

Breastfeeding Promotion Network of India (BPNI)

“Memorandum of Association”

&

Rules & Regulation of BPNI

As amended and passed in the Annual General Body Meeting of the BPNI
held on 9th March, 2015 at the BPNI Office



Breastfeeding Promotion Network of India (BPNI)
BP-33, Pitampura, Delhi 110 034 (INDIA)
Tel: +91-11-27343608, Fax: +91-11-27343606
Email: bpni@bpni.org

**“MEMORANDUM OF ASSOCIATION”
OF
“BREASTFEEDING PROMOTION NETWORK OF INDIA (BPNI)”**

1. Name of the society: **“Breastfeeding Promotion Network of India”**.
2. The registered office of the society shall be situated in the union territory of Delhi, at present it is at BP-33, Pitampura, Delhi-110088
3. The aims and objects for which the society is established are as under:-
 - a) To work for promotion/ support and protection breastfeeding for physical, and intellectual development of infants and children.
 - b) To educate general public and propagate the concept of breastfeeding among them.
 - c) To do all other acts, and deeds which are incidental and conducive to the attainment of aims and objects of the society.

“All the income, earning moveable and immoveable properties of the society shall be solely utilized and applied towards the promotion of its aims and objects only as set forth in the memorandum of association and no portion there of shall be paid or transferred directly or indirectly by way of dividends, bonus, profits or in any manner whatsoever to the present or past members of the society or to any person claiming through any one or more of the present or the past members. No members of the society shall have any personal claim on any movable or immoveable properties of the society or make any profit whatsoever by virtue of his membership.

4. **Central Coordination Committee:** The Central Coordination Committee constituted in accordance with the Rules & Regulation shall be the governing body / executive committee to whom the management of the Society is entrusted as required under section 2 of the Society Registration Act 1860 as applicable to the Union Territory of Delhi. The names, addresses, occupation and designation of the present members of the Central Coordination Committee are as follows:

S. No.	Name	Address	Occupation	Designation
1.	Dr. N.B. Kumta	A-22, Kaveri Apt. 63, Relief Road Off Marve Road, Malad (West) Mumbai – 400 064	Pediatrician	Chief Coordinator
2.	Dr. Arun Gupta	G-303, Rashmi Apartments Pitampura Delhi – 110 088	Pediatrician	National Coordinator
3.	Dr. Tarsem Jindal	13, Kapil Vihar Pitampura Delhi – 110 034	Pediatrician	Treasurer
4.	Dr. R.K. Anand	55, Kavi Apartments Worli, Mumbai – 400 018	Pediatrician	Executive Member
5.	Dr. S. Dawar	147, sunder Nagar New Delhi	Pediatrician	Executive Member

5. Desirous persons:

We the members are desirous of forming a Society namely BREASTFEEDING PROMOTION NETWORK OF INDIA (BPNI) under the Societies Registration Act 1860. as applicable to the Union Territory of Delhi in pursuance of this Memorandum of Association of the Society

S.No	Name	Address	Occupation	Signature
1	Dr N B Kumta	A-22, Kaveri Apts. 63, Relief Road off Marve Road, Malad (West) Bombay -400 064	Pediatrician	
2	Dr Arun Gupta	BP-33, Pitampura Delhi-110 034	Pediatrician	
3	Dr Tarsem Jindal	GD-61, Pitampura Delhi- 110 034	Pediatrician	
4	Dr R K Anand	55, Kavi Apartments Worli Bombay 400 018	Pediatrician	
5	Mr R L Gupta	12/18, Shakti Nagar Delhi 110 007	Social Worker	
6	Dr S Dawar	147, Sunder Nagar New Delhi- 110 003	Pediatrician	
7	Dr Ashok Dutta	149, DDA Flats Hauz Khas New Delhi-110 018	General Peractioner	
8	Dr S L Chawla	123, Udhm Singh Nagar Jalandhr (Punjab)	Doctor	
9	Dr S Jayam	31 1 st Main Road, Kamrajnagar Thiruvanmiyur Madras-600 041	Doctor	
10	Dr Arun Phatak	102, Ambica Apts. Shankar Tekdi Dhandya Bazar BARODA- 390 001	Doctor	
11	Dr Vinod Aggarwal	273, Sec-17 Faridabad (Haryana)	Doctor	
12	Dr S Srinivasan	D-11/2-D, Nagar Jipmer Pondicherry-605 006	Doctor	
13	Dr Darshan Singla	A-613, Sec-19 Noida (U P)	Doctor	

**RULES AND REGULATIONS
OF
BREASTFEEDING PROMOTION NETWORK OF INDIA (BPNI)**

6. Membership: There shall be two types of memberships – the life membership and organization membership.

Life Members: Any adult resident of India who contributes a lump sum of Rs. 2000/- (or any other value as may be decided by the Central Coordination Committee (CCC) i.e. the management committee of BPNI) may be accepted as a life member of the society.

Organization Members: BPNI has organizational members identified through a consultative process as collaborating partners to assist in networking, information support and social mobilization activities in their area of influence to achieve the BPNI objective.

Procedure for the membership

- i. Every person, desiring to become a member of the society shall make application in writing in the prescribed form, sign BPNI endorsement form and furnish such particulars as may be prescribed in this regard.
- ii. Application form should be sent to the national secretariat of BPNI.
- iii. Every application for membership shall be proposed by one member of BPNI Central Coordination Committee.
- iv. The Central Co-ordination Committee shall have absolute discretion to scrutinize all applications and to accept or reject the request for the membership. The reason of refusal of membership shall be intimated to the person concerned.
- v. In the event of acceptance of any application for membership, the applicant's name shall be entered in the register of members of the society.
- vi. Upon intimation of acceptance into the membership, the applicant shall pay the full amount of contribution as prescribed above within seven days to the society.

7. Expulsion: - The general body of the society may consider the expulsion of any member on grounds set out in writing, provided that no such steps shall be considered until the member concerned has been given notice in writing of at least seven days specifying the charges against him and granted opportunity to make explanation either in writing or in person. Upon a resolution for expulsion of a member being accepted at a meeting of the general body of the society by two-thirds of the members present and voting, such member shall be expelled and his name shall be removed from the register of members of the society.

8. Cessation of Membership:- A member of the society shall cease to be such member:

- a. Upon his resignation
- b. Upon his expulsion
- c. Upon his being adjudged insolvent or being adjudged a lunatic.
- d. Upon being convicted of any offence involving moral turpitude.
- e. Indulgence in activities in conflict of interest of BPNI such as collaboration with infant milk substitute and infant food manufacturers, companies manufacturing related equipments and complementary foods or those who have been ever found to violate the Infant Milk Substitutes, Feeding Bottles and Infant Foods (Regulation of Production, Supply and Distribution) Act, 1992 (IMS Act) or International Code of Marketing of Breastmilk Substitutes.

9. Appeal & Re-admission:- An expelled member can make appeal before the general body and he can be readmitted provided the general body desired to do so.

- 10. General Body Meeting:** - The meetings of all the members of the society may be by:
- a. **General Body Meeting:** The general body meeting shall be held every three years at New Delhi only on the day, time and place as may be determined by the Central Coordination Committee alongwith the election for the Central Coordination Committee.
 - b. **Special General Body Meetings:** A Special general body meeting may be convened by the Central Coordination Committee on it's own motion or upon a requisition in writing and bearing the signatures of not less than fifteen members of the society. Such requisition shall specify the purpose of the meeting proposed to be called and shall be delivered at the office of the society.
- 11. Convening of Special Meeting:**
- i. Upon receipt of requisition the Central Co-ordination Committee shall forthwith proceed to convene a special general body meeting.
 - ii. If the Central Co-ordination Committee fails to issue notice of meeting within 14 days of receipt of requisition, the Requisitionists themselves may convene such a meeting.
- 12. Notice of General Meeting:** Not less than 15 clear days notice in writing specifying the place, date, hours and nature of business shall be given to the members by post or hand delivery to their respective addresses registered with the Society of any general meeting, whether ordinary or special but accidental omission to give or non-receipt of such notice by any member shall not invalidate the proceedings at any such general meeting.
- 13. Quorum at Meeting:** One third of the members present in person and entitled to vote shall form a uorum at any general meeting. If there is no quorum within 30 minutes from the hour fixed at a special general body meeting, the meeting shall stand dissolved. If at an Annual General Body Meeting, there is no quorum within 30 minutes from the hour fixed, the meeting shall stand adjourned by 30 minutes. At such adjourned meeting the members present shall form the quorum, but no business other than that specified in the notice shall be transacted at such meeting.
- 14. Business at Meeting:** The business at the Annual General meeting shall be:-
- a. Confirmation of the minutes of the last general meeting.
 - b. To receive and to adopt the audited statement of accounts and the annual report of the society.
 - c. To elect the requisite number of members to the central co-ordination committee
 - d. To appoint an auditor or auditors for the following year.
 - e. To transact such other business as may be brought forward before the meeting either by advance notice in writing by any member eligible to vote at least three clear days before the meetings delivered to the office of the society, or by permission of the chair.
- 15. Voting at Meetings:** Voting at meetings shall ordinarily be by show of hands. There shall be no voting by proxy. Any member qualified to vote may demand a poll and in such event the voting as demanded shall take place by ballot. All questions at the meeting shall be decided by a simple majority of votes and in the event of there being equality or dead lock the chairperson of the meeting shall have the casting vote.
- 16. Meetings of Central Coordination Committee:**
- (a) The Management of the business and affairs of the society and all its activities, assets funds and properties shall be vested in a Central Co-ordination Committee.
 - (b) The Central Co-ordination Committee shall consist of not less than five and not more than eleven elected members.
 - (c) The term of the Central Co-ordination Committee shall be for a period of three years.

Functions of Central Co-ordination Committee:

- i. The Central Co-ordination Committee shall exercise all the powers and perform all the duties that the society is competent to exercise and bound to perform for the achievement of the objects contained in the memorandum of the society save on except such powers and / or duties as are to be exclusively exercised or performed by the general body or in any other way under the provisions of the societies' registration Act 1860 and of any other statute in force for the time being.
- ii. Without in any manner derogating from the authority of the provisions contained in the sub rule above, the Central Co-ordination committee shall have the following powers:
 - (a). To accept subscriptions, donations and contributions offered to the society.
 - (a1). BPNI does not accept funds or gifts from manufactures of breastmilk substitute, feeding bottles, related equipment, special food for breastfeeding mothers or commercial weaning food or from who ever been found to violate the IMS Act or the International Code.
 - (b). To scrutinize applications for membership and to accept or reject request for membership and to accept resignations of members.
 - (c.) To open and carry on offices, branches, subsidiaries and affiliates at any place in India.
 - (d.) To incur expenditure, make borrowings, investments and to make all necessary financial arrangements for carrying on the work of the society.
 - (e.) To purchase, take on lease, acquire and to deal with any property, moveable or immoveable which may be necessary or conducive to carry on the objects of the Society.
 - (f.) To employ and work with such persons as may be deemed necessary or conducive to the activities of the Society.
 - (g.) To make rules and regulations and to amend alter vary, modify and rescind the same from time to time.
 - (h.) To make, amend, alter, vary, modify and rescind by-laws in such manner as is laid down by rules and regulations.
 - (i.) To manage and supervise the management of the affairs and properties of the Society and to spend money and to do all such acts as may be required for such purpose.
 - (j.) To sanction and make payments for carrying out the objects of the Society and other expenses not specifically provided for, generally to administer the funds and properties of the Society.
 - (k.) To appoint and engage such officers, clerks, agents, servants and employees for permanent, temporary or specific services as may be required from time to time and to remove and dismiss such persons and terminate their employment.
 - (l). To constitute, sub-committee and define their functions, authority and powers and to delegate any of its powers to such sub-committee which shall operate within the scope of such instructions and limitations.
 - (m). To raise funds by borrowing money with or without security against the properties and funds of the Society or in any other manner as it deems fit for the purpose of fulfillment of the objects of the Society.

- (n). To invest the funds of the Society in the authorized investments and to sell, vary or transpose such investments from time to time.
- (o). To manage and deal with all matters pertaining to the provident Fund and / or any other schemes for the benefit of the employees or ex-employees of the Society.
- (p). To negotiate and enter into contracts on behalf of the Society and to vary or rescind such contracts.
- (q). To prepare annual reports on the activities of the Society and to submit the same along with audited statements of income and expenditure and balance sheets to the General Body.
- (r.) To manage, conduct and deal with the programme of activities proposed to be undertaken on behalf of the Society and to take steps to carry out the same.
- (s.) To acquire, hold, maintain, deal with or dispose of in the name of the Society by gift, purchase, exchange, lease, on hire howsoever any lands, buildings rights of common or privileges or any other properties, moveable or immovable for the purpose of the Society.
- (t). To build, construct and maintain houses and buildings and to pull down, alter, extend, improve and repair any existing buildings and properties of the Society and to provide all amenities and conveniences thereto.
- (u.) To establish, open or assist in opening or establishing branches at different places as envisaged in clauses of the memorandum and also to extend such assistance, as it may deem necessary in the proper running of these branches.
- (v.) To make and from time to time to alter or repeal bye-laws for the management of the society and the affairs thereof and as regards the duties of any of the officers, servants or employees of the society, and the conduct of the business of the Central Co-ordination Committee or any subcommittee and any of the branches or subsidiaries of the society and as to any of the matters or things within the powers or control of the Central Co-ordination Committee, PROVIDED that the same shall not be inconsistent with the memorandum of association or these regulations.
- (w). To spend the funds of the Society in such manner as the Central Co-ordination Committee shall consider most beneficial for the purpose of the Society.
- (x). To authorize, initiate and carry on such activities as may be necessary or conducive to the purpose of the Society.
- (y.) To enter into correspondence and to deal in any matter whatsoever with any national or international organization, group of persons or departments, whether public or private as may be deemed necessary or conducive for the purpose of the society.
- (z.) To do all such acts, deeds and things as are necessary, conducive or incidental to the attainment of the objectives of the Society.

17. Affiliation with organizations/foundations/trusts

- i. All bodies interested in the protection, support and promotion of breastfeeding anywhere in the India; including existing BPNI units, organizations, trusts and foundations – which are legal, registered entities, shall be eligible to affiliates with/to BPNI.
- ii. The affiliate organization shall work with the same principles regarding the conflict of the interest as of BPNI.
- iii. The affiliate organization shall not use the name of BPNI in its legal title.
- iv. The Central Coordination Committee of the BPNI shall have the power to accept or reject the request of any organization for the affiliation to BPNI.
- v. The affiliate will be governed by its' own memorandum of association, and also will have its' own financial accountability and have their own administrative structure and autonomy.
- vi. The central Coordination Committee of the BPNI shall have the power to terminate the affiliation with any organization.

18.Validation of acts: Any act done by the Central Coordination Committee or by any sub-committee or by any person acting as member of CCC or such sub-committee shall notwithstanding any defect discovered later on in the appointment of any such sub-committee or persons or that they or any of them were or was disqualified, be as valid as if every such person or sub-committee had been duly appointed and qualified to act.

19.Validation of Resolution:

a.Any resolution unanimously passed by the members of the Central Coordination Committee present in New Delhi and evidenced under the signature of all such members, shall notwithstanding that no meeting of the Central Coordination Committee having been held be as valid and effective as if it were duly passed at a duly called and held meeting of the Central Coordination Committee.

b. In case of emergency the Chief Coordinator may direct the National Coordinator to circulate any proposal for the consent of the members of the Managing Committee giving the time of a week for the receipt of consent or dissent from the date of dispatch of the proposal. If no dissent to the proposal contained in such circular is received within the stipulated time, the proposal shall be deemed to have been passed provided that at least one additional member (besides the Chief Coordinator and National Coordinator) shall have consented in writing to the proposal.

20.Interpretation of Rules and Regulations: Any interpretation made by the Central Co-ordination Committee of the rules, regulations and bye-laws of the society for the time being shall be final and binding upon the members.

21.Elections:

- i. The Central Co-ordination Committee shall, subject to approval of the general body of the Society, in a general body meeting, maintain, nominate and appoint a panel of three members of the Society to act as returning officers.
- ii. A returning officer shall not be an office bearer of the society or offer himself as a candidate for any election while he is on the panel.
- iii. Any member desirous of offering himself/herself as a candidate for election to the membership of the Central Coordination Committee shall file in the office of the Society at least seven clear days before the date fixed for the general body Meeting at which elections are to be held, a nomination paper in writing in the prescribed form addressed to the returning officer and

- containing his name, signature and the endorsement of the two other members of the society. Overseas member are not eligible for election to any post.
- iv. The Nomination papers filed shall be scrutinized by the returning officer and any discrepancies or defects shall be reported to the chief coordinator of the society at least three clear days before the date of the general body meeting at which the elections are to be held. The decision of the returning officer in regard to the scrutiny of the nomination papers shall be final.
 - v. Any candidate for election may withdraw his/her nomination paper within two days before the date of the general body meeting at which the elections are to be held.
 - vi. All outgoing members of the Central Coordination Committee shall be eligible for re-election. All founder members and life members whose names appear in the register of members at least 30 day prior to the issuance of the notice of election shall be eligible therefore.
 - vii. Elections will be held at the general body meeting and voting will be by ballot.
 - viii. Every life member of the society shall have one vote for each vacancy for which election is to be held.
 - ix. Organizational members have no voting right.
 - x. The decision of the returning officer as regards the validity of the vote and the ballot paper and of the results of the ballot shall be final.

22. (a) The office bearers of the society shall consist of the following persons:-

- The chief coordinator – from any part of the country
- The central coordinator - a resident of the place where the central office of the society is located
- The treasurer - a resident of the place where central office is located.
- Two to eight members of the central coordination committee

(b) The national coordinator of BPNI shall be appointed by the central coordination committee looking into her/his experience of working in BPNI. The national coordinator shall function according to a term of reference as prescribed by the central coordination committee, which may be revised from time to time by the central coordination committee

23. Tenure of the Executive Committee: The tenure of the executive committee shall be three years.

24. Financial year: Financial year of the society shall start from 1st April of every year to 31st March of subsequent year.

25. Functions of the office bearers:

Chief Coordinator: - i. The chief coordinator shall preside and be the chairperson at all meetings of the committee and of the general body of the society, and in his/her absence any other member of the Central Coordination Committee may be nominated by the central coordination committee for the specific meeting when the chief coordinator will be unable to attend the same.

ii. In the event of tie or deadlock at any decision or vote taken by the Central Co-ordination Committee or in the general body meeting of the society, the chief coordinator and in his absence such persons nominated by him to act as chairperson, shall have the casting vote.

iii. The chief coordinator shall function as the titular head of the Society for all necessary occasions and purposes.

iv. Subject to the control of the Central Coordination Committee, the chief coordinator shall have the final authority in all acts, deeds and things done by the society in furtherance of its objects.

v. The chief coordinator shall act as advisor of BPNI.

The Central Coordinator:

- i. The central coordinator shall coordinate the functioning between the central coordinating committee and the national coordinator.
- ii. He/she will ensure execution of the decisions of the central coordination committee.
- iii. He/ she will provide necessary guidance to the national coordinator and other staff members of the society.
- iv. He/she shall perform function of the national coordinator in the absence of the appointed national coordinator.

The National Coordinator: There shall be an appointed national coordinator of the society, resident of the place where central office is located.

- i. The National Coordinator shall look after the affairs of the society under the directions of the Central Co-ordination Committee.
- ii. He/she shall function according to the terms of reference prescribed by the central coordination committee of the society.

Treasurer: There shall be one Treasurer, who will be the resident of the place where central office is located.

The Treasurer shall:

- (a). Receive all subscriptions, contributions donation and other sums, sign receipts thereof, make disbursements and payments under the orders of the Central Coordination Committee and maintain clear and complete accounts and vouchers thereof.
- (b). Maintain all books of accounts and registers of the society in proper order; and
- (c). Prepare statements showing income and expenditure and assets and liabilities and balance sheets for each official year.

26. Accounts:

- i. The Central Coordination Committee may open and maintain banking accounts in any schedule nationalized bank or banks at New Delhi only as they may deem fit and all funds/amount received on behalf of the society shall be credited in such accounts.
- ii. All banking accounts shall be operated jointly under the joint signatures of the central coordinator/the national coordinator and the treasurer situated at New Delhi.

27. Auditor:

- i. The qualified auditor shall be appointed at the annual general body meeting.
- ii. The auditor may inspect the accounts of the society at any time he deems fit. The auditor shall at the end of every year i.e. financial year, examine the statement of accounts prepared by the Central Coordinator and sign the same if found true and correct and submit his/her report to the Central Coordination committee for being placed before the annual general body meeting.
- iii. The auditor shall act as the returning officer if so required to do by the Central Coordination Committee.

28. Submission of Annual List: Once in every year a list of office bearers and members of the executive committee shall be filed in the office of register of societies as required under section 4 of the societies registration act of 1860 as applicable to U.T. of Delhi.

29. Amendments: Any amendment in memorandum and rules of the society shall be carried out in accordance with the provisions laid down under section 12 and 12 A of the societies registration Act, 1860 as applicable to U.T. of Delhi.

30. Dissolution and Adjudgement of Affairs: If the society needs to be dissolved, it shall be dissolved as per provisions laid down under section 13 and 14 of the societies registration Act of 1860 as applicable to U.T. of Delhi.

31. Application of the Act:

All the provisions under all the sections of the Societies Registration Act of 1860 as applicable to union territory of Delhi shall apply to this society.

32. Legal Proceedings: The society may sue or be sued in the name of the Chief Coordinator as per provisions laid down under section 6 of the societies registration Act of 1860.

33. All unresolved disputes arising within the society should be referred to arbitration. Only the courts at New Delhi and no other courts shall have the jurisdiction to try and entertain such proceedings. The provisions of Arbitration and Conciliation Act 1996 shall be applicable to the proceedings.

Certified that this is the correct copy of the rules and regulations of the society.

Sd/-
(Chief coordinator)

Sd/-
(Central Coordinator)

Sd/-
(Treasurer)

Place and Date: Delhi, 17th March 2015