

MEMORANDUM OF ASSOCIATION

AND

RULES AND REGULATIONS



SOS CHILDREN'S VILLAGES OF INDIA

A-7, NIZAMUDDIN WEST, NEW DELHI-110 013
TELEPHONES : 91-11-24359734, 24357299 FAX : 91-11-24357298
E-mail : soscvl@vsnl.com
Website : www.soscvindia.org

Certificate of Registration Under Societies

REGISTRATION ACT XXI OF 1860. (PUNJAB AMENDMENT) ACT. 1957 AS EXTENDED
TO THE UNION TERRITORY OF DELHI

No. S. 2429 of 1963-1964

*I hereby certify that "SOS (SAVE OUR SOULS) CHILDREN'S VILLAGE
(KINDERDORF) OF INDIA" has this day been registered under the Societies
Registration Act XXI of 1860 (Punjab Amendment) Act 1957, as extended
to the Union Territory of Delhi.*

*Given under my hand at
..... Delhi
..... this 12th day of
..... March one thousand nine hundred and Sixty
Four.... Fee Rs. 50.00 paid.*

Sd/-
(H.L. MEHANDRU)
Registrar of Societies, Delhi

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PREAMBLE

THE FIRST SOS CHILDREN'S VILLAGE WAS FOUNDED BY HERMANN GMEINER IN IMST, AUSTRIA IN 1949. TODAY IT SERVES AS A MODEL FOR THE WORLDWIDE IMPLEMENTATION OF HERMANN GMEINER'S SOS CHILDREN'S VILLAGE IDEA.

THE SOS CHILDREN'S VILLAGES help children who have lost their parents or cannot live with their parents out of various reasons and therefore are in need of a permanent new home, replacing the child's own lost family.

THE SOS CHILDREN'S VILLAGES have set as their goal to integrate children without parents and abandoned children of all races, cultures and religions into society and to smoothen their way into a safe future.

A) THE SOS CHILDREN'S VILLAGE

A child's upbringing in an SOS Children's Village is based on four principles.

1. THE MOTHER

Every abandoned child finds a new mother. The SOS Children's Village Mothers are women who dedicate their lives to the children entrusted to them. The SOS Children's Village Mother gives the child love and security that every child needs for a sound development. The SOS Mother is the Centre of the family. She runs her household independently. The rights and duties as well as retirement benefits of SOS Children's Village Mothers are defined in the SOS Children's Village Mothers Statute.

2. THE BROTHERS AND SISTERS

Each SOS Children's Village family generally consists of six to ten children-boys and girls of various ages living together like brothers and sisters with their SOS Children's Village Mother just as in a real family. Biological brothers and sisters stay together in the same family.

Children are brought home to the SOS Children's Village from infancy up to the age of about 10 years provided they are suitable for a normal family-type upbringing. Older children are bought home only if they are part of a group of biological siblings.

3. THE HOUSE

The heart of the SOS CHILDREN'S VILLAGE HOUSE is the living room. The Children experience their SOS Children's Village Mother as she cooks and manages her household and shares with them the joys and sorrows of family life. The SOS Children's Village house

forms the children's permanent home. Life in the family house provides the child with a sense of security. Even after the "grown-up" have left the SOS Children's Village they keep in touch with their SOS Children's Village Family.

4. THE VILLAGE

An SOS Children's Village normally consists of ten to twenty family houses. The Children attend schools and the village is an extended family, providing a community upbringing. The SOS Children's Village is the bridge to the outside world. In its location, design and every other aspect the SOS Children's Village is meant to be an integral part of its surroundings. The SOS Children's Village is run by a Village Director who has overall pedagogic and administrative responsibility. Additional pedagogical staff offer support and advice to the SOS Children's Village Mothers. They and the Village Director represent the male element for the children to relate to.

The SOS Children's Village seek to integrate into the society orphaned and abandoned children of all races, cultures and religions and to pave their way to a secure future.

B) SOS YOUTH FACILITIES

The SOS Youth Facilities give young people and adolescents who grew up in the SOS Children's Villages or in their neighbourhood, a sound start towards a life of self sufficiency.

Wherever necessary, this is done by setting up vocational training centres and education centres, where young people are offered training opportunities for a variety of trades.

Young people growing up in the SOS Children's Village can proceed to the SOS Youth House, SOS Youth Communities and SOS Youth Villages where guidance counsellors offer adolescents special assistance in becoming self sufficient.

C) SOS HERMANN GMEINER SOCIAL CENTRES

The SOS Hermann Gmeiner Social Centres and the SOS Children's Villages Social Services reach beyond the SOS Children's Villages and the SOS Youth Facilities to improve standard of living of children, adolescents and families in the vicinity of SOS

Children's Villages. SOS Hermann Gmeiner Social Centres principally are associated with an existing SOS Children's Village in the immediate neighbourhood. The SOS Hermann Gmeiner Social Centres and/or SOS Children's Village Social Services plan and implement projects and programmes providing assistance to people particularly children and mothers in the immediate neighbourhood of SOS Children's Villages.

In particular, these programs include the construction of child-care centres, kindergartens schools, mother-child centres, clinics and advisory centres.

THIS PREAMBLE PRECEDES THE STATUTES OF SOS CHILDREN'S VILLAGES OF INDIA AND AS SUCH IT CONSTITUTES AN INTEGRAL PART OF THE STATUTES.

MEMORANDUM OF ASSOCIATION

Article 1. Name of the Society. The name of the Association shall be SOS (Save Our Souls) Villages (Kinderdorfer) of India hereinafter referred as SOS India.

Articles 2. Registered Office. The Registered and Principal Office of SOS INDIA shall be in the National Capital Region New Delhi and its area of operation shall cover the Indian Union.

Article 3. The objects for which the Society is formed are as follows :-

a) SOS INDIA is a non-partisan, welfare organization based on private initiative with the aim of caring for needy children in family-like communities as defined by the SOS Children's Village idea which is contained in the Preamble. SOS INDIA is a non profit organization operating exclusively in the public interest.

b) SOS INDIA is responsible for founding and furthering of new SOS Children's Villages as defined in the Preamble and annexed facilities thereto.

c) Organize training courses and/or maintain institutions for training of personnel for SOS Children's Villages of India.

d) Arrange and hold periodical conferences and seminars on Child Care.

e) SOS-INDIA's activities shall further extend to the following.

The main objects to be pursued on formation are :-

- Where necessary, providing Emergency Help to Women and Children in need during and or after man made or natural disasters or other Emergencies.

- Promoting public awareness and publicity with regard to issues affecting the Children's needs and fostering and promoting Children's rights.

- Fund raising measures and activities for promoting SOS-INDIA's objectives.

- Serving as an example and information centre for innovative child care methods.

The objects Incidental or Ancillary to the Attainment of Main Objects:-

1. To interact and cooperate with national and international organizations, research institutions and confederations having similar objects and to depute and receive representatives to and from such organizations with a view to utilising their expertise and facilities for advancing the objects of the Society and particularly for effective implementation of their programmes.

2. Interact and co-operate with Governmental and Non-Governmental agencies in administration and organization of schemes and funds in furtherance of the child care work in India.

3. To purchase, construct, take on lease, hire or otherwise acquire any movable or immovable property and rights and privileges which the Society may think necessary for the purpose of carrying out its objectives.

a) To solicit and to receive voluntary contributions and use such funds for the purpose of caring for and rehabilitating poor and needy children in India, relieving child poverty and hardship, promoting care, development or education of needy children or providing for health growth, development and education of children otherwise lacking basic necessities irrespective of race, religion, sex or nationality and in any other way to raise funds for this purpose.

b) To issue appeal for and collect money and goods in kind for the purpose of raising fund for carrying out the objects of the Society or to promote or further any of its charitable purposes.

4. To establish manage and alter buildings and equip them suitably for the purpose of setting up Family Homes, Youth Houses and/or for all approved purposes to achieve the aims and objectives of SOS INDIA.

5. To aid and help orphanages or other children institutions who desire to change over to the SOS pattern of child care.

6. To enter into any agreements, contracts and understanding for and in connection with any organization, society, company or any person for the achievement of all or any of the objectives of SOS INDIA.

7. To raise money and funds for and on behalf of SOS-INDIA as deemed fit and proper without creating any charge or lien on the properties of SOS-INDIA.

8. To invest and deal with the funds and money of the Society in such manner as from time to time be determined as permissible in law for the time being in force to vary, alter or to transpose or sell/recall such investments from time to time.

9. To open and operate bank accounts and to draw, make accept, endorse, discount, negotiable, execute and issue cheques, promissory notes and other negotiable or transferable instruments of securities.

10. To solicit, receive and accept contributions or donations in cash, kind (including securities and property) or services from individuals, corporations firms, societies, foundations Governmental agencies or other sources in and for pursuing the objects of the Society.

11. To establish, equip and maintain such utilities and other facilities as may be deemed necessary or expedient for fulfilling the objects of the Society.

12. To adopt, carry out or give effect to agreements between the Society and any Government authority (Central, State, Municipal, Local or otherwise) company (whether incorporated in India or outside India) firm or person or society for the objects of the Society and/or in respect of any matters concerning the affairs and objects of the Society.

13. To apply for, promote and obtain permission of the concerned authority for enabling the Society to carry any of its objects into effect, or for effecting any modification of the Society's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Society's interests and to oppose any proceedings directly or indirectly likely to prejudice the Society's interest.

14. No member of the Society shall have the personal claim on any movable or immovable properties of or make any profit whatsoever by virtue of his/her membership.

15. To do all such other things as may be deemed incidental or conducive to the attainment any or all of the aims and objectives of SOS-INDIA.

16. SOS-INDIA shall seek membership of SOS-KINDERDORF INTERNATIONAL having its registered office in Innsbruck - Austria. Membership as a regular Member of SOS KINDERDORF INTERNATIONAL, the parent organization of all SOS Children's Village Organizations, entails recognition of the statutes of SOS-KINDERDORF INTERNATIONAL as well as the execution of the resolutions of SOS-KINDERDORF INTERNATIONAL in so far as they are in conformity with Indian Laws.

17. The management of SOS Children's Villages and its associated facilities shall be in accordance with the educational and administrative principles of SOS-KINDERDORF INTERNATIONAL.

18. SOS-INDIA recognizes that the title and Logo "SOS CHILDREN'S VILLAGES" is the property of the Austrian Association and ensures that in its country the title and logo of SOS Children's Village is used solely by its Officers and its constituent bodies and only for the purpose of furtherance of the objectives of the Society.

19. All the income earnings, movable, immovable properties of the Society received and purchased by in the name of the Society shall solely vest and be utilized and applied towards the promotion of its aims and objects only as set forth in the Memorandum of Association and no profit on thereof shall be paid in, transferred directly or indirectly by way of dividends, bonus profits, or in any manner whatsoever to the present or past members of the Society or to any other person claiming through any one or more of the present or past members. No past or present 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.

Article 4. Governing Body. The names, address and occupations of the first members or the SOS-INDIA as on the date of this Memorandum, are as described in Schedule 1, which also forms parts of this Memorandum. They shall continue as such for such period and on such terms as are set out in the Rules and Regulations of the SOS-INDIA.

Article 5. A copy of the Rules and Regulations of the Society is filed with this Memorandum of Association and the undersigned being seven of the Members on this date do hereby certify that it is a correct copy of the Rules and Regulations of THE SOS CHILDREN'S VILLAGES OF INDIA.

As witness and respective hand and signatures of *

1. Smt. Indira Gandhi Sd/-
Prime Minister's House, Dr Indira Gandhi
New Delhi
2. Smt. Achamma Mathai, Chairman Sd/-
Central Social Welfare Board Achamma Mathai
Jeevandéep Building
Parliament Street
New Delhi
3. Shri Radha Raman Sd/-
Talkotra Road Radha Raman
New Delhi
4. Dr. N Bogner Sd/-
C-379, Defence Colony Dr. N Bogner
New Delhi
5. Madame George Schlumberger Sd/-
Aurangzeb Road George Schlumberger
New Delhi
6. Smt. F.C. Badhwar Sd/-
Tees January Marg Smt. F.C. Badhwar
New Delhi
7. Shri J.N. Kaul Sd/-
64, U.B. Jawahar Nagar J.N. Kaul
Delhi-110006

Note : *This is retained from the original document dated March 1964.

RULES AND REGULATIONS

1. INTERPRETATION

- a) The Association bears the name SOS (SAVE OUR SOULS) CHILDREN'S VILLAGES (KINDERDORFER) OF INDIA, hereinafter referred to as SOS-INDIA. Its Principal office is located in National Capital Region, New Delhi and its activities extend to the entire country.
- b) GENERAL BODY means and includes the PATRONS and MEMBERS of SOS-INDIA of all categories collectively acting in a GENERAL MEETING.
- c) PRESIDENT includes a VICE-PRESIDENT performing the functions of the PRESIDENT under delegated authority.

- d) BOARD OF DIRECTORS means the committee constituted under the rules for administration of SOS-INDIA.
- e) The PRESIDENTIAL COUNCIL - shall consist of;

President

Vice-President

Treasurer

One (01) representative of SOS-KINDERDORF INTERNATIONAL

Two (02) Members of Board of Directors as nominated by the PRESIDENT

SECRETARY GENERAL (Ex. Officio with no voting rights)
- f) STAFF ADVISORY COMMITTEE

In every State within the Union of India where a SOS Children's Village or allied Projects have been set up by the SOS-INDIA, the Board of Directors may set up an ADVISORY COMMITTEE for a term of THREE (03) years. The ADVISORY COMMITTEE shall nominate one of its members who is neither an ex-officio nor an employee of SOS-INDIA in the General Body of SOS-INDIA, except for the purpose of voting of continuing elections of Officer Bearers.

All the Movable and Immovable properties of SOS Children's Villages or ancillary Projects shall be held by SOS-INDIA. The Bank accounts shall be operated by the CONCERNED VILLAGE DIRECTOR along with any ONE of the following along with the concerned Director whose signatures shall be mandatory.

1) Secretary General/Treasurer

2) Chairman, Local Advisory Committee/State Advisory Body/Local Board.
- g) THE VILLAGE COMMITTEE

The Village Committee is the senior organ for educational matters in the SOS Children's Villages Facilities. It consists of minimum of FIVE and maximum of NINE members.

Village Committee shall consist of :

1) President or his authorised Representative-

2) Two (02) members of the Board of Directors of SOS-INDIA

3) Mother Representative

4) An Eminent Educationist of the city or province.

5) Director Social Work or Eminent Social Worker of the city/province.

6) The Village Director will be Ex Officio member of the Committee. The members of the Village Committee shall be appointed by the Board of Directors of SOS-INDIA for a period of THREE (03) years.

h) MEMBERSHIP COMMITTEE

A MEMBERSHIP COMMITTEE created by the Board of Directors shall scrutinise each case for consideration.

All applications for admission as "Member of the SOS-INDIA Family" shall be made in writing addressed to the Secretary General who shall place the same before such Committee for approval.

The Members shall be enrolled subject to the approval of the Membership Committee and the applicant shall be admitted only upon the affirmative vote of at least (2/3rds) two thirds of the total members of the Membership Committee.

i) Standing Orders mean rules framed by the Board of Directors containing general instructions regarding the conduct of administrative and procedural matters.

2. PATRONS

The Board of Directors of SOS-INDIA may designate persons who have rendered distinguished services to the cause of the Child welfare on donation of Rs. 1,00,000/- (Rs. One lakh only) and above as Patrons.

3. MEMBERSHIP

There will be the following category of members :-

- a) **FOUNDER MEMBERS** : Persons whose names appear as the first members of SOS-INDIA in schedule to the Memorandum of Association shall continue to be members for their life time or until they render resignation.
- b) **LIFE MEMBERS**: (1) Life members are those persons who are accepted and enrolled by the Board of Directors and shall pay a minimum subscription of Rs. 25,000/- (Rupees Twenty Five Thousand only) to the Society.
- c) **HONORARY MEMBERS** : Honorary members are those persons who are accepted by the Board of Directors for a period of three (03) years any short period as be specified in each case.
- d) **CORPORATE MEMBERS** : Any Institution, Trust, Association or any other Corporate or Organized Body engaged or interested in child welfare could be enrolled as a Corporate Membership Committee and on payment of such annual subscription as may be determined by the Membership Committee. Such admitted member shall be

entitled to send one (01) representative to the General Body. Members who had been categorised as sponsor members earlier shall remain as sponsor members till they tender their resignation. Henceforth this category will cease to exist.

- e) (i) **SUPPORTING MEMBERS** : Are those members who on their written request are enrolled as supporting members after the scrutiny and approval of the Membership Committee. Such member are required to sponsor one or more children for a period of three years paying the minimum yearly subscription of Rs. 3,000/- (Rupees Three thousand only) or any amount as stipulated from time to time continuously for a period of three years. THE MEMBERS to be enrolled in such category shall not exceed fifty (50) in number.

The existing Affiliate/Associate Members shall continue to be the members of the Society in their earlier capacity and shall exercise all the rights and obligations as that of an ordinary life member.

The existing AFFILIATE ORGANIZATION and ASSOCIATE ORGANIZATIONS shall continue to be the members of the Society as per the terms and conditions as contained in a separate agreement arrived between SOS-INDIA and the Affiliate organization.

4. RIGHTS AND OBLIGATIONS OF MEMBERS

- a) All members are obliged to act in the interests of the Association and to use their best endeavours to promote the idea of SOS Children's Villages and their associated facilities and services as set out in the preamble and objects of the Association laid down in the Constitution.
 - b) Members shall promote the aims and objectives of the association by their active participation and shall also comply with the rules and regulations.
 - c) All those Patrons and Members shall hold the right to vote and to be elected to the office subject to the limitations as per set forth rules and regulations of SOS Children's Villages of India.
5. Sponsors shall only be allowed to attend the General Assembly on their written request and after obtaining a pass issued by the Presidential Council. They shall have neither the right to vote nor shall they have the right to be elected to office

6. CESSATION OF MEMBERSHIP

- a) Any Member shall cease to be a member on tendering the resignation in writing. Members who are in arrears in respect of their subscription for a period of three months shall not have the right to vote in any meeting of the SOS-INDIA.
- b) The Board of Directors of SOS-INDIA by a vote of two thirds of members present at a meeting shall be empowered to remove any person or organization from membership of SOS-INDIA after due notice to the concerned person/organization

regarding such proposed action. An opportunity to show cause has to be provided in the agenda of the meeting at which such an action is to be taken.

- c) A Corporate body which is a CORPORATE MEMBER shall cease to be such a Member in the event of its losing corporate character.

7. OFFICE BEARERS

- a) The Following will be the Office Bearers of the SOS-INDIA

The President

Vice-President - Two (02)

Treasurer

- b) All the Office Bearers shall be elected at an Annual General Meeting of SOS-INDIA for a term of Three (03) years. The elected office bearers save and except the President shall not hold the same office for more than TWO (02) consecutive terms unless the Annual General Meeting at which these elections are held the members waive this condition in an individual case by a two-third majority vote of the members present and voting.
- c) The President shall perform all such functions as are specified in the rules or in the standing orders and may delegate to any one of the Vice-Presidents from time to time such of his functions and activities as he is unable to perform himself for any reasons unless it is otherwise provided in the rules or in the standing orders as prescribed from time to time.
- d) The Vice-President and the Treasurer shall exercise such powers and perform such functions as may be specified in these rules or in the standing orders as prescribed from time to time.

8. ADVISORS

Upon the recommendation of the President the Board of Directors may appoint Advisors as may be deemed necessary for the purposes of SOS-INDIA on such terms and conditions as may be deemed appropriate.

9. ANNUAL GENERAL MEETING

- a) The Annual General Meeting of the SOS-INDIA shall be held once every year and the interval between such meetings shall not exceed a period of EIGHTEEN (18) months.
- b) The Annual General Meeting shall be convened by the order of the President and the Board of Directors shall decide upon the venue for such a meeting.

- c) Notice of an Annual General Meeting shall be sent to each member at the member's last registered address with SOS-INDIA.
- d) The notice shall be sent at least FOUR (04) weeks prior to the date fixed for the Annual General Meeting and it shall be accompanied by an agenda specifying the business intended to be transacted at such meeting.
- e) At such Annual General Meeting the annual report and the financial statement for the past year and budget estimates for the following year shall be presented and chartered accountants shall be appointed for auditing the account for the current year, the scope of the audit being as far as possible the same as in the case of a limited liability company.
- f) The meeting shall transact such business as may be specified in the agenda accompanying the notice of the meeting provided that any other business be brought forward with the permission of the Chair.
- g) The Annual General Meeting shall be presided over by the President or in the President's absence by one of the Vice-Presidents. In the absence of the aforesaid office bearers any other member may be elected by the members present to take the chair.

10. EXTRAORDINARY GENERAL MEETING

- a) An Extraordinary General Meeting may be convened at any time by the order of the President for any specific purpose and shall be convened on the written request of not less than 1/5 of the total number of members entitled to vote.
- b) The notice for an Extraordinary General Meeting together with its agenda shall be sent in the same manner as of an Annual General Meeting except that the period of notice shall be (Twenty One) 21 days.
- c) An Extraordinary General Meeting shall be presided over in the same manner as an Annual General Meeting.

11. QUORUM

At all general meetings, whether annual or extraordinary, 10 members shall form a quorum.

If there is no quorum within THIRTY (30) minutes of the time fixed for such a meeting, the meeting shall be adjourned to be held after an interval of FOUR (4) hours. If at such an adjourned meeting there be no quorum, urgent business may be transacted provided four members are present who shall form the quorum for such purposes.

- a) All questions shall be decided by votes of members present taken by show of hands.
- b) In the event of the votes being evenly divided, the Chairman shall have second vote or a casting vote.

- c) No resolutions passed at an Annual General Meeting or an Extraordinary General Meeting shall be rendered invalid because of non-receipt of notice of such a meeting by a member.

12. MANAGEMENT

The General Control of the affairs of SOS-INDIA shall be vested in the Board of Directors which shall be the Governing Body of the SOS-INDIA for the purpose of Section 16 of the Societies Registration Act, 1860 (Act XXI of 1860).

13. BOARD OF DIRECTORS

A. COMPOSITION :

- 1) The Board of Directors shall consist of all Office Bearers of the SOS-INDIA i.e.,
President
Vice-Presidents – 02
Treasurer
- 2) Four (4) elected members.
Persons employed by the SOS-INDIA who receive regular remuneration for services from this Association and who are Life Member of the SOS-INDIA may be elected to the Board of Directors under this category, however, their number shall not exceed TWO (02).
- 3) President SOS-KINDERDORF INTERNATIONAL or his representative
- 4) REGIONAL DIRECTOR - South West Asia of SOS-KINDERDORF INTERNATIONAL OR HIS REPRESENTATIVE.
- 5) One Representative each of the Associate and Affiliate organizations.
- 6) The President of the SOS-INDIA may nominate to the Board of Directors a 'SOS MOTHER' as defined in the Preamble and TWO (02) other persons who have made special contribution in the field of Child Care as Additional Members to the Board of Directors for a term as specified but not exceeding the current term of the Board of Directors. They shall, however, be devoid of any voting rights.
- 7) Secretary General (Ex Officio) who will be a non-voting member.

TERMINATION OF MEMBERSHIP OF B.O.D.

A Member of the Board of Directors shall cease to be so on

- a) his ceasing to be a member of SOS-INDIA

- b) his submitting resignation from the B.O.D.

- c) absenting himself from three consecutive meetings of the B.O.D. without obtaining leave of absence.

B. FUNCTIONS

- 1) The Board of Directors shall have all the powers and perform all such functions as are the powers and functions of the SOS-INDIA mentioned in the Memorandum of Association and these rules, except those which are required to be done by the General body under these rules.
- 2) The Board of Directors shall be empowered to set up a Holding Trust Committees and Sub-Committees to conduct business of the SOS-INDIA and to delegate its powers and functions to such committees and to any of its officers except those which are required to be performed by the Board of Directors and the Secretary General or Advisors under these rules.
- 3) The Decisions by the Board of Directors shall normally be taken at a meeting of the Board.
- 4) In case of urgency a decision of the Board of Directors in respect of matters within the competence of the Board may be obtained by the circulation of proposal among the members of the Board of Directors provided that the prior approval of the President is obtained to the adoption of this procedure in each particular case.
- 5 (1) Any such decision of the Board of Directors arrived at in this manner shall have the same validity and force as a decision taken in any ordinary meeting of the Board of Directors.
- 5 (2) Any such decision taken by circulation shall be tabled at the subsequent meeting of the Board for information.
- 5 (3) The Board of Directors shall be empowered to frame standing orders with regard to recruitment of staff and officers of SOS-INDIA, and the control, discipline and conduct of "its officers and staff.

C. MEETINGS

- 1) An Ordinary Meeting of the Board of Directors shall be called by the President at any time and an Extraordinary Meeting shall be called on the requisition in writing made by 06 members of the Board of Directors.
- 2) The notice of the meeting of the Board of Directors whether Ordinary or extraordinary, specifying the place, date and hour of the meeting together with agenda of the business to be transacted shall be sent to every member of the Board of Directors at the Member's last registered address 07 days in advance of the meeting.

- 3) An emergent Meeting of the Board of Directors may be called by the President upon giving the members such period or notice as may appear to the President to be reasonable.
- 4) The meeting of the Board of Directors shall be presided over by the President and in his/her absence by any of the Vice-Presidents.
- 5) At all meetings of the Board of Directors 4 members shall form a quorum.
- 6) All decisions shall be taken by the majority vote of the members present. In the event of the votes being evenly divided, the Chairman shall have a casting vote. All the resolutions of the Board of Directors with regard to any form of contribution, either cash or kind, and made by or through SOS-KINDERDORF INTERNATIONAL OR ITS MEMBER ORGANISATION shall require the affirmative vote of the Representative of SOS-KINDERDORF INTERNATIONAL on the Board of Directors as referred to in 13A (4) here in above.

D. ELECTIONS

- 1) The Board of Directors shall be constituted ordinarily at the interval of every 3 (three) years. The procedure for such constitution shall be prescribed by the Board of Directors from time to time.
- 2) The Board of Directors shall have the power to fill vacancies of the Committees which may arise from time to time.
- 3) The Board of Directors may invite to its meetings and the meetings of the, Body, from time to time representatives of the Union, the State governments and other Autonomous bodies and WHO, UNICEF, UNESCO and other International and national Non-government Organizations working in the field of child care.

14. SECRETARY GENERAL

- a) The Board of Directors shall appoint Secretary General of the SOS-INDIA on such terms and conditions as salary, allowances and other privileges as may be deemed appropriate. The Secretary General shall exercise such powers and perform such functions as may be specified in these rules or in standing orders as prescribed from time to time. He shall also take steps to plan, implement and administer programs, so as to promote and achieve the aims and objects as contained in the preamble and Article 3 of the Memorandum of the Association.
- b) The Secretary General shall appoint the required personnel in accordance with the staffing pattern as may be approved by the Board of Directors. He shall conduct day to day business of SOS-INDIA in accordance with the provisions of these rules or the standing Orders as prescribed from time to time.

15. STATE ADVISORY COMMITTEE

In every state where a SOS Children's Village is located, the Board of Directors may set up a SOS Children's Villages of India State Advisory Committee with such functions as may be delegated to review and assist the management of SOS Children's Villages and other associated projects in the state in furtherance of the aims and objects of the SOS-INDIA. The term of office of these State level advisory Committee shall for three(03) years. Any vacancy may be filled up for the residual term of the committee by the Board of Directors. All the movable and immovable properties, bank accounts and any and all other assets shall exclusively vest and held in the name of SOS-INDIA only and shall be used and operated only as the Board of Directors may decide.

The State Advisory Committee shall assist in raising funds on behalf of SOS-INDIA in accordance with a Programme approved by the Board of Directors. It shall be permissible for the SOS State level committee to use the logo and name of SOS-INDIA with a suffix indicating the state where it belongs with prior written permission of SOS-INDIA.

All state Association and corporate bodies who are currently members of SOS-INDIA shall amend their constitution and bring the same in conformity with that of the amended constitution of SOS-INDIA within a period of ONE year from adoption of the amended constitution of SOS-INDIA by the Board of Directors and Annual General Meeting.

16. FINANCIAL

- a) The financial year of the SOS-INDIA will be from 1st April to 31st March.
- b) The financial powers of the SOS-INDIA, including receipts and expenditure as investments shall be exercised by the Board of Directors in Standing Orders as prescribed from time to time.
- c) The Accounts of the SOS-INDIA shall be audited by an auditor appointed by the General Body at the General Meeting preceding the financial year.
- d) Budgets and disbursement of funds shall be the exclusive purview of the Board of Directors. Each village committee wherever formed shall submit their budget through the Secretary General to the SOS-INDIA for consideration, approval and disbursement of funds. The Village Committees shall and can only spend funds as per the approved budget.
- e) Annual report, financial statement together with the audited account and the budgets estimates of SOS-INDIA shall be considered and finalized at a meeting of the Board of Directors before its consideration by the General Body.
- f) The Bankers of SOS-INDIA shall be the Sate Bank of India or any scheduled

bank or banks which may be approved by the Board of Directors.

- g) The Board of Directors shall provide a seal and also provide its safe custody. The seal shall not be used except by the authority of the Board of Directors previously given and every such instrument shall be countersigned by the Secretary General and another person as may be authorized by the Board of Directors.

17. GENERAL

- a) The SOS-INDIA shall maintain its Principal Office at National Capital Region (NCR) New Delhi.
- b) The Secretary General shall be responsible to maintain the Minutes of the Meeting of the General Body and the Board of Directors, authenticated by the Chairman of the meeting at which the minutes are confirmed.
- c) The Board of Directors shall be charged with the management of all properties vested in SOS-INDIA. It Shall be empowered to receive and disburse through the appropriate officials of SOS-INDIA in accordance with the provision of the standing orders as prescribed from time to time all money and properties both movable and immovable on behalf of the SOS-INDIA.
- d) The Board of Directors shall also be empowered to receive and disburse, directly and also through the Secretary General; 'Advisors or through the state Advisory Committee, all funds received SOS-KINDERDORF INTERNATIONAL and other sources for the work of Child Welfare in India subject to the conditions that the same shall be inconsonance/conformity with provision as referred to in clause (6)
- e) The Board of Directors shall have the powers to appoint a board of Trustees, consisting of not exceeding 07 persons, in whom control over the immovable properties of SOS-INDIA may be vested and to whom funds received as money gifts for children registered with SOS Children's Village of India, and such other funds as specified by the Board of Directors from time to time may be given for Holding Trust.
- f) All money standing to the credit of the General accounts which are not required for current expenses and which the Board of Directors does not intend to transfer to or earmark for any special purpose, shall be invested with the approval of the Board of Directors, in securities and investments as authorised under the law for the investment of trust funds or any fixed or short term deposits in any scheduled bank.
- g) All contracts entered into or on behalf of the SOS-INDIA shall require to be made and authenticated in such manner as may be determined by the Board of Directors.

- h) These rules shall not be replaced, amended or altered by resolution passed by majority of not less than three fourth of the members of the Board of Directors present at an ordinary meeting and confirmed by a resolution passed by a subsequent General Meeting of SOS-INDIA.
- i) SEAL AND LOGO OF SOS-INDIA. The Board of Directors shall provide a seal and logo and also provide for its safe custody. The seal and logo shall not be used except by the authority of the Board of Directors.
- j) Interpretation of these rules shall vest solely in the Board of Directors.

18. DISSOLUTION

In the event of dissolution decided by SOS-INDIA by a resolution passed with 3/4th majority at a General Meeting and confirmed at a subsequent General Meeting it shall -be lawful it to transfer and distribute its assets and liabilities to a duly constituted body having the similar aims and Objectives as that of SOS-INDIA with the prior consent of SOS-KINDERDORF INTERNATIONAL.

- 19. The Society may sue or be sued in the name of the President or Secretary General or as determined by the Governing Body for the occasion as per provisions laid down under Section 6 of the Societies Registration Act.