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Chennai – 9

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**Health and Family Welfare Department**  
**Letter (Ms) No. 67 /Z1/2015-1, Dated: 06.03.2015**

From  
**Dr. J. Radhakrishnan, I.A.S.,**  
**Secretary to Government.**

To  
The Convenor,  
Cadaver Organ Transplant Programme,  
165.A, Tower Block, 6<sup>th</sup> Floor,  
Rajiv Gandhi Government General Hospital,  
Chennai – 600 003.

Sir,

**Sub:** Memorandum of Association and Bye laws of the Transplant Authority of Tamil Nadu (TRANSTAN) – Correction to the Annexure G.O.(Ms) No.396, Health and Family Welfare (Z1) Department, dated 12.12.2014 – Regarding.

**Ref:** 1. G.O.(Ms) No.396, Health and Family Welfare (Z1) Department, dated 12.12.2014.  
2. Letter dated 10.02.2015.

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I am directed to refer to your letter 2<sup>nd</sup> cited wherein you have been requested to approve the correction made in the Annexure to G.O.(Ms) No.396, Health and Family Welfare (Z1) Department, dated 12.12.2014 to comply with the regulation of registration suggested by the District Registrar as the corrections only of Technical Nature without altering the spirit of the Government order.

2. In this connection, I am directed to enclose the corrected and approved version of the Annexure to G.O.(Ms) No.396, Health and Family Welfare (Z1) Department, dated 12.12.2014 for taking necessary further action.

3. I am therefore, to request you to send your action taken report in this regard to Government early.

Yours faithfully,

*[Handwritten Signature]*

for Secretary to Government

*[Handwritten initials]*  
06/3/15



## **MEMORANDUM OF ASSOCIATION AND BYE LAWS OF THE TRANSPLANT AUTHORITY OF TAMIL NADU (TRANSTAN)**

### **1. Title**

The name of the Society is the Transplant Authority of Tamil Nadu (TRANSTAN).

### **2. Status of the Society**

The Society shall be a juristic person, shall have perpetual succession and can sue or be sued in its own name through its Member Secretary.

### **3. Scope and Application**

3.1. These Bye Laws shall extend to all the units and activities of the Society.

3.2. These Bye Laws shall come into force from the date on which the Society is registered under the Tamil Nadu Societies Registration Act, 1975 (Tamil Nadu Act XXVII of 1975)

### **4. Definitions**

In these Bye Laws, unless the context otherwise requires

- 4.1. "Act" means the Tamil Nadu Societies Registration Act, 1975 (Tamil Nadu Act No.XXVII of 1975);
- 4.2. "President" means the President of the General Body of the TRANSTAN Society
- 4.3. "DMRHS" means the Director of Medical and Rural Health Services, Government of Tamil Nadu.
- 4.4. "DME" means the Director of Medical Education, Government of Tamil Nadu.
- 4.5. "Executive Committee" means the Executive Committee of the TRANSTAN Society constituted under these Bye Laws;
- 4.6. "General Body" means the General Body of the TRANSTAN Society as constituted under these Bye Laws;
- 4.7. "H&FW Dept" means Health and Family Welfare Department of Government of Tamil Nadu;



- 4.8. "Member Secretary" means the Member Secretary of the Executive Committee, who shall be the Director of the Transplant Authority of Tamilnadu
- 4.9. "MOA" means the Memorandum Of Association of the TRANSTAN Society;
- 4.10. "MOH – GOI" means Ministry of Health, Government of India;
- 4.11. "NGO" means any Non Governmental Organization fulfilling the eligibility criteria as per the norms prescribed by the General Body of TRANSTAN Society;
- 4.12. "Chairperson" means the Chairperson of the Executive Committee
- 4.13. "Registrar" means the Registrar of Societies within whose jurisdiction the TRANSTAN Society is registered; The said term also includes any officer of the State Government authorized to exercise the powers of the Registrar;
- 4.14. "Rs" means Rupees;
- 4.15. "State Government" means the Government of Tamil Nadu;
- 4.16. "Society" means the TRANSTAN Society;
- 4.17. TRANSTAN means the Transplant Authority of Tamil Nadu
- 4.18. "SOE" means Statement of Expenditure
- 4.19. "TNMSC" means Tamil Nadu Medical Services Corporation;

#### **5. Registered office of the Society:-**

The registered office of the Society will be in Rajiv Gandhi Government General Hospital Chennai, Tamil Nadu.

#### **6. Business of the Society:-**

6.1. The Society will be entirely responsible for managing the Tamil Nadu Organ and Tissue Sharing System and any other activity entrusted to it by the Health and Family Welfare Department of the State Government.

#### **6.2. Business Hours of the Society:-**

The business hours of the Society shall be 10 am to 5 pm working days and other exigencies of the operation of the Society will be as determined by the Executive Committee.

#### **7. Objectives of the Society:-**

The core objectives for which the Society is established are:



A) To work towards assisting all persons with health issues including organ and tissue failure related health problems, and to overcome their ailments.

B) To ensure that organs and tissues altruistically donated by Deceased donors (Cadaver) reach those needing transplantation, in an equitable and practicable manner.

C) To work towards maximising the connect between suitable organs and tissues of all deceased persons and those in need of transplantation of those organs and tissues.

D) To work towards maximising the effectiveness of organ and tissue transplant surgeries through several measures including protocol development, research, data analysis, outcome monitoring and knowledge dissemination.

E) To assist the State Governments, Government of India and others in the formulation of policies, procedures and establishment of regulatory frameworks for all kinds of organ and tissue transplantation including the Act, Rules and Government Orders and taking on any responsibility entrusted to it.

F) To work towards networking all stakeholders in organ and tissue transplantation, including hospitals, medical personnel, organ and tissue donors, families of deceased donors, persons needing transplantation, persons having been transplanted, non-governmental organisations and individuals involved and State and Central government to collectively promote long, healthy and productive lives for persons with organ and tissue failure and for those with health conditions leading to it.

In pursuance of these purposes, the activities of the Society will include and will not be limited to:

- 1) **Overall Purpose:** Functioning for charitable, educational and scientific purposes related to health issues including organ and tissue failure.
- 2) **Registration and Membership:** Initiating, inviting, registering and providing different levels of memberships and registrations to clinical establishments, laboratories, voluntary bodies and all such organizations as well as individuals for purposes of addressing organ and tissue failure issues including sharing of organs and tissues donated by deceased donors. This



will also include establishing needed qualifications for such memberships and registrations and monitoring their adherence.

- 3) **Registry Maintenance:** Initiating, inviting and registering persons needing organ or tissue transplant and maintain such a list capable of different levels of prioritization using appropriate technology and using this to maintain an online registry of potential organ or tissue recipients.
- 4) **Coordination:** Networking and coordinating member and registered bodies to make sure that donated deceased donor organs and tissues reach organ-needy persons and are utilized to the maximum extent possible in conformance with rules and regulations in force.
- 5) **Advisory role:** Providing expert professional advice to State Government and others on policies and issues related to organ and tissue donation and transplantation.
- 6) **Public Policy support:** Providing State Government and others all assistance in drafting, revising and amending all Acts, Rules, Government Orders, Guidelines and other regulatory measures that apply to the objects of this Society.
- 7) **Formulation of best-practice guidelines:** Co-operating and collaborating with hospitals, clinicians, consumers, voluntary organizations and the community at large to formulate best practice guidelines in the field of organ and tissue donation and transplantation.
- 8) **Medical and Social Ethics:** Developing and promoting standards of medical and social ethics and ensuring that they are maintained in all activities connected with organ and tissue transplantation.
- 9) **Information Exchange:** Dissemination and exchange of information relating to the field of transplantation and develop professional linkages and affiliations with state, national and international bodies and wherever there is mutual benefit to promote and establish Memoranda of Understanding. Also, initiating and collecting information on latest techniques and trends in transplantation and sharing this knowledge widely.



- 10) **Communication flow and Networking:** Ensuring free flow of communication between all hospitals, laboratories, tissue banks, voluntary bodies and such other involved in one way or other in organ donation and transplantation.
- 11) **Advanced Medical Education for Transplant:** Initiating, coordinating and assisting hospitals, laboratories and tissue banks in improving their knowledge, skill and motivation levels to improve organ and tissue donation and effectiveness in maintaining quality and ultimate outcome of transplant surgery.
- 12) **Awareness Programs:** Planning and implementing Awareness programs through media and publication of posters, brochures, booklets, books, periodicals, articles in journals etc, on issues connected to organ transplantation and organ failure prevention.
- 13) **Data Bank:** Ensuring that statistical data are collected, maintained and updated on a regular basis and analyzed to provide inputs to improve the quality of transplantation outcomes.
- 14) **Website and Online presence:** Maintaining a website and other online presence to provide as much information as possible to all stakeholders involved in transplantation and to the general public.
- 15) **Training and Consultation Programs:** Organizing training programs and continuous interactions with transplant coordinators of hospitals to train and upgrade their knowledge and skill levels and to certify them. Also, holding consultative meetings with medical personnel at periodic intervals to discuss technical and other issues pertaining to transplantation. Also, organizing and providing facilities for conferences, seminars, workshops, lectures etc and other functions to further the objects of the Society and participating in such initiatives elsewhere.
- 16) **Organ and Tissue Donation related Infrastructure:** Initiating, implementing supporting and funding, both independently and/or in collaboration with other agencies, the setting up of deceased donor maintenance facilities, organ and



tissue retrieval facilities, drug banks, tissue banks, laboratories and such other to facilitate the objects of the society.

- 17) **EWS initiatives:** Initiating, implementing supporting and funding, both independently and/or in collaboration with others all steps needed to make organ failure prevention and transplant surgery affordable to economically weaker sections of society.
- 18) **Encouragement to Donor families:** Ensuring that all donor families are appreciated through the Government / Society for their noble contribution at the time of their grief and working towards an institutional form of support for such families who have been altruistic in a time of grief.
- 19) **Financing Arrangements:** Aiding and supporting by means of grants, loans, subsidies or other assistance whether monetary, non-monetary, any activity by Government or any organization or individual in furtherance of the objects of the Society. Charging fees for memberships and for services rendered. Also, applying for and receiving funds, gifts, bequests and endowments or the proceeds thereof for any of the above mentioned objects. Borrowing and raising monies, with or without security or on security of moveable and immovable properties, belonging to the Society in furtherance of the objectives of the Society.
- 20) **Movable and Immovable properties:** Taking all steps to acquire, purchase or otherwise own, take on lease or hire movable and immovable properties and to sell, mortgage, transfer or otherwise dispose of any such movable and immovable properties in furtherance of the objects of the Society.
- 21) **Coordination and implementation of Organ transplant programs of Government of India:** Apart from general coordination on all government of India programs related to Organ transplant, the Society will also take on the responsibility of establishing Regional and State level networking for organ and tissue procurement, transport, sharing and allocation in line with Government of India schemes for the purpose (Regional Organ and Tissue



Transplant Organization and State Organ and Tissue Transplant Organization).

22) **Also**, doing all such acts and things as the Society may consider necessary, conducive or incidental to the attainment or enlargement of the aforesaid objects or any one of them. Also, carrying out all tasks entrusted by the Government of Tamil Nadu to the Society.

#### **8. Functions of the Society:-**

- (a) To take all actions as may appear necessary or incidental for the implementation of the project and in particular for the achievement of the vision and objectives referred to above.
- (b) To formulate guidelines for implementation of the various programs of the Society.
- (c) To act as Guardian of rules and regulations of the Society and enforce the rules and guidelines for the implementation of the society.
- (d) To create Units, coordinate, direct, control and guide their functioning.
- (e) To accept or provide any grant of money, loan, securities or property of any kind and to undertake and accept the management of any endowment trust, fund or donation not inconsistent with the objectives of the Society.
- (f) To purchase, hire, take on lease, exchange or otherwise acquire property - movable or immovable - and construct, alter and maintain any building or buildings as may be necessary for carrying out the objectives of the Society.
- (g) To open a bank account and operate the same towards fulfillment of the objectives of the Society.
- (h) To receive the funds from the State Government or other sources through budget releases and release money to carryout the project activities and to obtain the utilization certificates wherever necessary.
- (i) To incur expenditure after drawing up a budget with due regard to economy and propriety.
- (j) To make rules and regulations for the conduct of the affairs of the Society and add or amend, vary or rescind them as and when required. Any changes to be



made in Bye Laws to be submitted to District Registrar within three months in the prescribed format with amendment proposal approved copy.

- (k) To establish its own organizational structure, officers and employees, contract, retain or dismiss the personnel as required, decide salary and benefits structure for such employees of the society.
- (l) To accept, make, enclose or otherwise execute cheques, drafts, receipts, bills of exchange or other negotiable instruments and securities as required for the conduct of the business of the society.
- (m) To enter into contracts without a requirement for State Government approval, and undertake any legal action that may be necessary to ensure the fulfillment of contracts made between the Society and others.
- (n) To exercise overall responsibility for the management of the Society within the frame work of the established guidelines.

## 9. Membership:-

### 9.1. Composition of the 'General Body':-

The 'General Body' shall consist of the following members:

Sl.No.	Composition	Designation
(1)	Hon'ble Chief Minister of Tamil Nadu	President
(2)	Minister for Finance	Member
(3)	Minister for Health	Member
(4)	Secretary to Government, Health and Family Welfare Department, Government of Tamil Nadu	Member
(5)	Special Secretary or Joint Secretary to Government, Health and Family Welfare Department, Government of Tamil Nadu.	Member
(6)	Principal Secretary to Government, Finance Department, Government of Tamil Nadu.	Member
(7)	Director of Medical Education, Government of Tamil Nadu.	Member
(8)	Director of Medical and Rural Health Services, Government of Tamil Nadu	Member



(9)	Managing Director, Tamil Nadu Medical Services Corporation.	Member
(10)	Project Director, NRHM, Tamil Nadu	Member
(11)	Inspector General, Head Quarters, Police Department	Member
(12)	MOHAN Foundation representative, Chennai	Member
(13)	National Network for Organ Sharing (NNOS) representative, Chennai	Member
(14-15)	Representatives from Transplant Hospitals (One Government and one- private hospital)	Members
(16)	Representatives from transplant organ recipient	Member
(17)	Medical Ethicist	Member
(18)	Expert Advisor, Transplant Admin and Policy	Member
(19)	Convenor, Cadaver Transplant Program, Tamil Nadu	Member Secretary
(20)	Dean, Madras Medical College	Member
(21)	Dean, Stanley Medical College	Member

## 9.2. Term of Members:-

A person becomes appointed or nominated as a member of the Society, by virtue of office held by him and his membership of the Society shall terminate when he ceases to hold the office and the vacancy so caused shall be filled by his successor to that office.

9.3. The Society shall function, notwithstanding that any person entitled to be member by reason of his office, is not represented on the Society for the time being. The proceedings of the Society shall not be invalidated by the existence of any vacancy or any defects in the appointment of any of the members.

## 9.4. Termination of Membership:-

Membership of the Society shall *ipso facto* terminate if a member:-

- (a) dies, or permanently leaves India; or
- (b) tenders his resignation in writing to the Society; or
- (c) is declared insane by a competent authority; or
- (d) operation of the provision of Bye-law 9.2 above.

## 9.5. Register of Member:-



The Society shall, at all times, maintain and keep available for inspection by the Registrar, a Register of Members at its registered office, which shall be the permanent record of the Society and shall contain the names and addresses of the members. Every member shall sign the Register. No member shall be entitled to exercise rights and privileges of a member unless he has signed the Register as aforesaid.

**9.6. Changes of Address of the Member:-**

If a member of the Society changes his address, he shall intimate his new address to the Member-Secretary, who shall thereupon enter his new address in the roll of members. But if a member fails to intimate his new address, the address in the roll of members shall be deemed to be his address.

**10. Founding Members of the Society:-**

The following are the signatories for the purpose of formation of the society.

Sl.No.	Composition
(1)	Dr. J. Radhakrishnan, I.A.S. Secretary to Government, Health and Family Welfare Department, Government of Tamil Nadu.
(2)	Dr. P. Senthilkumar, I.A.S. Special Secretary or Joint Secretary of Health and Family Welfare Department, Government of Tamil Nadu.
(3)	Thiru P.W.C. Davidar, I.A.S Expert Advisor Transplant Admin and Policy
(4)	Thiru K. Shanmugam, I.A.S. Principal Secretary to Government, Finance Department, Government of Tamil Nadu.
(5)	Dr.S.Geethalakshmi, MD., PhD., Director of Medical Education, Government of Tamil Nadu.
(6)	Dr. A. Chandranathan, MD., Director of Medical and Rural Health Services, Government of Tamil Nadu
(7)	Dr.J.Amaiorpavanathan, M.S., M.Ch., Convenor, Cadaver Transplant Program, Tamil Nadu.



## **11. General Body:-**

### **11.1. Members of the General Body:-**

The General Body of the Society shall consist of all members of the Society, as in Bye-Law 9.1.

### **11.2. Annual Meeting of the General Body:-**

The TRANSTAN Society shall hold a General Body Meeting of all its members at least once in a calendar year and this meeting shall be called the General Body Meeting.

### **11.3. Special Meeting of the General Body:-**

In addition to the annual General Body Meeting, a Special General Body Meeting may be called at any time on the requisition of the Executive Committee or by one third of the total members of the General Body. The Special General Body Meeting shall be convened within one month from the date of requisition.

### **11.4. Notices of Meetings of the General Body:-**

A notice of not less than twenty one clear days specifying the place, date, time and agenda for the meeting shall be sent to all members. An adjourned meeting can be called on a date fixed by the President provided that the above time limit shall not apply for special meeting of the Governing Body.

### **11.5. Quorum for the Meeting of the General Body:-**

The quorum for all General Body meetings of the Society shall be one third of the total strength of the members for the proceedings to be validly conducted. In case, the quorum is not met, the meeting will stand adjourned and the Member-Secretary must convene an 'adjourned meeting'. If in the adjourned meeting also, the quorum is not present, the members present shall constitute the quorum. The members present at such 'adjourned meeting' may transact the business for which the meeting was called.

### **11.6. Business of the General Body:-**

Every meeting of the General Body shall be presided by the President or in his absence, by one of the members of the General Body, elected as President from among them for conducting the General Body meeting. Each member including the member presiding at the meeting of the General Body shall have one vote but the presiding



member shall also have a casting vote in addition to his vote as member, in case of equality of votes. All the matters shall be decided by a majority of votes.

#### **11.7. Minutes of the General Body Meeting:-**

A copy of the minutes of the proceedings of each meeting shall be furnished to the General Body members as soon as possible, after the completion of the meeting. The President or the Member of the General body, who chairs the meeting, as the case may be, shall approve the proceedings of the meeting. The proceedings of every meeting shall be kept by the Member-Secretary and shall be read out at its next meeting and confirmed by the member present.

#### **11.8. Resolution of the General Body:-**

Every resolution of the General Body shall be passed by a majority of members present and voting for the resolution to be valid. In case of expediency, the Member-Secretary of the Society may circulate a resolution for approval and such resolution shall be deemed to have been passed if a majority of the members approve it, provided that such resolution so passed by circulation shall be recorded in the proceedings of the next meeting of the General Body. A member can move a resolution at a meeting of the General Body only with the prior permission of the President.

#### **11.9. Functions of the General Body:-**

- (i) The General Body shall provide overall policy guidance and directions for the efficient functioning of the Society in fulfilling its vision and objectives as laid down in the Memorandum Of Association;
- (ii) It shall meet atleast once in every calendar year;
- (iii) It shall consider the Balance Sheet and Annual Audited Accounts of the Society presented by the Member-Secretary along with the remarks thereon by the Executive Committee;
- (iv) It shall consider the Annual Report presented by the Member-Secretary along with the comments thereon by the Executive Committee;
- (v) It shall approve the Annual Action Plan and budget for the ensuing year; and
- (vi) It shall ensure that the Society adheres to the Memorandum Of Understanding that may be entered with the State Government or any other



agency from time to time and fulfills all the agreements, covenants and contracts enumerated in them

#### **11.10. Powers of the General Body:-**

The General Body shall have powers to:-

- (i) Undertake all activities, necessary for the fulfillment of the vision and objectives as laid down in the Memorandum and Articles of Association of the Society.
- (ii) Modify the strength of its membership.
- (iii) Add, modify or amend the Memorandum and Article of Association and these bye-laws provided that all such additions, modifications or amendments shall be aimed at promoting the objectives of the Society by special resolutions.
- (iv) Remove a member on the grounds listed in the bye-laws.
- (v) Approve the Annual Report, Balance Sheet and the annual audited accounts of the Society.
- (vi) Delegate to the Executive Committee or the Member-Secretary any of the above functions.

#### **12. Executive Committee:-**

##### **12.1. Members of the Executive Committee:-**

The Executive Committee of the Society shall be headed by the Secretary, Health & Family Welfare, to whom the management is entrusted, shall consist of the following members as below

<b>Sl.No.</b>	<b>Designation</b>
(1)	Secretary to Government, Health and Family Welfare Department, Government of Tamil Nadu.
(2)	Principal Secretary to Government, Finance Department, Government of Tamil Nadu.
(3)	Convenor, Cadaver Transplant Program, 'Tamil Nadu as' Member Secretary



(4)	Director of Medical Education, Government of Tamil Nadu.
(5)	Managing Director, Tamil Nadu Medical Services Corporation.
(6)	Expert Advisor, Transplant Admin and Policy
(7)	Director of Medical and Rural Health Services, Government of Tamil Nadu.
(8)	Dean, Madras Medical College
(9)	Dean, Stanley Medical College
(10)	MOHAN Foundation representative, Chennai
(11)	National Network for Organ Sharing (NNOS) representative, Chennai

#### **12.2. General Meeting of the Executive Committee:-**

The Executive Committee shall meet as and when necessary with the permission of the Chairperson, for the management of the affairs of the Society, provided that the Executive Committee shall meet atleast once in six months.

#### **12.3. Special Meeting of the Executive Committee:-**

In addition to the General Meetings, a Special Meeting may be called at any time with the permission of the Chairperson. The special meeting may be convened within five days from the date of requisition, provided further that the Chairperson may, whenever deemed fit, direct the Member-Secretary to call a Special Meeting.

#### **12.4. Notice of Meeting of the Executive Committee:-**

For every meeting of the Executive Committee, a notice of not less than three working days specifying the place, time and agenda for the meeting shall be given to all members. If an Executive Committee meeting is adjourned due to want of quorum, an adjourned meeting can be called on a date fixed by the Chairperson. But in case of emergency, the Chairperson may reduce the above period of notice to such number of days as he deems fit in the circumstances of the case.



**12.5. Quorum for the Meeting of the Executive Committee:-**

The quorum at all meetings of the Executive Committee shall be not less than three of the total strength of the members of the Executive Committee specified in bye-law 12.1 for the proceedings to be validly conducted. In case, the quorum is not met and the meeting is adjourned, the Member-Secretary must reconvene the adjourned meeting.

**12.6. Business of the Executive Committee:-**

Every meeting of the Executive Committee shall be chaired by the Chairperson, or, in his absence, by one of the other members, elected as Chairperson from among the members present. Each member, including the member presiding at the meeting of the Executive committee shall have one vote, but the presiding member shall also have a casting vote, in addition to his vote as member in case of equality of votes. All the matters shall be decided by a majority of votes.

**12.7. Minutes of meeting of the Executive Committee:-**

A copy of Minutes of the proceedings of each meeting shall be furnished to the Executive Committee members as soon as possible after the completion of the meeting. The Chairperson or the Member of the Executive Committee who chairs the meeting, as the case may be, shall approve the proceedings of the meeting. Proceedings of every meeting shall be properly kept by the Member-Secretary and shall be confirmed at its next meeting.

**12.8. Resolution of the Executive Committee:-**

Every resolution of the Executive Committee shall be passed by a majority of members present and voting for the resolution to be valid. In case of expediency, the Member-Secretary of the Society may circulate a resolution for approval and such resolution shall be deemed to have been passed, if a majority of the members approves it, provided that such resolution shall be valid, if any only, if the Chairperson is also one among the members approving the resolution. The resolution so passed by circulation shall be recorded in the proceedings of the next meeting of the Executive Committee. A member can move a resolution at a meeting of the Executive Committee with the prior permission of the Chairperson.

**12.9. Term of the Executive Committee:-**



The term of the Executive Committee shall be the term of the Society. However, the Executive Committee shall continue in office, till the next Executive Committee comes into existence, for the next term by way of reconstitution by the General Body.

**12.10. Co-opted Members of the Executive Committee:-**

The Executive Committee shall have the right to co-opt eminent persons / officials in the field of activities related to the objectives of the Society. The Executive Committee may co-opt a maximum of three members. The co-opted members shall have a right to participate in the meetings of the Executive Committee but shall not have voting rights and they shall not constitute the quorum. The Chairperson of the Executive Committee can also invite department heads, experienced officials and eminent persons for specific issues to the meetings of the Executive Committee.

**13. Functions and Powers of Executive Committee:-**

(1) The Executive Committee is authorized to modify existing orders on procedural and administrative matters. Major policy changes shall however require the prior approval of the General Body.

(2) Subject to the provision of the Memorandum of Association and the Bye-Laws, the Executive Committee shall have the control and management of the business and affairs of the Society and shall have all advisory, executive and financial powers to conduct the affairs of the Society through its Member-Secretary. All the duties, powers, functions and rights, whatsoever, consequential and incidental to the carrying on of the objectives of the Society shall, only be exercised or performed by the Executive Committee.

(3) In particular and without prejudice to the generality of the foregoing provision, the Executive Committee shall:-

- a. consider the annual budget and the annual action plan, its subsequent alterations placed before it by the Member-Secretary from time to time and pass it with such modifications as the Executive Committee may think fit;
- b. accept donations and endowment or give grants upon such terms and conditions as it may think fit;
- c. delegate its power, other than those of making rules, to the Member -Secretary;



- d. appoint Committees, Sub-committees, expert panels, task-force, working or study groups and Boards, etc. for such purpose and on such terms, as it may deem fit, and to remove any of them;
- e. set Human Resources Policy including staff positions, salary and incentive structure of the Society;
- f. appoint auditors for auditing the accounts of the Society;
- g. ensure that the Society considers any comments made by funding agencies on the progress in the implementation of the projects sponsored and funded by them;
- h. monitor progress of Society to ensure achievement of project objectives and targets;
- i. monitor the financial position of the Society, in order to ensure smooth income flow and to review annual audited accounts; and
- j. do generally all such acts and things as may be necessary or incidental to carrying out the objectives of the Society or any of them and to avoid all possible delay in implementing the plans and schemes as devised from time to time to fulfill the objectives of the project.

(4) Provided that nothing contained shall authorize the Executive Committee to do any act or to pass any bye-laws which may be repugnant to the provisions hereof, to the powers hereby conferred on the Executive Committee and other authorities, or which may be inconsistent with the objectives of the Society.

#### **14. Powers and Duties of the Chairperson of the Executive Committee:-**

The Chairperson shall have powers to:-

- (a) call, or ask the Member-Secretary to call, a meeting of the Executive Committee at any time and on the receipt of such requisition the Member-Secretary shall forthwith call such a meeting;
- (b) authorize, acquisitions by gift, purchase, lease or otherwise, any property movable or immovable, and to construct, alter and maintain any building or buildings for purpose of the Society as deemed appropriate by the Executive Committee;
- (c) authorize investment of the funds of the Society in such securities or to sell or transfer such investments in such a manner as the Executive Committee may consider necessary, for the safety and benefit of the Society and to convert or



change such investments, as required by the Executive Committee, subject to the laws applicable;

- (d) sanction and incur expenditure per instance as may be fixed by the General Body for achieving the objectives of the Society;
- (e) tender and award contracts and incur expenditure on civil works, equipments and consultancy to achieve the objectives of the Society, up to the limit, as may be fixed by the General Body;
- (f) act upon powers, as may be delegated to the Chairperson, by the Society and/or the Executive Committee.
- (g) carryout powers and functions of the Executive Committee, whenever the exigency so demands and place the action taken before the next meeting of the Executive Committee for ratification.

#### **15. Term of Member Secretary:-**

15.1. The term of the Member-Secretary shall be decided by the State Government.

15.2. The Member-Secretary shall ordinarily be a person with adequate experience in Transplant related administration.

#### **16. Functions and Powers of the Member-Secretary**

16.1. The Member-Secretary shall be the Chief Executive of the Society and shall exercise all administrative and financial powers that have been conferred on him under these bye laws and such of the powers delegated to him from time to time by the Executive Committee.

16.2. The Member Secretary shall be responsible for the management of day-to-day affairs of the Society. He shall have overall responsibility for planning and executing the work of the Society. He shall be responsible for the implementation of all the policies laid down by the General Body and Executive Committee and shall attend to statutory requirements imposed on the functioning of the Society.

16.3. The management and control of the day-to-day administration and control of finance within sanctioned budgets of the Society shall be vested with the Member-Secretary and through him with the respective functional heads. He shall function as the controlling officer of all employees of the Society.



16.4. The Member-Secretary shall sign or cause to be signed all documents and proceedings requiring authentication by the Society. The Member-Secretary shall also represent or cause to be represented the Society in business and legal transactions. He shall receive on behalf of the Society and disburse all funds of the Society based on proper adherence to procedure. The Member-Secretary through functional heads will handle necessary documents including bank cheques and other negotiable instruments on behalf of the Society, as authorized by the President and/or Executive Committee of the Society.

16.5. The Member-Secretary shall recommend bankers for the Society and this shall be approved by the Executive Committee. All funds of the Society shall be paid into the Society's account with the said bankers.

16.6. The Member-Secretary shall, in consultation with the President of the Society or the Chairperson of the Executive Committee as the case may be convene the meetings of the General Body or Executive Committee as the case may be at stipulated intervals or otherwise and shall maintain all minutes, records and registers of the Society properly.

16.7. The Member-Secretary shall also perform such other functions as may be delegated to him by the Society, Chairperson or Executive Committee from time to time.

16.8. The Member-Secretary shall ensure handling of all correspondence on behalf of the Society.

16.9. The Member-Secretary shall cause implementation of all the resolutions passed in the General Body and Executive Committee of the Society.

16.10. The Member-Secretary shall also perform such other functions as may be delegated to him by the Society, Chairperson or Executive Committee from time to time, and shall:-

(i) cause to prepare for the Society the Annual Reports, Financial Statements, etc. with due audit;

(ii) cause to maintain the accounts, cause due verification of the monthly transactions and the monthly receipts and expenditure statement, which shall be put up to Executive Committee as required;



(iii) verify the physical and financial usage of the funds disbursed by the Society to the various participating organizations and submit a quarterly report to the Executive Committee.

16.11. The Member-Secretary will liaise with the State Government, Government of India and other agencies for any matter pertaining to the operations of the Society.

16.12. The Member-Secretary shall appoint staff on contract with individuals or with organizations for Network Management and for all positions in the Society.

16.13. Prior approval of the Executive Committee shall be obtained for the creation of regular permanent posts in the Society.

16.14. The Member-Secretary shall have powers to take disciplinary actions over any staff of the Society, as per the deputation rules or contract rule or any other rules framed by the Society in this behalf.

16.15. The Member-Secretary shall sanction and incur expenditure within the limits delegated to him by the Executive Committee.

16.16. The Member-Secretary shall tender and award contracts and incur expenditure up to a ceiling as may be decided by the Executive Committee, for civil works and consultancies, in line with the objectives of the Society. The Member-Secretary shall have full powers, in case of all emergencies and or urgent situations, to effect such purchases of all or any of the items and or order such items and or incur such expenditures exceeding the above limits as may be required for conducting the operations of the Society directly by his office by following the regular procedures as stipulated by the Executive Committee.

16.17. The Member-Secretary shall perform any of the functions of the Executive Committee, during the interval between meetings of the Executive Committee whenever it is urgent to do so and place a report in respect thereof, before the Executive Committee for its consideration or ratification.

16.18. The Member-Secretary may also delegate any of his powers to the functional heads and staff of Management Unit for efficient functioning of the Society.

16.19. The Member-Secretary as Chief Executive of the Society shall have full authority to perform all acts and issue such directions to officers and bodies subordinate to him



as may be considered necessary, incidental or conducive to the attainment of the objects enunciated in the Memorandum of Association.

### **17. Management Unit:-**

17.1. The day-to-day affairs of the Society shall be conducted by the Management Unit under the supervision, guidance and control of the Member-Secretary. At the Regional or District level, the Management Unit may be represented appropriately and such units formed shall function as the extended arm of the Management Unit.

17.2. The Management Unit shall be headed by the Member-Secretary of the Executive Committee.

17.3. The Management Unit shall be formed with Specialists and Staff drawn from Government Departments or undertakings on deputation or outsourced from open market or supporting NGOs on contract basis or if required, with prior approval of the Executive Committee, shall recruit employees for the running of the activities of the Society.

17.4. Subject to keeping within the overall budget approved by the General Body, the Executive Committee shall authorize recruitment of employees of the Society, required for the running of the Management Unit and also for the implementation of various projects implemented by the Society. The Member-Secretary shall be the appointing authority, disciplinary authority and also incharge of all administrative matters.

### **18. Financial Year:-**

The financial year of the Society will be from the 1<sup>st</sup> day of April to the 31<sup>st</sup> day of March of the succeeding year.

#### **18.1. The funds of the Society shall consist of the following:-**

- (a) Recurring and non-recurring grants made by the State Government or the Government of India for the furtherance of the objectives of the Society;
- (b) Income from investments;
- (c) Income from external funding agencies, other sources;
- (d) Grants, loans, donation or assistance of any kind from foreign Governments and other agencies with prior approval of the Government of India or State Government; and



- (e) Grants, loans, donation or assistance of any kind from any Government agency or others in India.
- (f) Income and receipts from fees levied on clinical establishments, other institutions and individuals for becoming part of the network and for receiving network services, sale of tickets, sale of advertisement rights, sale of publications, brochures, medals, souvenirs, etc., and from the use of other services of the Society.
- (g) Income from any other source.

**18.2. There shall also be a "Special Fund" which could consist of;**

- (a) Such amounts as are received with a specific condition that income thereof alone shall be used for the purpose of the Society (with the Corpus being left intact);
- (b) Such other amount as the General Body may decide to divert from the regular fund to be used in the manner specified in clause (a) above.

**18.3. Operation of the Funds and Accounts:-**

The bank account of the Society shall be operated by officers duly empowered in this behalf by the Executive Committee.

**19. Audit:-**

19.1. The Audit Year of the Society shall begin on the 1<sup>st</sup> day of April and end on the 31<sup>st</sup> day of March of the succeeding Year.

19.2. The Society shall maintain proper accounts and other relevant records as well as documents comprising the receipt and payment accounts, statement of assets and liabilities and balance sheet.

19.3. The accounts of the Society shall be audited by a Chartered Accountant, to be appointed by the General Body of the Society. The Auditor shall also submit a report showing the exact state of financial affairs of the Society. The copies of the balance sheet and the auditor's report shall be certified by the auditor, and filed with the District Registrar within six months of General Body meeting.

19.4. The Society shall ensure that the accounts of the District Project Management Unit are duly audited and the audit report is to be placed before the Executive Committee.



## **20. Annual Report:-**

20.1. The Member-Secretary shall prepare an annual report of the proceedings of the Executive Committee and all works undertaken during the year. This report and the duly Audited Annual Accounts of the Society shall be placed for approval before the Executive Committee.

20.2. The Annual Report and Annual Accounts as approved by the Executive Committee shall be placed before the Annual General Body Meeting of the General Body before 30<sup>th</sup> July of the year. A copy of the Annual Report and Annual Accounts as approved by the General body may be forwarded to the State Government within thirty days and shall be filed with the Registrar within six months of General Body meeting along with:-

(a) list of names, address and occupation of the office bearers of the Society, certified by the Project Director; and

(b) a copy of the balance sheet and of the auditor's report certified by the auditor.

## **21. Properties of the agencies:-**

21.1. All properties of the Society shall belong to the Society itself. The Society may acquire, purchase or otherwise own, take on lease or hire movable or immovable properties and sell, mortgage, transfer or otherwise dispose off any such movable or immovable properties in furtherance of the objectives of the Society.

21.2. The income and the property of the Society shall be utilized only towards the promotion of the objectives as set forth in the Memorandum of Association of the Society. It will be subject to terms and conditions as the Executive Committee may impose in respect of expenditure to be incurred from grants to the Society from time to time.

21.3. No portion of the income or the property of the Society shall be paid or transferred directly or indirectly by way of profits to persons, who may at any time be or have been members of the Society.

21.4. No member of the Society shall have any personal claim on any movable or immovable property of the Society or make any profit whatsoever by virtue of his membership.



21.5. Provided that nothing herein contained shall prevent payments in good faith of remuneration, allowances or honorarium in return for any service rendered by them to the Society.

## **22. Suits and Proceedings:-**

22.1. The Society may sue or be sued in the name of the Society through its Member-Secretary.

22.2. No suit or proceedings shall abate by reason of any vacancy or change in the holder of the office of the Chairperson, the Member-Secretary or any office bearers authorized in this behalf.

22.3. Every decree or order against the Society in any suit or proceeding shall be executable against the property of the Society and not against the person or the property of the Chairperson, the Member-Secretary or any office bearer.

22.4. Any person, including a member of the Society who damages, injures or destroys any property of the Society or otherwise acts in a manner resulting in pecuniary loss to the Society can be sued by the Society. The fact that such person may be a member of the Society shall not in any manner prevent the Society from proceeding against him in a court of law.

## **23. Validation of acts:-**

23.1. No action taken by the Society shall be rendered invalid or void only due to the reasons that –

- i. there existed one or more vacancies in the General Body or Executive Committee on the day which the resolution was passed; or
- ii. there was defect in the appointment of any of its members; or
- iii. the resolution in pursuance of which the said act was done has subsequently been modified or revoked by the General Body or Executive Committee;

23.2. The authority entitled to make such appointment shall fill a vacancy in the General Body or in the Executive Committee of the Society.

## **24. Alterations to the Memorandum of Association of the Society and its Bye-Laws:-**



Subject to the provision to the Tamil Nadu Societies Registration Act, 1975, (Tamil Nadu Act XXVII of 1975) the Society may amend, add, alter or delete any of these bye-laws by a resolution passed at the Special Meeting of the General Body duly convened for the purpose. The modified bye laws shall be deemed to have come into force in accordance with the provisions of the said Act.

**25. Contracts:-**

26.1. All Contracts and other instruments for and on behalf of the Society shall, subject to the provision of the Act, be expressed to be made in the name of the Society and shall be executed by the persons authorized by the Executive Committee.

**26. Common Seal:-**

The Society shall have a common seal of such make and design as the Executive Committee may approve.

**27. Powers of the State Government:-**

The State Government can issue directions to the Society on any matter that it deems fit and as may be necessary. The Society shall be bound to comply with any such direction from the State Government.

**28. Notice:-**

Notice may be served upon any member of the Society either personally or by post to the address of such member at the address mentioned in the register of members. Any notice so served by post shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is posted and in proving such service, it shall be sufficient to prove that cover containing such notice was properly addressed and delivered to the post office.

**29. Records of the Society:-**

29.1. The Society shall keep in its registered office proper books of accounts, in which should be entered accurately –

(a) all sums of money received and the source thereof, all sums of money expended by the Society and the object or purpose for which such sums are expended;

(b) the assets and liabilities of the Society.

29.2. The other records shall be –



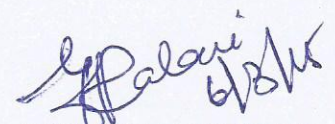
- a) Member register;
- b) Proceedings Register of the General body;
- c) Proceeding Register of the Executive Committee;
- d) Cash Book, Bank Book and General Ledger;
- e) Records of the Employees of the Society;
- f) Records of the Accounts and Claims;
- g) Stock Register;
- h) All records required for proper and systematic running of the Society;
- i) Such other records as may be specified by the Society or Executive Committee.

**30. Dissolution of the Society:-**

- i. Subject to the provision of the Act, the Society may be dissolved by a resolution passed at a Special Meeting of the General Body of the Society duly convened for the purpose and supported by atleast two-third of the total members of the Society. The General Body shall prescribe procedure for such dissolution by such resolution. The General Body may on such resolution decide to take action for liquidation of assets and liabilities of the Society or to hand over to organizations with similar aims and objectives as that of the Society, strictly in accordance with the provisions of Act, or surrendered to the State Government. In either case, the decision of the State Government shall be final.
- ii. Nothing contained in the Bye-laws and notwithstanding the provisions of the laws applicable, there would be no attempt to import expressed or implied anything repugnant or contrary to the intentions of this Society as expressed in the Memorandum of Association.

J. RADHAKRISHNAN  
SECRETARY TO GOVERNMENT

/TRUE COPY/

  
SECTION OFFICER.