

BOMBAY NATURAL HISTORY SOCIETY

Registered under the Society's Registration Act XXI of 1860 on
14.3.1928.

Registered as a Public Trust under Bombay Public Trust Act,
1950 (Bom. XXIX of 1950) Vide No. F-244 (Bom)
on 6th July, 1953

MEMORANDUM OF ASSOCIATION

1. The name of the Society is the BOMBAY NATURAL HISTORY SOCIETY.
2. The objects of the Society are as follows:
 - (a) To promote the knowledge amongst the public of Natural History in all its branches, including particularly the study of Animal and Plant life of the Oriental Regions and the Zoo-Geographical Regions adjoining thereunto, both alive and otherwise and to promote conservation of nature and natural resources.
 - (b) To carry out researches in all branches of Natural History and to assist with information and advice as well as financially where possible, other institutions and individuals in similar pursuits.
 - (c) To provide, purchase, construct, equip, maintain and replenish a museum or museums or other repositories for animals or plants living or dead which are suitable for the study of Natural History.
 - (d) To nominate and appoint members and to receive and recover contributions from them in aid of the objects of the Society.
 - (e) To engage and remunerate experts and other staff for any or all of the objects of the Society and to do and make all other acts, matters and things ancillary thereto or necessary and convenient for the purposes of the Society including the purchase or taking on lease of land and buildings.

- (f) To borrow or raise money in such manner as the Society may think fit and in particular by the issue of debentures or debenture stock AND in security of any such money so borrowed or raised to mortgage, pledge or charge the whole or any part of the property, assets, or revenue of the Society present or future by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers that may seem expedient and to purchase, redeem or payoff any such securities.
- (g) To lend, invest or otherwise employ monies belonging to or entrusted to the Society upon securities and shares or without security upon such terms as may be thought proper and from time to time to vary such investments in such manner as the Society may think fit and to deposit money with Bankers both upon current account or for a term.
- (h) To do all or any of the aforesaid objects either solely or jointly with another or others and to enter into agreements for joint management joint working, collaboration and any other arrangements with Societies or persons having similar or allied objects which may further or benefit the objects of this Society.

RULES AND REGULATIONS **(Effective from April 1, 2022)**

1. Membership

The Bombay Natural History Society (hereinafter referred to as “the Society”) shall consist of an unlimited number of members whose election shall be vested in a Governing Council constituted as provided in Rule 28 (hereinafter referred to as ‘the Council’).

Persons who were members of the Society prior to its registration shall, so long as they observe and comply with the Rules of the Society, remain members of the Society, unless they shall otherwise determine; but any life or other subscription paid by them shall, for the purposes of regulating their position or status in the Society, be deemed to have been paid to the Society.

2. Election of Members

Every candidate for election as a member other than an Honorary Member shall be proposed and recommended, in writing, by one or more members of the Society, and accepted as a member by the Council.

3. Entrance Fee

The entrance fee for all classes of members shall be as determined by the Council from time to time. The Council shall also have the authority to waive the entrance fee for certain classes of members.

4. Annual subscription

The Council has fixed that the subscription is due twelve months after the first subscription expires. No member whose subscription is in arrears may exercise his/her privileges of membership, provided nevertheless that the Council shall have the authority to restore such defaulter to membership and its privileges on payment of all the arrears. Every member on payment of his/her subscription will be issued a membership card.

5. When any member shall be in arrears in payment of his/her annual subscription for two years, he/she shall be advised by letter, addressed to his/her last known place of residence, that unless the amount due by him/her be paid within two months, his/her name shall be removed from the list of members and in the event of his/her failing to pay the amount within the period stipulated, his/her name shall be removed

from the roll of members. The Council may, however, restore the name of any person so removed upon such terms as it may think fit. Annual subscription will not apply to Honorary Members and Life Members.

6. No person shall be deemed to be a member until the entrance fee mentioned in Rule 3 and annual subscription mentioned in Rule 4 have been paid. This rule does not apply to Honorary Members, and may be waived in the case of other classes of members at the discretion of the Council.

7. **Classes of membership**

- (a) There shall be six classes of members viz., Life members, Annual members, Not-for-profit Organizations, For-profit Organizations, Honorary members and Student members. All the members of the Society except the Student members are entitled to vote. The membership of existing Family members and Associate members will continue till the end of their current term of membership with the Society and if they seek extension or renewal they shall be admitted under new classes of membership (as applicable) as per the Rules.
- (b) No person can hold more than one type of membership with the Society at a time and accordingly can have only one vote per member.

8. **Not-for-profit Organisations:**

- (a) Not-for-profit Organisations such as Scientific Societies, Primary, Secondary and High Schools, Colleges, Government Agencies, Libraries, Clubs, Officers' messes of Armed Forces shall be admissible as members in their institutional capacity. The Council may determine from time to time whether a particular organisation falls under this class of membership and the decision of the Council in this regard shall be final and binding. Likewise, Not-for-profit Organisations may be charged reduced rates of subscription as fixed by the Council from time to time.
- (b) Not-for-profit Organisations shall, on election, authorize an individual or an officer to exercise all such rights and privileges of membership on their behalf by furnishing to the Society, in writing, of such authority with a specimen of his/her signature.

- (c) Not-for-profit Organisations shall be entitled to change their nomination from time to time by a notice, in writing, to the Society. Provided that no such change shall be made during the three weeks period before an election takes place under Rule 29. Such a nominee shall not be eligible to be elected as a member of the Council.

Organisations that have compounded their membership (i.e. have paid a lump-sum amount as compounding fee for a period as may be fixed by the Council from time to time) can nominate other members of their Organisation to participate in the Society's activities but such nominees will have no voting rights in the matters of the Society.

9. For-profit Organisations

- (a) A For-Profit Organisation shall, on election, authorize an individual or an officer to exercise all rights and privileges of membership on its behalf and shall furnish to the Society, in writing, of such authority with a specimen of his/her signature.

- (b) A For-Profit Organisation shall be entitled to change its nomination from time to time by a notice, in writing, to the Society. Provided that no change shall be made during the three weeks period before an election takes place under Rule 29. Such a nominee shall not be eligible to be elected as a member of the Council.

- (c) For-profit Organisations can compound their membership on payment of a lump sum amount as a compounded fee, for a period as may be fixed by the Society.

For-profit Organisations that have compounded their membership can nominate other members of their staff to participate in the Society's activities, but such nominees will have no voting rights in the matters of the Society.

10. Honorary members

Honorary members shall be eminent scientists, and other eminent persons who have rendered distinguished service to the Society, or a donor, or a nominee of a donor who has donated to the causes of the Society a sum of Rs 10 lakh, or more, or such sum as the Council may fix from time to time, and shall not exceed fifty in number. Candidates for Honorary Membership shall be proposed by a member of the Council

only, and shall be elected by a majority of not less than three fourths of the members of the Council present, and any person so elected shall be nominated as an Honorary Life Member, and shall have the privileges of Life Member under the Rules in that behalf.

11. **Life membership**

Life Members are those members who have on election paid the prescribed fee to the Society as may be described.

12. **Annual membership**

Annual members are those persons who, on election by the Council, pay the entrance fee and the annual subscription mentioned in Rules 3 and 4 respectively.

13. **Student membership**

A student of any recognised educational institution shall, on the production of proof to this effect from the institution attended, be eligible for election as a student member at such concessional subscription as may be determined by the Council from time to time. Student Membership cannot be availed of by those who are over 25 years of age.

14. **Entrance Fee and Annual Subscription**

The entrance fee and annual subscription for members resident outside India shall be such as may be fixed by the Council from time to time. Provided that the Council may fix different rates of entrance fee and of annual subscription for members in different countries. All the payments so made by a member shall be considered as an acceptance by such member of all the rules, regulations and bye-laws of the Society, including the powers to alter or vary the same.

15. **Members' addresses and changes thereof**

Every member shall furnish, in writing, to the Honorary Secretary his/her address and any changes therein. The Society shall accept no responsibility for any loss or inconvenience that may arise through failure on the part of the member to carry out the provisions of this Rule, nor shall it be necessary for the Honorary Secretary to issue any notice to the members failing to do so.

16. **Privileges of members**

Members have a right to be present and to vote at all general meetings of the Society; to attend meetings and functions of the Society; to propose candidates for election to the Governing Council. They shall have access to the Collections of the Society with prior permission.

17. Members shall have access to the Society's Library and may borrow, for a stated period, any book, except rare books, and such books as are required for constant reference. Every member borrowing a book and failing to return the book within the stated period shall be liable to pay a fine to be fixed from time to time by the Council. Every member shall be liable to replace or to pay for any book lost by him/her at the discretion of the Council and to make good any damage done to a book while in his/her keeping. The Council shall prescribe the number of books which a member can borrow at one time. An amount fixed by the Council will have to be paid by a member as a library deposit for borrowing books.

18. **Journal and Hornbill**

- (a) A limited number of hard copies of the Society's Journal will be printed each year for distribution to Not-for-profit Organisations and the soft copies of the Society's JOURNAL shall be sent to every member of the Society on their written request.
- (b) A hard copy of the HORNBILL shall be sent to every member of the Society.

19. Members shall have the right to purchase all publications of the Society at such price, below the published price, and in such numbers as may be fixed by the Council from time to time.

20. **Withdrawal of members**

Every member, having paid all fees due by him to the Society, shall be at liberty to resign therefrom upon giving notice, in writing, to the Honorary Secretary. A member so resigning shall not be entitled to any refund of subscription already paid.

21. **Suspension or Expulsion of members**

The Council may suspend or expel from membership any member willfully disobeying these rules, or guilty of any conduct which, in the opinion of the Council, has rendered him/her unfit to be a member

of the Society. The suspension or expulsion shall be effected by a resolution of the Council. Provided that before passing the resolution to suspend or expel the member, the Council shall give sufficient notice of the proposed suspension or expulsion to the member, and call for an explanation as to why he/she should not be suspended or expelled and at the meeting for the passing of the resolution, which meeting shall be held after two months from the date of the notice to the member, shall hear what the member may wish to urge in his/her defence. The resolution shall be voted upon and shall be passed only on a vote of at least two-thirds of the total number of the Council present and voting at the time of voting. A member so suspended/expelled in accordance with this rule shall have no claim to the property or the funds of the Society, and shall not be eligible, if expelled, for re-election as a member for a minimum period of three years.

22. Annual General Meeting

A General Meeting of members of the Society shall be held annually on a day to be fixed by the Council, within four months of the closing of the Society's accounts, each year, or as soon thereafter as may be convenient. The Annual General Meeting shall be competent to receive and adopt the Annual Report, and the Audited Statement of Accounts of the Society for the past year, and to transact any other business, which may be brought forward by the Chairman.

23. Notice of the time and place of the Annual General Meeting shall be posted to each member in India by the Honorary Secretary at least four weeks before the same shall take place.

The course of procedure at the Annual General Meeting shall be as follows:

- (a) Confirmation of the Minutes of the previous meeting
- (b) Consideration and adoption of the Annual Report of the Council
- (c) Presentation of the Balance Sheet & Statement of Accounts for the past year.
- (d) The appointment of auditors and the fixing of their remuneration.
- (e) The election of the Council, if due, as provided under Rules 29 and 30.
- (f) Such other business as may be moved with the permission of the Chair.

24. No business shall be transacted at any General Meeting of the Society unless a quorum be present when the meeting proceeds to business. 25 members personally present shall constitute a quorum. If within 30 minutes from the time appointed for holding a meeting a quorum be not present, the meeting shall be adjourned to the same day at the same place. After 30 minutes, the members present, whatever is the number, shall be competent to transact the business for which the meeting was convened.
25. Subject to the provisions of the Societies Registration Act of 1860 and Rule 16 above, any question which may arise at any General Meeting of the Society or at any meeting of the Council shall be determined by vote, each member having one vote and the President or Chairman a casting vote in addition to his/her own vote.
26. **Extraordinary General Meeting**
The Council may, whenever it thinks fit, convene an Extraordinary General Meeting and it shall, on the requisition of at least 25 of the members forthwith proceed to convene an Extraordinary General Meeting of the Society. The quorum for an EGM convened either at the initiative of the Council, or upon the requisition of members, shall be the same as prescribed for Annual General Meetings.
27. Any request so made by members shall express the objects of the meeting proposed to be called and shall be left at the office of the Society. Provided such requisition may consist of several documents in like form, each signed by one or more requisitionists. Upon the receipt of any such requisition, the Council shall forthwith convene an Extraordinary General Meeting and if they neglect to do so within one month from the date of delivery of such requisition at the office of the Society, the requisitionists may themselves convene an Extraordinary General Meeting for the purpose specified but not for any other purpose, and no meeting so convened shall be held for three months from the date of delivery of the requisition as aforesaid.
28. **Governing Council**
The day to day management of the Society will be vested in the Director and a Management Team who will function under the oversight and supervision of a Governing Council. The Governing Council will, inter-alia, be charged with all matters of Policy, Strategy and oversight of all key functions of the Society including in particular its funding and financial health. An illustrative list of the functions of the Governing Council is set out in an Annexure to these Rules.

The Governing Council shall consist of:

- (a) Not more than four ex-officio members, namely one President and not more than three Vice Presidents who shall be nominated for a period of four years by the Council,
- (b) Twelve elected members, six of whom would step down at every alternate annual general meeting held under Rule 22. Of these 12 positions, 5 would be reserved for positions other than the West, viz. the past, North-East, South and Central India, elected as per the procedure in Rule 29 below,
- (c) Two members to be nominated by the four ex-officio members and twelve elected members. Their term of office will be the same as the Council to which they are nominated,
- (d) The Secretary to the Government of India in the ministry dealing with scientific research or his nominee,
- (e) The Director BNHS, who is the paid Chief Executive of the Society (ex-officio),
- (f) In case the Government of India consents to give to the Society a recurring grant as asked for by the Society, a nominee of the department concerned not below the rank of a Joint Secretary during the continuance of such grant,
- (g) In case the Government of Maharashtra consents to give to the Society a recurring grant as asked for by the Society, a nominee of the Government of Maharashtra not below the rank of a Joint Secretary during the continuance of such grant,
- (h) The term of office of an elected member shall not exceed two continuous terms of four years. However, a member may stand again for election after stepping off the Governing Council, if he/she so desires,
- (i) All members who have been nominated (not elected) and have completed their term of two years will step down at the first AGM following an amendment of these Rules and the reconstituted Council will decide whether the same nominees should be re-nominated or substituted by other nominees,
- (j) At the first AGM following an amendment of these Rules, 6 of the present 12 elected members will step down. Those who have completed 2 consecutive terms of 4 years will step down first and in case there are either more or less than 6 in number, the names would be chosen by the drawing of lots,

- (k) Except for persons elected during the period of transition as explained above, the term of office of an elected member will be determined as 48 months from the 1st day of the month of April of the election year. Members of the Council first appointed/ elected at or after the first AGM following the amendment of these Rules will therefore serve for a term of 48 months,
- (l) All GC members would retire at the age of 75, or on completion of their term; whichever is later.
- (m) The Honorary Secretary shall be the ex-officio Secretary of the Governing Council.

29. **Procedure for election to the Governing Council**

- (a) It shall be open to members, whose membership dues are not in arrears, having obtained the previous consent of the nominee, to propose and second, in writing, not less than two days prior to the date of the Annual General Meeting the names of any member they desire to have elected to the Governing Council. In the event of the number of members thus proposed for membership of the Governing Council exceeding twelve, an election shall take place. The election shall be conducted as follows. The list of the names so proposed shall be sent to every life and honorary member and to every other category of member entitled to vote who has paid his/ her subscription for the year. The member shall place a cross mark against the names of those candidates he/she wishes elected and return the list signed by him/her in the separate portion provided and in a special envelope marked "Voting Paper" to the Honorary Secretary within six weeks of the issue of the same.
- (b) As stated in Rule 28(b) above, 5 of the positions on the Governing Council will be reserved for candidates representing the 5 Regions listed above. The procedure for selection of the Regional Representatives will be as follows:
 - i. If there is a candidate from one of the 5 regions, featuring in the list of the first 12 candidates ranked by the number of votes received, then that candidate would be awarded the regional seat,
 - ii. Thereafter the 7 non-regional positions on the Governing Council would be decided purely on the basis of the number of votes cast, irrespective of the region to which

the candidate belongs. (It is clarified that there could be more than one candidate from a particular region on the Governing Council),

- iii. For each of the remaining unfilled positions on the Governing Council which are reserved for regional candidates, the candidate from that region securing the highest number of votes within that region would be selected and in case there is no such candidate, it would be open to the President to nominate a candidate to the Regional Seat.

30. No voting papers shall be opened until six weeks after the date of the issue and they shall be opened by three scrutinizers appointed by the President or in his absence by the senior Vice President and the result notified, in writing, to the candidates and published in the next issue of the HORNBILL for the information of all members.

31. **Election of Honorary Secretary and Honorary Treasurer**

The 12 elected members and the 4 nominated office bearers, as per rule 28(a) and (b) shall at the first meeting, after the election of the Council, elect from any of the 12 members elected in accordance with Rule 28(b), one member as Honorary Secretary, and shall elect as Honorary Treasurer one member from among the elected members, or nominated members as per rule 28(b) and (c).

32. **Vacancies on the Council**

Subject to Rule 31, in the event of any vacancy on the Council occurring during the term of the Council, the remaining members of the Council may fill up such vacancy from the members of the Society. A member so appointed shall, if an ordinary member, hold office for the remainder of the term of the Council appointing him/her, and if he/she is a nominated member, shall hold office till the next nomination of members.

33. **Expulsion of Council Members**

The Council may expel from membership of the Council, any Council member acting in defiance of Council decisions, or against the interests of the Society, or guilty of any conduct which in the opinion of the Council has rendered him/her unfit to continue as member of the Council. Following the procedures laid down in Rule 21 as for expulsion

of members; the expulsion shall be effected by a resolution passed by two-thirds of the total non ex-officio membership of the Council present at the meeting. A Council member expelled in accordance with this Rule shall not be eligible for re-election to the Council for a minimum period of four years.

34. **Meetings of the Council**

The Council shall meet at such times as shall be determined by the President or, in his absence, by one of the Vice Presidents, Honorary Secretary, or Honorary Treasurer, due and sufficient notice being previously sent to every member. The Council shall meet at least once in three months.

35. **Notice of Meeting and Agenda**

Seven days' clear notice of any meeting of the Council shall, as a rule, be given, in writing, by the Honorary Secretary, to each member of the Council and such notice shall specify the nature of the business to be transacted. Business of an urgent nature may be conducted by circulation and in such case, it shall be necessary in order to render valid any act of the Council done upon a resolution by circulation, that the circular shall have been seen by each member of the Council present in Mumbai and that the majority of members shall have voted in favour of the resolution.

Any member absenting himself/herself without sanction of leave of absence from three consecutive meetings of the Council will be liable to be removed from the Council. In such cases, the Council shall fill the vacancy by co-opting any other eligible member.

36. **Quorum**

At any meeting of the Council, 6 members shall form a quorum.

37. **Decision by majority**

A majority of votes shall decide every question brought before the Council and in case of an equality of votes, the Chairman of the meeting shall have a casting vote in addition to his/her own.

38. **Invitation to others for the meetings**

The Council shall be competent to invite any person, if it so desires, including non-members, to be present at the meetings of the Council,

provided that such invitee shall be entitled to attend only the meeting to which he/she is invited and shall not be entitled to vote at the meeting.

39. **Advisory Council**

The Council shall be assisted in an advisory capacity by ten members chosen by the newly elected Council from amongst members eminent in various fields related to the Society's activities. The term of office will be concurrent with the term of the Governing Council which nominates them. The Advisory Council members shall receive the minutes of the Governing Council meetings.

40. **Committees & Standing Committees**

- (a) Notwithstanding any authority given to the Director as he/she deems necessary for the effective functioning of the Society, the Council may appoint Committees for any purpose connected with the affairs of the Society and shall be competent to co-opt suitable persons on a Committee whenever it deems fit.
- (b) Furthermore in addition to any Committees appointed by the Director, there will be three Standing Committees, chaired by members of the Governing Council, where the Director will also be a member, viz.:
 - i. The Finance & Accounts Committee which will be chaired by the Honorary Treasurer,
 - ii. A Fund-Raising Committee which will be chaired by one of the Vice Presidents
 - iii. The Core Group which will be chaired by the President or in his absence, by one of the Vice Presidents
- (c) The Director shall be free to appoint such Committees that he feels are necessary for effectively managing the affairs of the Society, such as Membership, Library, Collections, etc. and to constitute a Managing Committee for managing the day-to-day affairs of the Society. These would be headed by the Director himself or any senior member of his executive team. The Committees would be free to co-opt suitable persons from the membership of the Society and to invite experts in that field to be invitees to that Committee, provided the Council is informed of the constitution and remit of such Committee.

(d) The Director will issue an annual/ six-monthly schedule of meetings to members of the Council and it will be open to any member of the Council to attend any/all such meetings of these Committees as a member. All committees whether Standing Committees or Committees will report to and be accountable to the Governing Council

41. **Bye-Laws**

The Council may, from time to time, frame Bye-laws for regulating the conduct and management of their business or of the meetings or functions of any Committee appointed by it or by the Director for the internal management of the Society. Provided that no such Bye-laws shall be inconsistent with any of the purposes or objects of the Society or with these Rules and Regulations. All such Bye-laws, until revoked or altered, shall be binding as if they were contained in these Rules and Regulations and shall be available for inspection by members of the Society.

42. **Execution of contracts, etc.**

The President, Vice Presidents, the Honorary Secretary or the Hon. Treasurer upon the direction of the majority present at any meeting of the Council at which not less than six members of the Council are present, shall be competent to sign on behalf of the Society any contracts, deeds, pleadings, and any other documents relating to the affairs of the Society and not inconsistent in their terms with the purposes or objects of the Society, or with the Rules and Regulations.

43. **Other powers of the Council**

The Council, in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things including powers conferred upon the Society by clauses (g) and (h) of the Memorandum of Association of the Society as may be exercised or done by the Society and are not hereby or by law expressly directed or required to be exercised or done by the Society in General Meeting but subject nevertheless to the provisions of the Societies Registration Act of 1860 and of these presents and to any Regulations from time to time made by the General Meeting. Provided that no Regulation so made shall

invalidate any prior act of the Council which would have been valid if such Regulation has not been made.

44. **Emeritus status**

The Council may, taking into account the distinguished services rendered by a person to the Society confer on such person Emeritus status. Such a person shall be proposed by a member of the Governing Council only and shall be elected by an unanimous vote of all members of the Council. Such positions, at any time, will not exceed five in number. The Emeritus post is an honorary post and will not carry any authority.

45. **Patrons**

One or more person or persons may be invited to accept the office of Patron of the Society at the discretion of the Council.

46. **Vice Patrons**

Any member of the Society who shall subscribe in his/her personal capacity, a sum as decided by the Council from time to time or in a corporate capacity such sum as the Council may fix from time to time to the funds of the Society to be devoted to fostering any of the objects and purposes of the Society, shall, with the approval of the Council, be appointed a Vice Patron of the Society.

47. An individual Vice Patron shall hold office until death or resignation, and a corporate Vice Patron shall hold office for 25 years from the date of appointment.

48. **President and Vice Presidents**

The President, or in his/her absence a Vice President shall preside at meetings of the Society, or of the Council and regulate all the proceedings thereat.

49. In the absence of the President from any meeting of the Society or of the Council, his/her place shall be filled by one of the Vice Presidents, or by a member of the Council then present who shall for the time being have all the authority, privileges and powers of the President. If no member of the Council be present at any Annual General Meeting, the members present shall nominate and appoint such member as they shall deem fit to be Chairman.

50. **Honorary Secretary**

The Honorary Secretary shall be responsible for the overall execution of the rules and regulations, bye-laws or orders of the Council.

51. In case of an emergency, the Honorary Secretary, in consultation with the Honorary Treasurer, may incur expenditure not exceeding a sum to be fixed by the Council subject to the submission of a report.

52. **Honorary Treasurer and Accounts**

The Honorary Treasurer or his deputy, subject to the control of the Honorary Treasurer, shall demand and receive for the use of the Society all monies due or payable to the Society and shall keep full and particular accounts of all sums so received. Hon. Treasurer will be responsible for audit of accounts and investment and for exercising financial powers more than those delegated by the Council to the Director. The budget will be finalized by the Honorary Treasurer who would also to report to the Council periodically the financial position and assets of the Society. The Director may pass for payment all the bills in connection with the Journal, salaries, and other expenses of the Society as per the operative budget within sanctioned grants.

53. **Register for Income - Expenditure**

A special register shall be maintained by the Society, stating the several sums payable by him/her, and date of payment of the same of each member. The particulars also of all sums of money received and disbursed in the several departments of the Society shall be entered and the books and vouchers shall be open to inspection of every member with the express permission of the President, at a reasonable time.

54. **Revenue items**

Life Membership contribution, compounded subscriptions and named donations and funds shall not be used as revenue of the Society, but shall be invested in securities and/or deposits approved by the Charity Commissioner, and the interest thereon only may be utilised as revenue.

55. **Accounts and Auditor**

The financial year of the Society shall end on the 31st March of each year and all accounts shall be made up to that date and shall be audited

by one or more auditors appointed at the Annual General Meeting. An internal audit system would also be introduced.

56. The auditor shall have the power of calling for a statement of liabilities and assets of the Society and for any information related thereto.

57. **Balance Sheet**

The Honorary Treasurer shall make a report to the Society on the day of the Annual General Meeting and present a Balance Sheet and Statement of Accounts for the past year which shall be printed and made available to members on request.

58. **Salaried official**

No dividend, gift, division, or bonus shall be made by the Society unto or between any of its members in his/her capacity as member only, but any member occupying the position of a salaried official shall be entitled to receive remuneration from the Society for his/her services.

A salaried official of the Society shall not be eligible to be elected as a member of the Council, and shall not be eligible to take part in discussion or to vote on matters relating to or affecting his/her pay and service conditions. Such salaried official may, however, be an ex-officio member of the Council as provided in Rule 28.

59. **Director**

The Director shall be appointed by the Council and shall be responsible for the day-to-day administration, management and activities of the Society and shall duly cause and arrange with such other staff or persons as the Council may designate or appoint for the due discharge of the functions of the Society, as the Council may determine from time to time.

The Director shall, each quarter, provide a Report to the Governing Council, confirming compliance with all applicable statutes, as also a Report confirming that all the Society's Rules & Regulations and Bye-laws are being complied with. Such Reports will be confirmed and signed by the Society's Internal Auditors.

The Director shall from time to time keep the Hon. Secretary informed of any delegation of duties and responsibilities to the other staff of the Society.

60. The Director and other staff of the Society with their respective salaries and duties shall be subject to the orders of the Council and they shall not under any pretence whatsoever receive any payment(s) or perquisite(s) or profit(s) or any benefit(s) with respect to and from their connection with the Society, except that which shall be expressly allowed by the Council.

61. **Amendments to Rules and Regulations**

The Society's rules and regulations may be amended, or modified, or new rule(s) made, or rule(s) renumbered, repealed, save and except for the Objects Clause of the Society, by a simple majority of members present and voting at any Annual General Meeting (AGM), or Extraordinary General Meeting (EGM), provided that 4 weeks' notice of such proposal repeal, amendment or new rule has been duly given by the Honorary Secretary, setting out the rationale for the change by way of an Explanatory Statement.

A member wishing to propose any amendment/amendments to the changes proposed in the said Notice must do so in writing 2 weeks prior to the date of the AGM/EGM, setting out the rationale for the change. Proposals received less than 2 weeks before the date of the AGM/EGM will not be considered by the Council.

62. **Referendum**

The Council shall have at its sole discretion, the power to call for a referendum on such issues as will affect all members of the Society and on which the votes of all members of the Society are considered necessary by the Council. Provided a resolution passed in an Extraordinary General Meeting, held in accordance with Rule 61 which amends the rules, shall be ratified by a referendum.

It is clarified that any amendment or modification or repeal shall be approved by a simple majority of the number of members replying to the referendum.

63. **Interpretation**

On all matters relating to the interpretation of these Rules and Regulations and of any bye-laws and on any questions not provided for in these Rules, the Council's decision shall be binding unless overruled at a General Meeting.

Annexure to the Rules & Regulations
Illustrative list of Functions of the Governing Council (GC)

The remit of the Governing Council shall include:

I Matters of Policy, Strategy & Image of the Society:

- (a) ensuring conformance, at all times, with the Society's Objects, Purpose & Values,
- (b) approval & regular review of the Long-term Strategy of BNHS,
- (c) approval of Policies (including the HR Policy), Plans (including the Long Range Plan) & Budgets,
- (d) approval of the positioning, external image of BNHS and actively influencing external perceptions about BNHS,

II Oversight on all key functions

- (e) these functions would be determined on the basis of an Annual Review but would illustratively include areas like: Projects, Conservation, Advocacy, Education, Membership, etc,

III Ensuring the Society's Solvency & Financial Strength

- (f) decisions that would impact the longer-term, such purchase of land and capital assets and exceptional, non-recurring revenue expenditure over a certain value as decided from time to time by the Apex body,
- (g) Risk Management - strategic, financial and reputational,
- (h) establishing and maintaining a framework of delegation and internal controls,
- (i) generally ensuring the Society's Solvency and its Financial Strength,

IV Evaluating Performance

- (j) reviewing the performance of the Society in terms of certain pre-agreed metrics,
- (k) The Office Bearers shall review the performance of the Director and determine his/her remuneration, including performance related pay,

V Compliance and Other areas of Good Governance

- (l) ensuring compliance with (external) Statutes,
- (m) ensuring Succession Planning for all key positions,

- (n) appointment & termination of the contracts of the Director and Senior Management Team,
- (o) ensuring accountability of the GC to the Members of the Society,
- (p) granting approvals for the commencement of legal proceedings,
- (q) taking decisions on proposals placed up by management/scientists before the Governing Council,
- (r) carrying an annual self-appraisal of the functioning of the Governing Council.