

**RESOLUTION OF THE GENERAL BODY MEETING OF Rotary Club of Bhubaneswar
Heritage Social Service Society (RCBHSSS)**

Date of Meeting: 21.03.2026

Time: 10:00 AM

Venue: Royal College Of Science & Technology, A-125, Mancheswar IE Rd, near Level Crossing, Sector A, Rasulgarh, Bhubaneswar, Odisha 751010

RESOLUTION NO5/26

Meeting Presided by:

**RESOLUTION FOR AMENDMENT OF THE MEMORANDUM OF ASSOCIATION AND
BYE-LAWS AND RECONSTITUTION OF THE GOVERNING BODY AND GENERAL
BODY**

1. Context & Purpose

The General Body Meeting of RCBHSSS was duly convened on 21.03.2026 at RCBHSSS, Bhubaneswar, Odisha with the required quorum being present. The meeting was presided over by Dr. Bishnu Mohan Mohanty, President of the society.

These updates are made in compliance with:

- Board of Revenue, Odisha Notice (File No: XVII-01/2026-724 / Regn. Date: 09/03/2026 and Letter No: 3971 dated 01.08.2025) regarding registration renewal.
- Government of Odisha Notification No: RDM-Reg-REGN-0083-2019-14373 dated 24th April 2023.

The members present discussed in detail the need to update and amend certain provisions of the Memorandum of Association (MoA) and Bye-Laws of RCBHSSS so as to bring the governing framework of the Institution in conformity with the prevailing rules, regulations and applicable laws of the land, and to ensure effective and transparent governance of the Institution.

After due deliberation, the General Body unanimously passed the following resolutions:

2. Amendment of the Memorandum of Association and Bye-Laws

Certain sections and provisions of the Memorandum of Association and Bye-Laws of RCBHSSS be and are hereby amended, modified, updated and/or substituted, as applicable, in accordance with the prevailing laws, rules and regulations governing the Institution. It was resolved that the amended provisions shall be incorporated into the revised Memorandum of Association and Bye-Laws of RCBHSSS and shall come into effect from the date of their approval/adoption, subject to registration, filing or approval by the competent authority, wherever applicable.

3. Reconstitution of the Governing Body

The General Body considered the proposed changes in the composition and officebearers of the Governing Body and, after due discussion, approved the following:


President

PRESIDENT

RCBH Social Service Society


Secretary

SECRETARY

RCBH Social Service Society


Treasurer

TREASURER

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Sl. No.	Name	Designation
1	Dr. Bishnu Mohan Mohanty	President
2	Dr. Santanu Kumar Mishra	Vice- President
3	Dr. Sarangadhar Samal	Secretary
4	Mr. Ramesh Chandra Ojha	Treasurer
5	Dr. Abha Mishra	Addl. secretary
6	Dr. Jugal Kishore Sahoo	Member
7	Mr. Yashobanta Pattnaik	Member
8	Mr. Rama Chandra Sahoo	Member
9	Mr. Rajib Bishoyi	Member

The General Body further resolved as follows:

- Mr Debabrata Panigraphi, President will be replaced by Dr. Bishnu Mohan Mohanty as the head of the Society, and his designation is President of the society.
- Dr. Santanu Kumar Mishra is retained as the Vice-President, of the Society.
- Dr. Bishnu Mohan Mohanty, Secretary is replaced by Dr. Sarangadhar Samal as the Secretary.
- Mr. Satya Bhusan Rout, Treasurer is replaced by Mr. Ramesh Chandra Ojha as the Treasurer.
- The position of Additional Secretary has been introduced in the structure of the Governing Body instead of member. Dr. Abha Mishra was included and is designated as the Additional Secretary of the RCBHSSS.
- Mr. Vinod Kumar is replaced by Jugal Kishore Sahoo as a Member in the Governing Body.
- Mr. Sanjeev Chadha, Member is replaced by Mr. Yashobanta Pattnaik, Member in the Governing Body.
- Mr. Bharatendra Tripathy, Member, is replaced Mr. Rama Chandra Sahoo, Member in the Governing Body.
- Dr. Dibya Ranjan Das, Member, is replaced Mr. Rajib Bishoyi as a Member in the Governing Body.

4. Final Composition of the Governing Body

Resolved, that consequent upon the above changes, the Governing Body of RCBHSSS shall comprise of nine (9) members, holding the respective positions as approved by the General Body and as recorded in the amended Bye-Laws and statutory records of the Institution.

5. Reconstitution of the General Body

The General Body considered requests received from certain existing members who expressed their inability to continue as members due to their personal commitments.

- Mr. Amit Kumar Agarwalla
- Dr. Satyabrata Minaketan
- Mr. Milan Mohanty

After due consideration, the General Body approved the following members to be replaced by the new members.

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Further, the following members have left the Rotary Club of Bhubaneswar Heritage. Hence, their membership as per Rules and Regulation No 6-B of RCBHSSS is revoked.

- Prof. Shailendra Nath Tripathy
- Sri. Dibya Ranjan Dash
- Sri. Srinivas Panigrahy
- Sri. Satya Bhusan Rout.
- Sri. Siba Naryan Mahapatra
- Mr. Bharatendra Tripathy,
- Mr. Suvendu Das
- Dr. Saroj Kumar Tripathy

After deliberations the following new members are inducted into the general body

- Mr. Ramesh Chandra Ojha
- Dr. Abha Mishra
- Mr. Yaashwant Patnaik
- Dr. Manmath Kumar Pani
- Mr. Rajib Bishoyi
- CA Raja Narayan Tripathy
- Mr. Bikram Keshari Roy
- Mr. Fakir Charan Swain
- Mr. Jugal Kishore Sahoo
- Mr. Rama Chandra Sahoo
- Dr. P. Srinivas
- Mr. Ayashkant Mohanty

Resolved that the above changes in the composition of the General Body be and are hereby approved and incorporated into the records of RCBHSSS.

6. Authorisation for Statutory Compliance

The President/Secretary of RCBHSSS be and is hereby authorised to take all necessary steps for giving effect to the above resolutions, including:

- Preparation and execution of the amended Memorandum of Association and Bye-Laws;
- Updating the records of the General Body and Governing Body;
- Filing the necessary documents, forms and returns before the competent authority;
- Obtaining necessary approval, registration or acknowledgement, wherever applicable; and
- Carrying out all other acts, deeds and things necessary to give full effect to this resolution.

In addition to the above, the following sections of the MoA and Bye-Laws were resolved to be amended and updated through the due process, and the final approved provisions shall incorporate the following:


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Memorandum of Association

In the aims & objectives

Addition: To establish and operate Eye Care Programme(s) through the setting up of base eye hospital(s) under the brand name "RCBHSSS Eye Hospital" in selected districts of the State, with the name of the respective district being incorporated after the name of the hospital, wherever appropriate. The organisation may, as and when considered necessary, establish additional eye care facilities, satellite centres, outreach units, training facilities, research centres, or other allied eye care institutions under the RCBHSSS Eye Hospital brand to strengthen and expand its eye care services across the State

Rules and Regulations:

Rules and Regulations of the Society	
Existing	Amended
1. Named of the Society: Rotary Club of Bhubaneswar Heritage (RCBH) Social Service Society 2. Location of the Registered Society Office: At- Plot No. 30/A, Unit -3, Bhubaneswar-751001 3. Area of Operation/Jurisdiction: State of Odisha 4. Symbol: Symbol of Rotary International will be adopted by the RCBHSSS. In course of time a second symbol will be developed. 5. Nature of the Society: RCBH Social Service Society is the Community service wing of the Rotary Club of Bhubaneswar	1. Named of the Society: Rotary Club of Bhubaneswar Heritage (RCBH) Social Service Society (RCBHSSS) 2. Location of the Registered Society Office: Royal College of Science & Technology, Ground floor, A-125, Mancheswar IE Rd, near Level Crossing, Sector A, Rasulgarh, Bhubaneswar, Odisha 751010 3. Area of Operation/Jurisdiction: Same 4. Symbol: Same 5. No change
6. Membership	6. Membership Rules (Admission, Withdrawal, Expulsion)
A. Eligibility: i) All members of Rotary Club of Bhubaneswar Heritage shall be Members of the RCBH Social service Society. ii) He/she pay the prescribed annual fees as decided by the General Body of the Society from time to time. B. Terms of Office of the Members: i) A person will continue to be member of the RCBH Social Service Society till he/she continues as Member of Rotary Club of Bhubaneswar Heritage. C. Term of Office of the Governing Body: i) The term of office of the Governing Body shall be three years.	A. Eligibility: i) All members of Rotary Club of Bhubaneswar Heritage shall be Members of the RCBH Social service Society. ii) He/she pay (s) the prescribed annual fees as decided by the General Body of the Society from time to time. iii) Must not be involved in any political or criminal activities. B. Admission Procedure i) Application: Any individual eligible under the Bye Laws may apply for membership in the prescribed written form, accompanied by proof of identity, address proof (PAN / Aadhaar card / Passport), and an undertaking to abide by the Memorandum of Association and Rules of the Society. ii) KYC & Statutory Verification: Applications shall be verified to ensure compliance with Section 13(1)(c) of the Income Tax Act, 1961 (avoiding conflict of interest) and FCRA

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ii) If election cannot be held in time due to unavoidable circumstances, the Governing Body may remain in Office for a maximum period of three months after expiry of its term.	regulations. iii) Approval Authority: The Governing Body holds the sole authority to accept or reject any application for membership. The Body shall communicate its decision within 30 days of receiving the application. The Body is not obligated to assign reasons for rejection. iv) Membership Fee Structure: Membership fee, subscription fee, or any other fee shall be payable by the members. However, the Governing Body may, if deemed necessary in the future, introduce such fees and determine the applicable amount, subject to approval by the Governing Body. C. Terms of Office of the Members: i) Once accepted a person will continue to be member of the RCBH Social Service Society till he/she continues as Member of Rotary Club of Bhubaneswar Heritage. D. Withdrawal / Resignation Notice i) Any member may resign from the membership of the Society by giving 30 days' prior written notice addressed to the Secretary. ii) The resignation shall take effect only upon written acceptance by the Governing Body and settlement of all outstanding dues, liabilities, or society properties held by the member. E. Expulsion / Termination Process i) Grounds for Expulsion: A member may be removed or expelled for acting against the aims and objectives of the Society, nonpayment of annual subscription for over 6 months, financial default, non-attending the activities or meetings or committing acts of gross misconduct involving moral turpitude. ii) Due Process: a. Show-Cause Notice: The Secretary shall issue a formal written Show Cause Notice stating the charges and providing the member 15 days to submit a written explanation. b. Personal Hearing: The member shall be granted an opportunity of a personal hearing before the Governing Body or a subcommittee appointed for this purpose. c. Voting Threshold: If the explanation is found unsatisfactory, the member may be expelled by a resolution passed by a two-thirds (2/3rd) majority of the members present and voting at a meeting of the Governing Body or General Body
7. General Body I. Composition of the General	7. General Body No Change

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Body II. Powers and Function of the General Body	
8. Governing Body A. Composition of the governing Body B. Election and Terms of Office of the Governing Body C. Meetings of the Governing Body D. Power and Functions of Governing Body	8. Governing Body A. Composition of the governing Body- same B. Office Bearers & Body Governance (Removal & Elections) i) Term of Office of the Governing Body: a) The term of office of the Governing Body shall be three years. b) If election cannot be held in time due to unavoidable circumstances, the Governing Body may remain in Office for a maximum period of three months after expiry of its term. ii) Removal / Recall Mechanism a) Initiation: An office bearer or member of the Governing Body may be recalled/removed prior to the expiry of their 3 year term on grounds of misfeasance, breach of trust, failure to attend three consecutive Body meetings without leave, or acting against statutory laws (including IT Act and FCRA norms). b) Requisition: A written requisition for removal, signed by at least one-third (1/3rd) of the total voting members of the General Body, to be submitted before the Secretary or Chairman. c) Special General Body Meeting (SGM): The Chairman shall convene an SGM within 30 days of receiving the requisition, giving 15 clear days' notice to all members. d) Passing Resolution: The removal resolution shall be effective only if passed by a two-thirds (2/3rd) majority of the members present and voting at the SGM. iii) Election Procedure a) Election Schedule: Elections for the Governing Body shall be held every 3 years prior to the expiry of the incumbent Body's term. b) Returning Officer: The Governing Body shall appoint an independent Returning Officer (who is not a candidate) at least 30 days prior to the election date to conduct the election process. iv) Timelines: a. Notice of Election & Voters' List: Issued 21 days prior to the election date. b. Nomination Period: Open for 7 days

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	following the notice. c. Scrutiny & Withdrawal of Nominations: 3 days after the close of nominations. d. Final List of Candidates: Published at least 7 days before voting. e. Voting & Results: Voting shall be conducted by secret ballot or show of hands (as determined by the Returning Officer). Results shall be declared immediately on the date of the AGM/election meeting. C. Meetings of the Governing Body-Same D. Power and Functions of Governing Body-Same
9. Power and Functions of the Officer Bearers A. Power and Functions of the President B. Power and Functions of the Vice President C. Power and Functions of the Secretary D. Power and Functions of Additional Secretary E. Power and Functions of Treasurer	9. Newly added Sl. No. 9: A. Power and Functions of the President - Same B. Power and Functions of the Vice President -Same C. Power and Functions of the Secretary - Same D. Power and Functions of Additional Secretary -Same E. Power and Functions of Treasurer -Same
10. Audit and Accounts	10. Audit and Accounts: Additions A. Auditor Appointment&Tenure a. Appointment: A qualified Chartered Accountant (within the meaning of the Chartered Accountants Act, 1949) shall be appointed or reappointed as Statutory Auditor of the Society at each Annual General Meeting (AGM). Any expenditure incurred in connection with the audit of accounts of the Society shall be payable by the Society b. Tenure: The Auditor shall hold office from the conclusion of the AGM in which they are appointed until the conclusion of the next AGM. B. Statutory Audit Compliance: The accounts of the Society shall be audited annually by a qualified auditor or Government Auditor as the case may be and the annual financial statement shall be issued in the audit report in form 10B/form 10BB prescribed under section 12A (1)(b) of the Income Tax Act 1961 with statutory deadline. C. FCRA Compliance: The Auditor shall conduct a separate audit of Foreign Contribution receipts and utilization, certify the financial statements and issue the


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	certificate required for filing the Annual Return in Form FC-4 under Rule 17 of the Foreign Contribution (Regulation) Rules, 2011. D. Audited statement: The Audited statement of accounts together with the audit report will be placed before the Governing Body for consideration and approval and there after the same shall be put up before the General Body. E. CAG Compliance: The Controller and Auditor General of India shall however have the right to demand the production of books of accounts, connected vouchers and other documents and papers in respect of grants, loans made by the Government of India to the Society. F. FCRA Compliance (FCRA 2010 & -FCRA Amendment Act 2020) Regulations: Designated "FCRA Account" (Section 17(1) for all foreign contributions, grants, or donations received from foreign sources shall be deposited exclusively into the designated FCRA Account maintained with the State Bank of India, Main Branch, New Delhi (11, Sansad Marg, New Delhi - 110001), or with any other bank as may be directed or permitted by the Ministry of Home Affairs. G. Prohibition of Mixed Funds: No foreign contribution shall be deposited or received in any bank account other than the designated SBI New Delhi FCRA Account. No domestic funds, local donations, or non-FC funds shall be deposited into this designated FCRA Account. H. FCRA Utilization Accounts: The Society may open separate secondary "FCRA Utilization Account(s)" in any scheduled bank solely for utilizing foreign contributions. These accounts shall also be operated jointly by the Director / Secretary and the authorized signatory, and shall be utilized strictly for the approved programs of the Society. I. Prohibition on Transfer / Sub-Granting (Section 7): Foreign contributions received by the Society shall NOT be transferred, sub-granted, assigned, or shared with any other NGO, association, institution, or individual, regardless of whether the recipient entity holds FCRA registration. J. Administrative Expense Cap: Utilization of foreign contributions for administrative expenses shall strictly remain within the statutory limit prescribed under by the FCRA. K. Audit Compliance: The Auditor shall conduct
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a separate audit of Foreign Contribution receipts and utilization, certify the financial statements and issue the certificate required for filing the Annual Return in **Form FC-4** under Rule 17 of the Foreign Contribution (Regulation) Rules, 2011. The Audited statement of accounts together with the audit report will be placed before the Governing Body for consideration and approval and there after the same shall be put up before the General Body.

L. Bank Account Operations & FCRA / Income Tax Governance- Joint Operation Mandate for All Bank Accounts (Including Projects)

M. Mandatory Joint Operation: Notwithstanding any specific rule, project operational guidelines, or unit level management structures hospitals, field branches, or specialized project wings), All bank accounts of the Society whether main, regional, project based, institutional, or peripheral shall strictly be operated Jointly by the Secretary and one authorized signatory (such as the Treasurer or Chairman) as designated by resolution of the Governing Body.

N. Prohibition of Single Signatory Accounts:

No regional office, unit head, or project director, shall open or operate any independent or single signatory bank account. All regional hospital accounts shall function as operational subaccounts authorized and governed directly by central Body resolutions.

O. Account Maintenance: The accounts shall be maintained for the financial year in accordance with the applicable laws of the land, with the financial year running from April to March.

P. Income Tax Permitted Investments & Non-Diversion (Section 11(5) & Section 13)

Q. Permissible Investment Modes: All accumulated funds, corpus funds, general funds, and reserves of the Society shall be deposited or invested strictly in the modes specified under **Section 11(5) of the Income Tax Act, 1961** (e.g., Scheduled Banks, Fixed Deposits, Post Office Savings, Government Securities).

R. Prohibition of Direct/Indirect Benefits (Section 13(1)(c)): No part of the income,

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	funds, or property of the Society shall be used, applied, or diverted directly or indirectly for the benefit of any founder, trustee, office bearer, Body member, major contributor, or any relative of such specified persons.
11. Amendment	12. Amendment- No change
13. Dissolution	12.Dissolution: Add A. Discharge of Debts & Limited Liability a. Corporate Asset Liability: All debts, loans, contracts, and financial liabilities incurred by the Society shall be discharged solely out of the assets, property, and general funds of the Society. b. Limitation of Personal Liability: No member, office bearer, or Governing Body member shall be personally liable for any debt, loss, or contract incurred by the Society, except in cases arising from proven personal fraud, wilful default, or gross negligence. c. Binding Decision: The decision of the Arbitration Panel shall be final and binding on all parties. No member shall approach a Civil Court without exhausting this internal dispute resolution mechanism. B. Transfer of Assets upon Dissolution (IT Act & SR Act Compliance) a. Dissolution Process: The Society may be dissolved in accordance with Sections 13 and 14 of the Societies Registration Act, 1860, pursuant to a resolution passed by three-fourths (3/4th) of the members present at a General Body meeting convened for that purpose. b. Prohibition on Member Distribution: Under no circumstances shall any surplus funds, properties, or assets (movable or immovable) remaining after the satisfaction of all debts and liabilities be paid to, distributed among, or transferred to any member or office bearer of the Society. c. Statutory Asset Transfer: All remaining net assets and funds shall be transferred to another registered Society, Trust, or Institution having similar charitable objectives, which is registered under Sections 12A / 12AB and 80G of the Income Tax Act, 1961, or to the State/Central Government, as decided by the General Body and approved by the Registrar of Societies / Income Tax Authorities.

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	Internal Dispute Settlement Mechanism a. Arbitration Panel: In the event of any internal dispute, controversy, or claim arising between members, office bearers, or the Governing Body regarding the administration or interpretation of the Bye-Laws, the matter shall first be referred to an internal Arbitration Panel. b. Panel Composition: The Panel shall consist of three persons: one nominee chosen by each party and a neutral Chairman appointed by the Governing Body.
Sl. No.---13,14, 15, 16,17	Sl. No.---13,14, 15, 16,17- retained
	Addition: Asset Register of Society: a) There shall be Asset register of institution belongings. b) Secretary shall see that all belongings are registering into Asset register properly. Financial Management: a) Charitable Utilization: All funds raised through loans, grants, or investments shall be applied exclusively towards the charitable objects of the Society in compliance with Sections 11 and 12 of the Income Tax Act, 1961.

Conclusion & Approval

The General Body unanimously accepted and approved all above amendments. The changes will take effect upon submission and registration with the competent authority.

Dr Bishnu Mohan Mohanty, President was authorised to undertake the renewal and registration of the amended Memorandum of Association (MoA) and Bye-Laws of the Society by following the prescribed legal procedure.

The meeting concluded with a vote of thanks to all the members present. The vote of thanks was proposed by the Dr Bishnu Mohan Mohanty, President.

President

PRESIDENT

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Secretary

SECRETARY

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Treasurer

TREASURER

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Members Present in the meeting

Sl. No	Name	Designation	Signature
01	Dr. Bishnu Mohan Mohanty	President	Bishnu mohan mohanty
02	Dr. Santanu Kumar Mishra	Vice-President	Santanu Kr. Mishra
03	Dr. Sarangadhar Samal	Secretary	Sarangadhar Samal
04	Mr. Ramesh Chandra Ojha	Treasurer	Ramesh chandra Ojha
05	Dr. Abha Mishra	Addl. secretary	Abha Mishra
06	Mr. Debabrata Panigrahi	Member	Debabrata Panigrahi
07	Mr. Yaashwant Patnaik	Member	Yashwant Patnaik
08	Dr. Manmath Kumar Pani	Member	Manmath K. Pani
09	Mr. Rajib Bishoyi	Member	Rajib Bishoyi
10	CA Raja Narayan Tripathy	Member	Raja Narayan Tripathy
11	Mr. Bikram Keshari Roy	Member	Bikram K. Roy
12	Mr. Fakir Charan Swain	Member	Fakir Ch. Swain
13	Mr. Jugal Kishore Sahoo	Member	Jugal K. Sahoo
14	Mr. Rama Chandra Sahoo	Member	Rama Ch. Sahoo
15	Dr. P. Srinivas	Member	P. Srinivas
16	Mr. Ayashkant Mohanty	Member	A. Mohanty

President

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