

**\* UNITED WAY OF CHENNAI**  
**Rules and Regulations**

To achieve the aims and objectives laid down in the Memorandum of Association of the United Way of Chennai the following Rules and Regulations are made:

<b>ADDRESS:</b>	New No 94(Old No 85), 3rd Floor Parkview, G N Chetty Road, T.Nagar, Chennai- 600 017.
<b>WORKING HOURS:</b>	9:30 am to 5:30 pm, Monday to Friday
<b>FORMATION DATE</b>	26 <sup>th</sup> day of August, 2009

**I. AIMS AND OBJECTIVES:**

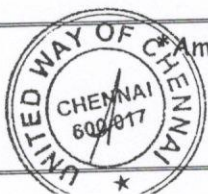
The organization shall be a secular, non-political and non-profit making society and shall have the following aims & objectives:

1. To mobilize resources from local communities and the people having affiliation and concern for Chennai/Tamil Nadu, residing in India or abroad; and to apply them for strengthening the services in education, environment, health, financial stability/livelihood generation, human care and welfare including woman and child welfare and other social sectors existing in Chennai and the State of Tamil Nadu as a charitable program.
2. To assess on a continuing basis the need for human service programs; to seek solutions to human problems; to assist in the development of new or the expansion/modification of existing human service programs, and to foster cooperation among local, state and national agencies for providing service to the community as a charitable program;
3. To mobilize resources for specific need based projects and apply them for strengthening services in one or more sectors existing in Tamil Nadu / Chennai, for charitable purpose;
4. To obtain as far as possible the financial resources, either governmental or voluntary, needed to meet the human service needs of the community and to reduce the duplication of efforts to the extent feasible and practical for resource mobilization for charitable purpose;

*[Handwritten Signature]*

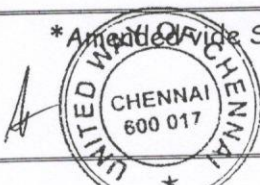


5. To deploy United Way's financial and management support to maximize the resources for charitable purposes available to agencies for services aimed at the most urgent current needs of the community;
6. To facilitate starting of "United Way" activities in various cities, towns and villages in Tamil Nadu with local support and with the objective of promoting, strengthening and coordinating the voluntary efforts of citizens by providing assistance to them for charitable purpose;
7. 'For the network of local United Way in India, a National support Organization, named as **UNITED WAY OF INDIA**, a charitable organization has been created.' This national charitable organization will support the local United Way in India as well as lead in national issues including media relations, government advocacy, representing the network to donor organizations having multiple local offices throughout India, as well as act as a providing back-office functions for local United Way (for instance public relations, communications and human resources functions) to increase efficiencies and lower overhead costs. United Way of Chennai will be responsible for participating in the national efforts, including serving on national committees, representing the network to national, international and other organizations when appropriate, and potentially serving in a governance position. When United Way of India is established as a national partner of United Way Worldwide, United Way of Chennai will have a direct relationship with United Way of India, and roles and responsibilities will be assigned to the national and all local organizations equally. United Way of Chennai will remain a member of the global network of United Way organizations;
8. The Board of Directors of United Way of Chennai shall at its absolute discretion, give effect to all or any of the aims and objects of the society, directly or indirectly, in co-operation with other competent individuals or institutions and shall do all such other acts, deeds, matters and things, as are or may be deemed necessary, incidental or conducive to the attainment of all or any of the objects and purposes aforesaid;



## 9. DEFINITIONS:

- a) **'Accounting Year'** Accounting year shall be from the 1<sup>st</sup> April to 31<sup>st</sup> March of every year;
- b) **'Beneficiary'** shall mean any individual(s), organization(s) / institution(s) availing benefits from the Society;
- c) **'Board'** shall mean the Board of Directors of the Society that shall be the Board of Directors for the purposes of the Societies Registration Act, 1975 in Tamil Nadu;
- d) **"Board Member"** shall mean any person who has signed the Memorandum of Association / Bye Laws of the Society as First Members of the Board of Directors of the Society and shall include those Office Bearers / Board Members who are elected by the Members at any General Body Meeting/ Extra-Ordinary General Body Meeting as the case may be.
- e) **"Founder Member"** shall mean a person who has signed the Memorandum of Association / Bye Laws of the Society during its incorporation and shall be a Member for the lifetime. Founder Members shall not be removed unless & until they resign on their own accord.
- f) The Following are the Founder Members:
- |       |                             |                    |
|-------|-----------------------------|--------------------|
| i.    | Mr. M Arunachalam Alagappan | Chairman           |
| ii.   | Mr. Kiran Mysore Shankar    | Vice-Chairman      |
| iii.  | Mr.Dandapani Chandrasekaran | Honorary Treasurer |
| iv.   | Mr.V V Giri                 | Board Member       |
| v.    | Mr.Natrajan Lakshmi Narayan | Board Member       |
| vi.   | Mr.Rajan Srikanth           | Board Member       |
| vii.  | Mr.P Amarnath Reddy         | Board Member       |
| viii. | Mr.C Raguraman              | Board Member       |
- g) **"Board of Directors"** shall mean a Person(s) who have been elected as the Office Bearers / Board Members by the Members of the Society at any General Body Meeting/ Extra-Ordinary General Body Meeting as the case may be, including a Honorary Member(s) who has been co-opted by the Board of Directors;



- h) **“Honorary Member”** shall mean a person(s) who in the opinion of the Board hold high position in the Society / distinguished themselves in public service and are interested in furtherance of the objects of the Society and admitted as Honorary Members on an invitation by the Board in the interests of the Society. Such Honorary Members shall not be liable to pay any subscription to the Society and shall have voting rights only at the Board of Directors meetings and shall not have any voting rights in any General Body Meeting of the Society;
- i) **' Chairman'** shall mean the Chairman of the Board;
- j) **'Financial Year'** shall mean the year commencing from the first day of April and ending on the 31<sup>st</sup> day of March. The Financial year of the Society shall not be changed without the prior approval of the Members at a General Body;
- k) **'Member'** shall mean the Member of UWC (*United Way Of Chennai*);
- l) **'Society'** shall mean UWC (*United Way of Chennai*);
- m) **'Vice-Chairman'** shall mean the Vice-Chairman of the Board;
- n) **'UWC'** shall mean the United Way of Chennai;
- o) **'Year' or 'Month'** shall mean the calendar year and calendar month respectively;
- p) **'Registered Office'** The Registered office of United Way of Chennai will be at New No. 94 (*Old No 85*), 3<sup>rd</sup> Floor Parkview, GN Chetty Road, T.Nagar, Chennai—600 017;
- q) **'Accounting Year'** Accounting year shall be from the 1st April to 31st March of every year,

**10. MEMBERSHIP:**

- a. The Membership of the Society is by invitation only.
- b. Any new member is to be first recommended by the Nominating Committee and then approved by the Board of Directors for Membership
- c. The Board of Directors will have the absolute discretion to accept or reject any application for Membership without assigning any reason for refusal or acceptance;



**d.** The Membership of the Society is of three categories

- i. Founder Member,
- ii. Honorary Member and
- iii. Board Member

**e.** The minimum number of Board Members for UWC shall be Six (6),

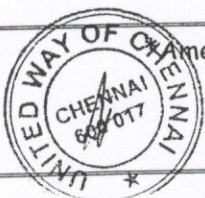
One Third of the Board of Directors Members shall retire at every Annual General Body Meeting and the retiring Board of Directors Members may be re-elected by the Members, unless they opt not to get elected as Board of Directors Members;

The Board of Directors Members who has the longest term of office shall retire at the Annual General Body Meeting;

Where the Members decide not to elect any or all of the retiring Board of Directors Members, then any other person(s) who is a member of the Society may be elected as Board of Directors Members in the place of the retiring Board of Directors Members, provided such appointment is approved by the Nomination Committee;

**f.** If a Member's subscription remains in arrears for more than one quarter and is not paid within a month from the date of issue of a notice in writing, requesting payment, such defaulting Member shall forthwith cease to be a Member of the Society. Members whose subscription money is in arrears (*Whether or not a notice has been issued by the Board of Directors*) shall not have any right whatsoever to vote in any Board of Directors Meeting (*if a Member of the Board of Directors*), General Body Meeting/Extra-Ordinary General Body Meeting;

**g.** Any Member who ceases to be a Member of the Society (*due to non-payment of subscription monies*) may be re-admitted on a written request from such Member and on payment of all the arrears of subscription monies and such re-admission shall be at the sole discretion of the Board of Directors. Any Member desirous of resigning from the Society shall give notice in writing to the Board of Directors to this effect at least one week before the close of the official quarter and shall pay all arrears of subscription due by him. The resignation shall operate from commencement of the next quarter;



**h.** UWC should at all times ensure that they are in compliance with the Minimum Membership Requirements as prescribed by Societies Act 1975 and United Way Worldwide and subsequently, United Way of India, from time to time;

## **11. DISQUALIFICATION FROM MEMBERSHIP:**

**a. Conditions for Disqualification:** The Board of Directors may disqualify any Member/s for the following reasons:

- (i) For acting against the interest of the Society;
- (ii) For violating or infringing the Rules of the Society;
- (iii) For non-payment of fees & charges due to the Society;

**b. Procedure for Disqualification:**

All decisions relating to removal of Members shall be taken only by the General Body. Prior to proposed removal of a Member, he shall be given a notice in writing to the address as in the records of the Society setting forth the reasons for removal and shall be provided with an opportunity of being heard before such removal.

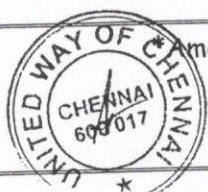
## **12. GENERAL:**

Income and the funds of the Society will be utilized solely towards the objects of the Society and no portion of it will be utilized directly or indirectly by way of profit, interest, dividends etc, or payment to the trustees, Members or persons defined in Sec. 13(1) (c) of the Income Tax Act, 1961. The activities of the Society will be within the territory of India only;

The benefits of the Society will be open to all in India irrespective of caste, creed, religion or sex.

## **13. ACTIVITIES:**

**a.** To mobilize resources by organizing fund raising drives in India and abroad and to accept donations, grants from Government (*State and/or Centre*)/non-government, national / international bodies, charitable trusts, other organizations and individual donors for fulfilling the objectives of the Society;



- b.** To provide assistance to voluntary health and human care institutions operating in various places in the State of Tamil Nadu for starting United Way activities in those places;
- c.** To undertake research work, conduct surveys, organize seminars and encourage the study and co-ordination of the efforts of voluntary organizations situated in the city of Chennai and elsewhere in the State of Tamil Nadu;
- d.** To conduct training programs for leaders, managers, administrators, educators, scientists, Professionals and functionaries of various voluntary / Non-Profit organizations, in Tamil Nadu, engaged in health and human care sectors in furthering the aforesaid objectives;
- e.** To prepare and publish books, periodicals, research papers, literature and audio visual on voluntary sector as well as to sponsor and aid such publications/audio visuals;
- f.** To assist Voluntary organizations situated in the State of Tamil Nadu in developing, their capability and improving their effectiveness;
- g.** To do all acts deeds and things necessary for carrying out all or any of the above-mentioned objectives;
- h.** The activities of the organization would be purely charitable in nature and not motivated for Profit. The funds of the organization shall be applied for the aforesaid objects only within the territories of India. No portion of it would be distributed in any manner to the trustees /members or persons defined in sec, 13(1)(e) of the Income Tax Act 1961;
- i.** The organization will not enter into any business activities or carry on any activity for profit, unless such activity is incidental to the basic activities and is not prohibited by the provisions of the Income Tax Act.

#### **14. GENERAL BODY:**

- a.** The General body shall consist of all Members of the Society who have paid the registration fee as may be determined by the Board of Directors Members of the Society and shall include Founding Members and Board of Directors Members of the Society;



**b. Powers & Duties Functions of the General Body:**

The powers, duties and functions of the General Body shall be:

- (i) To elect the Board of Directors, including office bearers and Board Members, whenever due;
- (ii) To remove any office bearer/ Member of the Board of Directors, as may be recommended by the Nomination Committee;
- (iii) Taking on record the minutes of previous Annual General Body Meeting/ Extra Ordinary General Body Meeting(s) held during the year;
- (iv) Adopting the Annual Report of UWC as may be presented to it by the Board of Directors;
- (v) Approval & adoption of the Balance Sheet and Income Expenditure Statement for the previous Accounting/Financial Year as may be presented to it by the Board of Directors,
- (vi) Approval for appointment of Statutory Auditors for the current Financial Year and fixing their remuneration based on the recommendation of the Board of Directors;
- (vii) To take up the matters of appeal for re-admission of expelled/ terminated Members, if any;

**15. Annual/ General Body Meeting:**

**(a) Annual General Body Meetings: -**

- i.** The first Annual General Body Meeting of the Society shall be held within Eighteen months from the date of registration.
- ii.** There shall be held at least one Annual General Body Meeting in every Financial year and such Annual General Body Meeting shall be held within a period of six months from the close of the Financial year and such AGM shall be held on or before 30<sup>th</sup> of September every year.
- iii.** The following businesses shall be transacted at every Annual General Body Meeting:
- iv.** Taking on record the minutes of previous Annual General Body Meeting / all Extra Ordinary General body meetings held after the conclusion of the previous Annual General Body Meeting and



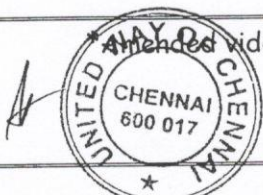


upto the date of the current Annual General Body meeting;

- v. Consider and adopt the Annual Report of UWC for the year ended on 31<sup>st</sup> March;
- vi. Receive, Consider, Approve and adoption of the Balance Sheet and Income Expenditure Statement for the previous Accounting Year / financial year;
- vii. Approval of appointment of Statutory Auditors for the current Financial year and fixing their remuneration;
- viii. Election of Members of Board of Directors
- ix. 21 (Twenty-One) calendar days notice shall be given for the Annual General Body Meeting/Extra Ordinary General Body Meeting to each Member of UWC to their last known address;
- x. The quorum for any Annual General Body Meeting/Extra Ordinary General Body Meeting shall be the presence of more than half of the Members of the Society in person. If such a quorum is not present within 1 (one) hour from the time set for the said general body meetings, the Annual General Body Meeting/Extra Ordinary General Body Meeting as the case may be shall be adjourned to the same place & time after 7 (seven) calendar days.

If such quorum is not present at such adjourned meeting within 1 (one) hour from the time set for the adjourned meeting, the Members present at such adjourned meeting shall constitute a valid quorum.

If for any reason the Annual General Body Meeting/Extra Ordinary General Body Meeting is adjourned beyond 7 (Seven) days then a Written notice of the adjourned meeting shall be delivered to all Members in writing to their last known address at least 7 (seven) calendar days prior to the date of such adjourned meeting.



**(b) Extra Ordinary General Body Meeting:**

An extraordinary general body meeting of the Members of the Society may be convened:

- i.* Anytime as the Board of Directors may deem necessary upon giving proper notice in writing to all the Members of the Society.
- ii.* At the requisition of not less than one-third of the number of Members of the Board of Directors, or one-tenth of the total number of Members of the Society, entitled to attend and vote thereat, who shall state in writing the business for which an Extra Ordinary General Body Meeting has to be convened and the Members of Board of Directors shall within ten days from the date of the receipt of the written request, proceed to call a Requisition meeting or Extraordinary General Body Meeting of the Members of the Society for the consideration of the business on a day not later than thirty-one days from the date of the receipt of the requisition.

**16. Fee:**

- a.* The Board of Directors shall from time to time determine with the approval of the General Body;
- b.* Registration fees payable by a person to become a Member of the Society, however, the admission of new Members shall be subject to the recommendation of the Nomination Committee of the Board of Directors;
- c.* The annual Fee payable by a Member to retain Membership
- d.* The registration fee shall, until revised by the General Body by passing a Special Resolution be Rs.1,000/- (*Rupees One Thousand only*);
- e.* The yearly subscription for Membership, until revised by the General Body by-passing a special resolution, shall be Rs.1,000/- (*Rupees One Thousand only*);



The Board of Directors may also from time to time prescribe a fee payable by the beneficiaries for availing any benefit or privilege from the Society;

- f.* Provided that an Honorary Member shall not be required to pay any fee for becoming an Honorary Member or an annual fee for retaining the Honorary Membership of the Society. Non-payment of fees by others shall entail disqualification from the Membership of the society;

### **17. Constitution of the Board of Directors:**

*a. Composition of the Board of Directors:*

With the exception of the Initial Board, at its steady state, the Board of Directors will comprise of a minimum of 8 to a maximum of 12 Members elected at duly convened Annual General Body Meeting;

*b. Rotating Board:*

To ensure continuity of management and provide an appropriate balance of experience and renewal, UWC's Board of Directors will be a rotating Board of Directors. The First Board of Directors will hold office for life unless they resign on their own accord.

First Board: The Members of the Board of Directors shall initially comprise of the persons listed in the Memorandum of the Society. They shall hold office for their life time or until their resign on their own accord. Such founding Board shall not be liable to retire by rotation.

**Office Bearers :**

The Board of Directors shall amongst themselves elect the following office bearers:

- (i) One Chairman,
- (ii) One Vice Chairman,
- (iii) One Honorary Treasurer and
- (iv) Four Office Bearers

*c. Meeting and Quorum:*

The Board of Directors shall meet at least once in each calendar quarter. Notice for the Board of Directors meeting shall be issued at least 10 days before the date of meeting. A shorter notice shall be acceptable if no Member objects against the issue of shorter notice.



The Quorum for any Board of Directors Meeting shall be the presence of more than half of the total number of Board of Directors Members. If such a quorum is not present within 1 (one) hour from the time set for the meeting, the meeting shall be adjourned to the same place and time one week (7 calendar days) later. If such quorum is not present, even at the adjourned Board of Directors the Members present at such adjourned Meeting shall constitute a valid quorum.

Where the Board of Directors meeting is adjourned beyond a period of 7 calendar days (as above) for any reason, a Notice for the adjourned Board of Directors meeting shall be issued to all Members of the Board of Directors at least 5 days before the date of meeting.

No business other than the ones for which the original Board of Directors meeting was convened for can be discussed at the adjourned meeting.

A Member of the Board of Directors may be entitled to participate in a Board of Directors meetings either in person or through video conferencing or other audio visual means, which are capable of recording and recognizing the participation of the Members and of recording and storing the proceedings of such meetings along with date and time. The Member(s) attending the Board of Directors Meeting can participate in all discussions and shall not be entitled to vote on any matters placed before the Board of Directors.

No proxies of any Member of the Board of Directors are allowed to participate in any Board of Directors.

An observer for any Board of Directors member can be allowed, subject to the approval of all the members of the Board of Directors, where circumstances necessitate the need for an observer to be present at any Board of Directors Meeting. Such observer shall neither participate in any discussions nor vote on any resolution of the Meeting.

**d. Resolution by Circular:**

In the event of an emergency, the Board of Directors may vote on a resolution by circular of the proposed resolution among the Board of Directors Members. The Chairman / Vice Chairman may initiate such resolution by circulation and shall be supported by facts and figures. The resolutions passed by circulation among the Board of Directors Members shall be placed at the next Board of Directors Meeting and be recorded in the minutes of that meeting.



**e. Voting:**

Each member of the Board of Directors shall have 1 (one) vote. The Voting shall be only by show of hands or by ballot if the Chairman of such meeting so decides on voting by ballot. In either case, each Member of the Board of Directors shall have only one vote.

Each Member of the Society shall have voting rights on the items placed before the Members at the Annual General Body Meeting and / or Extra Ordinary General Body Meeting. However, any Member, who is in arrears of subscription dues to the Society at the time of voting shall not have any right to vote at the meeting

A Member can be represented by his Proxy to attend and vote instead of the Members, provided the duly filled in proxy form is lodged with the Society at least 3 days before the General Body Meeting.

A proxy can vote at any general body meeting; however he cannot take part in any discussions in the meeting.

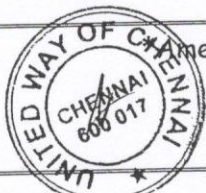
**f. Election: Regulations and Process:**

The First Board shall hold office for their life and shall not retire and they shall be called as the Founding Members. Other than the Founding Board all other Board of Directors Members shall be elected by the Members at General Body Meeting.

Other than the Founding / Honorary Board Member all other Director / Board of Directors Members shall be elected by the Members at General Body Meeting and shall retire by rotation at every Annual General Body Meeting.

One Third of the Board of Directors Members (*independent of the position held by them in the Board*) shall retire at every Annual General Body Meeting and the Members at every Annual General Body Meeting shall either re-elect them or elect new Members in the place of the retiring Board of Directors Members.

The retiring Board of Directors Member shall be entitled for re-appointment any number of years as long as the Members re-elect them at every Annual General Body Meeting.



The elections shall form part of the Annual General Meeting of the Society.

Provided Members whose subscription is in arrears and Members against whom proceedings for removal from the Membership of the Society are pending shall not be entitled to offer themselves for election as Members of the Board of Directors.

**g. Casual Vacancies:**

Casual vacancies or vacancies arising pursuant to death, disqualification or resignation of the Board of Directors Members may be filled by co-opting a Member. This selection will be done by the Board of Directors Members. The period will be for the remaining Term of the unexpired portion of the dead, disqualified or resigned Director.

However, a person whose resolution for appointment / re-appointment at any previous Annual General Body Meeting has been put to vote and lost cannot be co-opted as Director to fill-in the casual vacancy by the Board of Directors Members.

**h. Disqualification:**

A Member of the Board of Directors shall cease to hold the office upon the occurrence of any of the following events;

Upon such Member submitting his resignation of the primary Membership of the Society;

Upon such Member resigning from the Membership of the Board of Directors;

Upon such Member being convicted for a criminal offence involving moral turpitude;

Upon such Member failing to attend three consecutive meetings of the Board of Directors without being granted leave of absence;

The Board of Directors may remove any of its Members if such Member,

- a. is found to be acting against the interests of the Society;
- b. fails to discharge his duties and responsibilities as a member of the



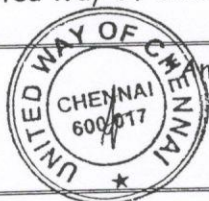
Government Body.

Any resolution, for removal of the Member of the Board of Directors shall require the approval of majority of the Members of the Board of Directors apart from the Member sought to be removed (*and not just a majority of the members present and voting on a resolution for removal*). Prior to such resolution being passed, the Member of the Board of Directors to be removed shall be given an opportunity to defend himself/herself against such disqualification. A resolution passed by the Board of Directors removing any such Member of the Board of Directors shall be final and binding on the Society and the Member who has been disqualified;

**i. Functions of the Board of Directors:**

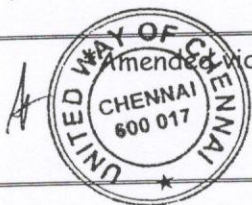
**A. Management:**

1. Subject as (a) otherwise required by applicable law, and (b) otherwise set forth in these Rules; the Board of Directors shall be in charge of the overall control and management of the affairs of the Society. The Board of Directors shall appoint such number of persons as the officers of the Society who shall be responsible of conducting and managing the day to day affairs of the Society under the supervision of the Board of Directors. The Board of Directors shall be vested with all necessary powers in order to perform their functions effectively. The Board of Directors shall be free to carry on any activity, take any action, or do anything to achieve the Objectives of the Society and shall have full power and control over an assets and properties of the Society. The Board of Directors shall ensure that all such acts or deeds are in conformity and consistent with the spirit of the aims and Objectives of the Society, all applicable laws, rules and regulations, these Rules, the Byelaws and the conditions of any benefits and privileges granted to the Society. Without prejudice to the generality of the above, the Board of Directors shall, have the following powers to enable them achieve the aims and objectives of the Society;
2. To demand all moneys payable to and receivable by the Society and give receipts and discharge for the same by themselves jointly or through their agents;
3. To conduct or defend compromise or compound legal actions, suits, and proceedings and settle differences and disputes relating to the



properties of the Society or in any manner concerning the Society, appoint legal advisors for the conduct of such proceeding and to perform all such acts incidental to the same;

4. To enter into contracts and agreements with third parties;
5. To form such committees and for such purposes as may be determined by the Government Body which committee shall report to the Board of Directors;
6. To open, maintain and operate one or more accounts with banks and financial institutions; the operation of the bank accounts shall be carried out in such as may be resolved by the Board of Directors;
7. To employ such personnel, including managers, clerical staff etc, as may be necessary to carry out the objectives of the Society and pay them such remuneration as they may deem fit;
8. To work with any other trust, society, co-operative society, company, firm, Association of persons or otherwise;
9. To authorize any one or more members, of the Board of Directors, to hold on behalf of the Society, any property/any fund or any investment of the Society, however subject to the terms, conditions rules and regulations as the Board of Directors may from time to time think fit and proper and subject to the provisions, where applicable, of the Income Tax Act, 1961 and the Rules made there under;
10. To reimburse themselves for any expenses incurred in performing their duties as members of the Board of Directors;
11. To borrow if needed against the security of the assets of the Society by way of bank over drafts, loan or otherwise, as may be necessary for the benefit of the Society and for carrying out the objects of the Society;
12. To receive any gifts, donations or grants, whether money or property, movable or immovable, in any form on behalf of the society and to take steps for securing such contribution, from time to time;





13. To purchase, take on lease or license or exchange, hire or otherwise acquire any real or personal property or any interest therein, and any rights, easements or privileges that the Board of Directors thinks necessary or convenient;
14. To sell, lease, license or dispose of such real or personal property at such time and on such terms and conditions as may be deemed appropriate;
15. To negotiate with and enter into arrangements with any person as may seem conducive to the promotion or accomplishment of the objectives of the Society or any of them and to apply for, obtain, collect, receive such grants, loans, allowances, rights, concessions and privileges as may seem to comply with the objects and utilize the same;
16. To conduct programmes or otherwise for raising funds;
17. To make investment in the modes specified under the provisions of and subject to the terms and conditions contained, where applicable in the Income Tax Act, 1961 or the Rules made there under, more specifically under the provisions of Section 13(1)(d) read with Section 11(5) of the Income tax Act; 1961 as amended from time to time;
18. To appoint internal auditors, consultants and other professionals as may be necessary. However, any change shall only be with the approval of two thirds of the Board of Directors Members present and voting;
19. To do all other acts, deeds and things that are necessary or ancillary or incidental to the achieving of the objectives of the Society;
20. To procure such registrations as may be deemed appropriate to avail of the benefit of the Income Tax Act, 1961
21. To procure such permissions and registrations as may be deemed appropriate under The Foreign Contribution (Regulation) Act, 1976 and rules made there under, for receiving foreign contributions;
22. To provide services to entities and organizations that may require the



expertise of the Society so long as (a) the activities of such entity or organization is related in some way to the objectives of the Society and (b) the income or revenue arising from the providing of the services forms part of the property of the Society and is used for achieving the objectives of the Society;

23. To become, subject to applicable law, a member of any other entity or organization provided the objectives of such organization are in any manner related to the objectives of the Society or such membership will aid the Society in achieving its objectives and make such contributions to such organization as may be deemed appropriate;
24. To contribute to any other society, trust or other organization provided such society; trust or organization has objectives that are similar to the objectives of the Society;
25. To perform such other acts, deeds and things as may be necessary or conducive to achieving the objectives of the Society;
26. To make or amend Byelaws relating to the functioning of the Society;

**B. Delegation:**

The Board of Directors may delegate any or all their powers ( *except the power to appoint and remove Members, election of office bearers, operating of bank accounts, decisions and resolutions relating to borrowing and investments*) to one or more of them or any employees or agents for such time and purpose as they deem fit;

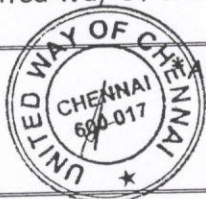
**C. Procedures:**

All decisions of the Board of Directors shall be taken by a resolution of the members of the society. Resolutions will deemed to have been passed when approved by a 2/3<sup>rd</sup> of the members of the Board of Directors;

**D. Chairman:**

The Chairman shall be in-charge of the Society and the General Meetings. All the policies & programmes shall be formulated and implemented only through the Chairman;

The Chairman shall be the correspondent of the Society and shall be in-charge of the office with all the records of the Association and the custodian of all assets of the Society. He shall preside over all the



meetings of the Committee and shall be the Chairman of every such meeting.

If at any meeting the Chairman is not present, Vice- Chairman shall chair the meeting and in his absence, the Members present shall choose the Chairman for the meeting from among the Members of the Board of Directors present at the meeting

**E. Vice Chairman:**

In the absence of the Chairman the Vice Chairman shall take charge of the Society and shall be entrusted with the roles, duties and responsibilities of that of the Chairman only in his absence and not otherwise.

**F. Honorary Treasurer:**

The Treasurer shall be primarily in charge of the funds of the Society. Treasurer shall make collection of the subscription, contributions etc., and dues to the Society, issue receipts, make payments, issue cheques etc., He shall maintain regular accounts of the Society as required by applicable Law The Banking Account of the Society shall be kept and maintained in a Scheduled Bank and the Treasurer along with the Secretary and in the absence of any one of them the Chairman/Vice Chairman shall have the Accounts of the Society audited by the a Chartered Accountant appointed by the Members of the Society at an Annual General Body Meeting and such Chartered Accountant shall be present at every Annual General Body Meeting of the Members of the Society.

**G. Business:**

Any business of the Society, which the Board of Directors is not empowered to do under the Rules and Regulations of the Society, shall be carried out by passing resolutions. All resolutions shall require the approval of the majority of the Members present and voting.

**H. Requisitioned Meetings:**

A Special General Meeting may be convened at any time on the requisition of not less than one-third of the number of Members of the Board of Directors, or one-tenth of the total number of members of the Society, entitled to vote, who shall state in writing the business for which they wish the meeting to be convened and the Board of Directors shall within ten days from the date of the receipt of the requisition, proceed to call a meeting for the consideration of the business on a day not later than thirty-one days from the date of the receipt of the requisition.



**I. Committees:**

Permanent Committees: The Board of Directors shall appoint one Member from the Board of Directors to be Chairperson on the following permanent committees:

- (i) Resource Mobilization Committee;
- (ii) Membership Enrollment and Support Committee;
- (iii) Administration and Personnel Committee;
- (iv) Finance and Audit Committee
- (v) Grants Administration Committee;
- (vi) Nomination Committee;
- (vii) Public Relations and
- (viii) Communications Committee

Each of the Permanent Committees shall consist of a minimum of 3 Members or maximum of 7 Members and shall have a term of two years extendable by one more year, if required.

The Board of Directors shall have the authority to remove a Chairperson of a Permanent Committee after necessary discussion at the Board of Directors meeting at any time by a simple majority of the members of the Board of Directors present and voting. A member of a Permanent Committee may be removed by a simple majority of the members of the relevant Permanent Committee present by voting but may, in exceptional circumstances, be removed by a simple majority of the members of the Board of Directors present and voting after necessary discussion at a Board of Directors meeting at any time. Each Permanent Committee shall hold meetings at regular intervals as and when required.

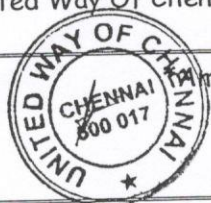
More than half of the total number of members of the relevant Permanent Committee in person shall form a quorum for the purposes of meetings of such Permanent Committee.

**J. Nominating Committee:**

The Nominating Committee shall consist of the Chair and two Board Members;

**K. Executive Committee:**

The Executive Committee shall consist of the Chairman and Vice-Chairman of the Board of Directors of UWC, Chairpersons of all the



Permanent Committees as listed above, and Hon. Treasurer. The Administrative Head of UWC shall be an ex-officio member of the Executive Committee. The Executive Committee will have the power to deal with any special matter that requires emergency action where it may not be possible to call or consult the Board of Directors and take appropriate action;

**L. Administrative Head:**

The Administrative Head of UWC shall be the secretary of the Board of Directors for the purposes of applicable law and shall be appointed by the Board of Directors. In this capacity as Secretary of the Board of Directors, the Administrative Head will carry out the "recording" role of the Secretary of the Board of Directors in a non-voting capacity. The Administrative Head shall be responsible for the safe custody of the books and records of UWC and shall be under a duty to make such-books and records available for inspection upon a request by a member of the Board of Directors in this behalf;

The term of office of the Administrative Head shall be at least two years

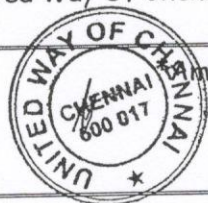
The Administrative Head can be removed by the Board of Directors by a resolution, passed by a simple majority of the members present and voting, and on such a resolution being passed, the Administrative Head shall be deemed to have resigned and cease to be a secretary

The Administrative Head, in consultation with the Chair, shall issue agenda for the Board of Directors meetings and Executive Committee meetings at least 10 days in advance of the meeting;

The Administrative Head shall keep records of the proceedings of the meetings of the Board of Directors and the committees of the Board of Directors duly approved and signed by the respective Chair

**M. Accounts:**

The Honorary Treasurer shall maintain proper books of accounts for all the receipts, payments and the accounts of the organization shall be audited by a Chartered Accountant, and the audited statements will be approved by the trustees



**N. Auditors Appointment and Audit:**

The Board of Directors shall recommend the appointment of auditors, and the appointment shall be made at each Annual General Body Meeting.

**18. Amendments to the Memorandum and Rules and Regulations**

Alterations, modifications, additions and amendment to the Memorandum of the Society or these Rules shall be made in accordance with the provisions of the Societies Registration Act, 1975, in Tamil Nadu and the rules and regulations made thereunder. For the purpose of carrying out the amendments to the Memorandum and Rules and Regulations the Board of Directors may submit the proposition to the Members in a written or printed report and such report shall be delivered or sent by post to the Members at least twenty one days prior to the date of Special General Meeting. The Memorandum and Rules and Regulations may be altered by addition, deletion or modification thereof by a majority of votes not less than three-times the number of the votes, if any cast against the resolution. Any amendment to the Memorandum can be made only after obtaining permission from D.I (Exemption) Income Tax.

**19. Bye-Laws and Amendment to Bye-Laws:**

The Board of Directors may from time to time make changes to the byelaws relating to the functioning of the Society and to give effect to the provisions of these Rules. The introduction, amendment or repeal of Byelaws shall require the approval of a majority of the members of the Board of Directors and not just a majority of the Members present and voting.

**20. Dissolution**

Resolutions for dissolution of the Society shall be made in accordance with the Sections 22 and 23 of the Societies Registration Act, 1975, Tamil Nadu and the rules and regulations made there under. Such resolution shall also set forth the manner in which the assets and properties of the Society shall be dealt with .The resolution for dissolution of the Society shall, - be passed by not less than 3/4th of its Members, present in person including proxy voting.

If on winding up or dissolution of the Society, if there shall remain any assets, after satisfaction of au its debts and liabilities, the same shall not be paid to or distributed amongst the members of the Society or any one



of them but shall be transferred to one or more organizations which have similar objectives and which are registered under the Societies Registration Act 1975 .Tamil Nadu and have Income Tax exemption under section 80G- of the Income Tax Act 1961.

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