

RULES AND REGULATIONS OF THE KERALA HEALTH RESEARCH AND WELFARE SOCIETY

1. Name -These rules shall be called the Rules of the Kerala Health Research and Welfare Society.
2. Definitions - In these rules, unless the context otherwise requires,
 - a. "Society means the Kerala Health Research and Welfare Society.
 - b. "Article" means articles of the Memorandum of Association.
 - c. "Governing Body" Means the Governing Body constituted under these rules.
 - d. "Act" means the Travancore- Cochin Literary, Scientific and Charitable Societies Registration Act, 1955.
 - e. "Persons" include a body corporate.
 - f. "The Government" means the Government of Kerala.
3. Membership. - (a) The members of the Society shall consist of the Officers who have enrolled themselves for the purpose with the sanction of the Government and have signed the Memorandum of Association and also such other officers and persons who may be co-opted in future with the sanction of the Government
 - (b) All the members shall be Government Servants and will remain as Ex-Officio Members without prejudice to their normal duties in their respective Departments under the Government.
 - (c) No membership fee or admission fee will be levied from the members and no remuneration will be given to them for their duties as members of the society, except the Managing Director unless otherwise expressly authorized by the Governing Body.
4. Register of Society: - The Society shall keep a register as provided in section 15 of the Act and such other registers as may be required from time to time.
5. Rights of Members - The rights and liabilities of the Members shall be as follows:-
 - (a) Membership in the Society shall be granted only to such Government officers as may be nominated by the Government from time to time.
 - (b) Duration of the membership shall be for a period of three years in the first instance, which may be extended according to the decision of the Government, provided that the Government may terminate the membership of any member at any time, without assigning any reason.

- (c) Subject to these Rules, every member of the Society shall have equal rights and equal responsibility in the administration of the Society and its properties.
- (d) Every member shall be entitled to one non-transferable vote in the meetings of the Society.
- (e) Any member who in the opinion of the Government, acts against the interest of the Society or does anything so as to prejudicially affect the name or welfare of the Society shall be removed from the Society by the Government.
- (f) Membership in the Society terminates upon death, resignation, removal, retirement or transfer of the member.
- (g) Any member who has been co-opted or nominated to the Governing Body shall not be deemed to be a member of the Society, unless such member is otherwise fit to be a member of the Society.

6. Constituents of the society –

The Society shall consist of -

- (a) A General body consisting of all the members of the Society.
- (b) A Governing body with not less than 7 and not more than 15 persons and consisting of a Chairman, a Vice - Chairman and the Managing Director.
- (c) The General body of the society shall consist of -
 - (i) All members of the Governing Body of the Society as constituted by Government from time to time.
 - (ii) The Chief Engineer, Public Health Engineering Department, Government of Kerala.
 - (iii) The Principal, Medical College, Alleppey.
 - (iv) The Principal, Medical College, Kottayam.
 - (v) The Minister in charge of Public Health of the Government shall be the Chairman.
 - (vi) The Vice-Chairman shall be appointed by the Chairman from among the members of the Governing Body
- (d) The society formed / constituted shall be irrevocable.

7. Funds of the Society - (a) The property or funds of the Society shall vest in the Governing Body and shall consist of the following namely: -

- (i) Loans from Government and from nationalized Banks or from any other source approved by the Governing Body.
- (ii) contributions from Government or any other source approved by the Governing Body;
- (iii) lands, buildings, furniture and other materials placed at the disposal of the Society by the Government, or acquired by the Society;
- (iv) buildings to be constructed by the Society in the premises of Government hospitals or elsewhere;
- (v) donations and gifts received by the Society from private institutions, firms or individuals or public or private companies, corporations, municipalities, panchayats and Governments;
- (vi) receipts by way of rent for the rooms or buildings to be constructed by the Society or otherwise owned by the Society.
- (vii) The funds of the Society will be invested strictly in accordance with the provisions of sec 11(5 r.w.s 13(1)(d) of the Income Tax Act.

b) The funds of the Society shall be utilized for the general aims and objects mentioned in the Memorandum of Association of the Society.

c) No portion of the income derived shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise how-so-ever or by way of profits to the members of the Society. But nothing herein contained shall prevent the payment of remuneration to any officer or employee of the Society or to any other person in return for any services actually rendered to the Society or by way of reimbursement of payments made or costs or charges of expenses incurred in or about objects or affairs of or on behalf of the Society.

d) Winding up of the Society.

In the event of dissolution / winding up of the society, the assets remaining as on the date of dissolution shall under no circumstances, be distributed among the members of the Governing body but the same shall be transferred to another charitable Trust/ Society whose objects are similar to those of this society and which is registered u/s 12AA of Income Tax Act at the time of transfer or shall be vested with the Government.

e) The benefit of the Society is open to all irrespective of caste, religion, creed, sex etc.

8. First Governing Body. (a) The first Governing Body shall consist of the persons specified in Annexure B, provided that the Government may appoint more members to be Governing Body at any time with absolute discretion of the Government.

(b) If found necessary, further persons may be elected to the Governing Body by the Society, the total number not exceeding 15 as provided in rule 6(ii).

(c) The first Governing Body shall be deemed to be a body constituted under these rules and shall remain in office for a period not exceeding three years.

9. Election of Members in the Governing Body.

(a) The members of the Governing Body shall be appointed by the Government and they shall continue to be members during the pleasure of the Government. A member of the Governing Body may be removed from membership at any time by the Government without assigning any reason thereof.

(b) All vacancies in the Governing Body caused by retirement or otherwise shall be filled by the appointment of new members by the Government.

(c) No act of the Governing Body shall be deemed to be invalid by reason only that there are vacancies of less than 50 percent of the total number of the Governing Body.

(d) Any vacancy arising in the Governing Body may be filled by the Government.

10. Governing Body -

(a) Members of the Governing Body shall work on honorary basis and shall not be entitled to any salary or remuneration. But they may be paid such sitting fee and travelling allowance including daily allowance as may be fixed by the Government from time to time for attending the meetings and Committee and Sub-committee meetings of the Governing Body and the general body.

(b) The overall management and administration of the Society and its properties shall vest in the Governing Body.

(c) The Governing Body shall meet at least once in every three months. The quorum for the meeting shall be one-fourth of the total existing members. The meeting shall be convened by the Managing Director under the directions of the Chairman with 5 days' notice. Meetings of urgent nature may be convened with 24 hours' notice. Decisions of the Governing Body shall be taken by majority vote. In case of equal division, the Chairman shall have a casting vote. The Chairman and in his absence the Vice-Chairman and if both

are absent any other member nominated by the members of the Governing Body who are present at the meeting, shall preside over the meeting of the Governing Body.

- d) In case of necessity, the Governing body may take decision after obtaining the written and signed approval of the member by circulation of the papers.
- e) The Managing Director who is a paid employee, shall be a member of the Governing Body and shall have power to vote in the meetings of the Governing Body.
- f) The administration and management of the affairs of the Society shall vest in the Governing Body provided that the Governing Body may delegate such of its powers as may be specified by it to the Chairman or the Vice-Chairman or the Managing Director or Committees or Sub-Committees constituted by the Governing Body or to other offices of the Society.
- (g) The Managing Director, under directions of the Governing Body, shall convene general body meetings of the Society according to necessity (not less than once in every calendar year) and the Governing Body shall have the authority to fix the time, place and agenda for such meetings. The Governing Body shall place before the general body in its annual meeting a true report of its working and a balance sheet of the accounts of the society.
- (h) No action of the Governing body shall be called in question in any proceedings or suit before court of law unless such action is manifestly opposed to these rules.
- (i) The Governing Body may constitute committees or sub-committees for any specific purpose and delegate specific authority to such committees or sub-committees. Such committees and sub-committees may contain persons who may not be members of the Governing body.
- (j) The Governing Body shall be responsible to get the accounts of the society duly audited by a qualified Chartered Accountant. The accounts of the society shall be regularly maintained and every year the accounts shall be closed by 31st March.
- (k) The Governing body shall have residuary and incidental powers to do and act in the discharge of its duties according to the tenor of the Memorandum of Association and Rules even if there is no specific provision to that effect in the Rules.
- (l) (i) The Governing body shall have authority to incur expenditure for all or any of the purposes of the society.

(ii) The Governing Body may incur expenditure in connection with its activities.

(iii) The members of the Society or the Governing Body or any person invited for any

specific purpose shall be entitled to T.A and D.A admissible to them under the rules issued by the Government from time to time, for attending the meetings of the General Body, the Governing Body or the Committee or Sub-committees or for any work done in connection with the activities of the Society at the instance or direction of the Governing Body. The Governing Body shall also be entitled to incur expenditure towards refreshment charges for the meetings of the general body or Governing Body or Committees or Sub-Committees.

(m) The Governing Body shall have the following particular powers also:-

- (i) to receive any voluntary contributions, gifts or grants of money with or without invitation or request for the purpose or benefit of the society.
- (ii) to expend the funds of the Society in furtherance of the objects or the Rules of the Society or in such manner as they shall consider most beneficial for the purposes of the Society.
- (iii) to open and maintain a banking account or accounts with any bank or banks or with Government treasuries as may, from time to time, be decided and at any time to pay or cause to be paid any moneys forming part of the assets of the society or otherwise in its control or possession to the credit of any such account or accounts and place or cause to be placed any money under deposit with any bank or Treasury and to operate such accounts.
- (iv) to determine and authorize, subject to these Rules, members of the Governing Body or officers of the Society to sign, on behalf of the Society, cheques, bills, receipts, vouchers, contracts and other documents of whatsoever nature so as to bind the governing Body and the Society.
- (v) to invite tenders for works and purchase of materials and to enter into contracts on behalf of the Society.
- (vi) to appoint managers, accountants, construction staff, clerks and such other employees as may be deemed expedient for carrying out the objects of the Society, either by recruitment as per Rules issued under (g) or by deputation from Government Departments,
- (vii) to make rules regarding the recruitment, pay and allowances and other conditions of service of the employees of the Society.
- (viii) to delegate administrative and supervisory powers to the Managing Director or any other

officer or member of the Governing Body.

- (ix) to examine, watch, promote, support or oppose any action affecting or likely to affect the attainment of the objects of the Society and for that purpose, to petition Parliament, any legislature, any Government Department or/any municipal or local authority or any other authority or person or body of persons,
- (x) to encourage and induce by giving financial aid or otherwise to medical and scientific bodies, associations and institutions undertaking works similar to those mentioned as the objects of the Society and to give advice to such bodies about such matters.
- (xi) to establish libraries and supply them books, reviews, journals/and other publications relating to subjects forming part of the Society's objects.
- (xii) to enlist the co-operation of the press and the Public
- (xiii) to arrange for advertisements, if found expedient to carry out the objects of the Society and for raising funds.
- (xiv) to purchase, take on lease or in exchange or otherwise acquire any immovable or movable property and any rights or privileges which may be necessary or convenient for any of the purposes of the Society.
- (xv) to sell, improve, manage, develop, lease, enfranchise mortgage or otherwise deal with any part of the property or right in the possession of the Society,
- (xvi) to construct, maintain, pull down, rebuild, add to, alter or improve any houses, buildings, or works necessary or convenient for the purposes of the society.
- (xvii) to borrow or raise any moneys for the purposes of the society on such terms as may be determined.
- (xviii) to transfer all or any part of the property, assets, liabilities and engagements of the Society to any hospital or any Government Department.
- (xix) to provide for the pay, Dearness allowance, Provident Fund, leave and pensionary contribution, remuneration under the Workmen's Compensation Act, etc., of the paid employees and contribute for their general welfare.
- (xx) to make and, from time to time, repeal or alter regulations not inconsistent with the Memorandum of Association and these Rules as to the management of the Society and the affairs there of and as to the duties of any officers or servants of the Society and as to the conduct of business by the Governing Body or any committee or subcommittee

constituted by the Governing Body.

(xxi) to arrange for the filing of any suit or other legal proceeding on behalf of the Society and to defend any against the Society.

(11) The power of the Governing Body or the General Body of the society would not be extended to altering the basic character of the society and further, no such amendments which may prove to be repugnant to the provisions of Section 2(15), 11, 12, 13 and 80G of the Income Tax Act, shall be made.

12. (a) *Chairman*; The Chairman of the Governing Body shall be the Ex-officio head of the society. He shall be in overall management of the affairs of the Society, subject to the control and supervision of the Governing Body. The Chairman shall also have the power to take decisions regarding urgent and important matters subject to ratification by the Governing Body.

(b) *Vice Chairman*: The Vice Chairman shall, in the absence of the Chairman, preside over the meetings of the General Body and of the Governing Body.

(c) *Managing Director*: (i) The Managing Director shall be in immediate charge of the management of the affairs of the Society subject to the control and supervision of the Chairman and the Governing Body.

(ii) The Managing Director may with the prior approval in writing of the Chairman delegate powers and functions of a routine nature to any officer of the Society.

(iii) The Managing Director shall be the custodian and Keeper of the records of the society.

(iv) He shall place before the Governing Body every month a report on the working of the Society,

(v) He shall operate the accounts of the Society in Banks and Treasuries.

(vi) He shall perform and exercise such other functions and powers as may be delegated to him by the Governing Body.

(vii) All correspondence addressed to or by the Society shall ordinarily be in the name of the Managing Director. The Managing Director shall place all important correspondence before the Chairman.

(viii) The accounts and cash of the Society shall be under the immediate supervision and control of the Managing Director. He shall also be the head of the Society's office and shall supervise the work and conduct of the office staff and employees.

(d) The Chairman, Vice-Chairman and the Managing Director shall also have such other powers and shall exercise such other functions as may be delegated to them from time to time by the Governing Body.

13. *Transactions of the Society* –

(a) Every transaction of the Society involving money shall be supported by a resolution of the Governing Body except in respect of matters delegated to the Chairman, the Vice-Chairman and the Managing Director.

(b) The objects/ activities of the society shall be carried out only in the state of Kerala.

(c) The society will not function in the nature of conducting any business activity and not for the purpose of profits.

(d) In case the society intends to run any business, then, it will be strictly in accordance with the conditions stipulated in Section 11(4) and provision to Section 80 G(5)(1) of the Income Tax Act 1961.

14. *General Body* – The following shall be the powers and duties of the General Body: -

(a) to approve with or without modifications proposal submitted by the Governing Body;

(b) to offer and resolve proposals to be carried out by the Governing Body;

(c) to approve the minutes of the Society;

(d) to approve the decisions and proceedings of the Governing Body;

(e) to have the annual General Body meeting of the Society held as provided in section 7 of the Act at least once in a Calendar year or before the expiry of fifteen months from the preceding General body meeting provided that it shall be sufficient to convene the first General body meeting before the expiry of eighteen months from the date of the registration of the Society.

- (f) to approve as such or with modification the annual report of the Society as prepared by the Governing body; and
- (g) to approve as such or with modifications the annual balance sheet and General fund Account of the Society.

15. Audit. - The Auditors of the Society shall be appointed by the Government.

16. Budget. The Annual budget of the Society shall be prepared by the Governing Body and submitted to the Government for approval on or before the 15th February every year.

17. Procedure for Meetings.

(a) Notice of the annual General Body meeting shall be issued by the Managing Director under the directions of the Governing Body with 14 days' clear interval between the issue of notice and date of meeting.

(b) Notice of annual General Body meeting shall state the date, time and place of the meeting and the agenda for the meeting,

(c) From the date of issue of notice, any member shall be entitled to inspect the General fund Account, balance sheet and the registers of the Society at the registered office of the Society.

(d) Notice for ordinary General Body meeting shall be given 5 days before the date of meeting, specifying the date, time and place of the meeting and the agenda.

(e) The quorum for annual or ordinary general body meeting shall be twenty per cent of the total members.

(f) In case there is no required quorum for a meeting, the meeting shall stand adjourned to a date 7 days hence to be held at the same time and place. Notice for such meeting shall not be compulsory and for such adjourned meeting the rule pertaining to quorum shall not be applicable.

(g) Any member seeking to move any resolution before the annual or ordinary General body meeting shall give written notice of the resolution to the Society three days before the meeting.

(h) Every resolution other than a resolution under rule 18 of these rules, unless withdrawn, shall be seconded by a member and adopted or rejected according to majority vote.

- (i) The Chairman of the Governing Body shall preside over all meetings of the General Body and of the Governing Body, provided that if for any reason, the Chairman is not able to be present at a meeting, the Vice-chairman and in his absence such person as may be elected by the members of the Governing Body from among themselves, shall preside over such meeting.

18. *Special Meeting.*- (a) Fifty per cent of the total members of the Society shall be entitled to request the Governing Body to convene a special general body meeting for specific purposes shown in the request. Such request shall be in writing. Upon receipt of such request, the Governing Body shall consider the request and hold a special General Body meeting as early as possible.

- (b) The quorum for meetings under sub-rule (1) shall be fifty per cent of the total members.

19. *Amendments.*- (a) Procedure for altering, extending or abridging the Memorandum of Association or Rules of the Society shall be as provided in section 18 of *the Act*.

- (b) Any amendment to the Trust deed / Memorandum of Association / Bye-laws will be carried out only with the prior approval of the Commissioner of Income Tax having Jurisdiction.

20. *General.* -(a) The provisions of the Travancore-Cochin Literary, Scientific and Charitable Societies registration Act, XII of 1955 shall apply to the society in all matters including winding up.

- (b) In all meetings, of the Society, whenever the division of votes is equal the resolution or issue in vote shall be decided by a casting vote of the Presiding Officer. Every decision of the Society, unless unanimous, shall be decided by majority vote.

- (c) All contracts or assurances of property by or on behalf of or in favor of the Society shall be expressed to be made in the name of the Society and shall be executed by the Managing Director.

21. Notwithstanding anything contained in any of these Articles, the Government may from time to time issue such directions or instructions as the Government may consider necessary in regard to the affairs or the conduct of the business of the Society or the Governing Body thereof and in like manner vary and annul any such direction or instruction and the Governing Body shall duly comply with and give immediate effect to the directions or instructions so issued.

22. The following matters shall require the prior approval of the Government.

- (a) Appointment of the post of Managing Director and to all posts carrying a minimum basic salary of Rs. 600 or more.
 - (b) Any programme of capital expenditure for an amount which exceeds Rs. Ten lakhs.
 - (c) Agreements involving foreign collaboration proposed to be entered into by the Society.
 - (d) Sale, lease, mortgage or disposal otherwise of the whole or substantially the whole of the undertaking of the Society.
 - (e) Foreign tours of officials or the Chairman, Vice-Chairman, Managing Director or any other member of the Governing Body.
 - (f) Rules regarding the conditions of service of the employees of the Society.
- 23) In case of doubt regarding the interpretation of any of these rules or any matter regarding the working of the Society, the decision of the Government thereon shall be final and legally binding on the Society subject to the provisions of the Act.