

Manual-4

Conduct of Business of the Board of Governors

- 1) **The Board of Governors** may function notwithstanding any vacancy in its constitution provided however, that at no time the number of vacancies shall be such that the total number of members is less than the quorum required for a meeting of the Board of Governors.
- 2) **Acts and Proceedings not to be invalidated by vacancies etc.:** No act or proceeding of the Board of Governors or any authority of the Society or any committee constituted under this, shall be questioned on the ground merely of the existence of any vacancy or defect in the election, nomination or appointment of a person acting as a member thereof or any irregularity in its procedure not affecting the merits of the case.
- 3) Subject to the provisions herein contained, the **Board of Governors** may, with the previous approval of the Punjab Government, frame and vary from time to time, as it thinks fit, bye-laws for the conduct of its business.
- 4) In case of difference of opinion amongst the members, the opinion of the majority shall prevail.
- 5) Each member of the Board, including the Chairman, shall have one vote & if there are an equal number of votes on any question to be determined by the Board, the Chairman shall, in addition, have and exercise a casting vote.
- 6) Any resolution, except such as may be placed before the meeting of the Board, may be adopted by circulation among all its members, and any resolution so circulated and adopted by a majority of the Members who have given their approval, such Resolution shall be as effectual and binding as if such Resolution

has been passed at a meeting of the Board, provided that in every such case, at least 7 members of the Board shall have recorded their approval to the Resolution.

7. Powers, functions, duties and responsibilities:

Subject to the Memorandum of Association and these Rules, but without prejudice to the generality of powers, the **Board of Governors** shall have the full functional autonomy and shall exercise the following **powers** and carry out the following **functions, duties and responsibilities** inter-alia:

Powers of the Board of Governors:-

1. Take decision on matters of policy relating to the administration, working and control of the Society.
2. Consider and approve programmes and plans of the Society in conformity with the scope of the objectives of the Society and under the overall guidance of Punjab State E-Governance Society and to sanction expenditure for the execution of the plan.
3. Workout and recommend to the Punjab State E-Governance Society the eligibility conditions, duration, selection process etc. for various types of service providers, stake holders, financial collaborators, public-private partners, implementers, and franchises of Sukhmani and other citizen services.
4. Workout and recommend to the Punjab State E-Governance Society Rules, Regulations and Bye-laws for the conduct of the affairs of the Sukhmani Society and to recommend to the Punjab State E-Governance Society to add, amend, or repeal the rules and regulation from time to time.

5. Consider, approve and authorize operation of the funds of the Society. Collect payments and user charges on behalf of Punjab State E-Governance Society and other departments and agencies and transfer or utilize the same in the manner prescribed in the agreements.
6. Workout and recommend to the Punjab State E-Governance Society the norms, guidelines and terms and conditions and service level agreements with stakeholders and franchises to establish Sukhmani Centres and other IT and e-Governance services and to add to or amend them from time to time.
7. Appoint Committees or Sub-Committees, by whatever name called, comprising member(s) of the Society and such outside experts and officers of the Society as may be nominated by it for specific tasks, for the disposal of any of its business or for tendering advice on any matter pertaining to the administration and management of the Society.
8. Delegate, to such extent as it may deem necessary, any of its powers to any Officer or the Committees constituted by the Board.
9. Handle the work on job-work and/or outsourcing basis for the Society as per the norms laid down by the Punjab State E-Governance Society.
10. Acquire by gift, purchase, exchange, lease, hire or otherwise any property, movable or immovable, and to construct, improve, alter, demolish or repair buildings, space, works and constructions as may be necessary or convenient for carrying on the activities of the Society;
11. Negotiate, enter into and make contracts and deeds on behalf of the Society without any Government support. To enter into legal and corporate agreements for and on behalf of the society and to sue and defend all legal proceedings on behalf of the society;

12. Institute and award, prizes and medals for innovative e-Governance and citizen services applications;
13. Solicit and receive grants, gifts, donations or other contributions from the Central Government, State Government, user charges, cess, contributions, fee and funds in any other forms, provided it is approved by the Executive Committee;
14. Do all such acts and things as are incidental or conducive to the discharge of the functions and attainment of any of the objects of the Society.