**(THE COMPANIES ACT, 2013)**

**(COMPANY LIMITED BY SHARES)**

**UNDER SECTION 8 OF THE COMPANIES ACT, 2013**

**MEMORANDUM OF ASSOCIATION**

**OF**

**JUTE PRODUCTS DEVELOPMENT AND EXPORT PROMOTION COUNCIL**

1. The name of the company is “JUTE PRODUCTS DEVELOPMENT AND EXPORT PROMOTION COUNCIL”.

2. The registered office of the company will be situated in the State of West Bengal.

3. The objects for which the company is established are:

 (A) Main Objects to be pursued by the Company on its incorporation are:

1. To protect, support, develop, promote, increase and maintain the export of all types of jute, jute blended and jute union products made from fiber, yarn, twine and fabric for conventional, technical and new & diversified uses, and to carry out such activities in such manner as may be necessary or expedient with thrust on growth in diversified products.
2. To contribute to the overall development of the jute sector with encouragement of growth of entrepreneurs, investments, markets, human resources, supply bases, environment, and social welfare.

(B) Matters which are necessary for furtherance of the objects specified in Clause 3 above are:

1. To act as a registering authority if so decided by the Central Government.
2. To organise or participate in the international level trade shows and buyer-seller meets.
3. To undertake and encourage all types of development activities relating to infrastructure creation, HR(Human Resources) development, design creation, product engineering, capacity enhancement including setting up of CFC (Common Facility Centre) and Jute Park.
4. To undertake market studies in foreign countries.
5. To send trade delegation/ study teams to foreign countries.
6. To appoint representatives or consultants within and outside the country for the purposes of market information, conducting studies and/ or for facilitating trade events.
7. To conduct publicity campaigns and propagate within and outside the country through various media.
8. To collect statistics and other information.
9. To disseminate information useful to the Indian manufactures and exporters.
10. To provide and monitor standards of quality.
11. To depute the officers or Members of the Council to inspect members units.
12. To enquire, investigate and take action on complaints.
13. To nominate arbitrators or valuers for the settlement of disputes or differences arising out of the transactions relating to the exports between parties who agree to refer their disputes to the arbitrators/surveyors so nominated by the Council.
14. To tie-up with Chambers of Commerce, Trade & Industry Associations and other public bodies within or outside India for the development, promotion and advancement of exports of jute products.
15. To enunciate just and equitable principles to govern the trade in jute products and to establish a code or codes of practices for the general guidance of exporters and manufacturers and to further simplify transactions relating to the exports.
16. To advise and/or represent to the Central or State Governments, local and other Authorities, on:
17. Policies and other measures, including direct and indirect taxes, levies, imposts, etc.
18. The steps to be taken by them to prevent any contravention of the code of practices as laid down by the council, by any of the persons concerned where such contravention would affect the export of jute products.

Provided that such advice or representation shall be only in so far as such policies or measures have a bearing directly or otherwise on the export of jute products.

1. To establish and maintain museums, collections, libraries and compilation of the literature and to translate, compile, collect, publish, lend, purchase or sell any literature connected with the trade and commerce relating to jute products.
2. To borrow money from the Central Governments or Banks or financial institutions and accept donations, grants or contributions from the Central Governments, State Government, or other public bodies or authorities, or any other person and to deal with the same as the Council may deem appropriate in the furtherance of its objects provided that Council shall not deal with or use the funds or money received, by way of grant, borrowing or otherwise, except in the manner or for the purpose specified without prior written approval of the grantor.
3. To grant subsidies, loans and advances to its employees or to the manufacturers or exports of jute products upon such terms and conditions as approved by the Central Government and to realize and recover such subsidies, loans and advances in accordance with such terms and conditions as approved thereof.
4. To sell, manage, develop, exchange, loan, sublet, mortgage, dispose of or otherwise deal with all or any part of the property of the Council; and in case of the property acquired with the grant of the Government, terms of the grant will apply.
5. To enter into contracts, including guarantee.
6. To draw, make, accept, endorse, discount and execute negotiable instruments.
7. To deposit and invest the money of the Council in any bank approved in this behalf by the Government.
8. To subscribe to become a member of and cooperate with any other Association, whether incorporated or not, whose objects are similar to those contained in this Memorandum.
9. To construct, purchase, hire or otherwise acquire and maintain suitable buildings, apartments, furniture and other fittings in any country, including arrangements for warehousing, showrooms, expo marts, etc. for the purpose of achieving any of the objects for which the Council is established.
10. To acquire, purchase, or take on lease, land building or other movable or immovable property which the Council may from time to time deem it necessary to acquire, purchase or take on lease.
11. To do all such lawful things as may be incidental or conducive to the attainment of the above objects. Provided that the Company shall not support with its funds, or endeavour to impose on, or procure to be observed by, its members or others, any restriction which, if an object of Company, would make it a Trade union.

4. The objects of the Company extend to the whole of India.

5. No alteration shall be made to this memorandum of association or to the articles of association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar of Companies, West Bengal.

6. The liability of the members is limited.

7. (1) The Income and property of the Company, when so ever derived, shall be applied solely for the promotion of its objects as set forth in this memorandum.

 (2) No portion of the income or the property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been members of the Company or to anyone or more of them or to any person claiming through anyone or more of them.

 (3) Except with the previous approval of the Central Government, no remuneration or other benefit in money or money’s worth shall be given by the company to any of its members, whether officers or servants of the Company or not, except payment of out of pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the Company

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 (4) Except with the previous approval of the central Government, no member shall be appointed to any officer under the Company which is remunerated by salary, fees or in any other manner not expected by sub-clause(3).

 (5) Nothing in this clause shall prevent the payment by the Company in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being a member) in return for any services actually rendered to the Company.

8. Each member undertakes to contribute to the assets of the Company in the event of being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts or liabilities of the Company contracted before he cease to be a member and the costs, charges and expenses of winding up and for adjustments of the rights of the contributories amongst themselves such amounts may be required not exceeding Rs 1000/- (One Thousand) only.

9. True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the company shall be examined and the correctness of the balance-sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.

10. If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of this company, subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to the Rehabilitation and Insolvency Fund formed under Section 269 of the Act.

11. The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.

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**(THE COMPANIES ACT, 2013)**

**(COUNCIL LIMITED BY SHARES)**

**UNDER SECTION 8 OF THE COMPANIES ACT, 2013**

**ARTICLES OF ASSOCIATION**

**OF**

**JUTE PRODUCTS DEVELOPMENT AND EXPORT PROMOTION COUNCIL**

1. 1) The reference herein to ‘The Act’ is to the Companies Act, 2013 as amended thereto,

 from time to time and as applicable.

 2) The headings are given for convenience and shall not affect the construction of these

 articles.

1. ***INTERPRETATION***

**1.** The Regulations contained in Table ‘H’ in Schedule 1 to the Act as amended from time to time in so far as they are applicable to a company limited by guarantee and not having share capital and so far as they are not modified or altered by Articles hereinafter provided, shall apply to this Council.

**2**. In the interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subjects or context.

1. “The Company” or this Company means “**JUTE PRODUCTS DEVELOPMENT AND EXPORT PROMOTION COUNCIL**”
2. “Memorandum & Articles” means the Memorandum of Association and Articles of Association respectively of the Council.
3. “Director” means and include all Directors of the Council and except where the context otherwise requires for those Articles shall mean the Committee of Administration of the Council, or a properly constituted committee thereof.
4. “The Office” means the Registered Office for the time being of the Council.
5. “The Registrar” means the Registrar of Companies.
6. “Seal” means the common seal of the Council.
7. “Proxy” includes Attorney duly constituted under a power of attorney.
8. “Member” means a Member for the time being whose name is entered in the Register of members of the Council.
9. “The Act” means the Companies Act, 2013, or any statutory modification or re-enactment thereof for the time being in force.
10. “Authorised Representative” means a person appointed/registered as such under Article ***III (8)****.*
11. “The Committee” means the Committee of Administration of the Council for the time being constituted under these Articles.
12. “General Meeting” means a meeting of the Members of the Council.
13. “Annual General Meeting” means a General Meeting of the Members held in accordance with the provisions contained in the Act and the Articles, hereinafter.
14. “Extraordinary general meeting” means any general meeting of the meeting of the members of the Council; other than its annual general meeting.
15. “Month” means a calendar month.
16. “Financial Year” means the period in respect of which the receipts and expenditure account of the Council laid before the General meeting is made whether that period is a year or not.
17. “Office” means the Registered Office for the time being of the Council.
18. “Person” shall include an Individual, a Firm or a Society and/or a Statutory Organisation.
19. “Place of Business” means the Registered Office of the Council incorporated under the Companies Act, 2013 or the Head Office of a Member.
20. “India” means the territory of India as deemed from time to time in the Constitution of India.
21. “Executive Director” means the Administrative head of the Council’s Secretariat appointed as such by the Committee of Administration with the approval of the Government of India and shall include an Acting Executive Director.
22. “Government” means the Central or State Government as the case may be.
23. “Financial Year” shall have the meaning assigned thereto by Section 2(17) of the Act. For the Council, it will be from 1st April to 31st March.
24. “The Register” means the Register of Members kept as required by Section 88 of Act.
25. “Bye-Laws, Rules and Regulation” means the Bye-Laws, Rules and Regulations of the Council from time to time in force.
26. “The Council” means the “Jute Products Development and Export Promotion Council Council”.
27. “Exporter of Jute Products” means a person who exports Jute/ Jute Products.
28. “Firm” means a firm as defined under the Indian Partnership Act, 1932.
29. “Chairman” means the Chairman of the Council.
30. “Auditors” means person appointed, as such, for the time being, by the Council.
31. “Prescribed” means prescribed by the Committee by virtue of’ a power conferred by these articles.
32. “In Writing or Written” includes printing, lithography, and other modes of
reproducing works in a visible form, which also include thumb impression properly attested.
33. Words importing persons includes corporation, Firms and Association. Words importing singular number include the plural and vice-versa. Words importing masculine gender include the feminine gender and vice-versa.
34. ***MEMBERS***

#### CATEGORIES OFMEMBERS

The Council shall have the following categories of members, namely:

1. Ordinary Members
2. Associate Members
3. Nominated Member
4. Co-opted Member

#### ELIGIBILITY FOR MEMBERSHIP

1. **Ordinary Member:** Any person who is an exporter of jute products whether manufacturer exporter or merchant exporter shall be eligible to become Member, provided, such person shall have a minimum export performance of Rs. 5 Lakhs cumulative in the last three consecutive years and complies with other requirements in terms of the Act, the Articles and the bye-laws and/or regulations.
2. **Associate Members:** Any person who is willing to be an exporter of jute products whether manufacturer exporter or merchant exporter shall be eligible to become Member, provided they complies with other requirements in terms of the Act, the Articles and the bye-laws and/or regulations. The members of this category shall have no voting rights.
3. **Nominated Members:** There shall be a maximum of two nominated members with no voting rights, who are the nominees of Government of India. The Government may change their nominees from time to time.
4. **Co-opted Members:** There shall be three co-opted members to be nominated by the Central Management Committee. The members of this category shall have no voting rights.
5. **APPLICATION FOR MEMBERSHIP:**

a ) All applications for membership shall be sent to the Executive Director along with a Cheque/Demand draft for the prescribed entrance and annual fees and the required documents. The Committee shall have power to prescribe the form of application.

b ) On receipt of any such application, the secretariat will process the same and have it approved by Executive Director and in his absence, the Chairman or the Vice- Chairman. The secretary shall put up it for ratification of such membership in ensuring meeting of Central Management Committee and issue a membership certificate.

c) If any application is rejected, the Executive Director shall notify the applicant of such rejection. The applicant has a right to appeal to the Committee for re-consideration/review of his admission.

d) If the committee accepts any application, the Executive Director shall notify the applicant of such approval and thereupon the applicant shall immediately become a Member, provided that all fees and other dues payable by such applicant to the council have been paid by him/her.

e) Membership of the Council shall commence from the date of acceptance by the Committee.

Notwithstanding the provisions of sub-clause, the signatories to the Memorandum of Association shall be the first members of the Council on registration thereof.

1. **FEES FOR MEMBERSHIP, RCMC & FEES:** The application fees for membership shall be as per the bye-laws of the Council.

**5. RESIGNATION FROM MEMBERSHIP**

a) Any member wishing to resign from the Council shall give to the Executive Director two calendar months notice in writing of his/her intention to resign and until such notice is given and until the expiry thereof, he/she shall be deemed to continue to be a member and shall be liable to pay his/her annual fee and all other dues, if any, to the Council.

b) No fees shall be refunded to a member resigning as aforesaid. Such resignation shall also not affect any liability of the member to contribute to the assets of the Council as provided in the Memorandum of Association.

c) Notwithstanding anything to the contrary contained hereinabove, the Committee may refuse to accept the resignation of a member unless and until all arrears of subscription and any other sums which may be due on the date of receipt of resignation by the member to the Council have been paid.

**6. MEMBERS RIGHTS &PRIVILEGES**

Apart from and without prejudice to any other rights and privileges conferred on Council Members either by the Memorandum Of Association or by these Articles. Council Members shall have the following rights and privileges:

1. To vote for election of members of the Committee.
2. To stand for election to the Committee subject to the fulfillment of eligibility conditions.
3. The right of requisition as mentioned hereinafter to call a Meeting of the Council;
4. The right to receive the Annual report of the Committee;
5. The right to receive publications of the Council on the terms fixed by the committee from time to time.

The right to see the Member’s list and accounts of the Council.

**7. CESSATION OF MEMBERSHIP**

The Membership of the Council shall ipso-facto cease if;

1. The Member voluntarily submits his resignation in writing to the Executive Director of the Council , Provided that , such member shall vacate such membership only after the acceptance thereof by the Committee.
2. A Member being a corporate body or cooperative society or firm, a resolution is passed for its dissolution/ winding up or an order for its dissolution / winding up is made by a court of competent jurisdiction.
3. A Member is in default in payment of subscription to the Council as per the bye laws of Council.
4. He ceases to be a member under any other regulation of the Articles of Association and bye laws of the Council.
5. In case of an individual upon his death.
6. He is expelled from the Council by a resolution passed 2/3rd ( two-third) of its members present , by reason(s) of failure to observe the Articles of association , rules , regulations and bye-laws of the Council or any decision of arbitration of the Committee.
7. He is removed or de-registered in accordance with the Provisions of the EXIM policy and Procedures in force.
8. Such member being an individual , he, or if such a member is a company or corporation , any officer of director, thereof as the case may be , is pronounced guilty of an offence which , in the opinion of the Committee, amounts to an act / conduct in contravention of the rules, regulations and/or bye-laws of the Council or is otherwise detrimental to the interest of the Council.
9. He or firm which he is a partner or a private company of which he is a director , without the sanction of the Council . other than that of a Legal Adviser, professional or of a Banker.
10. The Committee by a 3/4th (three fourth) majority decides that a member have ceased to exist or torepresent the commercial interest in which he sought to represent.
11. A Member indulges in an act to detrimental to the Interest of the Council or of its members or against national/ public interest.
12. A Member engages in misconduct including moral turpitude.
13. A Member indulges in the defamation of the Council.

**8. AUTHORIZED REPRESENTATIVE:**

Subject to the provisions of Section 113 of the Act, a member of the Council being a firm, Council, corporation or society for the time being shall be entitled to appoint a representative in the manner laid down below, with the power to remove any representative so appointed and on a vacancy being caused for any reason, whether by resignation, death or removal or otherwise, to appoint another person as his representative.

a). The representative of a firm shall be one of its partners and he shall be authorized by the firm with the consent of all partners.

b). In the case of proprietary concern, the representative shall be proprietor only.

c). In case of Hindu Undivided Family (HUF), the representative shall be Karta only.

d). The representative of a Council, corporation or co-operative society or a society registered under the Societies Registration Act shall be anyone of the directors or in the post of director of the Council& corporation or governor or member or holding such like position of the Committee of Administration of the cooperative society or society registered under society registration act. Such representative shall be duly authorized to act as a representative by the resolution of the Committee of Administration/Committee of Administration/Managing Committee as the case may be of such companies, corporation, member of the co-operative society & society etc.

e). A representative of the Member for the time being shall be entitle to attend the meeting of the Council, form quorum and exercise right of vote on behalf of a Member. A member shall be entitled to withdraw and/or rescind appointment of such representative and for this purpose the member shall give a notice in writing to the Executive Director of the Council conveying such intention. The appointment so made shall stand cancelled immediately on receipt of such notice in writing by the Executive Director of the Council without notice to the Representative.

f). The Committee shall be entitled to frame rules and regulations and/or bye-laws for appointment of authorized representative.

**9. REGISTER OF MEMBERS:**

a) The Council shall keep a register of its Council members in which shall be kept forth the names and addresses of the members for the time being , the date on which each person was entered in the Register as a Member , the date on which any person ceased to be a Member and all changes in membership taking place from time to time shall be recorded.

b) Any changes in the Constitution , ownership, address of Council Members will have to notified within 3 months of such change.

1. ***GENERAL MEETINGS***

**1. ANNUAL GENERAL MEETING**

1. The Council shall, in addition to any other meeting, hold a general meeting (herein called an Annual General Meeting) at the intervals and in accordance with the provision herein specified. The Annual General Meeting of the Council shall be held every calendar year and within 6 months after the expiry of each financial year. Provided, however, that if the Registrar of the Companies shall have for any specified reason extended the time within which any Annual General Meeting shall be held by a further period of not exceeding 3 months, the Annual General Meeting shall be held within the additional time fixed by the Registrar. Except in cases where the Registrar has given an extension of time as aforesaid for holding any Annual General Meeting not more than 15 months shall elapse between the date of the Annual General Meeting and that of the next.
2. Every Annual General Meeting shall be called by giving a notice in writing of not less than 14 days for a time during business hours on a day that is not a Public Holiday and it shall be held either at the Registered Office of the Council or at some other place within the city, town or village in which the Registered office of the Council is situated.
3. At every Annual General Meeting of the Council the following business shall be transacted:
	1. A balance sheet and an income and expenditure account shall be presented.
	2. Receive and pass the annual report of the committee and the audited accounts of the Council.
	3. To announce the result of web based election of the members of the Committee, who are liable to retire by rotation.
	4. To appoint auditors and fix their remuneration; and
	5. The transact such other business which under these rules ought to be or may be transacted at an Annual General Meeting including such business as the Committee may deem necessary.
4. All General Meetings other than Annual General Meeting shall be called Extra-ordinary General Meetings.
5. **EXTRAORDINARY GENERAL MEETING**

a). The Committee may whenever it thinks fit call an Extraordinary General Meeting.

b) (i) The Committee shall, on the requisition of such members as hold in regard to any matter at the date of the deposit of requisition not less than one-tenth of total voting power of all the members having at the said date and right to vote in regard to the matter, forthwith proceed to call an extraordinary general meeting of the Council and the provision of Section 100 of the Companies Act 2013 (including the provision below) shall be applicable.

ii) The requisition shall set out all the matters for consideration of which the meeting is to be called and shall be signed by the requisitions and shall be deposited at the registered office of the Council.

iii) The requisition may consist of several documents in like form to be signed by one or more requisitions.

1. Where two or more distinct matters are specified in the requisition the provisions of sub-clause (a) above shall apply separately in regard to each such matter and the requisition shall accordingly be voted only in respect of those matters in regard to which the condition specified in sub-clause is fulfilled.
2. Subject to the provisions of the Companies Act 2013, if the Committee does not within 21 days from the date of the deposit of a valid requisition in regard to any matters proceed to call a meeting for the consideration of those matters on a date not later than 45 days from the date of the deposit of the requisition the meeting may be called by the requisitionists themselves or by such of the requisitionists as represent one tenth of the total number of regular members.
3. A meeting called under Sub-clause (e) above by the requisition is its or any of them shall be called in the same manner as nearly as possible, as that in which meetings are called by the Committee but shall not be held after the expiration of three months from the date of the deposit of requisition. Nothing contained herein shall be deemed to prevent the meeting duly commenced before the expiry of three months aforesaid from being adjourned to some date after the expiry of that period.
4. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Committee to duly call a meeting shall be repaid to the requistionists by the Council.
5. ***NOTICE***
6. **NOTICE OF MEETING**

a) A General meeting of the Council may be called by giving not less than 14 days’ notice in writing.

b) (i) in case of an Annual General Meeting by all the members of the Council entitled to vote there at and

 (ii) in the case of any other meeting by members of the Council having not less than 95 percent of the total voting power exercisable at that meeting.

**2**. **CONTENTS OF NOTICE**

a) Every notice of meeting of the Council shall specify the place, the date and hour of the meeting and shall contain a statement of the business to be transacted thereat.

b) No general meeting, Annual or Extraordinary shall be competent to enter upon, discuss, or transact any business which has not been specifically mentioned in the notice or notices upon which it was convened.

**3. NOTICE**

a) A document (which expression for this purpose shall be deemed to include and shall include any notice, requisition process or any other document) may be served or sent by Council on or to any member either personally, by e-mail or sending it by post to him to such member’s registered e-mail/ registered address or (if he has no registered address in India) to the address, if any, within India supplied by him to the Council for the giving of notices.

b) where a document is sent by post:-

i) service thereof shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the notice, and

ii) such service shall be deemed to have been effected (a) in the case of a notice of meeting at the expiration of 48 hours after the letter containing the notice is posted, and (b) in any other case at the time at which the letter containing the notice delivered in the ordinary course of post.

**4.** If a member has no registered address in India and has not supplied to the Council an address within India for the giving of notices to him a document advertised in a newspaper circulating in the neighborhood of the registered office of the Council shall be deemed to be duly served on him on the day on which the advertisement appears.

**5.** Any document required to be served by the Council on or to the members and not expressly provided for by these regulations shall be deemed to be served or sent if advertised once in one daily English and one daily vernacular newspaper circulating in the neighborhood of the registered office of the Council.

**6.** The accidental omission to give notice of any meeting to, or non-receipt of any notice by any member shall not invalidate the proceedings at the meeting.

**7.** Any notice to be given by the Council shall be signed by the Chairman or the Vice Chairman or by the Executive Director or by such person as the Committee may appoint. The signature to any notice to be given by Council may be written, printed or lithographed.

1. ***VOTING RIGHTS***

**1.** Every ordinary member shall have one vote.

**2.** A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

**3.** No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the Council as per the cutoff date fixed by Committee of Administration have been paid.

**4.** (a) No objection shall be raised as to the qualification of any voter except at the meeting or at the adjournment meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purpose. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive thereto shall be recorded in the minutes book then and there as the meeting given in writing to the members or proxy holder concerned during the meeting itself.

(*b*) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

**5.** A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed:

**Provided** that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Council at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

**6.** A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

**7.** Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

1. ***COMMITTEE OF ADMINISTRATION***

**1.FORMATION AND COMPOSITION**

a) The direction and management of the affairs of the Council shall vest in the Committee which shall have , not more than fifteen (15) members consisting of two Government nominees, nine elected members, three co-opted members and the Executive Director of the Council .

b) There shall be two Government nominees on the Central Management Committee as non-retiring members. The Government may change their nominees from time to time.

c) There shall be nine members to be elected by the members of the Council on the basis of proportionate representation amongst members in each of the five Regions ( as per the by-laws) of the Country preferably one member from each region.

d) There shall be three co-opted members on the Central Management Committee to be nominated by Central Management Committee.

e) There shall be one Chairman and one Vice- Chairman of the Committee who shall be elected by the members of the Committee from amongst themselves subject to eligibility criteria of minimum export performance of Rs. 25 Lakhs cumulatively in the last three consecutive years.

f) Minimum 5(Five) seats for the elected members on the Committee shall be reserved for the small and medium enterprises.

**2.**  (a) The remuneration of the whole time directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(b) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

1. in attending and returning from meetings of the Committee of Administration or any committee thereof or general meetings of the Council; or
2. in connection with the business of the Council.

**3. POWER OF THE COMMITTEE:**

The Committee may exercise all such powers of the Council, including power to frame, modify, and/or rescind, bye-laws, rules and regulation and do all such acts and things as are not contrary to the Act or any other law or by the Memorandum or by the Articles of Association of the Council required to be exercised by the Council in General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other Act and to such regulations being not inconsistent with the aforesaid Articles or provisions as may be prescribed by the Council in General Meeting, but no requisition made by the Council in General Meeting shall invalidate any prior Act of the Committee which would have been valid, if the Articles had not been made, provided that, the Committee, shall not except with the consent of the Council in General Meeting.

a) sell, lease, or otherwise, dispose of the whole or substantially the whole of the undertaking of the Council or where the Council owns more than one undertaking of the whole or substantially the whole of any such undertaking.

b) invest, otherwise than, in trust securities or scheduled banks the amount of compensation received by the Council in respect of the compulsory acquisition of any such undertaking as is referred to in clause (a) or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time.

**4. ELIGIBILITY & DISQUALIFICATION**

a) The Member contesting the election of the Committee shall have export performance of Rs. 5 lakh in the previous year or a cumulative export performance of Rs. 15 lakh in the preceding three years from the year of election.

b) The office of a Member of the Committee shall ipso-facto become vacant if:

i) he is found to be of unsound mind by the Court of competent jurisdiction

ii) he has applied to be adjudicated as an insolvent.

iii) he is adjudged as an insolvent.

iv) he has been convicted by a court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months, and a period of five years has not elapsed from the date of expiry of the sentence.

v) he absents himself from three consecutive meetings of the Committee or from all meetings of the Committee for a continuous period of three months , whichever is longer , without obtaining leave of absence from the Committee.

vi) he or any firm which he is partner or any private company of which he is a director accepts loan or any guarantee or security for a loan from the Council or otherwise if he contravenes the provision of section 185 of the Act.

vii)he acts in contravention of Section 184 of the Act.

viii)he becomes disqualified by the order of Court under the Act.

ix)he is removed in pursuance of section 169 of the Act.

x)he is disqualified under section 164 of the act.

**5. CASUAL VACANCIES**

a) In the event of a casual vacancy arising by way of resignation , demise, removal etc. or prior to the annual election, the Committee shall be empowered to instantly fill up such casual vacancy in the Central Management Committee by another eligible member, who meets the eligibility criteria as provided under Article 14 . The Member so appointed shall hold the office only for the remaining term of the Committee.

b) If a member of the Committee desires to go out of India for a period exceeding 3 months at any one time , he shall intimate to the Executive Director the date of his expected departure from India and shall obtain the leave of the Committee.

1. ***FIRST MANAGEMENT COMMITTEE***

The first members of the Committee of Administration of the Council shall be;

a).Shri Sushil Khaitan

b).Shri Toshak Raje Vaid

c).Shri Suseelan Subhash Koncherry

1. ***PROCEEDINGS OF THE COMMITTEE***

**1.** (*a*) The Committee of Administration may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(*b*) A Chairman, CMC member or executive director on the requisition of a CMC member shall, at any time, summon a meeting of the CMC.

**2.** (*a*) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Committee shall be decided by a majority of votes.

(*b*) In case of an equality of votes, the Chairperson of the Committee, if any, shall have a second or casting vote.

**3.** The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Council, but for no other purpose.

**4.** (*a*) The Committee may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(*b*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their members to be Chairperson of the meeting.

**5.** (*a*) The Committee may, subject to the provisions of the Act, delegate any of its powers to sub committee consisting of such member or members of its body as it thinks fit.

(*b*) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

**6.** (*a*) A sub-committee may elect a Chairperson of its meetings.

(*b*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

**7.** (*a*) A sub-committee may meet and adjourn as it thinks proper.

(*b*) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairman shall have a second or casting vote.

**8.** All acts done by any meeting of the Committee or of a sub-committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

**9.** Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Committee or of a sub-committee thereof, for the time being entitled to receive notice of a meeting of the Committee or sub-committee, shall be as valid and effective as if it had been passed at a meeting of the Committee or sub-committee, duly convened and held.

**10.** Subject to the provision of Section 152, of the Act,all the Committee members (other than chairman, vice-chairman, co-opted members and nominee members) are liable to retire by rotation. At every Annual General Meeting, on third of such of the committee members for the time being as are liable to retire by rotation or if their number is not three or multiple of three then the number nearest to one third shall retire from office.

**11.**The members of the Committee to retire at every Annual General Meeting shall be those who have been longest in office since their last appointment but as between persons who become members of the committee on the same day those who are to retire shall in default and subject to any agreement amongst themselves be determined by lot drawn by the committee.

**12.** A retiring member of the Committee shall be eligible for re-appointment.

**13.** The Committee shall frame rules with regard to all matters relating to the election of the Chairman, the Vice-Chairman, and the members of the Committee who are liable to retire by rotation, provided that the rules shall not be altered except with three-fourths majority at a special meeting convened for the purpose.

Provided that it shall not be necessary for the Council to serve individual notices upon the members as aforesaid if the Council advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the place where the registered office of the Council is located, of which one is published in the English language and the other in the regional language of that place.

**14. a)** At the Annual General Meeting at which a Committee members retires as aforesaid, the Council may fill up the vacancy by appointing the retiring Committee member or some other person thereto.

 **b)** If the place of the retiring Committee member is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is public holiday, till the next succeeding day which is not a public holiday, at the same time and place.

**c)** If at the adjourned meeting also, the place of the retiring Committee member is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Committee member shall be deemed to have been re-appointed at the adjourned meeting, unless

**d)**at that meeting or at the previous meeting a resolution for the reappointment of such Committee member has been put to the meeting and lost;

**e**)the retiring Committee member has, by a notice in writing addressed to the Council or its Committee of Committee members, expressed his unwillingness to be so re-appointed.

f)He is not qualified or is disqualified for appointment.

g)A resolution, whether special or ordinary, is required for his appointment or reappointment in virtue of any provisions of the Act;

**15*. (a)*** The office of a Committee member shall become vacant if

* 1. he resigns his office by a notice in writing
	2. he is found to be of unsound mind by a Court of competent jurisdiction
	3. he applies to be adjudicated as insolvent
	4. he is adjudged an insolvent
	5. he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months
	6. he absents himself from three consecutive meetings of the Committee, or from all meetings of the Committee for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Committee;
	7. he (whether by himself or by any person for his benefit or on his account), or any firm in which he is a partner or any private company of which he is a committee member, accepts a loan, or any guarantee or security for a loan, from the Council in contravention of Section 185;
	8. he acts in contravention of section 184 of the Act to the extent applicable to the Council
	9. he becomes disqualified by an order of Court.
	10. he is removed in pursuance of section 169 of the Act
	11. If he ceases to be member of the Council for any reason.

***(b***) Not withstanding anything in clauses (d), (e) & (i) of sub-clause (1), the disqualification referred to in those clauses shall not take effect-

* 1. for thirty days from the date of the adjudication, sentence or order:-
	2. where any appeal of petition is preferred within the thirty days aforesaid, against the adjudication, sentence or conviction resulting in the sentence, or order until the expiry of seven days from the date on which such appeal or petition is disposed of; or

where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction, or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.

***XII. CHAIRMAN, VICE CHAIRMAN, THE COMMITTEE OF ADMINISTRATION AND THEIR TERM OF OFFICES***

1. Immediately after every alternate Annual General Meeting, the tenure of the Chairman shall be completed. The present Vice-Chairman shall automatically become the Chairman of Council except in situations enumerated in Article XII(7)
2. Immediately after every alternate Annual General Meeting, the eligible members representing Ordinary Member category of the Managing Committee who wish to offer themselves for the post of Vice- Chairman may do so. If more than one member, from the above categories in the Managing Committee, apply for the post of Vice-Chairman, the election shall be done through web based voting by all the Ordinary Members.
3. All the elected members (excluding Chairman and Vice-Chairman) shall be the retiring members in accordance with section 152 of the Companies Act, 2013, and at every Annual General Meeting one third of the retiring members shall retire by rotation from office. The retiring members are eligible for re-appointment.
4. The vacancy caused due to retirement as per clause X11(3) must be filled by the the Ordinary Members through web based voting at every Annual General Meeting.
5. The directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment. As between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.
6. The Co-opted members shall be retired in every Annual General Meeting and the retiring member is eligible for re- appointment.
7. If he/she declines to accept the post of Chairman or he/she is removed from the post of Vice-Chairman by a no- confidence resolution supported by not less than two third of the members (having voting rights) of the CMC present and voting. The Resolution regarding no confidence will thereafter be put to vote by the Ordinary Members through web based voting as followed during the election to the post of Vice- Chairman. Such Resolution of no confidence should be supported by a majority vote in the web based voting.
8. The Vice-Chairman may come back as Vice- Chairman after a gap of not less than 4 years reckoned from the completion of his tenure as Vice- Chairman.
9. If any vacancy occurs in the office of the Chairman, the Vice-Chairman shall assume charge of such office and shall hold such office until immediately after the Annual General Meeting.
10. If any vacancy occurs in the office of the Vice-Chairman, the Managing Committee may fill up the vacancy by electing one member of such Committee to assume the office of the Vice-Chairman and such member shall hold such office until immediately after the Annual General Meeting also.
11. The tenure of the office of the Chairman and Vice- Chairman shall be co- terminus.
12. ***EXECUTIVE DIRECTOR***
13. There shall be an Executive Director to the Council with such qualification as may be determined, from time to time by the Committee and who shall be appointed by the Committee of Administration with approval of Government of India.
14. The Executive Director shall be the common for all sub-committees as well as regional committees.
15. **Role and Powers of Executive Director:**
16. The Executive Director shall devote himself faithfully to the business and affairs of the Council.
17. He shall have charge of all correspondence and shall keep an account of the funds of the Council and funds connected with activity in any way controlled by the Council.
18. He shall keep accurate minutes of all the meetings of the Council and of the Committee of Administration.
19. He shall be in charge of the rooms, furniture, library, document and other articles belonging to the Council or the committee.
20. He shall give notice of all meetings of the Council or their appointments, shall unless, otherwise, decided by Committee of Administration, and shall collect moneys due to the Council.
21. He shall prepare an Annual Report of the Council, under guidance of the Committee of Administration, and generally perform all such duties as are incidental to his office.
22. He will be the first signing authority on any policy related matter and he shall be responsible for GOI compliances and statutes.
23. **Functions of Executive Director:**
	1. to administer the general affairs of the Council,
	2. to determine what work shall be undertaken and to arrange for the conduct of such work,
	3. to arrange for the publication of reports and other documents issued by the Council,
	4. to control the finances of the Council,
	5. to control the staff of the council,
	6. to do all such other lawful acts as would be conducive to the interests of the Council and the rules on relevant subject.
24. **The CMC may, in respect of the Executive Director make bye-laws to regulate:**
25. the conditions of service,
26. the appointment, promotion and dismissal,
27. the grant of pay, leave allowance, pensions, gratuities and compensatory allowance,
28. grant of advance of loans,
29. the establishment and maintenance of provident fund.
30. ***CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY EXECUTIVE DIRECTOR OR CHIEF FINANCIAL OFFICER***

**1. Subject to the provisions of the Act,—**

|  |  |  |
| --- | --- | --- |
| (a)  |   | A chief executive officer, manager, company Executive Director or chief financial officer may be appointed by the Committee for such term, at such remuneration and upon such conditions as it thinks fit; and any chief executive officer, manager, company Executive Director or chief financial officer so appointed may be removed by means of a resolution of the Board. |
| (*b*)  |   | A director may be appointed as chief executive officer, manager, company Executive Director or chief financial officer. |

**2.** A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company Executive Director or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company Executive Director or chief financial officer.

***XV. ACCOUNTS AND AUDIT***

**1. The Committee of Administration shall cause to maintain proper books of accounts with respect to:**

1. All sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place.
2. All sales and purchases of goods by the Council.
3. The assets and liabilities of the Council.

**2. Place where Books of Accounts to be kept**

The books of accounts shall be kept at the Registered Office of the Council or at such place in India as the Committee of Administration shall think fit.

**3. Inspection**

The books of accounts shall be open to inspection by any Director during the business hours and entries thereof shall be checked and verified at least once in every year by one or more or all Directors.

**4. Statutory Auditors**

(a) The first auditors of the Council shall be appointed and the remuneration shall be fixed by the Board of Directors and thereafter the Auditors shall be appointed at each Annual General Meeting.

The Auditors shall make a report to the members of the Committee on the Accounts examined by them and on every Balance Sheet and Income and Expenditure Account and on every other document declared to be part of or annexed to the Balance Sheet or Income and Expenditure Account which are laid before the Council in General Meeting during their tenure of office and the report shall state whether in their opinion and to the best of their information and according to the explanation given to them, the said accounts give the information required under the Companies Act in the manner so required and give a true and fair view and,

1. In the case of Balance sheet the state of Council’s affairs as at the end of the financial year; and
2. In case of Income and Expenditure Account of the income or excess expenditure for its financial year.

(b) The Auditor’s Report shall also state:

1. Whether they have obtained all the information and explanations which to the best of their knowledge and belief were necessary for the purpose of Audit.
2. Whether in their opinion proper books of account as required by law have been kept by the Council so far as appears from the examination of those books and proper returns adequate for the purposes of their Audit have been received from branches not visited by them.
3. Whether the report on the accounts of any branch office audited by a person other than Company’s Auditors has been forwarded to them and how theyhave dealt with the same in preparing the Auditor’s Report.
4. Whether the Council’s balance sheet and the income and expenditure account dealt with by the report are in agreement with the books of account and returns.

(c) The auditors shall be entitled to receive notice of and to attend any General Meeting of the Council at which any accounts which have been examined or reported on by them are to be laid before the members and may make any statement or explanation they desire in respect of the accounts.

1. ***MINUTES***

**1. Minutes of Meeting**

1. The minutes of all proceeding of every General Meeting or the Committee of Administration meeting shall be kept by making entries in the minute books within thirty days of conclusion of the meeting.
2. The pages of the minute book shall be consecutively numbered.
3. Each page of the minute books shall be initialed or signed and the last page of the record of proceedings shall be dated and signed.
	1. In case of a meeting of the Board of Directors or Committee of Administration or other sub-committee, by the Chairman of the said meeting or the next succeeding meeting, and
	2. In case of General Meeting, by the Chairman of the same meeting within aforesaid 30 days or in the event of death of or inability of the Chairman, by a Director duly authorized by the Committee.
4. The minutes shall not be pasted or otherwise attached to the minute books.
5. All appointments of officers made at any of the meetings shall be included in the minutes of the meetings.
6. In case of a meeting of the Board of Directors or a Committee , the minutes shall also contain:
	1. The names of the Directors present at the meeting, and
	2. In case of each resolution passed at the meeting, the names of Directors, if any dissenting from or not concurring in the resolution.
7. The minutes of each meeting shall contain a fair and correct summary of the proceeding thereat, provided that no matter need be included in any such minutes which the Chairman of the meeting is having the option and:
	1. Is, or could reasonably be regarded as defamatory of any person or
	2. Is irrelevant or immaterial to the proceedings or
	3. Is detrimental to the interests of the Council.
8. **INDEMNITY**

Every officer or agent of the Council for the time being shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favor or in which he is acquired or in connection with any application under Section 463 of the Act, in which relief is granted to him by the Court.

1. ***WINDING UP***

**Application of assets:** Winding up when necessary will be done in accordance with the requirements of Companies Act, 2013 or such other statutory modifications thereto.

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