

RULES & REGULATIONS
OF LEAD INDIA

1. In the interpretation of these Rules and Regulations, the following words and observations shall have the meaning given against them unless there is anything to the contrary in the subject or the context:
 - 1.1 "The Board of Directors" means the Body which shall exercise full powers on behalf of the Society.
 - 1.2 "Officers" shall mean the:
 - a) President
 - b) Vice-President
 - c) Executive Director
 - d) Treasurer
 - 1.3 "The Office" means the Registered Office of the Society.
 - 1.4 LEAD means Leadership for Environment and Development.
 - 1.5 Fellow Members of the Board of Directors will mean those individuals who are Fellow Members as defined hereinafter and are also members of the Board of Directors.
 - 1.6 Non-Fellow Members of the Board of Directors will mean those individuals who are not Fellow Members yet are members of the Board of Directors.

2. **MEMBERSHIP**

- 2.1 Membership of the Society shall consist of:
 - a) Fellow Members
 - b) Invited Members
 - c) Institutional Members
 - d) Associate Members

- 2.2 A 'Fellow Member' shall be an individual, who has successfully graduated as a fellow of the LEAD Program in India. Fellow members shall have voting rights as embodied in the MOA and Rules and regulations.
- 2.3 An 'Invited Member' shall be an individual, who has been enrolled as such on payment of Rs.100/-. The Invited Members shall not have any voting rights at the general body meetings. However if they were selected to be on the board of directors they would have equal voting rights as any member of the board during their term on the board.
- 2.4 An 'Institutional Member' shall be an institution, which is enrolled as such on payment of Rs.2,000/-. The Institutional Members shall not have any voting rights.
- 2.5 An 'Associate Member' shall be an individual who is undergoing training under the LEAD program in India as an associate. . Associate members shall have no voting rights but shall be eligible to attend the general body meetings. On successful graduation from the LEAD program, associate members would automatically become 'Fellow Members' with all the rights and privileges enjoyed by a 'Fellow Member'.

3. **QUALIFICATIONS**

- 3.1 Any person who has successfully graduated as a fellow of the LEAD Program in India is eligible for membership as a Fellow Member.
- 3.2 Any individual not less than 21 years of age who, in the opinion of the Board of Directors, would be interested in promoting the cause of the Society, on invitation, shall be eligible for enrolment as an 'Invited Member'. Such membership would be valid for a period of three years. The Board of Directors would however be free to invite the 'Invited Member' whose membership is ending to re-enrol as an invited member for another period of three years. There will be no restriction on the number of times that such an invitation can be made to an individual.

3.3 Any institution incorporated under any law for the time being in force in India and which, in the opinion of the Board of Directors, is interested in promoting the objects of the Society, shall be eligible for enrolment as an 'Institutional Member'. Institutional members admitted to the membership of the Society shall be eligible from time to time to nominate one representative each to exercise all rights of such membership.

3.4 Any person who has been selected to undergo training as an associate by the selection committee of LEAD India, is eligible to be an associate member for the duration of his associateship. On successful graduation from the program or on ceasing to be an associate, this membership would automatically cease.

4. **APPLICATION FOR MEMBERSHIP**

4.1 The Board of Directors shall prescribe the form of application for the different classes of membership and shall have power to alter, modify or change such forms at any time and from time to time as the Board may deem proper.

4.2 A candidate for enrolment as a member must apply to the Society in the prescribed form along with the prescribed fee, if any.

5. **INACCURACIES IN NOMINATION**

5.1 Any omission or inaccuracy in the particulars inserted in the application form may, at the Board of Directors' discretion, invalidate the application for membership.

6. **MODE OF ENROLMENT**

6.1 As soon as may be after an application form for membership is received by the Society for other than fellow membership, the Board of Directors by a majority decision may enrol such person to be a member of the Society.

The Board of Directors or any Sub-committee thereof, constituted for the purpose, may screen the applications and enrol such persons to be members of the Society. The Board of Directors shall have the right to reject any application for such membership in its absolute discretion.

The application for fellow membership shall be accepted by the Board of Directors and if found complete in all respects [including fulfillment of conditions for eligibility], shall allot membership to such applicants.

7. **MEMBERSHIP RECORD**

7.1 There shall be maintained in the office of the Society a Register of Members in which the following shall be entered categorywise:

- a) the name and address of each member.
- b) the occupation of each member, and
- c) such other information as the Board of Directors may prescribe.

7.2 Every member shall notify the Society of any change in his/her address or of any other particulars furnished in his/her application for membership.

8. **NOTICE TO MEMBERS ENROLLED**

8.1 Immediately upon the enrolment of a candidate, notice thereof shall be given to him and he shall be furnished with the copy of the Rules and Regulations of the Society and on the payment of the entrance fee, if applicable, the enrolled candidate shall become a member of the Society and be entitled to all the benefits and privileges of the membership and be bound by these Rules.

9. **EXPULSION OF MEMBERS**

9.1 The Board of Directors shall have power to expel any member who, in the opinion of the Board of Directors, has committed offences against the Rules of the Society and whose conduct, in the opinion of the Board of Directors, shall render him or it unfit for membership of the Society. Before any such member is expelled, the Society shall give the member concerned fifteen days written notice calling upon him or it to show cause why he or it shall not be expelled. If no cause is shown within the time specified or if no sufficient cause is shown, such member may be expelled by two-third of the Board of Directors present and voting at a meeting called for the purpose. However, such expulsion may be reversed by the General Body by a resolution passed by 2/3rd majority of the members present and voting.

10. **RESIGNATION OF MEMBERS**

10.1 A resignation of membership of the Society shall be tendered to the President and shall not take effect until it has been accepted on behalf of the Society by the President.

11. **PATRONS**

11.1 The General Body of the Society may, by a Resolution, invite persons of eminence in public life to be patrons of the Society.

12. **GENERAL BODY**

12.1 The General Body of the Society shall consist of Fellow Members only. However 'Invited Members', 'Associate Mambers' and 'Institutional Members' will be allowed to observe and be heard at all meetings of the General Body.

13. **MEETING OF THE GENERAL BODY**

13.1 The General Meeting of the Society shall be held atleast once a year at such time and in such manner and place as the Board of Directors may decide. The business to be transacted at such a meeting shall include:

- a) Consideration of the Report of the Board of Directors for the preceding year and adoption of the same.
- b) Consideration of the audited statement of accounts of Society for the preceding year with the Auditor's Report thereon and adoption of the same with such modifications as may be deemed proper.

14. **SPECIAL GENERAL MEETING**

14.1 The Board of Directors may, if and when it deems necessary to do so, convene any Special General Meeting of the Members of the Society to transact any business that becomes so essential to be placed before such meetings.

14.2 The Board of Directors, shall on receipt of written requisition duly signed by not less than 2/5th Fellow members of the Society, convene a Special General Meeting at such time, manner and place as it may decide, to transact any business or to discuss any matter that the said requisition may specify. A requisition which does not enumerate the object or purpose for which the business to transact such a Special General Meeting is required to be called, shall be considered invalid and no meeting shall be called on invalid requisition. Such a Special General Meeting shall be held within one month of the date of receipt of a valid requisition.

15. **CONVENING OF GENERAL MEETING**

15.1 Thirty days atleast before the Annual General Meeting or any Special General Meeting, a notice of such meeting shall be pasted in the office of the Society and a copy thereof shall be sent to every member. Such notice shall specify the place, date, manner and hour at which the meeting shall be held and the business to be transacted there. No business other than that of which notice has been given shall be brought forward at such meeting. Notice may be given by post or otherwise, but, an accidental omission or non-delivery or late delivery by post or otherwise shall not invalidate the proceedings of any meeting. Copies of the Report, Balance Sheet and Statement of Accounts shall also be sent to every member.

16. **PROCEEDING AT GENERAL MEETINGS**

16.1 The President shall preside over all General Meetings of the Society. In the absence of the President, Vice-President shall preside. In the absence of both, Executive Director shall preside and in the absence of all above, members present at the meeting shall elect one of themselves to preside over the meeting.

16.2 Voting at any General Meeting of the Society shall be by show of hands unless the Chairman of the meeting decided otherwise or unless a secret ballot is demanded by members. All Fellow Members of the Society whose names appear on the Register of Members of the Society as at the date of the notice of the meeting shall have the right to attend and vote at any General Meeting of the Members of the Society.

16.3 Every Fellow Member present at the meeting shall be entitled to one vote upon every motion and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote. The Board of Directors shall be empowered, if they think fit, to make regulations for enabling members unable to be present to vote by proxy or in writing or through any other means.

17. **QUORUM**

17.1 Quorum at any General Meeting of the Society shall not be less than 1/3rd of the Fellow members, whose name appear on the Register of Members on the date of the notice of the meeting. If the number is not a multiple of three, the number nearest to 1/3rd shall constitute the quorum. If within half-an-hour from the time appointed for holding a General Meeting, a quorum is not present, the meeting, if called upon the requisition of members shall stand dissolved. In any other case, the meeting shall stand adjourned by one hours at the same place. No quorum shall be necessary at such an adjourned meeting.

18. **AMENDMENTS**

18.1 No amendments (other than a motion for adjournment) shall be moved to any resolution proposed at any Annual or Special General Body Meeting, unless written notice thereof have been sent to the Society not less than seven days previous to the meeting. Whenever any such notice is given the same shall be forthwith pasted in the office of the Society.

19. **NOTICE**

19.1 All notices or communications required to be sent under these Rules shall be sent under Certificate of Posting or through email to the addresses of the Members registered with the Society and such notices will be deemed to have been received by the Members.

20. **CHANGE OF ADDRESS**

20.1 Members are required to keep the Society informed of all change in their addresses from time to time in writing.

21. **BOARD OF DIRECTORS**

21.1 The Board of Directors shall be responsible for laying down the framework within which the affairs of LEAD India will be managed. The Executive Director will be responsible for managing the day to day affairs within this framework

21.2 The Board of Directors of the Society shall consist of:

- a) Fellow Members not exceeding four
- b) Non-Fellow Members not exceeding four
- c) One Executive Director (when appointed)

22. **ELECTION, TERM OF OFFICE AND QUALIFICATIONS**

22.1 The first Board will be constituted from amongst the members who are desirous of registering LEAD India under the Societies Registration Act, 1860. The term of the three Fellow Members of the first Board of Directors, will be for a period of one year. The term of the Fellow Member, who is also the Treasurer will be for a period of three years. All the three Non-Fellow Members of the Board, will also have a term of three years. The members of the first Board, besides appointing the Executive Director, can co-opt one more person to the Board of Directors to be a Non-Fellow Member of the Board. The term for a person so chosen will be three years.

Before the expiry of the first year from the date of incorporation of the Society, a meeting of the General Body shall be convened to elect three Fellow Members from amongst themselves for a period of two years to the Board of Directors. The remaining members of this second Board shall be those members from the first Board who had a term of three years, namely the four Non-Fellow Directors and the Fellow who was the Treasurer of the first Board. Besides these, the Executive Director shall also be a member of this Board. The President, Vice-President and Treasurer of this Board shall be the same as that in the first Board.

Before the expiry of the term of the second and all successive Boards, a meeting of the General Body shall be convened to elect four Fellow Members from amongst themselves for a period of three years to the Board of Directors. Each Fellow member, would, simultaneously, propose two names of eminent persons who are not fellow members and from the proposals so received, the elected four Fellow Members of the Board shall vote to select a President of the Board for a tenure of three years. Once the consent of the President has been secured, the 'Fellow Members' on the Board with the consent of the President would select and secure the consent of the remaining three eminent persons. Of the four eminent persons on the Board of Directors, the term of three will be for three years and the term for the fourth would be for six years. The Board of Directors at a meeting to be convened specifically for this purpose, shall by majority vote decide who amongst the four eminent persons on the Board, would continue for the said period of six years. All retiring members of the Board would be eligible for re-election.

The Board of Directors so constituted, shall then elect between themselves the remaining two officers namely the:

- a) Vice President
- b) Treasurer

22.2 **REMOVAL:** Any Officer elected by the Board of Directors may be removed by a vote of the majority of the Board of Directors at a meeting of the Board specifically called for the purpose and at which 3/4th of the Directors are present. The procedure for removal of officers appointed by the Board shall be the same as described above, except that in such cases, a twenty days notice to show cause would have to be given.

22.3 **RESIGNATION:** Any Officer may resign at any time by giving written notice to the President or Secretary of the Board of LEAD India. The resignation shall take effect at the time specified therein, and, unless

otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

22.4 **VACANCIES**: A vacancy in any office arising from any cause shall be filled for the un-expired portion of the term at any meeting of the Board in the manner prescribed in these By-laws for regular appointment to such office.

22.5 **SALARIES**: No member of the Board, with the exception of the Executive Director, shall receive a salary.

The Executive Director shall receive such salary and other compensation as may be authorized by the Board of Directors.

22.6 **PRESIDENT**: The President shall preside at all meetings of the Board of Directors and shall have all the duties of a presiding Officer.

22.7 **VICE PRESIDENT**: At the request of the President, or in the event of the President's absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President, and the Vice President shall have such other powers and perform such other duties as the Board of Directors may assign to the Vice President.

22.8 **EXECUTIVE DIRECTOR**: The Executive Director, who will be appointed by the Board for a term to be fixed by it, shall be the Chief Executive Officer of LEAD India. He/She shall have general supervision over the business of LEAD India and shall be a voting member *ex-officio* of the Board of Directors. Except as otherwise hereinafter provided by these By-laws, or by resolution duly adopted at any meeting of the Board, the Executive Director shall have power to sign for LEAD India all deeds and other agreements and formal instruments. To assist him/ her in carrying out his/ her responsibilities the Executive Director shall appoint [and when not required terminate] officers and staff as may be needed from time to time and determine compensation with the approval of the board.

22.9 **SECRETARY OF THE BOARD (hereinafter called the “Secretary”):**

The Executive Director shall serve as Secretary of the Board. The Secretary shall:

- a) record and keep the minutes of all meetings of the Board of Directors in books to be kept for that purpose;
- b) see that all notices and reports are duly given or filed in accordance with these By-laws or as required by law;
- c) be custodian of the records (other than financial) and have charge of the seal of LEAD India and see that it is used upon all papers or documents whose execution on behalf of LEAD India under its seal is required by law or duly authorized in accordance with these By-laws.
- d) notify Directors of their election, and under the general direction of the President, prepare and present the business to be acted upon at meetings of the Board and committees; and
- e) in general, perform all duties incident to the office of Secretary and such other duties as the President or the Board of Directors may from time to time assign to the Secretary.

In the absence or disability of the Secretary, the Board may appoint an Assistant Secretary, who shall have the powers and perform the duties of Secretary.

22.10 **TREASURER:** The Treasurer shall diligently look after the financial interests of the Society under the general guidance of the President. It shall be the duty of Treasurer to:

- a) arrange for the custody and maintenance of the books of accounts.
- b) see that the Bank accounts of the Society are properly operated and maintained and the securities of the society are kept in safe custody.
- c) arrange for the audit of accounts of the Society.

- d) act as the Secretary of the Board of Directors till such time that an Executive Director is not appointed.

23. **MODE OF ELECTION**

- 23.1 Mode of election shall be secret ballot paper or any other method that is approved by the Board of Directors for this purpose.

24. **SCRUTINY OF NOMINATION PAPERS**

- 24.1 All the nomination papers received shall be scrutinised by a Returning Officer appointed for that purpose by the Board of Directors and such Officer shall, for reasons to be recorded, reject such of the nominations as are found to be defective. The decision of the Returning Officer on the subject shall be final. If the defects are of technical nature, the Returning Officer may, in his discretion, condone the same.

25. **LIST OF VALID NOMINATION**

- 25.1 Every member who is entitled to vote at the election shall be supplied with the copy of the list of valid nominations on demand.

26. **POWERS OF THE BOARD OF DIRECTORS**

- 26.1 The management of the affairs of the Society shall be the responsibility of the Board of Directors and the property, movable and immovable belonging to the Society shall be deemed to be vested in the Board of Directors. All matters not specifically reserved hereunder for the decision of the General Body shall be subject to the decision of the Board of Directors, and, except where it is specifically provided otherwise, a simple majority of the Board shall be binding on any issue or matter. The Board of Directors shall have the power to:

- a) Acquire by purchase, gift or otherwise hold movable or immovable property, to obtain on hire, lease or mortgage any movable or immovable property vesting in the Board, to enter into contracts and execute necessary deeds, in respect of such purchase, gift, lease or mortgage, to give by way of advance with or without interest, sum or sums or money to such bodies, individuals and others as the Board of Directors may deem proper, to appoint attorney or attorneys to act for and on behalf of the Society, with such powers and for such purposes and on such conditions as the Board of Directors may deem proper, and to do all acts necessary for the attainment of the objects of the Society.
- b) Accept from time to time and receive grant-in-aid, endowments, donations, gifts or contributions, for the Society or borrow moneys with or without security, for the purpose of defraying costs, charges or expenses incurred or to be incurred, to carry out the objects of the Society or for the purpose of repaying any sums borrowed or owing by the Society.
- c) Accept any donations or objects as gifts or on loan and shall keep, maintain and use them as may be required under the terms of such donations, gifts or loans.
- d) Delegate by resolution to the President/Vice-President/Executive Director/Treasurer such of its powers for the conduct of the affairs of the Society as it may deem necessary.
- e) To establish collaborative relationship, contacts and links with government authorities, charitable organisations, individuals, institutions working for a cause similar to that of the Society and related fields in or outside India and to receive donations, gifts and

contributions from them in cash, kind or otherwise in accordance with prescribed rules.

- f) To undertake projects entrusted by and or to work in close collaboration with Government, Semi-Government, or other bodies, falling within the objects of the Society and to sponsor and or promote and support any activities of Government, educational and/or charitable or other similar institutions operating in India or abroad in similar fields.
- g) To apply to public bodies, government, Municipal Authority, Corporations or other bodies or persons for and to accept grant of money and/or movables and or land, buildings, donations, gifts trust and other assistance and or to borrow money for promoting the objects of the Society and to extend utilise and deal with the same in or for the purpose of achieving the aims and objects of the Society.
- h) To avail of the services of any Indian or foreign consultants/experts with or without remuneration in the field of the work of the Society.
- i) To receive, use, hold accept and apply for any fees, contributions, bequests, donations, legacies or endowments or the proceeds thereof for carrying out the objects of the Society.
- j) To purchase, take in exchange or on lease or hire or otherwise acquire or get any gifts of or procure any lands, buildings, property, machinery, equipments, apparatus and immovable properties acquired for the activities of the Society and for its purposes.
- k) To construct, equip, maintain or alter any institutions, offices, buildings or works necessary or convenient for the purposes of the Society.
- l) To form trusts, and or sell, transfer, let or lease out, manage, develop, mortgage, encumber, pledge, dispose of or otherwise deal with all or

any part of the immovable and movable property and assets or the Society in any part or parts of India.

- m) To invest any moneys and funds of the Society in such a manner as the Board of Directors of the Society may from time to time determine consistent with law more specifically to the Income Tax Act, 1961 or rules framed thereunder and for promoting its objects without any profit making purposes.
- n) To appoint the Executive Director and determine his/ her salary and other compensations and to make rules and regulations for the conduct and management of the Society and its various activities and to rescind, vary or alter the same from time to time including establishment or any provident fund, gratuity, superannuation and/or other welfare activities for the workers and employees of the Society.
- o) To pay, settle and/or disburse expenses, honorarium fees, costs and all cheques for implementing the above subjects.
- p) To approve the framework agreement with LEAD international.

27. **PROCEEDINGS OF THE BOARD OF DIRECTORS**

- 27.1 The Board of Directors may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided, however, the Board shall meet at least once in every three months.
- 27.2 All members of the Board of Directors shall be given atleast ten days notice of every meeting of the Board and such notice shall contain the proposed Agenda at the proposed meeting of the Board of Directors.

27.3 The Board at its meeting shall consider all the written opinions and suggestions received from members of the Board who are unable to be present at the meeting regarding any of matters on the subject.

27.4 No act or proceeding of the Board of Directors shall be invalidated merely by reason of any defect in the appointment of any its members.

28. **QUORUM FOR BOARD OF DIRECTORS MEETINGS**

28.1 Quorum for any meeting of the Board of Directors shall not be less than one third of the number of members of the Board for the time being. If their number is not a multiple of three, the number nearest to one-third shall constitute the quorum. If within half an hour from the time appointed for holding a meeting, a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day at such time and place as the President may determine provided however that at the adjourned meeting of the Board the quorum shall be three members present.

28.2 Where the President decides there is such need, he/she may request the Board to decide on any urgent matter by circulation and decision on such matters shall be made according to the comments of majority of the members of the Board responding to the circulation. However no decision shall be taken unless at least 1/3rd of the members respond. Further, if at least three of the members feel that such an issue ought to be decided in a regular meeting then such an issue shall be decided at a regular meeting of the Board.

29. **MEMBERS OF THE BOARD OF DIRECTORS**

29.1 The President shall preside over all the meetings of the Board of Directors. In absence of the President, the Vice-President shall chair the meeting. In the absence of both, the Executive Director shall chair the meeting. In the absence of all three, the Members present shall elect one of the Board members to act as the Chairman of the meeting.

30. **CASTING VOTE FOR THE CHAIRMAN**

30.1 The Chairman of the meeting of the Board shall, in addition to his right of voting as a Member, have a casting vote in case of any tie.

31. **SPECIAL COMMITTEE OR SUB-COMMITTEES**

31.1 The Board of Directors shall have power to appoint one or more special Committees or Sub-Committees for carrying out of the objects of the Society and may delegate such powers to the Committees as it may deem proper from time to time.

32. **PLACE OF HOLDING MEETINGS**

32.1 All meetings of the Board of Directors and the General Body shall be held at a place and time so decided by the Board of Directors.

33. **MINUTES TO BE KEPT**

33.1 A Minute Book shall be maintained of the meetings of the General Body and Board of Directors and such Minutes shall be approved by the Meeting of the General Body or Board of Directors as the case may be next immediately convened.

34. **FUNDS OF THE SOCIETY**

34.1 The funds of the Society shall consist of the following:

- a) Grant-in-aid from Institutions, the Government of India, State Governments and other authorities.
- b) Contribution or donations from other sources both Indian and foreign.
- c) Membership Fees.

- d) Income from investments.
- e) Income from other sources both Indian and foreign.

35. **FINANCIAL YEAR**

- 35.1 The Financial year of the Society shall end on March 31 of the year to which day the accounts of the Society shall be balanced.

36. **ACCOUNTS AND AUDIT**

- 36.1 The Society shall maintain proper accounts and other relevant records and prepare an annual statement or accounts for each accounting year.

- 36.2 The Accounts of the Society shall be audited annually by a Chartered Accountant or firm of Chartered Accountants to be appointed by the Board of Directors.

37. **CHANGE OF MEMORANDUM, RULES AND BY-LAWS**

- 37.1 The General Body by resolution may change any of the Memorandum, Rules and By-laws at a meeting specially convened for the purpose. Provided, however, where the purposes of the Society are sought to be altered, extended or abridged, the procedure prescribed under section 12 and 12-A of the Societies Registration Act, 1860 or under any other law for the time being in force shall be followed.

38. **LEGAL PROCEEDINGS**

The Society may sue or be sued in the name of the President and/or Secretary as per the provisions laid down under 6 of the Societies Registration Act, 1860, as applicable to NCT of Delhi.

39. **DISSOLUTION**

39.1 The society can be dissolved, if necessary, as per the provisions laid down under Section 13 and 14 of the Societies Registration Act, 1860, as applicable to the NCT of Delhi.

40. **APPLICATION OF THE ACT**

40.1 All the provision under all the Section of the Societies Registration Act, of 1860, as applicable to the NCT of Delhi, shall apply to this Society.

41. **CERTIFICATE**

41.1 Certified that this is the correct copy of Rules & Regulations of the Society.

PRESIDENT

VICE-PRESIDENT

TREASURER cum SECRETARY