFINITIONS AND INTERPRETATION

3.1 In these Rules, unless the context otherwise requires or unless otherwise defined or provided for herein, the capitalised terms used shall have the following meaning:

"**Act**" shall mean the Societies Registration Act of 1860, as amended and in force in the National Capital Territory of Delhi;

"**Annual General Meeting**" shall have the meaning assigned to it in Rule 8.1;

"**Applicable Laws**" mean any statute, law, regulation, ordinance, rule, judgment, notification, rule of common law, order, decree, by-law, government approval, directive, guideline, requirement or other governmental restriction, or any similar form of decision of, or determination by, or any interpretation, policy or administration, having the force of law of any of the foregoing, by any authority having jurisdiction over the matters in question;

"**Chairman**" shall mean the chairman of the Executive Committee and the General Body, appointed in accordance with the Rules;

"**Executive Committee**" shall mean the governing body of the Society, appointed in accordance with the Rules and to whom the management of the Society is entrusted under the Rules;

"**General Body**" shall mean the body comprising of all the Members of the Society;

"**Government Representatives**" shall mean the individuals who have been nominated, elected or appointed as Members of the General Body and who are affiliated to the Government of India or the government of any state in India and includes individuals who are Members of the

General Body in their ex- officio capacity but not those who are Members of the General Body in their individual capacity;

"**Member**" shall mean any Person admitted into the General Body of the Society in accordance with the Rules and whose membership has not been terminated in accordance with the Rules;

"**Member Secretary**" shall mean the member secretary of the Society and this post shall be held by the President of the Society;

"**Memorandum**" shall mean the memorandum of association of the Society;

"**Nomination Committee**" shall mean the committee appointed by the Executive Committee and ratified by the General Body to carry on the functions specified in the Rules and other functions that may be conferred upon it by the Executive Committee;

"**Person**" shall mean any natural person, limited or unlimited liability company, corporation, partnership (whether limited or unlimited), proprietorship, or any other entity that may be treated as a person under Applicable Laws;

"**President**" shall mean the president of the Society who is elected in accordance with the Rules;

"**Rules and Regulations**" or "**Rules**" shall mean these rules and regulations of the Society; and

"**Rule**" shall mean the specific rule of the Rules and Regulations.

### **3.2 Other Terms**

Other terms may be defined elsewhere in the text of these Rules and Regulations and, unless otherwise indicated, shall have such meaning throughout these Rules and Regulations.

### **3.3 Interpretation**

- (a) Words using singular or plural number also include the plural or singular number, respectively and words of any gender are deemed to include the other gender.
- (b) All communications which are to be made in writing under these Rules may be made by any electronic medium such as facsimile or email.

## **CHAPTER II: GENERAL BODY**

### **4. ADMISSION OF MEMBERS**

- 4.1 The Executive Committee, in line with the objectives of the Society, may prescribe such qualifications and eligibility requirements for the membership of the Society, as it may deem fit.

- 4.2 Subject to qualifications specified by the Executive Committee in accordance with Rule 4.1, the General Body, at its discretion or on recommendations made by the Executive Committee, may invite Persons to join the Society as Members. Each Person so invited, may be inducted into the Society after the invitation has been accepted by the Person and the acceptance is communicated to the General Body.
- 4.3 Notwithstanding anything contained in Rule 4.2, Persons, who are desirous of being members of the Society, may submit their applications for membership at the Registered Office of the Society. Applications which fulfil the criteria laid down by the Executive Committee, if any, will be placed before the General Body. The General Body, at its absolute discretion, may or may not accept applications for membership.
- 4.4 The Executive Committee may permit a Person to be a Member of the Society, provided that such Person's membership will be subject to the General Body accepting his induction into the Society at the next meeting of the General Body. Such Person will not have the rights conferred upon the Members unless the General Body approves his induction.

## **5. CONSTITUTION OF THE GENERAL BODY**

- 5.1 The General Body will comprise of all the Members of the Society appointed in accordance with Rule 4. The General Body will comprise of a minimum of seven (7) Members.

Provided that the President of the Society shall not be a Member of the General Body during his tenure of service as the President, unless the General Body permits otherwise.

- 5.2 Notwithstanding anything in Rule 4 and Rule 5.1, the following will be the ex-officio Members of the General Body:
- (a) The Secretary of the Ministry of Health and Family Welfare, Government of India;
  - (b) The Director General of Health Services, Ministry of Health and Family Welfare, Government of India;
  - (c) The Director General, Indian Council of Medical Research; and
  - (d) One representative from the office of the Prime Minister of India ("**PMO**"), as may be nominated by the PMO from time to time.
- 5.3 Where a Person has become a Member of the Society by reason of the office or appointment he holds with the government or a body corporate or any other Person, his membership with the Society will stand terminated when he ceases to hold such office or appointment.
- 5.4 A roll of Members, giving details of their occupation, address and such other details, as may be specified by the Executive Committee, will be maintained. This roll will be prepared and updated by the Member Secretary and will be kept at the Registered Office of the Society or at such other office as the Executive Committee may specify.

## **6. TERMINATION OR CESSATION OF MEMBERSHIP**

### **6.1 Removal of a Member**

- (a) Any Member may be removed from the Society on any one or more of the following grounds:
- (i) breach of the Rules and Regulations or by-laws of the Society by such Member; or
  - (ii) refusal to or neglect in abiding by the Rules and Regulations or by-laws by such Member; or
  - (iii) unauthorised absence for three (3) consecutive Annual General Meetings of the General Body by such Member except as provided in Rule 6.4; or
  - (iv) adjudication of the Member by any court of law to be a criminal offender; or
  - (v) commission of any act by such Member which in the opinion of the General Body is likely to bring discredit to the Society or is prejudicial to the interests of the Society or is otherwise subversive of the objects of the Society.
- (b) Resolution for removal of a Member may be proposed at a meeting of the General Body, which may or may not be the Annual General Meeting. The Member may be removed from the General Body, on any of the grounds mentioned in Rule 6.1 (a), by a resolution passed by simple majority of the Members present and voting at the meeting. Once the resolution for removal of a Member is passed, the Member shall be deemed to have been removed from the General Body from the date of passing of the said resolution.

Provided that no such resolution shall be passed unless a prior written notice of at least fifteen (15) days ("**Notice**") is given to the Member who is sought to be removed. The Notice shall specify the grounds on which the Member is sought to be removed and the conduct for which the removal is being sought. The Member shall thereafter be given an opportunity to present his case against his removal, either in person at the meeting of General Body, or in writing, by submitting a written representation at the office of the Society, three (3) days before the date on which the meeting of the General Body is scheduled.

- (c) In case a representation is made by the Member who is sought to be removed, the General Body, after considering the representation made by the Member, shall pass a resolution for either removing the Member or retaining him in the General Body or such other resolution as it may deem fit. In case the Member, who is sought to be removed, does not make a representation in accordance with Rule 6.1 (b), he shall be deemed to have waived his right to make such a representation and the General Body shall be at liberty to pass any resolution as it may deem fit, including without limitation, a resolution to remove the Member or to retain him as a Member of the General Body. The resolution passed by the General Body in accordance with this Rule 6.1 (c) shall be binding on the concerned Person and all other Members. The General Body, at its sole discretion, may consider the re-membership of any Person who has been removed from the General Body in accordance with this Rule 6.1, into the General Body at any time after his removal.

## **6.2 Resignation by a Member**

A Member may resign at any time from the membership of the Society and such resignation shall be accepted by the General Body, subject to the Member fulfilling any pending obligations and clearing all dues with the Society, if any. A Member willing to resign from the Society shall

submit a resignation letter to the General Body and the General Body shall consider this resignation at its next meeting. The resignation shall be deemed to be effective from the date of passing of the resolution by the General Body approving the resignation of the concerned Member.

- 6.3 Notwithstanding anything in this Rule 6, in case a Person is a member of the General Body and the Executive Committee, the termination of membership of such a Person from the General Body under Rule 6.1 or 6.2, shall not affect the Person's membership to the Executive Committee, unless the resolution passed by the General Body for either removing the Person or accepting his resignation expressly states the same.

#### **6.4 Leave of absence**

Any Member, who is unable to attend any meeting(s) of the General Body, may seek a leave of absence from the General Body. The General Body shall consider such applications and decide on whether or not the leave is to be granted to the concerned Member. In case the General Body decides to grant leave of absence to the Member, the absence of such Member, during the period for which the leave of absence has been duly granted, will be considered authorised leave and will not be taken into account for the purpose of Rule 6.1(a) (iii).

#### **6.5. Attendance**

A member shall be required to be present in at least one of three consecutive GB Meetings for which due notice has been provided. If a GB member's attendance at PHFI GB meetings has been less than 1 in the 3 pre-decided previous meetings, the Chairman will take note and discuss with the member concerned requesting for greater participation or requesting their resignation keeping in mind their other priorities that might be holding back their participation.

### **7. TERM OF MEMBERS**

The General Body will be a permanent body. Unless a Member is removed, or he/she resigns in accordance with Rule 6, he/she will remain a Member of the General Body till he/she attains the age of retirement.

Every Member of the General Body shall retire upon attaining the age of eighty (80) years with an exception to any member who is a Bharat Ratna and/or Padma Vibhushan awardee.

### **8. MEETINGS OF THE GENERAL BODY**

- 8.1 The General Body shall meet at least once every year ("**Annual General Meeting**"). The Annual General Meeting shall be convened by the Chairman.

Provided that in case the Annual General Meeting has not been convened for any number of year(s) due to any circumstances, the Chairman of the Society shall, at the subsequent meeting, place before the Members a resolution stating the reasons for the inability to convene the Annual General Meeting for the previous year(s) and in case such a resolution is passed by the General Body, the Society shall be deemed to have been in compliance with this Rule 8.1.

- 8.2 The Chairman or not less than half the Members of the Society may call a meeting other than an

Annual General Meeting, to transact any business permitted under these Rules, by giving a prior notice of not less than twenty five (25) days. This notice shall be given in accordance with Rule 21.

- 8.3 The meetings of the General Body may be held at any place in or outside the Registered Office and may be attended by Members by way of teleconferencing, video conferencing or through any other electronic medium as may be permitted under the Applicable Laws. In case any Member wishes to attend a meeting of the General Body by way of teleconferencing, video conferencing or any other medium, he must inform the Chairman in advance, in writing. The Chairman may permit such a Member to attend the meeting by any of these methods. The Member attending the meeting by way of teleconferencing, video conferencing or any other medium will be deemed to be present for the purpose of that Meeting and will have the same right to vote as the Members present. Such Member shall also be considered for the purposes of fulfilling the quorum requirement specified in Rule 8.6 below.
- 8.4 Members may attend meetings of the General Body in person or may appoint any other individual to attend the meetings on their behalf by way of a duly constituted power of attorney, provided that one Member can only appoint one individual to attend any meeting on his behalf and that any such duly appointed representative will represent only one Member of the General Body at any given meeting. The Member appointing such individual will inform the Chairman of such appointment in writing prior to the meeting. Individuals duly appointed by the Members to act on their behalf will have the same voting rights as the Members present in person.
- 8.5 All meetings of the General Body shall be presided over by the Chairman. In case the Chairman is unable to attend any meeting, the Members present may elect a chairman for such a meeting and the duly elected Chairman will preside over the said meeting. It is clarified, that while the Chairman is entitled to appoint proxies to attend meetings on his behalf, under no circumstances will such a proxy be entitled to assume the position of Chairman for that meeting.
- 8.6 The quorum for the meetings of the General Body shall be fifty per cent (50%) of the Members of the General Body. For the purposes of determining the quorum, the members present in person, the members attending the meeting in accordance with Rule 8.3 and those who are duly represented through individuals appointed under Rule 8.4, will be taken into account. In case the quorum is not present within 30 minutes of the scheduled time of the meeting, the meeting shall be adjourned for another 30 minutes by the Chairman, or by the Members present, in case the Chairman is not present. In case the quorum is not present even after 30 minutes of adjournment i.e. 60 minutes from the scheduled time of the meeting, the Members present after the adjournment shall be deemed to constitute a valid quorum.

Provided that, notwithstanding anything contained in Rule 8.6, in case the meeting is convened by fifty per cent (50%) of the Members of the Society in accordance with Rule 8.2, the presence of all such Members shall be essential to constitute a valid quorum for the meeting and in the absence of any such Member no valid quorum would be constituted.

- 8.7 Any questions or issues arising at a meeting of the General Body will be decided by a majority vote of the Members present and voting. Each Member will have one vote. In the event of equality of votes, the Chairman shall have a casting vote. Voting shall be either by show of hands or by secret ballot as may be determined by the Chairman.

8.8 The General Body may invite any Person other than the Members of the Society to attend any meeting of the General Body and participate in the deliberations of such meeting, provided that no such Person shall have the right to vote in the meeting on any matter.

## **9. BUSINESS TO BE TRANSACTED AT THE MEETINGS OF THE GENERAL BODY**

9.1 The General Body shall transact the following business at its meetings:

- (a) Electing the members of the Executive Committee: The General Body will elect the members to the Executive Committee at its meetings in accordance with Rule 13. The names of the Persons who may be elected to the Executive Committee will be proposed by the Nomination Committee.
- (b) Other Business

The General Body shall transact the following other business:

- (i) Adoption of the minutes of the previous meeting(s) of the General Body;
- (ii) Consideration and adoption of the Annual Report of the Society;
- (iii) Ratification of the appointment of auditors as recommended by the Executive Committee for the Society;
- (iv) Consideration and approval of the audit report;
- (v) Ratification of appointment of members to the Audit Committee of the Society, as recommended by the Executive Committee;
- (vi) Ratification of the appointment of the members to the Nomination Committee as recommended by the Executive Committee; and
- (vii) Such other business as may be brought forward with the permission of the Chairman.

9.2 The General Body will transact its business in meetings convened in accordance with Rule 8. In case any urgent business is proposed by the President or the Executive Committee, the Chairman may circulate a written notice of such business and the consequent resolutions proposed to all Members. For any resolution to be passed by circulation, at least fifty per cent (50%) of the Members shall vote in favour of the resolution in writing.

## **10. RIGHTS AND RESPONSIBILITIES OF THE MEMBERS**

10.1 Members have the following responsibilities:

- (a) To regularly attend the meetings of the General Body unless a leave of absence has been granted to a Member(s) in accordance with Rule 6.4;
- (b) To furnish all such information, which concerns the Society in general and its objects in particular; and
- (c) To refrain from indulging in or encourage the indulgence of any other Member in, conduct which is likely to be prejudicial to the aims and objects of the Society or the interests of the

Society.

- 10.2 Every Member shall have the right to participate in the General Body meetings and other lawful gatherings arranged by the Society. Subject to the prior approval of the Chairman, a Member will be entitled to speak at the meetings of the General Body.
- 10.3 Decisions of the Executive Committee will be binding on all Members of the Society and no Member should interfere or challenge the decisions duly taken by the Executive Committee in accordance with the Rules and Regulations. The Chairman may permit a Member to attend or participate in any meeting of the Executive Committee but no such Member shall have the right to vote in a meeting of the Executive Committee.

### **CHAPTER III: MANAGEMENT OF THE SOCIETY**

#### **11. EXECUTIVE COMMITTEE**

Unless otherwise provided, the management of the affairs of the Society will be entrusted to the Executive Committee, which is a body elected by the Members of the Society in accordance with the Rules and Regulations.

#### **12. COMPOSITION OF THE EXECUTIVE COMMITTEE**

- 12.1 The Executive Committee will consist of a minimum of ten (10) members and a maximum of fifteen (15) members including the President but excluding the members appointed in accordance with Rule 12.2. The appointees to the Executive Committee, other than the members appointed in accordance with Rule 12.2, must be the Members of the Society. The Secretary of the Ministry of Health and Family Welfare, Government of India will be an ex-officio member of the Executive Committee.
- 12.2 Notwithstanding anything in Rule 12.1, the members of the Executive Committee appointed in accordance with Rule 13 may, at their absolute discretion, nominate three (3) individuals, who are not Members of the General Body, as members of the Executive Committee.
- 12.3 In addition to the members nominated in accordance with Rule 12.2, the Executive Committee may also invite individuals to attend meetings of the Executive Committee as and when it may deem fit, provided such invitees will not have the right to vote in the meetings of the Executive Committee.
- 12.4 The President will be the non-voting, ex-officio member of the Executive Committee and shall hold the position of the Member Secretary.

#### **13. ELECTIONS FOR THE EXECUTIVE COMMITTEE**

- 13.1 Subject to Rule 12.2, the members to the Executive Committee will be elected by the General Body. The Nomination Committee will recommend the names of individuals who may be appointed to the Executive Committee ("**Recommendations**"). The Nomination Committee would place its formal report before the General Body giving its Recommendations. The General Body would elect the members to the Executive Committee from the Members identified in the Recommendations.



- 13.2 Notwithstanding anything in Rule 12 and 13, the number of Government Representatives in the Executive Committee shall not exceed one third (1/3) the total members of the Executive Committee.
- 13.3 Resignation or removal of any member from the Executive Committee shall not affect the composition of the Executive Committee or the validity of any actions taken by the Executive Committee.

Provided that in case any member is removed or resigns from the Executive Committee ("**Leaving Member**"), the Chairman will forthwith inform the Nomination Committee to recommend a new member to the Executive Committee. The Executive Committee may accept such recommendations and appoint the new members as interim members. Appointment of the interim member would be placed before the General Body at its next meeting for its approval and once the General Body approves the same, the interim member would serve the Executive Committee for the remaining tenure of the Leaving Member.

## **14. OFFICE BEARERS**

### **14.1 Chairman**

- (a) The members of the Executive Committee will elect the Chairman from amongst themselves provided that the Chairman shall be a Member of the General Body as well. The Chairman shall preside over the meetings of the Executive Committee and the General Body. An individual may hold the post of Chairman for a period of three (3) years and may be re-elected as Chairman for an additional tenure of three (3) years.
- (b) In the event of any casual vacancy in the office of the Chairman, the Executive Committee shall forthwith elect an interim chairman from among the members of the Executive Committee to fill the vacancy. The interim chairman will hold office till such time as the Nomination Committee may recommend a new chairman to the Executive Committee and the General Body elects the proposed chairman as a member of the Executive Committee.
- (c) Unless there is an unexpected vacancy in the office of the Chairman which is filled in accordance with Rule 14.1(b), the Nomination Committee will deliberate on the appointment of the next Chairman, one (1) year before the expiry of term of the Chairman. The Nomination Committee shall identify candidates to the post of Chairman six (6) months prior to the close of term of the existing Chairman. Thereafter, the Executive Committee shall consider the recommendations of the Nomination Committee and appoint a Chairman-Elect from amongst the members of the Executive Committee, provided that the Chairman-Elect must be a member of the General Body. The Chairman-Elect will closely observe the functioning of the Executive Committee and prepare himself to take over the responsibilities of the position of the Chairman.

### **14.2 President**

The President of the Society will be the chief executive officer of the Society. The Executive Committee will frame rules and processes for the selection, appointment and appraisal of the President. It is hereby clarified that the appointment of the President shall be ratified by the

General Body.

The President of the Society be made a member of both the Finance and the Audit Committees, and will have the status of a Non-Voting Member in the Audit Committee.

#### **14.3 Member Secretary**

The President of the Society shall be designated as the Member Secretary of the Society. The Member Secretary will be responsible for the proper management of the Society including organising the Annual General Meetings. The Member Secretary will function under the directions of and be accountable to the General Body.

#### **14.4 Treasurer**

The Treasurer will be an individual having sufficient knowledge and expertise with regard to managing finances of an entity similar in size or larger to the Society. He will be the Chairman of the Audit Committee. He will be appointed by the Executive Committee and his appointment will be ratified by the General Body at its next meeting. The Executive Committee may, at its discretion, request the Nomination Committee to suggest possible candidates to the post of Treasurer.

### **15. TERM**

15.1 The term of each of member of the Executive Committee will be three (3)years ("**Term**") and no member will be eligible to be appointed for more than two (2) Terms.

15.2 The Executive Committee shall not be subject to dissolution. One- third (1/3) of the members of the Executive Committee shall be eligible for re-appointment or replacement every year. It is clarified that the Executive Committee shall have the discretion to identify such members of the Executive Committee who shall be eligible for re-appointment or replacement at the beginning of every year.

15.3 The members of the Executive Committee will retire upon attaining the age of seventy five (75) years, provided that in case a member is below seventy five (75) years at the time of being elected, but attains the age of seventy five (75) years during his/her tenure, he/she will be entitled to serve his/her full tenure of three (3) years.

With the consent of the General Body, on grounds of being an actively contributing EC member, an EC member can commence a second term at the maximum age of seventy seven (77) years. The aforementioned EC member would also have to submit to the EC that he/she is in a state of health that permits continuation of active engagement with the EC.

### **16. MEETINGS, QUORUM AND ATTENDANCE**

16.1 The Executive Committee shall have such number of meetings in a year as the Chairman may decide. All meetings will be convened by the Chairman at such time and place as the Chairman may deem fit.

16.2 Special meetings of the Executive Committee may be called by the President or by fifty per cent (50%) of the members of the Executive Committee by giving a notice of at least twenty five

(25) days in accordance with Rule 21.

- 16.3 The meetings of the Executive Committee may be held at any place in or outside the Registered Office and may be attended by members by way of teleconferencing, video conferencing or through any other electronic medium, as may be permitted under the Applicable Laws. In case any member of the Executive Committee wishes to attend a meeting of the Executive Committee by way of teleconferencing, video conferencing or any other medium, he must inform the Chairman in advance, in writing. The Chairman may permit such a member to attend the meeting by any of these methods. The member attending the meeting by way of teleconferencing, video conferencing or any other medium will be deemed to be present for the purpose of that meeting and will have the same right to vote as the members present and shall also be considered for the purposes of fulfilling the quorum requirements specified in Rule 16.5 below.
- 16.4 Members of the Executive Committee may attend the meetings of the Executive Committee in person or may appoint any other individual to attend the meeting on their behalf by way of a duly executed power of attorney ("**Proxy**"), provided that one (1) member can only appoint one (1) Proxy and such Proxy can only act on instructions of one (1) member at any given meeting of the Executive Committee. The member appointing a Proxy will inform the Chairman of such appointment prior to the start of the meeting. Proxies, duly appointed by members will have the same voting rights as the members present in person.
- 16.5 Valid quorum for meetings of the Executive Committee will be half (1/2) the total number of members of the Executive Committee. Any fraction in such a number shall be ignored for determining the quorum requirement. For example, in an Executive Committee having fifteen (15) members, presence of seven (7) members would be sufficient to constitute a valid quorum. For the purposes of determining the quorum, the members present in person, those who are duly represented through individuals appointed under Rule 16.4 and those validly present by way of video conferencing, teleconferencing or any other electronic medium will be taken into account.
- It is clarified that for the purposes of determining quorum under this Rule 16.5, only the members appointed in accordance with Rule 13 will be considered and the presence or absence of the members nominated in accordance with Rule 12.2 will not affect the constitution of a valid quorum.
- 16.6 In the event that quorum is not present at the start of the meeting at the scheduled time and place, the meeting shall be adjourned for 30 minutes by the Chairman. In case the quorum is not present even after the adjournment, the members present after the adjournment, i.e. 30 minutes after the scheduled time of the meeting, shall be deemed to constitute a valid quorum.
- 16.7 All meetings of the Executive Committee shall be presided over by the Chairman and in case the Chairman is not present (in person or by way of any electronic medium) for any particular meeting, the members present shall elect a Chairman to preside over that particular meeting. It is clarified, that while the Chairman is entitled to appoint proxies to attend meetings on his behalf, under no circumstances will such a proxy be entitled to assume the position of Chairman for that meeting.
- 16.8 Attendance:
- (a) if an EC member's attendance at PHFI EC meetings has been less than 50% in the first 18 months of his or her tenure, the Chairman will take note and discuss with the member concerned requesting for greater participation.

- (b) if an EC member's attendance at a PHFI EC Sub Committees is less than 50% in the first 18 months of his or her tenure, the Chairman will take note and discuss with the member concerned requesting for greater participation.
- (c) if an EC member (Ex-Officio members to be exempt) has attendance less than 50% at the PHFI EC meetings during his or her first term, then the member would not be eligible for a second term.

## **17. VOTING AND TRANSACTION OF BUSINESS BY THE EXECUTIVE COMMITTEE**

- 17.1 Subject to the Rules and Regulations, the Executive Committee will have the discretion to determine and decide the procedure for carrying on the functions entrusted to it.
- 17.2 The questions arising at any meeting of the Executive Committee shall be decided by consensus, as far as possible. In case, there is no consensus among the members on a particular decision, it will be decided by a majority vote. Except the President, who will be a nonvoting member of the Executive Committee, each member of the Executive Committee, including members appointed under Rule 12.2, will have one (1) vote. In case of equality of votes, the Chairman shall have a casting vote. The voting may be by show of hands or secret ballot or by any other method as the Chairman may decide.

Provided that, in case any member of the Executive Committee has any interest, financial or otherwise, in the subject matter of discussion before the Executive Committee ("**Interested Member**"), the member must disclose the same at the relevant meeting of the Executive Committee. Such disclosure shall be made at the earliest and prior to commencement of discussion on the subject matter. Once an Interested Member discloses his interest in the subject matter of discussion, the remaining members, will decide whether the Interested Member will be a part of the deliberations on the specific subject matter and in case the Interested Member is a part of the deliberations, whether such member will have the right to vote on resolutions pertaining to the subject matter. The decision of the Executive Committee shall be binding on the Interested Member.

- 17.3 The Executive Committee may undertake important business in writing by circulation. The notice for transacting business by circulation will be sent to all members of the Executive Committee. For any resolution to be passed by circulation, at least fifty per cent (50%) of the members of the Executive Committee shall vote in favour of it in writing. It is clarified that for the purpose of determining whether a resolution has been passed or not, votes of members elected in accordance with Rule 13 only will be considered.

## **18. POWERS AND FUNCTIONS OF THE EXECUTIVE COMMITTEE**

- 18.1 The powers and functions of the Executive Committee are as follows:
  - (a) All properties moveable, immovable or of any other kind shall stand vested in the Executive Committee;
  - (b) The business and affairs of the Society shall be carried on and managed by the Executive Committee;

- (c) The Executive Committee shall have all such powers and shall perform all such functions as are necessary or proper for the achievement or furtherance of the objectives of the Society;
- (d) Without prejudice to the generality of the foregoing provisions, the Executive Committee shall have the following rights and powers:
  - (i) To issue applications for money and funds in furtherance of the objectives of the Society, and to accept grants, gifts, donations, benefactions, bequests, funds, subscription or cash and securities as well as any property, moveable or immovable to be utilized for the attainment of the objectives of the Society;
  - (ii) To apply for appropriate registrations under the Income Tax Act, 1961 and to invest and deal with funds and monies of the Society in accordance with the provisions of the Income Tax Act, 1961;
  - (iii) To undertake and accept the management of any assets, properties, bequests, endowments or funds with respect to the functioning of the Society;
  - (iv) To acquire, purchase or otherwise own or take on lease, temporarily or permanently, any moveable or immovable property, the acquisition or purchase of which is necessary or convenient in furtherance of the objectives of the Society;
  - (v) To sell, mortgage, lease, exchange and otherwise transfer or dispose of all or any part of the property, moveable or immovable, in furtherance of the objectives of the Society;
  - (vi) To contract, maintain, alter, extend, improve, develop or repair any immovable property belonging to or held by the Society;
  - (vii) To make the rules and by-laws for the conduct of the affairs of the Society and to add, amend, vary or rescind them from time to time;
  - (viii) To appoint committees and sub-committees as deemed fit to carry out the objectives of the Society and to set out guidelines from time to time for the proper functioning of such committees;
  - (ix) To invite individuals to attend meetings of the Executive Committee, as and when required;
  - (x) To apply for appropriate registrations under the Applicable Laws including the Foreign Contribution Regulation Act, 1976, as amended from time to time;
  - (xi) To pay-out of the funds belonging to the Society or out of any particular part of such funds the expenses incurred by the Society from time to time, including rents, taxes, outgoings and salaries, related allowances, fringe benefits and all expenses incidental to the management and administration of the Society;

- (xii) To establish appropriate funds for the benefit of the employees of the Society, including their families and dependents;
- (xiii) To grant scholarships and stipends to eligible candidates in furtherance of the objectives of the Society;
- (xiv) To appoint the auditors of the Society, negotiate the terms and conditions of such appointment and fixing their remuneration, subject to the ratification by the General Body;
- (xv) To manage the properties of the Society;
- (xvi) To raise funds for the Society by gifts, donations or otherwise in accordance with the Applicable Laws;
- (xvii) To set up centres in India or elsewhere as and when deemed necessary for the furtherance of the objectives of the Society;
- (xviii) To raise loans in furtherance of the objects of the Society;
- (xix) To receive monies, securities, instruments or any other moveable or immovable property for the furtherance of the objectives of the Society;
- (xx) To enter into contracts for and on behalf of the Society;
- (xxi) To sue and defend all legal proceedings on behalf of the Society;
- (xxii) To grant receipts, to sign and execute instruments and to endorse or discount cheques or other negotiable instruments on behalf of the Society;
- (xxiii) To make, sign and execute all such documents and instruments as may be necessary or proper for carrying on the management of the property or affairs of the Society;
- (xxiv) To grant fellowships, scholarships or other monetary assistance, on terms and conditions prescribed by the Executive Committee, to Persons as the Executive Committee may select for carrying out any research, investigation or study in subject matters in which the Society may be interested;
- (xxv) To monitor the working of the Society and present its comments regarding the working of the Society to the General Body;
- (xxvi) To delegate such powers to the President for conducting the activities of the Society as it may deem fit;
- (xxvii) To manage, sell and transfer or otherwise dispose of any property, moveable or immovable, of the Society; and
- (xxviii) To perform all such acts and do all such things as may be necessary for the

proper management of the properties and affairs of the Society.

- (e) The Executive Committee will, *inter alia*, have the power to make bye-laws in respect of the following matters:-
- (i) management of the properties, funds, affairs and works of the Society;
  - (ii) conditions and procedure under and according to which the Members of the Society may be admitted into the Society;
  - (iii) procedure for convening and conducting meetings of the Executive Committee and other committees which may be set up from time to time under the supervision of the Executive Committee;
  - (iv) creation or abolition of posts in the Society and the procedure for appointment of the administrative and ministerial staff;
  - (v) Sanctioning the budget estimates and expenditure;
  - (vi) To set up chapters at convenient centres in the country and regulate their functioning in furtherance of the objectives of the Society; and
  - (vii) To regulate the selection, appointment, powers, functions, terms of service and the procedure for appraisal of the performance of the President.
- (f) Except as otherwise provided, the Executive Committee shall have the power to repeal, amend and modify the bye-laws.

18.2 The powers and functions of the President are as follows:

- (a) To develop, prepare and submit to the Executive Committee, plans and programmes for furtherance of the objectives of the Society;
- (b) To select from time to time and in consultation with the Executive Committee, subjects in which investigation, studies and research may be conducted by the Society;
- (c) To correspond with organizations, both international and national and to cooperate with them in matters relating to the work of the Society;
- (d) To appoint and control such staff of the Society as may be required for the efficient management of the affairs of the Society and to regulate their recruitment and conditions of service;
- (e) To consider the budget estimates in respect of the next financial year and to recommend the same to the Executive Committee for consideration and approval;
- (f) Consideration of the annual report and annual statement of accounts of the Society and place the same to the Executive Committee for approval; and

- (g) To perform all such acts and duties and exercise all such powers as may be assigned or delegated to him by the Executive Committee.

## **19. TERMINATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE**

### **19.1 Removal of a member from the Executive Committee**

- (a) Any member of the Executive Committee may be removed from the Executive Committee on anyone or more of the following grounds:
  - (i) breach of the Rules and Regulations or by-laws of the Society by such Member; or refusal to or neglect in abiding by the Rules and Regulations or by-laws by such Member; or
  - (ii) unauthorised absence for three (3) consecutive Annual General Meetings of the General Body by such Member except as provided in Rule 19.4; or
  - (iii) adjudication of the Member by any court of law to be a criminal offender; or
  - (iv) commission of any act by such Member which in the opinion of the General Body is likely to bring discredit to the Society or is prejudicial to the interests of the Society or is otherwise subversive of the objects of the Society.
- (b) The removal of a member, on any of the grounds mentioned in Rule 19.1(a), will be by a resolution passed by the majority of the members of the Executive Committee and approved by the Members of the General Body. Once the General Body approves the removal of the member, the member will be deemed to have been removed from the date on which the Executive Committee passes the resolution.

Provided that no such resolution will be passed unless a written notice of at least fifteen (15) days is given to the member who is sought to be removed. This notice shall indicate the grounds for removal and the conduct for which the removal is being sought. The member shall be given an opportunity to present his case against his removal, either in person at the meeting of Executive Committee or in writing, by submitting a written representation at the office of the Society, one (1) day before the date on which the meeting of the Executive Committee is scheduled. Such member may also make a representation before the General Body, with the prior permission of the Chairman.

- (c) In case a representation is made by the member, the Executive Committee will, after considering the representation made by the member, pass a resolution either removing the member or retaining him on the Executive Committee or such other resolution as it may deem fit. In case the member does not make such a representation in accordance with Rule 19.1 (b), he shall be deemed to have waived his right to make such a representation and the Executive Committee will be at liberty to pass any resolution as it may deem fit, including the resolution to remove the member from the Executive Committee. The resolution passed by the Executive Committee and approved by the General Body will be binding on the concerned member. The General Body may consider the re-membership of the member who has been removed into the Executive Committee, at any time after his removal.

### **19.2 Resignation by a member**



Any member of the Executive Committee may resign from the Executive Committee and such resignation shall be accepted by the Executive Committee, subject to the member fulfilling any pending obligations and clearing all dues with the Society, if any. Thereafter, the General Body, on the recommendation of the Executive Committee, will approve the resignation of such member. Any member willing to resign will give a prior written notice of at least two (2) months to the Chairman and the resignation of the member shall be deemed to be effective from the date on which the Executive Committee accepts the resignation.

- 19.3 Notwithstanding anything in this Rule 19, in case an individual is a member of the General Body and of the Executive Committee, the termination of his membership from the Executive Committee under the Rules 19.1 or 19.2, shall not affect his membership of the General Body unless it is expressly stated in the resolution passed for terminating the membership of the individual from the Executive Committee.

#### **19.4 Leave of absence**

Any member of the Executive Committee, who is unable to attend any meeting(s) of the Executive Committee, may seek a leave of absence from the Executive Committee in writing. Such application should be sent to the Chairman prior to the scheduled time of the meeting. The Executive Committee will consider such application and decide on whether the leave is to be granted to the member. In case the Executive Committee decides to grant leave of absence to the member, the absence of such a member, during the period for which the leave of absence has been duly granted, shall be considered as authorised and not be taken into account under Rule 19.1 (a) (iii).

After receipt of applications by the members under this Rule 19.4, in case the Chairman is of the opinion that a valid quorum for the meeting is not likely, he may reschedule the meeting to a subsequent date or time.

### **CHAPTER IV: MISCELLANEOUS**

#### **20. APPOINTMENT OF COMMITTEES**

- 20.1 Without limitation to the other powers conferred on the Executive Committee under these Rules and Regulations, the Executive Committee will have the power to form and appoint committees, sub-committees, experts and analysts, etc. to assist the Executive Committee in carrying on its functions.

Provided that in case any standing committee, i.e. a permanent committee apart from the committees already provided for in these Rules, is constituted, its formation and appointment would require the approval of the General Body. Till such time that the approval is granted, such committee may function as an ad-hoc committee. Once the approval of the General Body is granted, the committee may assume the status of a standing committee having the terms of reference which have been approved by the General Body.

#### **20.2 Nomination Committee**

The Executive Committee shall prescribe the terms, functions and conditions relating to the constitution of the Nomination Committee which shall be consistent with the provisions of the Rules and Regulations. The members of the Nomination Committee shall be selected by the Executive Committee and shall be ratified by the General Body.

### **20.3 Audit Committee**

The Executive Committee shall prescribe the terms, functions and conditions relating to the constitution of the Audit Committee which shall be consistent with the provisions of the Rules and Regulations. All such terms, functions and conditions would have to be ratified by the General Body. The Audit Committee shall be accountable to the General Body.

20.4 All committees, except the Audit Committee, will be accountable to the Executive Committee for their work and the Executive Committee will make provisions regarding the functioning of each such committee.

## **21. NOTICE**

21.1 Except otherwise provided, a notice of six (6) weeks will be given for the meetings of the General Body and those of the Executive Committee. Any notice for a meeting will state the date, time and place at which such meeting will be held, including the proposed agenda of the meeting.

21.2 All notices shall (a) if delivered personally, be deemed to be served upon delivery; (b) if sent by registered or certified mail, be deemed to be served when received; (c) if sent by any electronic medium such as facsimile or email, be deemed to be served at the time sent, unless the contrary is proved. Notwithstanding the above, any notice or communication if sent by registered or certified mail will be deemed to be received by a member, four (4) days after the same is dispatched, in case of dispatch within India, and seven (7) days in case of dispatch by courier between two (2) countries.

21.3 Whenever any notice is required to be given under the Applicable Laws or under the provisions of these Rules and Regulations, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice

## **22. OPERATION OF BANK ACCOUNT**

22.1 All bank accounts of the Society will be operated by the Treasurer jointly with the President, unless otherwise decided by the Executive Committee.

22.2 Members can seek donations on behalf of the Society by demand draft or cheque drawn in favour of "Public Health Foundation for India" and the amount should be credited to the account of the Society.

22.3 No benefactions will be accepted by the Society, which in the opinion of the Executive Committee involve conditions or obligations opposed to the spirit and objectives of the Society.

22.4 The accounts of the Society shall be audited every year by the auditors appointed by the General Body.

### **23. ANNUAL REPORT**

The annual report of the Society ("**Annual Report**") will be prepared by the President under the guidance and instructions of the Executive Committee. The Annual Report will be placed before the Executive Committee for consideration and thereafter, be placed before the General Body at the Annual General Meeting for being considered and adopted by the General Body.

### **24. AMENDMENTS**

24.1 Any amendment in to the Memorandum of Association of the Society will be carried out in accordance with the procedure laid down under Section 12 of the Act.

24.2 Any amendment in the Rules and Regulations will be carried out only if it is approved by the Executive Committee, by simple majority and by the General Body, by two-thirds (2/3) of the Members present and voting.

### **25. ANNUAL LIST OF OFFICE BEARERS**

In accordance with Section 4 of the Act, the list of the office bearers of the Society will be filed with the Registrar of Societies, Delhi.

### **26. LEGAL PROCEEDINGS**

The Society shall sue or shall be sued in the name of the President, as per the provisions laid down under Section 6 of Act.

### **27. DISSOLUTION**

27.1 In the event the Society needs to be dissolved, it shall be dissolved as per provisions of the Act.

27.2 If upon the dissolution of the Society, there shall remain after the satisfaction of its debts and liabilities any property whatsoever, the same shall not be distributed among the Members of the Society, but shall be given to organizations with comparable purposes.

### **28. APPLICATION OF THE SOCIETIES REGISTRATION ACT, 1860**

All mandatory provisions of the Act will be applicable to the Society.

### **29. ESSENTIALITY CERTIFICATE**

Certified that this is the true and correct copy of the Rules and Regulations of the Public Health Foundation for India.