

Bharat Rural Livelihoods Foundation

Memorandum of Association

1. NAME OF THE SOCIETY:

The name of the Society shall be **Bharat Rural Livelihoods Foundation (BRLF)**.

2. LOCATION:

The registered office of the Society shall be in Room 177 Krishi Bhawan, New Delhi.

3. AREA OF OPERATION:

The area of operation of the Society shall be all over India, initially concentrating in the Central India Tribal Region, covering the nine states of Odisha, Jharkhand, West Bengal, Chhattisgarh, Madhya Pradesh, Andhra Pradesh, Maharashtra, Rajasthan and Gujarat.

4. DEFINITIONS:

- a. "Central Government" means the Government of India
- b. "State Government" means the "State Government and Union Territories" listed in the Constitution of India
- c. "Society" means Bharat Rural Livelihoods Foundation
- d. "Foundation" means Bharat Rural Livelihoods Foundation
- e. "PRI" means Panchayati Raj Institutions
- f. "BRLF" means Bharat Rural Livelihoods Foundation
- g. "CSO" means civil society organisations and includes NGOs and community based organisations (CBOs)

5. OBJECTIVES:

Bharat Rural Livelihoods Foundation (BRLF) seeks to:

- a) Facilitate civil society action in collaboration with Government for transforming livelihoods and lives of rural households, with an emphasis on women, particularly in the Central Indian Tribal Region.
- b) Provide financial grants to civil society organisations (CSOs) to meet their human resource and institutional costs for up-scaling proven interventions, invest in institutional

- strengthening of smaller CSOs and capacity building and development of professional human resources working at the grassroots.
- c) Facilitate projects receiving its grant support through all levels of Government to ensure smooth flow and utilization of Government funds for Centrally Sponsored Schemes.
 - d) Provide both financial and non-financial (facilitation support) to CSOs.
 - e) Provide funds for broadly the following:
 - (i) Human resource and institutional costs of CSOs through grant support for scaling up proven interventions. In this respect, grantee NGO/CSO will be required to source a part of the project cost from either own or other sources. A cap on the proportion of funds to be spent on administrative purposes by the grantee will also be placed (other than the salary of professionals)
 - (ii) Institutional strengthening of smaller CSOs
 - (iii) Building a large pool of development professionals for supporting developmental interventions of Government, CSOs and community based organizations.
 - (iv) Design, test and execution of innovative pilots
 - (v) Interventions in the field for economic and social empowerment and human development of the poor and the marginalized, including innovative low-cost shelter, drinking water and sanitation
 - (vi) Capacity building and support of PRIs, Gram Sabhas, state governments, line departments, NGOs, CSOs and CBOs for better quality and outcomes in rural development programmes.
 - f) Disseminate learnings from experiences in the field with the aim of making necessary changes in policies or framework of social sector programmes.
 - g) Promote, work for and assist, through its partnerships and collaborations, the protection, conservation and regeneration of the social and natural environment and cultural and social heritage of tribal communities.
 - h) Collect, document, advance, diffuse and disseminate information for the furtherance of the objects of BRLF by various means, including, inter alia, the verbal, written, audio, visual, audio-visual, online and theatrical mediums and for that purpose to publish, issue, produce, sponsor and circulate books, pamphlets, papers, bulletins, journals etc., performances, seminars, consultations, workshops, exhibitions or similar events.
 - i) Promote sustainable livelihoods with dignity, enlarged space for women, enhanced access to and control over resources for tribal communities, especially women; enhanced carrying capacity of natural resources; responsive, accountable, transparent administrative and self-governance institutions; creation of a strong and vibrant service demand system and service standards; new opportunities for the youth and such other outcomes flowing from the objectives of the organisation.
 - j) Reduce the gap between programme outlays and outcomes; stronger democratic institutions of governance at the grass-roots; better quality of implementation of the

programmes; reduced leakages; more inclusive growth and peace in the strife-torn pockets.

- k) Initially focus on the Central Indian Tribal Region, centered on blocks having significant tribal population (not less than 20%) in around 900 blocks across about 170 districts in the States of Orissa, Jharkhand, West Bengal, Chhattisgarh, Madhya Pradesh, Andhra Pradesh, Maharashtra, Rajasthan and Gujarat. This is not a restrictive list but may be expanded as and when it is felt necessary by BRLF after due deliberation.
- l) Suggest geographical regions, states, districts or blocks where BRLF may expand its work in subsequent years, as and when needed, with clear justifications and operational strategy for the same.
- m) Issue appeals and applications for funds and to accept donations in the form of cash, properties or labour for the objects of the Society.
- n) Generate income for the furtherance of the objects of the Society by providing such services and carrying out such activities as is not in conflict with the objects of the Society.
- o) Design and establish, through due process, transparent systems and procedures for the furtherance of the objectives of the Society.
- p) Support grassroots level action toward empowerment of people through building sustainable community-owned institutions.
- q) Transform the systems of implementation on the ground, increasing awareness at the grassroots, empowering community based institutions and local governance institutions, increasing effective deployment of government resources, and enabling government systems to adapt to best respond to the needs of those at the grassroots.
- r) Strengthen the institutional network and human capital of civil society organizations, community based organizations and Panchayati Raj institutions (PRIs) and to design and implement systems and platforms needed for such strengthening.
- s) Suggest new themes, problem areas and approaches on which BRLF should support work with its partners and to pioneer such work.
- t) Raise resources through permissible channels, to finance its stated objectives functions.
- u) Work towards the following outcomes for the people living in these blocks:
 - i. Sustainable livelihoods with dignity
 - ii. Enhanced access to and control over resources
 - iii. Enhanced carrying capacity of resources
 - iv. Responsive, Accountable, Transparent administration and self-governance institutions
 - v. Improved performance of government programmes
 - vi. Strong, vibrant and participatory community based organizations
- v) Undertake all such activities as may be necessary, ancillary, incidental or conducive to the attainment of all or any of the objectives of the Society listed above.

6. FUNCTIONS:

In pursuance of the objectives referred to in Section 5 above, the functions of the Society, to be undertaken directly by the officers/staff of the Society, or sponsored/supported by it, through other National/International institutions, agencies or individuals shall be as follows:

- a) to provide funding support to civil society organizations, community based organizations, academic institutions or other agencies to work towards the objectives of the Society detailed above in Section 5.
- b) to provide facilitation support to CSOs and in so doing, act as an interface with all levels of government to ensure that agencies receiving funding support from BRLF can effectively collaborate with governments for achieving the objectives of the Society, to advocate to government for changes that could enable government schemes to best respond to the needs of communities, and to enter into partnerships and agreements with governments at different levels towards these objectives.
- c) to design and establish appropriate operational and thematic guidelines, requirements, compliances and procedures for partners to avail of BRLF support and to design and establish systems and procedures for operationalizing such support.
- d) to monitor, evaluate, and support civil society organizations, community based organizations, academic institutions or other agencies that receive funding from the Society for effective implementation of projects funded by the Society.
- e) to set up accountable, transparent systems, in accordance with recognized best practices, for the furtherance of its objectives and functions.
- f) to support capacity building of relevant stakeholders through appropriate mechanisms towards achieving the objectives of the Society.
- g) to undertake knowledge creation and knowledge dissemination towards achieving the objectives of the Society.
- h) to enter into partnership with commercial banks, regional rural banks, NABARD, insurance organizations, other financial institutions, academic and training institutions, health bodies, voluntary and civil society organizations, non-governmental organizations, community based organizations, local governments, state governments, private companies, donors, innovators and individuals, or any other relevant agency, for achieving objectives of Society.
- i) to raise financial resources and to receive grants, loans and other funds from the Central Government, State Governments, or other national/ international agencies /organizations, and to accept any endowment, fund or donation not inconsistent with the objectives of the Society and not inconsistent with or repugnant to the laws and procedures as laid down for such activities; and to use such funds towards achieving the objectives of the Society.

- j) to make payments/advance loans to any person or association or organizations to carry out any specific task(s) entrusted to it by the society or in return for the services rendered to the Society.
- k) to incur expenditure after drawing up a budget and in accordance with policies created by the Society with due regard for economy and probity, transparency and accountability, and to maintain proper accounts of income and expenditure, arrange for internal and statutory audit of the accounts in time, and to prepare annual reports and accounts of the Society; the Society shall create its own financial rules, but these will be subject to approval by Government of India.
- l) to endeavour to and obtain the necessary permissions, clearances and sanctions from government, quasi-government or other bodies as mandated and permitted by law for furtherance of its objectives and discharge of its functions.
- m) to ensure that all income, earning, movable and immovable properties of the Society shall be solely utilized and applied towards to the promotions of its aim and objectives only as set forth in this Memorandum of Association and no profit thereof shall be paid or transferred directly or indirectly by way of dividends, bonus, profits or in any manner to present, past or future members of the Society. No member of the Society shall have any personal claim on any movable or immovable properties of the Society or make any profit, howsoever, by virtue of his/her membership. to purchase, hire, take on lease, exchange or otherwise acquire property, movable or immovable, which may be necessary or convenient for the purpose of the Society and construct, alter and/or maintain such building and works as may be necessary for carrying out of the objectives of the Society; to sell, hire, lease, exchange or otherwise transfer or dispose of all or any property, movable or immovable, of the Society.
- n) to create Corpus Fund, Reserve Fund, Sinking Fund, Insurance Fund, or any other Special Fund whether for depreciation, repair, improvements, extension or maintenance of any of the properties or rights of the Society, and/or for recouping waste assets, and for any other purposes for which the Society deems it expedient or proper to create or maintain any such Fund(s).
- o) to receive Rs. 500 Crore (Rupees Five Hundred Crores) from the Government of India for creating the Corpus fund of the Society in two tranches as decided by the Union Cabinet.
- p) to enter into a Memorandum of Understanding with the Ministry of Rural Development, Government of India for the achievement of objectives and the management of Corpus Fund contributed by the Government of India. Appropriate deliverables/milestones for BRLF along with outcomes will be defined and included in the Memorandum of Understanding with the Government of India.
- q) to manage and invest the Corpus fund following prudential financial norms under competent advice. No expenditure should be made from the corpus itself and only the income arising out of the corpus can be utilised to fulfil the objectives of BRLF.

- r) to purchase or take by way of lease, sub-lease, gift, exchange, hire or otherwise acquire any movable or immovable property, and in particular any land, buildings, workshops, laboratory equipment, furniture, scientific records, experimental data, library, plant, apparatus appliances, and any rights or privileges necessary or convenient for the purposes of the Society and contract, rent, alter, improve and maintain any building and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the asset and rights of the Society for cash or any other consideration with a view to promotion of the objectives of the Society.
- s) to take all such other actions as may be necessary, ancillary, incidental or conducive to the attainment of all or any of the objectives of the Society.

7. PROPERTY AND ASSETS:

The income and property of the Society shall be applied towards the promotion of the objectives thereof as set forth in this Memorandum of Association. No portion of the income and property of the Society shall be paid or transferred directly or indirectly by way of dividends, bonus, profits or in any manner to present, past or future members of the Society, or to any person claiming through them. No member of the Society shall have any personal claim on any movable or immovable properties of the Society or make any profit, whatsoever, by virtue of his/her membership. However, nothing contained herein shall prevent the payment in good faith of remuneration to any member thereof or other persons in return for any service rendered to the Society for travelling allowance or other similar charges.

8. DISSOLUTION:

If, on winding up or dissolution of the Society, there shall remain, after the satisfaction of all its debts and liabilities, any assets and property whatsoever the same shall not be paid to or distributed among the Members of the Society or any of them but shall be dealt with in such manner as the General Body of the Society may determine, with approval from the Central Government.

9. The names, addresses and occupations of the first members of the of the Society to whom, by the Rules and Regulations of the Society, the management of its affairs is entrusted are as follows:

S No	Name	Occupation and Address	Designation in BRLF

10. A copy of the rules of the Society, certified to be a correct copy by the __ members of the General Body of the Society, is filed along with this Memorandum of Association

11. We, the __ persons whose names and addresses are given on page __, having associated ourselves for the purpose described in this Memorandum of Association and set our several and respective hands here into and form ourselves into a Society under Registration of Societies (XXI of 1860) this day of __ at New Delhi

12. DESIROUS PERSONS:

We the undersigned are desirous of forming a Society, viz. Bharat Rural Livelihoods Foundation, under the Societies Registration Act, 1860, in pursuance of this Memorandum of Association of the Society:

S No	Name	Designation & Address	Signature

THE SOCIETIES REGISTRATION ACT, 1860
RULES AND REGULATIONS OF
BHARAT RURAL LIVELIHOODS FOUNDATION

CHAPTER I: GENERAL PROVISIONS

1. **TITLE:** These are the rules and regulations of the Bharat Rural Livelihoods Foundation ("**Rules**").

2. NAME, REGISTERED OFFICE and SCOPE:

2.1 The name of the society is Bharat Rural Livelihoods Foundation ("**Society**").

2.2 The registered office of the Society is located at 177, Krishi Bhawan, New Delhi, 110114

2.3 The area of operation of the Society will be all of India, with a particular focus on Central India.

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 as per Rule 7.1;

"**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;

"**Central Government**" shall mean the Government of India;

"**Chief Executive Officer**" shall mean the Chief Executive Officer (CEO) of the Society who is appointed by the Executive Committee 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;

"Founding General Body" shall mean the group of "desirous persons", who have subscribed their signature in the Memorandum of Association of the society;

"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 Chief Executive Officer (CEO) of the Society;

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

"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 General Body, elected in accordance with the Rules; who will also be the President of the Executive Committee;

"PSU" means Public Sector Undertaking;

"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.

"State Government" shall mean the government of a state/UT in India.

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.

3.2 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.

3.3 These Rules shall come into force from the date on which the Bharat Rural Livelihoods Foundation is registered under the Societies Registration Act, 1860.

CHAPTER II: GENERAL BODY

4. CONSTITUTION OF THE GENERAL BODY:

4.1 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. Members appointed to the body will be from following categories: Government of India, State governments, institutional partners, eminent persons and financial institutions, provided that the total number of Members from the category of “Eminent Persons” and “Institutional Partners”, other than PSUs shall always be more than the combined number of Members from the other categories. The General Body will have a maximum of sixty (60) members. Each category of Membership is discussed below.

4.2 Government of India: The following representatives of the Government of India will be ex-officio Members of the General Body:

- a) Secretary or Additional Secretary of the Ministry of Rural Development
- b) Secretary, Ministry of Tribal Affairs or his/her representative not below the rank of Joint Secretary
- c) Secretary, Ministry of Panchayati Raj or his/her representative not below the rank of Joint Secretary
- d) Joint Secretary (in charge of BRLF), Ministry of Rural Development,

Provided that at any time not more than 4 ex-officio representatives of the Government of India will be members of the GB

4.3 State Governments: The Chief Secretaries or their representative (Principal Secretary- Rural Development), of the following State Governments shall be invited to be ex-officio Members of

the General Body, and may be nominated by their State Governments to be Members from time to time:

- a) Andhra Pradesh
- b) Chhattisgarh
- c) Gujarat
- d) Jharkhand
- e) Madhya Pradesh
- f) Maharashtra
- g) Odisha
- h) Rajasthan
- i) West Bengal
- j) Any other State Government can be invited to be Member of General Body as and when Executive Committee decides that it is relevant towards achieving objectives of Society

Provided that at any time not more than 9 ex-officio representatives of State Governments will be members of the GB

4.4 Institutional Partners: The General Body may invite up to eleven (11) institutions working in the same sectors, geographies, or with similar or related objectives, or with relevant skills and knowledge and experience to become Members of the General Body, where such institutions may include academic institutions, philanthropic organizations, livelihood promotion organizations, civil society organizations, PSUs or similar organizations. For the first term Institutional Partners will be nominated to the General Body by the Ministry of Rural Development, Government of India. This category is further sub-divided into the following:

PSU: 2

Philanthropic/Research and Development/Academic: 7

Trade/Industry: 2

4.5 Eminent Persons: The General Body may invite eminent persons from civil society or academia who are experts in the fields of rural development, institution building, tribal affairs, or other relevant areas to become members of the General Body. The General Body shall endeavour to ensure that there is representation of women and of Scheduled Tribes amongst the eminent persons invited to the Society. These members shall hold the same privileges as all other members of the General Body. There may be a maximum of thirty (30) such members on the General Body at any time. For the first term Eminent Persons will be nominated to the General Body by the Ministry of Rural Development, Government of India.

4.6 Financial Institutions: NABARD and State Bank of India shall be invited to be permanent Members of the General Body. Two other commercial banks/financial institutions will also be

invited to be Members as decided by the Executive Committee to serve three year tenure, provided that the first two commercial banks to be invited are Central Bank of India and Bank of India. Each financial institution shall send 1 (one) representative each to the General Body on an ex-officio basis, where the representative is not below the rank of a Chief General Manager.

Provided that at any time not more than 4 ex-officio representatives of financial institutions will be members of the GB.

4.7 The Chief Executive Officer (CEO) will be a non-voting, ex-officio member of the General Body and shall hold the position of the Member Secretary.

4.8 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.

4.9 The Executive Committee, in line with the objectives of the Society, may choose to expand membership of the Society by prescribing qualification and eligibility requirements for further membership positions, and by inviting Persons meeting those qualifications and requirements to join the General Body. Each Person so invited, may be inducted into the Society after the invitation has been accepted by the Person, provided that such Person's membership will be subject to the General Body accepting his/her 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/her induction.

4.10 Notwithstanding anything in these Rules, the General Body shall function even if there is a infirmity in the appointment of any members of the General Body, a vacancy in the membership, or a resignation or removal of a Member, except that if the proportion of eminent persons fails to constitute a majority in the General Body, the General Body shall invite further such members as per Rules 4.4 and 4.5 before transacting further business. Further, no act of the Society shall be invalidated merely by reason of happening of any of the above events, or of any infirmity, procedural or otherwise, in the appointment of any of the Members of the General Body. Notwithstanding anything in these rules, Rule 4.1 will not apply to the Founding General Body. However, the Founding General Body will complete the process of invitation of Members in the "Eminent Persons" category to comply with Rule 4.1 and also Members in the other categories, within three months of registration of the Society.

4.11 Institutional Partners, Eminent Persons and Financial Institutions who are Members shall agree to disclose any conflicts of interest that might arise during the course of activities of the Society. When such a conflict of interest arises, the rest of Members shall vote on whether concerned Member can be part of deliberations and whether they can vote on deliberations.

4.12 The President of the General Body shall be elected by the Members of the Society for a period of three (3) years. He/she shall be eligible to serve a maximum of two (2) terms as President. However, the first President of the Society shall be nominated by the Ministry of Rural Development, Government of India for a term of three years. Nothing shall prevent him/her to continue for another term if re-elected by the members of the Society at the expiry of first term. An ex-officio representative of Central Government, State Government, or Financial Institutions shall not serve as the President.

5. TERMINATION OR CESSATION OF MEMBERSHIP:

5.1 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 bye-laws of the Society by such Member; or
- (ii) refusal to or neglect in abiding by the Rules and Regulations or bye-laws by such Member; or
- (iii) unauthorized absence for three (3) consecutive Annual General Meetings of the General Body by such Member except as provided in Rule 5.4; 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 5.1 (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/her case against his/her 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 5.1 (b), he/she shall be deemed to have waived his/her 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 5.1 (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 5.1, into the General Body at any time after his/her removal.

5.2 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.

5.3 Notwithstanding anything in this Rule 5, 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 5.1 or 5.2, shall be deemed to also be a termination of membership to the Executive Committee.

5.4 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 5.1(a) (iii).

5.5 Any person who resigns their membership to the General Body, or has their membership terminated by the General Body, shall not claim, have any rights on, nor receive all or any part of their monetary contributions, if any, already made or committed to the Corpus or annual revenue of the Society; nor shall they have any claim on the moveable or immoveable assets of the Society.

6. TERM OF MEMBERS:

6.1 Where a Person has become a Member of the General Body by reason of the office or appointment he/she holds with the government or a body corporate or any other Person, his/her membership with the Society will stand terminated when he/she ceases to hold such office or appointment. However, the successor Person to hold the office or appointment shall become Member of the General Body. This shall include, but not be limited to, ex-officio representatives from central and State Governments, institutional partners and financial institutions.

6.2 Eminent Persons and Institutional Partners invited to be Members shall serve a term of three years unless said Member is removed, or he/she resigns in accordance with Rule 5. No Member can serve more than two terms in succession. Other than this, there will be no limit to the number of terms Members can serve.

7. MEETINGS OF THE GENERAL BODY:

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

Provided that in case the Annual General Meeting has not been convened for any number of year(s) due to any circumstances, the President 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 7.1.

7.2 The President 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 19.

7.3 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/she must inform the President in advance, in writing. The President 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 7.6 below.

7.4 All meetings of the General Body shall be presided over by the President. In case the President is unable to attend any meeting, the Members present may elect a President for such a meeting and the duly elected President will preside over the said meeting. Provided that the President so elected will only be President for the duration of the meeting and will cease to be President after the meeting is over.

7.5 The quorum for the meetings of the General Body shall be thirty percent (30%) 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 7.3 and those who are duly represented through individuals appointed under Rule 7.4, 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 President, or by the Members present, in case the President 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 7.5, in case the meeting is convened by fifty per cent (50%) of the Members of the Society in accordance with Rule 7.2, 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.

7.6 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 President shall have a casting vote. Voting shall be either by show of hands or by secret ballot as may be determined by the President.

7.7 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.

8. POWERS OF THE GENERAL BODY:

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

- i. Provide overall policy guidance to the functioning of the Society
- ii. Election of Members to Executive Committee, as applicable under Rule 11
- iii. Adoption of the minutes of the previous meeting(s) of the General Body;
- iv. Consideration and adoption of the Annual Report and annual budget of the Society;

- v. Consideration and approval of the audit report;
- vi. Ratification of the appointment of auditors, as recommended by the Executive Committee;
- vii. Actively invite interest of stakeholders outside the organization, including donors, government representatives and civil society organizations, to the activities and objectives of the Society;
- viii. Such other business as may be brought forward with the permission of the President.

8.2 The General Body will transact its business in meetings convened in accordance with Rule 7. In case any urgent business is proposed by the CEO or the Executive Committee, the President 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.

9. RIGHTS AND RESPONSIBILITIES OF THE MEMBERS:

9.1 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 5.4;
- (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.

9.2 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 President, a Member will be entitled to speak at the meetings of the General Body.

9.3 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 President 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

10. EXECUTIVE COMMITTEE:

Unless otherwise provided, the management of the affairs of the Society will be entrusted to the Executive Committee. The Executive Committee will have a maximum of thirty (30) members, provided that the total number of Members from the category of “Eminent Persons” and “Institutional Partners”, other than PSUs shall always be more than the combined number of Members from the other categories.

11. COMPOSITION OF THE EXECUTIVE COMMITTEE:

11.1 The President of the General Body shall be the President of the Executive Committee.

11.2 The Joint Secretary (in charge of BRLF), Ministry of Rural Development, Government of India shall be a permanent ex-officio member of the Executive Committee:

At any time, there will be a maximum of four (4) members from the Government of India on the EC of the BRLF.

11.3 Three (3) State Government representatives who are Members of the General Body shall rotate through the Executive Committee on terms of three(3) years each. The order shall be decided by lots such that no state shall repeat a term until all states have been offered the same number of terms. A state representative may decline to serve a particular term on the EC, but the offer must still be made whenever it is their turn. In the first term, State Government Members shall be from the States of Chhattisgarh, Odisha and Jharkhand.

11.4 There shall be a maximum of five (5) members of the EC from the Institutional Partners category to be elected from the members of the Institutional Partners category in the GB. All Members of the General Body shall be eligible to vote in such elections. For the first term Institutional Partners will be nominated to the Executive Committee by the Ministry of Rural Development, Government of India.

11.5 There shall be a maximum of 2 members of the EC from the Financial Institutions category by rotation from this category of members in the GB. For the first term Financial Institutions will be nominated to the Executive Committee by the Ministry of Rural Development, Government of India.

11.6 There shall be up to fourteen (14) Members on the Executive Committee from the Eminent Persons category elected from amongst the Eminent Persons on the General Body. All Members of the General Body shall be eligible to vote in such elections. For the first term 14 Eminent

Persons will be nominated to the Executive Committee by the Ministry of Rural Development, Government of India.

11.7 Elections shall be staggered such that not all Eminent Persons are replaced at the same time to maintain institutional memory. Eminent Persons will serve a term of three (3) years. No Member can serve more than two terms in succession. Other than this, there will be no limit to the number of terms Members can serve.

11.8 The Executive Committee may 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.

11.9 The CEO will be a non-voting, ex-officio member of the Executive Committee and shall hold the position of the Member Secretary.

11.10 Any Member who resigns or is removed from the General Body, shall also resign from the Executive Committee simultaneously or be removed from the same. Resignation or removal of any member from the Executive Committee shall not affect 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**"), if the Leaving Member is an Eminent Persons appointed per rule 11.6, the President shall call upon the General Body to appoint another Eminent Persons to serve in the Executive Committee for the remaining tenure of the Leaving Member. If the Leaving Member is a state representative, the next representative in the order determined by the lottery, shall commence their one-year term, as per Rule 11.3. If the Leaving Member is a permanent ex-officio representative from Central Government, as per rule 11.2, then the seat shall remain empty.

11.11 Notwithstanding anything in these Rules, the Executive Committee shall function even if there is an infirmity in the appointment of any members of the Executive Committee, a vacancy in the membership, or a resignation or removal of a Member. Further, no act of the Society shall be invalidated merely by reason of happening of any of the above events, or of any infirmity, procedural or otherwise, in the appointment of any of the Members of the Executive Committee.

12. OFFICE BEARERS:

12.1 **President:** The President of the General Body shall be elected by the General Body from amongst themselves, as per rule 4

12.1.1 The first President of the Society shall be nominated by the Ministry of Rural Development, Government of India for a term of three years. Nothing shall prevent him/her to continue for another term if re-elected by the members of the Society at the expiry of first term. The President of the General Body will be the President of the Executive Committee of the Society.

12.1.2 The President of the Society shall preside over the meetings of the General Body. He/she will also preside over the meetings of the Executive Committee.

12.1.3 In case the votes for and against a particular issue are equal in any General Body or Executive Committee meeting, the President shall exercise her/his casting vote.

12.1.4 The President shall be entitled to invite any other person to attend the meeting of the General Body and the Executive Committee but such persons shall have no powers of voting.

12.1.5 On all such matters as the President thinks are of sufficient urgency and cannot await being placed before the next meeting of the Executive Committee, and which he/she anticipates would get approval of the Executive Committee, the President shall take decisions and place the same before the Executive Committee in its next meeting.

12.1.6 The President may, in writing, delegate such of the powers, as he/she may consider necessary to the Chief Executive Officer.

12.1.7 In case of any motion to remove the President of the General Body, Secretary of the Ministry of Rural Development will preside over all relevant meetings.

12.2 **Chief Executive Officer:**

12.2.1 Recruitment of the CEO shall be done from the open market based on a competitive search-cum-selection process by a Search and Selection Committee. The first Search and Selection Committee for the CEO will be appointed by the Ministry of Rural Development, Government of India.

12.2.2 The term of the CEO shall be three years. An individual may serve a maximum of three consecutive terms as CEO.

12.3 **Member Secretary:** The CEO of the Society shall also be designated as the Member Secretary of the Society once appointed.

12.3.1 The Member Secretary will be responsible for the proper management of the Society including organizing the Annual General Meetings and meetings of the EC. The Member Secretary will function under the directions of and be accountable to the EC.

12.3.2 Until the registration of this society one of the founding members as listed in the Memorandum of Association, other than the Member designated as President, may officiate as the Member-Secretary. The person so appointed may be referred to as the First Member Secretary of the Society. The first Member-Secretary shall step down immediately upon selection and appointment of CEO by due process as specified in these bye-laws.

12.3.3 Provided that the First Member Secretary will serve as the Member Secretary of the Executive Committee of the Society and not as Chief Executive Officer of the Society. And that the First Member Secretary may discharge the duties and responsibilities of the Member Secretary to the Executive Committee but not as CEO of the Society.

13. MEETINGS AND QUORUM:

13.1 The Executive Committee shall have such number of meetings in a year as the President may decide, but must meet at minimum three (3) times per year. All meetings will be convened by the President at such time and place as the President may deem fit.

13.2 Special meetings of the Executive Committee may be called by the CEO 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 19.

13.3 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/she must inform the President in advance, in writing. The President 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 13.5 below.

13.4 Valid quorum for meetings of the Executive Committee will be forty percent (40%) of members of the Executive Committee. For the purposes of determining the quorum, the members

present in person, and those validly present by way of video conferencing, teleconferencing or any other electronic medium will be taken into account.

13.5 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 President. 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.

13.6 All meetings of the Executive Committee shall be presided over by the President and in case the President is not present (in person or by way of any electronic medium) for any particular meeting, the members present shall elect a President to preside over that particular meeting.

13.7 All Members of the Executive Committee shall also attend the meetings of the General Body (as Members of the Society), which shall be chaired by the President of the General Body.

14. VOTING AND TRANSACTION OF BUSINESS BY THE EXECUTIVE COMMITTEE:

14.1 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.

14.2 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 CEO, who will be a nonvoting member of the Executive Committee, each member of the Executive Committee will have one (1) vote. In case of equality of votes, the President shall have a casting vote. The voting may be by show of hands or secret ballot or by any other method as the President 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/her 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.

14.3 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.

15. POWERS AND FUNCTIONS OF THE EXECUTIVE COMMITTEE:

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. It shall be the function of the Executive Committee generally to carry out the objects of the Association as set forth in the Memorandum of Association of the Society;

(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; The Executive Committee shall have control in regard to all matters relating to the management and organization of all the affairs and funds of the Society. In addition to the powers and authorities by these presents or otherwise expressly conferred upon them they may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in a General Body Meeting;

(d) All Office Bearers of the Society except the Member-Secretary-CEO shall have such powers as may be conferred upon them from time to time by the Executive Committee, while the Member-Secretary shall have such powers as are conferred on her by these presents;

(e) 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) With the approval of General Body, 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; the Executive Council will also make the financial rules for the Society, but these will need the approval of the Government;
- (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 appoint a Project Selection Committee to examine and grant approval of projects in furtherance of the objectives of the Society, as placed before it by the Chief Executive Officer;

- (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 and agreements 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 present its Report regarding the working of the Society to the General Body;
- (xxv) To decide the overall strategic direction and policies of the Society, including the thematic and geographic scope of the activities of the Society, and to approve the human resources policies, corpus investment policies, grant selection/approval/monitoring policies and all other policies relevant to achieving the objectives of the Society;
- (xxvi) To delegate such powers to the Chief Executive Officer 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.

(f) The Executive Committee will have the power to make bye-laws including in respect of the following matters:-

(i) management of the properties, funds, affairs and works of the Society;

(ii) 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 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 Chief Executive Officer.

(viii) except as otherwise provided, the Executive Committee shall have the power to repeal, amend and modify the bye-laws.

15.2 The powers and functions of the Chief Executive Officer are as follows:

The CEO shall be the Principal Executive Officer of BRLF and shall exercise all powers of the Executive Committee between meetings of the Executive Committee. He/She shall report all action taken to the Executive Committee at its next meeting.

The CEO and Member-Secretary of the Society shall cause minutes of all General Body Meetings and Executive Committee Meetings to be duly entered in a book or books provided for that purpose. This will include names of the members present at each meeting of the General

Body, Executive Committee and of any committee thereof; all the orders made by the Executive Committee and any committees thereof; all the resolutions and proceedings of the meetings of the General Body, Executive Committee and of any committee thereof including resolutions by circulation.

The functions of the CEO will include:

- (a) To develop, prepare and submit to the Executive Committee, plans and programmes for furtherance of the objectives of the Society;
- (b) To undertake due diligence in appraisal and selection of projects for financial and non-financial support by the Society, and to submit the same to the Executive Committee or any other Committee appointed by the Executive Committee for the purpose for approval;
- (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;
- (g) To act as or appoint from among the management team of BRLF an officer to act as the nodal officer for any matters relating to the Right to Information Act (2005);
- (h) To perform all such acts and duties and exercise all such powers as may be assigned or delegated to him by the Executive Committee.

16. TERMINATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE:

16.1 Removal of a member from the Executive Committee:

- (a) Any member of the Executive Committee may be removed from the Executive Committee 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 meetings of the Executive Committee by such Member except as provided in Rule 16.4; 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 Executive Committee 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 16.1(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/her case against his/her 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 President.

(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 16.1 (b), he/she shall be deemed to have waived his/her 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/her removal.

16.2 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 President and the resignation of the member shall be deemed to be effective from the date on which the Executive Committee accepts the resignation.

16.3 Notwithstanding anything in this Rule 16, in case an individual is a member of the General Body and of the Executive Committee, the termination of his/her membership from the Executive Committee under the Rules 16.1 or 16.2, shall not affect his/her 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.

16.4 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 President 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 16.1 (a) (iii).

After receipt of applications by the members under this Rule 16.4, in case the President is of the opinion that a valid quorum for the meeting is not likely, he/she may reschedule the meeting to a subsequent date or time.

CHAPTER IV: OTHER PROVISIONS

17. APPOINTMENT OF COMMITTEES:

17.1 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. Such committees, sub-committees, experts and analysts etc. if necessary may include members from outside the General Body and the Executive Committee.

17.2 Search and Selection Committee:

The Search and Selection Committee, consisting of no less than three (3) and no more than (5) members, shall oversee the search process for the CEO of the Society. The Executive Committee shall prescribe the terms, functions and conditions relating to the constitution of the Search and Selection Committee which shall be consistent with the provisions of the Rules and Regulations. The members of the Search and Selection Committee shall be selected by the Executive Committee and shall be ratified by the General Body. The Search and Selection Committee for

the first CEO of BRLF will be appointed by the Ministry of Rural Development, Government of India.

17.3 Finance and Audit Committee:

The Finance and Audit Committee, consisting of no more than three (3) members shall oversee the finances of the Society, including revenue mobilization and grant commitments. It shall also oversee the audit process. Members should have experience and expertise in matters related to finance, accounts and audit. The Executive Committee shall prescribe the terms, functions and conditions relating to the constitution of the Finance and 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.

17.4 Committees for Project and Grantee Selection:

The Executive Committee may constitute Committees for the purpose of project and grantee selection as per requirement. If it so decides the Executive Committee may itself function as a Project/Grantee Selection Committee

17.5 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.

18. PUBLIC ACCOUNTABILITY:

18.1 The Society shall be subject to audit by Comptroller and Auditor General of India. The Society shall also conduct its own annual statutory audit.

18.2 The Society shall be subject to the Right to Information Act and shall proactively follow a maximum transparency system by putting its MIS, annual reports and audit reports in the public domain.

18.3 Social audit of projects supported by the Society will be undertaken on a periodic basis.

19. NOTICE:

19.1 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.

19.2 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.

19.3 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.

20. OPERATION OF BANK ACCOUNT:

20.1 All bank accounts of the Society will be operated by the Chief Executive Officer jointly with the Chief Finance Officer (or similar finance manager appointed by BRLF by whatsoever name called), unless otherwise decided by the Executive Committee.

20.2 Members can seek donations on behalf of the Society by demand draft or cheque drawn in favour of "Bharat Rural Livelihoods Foundation" and the amount should be credited to the account of the Society.

20.3 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.

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

20.5 The accounts of the Society shall be open for audit by the Comptroller and Accountant General of India.

21. ANNUAL REPORT:

The annual report of the Society ("**Annual Report**") will be prepared by the Chief Executive Officer 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.

22. AMENDMENTS:

22.1 Any amendment in to the Memorandum of Association of the Society accordance with the procedure laid down under Section 12 of the Act.

22.2 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.

23. ANNUAL LIST OF OFFICE BEARERS:

The list of the office bearers of the Society will be filed with the Registrar of Societies, Delhi.

24. LEGAL PROCEEDINGS:

The Society shall sue or shall be sued in the name of the Chief Executive Officer, as per the provisions laid down under the Act.

25. RECORDS OF THE SOCIETY:

25.1 The Society shall maintain complete and transparent records of its activities and operations, including:

- a) Member register
- b) Proceedings register of the General Body
- c) Proceedings register of the Executive Committee

- d) Cash book, bank book and General Ledger
- e) Records of the Employees of the Society
- f) Records of Accounts and Claims
- g) All other records necessary for proper functioning of the Society

25.2 The Society shall in particular maintain proper accounts, prepare an annual account, and have an annual audit done by a certified Chartered Accountant.

25.3 The Society shall be subject to the Right to Information Act (2005)

25.4 The Society shall follow a proactive policy of transparency and shall publicly make available records on its functioning.

26. APPLICATION OF THE SOCIETIES REGISTRATION ACT, 1860

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

27. ESSENTIALITY CERTIFICATE

Certified that this is the true and correct copy of the Rules and Regulations of Bharat Rural Livelihoods Foundation.

Signatory

PRESIDENT OF THE SOCIETY