



## ABSTRACT

Tamil Nadu Urban Health Care Project – Constitution of Tamil Nadu Urban Health Care Society to implement the Tamil Nadu Urban Health Care Project funded by Japan International Co-operation Agency - Orders – Issued.

### Health and Family Welfare (EAP II-1) Department

G.O.(Ms) No.188

Dated : 18.05.2017  
Heyvilambi, Vaigasi-04  
Thiruvalluvar Aandu 2048

Read:

1. G.O.(Ms)No.217, Health and Family Welfare (EAP II-1) Department, dated: 08.09.2016.
2. From the Project Director, Tamil Nadu Health Systems Project letter R.C.No.7301/E1/TNHSP/JICA/2016, dated: 18.02.2016.

### ORDER:

As per the announcement made by the Hon'ble Chief Minister on the floor of Legislative Assembly on 01.09.2016 under **rule 110**, in the Government order first read above, orders have been issued for the implementation of the Tamil Nadu Urban Health Care Project at a cost of Rs.1634,69,50,000/- with the assistance of Japanese International Cooperation Agency(JICA). The Project Director was permitted to establish Tamil Nadu Urban Health Care Society to implement the Tamil Nadu Urban Health Care Project in Tamil Nadu in 21 Urban Towns / Cities in 17 Districts of the State.

2. The Project Director, Tamil Nadu Health System Project has reported that the Tamil Nadu Urban Health Care Project may be implemented through society mode as it will provide more flexibility in operations and the project will be able to meet the timelines of various activities and sub activities. The society may be named as Tamil Nadu Urban Health Care Society.

3. The Project Director, Tamil Nadu Health Systems Project has reported that Tamil Nadu Urban Health Care Society will have two committees namely a General body and a Executive committee.

4. The Project Director, Tamil Nadu Health System Project has informed that all Government staff who will work in the society will be considered not on Foreign Service but considered as on regular Government duty. All construction activities of the project shall be carried out through the existing system of Letter Of Credit to Public Works Department. Procurement of equipment and goods shall be made through Tamil Nadu Medical Services Corporation Limited through the system of transfer of funds from Government to corporation. The activities of Tamil Nadu Urban Health Care Project other than Public Works Department and Tamil Nadu Medical Services Corporation shall be carried out by the Tamil Nadu Urban Health Care Society. This will include staff salary, allowances and all other entitlements.

5. The Project Director, Tamil Nadu Health System Project has therefore requested the Government orders in this regard.

6. The Government after careful examination of the proposal of Project Director, Tamil Nadu Urban Health Care Project issues the following orders:-

- i. The Tamil Nadu Urban Health Care Society be established for implementation of Tamil Nadu Urban Healthcare Project in Tamil Nadu.

- ii. The Memorandum of Association and Bye-laws of Tamil Nadu Urban Health Care Society in annexure-I & II to this order is approved.
- iii. The General Body and the Executive Committee of the Tamil Nadu Urban Health Care Society be constituted as follows:-

**General Body of the Society**

1.	Chief Secretary to Government	Chairman
2.	Secretary to Government, Health and Family Welfare Department	Vice -Chairman
3.	Secretary to Government Finance Department	Member
4.	Project Director, Tamil Nadu Urban Health Care Project	Member- Secretary
5.	Managing Director, Tamil Nadu Medical Services Corporation	Member
6.	Mission Director, National Health Mission, Tamil Nadu	Member
7.	Director of Medical Education	Member
8.	Director of Medical and Rural Health Services	Member
9.	Directorate of Public Health and Preventive Medicine	Member

**Executive Committee**

1.	Secretary to Government Health and Family Welfare Department	Chairman
2.	Representative from Finance Department	Member
3.	Project Director Tamil Nadu Urban Health Care Project	Member- Secretary
4.	Mission Director National Rural Health Mission	Member
5.	Director of Medical Education	Member
6.	Director of Medical and Rural Health Services	Member
7.	Director of Public Health and Preventive Medicine	Member

No separate financial power for General Body and Executive Committee is prescribed on the lines of Tamil Nadu Health Systems Project. However as far as the Tamil Nadu Urban Health Care Project (Japan International Co-operation Agency) activities and expenditure are concerned, the State Empowered Committee headed by the Chief Secretary is vested with financial power upto Rs.5.00 Crore for Civil works, Equipments and for Services.

- iv. The Project Director, Tamil Nadu Urban Health Care Project is permitted to register the Tamil Nadu Urban Health Care Society under the Tamil Nadu Societies Registration Act, 1975.
- v. The Project Director, Tamil Nadu Urban Health Care Project is permitted to open a current account and savings bank account in Nationalized Bank in the name of

Society which will be operated by the Project Director, Tamil Nadu Urban Healthcare Project and Financial Advisor and Chief Accounts Officer.

- vi. Procurement of equipment and goods shall be made through Tamil Nadu Medical Services Corporation Limited through the system of transfer from Government to Corporation.
- vii. The activities of Tamil Nadu Urban Health Care Project other than construction through the Public Works Department and procurement of equipment and goods through the Tamil Nadu Medical Service Corporation shall be carried out by the Tamil Nadu Urban Health Care Society.

7. The Project Director, Tamil Nadu Urban Health Care Project is directed to take action to wind up Tamil Nadu Health Systems Project, after the programmes like the Chief Minister's Comprehensive Health Insurance Scheme, 108 Ambulance Service, 104 Tele Medicine, Free Health Service and Janani Sishu Suraksha Karyakram (JSSK) are transferred to State Health Society.

8. The Project Director, Tamil Nadu Urban Health Care Project is directed to remit the balance amount available in the Personal Deposit account of Tamil Nadu Health Systems Project into Government account.

9. All the existing resources and residual activities setup by the Tamil Nadu Health Systems Project shall be transferred to Tamil Nadu Urban Health Care Project Society.

10. This order issues with the concurrence of finance department vide its U.O.No.23325/Health-II/2017, dated: 10.05.2017

**(BY ORDER OF THE GOVERNOR)**

**J.RADHAKRISHNAN  
PRINCIPAL SECRETARY TO GOVERNMENT**

To

The Project Director, Tamil Nadu Urban Health Care Project, Chennai-600006.  
The Chief Engineer, Public Works Department, Chennai-600005.  
The Managing Director, Tamil Nadu Medical Services Corporation, Chennai-600006.  
The Director of Medical Education, Chennai-600010.  
The Director of Medical and Rural Health Service, Chennai-600006.  
The Director of Public Health and Preventive Medicine, Chennai-600006.  
The Accountant General (A&E), Chennai-600018.  
The Accountant General (Audit), Chennai-600035.

Copy to:

The Finance (Health/EAP) Department, Chennai-600009.  
The Public Works Department, Chennai-600009.  
Data Cell/SF/Sc.

**//Forwarded by Order//**

  
**Section Officer**

**ANNEXURE-I****G.O.(Ms)No.188, Health and Family Welfare (EAP II-1) Department, dated: 18.05.2017****MEMORANDUM OF ASSOCIATION**

**1. Name of the Society .-** The name of the Society shall be the "Tamil Nadu Urban Health Care Society" (TNUHS) (hereinafter called as "Society").

**2. Address of the Registered Office of the Society.-** The registered office of the society is located at DMS Annex Building, DMS complex, 259, Anna salai, Teynampet, Chennai 600 006.

**3. Area of Operation.-** The area of operation of the Society will extend throughout the State of Tamil Nadu.

**4. Goal.-** The goal of the Society is to improve the health status of the people of the Tamil Nadu especially the poor and disadvantaged people living in urban areas through various measures.

**5.Vision.-** The Society shall be a specialized agency to bring in reforms, modernization and overall improvement of the urban health systems in Tamil Nadu.

**6. Scope.-** The Society will be entirely responsible for managing the Japan International Cooperation Agency (JICA) supported the Tamil Nadu Urban Health Care Project and any other activity entrusted to it by the Department of Health, with a special focus on strengthening of identified tertiary and secondary care hospitals located in urban areas.

**7. Objects of the Society :-** The objects of the Society shall be to assist the Government of Tamil Nadu to significantly improve the quality of health services in urban areas through (i) strengthening the capacity of key hospitals with upgradation of infrastructure facility and equipment and (ii) strengthening the capacity of human resources with the focus on Non Communicable Diseases, thereby improving the health of people in Tamil Nadu.

**8. Functions.-**

- (a) To take all such actions and to enter into all such 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 programmes of the Tamil Nadu Urban Health Care Project.
- (c) To act as per rules and regulations of the Tamil Nadu Urban Health Care Project and enforce the Rules and Guidelines for the implementation of the project.
- (d) To create Project Management Unit, coordinate and guide its 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 objects of the Tamil Nadu Urban Health Care Society.
- (f) To purchase, hire, take on lease, exchange or otherwise acquire property, movables or immovable and construct, alter and maintain any building or buildings as may be necessary for carrying out the objectives of the Tamil Nadu Urban Health Care Society.

- (g) To open a bank account and operate the same towards fulfillment of the objects of the society.
- (h) To receive funds from the State Government or other sources through budget releases and release money to the agencies like Public Works Department (PWD), Tamil Nadu Medical Services Corporation (TNMSC) etc., to carry out the project activities and to obtain utilization certificates from them.
- (i) To incur expenditure after drawing up a budget and with due regard to economy and propriety.
- (j) To make rules and regulations for the conduct of the affairs of the Tamil Nadu Urban Health Care Society and add or amend, vary or rescind them as and when required.
- (k) To establish its own organizational structure, officers and employees, retain or dismiss personnel as required, decide salary and benefit structure for such employees of the society.
- (l) To accept, make, enclose or otherwise execute cheques, drafts, receipts, bills of exchange or other instruments and securities as required for the conduct of the business of the society.
- (m) To enter into contracts without a requirement for Government approval, other than by Government representatives on the Executive Committee 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 management of Tamil Nadu Urban Health Care Society on behalf of Government of Tamil Nadu within the frame work of the project guidelines.

**9. Management of the Society.-** The management of the society shall be vested with the Executive Committee as enshrined in the Bye-Laws framed for the purpose.

**10. Authority to correspond.-** The Project Director, Tamil Nadu Urban Health Care Society who is the Member Secretary of the Society shall be the authority to correspond on behalf of the society. A copy of the Bye-laws of the Society certified to be a correct copy by three members of the Society is filed along with this Memorandum of Association.

**11. The names addresses and occupations of the members of the Society .-**

We, the Members whose names, designation, addresses and signatures subscribed hereunder are willing to form into a society under the Tamil Nadu Societies Registration Act, 1975 (Tamil Nadu Act 27 of 1975) and to register the same under the said Act.

Sl. No	Name	Designation	Address	Signature
1	Chief Secretary to Government of Tamil Nadu	Chairman		
2	Principal Secretary to Government, Health and Family Welfare Department, Government of Tamil Nadu	Member		

3	Principal Secretary to Government, Finance Department, Government of Tamil Nadu	Member		
4	Project Director i/c Tamil Nadu Urban System Project DMS Annex Building, Chennai-6.	Member - Secretary		
5	Managing Director i/c Tamil Nadu Medical Services Corporation Limited Chennai	Member		
6	Mission Director, National Health Mission, Chennai	Member		
7	Deputy Secretary to Government, Health and Family Welfare Department	Member		

Signed in our presence this ..... day of ..... 2016.

- |    |             |   |  |    |             |   |  |
|----|-------------|---|--|----|-------------|---|--|
| 1. | Signature   | : |  | 2. | Signature   | : |  |
|    | Name        | : |  |    | Name        | : |  |
|    | Designation | : |  |    | Designation | : |  |
|    | Address     | : |  |    | Address     | : |  |

**ANNEXURE-II**

**G.O.(Ms)No.188, Health and Family Welfare (EAP II-1) Department, dated: 18.05.2017**

**BYE-LAWS OF THE SOCIETY**

1. The name of the society shall be the "Tamil Nadu Urban Health Care Society"(TNUHS).
2. **The address of the registered office of the society.** The registered office of the society will be in the State of Tamil Nadu presently located at DMS annex building, DMS Complex, 25A, Anna Salai, Teynampet, Chennai-600 006.
3. The date of formation of the society .....
4. The society is located within the jurisdiction of the Registrar of the Societies.....
5. Place of the Registrar office .....
6. **Definitions.-** In these bye laws, unless the context otherwise requires;
  - (1) "Act" means the Tamil Nadu Societies Registration Act,1975 (Tamil Nadu Act No.27 of 1975);
  - (2) "AG" means Accountant General;
  - (3) "Chair Person" means the Chair Person of the General Body of the society or the Chair Person of the Executive Committee of the Tamil Nadu Urban Health Care Society, as the case may be;
  - (4) "DMRHS" means the Director of Medical and Rural Health Services, Government of Tamil Nadu;
  - (5) "DPH and PM" means the Director of Public Health and Preventive Medicine, Government of Tamil Nadu;
  - (6) "DME" means the Director of Medical Education, Government of Tamil Nadu;
  - (7) "DEA" means the Directorate of Economic Affairs of Government of India;
  - (8) "DPR" means Detailed Project Report of the project;
  - (9) "Executive Committee" means the Executive Committee of the Tamil Nadu Urban Health Care Society constituted under these Bye Laws;
  - (10) "FA and CAO" means Financial Advisor and Chief Accounts Officer;
  - (11) "General Body" means the General Body of the Tamil Nadu Urban Health Care Society as constituted under these Bye Laws;
  - (12) "GOI" means Government of India;
  - (13) "HUD" means Health Unit District;
  - (14) "H&FW Dept" means Health and Family Welfare Department, Government of Tamil Nadu;

- (15) "JICA" means Japan International Cooperation Agency;
- (16) "Member Secretary" means the Member Secretary of the Executive Committee, who shall be the Project Director of the Tamil Nadu Urban Health Care Project;
- (17) "MOA" means the Memorandum of Association of the Tamil Nadu Urban Health Care Society;
- (18) "MOH – GOI" means Ministry of Health, Government of India;
- (19) "MOD" means Minutes of Discussion;
- (20) "NGO" means any Non Governmental Organization fulfilling the eligibility criteria as per the norms prescribed by a Government Order;
- (21) "ODA" loan means Official Development Assistance Loan from Government of Japan;
- (22) "PD Account" means Personal Deposit Account;
- (23) "Project" means Tamil Nadu Urban Health Care Project and any Programme assigned by the Government of Tamil Nadu to the Tamil Nadu Urban Health Care Society at state and district levels;
- (24) "PHC" means Government Primary Health Center;
- (25) "PMU" means the Project Management Unit of the Tamil Nadu Health Systems Project headed by the Project Director;
- (26) "PWD" means Public Works Department;
- (27) "Registrar" means the Registrar of Societies within whose jurisdiction the Tamil Nadu Urban Health Care Society is registered; The said term also includes any officer of the State Government authorized to exercise the powers of the Registrar;
- (28) "Rs" means Rupees;
- (29) "State Government" means the Government of Tamil Nadu;
- (30) "Society" means the Tamil Nadu Urban Health Care Society.
- (31) "SOE" means Statement of Expenditure;
- (32) "TNUHP" means Tamil Nadu Urban Health Care Project;
- (33) "TNMSC" means Tamil Nadu Medical Services Corporation.
- 7.1 Business of the Society**.- The society shall be entirely responsible for managing the JICA funded Tamil Nadu Urban Health Care Project and any other activity entrusted to it by the Health and Family Welfare Department.
- 7.2 Business Hours of the society** .- The business hours of the society shall be between 10.00A.M. to 5.45 P.M on all Government working days.
- 8. Objects of the Society** .- The object of the society shall be to assist the Government of Tamil Nadu to improve the quality of health services in urban areas through (i) strengthening the capacity of the key hospitals with upgradation of infrastructure facility and equipment and (ii) strengthening the capacity of human resources with the focus on Non Communicable Diseases thereby improving the health of people in the state of Tamil Nadu.



**9. Functions of the Society .-**

- (i) 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.
- (ii) to formulate guidelines for implementation of the various programmes of the Tamil Nadu Urban Health Care Society.
- (iii) to act as per rules and regulations of the Tamil Nadu Urban Health Care Project and enforce the said rules and guidelines for the implementation of the project.
- (iv) 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 in consistence with the objects of the Tamil Nadu Urban Health Care Society.
- (v) to purchase, hire, take on lease, exchange or otherwise acquire property, movables or immovable and construct, alter and maintain any building or buildings as may be necessary for carrying out the objectives of the Tamil Nadu Urban Health Care Society.
- (vi) to open bank account and operate the same towards fulfillment of the objects of the society.
- (vii) to receive funds from the State Government or other sources through budget releases and release money to other agencies like Public Works Department, Tamil Nadu Medical Service Corporation etc., to carryout the project activities and to obtain the utilization certificates from them.
- (viii) to incur expenditure after drawing up a budget and with due regard to economy and propriety.
- (ix) 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 either prospectively or retrospectively.
- (x) to establish its own organizational structure, officers and employees, retain or dismiss the personnel as required, decide salary and benefits, structure for the society.
- (xi) 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.
- (xii) to enter into contracts without a requirement for State Government approval, other than by State Government representatives on the Executive Committee and undertake any legal action that may be necessary to ensure the fulfillment of contracts made between the Society and others.
- (xiii) to exercise overall responsibility for the management of the Tamil Nadu Urban Health Care Society on behalf of the State Government within the frame work of the project guidelines.

- 10. Founder Members of the Society:-** The founder members of the society shall be as follows:- The members by designation and their successors shall be treated as founder members in their place.

1.		Chief Secretary to Government
2.		Principal Secretary to Government, Health and Family Welfare Department
3.		Secretary to Government, Finance Department
4.		Project Director i/c, in charge. Tamil Nadu Urban Health Care Project
5.		Managing Director, Tamil Nadu Medical Service Corporation
6.		Mission Director, National Rural Health Mission
7.		Deputy Secretary to Government, Health and Family Welfare Department

## 11. Membership:

11.1 **Members of the Society.-** The member of the Society consists of the following full members including the founder members who have signed the Memorandum of Association of the society.

Serial Number	Occupation	Designation	Signature
(1)	Chief Secretary to Government, Government of Tamil Nadu	Chairman	
(2)	Secretary to Government, Health and Family Welfare Department, Government of Tamil Nadu	Vice- Chairman	
(3)	Secretary to Government, Finance Department, Government of Tamil Nadu	Member	
(4)	Project Director, Tamil Nadu Urban Health Care Project	Member- Secretary	
(5)	Managing Director, Tamil Nadu Medical Services Corporation	Member	
(6)	Mission Director, National Rural Health Mission, Tamil Nadu	Member	
(7)	Director of Public Health and Preventive Medicine, Government of Tamil Nadu	Member	
(8)	Director of Medical Education, Government of Tamil Nadu	Member	
(9)	Director of Medical and Rural Health Services, Government of Tamil Nadu	Member	

- 11.2 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.
- 11.3** 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.
- 11.4 Termination of Membership.**- Membership of the society shall ipso facto terminate if a member.-
- (f) dies, or permanently leaves India; or
  - (g) tenders his resignation in writing to the society ; or
  - (h) is declared insane by a competent authority; or
  - (i) operation of the provision as provided in bye-law 11.2
- 11.5 Register of Members .-** 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.
- 11.6 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.
- 12. General Body.**-
- 12.1 Members of the General Body.**- The General Body of the society shall consists of all members of the society, as contemplated in bye-law 11.1.
- 12.2 Meeting of the General Body.**- Subject to the provision of the Act, the General Body shall meet atleast once in a year.
- 12.3 Special Meeting .-** The Chairman of the society may convene special meetings of the General Body to consider any matter of special importance or urgency, on the written requisition of the Executive Committee or of the one third of the total members of the General Body. The Special General Body Meeting shall be convened within fifteen days from the date of requisition.
- 12.4 Notice of the Meeting.**- A notice of not less than ten 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 Chairperson provided that the above time limit shall not apply for special meeting of the Governing Body.
- 12.5 Quorum.**- The quorum for all General Body meetings of the society shall be one third of the members including the Chairman, constitute the quorum for any meeting of the General Body provided that if meeting is once adjourned for want of quorum, a subsequent meeting called on the basis of the same agenda shall not require a quorum.

**12.6 Presiding Officer:-** The Chairman of the General Body shall ordinarily preside at all the meetings of the General Body. In the absence of the Chairman, the Vice-Chairman shall preside over the meeting. In the absence of both, the Chairman and Vice-Chairman, the members present shall choose one from among themselves to preside over the meeting.

**12.7 Voting:** In case of difference of opinion amongst the members on any matter under discussion in a meeting, the opinion of the majority present shall prevail.

**12.8 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 Chairperson 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 members present.

**12.9 Resolution of the General Body:-** Every resolution of the General Body shall be passed by a majority of the 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 Chairperson.

**12.10 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 at least 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 to be entered with the State Government from time to time and fulfils all the agreements, covenants and contracts enumerated in the Financing Agreements.

**12.11 Powers of the General Body:-** (i) To undertake all activities, necessary for the fulfilment of the vision and objectives as laid down in the Memorandum and Article of Association of the Society.

- (ii) To expand the strength of its membership provided that the expanded strength is filled in the manner prescribed for enlisting the original membership.
- (iii) To add, modify or amend the Memorandum and Article of Association and these by-laws provided that all such additions, modifications or amendments shall be aimed at promoting the objectives of the Society by special resolutions.

- (iv) To remove a member on the grounds listed in the bye-laws.
- (v) To approve the Annual Report, Balance Sheet and the annual audited accounts of the society.
- (vi) To delegate, on the Executive Committee, or the Member-Secretary any of the above powers.

### 13. Executive Committee.-

- 13.1 Members of the Executive Committee:-** The Executive Committee will have a maximum of six permanent members excluding the Chairman. Not less than three members of the Executive Committee shall be from the founder members. The Executive Committee of the society to whom the management is entrusted, shall consist of the following members, namely:-

1.	Secretary to Government Health and Family Welfare Department	Chairman
2.	Representative from Finance Department	Member
3.	Project Director Tamil Nadu Urban Healthcare Project	Member- Secretary
4.	Mission Director National Rural Health Mission	Member
5.	Director of Medical Education	Member
6.	Director of Medical Services	Member
7.	Directorate of Public Health and Preventive Medicine	Member

- 13.2 Meeting of the Executive Committee:-** The Executive Committee shall ordinarily 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 at least once in three months.
- 13.3 Special Meeting :-** 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.
- 13.4 Notice of Meeting:-** 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.
- 13.5 Quorum :-** The quorum at all meetings of the Executive Committee shall be not less than four of the total strength of the members of the Executive Committee as specified in bye-law 13.1 for the proceedings to be validly conducted. In case, the quorum is not maintained and the meeting is adjourned, the Member-Secretary must reconvene the adjourned meeting.

- 13.6 Business of the Executive Committee:-** Every meeting of the Executive Committee shall be presided 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.
- 13.7 Minutes of meeting of the Executive Committee:-** A copy of the 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.
- 13.8 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 and only, if the Chairperson is also one among the member 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.
- 13.9 Term of the Executive Committee:-** The term of the Executive Committee shall be the term of the Society.
- 13.10 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-opt 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.

**14. Functions and powers of Executive committee.-**

- (i) The Executive Committee shall be fully authorized to honour and fulfil all commitments made in the Minutes of Discussion (Project Appraisal Document) between the State Government and JICA.
- (ii) 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.
- (iii) Subject to the provisions 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.

- (iv) In particular and without prejudice to the generality of the foregoing provisions, the Executive committee shall.-
- (v) 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;
- (vi) accept donations and endowment or give grants upon such terms and conditions as it may thinks fit;
- (vii) delegate its power, other than those of making rules, to the Chairperson;
- (viii) 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;
- (ix) set Human Resources Policy including staff positions, salary and incentive structure of the Society;
- (x) appoint auditors for auditing the accounts of the Society;
- (xi) 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;
- (xii) monitor progress of Society to ensure achievement of project objectives and targets;
- (xiii) monitor the financial position of the Society, in order to ensure smooth income flow and to review annual audited accounts; and
- (xiv) do generally all such acts and things as may be necessary or incidental for 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.

Provided that nothing contained in these bye-laws 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.

**15. Powers and Duties of the Chairperson of the Executive Committee.**- The Chairperson shall have powers to,-

- (i) 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;
- (ii) authorize, acquisitions by gift, purchase, lease or otherwise, any property movable or immovable, and to construct, alter and maintain any building or buildings for purposes of the society as deemed appropriate by the Executive Committee;
- (iii) 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;

- (iv) sanction and incur expenditure per instance as may be fixed by the General Body for achieving the objectives of the society;
- (v) 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;
- (vi) act upon powers, as may be delegated to the Chairperson by the society and the Executive Committee.
- (vii) 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.

16. **Term of Member-Secretary.**- (i) The term of the Member-Secretary shall be three years from the date of appointment or as decided by the State Government.

- (ii) The Member-Secretary cum – Project Director shall ordinarily be a senior Indian Administrative Service officer and as Project Director, will be equivalent in status to the Head of Department, Government of Tamil Nadu.

17. **Functions and Powers of the Member-Secretary / Project Director.**-

- (i) The Member-Secretary cum Project Director 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.
- (ii) The Member-Secretary cum Project Director shall be responsible for the management of day-to-day affairs of the society and the Project Management Unit. He shall have overall responsibility for planning and executing the works 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 the statutory requirements imposed on the functioning of the society.
- (iii) 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 cum Project Director and through him with the respective functional heads. He shall function as the controlling officer of all employees of the society.
- (iv) The Member-Secretary cum Project Director shall sign or cause to be signed all documents and proceedings requiring authentication by the society. The Member-Secretary cum Project Director 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 of procedure. The Member-Secretary cum Project Director through functional heads will handle necessary documents including bank cheques and other negotiable instruments on behalf of the Society, as authorised by the Chairperson or Executive Committee of the Society.



- (v) The Member-Secretary cum Project Director shall appoint bankers for the Society and this shall be informed to the Executive Committee.
- (vi) The Member-Secretary cum Project Director, shall, in consultation with the Chairperson of the Society or 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.
- (vii) The Member-Secretary cum Project Director shall also perform such other functions as may be delegated to him by the society, Chairperson or Executive Committee from time to time.
- (viii) The Member-Secretary cum Project Director shall ensure handling of all correspondence on behalf of the society.
- (ix) The Member-Secretary cum Project Director shall cause implementation of all the resolutions passed in the General Body and Executive Committee of the society.
- (x) The Member-Secretary cum Project Director 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.-
  - (a) cause to prepare the Annual Reports, Financial Statements etc. with due audit;
  - (b) 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;
  - (c) verify the physical and financial usage of the funds disbursed by the society to various participating organizations and submit a quarterly report to the Executive Committee
- (xi) The Member-Secretary cum Project Director will liaise with the State Government, Government of India, JICA and other agencies for any matter pertaining to the operations of the society.
- (xii) The Member-Secretary cum Project Director shall appoint staff on contract for the Project Management Unit for the Projects implemented by the society.
- (xiii) Prior approval of the State Government shall be obtained for the creation of regular permanent posts in the society and Project Management Unit.
- (xiv) The Member-Secretary cum Project Director shall have powers to take disciplinary actions over any staff of the society and as per the deputation rules or contract rule or any other rules framed by the society in this behalf.
- (xv) The Member-Secretary cum Project Director shall sanction and incur expenditure within the limits delegated to him by the Executive Committee.
- (xvi) The Member-Secretary cum Project Director 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 cum Project Director 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 expenditure exceeding the above limits as may be required for conducting the project, directly by his office by following the regular procedures as stipulated by the World Bank.
- (xvii) The Member-Secretary cum Project Director shall perform any of the functions of the Executive Committee with the approval of the Chairperson, 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.

- (xviii) The Member-Secretary cum Project Director may also delegate any of his powers to the functional heads and staff of Project Management Unit for efficient functioning of the society.
- (xix) The Member-Secretary cum Project Director 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.

#### **18. Project Management Unit.**

- (i) The day to-day affairs of the society shall be conducted by the Project Management Unit under the supervision, guidance and control of the Project Director.
- (ii) The Project Management Unit shall be headed by the Project Director, Tamil Nadu Urban Health Care Society, who will also be the Member-Secretary of the Executive Committee.
- (iii) The Project Management Unit shall be formed with Specialists and Staff drawn from Government Departments or undertakings on deputation or outsourced from open market on contract basis.
- (iv) Subject to approval of the State Government for creation of regular posts, the Executive Committee shall authorise recruitment of employees of the Society, required for the running of the Project Management Unit and also for the implementation of various projects implemented by the society. The Project Director shall be the appointing authority, disciplinary authority and also incharge of all administrative matters.

**19. Financial year of the Society.**- 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.

#### **20. Funds.**

- (i) 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 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.
- (ii) There shall also be a 'Special Fund' which would consist of;

