(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:

i. 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.

ii. 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:

i. To act as a registering authority if so decided by the Central Government.

ii. To organise or participate in the international level trade shows and buyer-seller meets.

iii. 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.

iv. To undertake market studies in foreign countries.

v. To send trade delegation/ study teams to foreign countries.

vi. To appoint representatives or consultants within and outside the country for the purposes of market information, conducting studies and/ or for facilitating trade events.

vii. To conduct publicity campaigns and propagate within and outside the country through various media.

viii. To collect statistics and other information.

ix. To disseminate information useful to the Indian manufactures and exporters.
x. To provide and monitor standards of quality.
xi. To depute the officers or Members of the Council to inspect members units.
xii. To enquire, investigate and take action on complaints.
xiii. 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.
xiv. 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.
xv. 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.
xvi. To advise and/or represent to the Central or State Governments, local and other Authorities, on:

a) Policies and other measures, including direct and indirect taxes, levies, imposts, etc.
b) 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.

xvii. 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.
xviii. 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.
xix. 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.
xx. 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.
xxi. To enter into contracts, including guarantee.
xxii. To draw, make, accept, endorse, discount and execute negotiable instruments.
xxiii. To deposit and invest the money of the Council in any bank approved in this behalf by the Government.
xxiv. 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.
xxv. 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.

xxvi. 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.

xxvii. 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

(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

I. 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.

II. 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.

a) "The Company" or this Company means "**JUTE PRODUCTS DEVELOPMENT AND EXPORT PROMOTION COUNCIL**"

b) "Memorandum & Articles" means the Memorandum of Association and Articles of Association respectively of the Council.

c) "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.

d) "The Office" means the Registered Office for the time being of the Council.

e) "The Registrar" means the Registrar of Companies.

f) "Seal" means the common seal of the Council.

g) "Proxy" includes Attorney duly constituted under a power of attorney.

h) "Member" means a Member of the Council.

i) "Act" means the Companies Act, 2013 or Societies Registration Act, 1860, or any other Act includingl the rules and regulations, subsequent amendment, modification or re-enactment under which the Council is registered;

j) "Article" means an article forming part of these Articles;

k) "Director General" means the Director General (DG) of the Council and includes any officer of the Council performing secretarial functions;

l) "Committee of Administration" (CoA) means the Committee of Administration of the Council, constituted, as such, under these Articles and henceforth referred to as the "Committee";

m) "Council" means the Export Promotion Councils (EPCs) and the Federation of Indian Export Organisations (FIEO);

n) "Export Promotion Council" means organizations of exporters, set up with the objective to promote and develop Indian exports. Each Council is responsible for promotion of a particular group of products/ projects/services as given in Appendix 2T of ANF;

o) "Panel" means a panel of the Council, wherever constituted under these Articles;

p) "Product" means any goods or services in regard to which the Council has been recognized for the time being by the Central Government; under the relevant provisions of the Export-Import policy of the Central Government; as in force for the time being;

q) "Regional Committee" means a Regional Committee constituted under these Articles;

r) "Regional Chairperson" means a Regional Chairperson holding office under these Articles;

s) "Rules" means the rules of the Council for the time being in force, made under these Articles or under any enactment for the time being in force;

t) "Secretary" means the Secretary of the Council and includes any officer of the Council performing secretarial functions;

u) "Startup" means an entity as defined under G.S.R 127(E) issued by the Ministry of Commerce and Industry (Department of Promotion of Industry and Internal Trade) or its subsequent amendment, modification, re-enactment or successor(s) policies;

v) "Vice-Chairperson" means Vice-Chairperson of the Council.

w) "Authorised Representative" means a person appointed/registered as such under Article *III (8)*.

x) "The Committee" means the Committee of Administration of the Council for the time being constituted under these Articles.

y) "General Meeting" means a general meeting of the members of the Council;

z) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provisions contained in the Act and the Articles, hereinafter.

aa)"Extraordinary general meeting" means an extra-ordinary general meeting of the members of the Council other than its Annual General Meeting (AGM)

bb) "Month" means a calendar month.

cc) "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.

dd) "Office" means the Registered Office for the time being of the Council.

ee) "Person" shall include an Individual, a Firm or a Society and/or a Statutory Organisation.

ff) "Place of Business" means the Registered Office of the Council incorporated under the Companies Act, 2013 or the Head Office of a Member.

gg) "India" means the territory of India as deemed from time to time in the Constitution of India.

hh) "Executive Director" means the Executive Director (ED) of the Council and includes any officer of the Council performing secretarial functions;

ii) "FIEO" means the Federation of Indian Export Organisations;

jj) "MSME" means micro, small and medium enterprise as defined in the Micro, Small and Medium Enterprises Development Act, 2006 including its subsequent amendment, modification, re-enactment, or successor;

kk) "Government" means the Central or State Government as the case may be.

ll) "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.

mm) "The Register" means the Register of Members kept as required by Section 88 of Act.

nn) "Bye-Laws, Rules and Regulation" means the Bye-Laws, Rules and Regulations of the Council from time to time in force.

oo) "The Council" means the "Jute Products Development and Export Promotion Council Council".

pp) "Exporter of Jute Products" means a person who exports Jute/ Jute Products.

qq) "Firm" means a firm as defined under the Indian Partnership Act, 1932.

rr) "Chairperson" means the Chairperson of the Council;

ss) "Auditors" means person appointed, as such, for the time being, by the Council.

tt) "Prescribed" means prescribed by the Committee by virtue of' a power conferred by these articles.

uu) "In Writing or Written" includes printing, lithography, and other modes of reproducing works in a visible form, which also include thumb impression properly attested.

vv) 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.

III. MEMBERS

1. CATEGORIES OFMEMBERS

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

a) Ordinary Members
b) Associate Members
c) Nominated Member
d) Co-opted Member

2. ELIGIBILITY FOR MEMBERSHIP

a) **Ordinary Member:** A person shall be eligible for admission to the Council as an Ordinary member of the Council, on meeting the following requirements, namely:

(a) The person or the entity represented by the person, must have been an Associate member of the Council for at least two years; and

(b) The person or the entity represented by the person must have to its credit during the two immediately preceding financial years average exports in respect of the product of not less than the amount mentioned below:

(i) Micro, Small, Medium Enterprises (MSMEs): Rs. 25 Lakh - Rs. 1 Crore (Micro Enterprises- Rs. 25 Lakhs, Small Enterprises -Rs. 50 lakh and Medium Enterprises- Rs. 1 crore)

(ii) Others: Above Rs.1 Crore

Note: *In order to obviate the necessity of updation / revision of the eligibility criteria, the export criteria as prescribed above shall be automatically enhanced by 10% after every 5 years.*

b) **Associate Members:** A person shall be eligible for admission to the Council as an Associate member on receiving the Importer - Exporter Code (IEC) from the Directorate General of Foreign Trade (DGFT), Government of India, in respect of the product with which the Council is concerned.
c) **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.
d) **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.

3. CONVERSION TO ASSOCIATE MEMBERSHIP

If the average exports of a product by an Ordinary Member is below the pecuniary limits mentioned in clause(b) of Article 2, during the immediately preceding two financial years, the Committee may, after giving the Member reasonable opportunity of being heard, convert the Ordinary membership to an Associate membership, unless specifically exempted.

4. ELIGIBILITY FOR ELECTIONS

4.1. Right to Vote

(a) Ordinary members shall have the right to vote.

(b) Associate members having completed 3 continuous years, and not fulfilling the eligibility criteria for Ordinary Member, however, having average exports of Rs. 2.5 Lakhs to their credit during the preceding three financial years, shall also have the right to vote.

4.2. Eligibility to Contest in Elections

(a) Only an Ordinary Member shall be eligible as a candidate for elections to various positions in the Council.

(b) The person or the entity represented by the person must have to its credit during the two financial years immediately preceding the election, the average exports of the products of not less than the amount mentioned below:

(i) Micro, Small, Medium Enterprises (MSMEs): Rs.50 Lakh - Rs.2.5 Crore (Micro Enterprises- Rs. 50 Lakhs, Small Enterprises -Rs. 1 crore and Medium Enterprises- Rs. 2.5 crore)

(ii) Others: Above Rs.2.5 Crore.

(c) If applicable, where a person is contesting for election as Regional Chairperson, the person or the entity represented by the person must have minimum average exports of Rs. 2.5 crores of the product, or such higher limit as may be prescribed by the Council, to its credit during the two financial years immediately preceding the election.

(d) Where a CoA member is contesting for election as Chairperson or Vice-Chairperson, the person or the entity represented by the person must have minimum average exports of Rs. 2.5 crores of the product, or such higher limit as may be prescribed by the Council, to its credit during the two financial years immediately preceding the election.

(e) A certificate issued by a Chartered Accountant shall be required for the purposes of paragraph (b), (c) and (d) of this Article.

5. APPLICATION FOR MEMBERSHIP:

5.1 Form of application

Online Application for membership of the Council as a member shall be made to the Council in the prescribed application form on a common digital platform of DGFT (URL: https://www.dgft.gov.in/CP/?opt=e-rcmc).

5.2 Accompaniments

The application for membership shall be sent to the Council, along with requisite documents which may include the following:

(a) a copy of the active IEC number by the applicant;

(b) a certificate of financial soundness from the applicant's bankers;

(c) proof of payment of the prescribed fee which, along with any other payments to the Council, shall be through online mode only, as per Income-tax Rules, 1962; and

(d) name and contact details of person representing the organisation.

5.3 Decision on the application

(a) The Committee or any authority designated by the Committee shall take a decision on the application for membership within 45 days from the receipt of a properly completed application, and the Committee's decision shall be final.

(b) In case, a decision is taken by a designated authority, the same shall be ratified by the Committee in its first subsequent meeting.

(c) The decision of the Committee whether of acceptance or rejection of the application, shall be communicated to the applicant along with reasons, in writing.

5.4 Commencement of membership

Where the application for membership is accepted by the Committee, the membership of the applicant shall commence from the beginning of the financial year during which the application is accepted.

6. FEES FOR MEMBERSHIP, RCMC & FEES:

(a) Members (other than nominated, co-opted and institutional members), shall pay such entrance fee and annual fee and any other fee as may be prescribed by the Committee.

(b) The Council may grant a concession in entrance / annual fee for members such as women entrepreneurs, startups, young entrepreneurs (less than 40 years of age as on 31st March of the year of election), or North Eastern/Hill Regions.

7. RESIGNATION FROM MEMBERSHIP

a) A member of the Council may resign by giving to the DG/ED/Secretary a notice in writing of their intention to do so and shall thereupon cease to be a member either immediately or from such date as may be mentioned in the notice in this regard.

b) A member who has resigned shall nevertheless continue to be liable to the Council for all amounts due from that member to the Council and for any other liability, which the member might have incurred towards the Council.

c) Entrance fee/Annual fee once paid shall not be refunded on resignation.

8. DISQUALIFICATIONS FOR MEMBERSHIP OF COUNCIL

8.1 Disqualification

(a) A person shall be disqualified for being, or for continuing as a member of the Council, if:

(i) found to be of unsound mind by a competent court;

(ii) adjudicated as, or applies to be adjudicated as, an insolvent;

(iii) Convicted by a court of an offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months;

(iv) They or any firm in which they are a partner or any company of which they are a Director, commits a violation of relevant sections of the Act;

(v) They become disqualified by an order of the court or tribunal under relevant sections of the Act;

(vi)They cease to be a member of the entity which they represent, or such entity ceases to be a member of the Council;
(vii) their name is removed from the Register of Members under Article 8.2; *or*

(viii)convicted of the offence dealing with related party transactions under the relevant sections of the Act; at any time during the last preceding five years.

(b) A person shall be disqualified from reapplying for membership, if:

(i) a period of five years has not elapsed from the date of expiry of the sentence;

(ii) they have been convicted of any offence and have served a period of seven years or more.

8.2 Removal by the Committee

The Committee or any other Committees designated by the Council may, after giving a member reasonable opportunity of being heard, remove the name of that member from the Register of Members, either for a specified period or indefinitely, if the Member:
(a) has violated any condition for membership; or

(b) has been in arrears in regard to the payment of membership fee or of any other amounts due from the member to the Council for more than six months; or

(c) has been found guilty of disorderly conduct at meetings of the Council or of the Committee; or

(d) has been found guilty of conduct unbecoming of a member; or

(e) has become disqualified under Article 8.1.

9. CONDUCT OF ELECTIONS

Article 9.1 Method of conducting election:

In order to make the Council participative in nature and for better governance and transparency, the Council, as registering authority, shall adhere to the following criteria for conducting elections:
(a) Election of the Committee and also for the post of Vice-Chairperson/Chairperson of the Committee shall be conducted through e-voting, as provided for in the relevant Act or the Foreign Trade Policy.

(b) A reputed agency may be appointed by the Council to conduct the election in a free and fair manner.[2]

(c) Observer(s) for the election(s) for the post of Committee of Administration and for Vice-Chairperson/Chairperson will be deputed by the Government from the Department of Commerce, DGFT or any other Ministry/ Department/Organisation as may be decided by the Government.

(d) The CoA shall appoint one or more scrutiniser, who may be Chartered Accountant in practice, Cost Accountant in practice, or Company Secretary in practice or an Advocate, or any other person who is not in employment of the Council and is a person of repute who, in the opinion of the CoA members can scrutinise the voting and remote e-voting process in a fair and transparent manner.

(e) The provisions under this article shall be subject to the provisions of the relevant Act, Rules, Regulations, Foreign Trade Policy (FTP) and instructions, guidelines, advisories issued by Government of India from time to time.

9.2. Duty of Council

(a) It shall be the responsibility of the Council to ensure that elections to various posts in the Councils are held timely in a free and fair manner and as prescribed under Article 9.

(b) Elected members shall automatically retire on completion of their tenure.

9.3 Failure to hold elections

If a Council fails to ensure timely elections as provided in Article 9, the Central Government may after giving it a reasonable opportunity of being heard, direct the Committee to hold a fresh election and may make such interim arrangements as may be necessary for that purpose.

9.4 Mode of conducting elections

The following matters shall be provided for by rules to be made by the Council namely:

a) The tenure of members elected to various posts in the Council except as otherwise provided in these Articles;

b) Mode of conducting elections except as otherwise provided in these Articles.

10. REPRESENTATION OF FIRMS

(a) Any firm, which is a member of this Council, shall by consent of all partners authorize any one of its partners to act as its representative at any meeting of the Council or of the Committee.

(b) In the absence of any such authority in the case of any firm, any one partner whose name has been registered in the records of the Council shall be entitled to act as a representative of the firm at any meeting of the Council or of the Committee.

(c) Any Company or Co-operative Society or other Corporation which is a member of the Council shall, by a resolution of its Directors (or of any persons in the position of Directors) authorize any of its Directors or any person in the position of Directors to act as its representative at any meeting of the Council or of the Committee.

(d) A sole proprietary firm or Hindu Undivided Family firm shall be represented by its proprietor or Karta as the case may be.

(e) A person authorized to represent an entity by or under clause (a), (b) (c) or (d) of this Article shall thereupon be entitled to exercise the same rights and powers on behalf of the member whom the person represents, as if it were an individual member of the Council, of the same class as the firm, company, society, or other corporation, as the case may be.

(f) Any authority granted under clause (a) or (c) of this article shall be effective, only on expiry of seven days from the date on which it is lodged with the Council.

11. PRIVILEGES OF MEMBERS

11.1 Ordinary Members

Without prejudice to any other rights conferred on Ordinary Members by the Memorandum of Association of the Council, but subject to the other provisions of these Articles, Ordinary Members shall have the following rights and privileges, namely:

(a) right to stand as a candidate, and to vote at the election of the members of the Committee and the right to vote on all matters brought before a meeting of the Council, provided there are no arrears of subscription or other dues or charges payable by them to the Council on 30th June in the year of voting;

(b) right to requisition a meeting as provided for in these Articles;

(c) right to receive the annual reports of the Committee, on payment of the prescribed fee;

(d) right to receive publications of the Council, on the conditions prescribed by the respective Councils; and

(e) right to use all such facilities as may be made available to such members by the Council from time to time on the conditions prescribed by the respective Councils.

11.2 Associate Members

Without prejudice to any other rights conferred on Associate Members by the Memorandum of Association of the Council, such Associate Members shall have the following rights and privileges namely:

(a) right to receive the Annual Reports of the Committee on payment of the prescribed fee;

(b) right to receive the publications of the Council on conditions prescribed by the respective Councils;

(c) right to use all such facilities as may be made available from time to time by the Committee on the conditions prescribed by the respective Councils;

(d) shall have the right to vote at the election of the members of the Committee and also on all matters brought before the General meetings of the Council, provided that Associate Members satisfy the conditions laid down under Article 4.1(b) and provided that there are no arrears of subscription or other dues or charges payable by them to the Council on 30th June in the year of voting.

11.3 Nominated, Co-opted and Institutional Members

A nominated/ co-opted/ institutional member shall have no right to vote.

12. VOTING

12.1 Persons Who Can Vote

(a) Ordinary Members and Associate Members (satisfying the conditions laid down under Article 4.1(b)), or their authorized representatives, shall alone be entitled to vote at general meetings, including annual general meetings and extra-ordinary general meetings, of the Council.

(b) Every such member shall have only one vote.

(c) The Chairperson shall have, in addition, a casting vote.

12.2. Validity of Vote(s)

(a) No objection shall be taken to the validity of any vote cast at a meeting, except at the meeting at which such vote was tendered and every vote not disallowed at such meeting shall be deemed to be valid for all the purposes of such meeting.

(b) The Chairperson of a meeting shall be the sole judge of the validity of every vote tendered at such meeting.

13. SUSPENSION OF PRIVILEGES

If a Member (Ordinary or Associate) fails to pay the annual subscription by the 30thJune of every year for which it has become due then:

a) the member shall not be entitled to exercise any right or privilege as such Member and

b) the Committee may suspend the membership, and such suspension shall remain operative until the member pays the arrears and the Committee accepts in writing such arrears and restores the membership after revoking the suspension.

14. CHANGE IN INTERNAL CONSTITUTION TO BE REPORTED

Where there is a change in the constitution of an entity which is a member of the Council or a change in its authorized business activities, the change should be reported by the entity to the Committee within three months.

15. CESSATION OF MEMBERSHIP

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

a) 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.

b) 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.

c) A Member is in default in payment of subscription to the Council as per the bye laws of Council.

d) He ceases to be a member under any other regulation of the Articles of Association and bye laws of the Council.

e) In case of an individual upon his death.

f) 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.

g) He is removed or de-registered in accordance with the Provisions of the EXIM policy and Procedures in force.

h) 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.

i) 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.

j) 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.

k) A Member indulges in an act to detrimental to the Interest of the Council or of its members or against national/ public interest.

l) A Member engages in misconduct including moral turpitude.

m) A Member indulges in the defamation of the Council.

16. 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.

17. REGISTER OF MEMBERS

The Council shall keep a Register of Members (Ordinary, Associate, Co-opted, Nominated and Institutional) which will contain the following particulars of its members, namely:

(a) the name, email address, postal address and occupation of the member;

(b) registered office address, contact details, IEC/PAN/GST/TIN/CIN/DIN of the member applying, as applicable;

(c) the class of membership of such member, if any;

(d) the date on which each member was entered in the register; and

(e) the date on which the person ceases to be a member.

18. COMMITTEE OF ADMINISTRATION (CoA)

a) The Council shall have a Committee of Administration to perform the functions assigned to it by these Articles.

b) The composition of the Committee shall be as provided in Article 24.

19. DISQUALIFICATIONS FOR MEMBERSHIP OF THE COMMITTEE

a) A person shall be disqualified for being, or for continuing as, a Member of the Committee, if they become subject to any of the disqualification enumerated in Article 8.1 in regard to the membership of the Council.

b) Before declaring a Member to be disqualified, the Committee shall give them a reasonable opportunity of being heard and shall follow such procedure as may be prescribed.

20. VACANCIES

20.1 Casual Vacancies

(a) If there arises a casual vacancy in the office of any member of the Committee (other than members who are nominated or co-opted) it shall be filled up by the Committee and shall be subject to approval by members in the next general meeting. Provided that when the vacancy is for a period not exceeding two months, the Committee may decide not to fill up the vacancy, so long as the number of vacancies so left unfilled does not exceed three.

(b) A person appointed to fill up a casual vacancy shall hold office only for the remainder of the term of the original member.

20.2 Overseas Visits

If the Chairperson or Vice-Chairperson desires to go out of India, they shall intimate to the DG/ED/ Secretary the date of their expected return to India.

21. REGIONAL CHAIRPERSON

(a) As applicable, there may be Regional Chairperson(s). They shall be ex-officio member(s) of the Committee of Administration.

(b) There may be more than one Regional Chairperson as per the functional requirement of the Council.

(c) Their election shall be held along with elections to the Committee and shall be regulated by rules to be made by the Committee.

22. FUNCTIONS OF THE COMMITTEE OF ADMINISTRATION

22.1 The Functions of the CoA

Functions of the CoA shall be as follows:

(a) to administer the general affairs of the Council;

(b) to determine what work shall be undertaken by the Council and to arrange for the conduct of such work;

(c) to receive and deal with reports and recommendations of various Sub Committee(s) (where such Committee(s)has/ have been constituted);

(d) to arrange for the publication of reports and other documents issued by the Council;

(e) to collaborate in related activities with other Export Promotion Councils in India and similar bodies in foreign countries and with international organization working in the field;

(f) to control the finances of the Council;

(g) to control the staff of the Council;

(h) to take steps to conduct timely elections to various posts contemplated by these rules;

(i) to make rules from time to time for the proper conduct and management of the affairs of the Council including matters which are to be prescribed under these Articles;

(j) to do all such other lawful acts as would be conducive to the interests of the Council.

23. REGIONAL COMMITTEES

23.1 Formation of Regional Committee

(a) The Committee of Administration may form a Regional Committee for each Region, except where the products with which the Council is concerned are mainly confined to one region.

(b) The geographical extent of such region shall be determined by the CoA.

(c) The Regional Committee(s) shall consist of the following:

(i) the Regional Chairperson(s); and

(ii) such other number of members as may be nominated by the CoA.

23.2 Functions of Regional Committees

(a) Each Regional Committee shall function under the general control, supervision and direction of the Committee.

(b) Each such Committee shall:

i. take steps to stimulate exports of the product from its region and

ii. perform such other functions as the Committee may lay down from time to time.

24. PANELS

(a) The Committee may from time to time constitute panels to perform such functions as the Committee may lay down.

(b) The composition of the Panel may be decided by the committee.

25. SEAL

(a) The Council shall have a Seal and shall provide for its safe custody;

(b) The Seal of the Council shall not be affixed to any document except under the general or specific authority of the Committee and shall also not be affixed to any instrument except in the presence of two members of the Committee or such other persons as the Committee may authorize for the purpose. The two members or other persons as authorized by the committee shall sign every legal instrument to which the seal of the Council is so affixed in their presence.

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26. COMPOSITION OF THE COMMITTEE

26.1 Chairperson and Vice Chairperson of the Committee

(a)The Chairperson shall be elected by the Council or elevated from the position of vice chairperson on being endorsed by the committee. The Chairperson:

i. shall hold office for a period of two years and shall retire accordingly;

ii. shall not be eligible for re-election at the next election in the same Council;

iii. shall be eligible for re-election as Vice-Chairperson/Chairperson as the case may be, in the same Council, only after a cooling off period of not less than four years from the date of demitting/vacating office as the Chairperson3;

iv. can be removed by a "No Confidence Vote". Such resolution shall be passed by not less than two third of the Members of the Committee. The resolution regarding No Confidence will be put to vote on the same pattern of direct elections as enumerated in Article 9.1.

For example, if the term of Chairperson expires on 31st March 2023, he/she shall be eligible for contesting for election for the post of Chairperson/Vice Chairperson not before 1st April, 2027.

(b) The Vice-Chairperson of the Committee shall be elected by the Council and shall hold office for a term of two years and;

i. on completion of the term of two years, the Vice-Chairperson shall be endorsed by the Committee to succeed the Chairperson on completion of the Chairperson's term, unless the Vice-Chairperson is unwilling to accept Chairpersonship or the Vice-Chairperson has incurred any of the disqualifications enumerated in 8.1 regarding membership of the Council;

ii. in the event of the post of Vice-Chairperson falling vacant due to any of the circumstances, the post shall be filled up as per the procedure laid down;

iii. shall be eligible for re-election as Vice-Chairperson in the same Council, only after the gap of four years from the date from which the Vice-Chairperson has last held office as a Chairperson or Vice-Chairperson, whichever is later;

iv. can be removed by a No Confidence Vote. Such resolution shall be passed by not less than two third of the Members of the Committee. The resolution regarding No Confidence, shall be put to vote on the same pattern of direct elections as enumerated in Article 9.1.

Notwithstanding the provision mentioned at 24.1(b)(i) above, the Council may also consider direct elections for the post of Chairperson by adopting a resolution with 2/3 majority of the Committee of Administration.

26.2 Composition of the Committee

a) The Committee of Administration shall be elected by the Council. The CoA members shall have a maximum of two terms of three years each followed by a cooling off period of two years. 14

b) The Committee of Administration shall be composed of the following:

i. Elected members with a minimum of twelve (excluding the Regional Chairpersons).

ii. Nominated members not exceeding three (for COA with a size up to 20 members) or five (for COA with a size of beyond 20 members), from the prescribed categories as per Article 24.3(c).

c) Subject to paragraph (a), the number of members of the Committee shall be in accordance with the rules made by the Committee.

d) More than one member from any firm/entity shall not be eligible to be an elected member in the same COA in any capacity.

26.3 Reservation

a) At least one third of the seats for the elected members of the Committee shall be reserved for representatives of MSMEs.

b) In addition, at least one third of the seats for elected members of the Committee shall be reserved for exporters who fall within the category of export houses, trading houses, star-trading houses and entities granted similar status for the purpose of the Foreign Trade Policy that is in force at the time.

c) At least three seats (for COA with a size up to 20 members) or five seats (for COA with a size of beyond 20 members), shall be reserved for categories of women entrepreneurs (minimum one), startups, young entrepreneurs (less than 40 years of age as on 31st March of the year of election); or North Eastern/Hill Regions to ensure their suitable representation in the Committee.

d) For the purposes of reservation as stated in paragraph (c), at least one seat shall be reserved for a woman entrepreneur.

e) if the categories mentioned in (a), (b) and (c) are represented/elected through either of the above or overlapping categories, this will be sufficient for meeting the requirements mentioned under these provisions.

f) Where any seat reserved under clause (c) of this Article cannot be filled up by candidates of that reserved category through election process, the Department of Commerce, in consultation with the respective Councils, shall nominate suitable representatives of the respective categories.

g) The Council shall send a report to the Department of Commerce within 45 days after conclusion of election process.

26.4 Co-opted Members

a) The Committee may co-opt such members, as it considers necessary from Central Government/State Government/Banking Institutions/Star Houses etc. for the efficient conduct of its business in relation to specific types of activities.

26.5 Other Provisions for Nominated / Co-opted Members

(a) The term of office of members of the Committee who are nominated by the Central Government shall be co-terminus with the term of the Committee. Provided that, if a member is nominated during the term of the Committee, its term of office shall be such as the Central Government may specify.

(b) The Central Government may, at any time, require such a nominee to relinquish its office and may appoint another person in its place.

26.6 Retirement of Elected Members

a) One third of the elected members shall retire annually, but shall be eligible for re-election, as per laid down procedure.

b) For the purpose of para (a), the names of the members who shall retire, shall be determined by lot/in accordance with the seniority (long serving members of COA will retire first).

c) Election process of the retiring members may be started three months before the AGM of that year.

d) There shall be a "cooling off" period of two years after two consecutive terms of the elected member of CoA.

e) If a Member gets elected to Vice-Chairperson in their second term of COA and eligible to succeed the post of Chairperson on completion of their Term, they shall be deemed member of the COA during the Member's period as Chairperson of the Council.

Note: The provision under 24.6(d) shall be effective from 01.04.2025 to give sufficient time to the Councils for implementing the revised guidelines.

26.7 Elections of the Committee and Returning Officer

(a) Elections to the Committee (in respect of seats of elected members falling vacant) shall be conducted annually, well before the expiry of the term of the retiring members.

(b) The Committee shall appoint a returning officer for conducting elections.

26.8 Rules

The Committee shall make provisions regarding the elections to the offices of the Chairperson and Vice-Chairperson on matters not provided for, in these Articles/byelaws.

27. CHAIRPERSON OF THE COMMITTEE

The Chairperson of the CoA shall ordinarily be the Chairperson of the Council and shall be responsible for the proper functioning of the Council.

28. VICE-CHAIRPERSON OF THE COMMITTEE

(a) The Vice-Chairperson shall, in the absence of the Chairperson, have the power to perform the duties of the Chairperson.

(b) The Vice-Chairperson shall also perform any other functions that may be entrusted to them by the Chairperson.

29. REMUNERATION

Members of the Committee shall not be entitled to any remuneration for attending its meetings or for any other function performed by them as such members.

30. POWERS OF THE COMMITTEE

(a) The CoA shall be the Managing Body of the Council and in addition to the powers and authorities conferred by statute or by these Articles, may exercise all such powers and do all such acts and things as shall, by statute or by these Articles be directed or authorized to be done by the Council in a general meeting.

(b) Such acts of the Committee as are not regulated by statute or by these Articles, shall be subject to such regulations or directions as may from time to time be decided upon or given at any annual or extra-ordinary general meeting of the Council.

Provided that no such regulation or direction shall invalidate any prior act of the Committee which would have been valid, if the regulation or direction had not been made or given.

31. RESOLUTION BY CIRCULATION

(a) Any business which may be necessary for the Committee to transact may, if the Chairperson so directs, be carried out by circulation of papers through electronic and / or physical means among all its members and any resolution so circulated and approved by the majority of such members shall be effectual and binding as the resolution passed at a meeting of the Committee, provided that at least the number of members who constitute the quorum of the Committee have recorded their views on the resolution.

(b) When any business is so referred by circulation to the members of the Committee, a period of not less than five working days shall be allowed for the receipt of replies from such members, such period being reckoned from the date on which the notice of the business is issued.

(c) If a resolution is circulated, the result of the circulation shall be communicated through electronic and / or physical means to all the members of the Committee and shall be recorded in the minutes of the next meeting of the Committee.

(d) All such resolutions / important documents shall be immediately uploaded on the website of the Council.

(e) Notwithstanding paragraph (d), nothing in this article shall be construed to require the Council to disclose any information which is confidential in nature.

32. DIRECTOR GENERAL (DG), EXECUTIVE DIRECTOR (ED), SECRETARY, OFFICERS AND OTHER EMPLOYEES

32.1 Director General / Executive Director

(a) There shall be a Director General (DG) /Executive Director (ED) of the Council, who shall be under the control and direction of the Committee.

(b) They shall be the overall in-charge of the administration of the Council and shall supervise the work of all officers of the Council.

(c) If required, the Council may have a Secretary who shall work under the administrative control of the Director General / Executive Director.

32.2 Secretary, if appointed

(a) The Secretary shall have charge of all correspondence and shall keep an account of the funds of the Council and of funds connected with, or in any way controlled by, the Council.

(b) The Secretary shall keep the approved minutes of all the meetings of the Council and of the Committee.

(c) The Secretary shall issue the notice of all meetings of the Council and of the Committee.

(d) The Secretary shall duly notify members of their appointment, countersign all cheques signed by the Chairperson or by any member or members of the Committee duly authorized in this behalf and shall collect all moneys due to the Council.

(e) The Secretary shall prepare an Annual Report of the Council.

(f) The Secretary shall generally perform all such functions as are incidental to their office or as may be assigned to them by the Committee or Director General / Executive Director, from time to time.

32.3 Officers

The officers of the Council including the Secretary (if appointed) shall devote themselves entirely to such business and affairs of the Council as may be assigned to them by the competent authority.

32.4 Rules regarding Employees

The Committee may, in respect of all employees of the Council, make rules to regulate the following matters namely;

(a) conditions of service;

(b) appointment, promotion and dismissal;

(c) grant of pay, leave, allowances, pensions, gratuities and compassionate allowances; provided that the grant of leave and allowances to Government Servants whose services have been lent or transferred to the Council shall be decided with the prior approval of the competent authority to sanction their transfer to the Council;

(d) payment of travelling allowances; and

(e) the establishment and maintenance of a Provident Fund and other funds for the welfare of the employees.

32.5 Internal resources

At least 50 percent of the internal resources of the Council, except those derived from Government grants, shall be utilized for development and export promotion activities including market studies, dissemination of trade information, buyer-seller meets, participation in trade fairs in India and outside India.

33. GENERAL MEETINGS

33.1 General Meetings of the Council

(a) A general meeting of the Council shall be held within eighteen months of the incorporation of the Council and thereafter at least once in every calendar year on such date, (not being more than fifteen months after the preceding general meeting) and at such places as the CoA may consider convenient for the dispatch of business.

(b) At the general meeting, a report of the activities of the Committee for the year under review and the yearly audited accounts including a statement of income and expenditure and a Balance Sheet made until the date not earlier than the date of the meeting by more than six months shall be submitted.

(c) Such meeting shall be called an Annual General Meeting (AGM) and all other general meetings of the Council shall be called extraordinary general meetings (EGM).

(d) The CoA may, whenever it deems fit, call an Extraordinary general meeting under sub-section (1) on requisition from not less than one-fifth of the total number of members with voting rights on the said date.

(e) Such meetings shall be held in the same manner in which the AGM is called and held by the CoA.

33.2 Annual General Meeting

(a) The Council shall hold an Annual General Meeting in accordance with the provisions of the Act.

(b) The Annual General Meeting shall be held at any time during business hours on a day (not being a public holiday) decided by the Committee.

(c) The notice calling the meeting shall specify it as the Annual General Meeting.

33.3 Business for the Annual General Meetings (AGM)

The business to be transacted at an AGM of the Council shall be:

(a) to receive and consider the accounts and the report of the Committee and the auditors;

(b) to present output and outcome of the activities of the Council for the preceding year (including a report of the total exports of the product under their basket for the preceding year and targets and objectives of the Council for the subsequent year(s));

(c) to place on record the names of the Committee members; and

(d) to appoint and fix the remuneration of the auditors.

33.4 Notice of the AGM

(a) With regard to every AGM of the Council, not less than fourteen clear days' notice to the members, specifying the place, date and time of meeting, shall be given. Agenda of the meeting shall be circulated sufficiently in advance of the meeting.

(b) A notice may be given to members through electronic and / or physical mode at the registered email / postal address.

(c) Where a notice is sent by post, the service shall be deemed to have been affected at the expiry of 48 hours after it is posted.

(d) The non-receipt of any notice of meeting by any member, shall not invalidate any proceedings of any meeting or any resolution passed at any meeting, subject to the condition that such notice was sent / received at the registered postal/email address.

33.5 Requisition for Extra-ordinary General Meeting

(a) The Committee shall call a meeting if so, requested by the members.

(b) The request referred to in paragraph (a) shall:

i. be in writing;

ii. set forth the reasons for the meeting; and

iii. be signed by one-fifth of all the members having voting rights.

(c) The Committee shall call for a meeting, by sending a notice, within 21 days of the receipt of the request mentioned in paragraph (a).

(d) The Committee shall have the liberty to determine the date and time for the meeting.

33.6 No Right to Remuneration

Members of the Council shall not be entitled to any remuneration for attending its meeting or for performing any other functions as such members.

34. PROCEDURE OF MEETINGS OF THE COUNCIL

34.1 Quorum

(a) No business shall be transacted at any general meeting, unless the requisite quorum is present at the commencement of the business.

(b) The quorum for a general meeting shall be as per relevant section of the Companies Act, 2013 or as per the Societies Registration Act 1860 as applicable.

(c) The members of the quorum include Ordinary and eligible Associate members of the Council.

34.2 Venue and Mode of Meeting

(a) Every Annual General Meeting of the Council shall be held in the city in which the registered office of the Council is situated or at any such place as may be decided by the Committee.

(b) The Council can also hold a meeting through hybrid means or video conferencing or other audio-visual means, if permissible under the relevant Act, which are capable of recording and recognizing the participation of the members and of recording and storing the proceedings of such meetings along with date and time.

34.3 Dismissal and Adjournment of a Meeting

(a) If after the expiration of half an hour from the time appointed for holding an Annual General Meeting of the Council, the quorum is not present then:

(i) If the meeting is convened by or upon the requisition of the members it shall stand dissolved;

(ii) In any other case the meeting shall stand adjourned to the same day after one week (if that day is not a public holiday) at the same time and place or to such other day, time and place (in the same city) as the Committee may determine.

(b) If, in any such adjourned meeting quorum is not present at the expiration of half an hour from the time appointed for holding the meeting then the members present shall constitute the quorum and may transact the business for which the meeting was called.

34.4 Chairperson

a) Chairperson of the Council shall be entitled to take the chair at every General Meeting of the Council.

b) if there is no Chairperson or if they are not present within 15 minutes from the time appointed for holding such meeting or if they are unwilling to act then the Vice-Chairperson of the Council, who is present and willing, shall preside.

c) If the Vice-Chairperson is not present and willing, the members of the Committee who are present may, choose one of the members of the Committee present in the meeting, to preside over the meeting.

d) If no Member of the Committee is willing to take the chair, the eligible Members of the Council who are present shall elect one of the Ordinary Members to be the Chairperson of the meeting of the Council.

34.5 Voting on Resolution

(a) At any General Meeting, a resolution put to vote at the meeting shall be decided on a show of hands unless a poll by secret ballot is ordered under clause (b) of this Article.

(b) A poll by secret ballot (before or on the declaration of the result of voting on any resolution by show of hands)-

i. May be ordered to be taken by the Chairperson of the meeting, by their own notion;

ii. Shall be ordered by the Chairperson, if it is demanded by at least five members having the right to vote on the resolution and present in person or by their authorized representative.

34.6 Voting by show of hands

At any general meeting, a resolution put to the vote at the meeting shall be decided by a show of hands, unless a poll (before or on the declaration of the result of the show of hands) is demanded by the Chairperson or such members as provided in the relevant section of the Act, and unless a poll is so demanded, a declaration by the Chairperson that the resolution has, on a show of hands, been carried unanimously or by a particular majority, or lost, shall be conclusive and an entry, to that effect, in the books of the proceedings of the meetings of the Council and signed by the Chairperson shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor or against that resolution.

34.7 Minutes of the Meeting

An entry in the Minute Book of the Council in regard to any resolution moved at a meeting shall be conclusive evidence of the fact that the resolution was:

(a) passed unanimously; or

(b) adopted by majority; or

(c) defeated, as the case may be.

35. PROCEEDINGS AT MEETINGS OF THE COUNCIL

35.1 Business and Quorum

No business shall be transacted at any meeting of the Council, unless the quorum laid down in Article 32.1 is present at the commencement of the business and if no such quorum is present within half an hour of the meeting, then the provisions of Article 32.3 shall apply.

35.2 Conduct of meeting: who to preside

The provisions of article 32.4 shall apply regarding presiding over the meetings of the Council.

35.3 Authority to Adjourn

a) The Chairperson of a meeting of the Council may, with the consent of the

members present in the meeting, adjourn the meeting, from time to time; but no business shall be transacted at any such adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
b) No notice of the adjourned meeting shall be necessary, unless the meeting is adjourned for more than ten days.

36. PROCEDURE OF THE MEETING OF THE COMMITTEE

(a) The Chairperson of the Council shall, when present, preside over all the meetings of the Committee;

(b) If the Chairperson is not present at any meeting of the Committee, the Vice-Chairperson shall preside over the meeting;

(c) In the absence of the Chairperson and Vice-Chairperson, the members of the Committee present at the meeting shall elect one from amongst themselves to be the Chairperson of that particular meeting;

(d) At least four meetings of the Committee shall be held every year;

(e) The Chairperson may themselves require the Secretary to call a meeting of the Committee at any time;

(f) If a requisition in writing is made to the Chairperson by not less than one- fifth of the members of Committee having voting rights on the date of requisition but with a minimum of three, the Chairperson shall require the Secretary to call a meeting of the Committee within a reasonable time, which shall not exceed 15 days;

(g) Not less than seven clear days' notice of every meeting of the Committee shall be given to each member of the Committee;

(h) At any meeting of the Committee, "either eight or twenty five percent of its total strength whichever is less" of the total strength of the Committee (as then constituted) shall be the quorum;

(i) Each member of the Committee, including the Chairperson shall have one vote and in-case of tie the Chairperson shall, in addition to their own vote, have a casting vote.

(j) There shall be no proxy at meetings of the Committee.

(k) The Committee shall meet at such times, as may be considered advisable, and may make such rules, as are considered necessary, as to the summoning and holding, of the meetings of the Committee, and for the transaction of business at such meetings.

(l) The records of the proceedings of the Committee shall be open for examination by the members of the Committee.

37. VOTING

a) At any meeting of the Council, every eligible member present shall be entitled to one vote. In the event of an equality votes, the Chairperson shall have a casting vote in addition to the their own.

b) No person other than an eligible member shall be entitled to vote at the meeting of the Council and no member shall nominate any other person to vote on their behalf except as otherwise provided in these Articles.

38. MINUTES OF THE MEETINGS OF THE COUNCIL

Minutes of the meetings of the Council shall be maintained in the manner prescribed in the relevant Act.

39. BOOKS AND DOCUMENTS

39.1 Books of Accounts

a) The Committee shall maintain proper Books of Accounts with respect to:

i. all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure took place;

ii. all sales and purchases of goods by the Council; and

iii. the assets and liabilities of the Council.

b) The Books of Accounts shall be kept at the Registered Office of the Council or at such other place(s) as may be decided by the Committee.

39.2 Inspection of Accounts

a) The Books of Accounts shall be open for inspection by the members of the Committee during the office hours.

b) The Committee shall, from time to time frame rules to determine the conditions under which the accounts and books of the Council shall be open for inspection by the members of the Council.

c) Notwithstanding para (b), no Member of the Council shall have any right to inspect any account or book or document of the Council, except as provided by law or authorized by the Committee or by a resolution of the Council in a general meeting.

d) The accounts and books of the Council shall be open for inspection by an officer duly authorized by the Central Government for ascertaining or verifying the income and expenditure of the Council or for such purposes as may, by agreement between the Council and the Central Government, be specified in this regard.

39.3 Balance Sheet and Report

A printed copy of the audited Income and Expenditure Account and Balance Sheet of the Council, together with the report of the Auditor and of the Committee, shall be:

a) circulated through electronic and / or physical mode at the registered email / postal address of every member, at least fourteen days prior to the AGM of the Council;

b) kept at the registered office of the Council for the inspection of members during a period of at least fourteen days before the AGM; and

c) after the Balance Sheet and Income and Expenditure Account have been laid before the members in the AGM, three copies of the Balance Sheet signed by the DG/ Executive Director or Secretary, shall (in the case of a Council incorporated under the Act) be filed with the competent authority as required by the Act.

40. AUDITORS

(a) Auditors shall be appointed at the AGM of the Council.

(b) The rights and duties of the auditors shall be regulated in accordance with the provisions of the Act.

(c) Any casual vacancy in the office of the Auditor may be filled by the Committee.

41. BUDGET

(a) The Committee shall annually prepare a Budget for the ensuing year and shall submit it to the Council on or before such date as may be determined by the Committee.

(b) No expenditure shall be incurred until the Budget is sanctioned by the Committee.

(c) The budget shall be in such form as the Committee may direct from time to time.

(d) Supplementary estimates of expenditure shall be submitted for the sanction of the Committee on the date as may be specified by the Committee.

42. EXPENDITURE

(a) Subject to the provisions of these Articles and the rules framed there under, the Committee may:

i. incur such expenditure as it may deem fit and write off any sums.

ii. delegate to the Chairperson or DG or Executive Director or other officer(s) of the Council, such financial powers as it may consider expedient.

(b) The Committee may, subject to control of the Council, and the Council may, subject to the provisions of these Articles, incur expenditure outside India, subject to the provisions of any law for the time being in force.

43. CUSTODY AND DISBURSEMENT OF FUNDS

(a) The Committee shall make rules for the custody and disbursement of funds of the Council;

(b) The Accounts of the Council shall be opened in a Scheduled Bank, and all funds at the disposal of the Council, with the exception of petty cash and imprest, shall be paid into such Account.

44. INVESTMENT OF FUNDS

The funds of the Council, which are not required for current expenditure may be placed in fixed deposit with any scheduled bank or may be invested in any security in which trust property may lawfully be invested under Section 20 of the Indian Trusts Act, 1882, subject to such instructions as may be issued from time to time by the Department of Public Enterprises, Government of India, with reference to investments.

45. HEAD OFFICE / REGIONAL OFFICE(S)

45.1. Head Office: The Council shall have a Head Office.

45.2. The Regional Office(s): - The Council may have one or more Regional Office(s) as per the requirement.

45.3. Official Website:

(a) Council shall have an official website which shall be regularly updated/ maintained. The Council shall endeavour to make available its Mission and Vision document and all the important developments on the website.

(b) The Council shall have an official email ID which will be widely circulated to the members. The Council shall endeavour to circulate the information/ documents with its Members electronically in terms of e-governance policy of the Government of India.

46. ROLE AND FUNCTIONS OF COUNCIL

46.1 Basic Role

Council shall work in association with the Government to facilitate country's exports through diversification of products and markets, adhering to standards and quality.

46.2 Duties of Council

(a) The Council shall, from time to time, obtain from its members, proposals for export and then prepare an integrated action plan for:

i. the promotion of exports,
ii. the generation of production for exports,
iii. the setting of exports targets generally and also in relation to specific countries and commodities,
iv. the signing of MoUs/ agreements, foreign collaborations with partner agencies,
v. imparting export-oriented training programme to the member exporters, and
vi. giving wide publicity for creating awareness among exporters about trade developments, Government policies and opportunities available.

(b) Such plans shall be prepared for every financial year or such longer or shorter period, as may be considered desirable in the circumstances by the Council.

(c) The Council shall make all possible efforts to secure prompt execution of such plans.

47. POWERS OF THE CENTRAL GOVERNMENT

47.1 Power to give directions

(a) The Central Government shall have the power to give directions to the Council(s) as to the performance of its function, where that Government considers such directions to be necessary:

i. in the interests of national security, or

ii. in the interests of the national economy; or

iii. otherwise in the public interest.

(b) The Central Government shall also have power to call for such reports, returns and other information with respect to the property and affairs of the Council, the conduct of its business and other matters connected with the performance of its functions, as the Central Government may consider necessary.

(c) The Council shall be bound to comply with all directions issued by the Central Government under paragraph (a) or (b) of Article 45.1 and all provisions contained in the Export-Import Policy of the Central Government for the time being in force.

(d) The Council(s) not following the provisions contained in para 2.78 of the Handbook of Procedures 2023 and other guidelines of Foreign Trade Policy shall be ineligible to issue Registration-Cum-Membership Certificate (RCMC) and also shall be ineligible to get grants under Market Access Initiative (MAI) Scheme or any other benefits from the Government of India.

47.2. General power to modify:

The Central Government may at any time direct, by an order in writing, that the provisions of these Articles shall stand modified in such manner as the Central Government may direct as in relation to Councils in general or in relation to a group of Councils or a particular Council where such a direction appears to be necessary in public interest.

47.3 Foreign Collaboration

All agreements between the Council and any foreign collaborator shall require prior approval of the Central Government.

48. ALTERATION OF ARTICLES

No addition to, modification or deletion of, any of these Articles shall be made without the prior approval of the Central Government. However, the Councils may carry out any alteration, extension or abridgement in their bye-laws which are consistent with the provisions of these Articles.

49. MODIFICATION DURING THE TRANSITIONAL PERIOD

To promote a smooth transition from the position prevailing before the adoption of these Articles, to the position resulting from the application of these Articles, the Committee may make such additions to, or modification in these Articles, subject to prior approval of the Central Government. But no such power shall be exercised after the expiry of two years from such adoption.

IV. GENERAL MEETINGS

1. ANNUAL GENERAL MEETING

a) 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.

b) 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.

c) At every Annual General Meeting of the Council the following business shall be transacted:

i) A balance sheet and an income and expenditure account shall be presented.
ii) Receive and pass the annual report of the committee and the audited accounts of the Council.
iii) To announce the result of web based election of the members of the Committee, who are liable to retire by rotation.
iv) To appoint auditors and fix their remuneration; and
v) 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.

(d) All General Meetings other than Annual General Meeting shall be called Extra-ordinary General Meetings.

2. 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.

iv) 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.

v) 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.

vi) 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.

vii) 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.

V. NOTICE

1. 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.

VI. 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.

VII. 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—

i. in attending and returning from meetings of the Committee of Administration or any committee thereof or general meetings of the Council; or

ii. 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.

VIII. 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

IX. 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

i. he resigns his office by a notice in writing
ii. he is found to be of unsound mind by a Court of competent jurisdiction
iii. he applies to be adjudicated as insolvent
iv. he is adjudged an insolvent
v. 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
vi. 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;
vii. 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;
viii. he acts in contravention of section 184 of the Act to the extent applicable to the Council
ix. he becomes disqualified by an order of Court.
x. he is removed in pursuance of section 169 of the Act
xi. 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-

i. for thirty days from the date of the adjudication, sentence or order:-
ii. 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.

XIII. EXECUTIVE DIRECTOR

1. 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.
2. The Executive Director shall be the common for all sub-committees as well as regional committees.
3. **Role and Powers of Executive Director:**
   a) The Executive Director shall devote himself faithfully to the business and affairs of the Council.
   b) 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.
   c) He shall keep accurate minutes of all the meetings of the Council and of the Committee of Administration.

d) He shall be in charge of the rooms, furniture, library, document and other articles belonging to the Council or the committee.

e) 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.

f) 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.

g) He will be the first signing authority on any policy related matter and he shall be responsible for GOI compliances and statutes.

4. **Functions of Executive Director:**

a) to administer the general affairs of the Council,

b) to determine what work shall be undertaken and to arrange for the conduct of such work,

c) to arrange for the publication of reports and other documents issued by the Council,

d) to control the finances of the Council,

e) to control the staff of the council,

f) to do all such other lawful acts as would be conducive to the interests of the Council and the rules on relevant subject.

5. **The CMC may, in respect of the Executive Director make bye-laws to regulate:**

a) the conditions of service,

b) the appointment, promotion and dismissal,

c) the grant of pay, leave allowance, pensions, gratuities and compensatory allowance,

d) grant of advance of loans,

e) the establishment and maintenance of provident fund.

XIV. 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:

a) All sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place.
b) All sales and purchases of goods by the Council.
c) 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,

i. In the case of Balance sheet the state of Council's affairs as at the end of the financial year; and
ii. 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:

i. 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.
ii. 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.
iii. 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.
iv. 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.

XVI. MINUTES

1. Minutes of Meeting

a) 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.
b) The pages of the minute book shall be consecutively numbered.
c) 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.
   (i) 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
   (ii) 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.
d) The minutes shall not be pasted or otherwise attached to the minute books.
e) All appointments of officers made at any of the meetings shall be included in the minutes of the meetings.
f) In case of a meeting of the Board of Directors or a Committee , the minutes shall also contain:
   (i) The names of the Directors present at the meeting, and
   (ii) In case of each resolution passed at the meeting, the names of Directors, if any dissenting from or not concurring in the resolution.
g) 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:
   (i) Is, or could reasonably be regarded as defamatory of any person or
   (ii) Is irrelevant or immaterial to the proceedings or
   (iii) Is detrimental to the interests of the Council.

XVII. 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.

XVIII. 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.