

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**ALL INDIA RUBBER INDUSTRIES ASSOCIATION**

**NAME**

1. The name of the Association (hereinafter called “The Association”) is “All India Rubber Industries Association”.

**REGISTERED OFFICE**

2. The Registered Office of the Association will be situated in Mumbai.

**OBJECTS**

3. The objects for which the Association is established are:-
  - a. To promote co-operation among Persons, Companies, Factories and Firms, engaged as Manufacturers of rubber products <sup>#</sup>[in India] made out of Natural Rubber, Synthetic Rubber<sup>#</sup>[s and] Natural and Synthetic <sup>§</sup>[Latexes, Thermoplastic Elastomer / Polyurethane or through any other raw material / technology which may evolve in the Industry from time to time], with a view to adopting a common policy and collectively taking such steps, as maybe deemed necessary or expedient to further and safeguard the interests of the Industry and Trade, provided that the Association shall not make or support any regulation or restriction which would make the Association a Trade Union.
  - b. To regulate and standardise as far as possible business practices in the Rubber Manufacturing Industry and its allied Trades.
  - c. To promote and safeguard the interests of the Indian Rubber Industry and Trade in all its branches and by all possible means and in particular by (1) providing a meeting place with facilities for exchange of views of Members and others interested in the Industry and Trade, (2) providing facilities for communication, co-ordination of interests or co-operation with similar or allied associations or societies in other countries, (3) arranging and providing facilities for conferences, exhibitions, <sup>#</sup>[buyer seller meets], demonstrations, lectures, excursions and other functions relating to the Rubber Industry and Trade, (4) establishing, equipping and maintaining laboratories for Testing as well as Research and Libraries for the benefit of the Members and if possible of non-members also; (5) collection and dissemination of statistics and data related to the global rubber industry, particularly in respect of market situations with emphasis on exports; (6) educating the general public by all suitable means in the utility of Rubber Goods from the industrial as well as other points of view; (7) to provide fora for interaction with consumers of rubber products with a view to improving their quality;

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<sup>#</sup> Proposed to be inserted upon the approval of the members by special resolution in the Extra Ordinary General Meeting to be held on 21<sup>st</sup> July 2020.

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(8) to promote technical education related to Rubber Technology, training and retraining of manpower employed in rubber industry and in general to concern with the Human Resources Development for and in the rubber industry and (9) providing facilities and machinery for the settlement of disputes by arbitration.

- d. To promote and protect the interests of the Rubber Industry and Trade in any or all of their branches and of those engaged or interested therein including the interests of manufacturers interested in the manufacture of all manner of Natural Rubber, Synthetic Rubber<sup>#</sup>[s,] <sup>§</sup>[Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time] and to do everything necessary or expedient for all or any of these purposes including the negotiations and carrying through of amalgamation of any concerns interested in the Industry and Trade.
- e. To enter into any arrangements with the Government of India or any foreign or local Government, Indian States, Chambers of Commerce, Municipalities, Local Boards or any other public or private authorities that may seem conducive to all or any of the objects of the Association.
- f. To represent officially the views of the Members on all matters affecting or likely to affect the Natural Rubber, Synthetic Rubber<sup>#</sup>[s,] <sup>§</sup>[Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time] to the Government of India, Local Government, Foreign Governments, Chambers of Commerce and any other public or private authority.

<sup>^</sup>[\*\*\*]

- g. <sup>@</sup>To move the authorities concerned to adopt a <sup>§</sup>[suitable] policy in the import of Natural Rubber, Synthetic Rubber<sup>#</sup>[s,] <sup>§</sup>[Natural and Synthetic Latices, Thermoplastic Elastomer/ Polyurethane or any other raw material / technology which may evolve in the Industry from time to time] and goods made out of any of these items, from foreign countries and give facilities for the import of requisite machinery for the Trade for production of Natural Rubber, Synthetic Rubbers, <sup>§</sup>[Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time and goods made out of any of these items.]
- h. <sup>@</sup>To promote or oppose legislative or other measures affecting the Natural Rubber, Synthetic Rubber<sup>#</sup>[s,] <sup>§</sup>[Natural and Synthetic Latices, Thermoplastic Elastomer/

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Polyurethane or any other raw material / technology which may evolve in the Industry from time to time.]

- i. @To publish an official journal of the Association giving prominence to the aims, objects and activities and for the spread of knowledge and information relating to the Natural Rubber, Synthetic Rubber<sup>#</sup>[s,] <sup>§</sup>[Natural and Synthetic Latices, Thermoplastic Elastomer/ Polyurethane or any other raw material / technology which may evolve in the Industry from time to time] generally and to print and publish any advertisements, newspapers, periodicals, books, lectures or pamphlets that may be deemed desirable.
- j. @To make and from time to time alter, revoke, re-enact and enforce rules and bye-laws for the benefit of and binding on the Association and/or its powers for the making, passing and enforcement of rules and bye-laws binding upon those interested in the Natural Rubber, Synthetic Rubber<sup>#</sup>[s,] <sup>§</sup>[Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time.]
- k. @To commence, prosecute, appear in, defend or compromise or give up all and every Manner of proceeding, civil, criminal or administrative or any arbitration or enquiry or proceedings before any Commission for the protection or assistance of any Member of the Association or for otherwise furthering the purposes of the Association or any of them.
- l. @To purchase, take on lease or in exchange or otherwise acquire any movable or immovable property, rights or privileges which may be deemed necessary or convenient for any of the purposes of the Association and in particular to subscribe, to acquire and hold shares in any Company or Association whether incorporated or not, having objects altogether or in part similar to those of the Association.
- m. @To sell, improve, manage, develop, lease, mortgage, change, hypothecate, dispose off or otherwise deal with all or any of the property rights and privileges of the Association.
- n. @To take any gift or property whether subject to any trust or not, for any one of the objects of the Association.
- o. @To take any such steps by personal or written appeals or otherwise as may, from time to time, be deemed expedient for the purposes of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- p. @To borrow or raise or secure the payment which may be required for the purposes of the Association in such manner as the Association may think fit, and in particular by the

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issue of promissory notes, bonds, debentures, or debenture stock, perpetuated or otherwise charged upon all or any of the Association's property, both present and future and to purchase, redeem and pay off such securities or in such manner as the Association may think fit.

- q. @To invest and otherwise deal with the moneys of the Association in such manner as may from time to time be determined by the Committee and to open and operate on current or fixed deposit accounts with any bank or banks.
- r. @To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, railway receipts, warrants, debentures, and other negotiable or transferable instruments or securities.
- s. @To provide for the welfare of the employees or ex-employees of the Association, of their families or dependents in such manner as may be deemed fit by the Committee of the Association.
- t. @To establish and maintain branches either autonomous or affiliated, to the Association, at such places in India and on such terms as the #[Managing] Committee of the Association may deem suitable or expedient and control and regulate the policy, work and business of any such branches by rules, regulations or bye-laws from time to time to be made or varied by the Committee and to federate with other Associations, bodies, corporations, having objects altogether or in part similar to those of the Association on such terms and conditions as the Committee may deem fit.
- u. @And generally to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- v. #[To conduct, undertake the conduct of and participate in national and international exhibitions, seminars, conferences, buyer seller meets, delegations, road shows, educational and promotional campaigns.]
- w. #[To establish knowledge and practice networks across institutions by establishing nodes, holding roundtables, organizing seminars, workshops and developing and disseminating relevant information as well as establish, manage training and educational institute(s).]
- x. #[To have power to establish offices or agencies within or outside India, or appoint agents there, in order to carry out the objects mentioned above.]

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4. <sup>§</sup>[(i) The profits, if any, or other income and property of the company, whensoever derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum.
- (ii) No portion of the profits, other income or 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 any one or more of them or to any persons claiming through any one or more of them.
- (iii) 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 members 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.
- (iv) Nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company.
- (v) Nothing in clauses (iii) and (iv) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company.]
5. The liability of the Members is limited.
6. <sup>§</sup>[Each] Member of the Association, undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year afterwards, for payments of the debts and liabilities of the Association contracted before he ceased to be a Member and of the costs, charges and expenses of winding up and for adjustment <sup>§</sup>[of the] rights of the contributories among themselves, such amount as may be required not exceeding <sup>§</sup>[a sum of Rs. 10/-].
7. <sup>§</sup>[If upon the winding up or dissolution of the association, there remains, after the satisfaction of its debts and liabilities, any asset, they may be transferred to another company registered under section 8 of the Act and having similar objects, subject to such conditions as the tribunal may impose, or may be sold and proceeds thereof credited to Insolvency and Bankruptcy Fund formed under section 224 of the Insolvency and Bankruptcy Code, 2016.]
8. The objects and activities of the Association shall be extended to the whole of India and Abroad.
9. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure take place, and of the

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property, credits and liabilities of the Association 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 Association for the time being in force, the accounts shall be open to the inspection of the Members, and once at least every year the accounts of the Association 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. #[The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.]

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We, the several persons, whose names and addresses are hereunder subscribed being associated with the objects and for the purposes of the within named All India Rubber Industries Association are desirous of being formed into an Association under the Society Registration Act XXI of 1860.

NAME	ADDRESS	OCCUPATION	ATTESTATION
1. Lalit Mohan Jamnadas	7 Homji Street, Fort, Mumbai - 400001	Rubber Manufacturer	S.G. Jambhekar
2. Dhirubhai Muljibhah Shah	8, Suman House, Chowpaty Seaface, Mumbai 400007	--do--	S.G. Jambhekar
3. Jai Chand	Oriental Rubber Industries, Bhandup	--do--	S.G. Jambhekar
4. Anandlal Girdharlal Shah	243, Abdul Rehman Street, Mumbai – 400 003	--do--	S.G. Jambhekar
5. S.I. Parekh	Dharampur Leather Cloth Co. Ltd., Mumbai	--do--	S.G. Jambhekar
6. V.S. Vaidya	44 Aundh Road, Kirkee	--do--	S.G. Jambhekar
7. Jaswant Singh	Agra Road, Bhandup	--do--	S.G. Jambhekar





**ARTICLES OF ASSOCIATION**  
**OF**  
**ALL INDIA RUBBER INDUSTRIES ASSOCIATION**

**(As amended upto 26th September 2006)**

**INTERPRETATION**

1. Save as hereinafter provided and by law required, the regulations contained in Table §[H] to Schedule 1 of the Companies Act §[2013] shall not apply to the Association.

In these Articles, unless there be anything repugnant to the context or meaning:-

- (a) "The Act," "the said Act", shall mean and include the Companies Act of §[2013] and the statutory modification or amendment thereof.
- (b) "The Association" shall mean "All India Rubber Industries Association" having its Registered office at 601, Pramukh Plaza, 6<sup>th</sup> Floor, 485, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai – 400 099 or at such other places as the Managing Committee may decide and shall correspond to the term "Company" used in the said Act and the said Table A.
- (c) "Year" means the Gregorian Calendar year and the financial year of the Association shall be 1st April to 31st March of the corresponding year and the "Month" means a month according to calendar.
- (d) "President" means the President of the Association for the time being.
- (e) "Vice-President" means the #[Senior Vice-President and] Vice President of the Association for the time being.
- (f) "Regional Chairman" means the Chairman of the Regional Committee for the time being.

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- (g) "Register of Members" means a Register of Members to be kept pursuant to the Act.
- (h) "Member" shall mean and include any individual, firm or company, who is for the time being an accepted member of the Association. In case of firm or company the expression of Member shall also include its authorized representative.
- (hh) "Member in good standing" shall mean any individual firm or Company who has been accepted as a Member and who has paid all his/its membership dues to the Association at the time of reckoning.
- (i) "Committee" shall mean the members for the time being of the Managing Committee of the Association constituted in manner prescribed by these rules and shall correspond to a Board of Directors as contemplated or used in the said Act and Table <sup>5</sup>[H].
- (j) "Member of the Committee" shall mean and correspond to the term "Director" as used in the said Act and Table <sup>5</sup>[H].
- (k) "Secretary" shall <sup>#</sup>[mean and] include Secretary General, <sup>#</sup>["Director General"] <sup>^</sup>["\*\*\*"] of the association.  
  
<sup>#</sup>[Note: The designation of Secretary General can be substituted by Director General or vice a versa wherever it appears]
- (l) "In Writing" or "Written" shall include words printed, typewritten, lithographed or reproduced in any manner in a visible form.
- (m) "Person" shall include any individual, firm or Company.
- (n) The words "bye-laws", "rules" and "regulations" mean the bye- law, rules and regulations of the Association from time to time in force.
- (o) Words importing the singular number shall be deemed to include the plural and vice versa.

Save as aforesaid any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

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## **MEMBERSHIP**

### **LIMIT OF MEMBERSHIP**

2. For the purpose of Registration the number of Members of the Association is declared to be fifty.

### **MEMBERS**

3. @There shall be <sup>§</sup>[Eight] classes of members of the Association.

#### **(a) ORDINARY PATRON MEMBERS**

<sup>§</sup>[Any organization having an established place of business in India and carrying on or having obtained a licence from the Government to carry on the manufacture of vulcanised finished goods from Natural Rubber, Synthetic Rubbers and Natural and Synthetic Latices, Thermoplastic Elastomer or through any other raw material/ technology which may evolve in the Industry from time to time, shall be eligible to become Patron Member, upon payment of a one-time subscription fee of Rs. 10,00,000 (Rupees Ten Lakh only) or such sum as may be decided by the Management Committee from time to time which in any case shall not be less than Rs. 10,00,000/- (Rupees Ten Lakh only) and shall enjoy, all the privileges of Ordinary Membership for a period of 10 years.]

#### **(b) ASSOCIATE PATRON MEMBERS**

<sup>§</sup>[Any firm having an established place of business in India engaged in the manufacture / supply / trading/ indenting of raw materials, semi finished goods, machinery or equipment related to the processing of finished rubber goods shall be eligible to become Patron Member upon payment of a one-time subscription fee of Rs. 15,00,000 (Rupees Fifteen Lakh only) or sum as may be decided by the Management Committee from time to time which in any case shall not be less than Rs. 15,00,000/- (Rupees Fifteen Lakh only) and shall enjoy all the privileges, of an Associate Member for a period of 10 years.]

#### **(c) ORDINARY MEMBERS**

Any <sup>§</sup>[organization] having an established place of business in India and carrying on or having obtained a licence from the Government to carry on the manufacture of

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<sup>#</sup>[vulcanised ( Cross Linking)] finished goods from Natural <sup>#</sup>[Rubber], Synthetic<sup>§</sup>[Rubbers and Natural and Synthetic Latices, Thermoplastic Elastomer or through any other raw material/ technology which may evolve in the Industry from time to time], shall be eligible to become Ordinary Member of the Association.

**(d) ASSOCIATE MEMBERS**

<sup>§</sup>[Any firm having an established place of business in India engaged in the manufacture / supply / trading/ indenting of raw materials, semi finished goods, machinery or equipment related to the processing of finished rubber goods shall be eligible to become Associate Member of the Association.]

**(e) TECHNICAL MEMBERS**

Any qualified person having any of the following qualifications is eligible to become a member in the Technical Class of the Association.

(i) Any Science Graduate with Chemistry or Physics as principal subject or Engineering or Chemical Engineering Graduate connected with any branch of the rubber industry for a minimum period of two years.

(ii) Any person having a minimum of five years' experience in a rubber factory as a Technician or in a rubber-testing laboratory or in a rubber research institute.

(iii) Any person holding Licentiate ship, Diploma, Degree, Associateship or Fellowship in rubber from any recognised Institute, College or University in India or abroad.

<sup>^</sup>[\*\*\*]

<sup>#</sup>[(iv) Any individual who meets the above but is engaged in running a business whether Manufacturing, Trading, testing etc will have to apply as an Ordinary/Associate member as above. Consultant, however, is eligible for this category.]

**(f) ASSOCIATION MEMBERS**

Any <sup>#</sup>[trade body or] association <sup>^</sup>[\*\*\*], <sup>#</sup>[Educational Institutions, Scientific / Testing/Environmental Institutions / Laboratories or such similar kind] in India or

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Abroad, connected with rubber goods industry or trade shall be eligible to become a member of the Association. <sup>#</sup>[This category is also open to other Associations and Chambers of commerce and Industry.]

**(g) HONORARY MEMBERS**

On the recommendation of the Managing Committee, the General Body may confer on any person or persons, who has/ have rendered distinguished services to the rubber Industry, Honorary Membership of the Association for life time.

**(h) <sup>#</sup>[OVERSEAS MEMBERS**

Subject to FEMA regulations, any Person, Firm or Company having an established place of business outside India and carrying on any activity or business related to Rubber industry shall be eligible to become Overseas Member of the Association.]

<sup>^</sup> [\*\*\*]

4. (a) A Firm / Association / person desirous to be a member of the Association in categories (a) to (f) in Article 3, shall send an application in the prescribed form along with fees as entrance and membership fees as prescribed in the class of member to the regional office of the Association, wherever such offices are instance or other wise to the Head Office. The said application shall be put before the Executive Committee, subject to ratification by the Managing Committee; the applicant shall be admitted as a member of the Association.
- (b). In case of members under class <sup>§</sup>[3(a), 3(b), 3(c), 3(d), and 3(f)] the names of not more than two persons each of whom shall either be a Director, Chief Executive, Proprietor, Partner, Manager, Office-Bearer or other Principal Officer be nominated as the representatives of the applicant as per proforma certification attached to the membership application, duly certified by a Director, Chief Executive, Proprietor or Partner of the applicant.
- (c). <sup>#</sup>[Eligibility criteria have been introduced as mentioned under Article 3.] The Committee shall have the absolute discretion to accept or reject any application without assigning any reason whatsoever.

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5. <sup>§</sup>[The entrance fee and the annual subscription payable by] Ordinary<sup>^</sup>[\*\*\*], Associate<sup>^</sup>[\*\*\*], <sup>#</sup>[Technical, Overseas and Association classes of members] shall be <sup>§</sup>[recommended] by the Managing Committee and be ratified at the AGM / EGM as and when required.

#### Explanations

In the case of members having both manufacturing and non-manufacturing interests, the membership shall apply to total activities only and the subscription will be calculated on the gross sales turnover.

An ordinary Member, who has not yet started <sup>#</sup>[its business/]sales and has applied for membership, shall pay an annual subscription <sup>#</sup>[fees] applicable to the lowest category. This <sup>#</sup>[lowest] category <sup>§</sup>[eligibility shall be] applicable for the first two years <sup>§</sup>[upon] admission or until the start of commercial sales whichever is earlier. <sup>#</sup>[At the end of the second year it would be mandatory on part of the Member to furnish the proof of commencement of business / non commencement of business, as the case may be, for both the years, by submitting Financial Statements or such other documents as may be called upon by the Managing Committee which the Managing committee may deem fit, failing which the membership of that particular member shall stand terminated.]

In the case of all <sup>#</sup>[new]members the first payment by way of annual subscription shall be reduced half for admission done during the months October to March.

The membership period shall be reckoned from the date of AIRIA admitting a Member and not from the date of Application.

<sup>^</sup>[\*\*\*]

6. (a). All the Members will be deemed to have read the Articles and shall be bound by the same.

(b).A copy of these Articles will be available for inspection at the office of the Association during working hours. If any Member wants a copy for his personal use, the same can be had on payment of Rs. 100/- per copy, <sup>#</sup>[or an amount as decided by the Managing Committee.]

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7. <sup>§</sup>[Last date for payment of Membership Subscription will be 30 days before the last date of receipt of nomination for the elections concerned, or 30<sup>th</sup> June of that year, whichever is earlier. In the event the member fails to pay Subscription fee within the period mentioned above, along with the late fees, the members voting rights for that year shall deem to be ceased.

- If Subscription is not received till 30th September, together with late fees, the member shall cease to enjoy all sorts of membership privileges.
- In the event the Member fails to pay the Subscription fee upto 31st December of the same year, The Managing Committee shall reserve its rights, on case to case basis, to terminate the Membership of the Member.

Provided that, if the member in arrears of dues of the Association pays up all the moneys, including any late fees levied, within 3 months of the end of the financial year, he shall be reinstated as member of the Association without the payment of any entrance fee.]

8. Every nominee, as nominated under Art. 4(b), shall be entitled to exercise all or any of the rights and privileges of Membership as regards attendance and voting at the Annual or Extra-Ordinary General Meetings and otherwise generally as effectually as the Member represented by him but two nominees of the same Member or a Member and his nominee shall not be entitled to do so simultaneously. The nomination made on application for Membership may subsequently be altered from time to time by a notice in writing to the Secretary General but every such alteration shall be subject to the prior sanction of the Committee.

9. The Association shall cause to be kept a register in which shall be entered (a) the name under which each Member carries on business (b) the name or names of the person or persons nominated as representatives by the Member in his or their application (c) the address given in the application and (d) the names and addresses of Association Members and Honorary Members. Every Member shall forthwith notify to the Secretary General any change of address and such altered address and the name of any substituted nominee appointed by a Member shall, immediately be entered in the Register. The address so registered shall be registered address of the Member.

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### **CESSATION OF MEMBERSHIP**

10. (a). A Member shall cease to be a member of the Association, if:

(i) the Member tenders his resignation in writing to the Association and such resignation is accepted by the Managing Committee.

(ii) if<sup>§</sup>[the Member] ceases to possess the required qualification.

(iii) if the Member has his Membership terminated under Art. 7 thereof.

(iv) If any Member / Member's Representative has been expelled from the Association under Art. 38 hereof.

(v) if the Member shall be adjudged insolvent or be wound up.

(vi) if in the case of Ordinary Members the manufacturing plant is not functioning continuously for more than one year unless the member has obtained prior permission of the Managing Committee for his continuation as a member for a longer period. (In the case of complete closure of the manufacturing plant, the member has to intimate to such effect to the Association.)

(vii) a member of the Association shall cease to be a member if he is disqualified to be a person or not competent to be a person under the Indian Companies Act<sup>#</sup>[or in the event any allegations leveled against him, if proved, with respect to acting in any way which is against the interests of the association.

In the event of any allegations leveled against the member which is in prejudice to the interests of the association, the Managing Committee shall forthwith appoint a Disciplinary Committee which shall comprise of such number of members as may be decided by the Managing Committee on case to case basis and the said committee shall forward its report to the Managing Committee within a period of six months. The composition of Disciplinary Committee shall include and have equal representation from each of the four region.]

(b) <sup>§</sup>[In the event of cessation of Membership], the Association shall <sup>#</sup>[reserve right to] forfeit all the rights to or claims upon the Association, its property and funds.

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<sup>§</sup> Proposed to be substituted upon the approval of the members by special resolution in the Extra Ordinary General Meeting to be held on 21<sup>st</sup> July 2020.

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- (c) Any Member who shall by any means cease to be a Member shall nevertheless remain liable for and shall pay to the Association all outstanding which at the time of such Member ceasing to be a Member may be due from such Member of the Association.
- (d) <sup>§</sup>[The Executive Committee (EC)] shall have the right to investigate into the eligibility criteria of membership of any member from time to time and to decide upon his eligibility and continuance of membership <sup>^</sup>[\*\*\*], <sup>#</sup>[Accordingly, the authority to investigate into the eligibility of the Member, shall vest with the Executive Committee, which shall in turn inform the Managing Committee. In case of appeals, all appeals against the decision of the Executive Committee shall be made to the Managing Committee and it shall be the sole discretion of the Managing Committee, on merits of the case, whose decision shall be] final and binding <sup>#</sup>[on the member.]
- (e) <sup>#</sup>[Resignation tendered by a Member shall be noted and taken on record by the Executive Committee, and informed to the MC, but the same shall be accepted from the date of intimation.]
- (f) <sup>#</sup>[Clause of Expulsion: The Managing Committee shall have the right to expel any member for reasons mentioned under Art. 10(a). The Managing Committee's decision will be final and binding.]

### **ANNUAL GENERAL MEETINGS**

**&**

### **OTHER GENERAL MEETINGS**

- 11.(a) The Annual General Meeting of the Association shall be held at least once in each year and it shall be held within six months after the expiry of the financial year <sup>^</sup>[\*\*\*]. It will be held at such time and place as the Managing Committee may determine.
- (b) Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.
- (c) Every Annual General Meeting shall be called during business hours on <sup>§</sup>[any day, including Sundays, but not on a National] holiday, and shall be held either at the registered office of the Association or at some other place within the city or at such

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place in India as the Managing Committee may decide, and notice calling the meeting shall specify it as the Annual General Meeting.

(d) The Annual General Meeting shall be called for the following purposes:

(i) To receive the Committee's Report, Balance sheet and Auditor's Report for the preceding year.

(ii) To confirm election of members of the Committee for the ensuing year.

(iii) To appoint an Auditor or Auditors and to fix his or their remuneration.

(e) In the case of an Annual General Meeting all business to be transacted at the meeting shall be deemed special with the exception of the business specified in para (d) hereinabove.

(f) In the case of any other meeting all business shall be deemed special.

(g) Where any items of business to be transacted at a meeting are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning such item of business including in particular the nature and extent of interest thereon, if any, of every Member of the Committee; and where any item of business consists of according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement.

12. Any Member desirous of moving any resolution at an Annual General Meeting shall give in writing to the Secretary General at least fourteen days' clear notice thereof before the date notified for the holding of the said meeting.

13. (a) (i) The Committee may call for an Extra-Ordinary General Meeting, whenever in their opinion any question of importance shall arise. The quorum for such an Extra-Ordinary General Meeting shall be 25 members present personally.

(ii) The Managing Committee shall be bound to convene an Extra-Ordinary General Meeting on receiving a written requisition signed by at least one-tenth of the total voting power of all the Members having at the said date a right to vote in regard to that matter, notifying the object for which the Extra-Ordinary General Meeting is to be called. No business shall be transacted at an Extra-Ordinary General Meeting other than the business for which the meeting has been called as per Notice to the meeting. In a requisitioned meeting, 2/3 of such members who had requisitioned for an Extra-Ordinary General Meeting shall be personally present and the outcome of

the business for which the meeting is called shall be decided by the members present in accordance with the Articles of Association / Act. Notice for calling such a meeting will be issued within 45 days of the deposit of a valid requisition.

(b). If the Committee does not, within forty-five days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters on a day not later than ninety days from the date of the deposit of the requisition, the meeting may be called by such of the requisitionists as represent not less than one-tenth of the total voting power of all the Members of the Association.

(c). A meeting called by the requisitionists or any of them:

(i) Shall be called in the same manner as nearly as possible as that in which meetings are to be called by the Committee; but

(ii) Shall not be held after the expiration of three months from the date of the deposit of the requisition.

14. Subject to the provisions of Section <sup>§</sup>[117] of the Act relating to special resolution at least 21 days clear notice in writing of any General Meeting specifying the business to be transacted thereat and the place, date and time, of the meeting shall be given to every Member of the Association but the accidental omission to give notice to or non-receipt of notice by any Member shall not invalidate the proceedings at the Meeting.

#### **NOTICE OF GENERAL MEETINGS**

15. (a). A notice given by the Association to any Member either personally or by sending by post to him to his registered address shall be deemed to be effected by properly addressing, prepaying and posting a letter contained the notice and unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

(b). All notices or communications intended for a Member, shall be deemed to have been duly given and made to the Member if <sup>§</sup>[the Notice is sent by hand or by ordinary post or by speed post or by registered post or by courier or by facsimile or by e-mail or by any other electronic means] to the Member to the address registered as aforesaid and the production of a proper certificate of posting shall be conclusive evidence of the dispatch of such notice or communication to such Member.

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#['Electronic means' means any communication sent by a company through its authorised and secured computer programme which is capable of producing confirmation and keeping record of such communication addressed to the person entitled to receive such communication at the last electronic mail address provided by the Member.]

#### **CHAIRMAN OF THE GENERAL MEETING**

16. All General Meetings, Ordinary or Extra Ordinary shall be presided over by the President, or in his absence by the Vice-President; if they decline, then by any member present and elected by the meeting.

#### **QUORUM FOR GENERAL MEETING**

17. A quorum at all General Meetings, Ordinary or Extra Ordinary of the Association shall be 25 members present personally.

#### **ADJOURNMENT OF GENERAL MEETING**

18. (a) If any meeting at which the election of members of the Committee should ordinarily take place is adjourned for want of quorum, such meeting shall stand adjourned till the same day in the next week at the same time and place. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine.
- (b) If within half an hour from the time appointed for the Meeting if called on requisition, a quorum shall be lacking, the Meeting shall stand dissolved.

#### **VOTING RIGHTS**

- 19 (a) #[Every member shall have one vote. No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.]

At any General Meeting of the Association, a resolution put to the vote of the Meeting, shall be decided on a show of hands unless a poll is (before or on declaration of the

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result of the show of hands) demanded by <sup>5</sup>[any Member or Members present in person or by proxy, where allowed, and having not less than one-tenth of the total voting power] or by the Chairman of the Meeting, and unless a poll is so demanded a declaration by the Chairman that a resolution has on show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the Minute Book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

- (b) If a poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman shall direct and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
- (c) A poll demanded on the election of the Chairman of a Meeting or any question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman of the meeting may direct.
- (d) In case of an equality of votes, either on a show of hands or a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.
- (e) The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.
- (f) On a show of hands, every Member present or represented by a Nominee shall have one vote only. No Member shall be entitled to vote at any Meeting unless all membership dues from him to the Association have been paid.
- (g) On a poll the votes may be given either personally or by proxy, <sup>#</sup>[or through E-voting]. The instrument appointing a proxy shall be in writing under the hands of the appointer or in the case of a Company, under its common Seal.
- (h) Any Member of the Association, being an individual entitled to attend and vote at a meeting of the Association shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself; but a proxy so appointed shall not have any right to speak at the meeting.
- (i) Any Member of the Association not being an individual and entitled to attend and vote at a meeting of the Association shall be entitled to appoint a representative by a proper

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written instrument, and the representative so appointed shall have a right to attend and vote at such meeting and also the right to speak at the Meeting.

<sup>^</sup>[\*\*\*]

- (j) <sup>@</sup>The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a <sup>§</sup>[notarized] copy of that power or authority shall be deposited at the Registered Office of the Association not less than 48 hours before the time for holding the meeting<sup>#</sup>[or adjourned meeting] at which the person named in the instrument of proxy proposes to vote and in default the instrument of proxy shall not be treated as valid.
20. Except as herein otherwise provided, no rule shall be made, altered or repealed and no new rule shall be added or made unless the proposal to make, alter, repeal any such rule or rules is passed by a majority of not less than three-fourths of the Members of the Association present who vote personally or by proxy at a General Meeting of the Association of which notice shall be given 21 clear days before the date of the Meeting giving the full particulars of the proposed alterations, repeals or additions. Such enactments, alterations, repeals or additions shall come into force on and from the date of the General Meeting accepting the same, or from such date as the General Meeting may resolve.
21. The President may invite such other persons as he may, in his discretion, decide to attend (but not vote at) at any General Meeting of the Association and such invitees shall have a right to address the meeting and otherwise participate in the deliberations of the meeting.

### **MANAGING COMMITTEE**

22. (a) The Administration and Management of the affairs of the Association shall be vested in a body called 'the Managing Committee' (hereinafter referred to either as 'the Managing Committee' or 'the Committee').

The Managing Committee will consist of a maximum of <sup>§</sup>[46] members liable to retirement as hereinafter provided. These <sup>§</sup>[46] members shall comprise:

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- (i) A maximum of one member from <sup>#</sup>[Ordinary] Patron membership class as mentioned in the <sup>§</sup>[Articles 3(a) and 3(b)].
- (ii) <sup>§</sup>[A maximum of 36 members from amongst the Ordinary members mentioned in Article 3(c), 22(b)(iii)& (iv). These will be a maximum of 9 from each region. A region shall have 6 members elected on the Managing Committee for the first 90 members in that region. For each additional block of 50 members they will be entitled to one additional elected ordinary member on the Managing Committee subject however to a maximum of 9 members on the Managing Committee from any one region.]
- (iii) A Maximum of 4 Members from amongst the Associate Members mentioned in Article 3(d). <sup>^</sup>[\*\*\*].
- (iv) <sup>§</sup>[Four members being the 4 Chairman of the Western, Eastern, Northern and Southern Regional Committees. These four Members are to be appointed as member of Managing Committee only if they are regional Chairman and not part of the Managing Committee through election process and such Members shall not have voting rights in the Managing Committee

The election of Managing Committee Members of the above categories shall be by ballot prior to the succeeding Annual General Meeting whereat results will be declared and taken on record.]

- (v) <sup>§</sup>[Immediate past President of the association who shall have no voting rights.]

<sup>^</sup>[\*\*\*]

- (b) (i) The Managing Committee is to demarcate the country into four regions and each Region will have a Regional Committee manage the affairs of that Region and supporting the Managing Committee and subject to the control of the Managing Committee.

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The Western Region shall comprise of the states of Maharashtra, Gujarat, Goa, Madhya Pradesh, Chhattisgarh <sup>#</sup>[and the Union Territory of Daman and Diu and Dadra and Nagar Haveli.]

The Southern Region shall comprise of the states of Andhra Pradesh, Karnataka, Kerala, Tamil Nadu, <sup>#</sup>[Telangana] and the Union Territory<sup>§</sup>[ies] of Pondicherry <sup>#</sup>[and Lakshwadeep.]

The Eastern Region shall comprise of the states of Bihar, Assam, Nagaland, Orissa, Meghalaya, Mizoram, Tripura, <sup>#</sup>[Sikkim], West Bengal, Manipur, Arunachal Pradesh Jharkhand, and <sup>#</sup>[the Union Territory of ]Andaman <sup>#</sup>[and Nicobar Islands].

The Northern Region shall comprise of the states of Uttar Pradesh, Punjab, Rajasthan, <sup>^</sup>[\*\*\*] Himachal Pradesh, Haryana, <sup>§</sup>[Uttarakhand, Delhi] and the Union Territories of <sup>§</sup>[Jammu and Kashmir, Laddakh] and Chandigarh.

(ii). The Managing Committee is further empowered to re-allocate the States and the Union Territories, comprised in the above referred regions, to other regions for the sake of administrative and other convenience.

(iii). <sup>§</sup>[No separate region will be recognised apart from the existing ones.]

(iv) <sup>§</sup>[Meetings of the Managing Committee shall be held at least 4 times a year with the gap between each meeting not exceeding 90 days. This is in addition to the AGM. The meetings will be held by rotation, one in each Region.

Composition of the Regional Committee shall comprise of such Members and such number of Members as may be decided by the Managing Committee from time to time]

<sup>^</sup>[\*\*\*]

(v) <sup>@</sup>For the purpose of voting for the election of the Regional Committee and members to the Managing Committee, a Register of Members, who are valid for participating

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in the voting, shall be maintained to be known as "Valid Members Register" in which the names of the members who are entitled to vote at the concerned meeting, shall be enumerated or entered. #[A member whose name appears in the Register of Members as on 31st March, and Members who have paid their Membership dues as on 30 days before the last date of receipt of nomination for the elections concerned, shall be eligible to vote / stand for election to the Managing Committee of the Association.]

- (vi) The said register shall be maintained by the respective regional office and the Regional Committee will draw the guidelines for the Secretary of the said region for consideration of validity of a member for participation in the election.
- (vii) The member whose name is entered in the said register of valid members shall be eligible to stand for election to the Regional Committee/Managing Committee of the Association. The voting of the election to the Regional Committee/Managing Committee is to be by ballot to be exercised by accredited representatives of the members.

Any Managing Committee Member, whose term is valid till the AGM to be held in the next / following year, will not be eligible to stand for election in the present year unless he resigns from the Managing Committee prior to filing of his nomination.

- (ix) The Regional Committee in consultation with the Managing Committee shall decide and intimate at least 30 days before the date of election, the dates fixed for the following stages of election and appoint one of the members of the Regional Committee to conduct the election. The Managing Committee shall appoint an observer at elections to be held at regions to ensure that the elections are held as per the procedure laid down and his decision in the matter shall be deemed as final.

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- (c) Notwithstanding anything hereinbefore contained the Managing Committee shall be deemed to be duly constituted and to be entitled to function despite the composition thereof not being in conformity with the provisions herein contained.

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- (d) (l) Nomination and election of the Members of the Committee from the Ordinary Patron class, Ordinary class, shall be from and by Members of the respective classes. Members to the Managing Committee from the ordinary class will be elected by their regions.

^[\*\*\*]

- (e) The Managing Committee on election at the first meeting after the Annual General Meeting shall elect from amongst the Ordinary Members/^[\*\*\*] President/ Senior Vice-President and a Vice-President^[\*\*\*].

#[Provided that the President, Senior Vice President and Vice President will be from different regions.]

The President shall be the Chief of the Association.

^[\*\*\*]

^[\*\*\*]

- (g) There shall be no permanent invitees to the Managing Committee Meetings. The President may, however, invite individuals for any specific purpose for a specific meeting.
- (h) There shall be an Executive Committee comprising of President, two Vice Presidents (as stated in Article 22(e)), four Regional Chairman and Secretary General. The Secretary General shall have no power to vote. The President shall have the casting vote in case of a tie. The quorum at all the Executive Committee meetings shall be three (excluding the Secretary General).
- (i) The Executive Committee shall have such powers as may be delegated to it by the Managing Committee from time to time. Without prejudice to the above, the Executive Committee will have powers to take decisions on all urgent matters arising between any two Managing Committee Meetings. All decisions and actions, so taken by the Executive Committee shall be subject to ratification by the Managing Committee.
- (j) The Committee shall have power to supersede the Regional Committee if in their opinion the Regional Committee is not functioning as required and that it shall have powers to

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make interim arrangements for carrying out the work of the Association until alternate arrangements are made and normal working resumed.

- (k) The Committee shall be entitled to supersede any Regional Committee by dissolving it at any time if in their opinion that Regional Committee has failed to function in accordance with the provisions contained in Memorandum and Articles of Association and other regulations and bye-laws of the Association.

Provided however, before taking such action, the Committee must issue notice asking that Regional Committee to justify its conduct within four weeks from the date of the show cause notice. If such explanation of the Regional Committee is acceptable to the Committee it will allow that Regional Committee to continue to function but otherwise it will issue necessary order for the supersession of that Regional Committee by dissolving it after a Resolution has been passed in the Committee for such purpose by two-third majority of the members present in person.

The Committee shall also have powers to make interim arrangements for carrying out the working of the Regional Committee which has been superseded and dissolved until a new Regional Committee in place of the superseded Regional Committee is formed and normal working is resumed.

23. (a) At every Annual General Meeting of the Association, one third of the elected Members of the Managing Committee <sup>^</sup>[\*\*\*] shall retire. The members of the Managing Committee to retire every year shall be those who have been longest in office since their last election, but as between persons who became members of the Managing Committee on the same day, those who retire shall (unless, they otherwise agree among themselves) be determined by lot. For all practical purposes section <sup>§</sup>[152 (6)] of the Companies Act, <sup>§</sup>[2013] shall be followed for determining retirement of members.
- (b) A retiring Member of the Committee shall be eligible for re-election. <sup>#</sup>[Age restriction for the Executive Committee is 75 yrs maximum. But they have the option to apply to the General Body for an approval of age extension. There is no age restriction for the MC.]
- (d) If the nominations received are equal or less than the number of seats to be filled, all nominees will stand elected and if thereafter there is any vacancy in the post of any Committee Member, the same shall be filled in by the new Committee nominating any member from ordinary class to fill such vacancy. The tenure of such seat shall be only

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upto the date of the next Annual General Meeting. Any person so nominated shall however, be eligible for re-election.

24(A)(a)The Committee shall manage the business as the Association and shall be entitled to exercise all such powers of the Association except as regards alteration of rules as are not by the 'Act' or by these Articles required to be exercised by the Association in General Meeting, subject nevertheless to any regulation of these Articles to the provisions of the said Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in general meeting shall not invalidate and prior act of Committee which would have been valid if that regulation had not been made. The Committee shall have power to appoint Sub-Committees and to delegate to them or to any of their number all or any of the powers vested in the Committee and from time to time to make, vary or repeal bye-laws not inconsistent with the rules of the Association.

The Committee shall have power to initiate action of any infringement of the rules or bye-laws as provided in Art. 22 and Art. 38 hereof.. The President, Two Vice Presidents and the Secretary General shall be ex-officio Members of all Sub-Committees.

(b) The Administration and Management of the Affairs of each region shall be vested in the Regional Secretary who will report to the Secretary General. The Regional Secretary will work in consultation with the Committee called "the Regional Committee" which shall comprise the following:

I. All elected members on the Managing Committee from that region

^ [\*\*\*]

II. @ #[12 elected Members], One Member for every 15 members be elected from the Ordinary members for becoming members of the Regional Committee with a maximum of 6 members from Ordinary Class. Besides the 6 elected members from the Region for the first 90 Ordinary Members, the Regional Committee shall be entitled to elect one member for every 50 additional members, subject to maximum of 6 additional members.

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Election of members to the Regional Committee shall take place at the same time and under the same rules and procedures as specified for elections to the Managing Committee.

The above members of the Regional Committee shall, at their first meeting, which shall be held within 15 days of the first meeting of the Managing Committee. <sup>#</sup>[Thereafter the committee will meet at least 4 times in a year with gap between two meetings not exceeding 90 days.]

- (c) (i) Elect one Chairman, <sup>§</sup>[two] Vice-Chairmen, from amongst the Ordinary Members, from amongst elected Members as per 22(a)(i)(ii) and 22(b)(iii), (iv).
- (ii) Co-opt, at the absolute discretion of the Regional Committee, upto a maximum of ten persons representing the Ordinary Class of membership whose services in the opinion of the Regional Committee may be useful to the industry. They shall not be eligible to become office-bearers.
- (iii) Maximum 4 members to be co-opted from the Associate Members of that region.
- (iv) The Regional Committee shall hold office upto the next Annual General Meeting of the Association or until the formation of the next Regional Committee as specified above whichever is later.
- (d) (i) Each Region shall remit to Head Office a minimum of 50% of the membership and the full entrance fee from the region. If a higher percentage of subscription is required the same shall be decided by 2/3rd majority of the members of the Managing Committee present and voting. In addition, after meeting the expenses, wherever surplus is left with the regions, 50% of the surplus shall be remitted to the HO at the end of the year.
- (ii) Billing shall be done by the Head Office in respect of membership subscription renewals.
- (iii) A Regional Secretary shall collect and arrange to remit entrance fees and agreed percentage of subscription of the members of the region to the Head Office. The remittance shall be made before the last day of every month with a list of paid members.

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(iv) The Accounts of the Regional Office shall be maintained by the Regional Secretary of the region concerned who shall get the accounts of the region audited by the auditors appointed in the region and after it being passed by the Regional Committee, send the same as Regional Office Accounts within three months from closing of the financial year for incorporation in the accounts of the association.

24(B) The Regional Committee may from time to time form and establish City / State / Chapters as required by the growth of the industry and association membership in that City / State. The City / State / Chapters shall have a Chairman and a Vice-Chairman (and no other office bearers). The term of its Chairman and Vice-Chairman, who shall be elected at the first meeting of the Chapter shall be for one year. They will be ex-officio members of the Regional Committee. The Chapter shall be established provided there are at least 40 Ordinary Members <sup>#</sup>[with a potential to add 25 new Members in the Association from that State / City.

The Managing Committee shall also evaluate the financial and other administrative viability of setting up of such Chapters.

The affairs of the Chapter shall be managed by a Chapter Secretary who shall report to the respective Regional Secretary. The overall running of the Chapter shall be overseen by a Chapter Secretary in consultation with Committee comprising of one Convener and two Members from the Managing Committee. The Convener shall report to the respective Regional Chairman.]

24(C) The tenure of the office bearers, viz., President, Senior Vice President, Vice President shall be from the First Managing Committee meeting following an AGM to the first Managing Committee meeting of the succeeding AGM and the tenure of all the Regional Chairman and Vice Chairman shall be from the First regional Committee meeting following an AGM to the first Regional Committee meeting of the succeeding AGM of their respective regions. Then, a tenure in this context is a period of approximately one year. All office bearers shall be eligible for re-election, for one more consecutive tenure.

24(D) Notwithstanding that a Member's Representative had held an Office earlier, he shall be eligible for being elected to the same or another Office again subject to the restriction of two consecutive tenures as provided in Art. 24 (C) hereof.

25. The property both movable and immovable and the funds of the Association shall be vested in the Association and shall be used by the Regional Committee, under the overall control of the Managing Committee.

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<sup>#</sup> Proposed to be inserted upon the approval of the members by special resolution in the Extra Ordinary General Meeting to be held on 21<sup>st</sup> July 2020

26. The Managing Committee may borrow or raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by creating any mortgage or charge or other security, charged upon all or any part of the property and Assets of the Association, both present and future.
27. Decisions of the Committee expressed by the resolutions and bye-laws made by the Committee shall be binding on all Members of the Association.
28. Minutes of the Committee Meetings circulated to all the Managing Committee members and duly confirmed at the succeeding Committee Meeting and subsequently entered in the Minute Book and signed by the Chairman of the Meeting shall be conclusive evidence of all resolutions of the Committee and no Managing Committee / Regional Committee / any subcommittee nor any Member or representative of Member of these Committees can challenge any of the resolutions of the minutes.
29. A quorum of members at a Managing Committee Meeting shall be <sup>§</sup>[nine] and Regional Committee Meeting shall be four members personally present.
30. If within fifteen minutes from the time appointed for the meeting, wherein a quorum shall be lacking, the meeting shall stand adjourned and will be held after fifteen minutes at the same place, or to such other day and at such other time and place as the members present may determine, and at such adjourned meeting no quorum shall be necessary.
- 31 (a) In case of any vacancy occurring in the Committee by death, resignation or any other cause, the Committee may elect a Member to fill in vacancy, but such Member shall be subject to the same tenure of office and shall be from the same class as the member in whose place he has been elected.
- (b) As regards any casual vacancy or vacancies in the Managing Committee, the same shall be filled in by the remaining members of the Managing Committee from the ordinary members of the Association. Any person so appointed shall hold office only upto the date of the next Annual General Meeting when he shall retire. He shall be eligible for re-election. Any member of the Managing Committee who absents himself for three consecutive meetings without obtaining leave of absence shall automatically cease to be the member of the Managing Committee and any vacancy caused by such mode shall be a casual vacancy.

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<sup>§</sup> Proposed to be substituted upon the approval of the members by special resolution in the Extra Ordinary General Meeting to be held on 21<sup>st</sup> July 2020

32. Meetings of the <sup>#</sup>[Managing] Committee shall be held <sup>§</sup>[atleast 4 times a year with the gap between each meeting not exceeding 90 days. The meetings will be held by rotation , one in each region.]
33. The President shall be Chairman ex-officio of the Committee. If at any Meeting of the Committee, the President be not present within ten minutes of the time notified, the Committee may ask any of the <sup>#</sup>[Senior Vice President and in his absence the] Vice-Presidents of the Association, if present to preside, failing which the Committee may elect as Chairman any other Member of the Committee present except the Secretary.
34. At Committee Meetings, every Member present shall have one vote only. In case of any equality of votes, the Chairman shall have a second or casting vote.
35. A Circular Resolution signed by such of the Members of the Committee as are then in India or by a majority of such of them as are entitled to vote on a resolution shall be deemed to have been duly passed by the Committee, provided such resolution has been circulated in draft, together with the necessary papers, if any, to all members of the Committee, then in India (not being less than the quorum fixed for a Committee meeting).
36. All acts done by any meeting of the Managing Committee or Sub-committee thereof or any Office-Bearer or by any person or persons holding delegated authority shall notwithstanding that it may be afterwards discovered that there was some defect in the election or appointment of any one or more Members of the Managing Committee or Sub-committee or any office bearers or any person as aforesaid or that they or any of them who are disqualified, be as valid as if every such member, office-bearer or person has been duly elected, appointed and qualified.
37. (a) The Managing Committee shall provide a Common Seal for the purpose of the Association and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Managing Committee shall provide for the safe custody of the Seal for the time being. The Seal shall never be used except by the authority of the Managing Committee previously given, and save as hereinafter provided, except in the presence of two of the members of the Managing Committee at the least and of the Secretary or some other person appointed by the Managing Committee.

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<sup>#</sup> Proposed to be inserted upon the approval of the members by special resolution in the Extra Ordinary General Meeting to be held on 21<sup>st</sup> July 2020

<sup>§</sup> Proposed to be substituted upon the approval of the members by special resolution in the Extra Ordinary General Meeting to be held on 21<sup>st</sup> July 2020.



(b) Every deed or other instrument to which the Seal of the Association is to be affixed shall be sealed in the presence of two Members of the Managing Committee and of the Secretary or some other person appointed as aforesaid who shall all sign the same.

38. The Managing Committee shall have the power to deal with all cases of non-observance or breaches or alleged breaches of the rules and regulations of the Association by any Member and to deal with any act done and any conduct or act of a Member which in the opinion of the Managing Committee is to the prejudice or detriment of or could bring discredit to the Association or is injurious to the welfare, interest or objects of the Association and to make such orders and to take such action as it is considers expedient, including imposition of any penalty or fine and / or <sup>§</sup>[expulsion] of such member.

Without prejudice to or lessening or affecting such powers the Managing Committee shall ordinarily enquire into the alleged breach or non-observance of or injurious or prejudicial acts by Member(s) and others and give a notice to the parties concerned.

It shall be obligatory for Member(s) but shall be open for others to furnish an explanation. If any such explanation shall be refused, or having been given, shall be deemed unsatisfactory, the Managing Committee, in addition to taking such action as aforesaid, shall, in the case of acts or conduct of Member(s), have power to recommend to the General Body of the Association expulsion of the Member in question from the Association. But action in that behalf shall only be taken on the Resolution of a General Body Meeting whereat three-fourth of members present and voting, have voted in favour of the proposal.

#### **SECRETARY GENERAL**

39. (1). The Managing Committee shall appoint Association's <sup>#</sup>[Director General /] Secretary General and also appoint, in consultation with the Regional Committees, their Regional Secretaries.

(2). The <sup>#</sup>[Director General /] Secretary General shall be the Chief Administrative Officer of the Association and shall carry out his functions as the Managing Committee /Executive Committee may determine and he shall have such powers relating to the management and administration of the Association as may be delegated to him by the Managing Committee / Executive Committee from time to time in this behalf. He shall be paid such remuneration as may be determined by the Managing Committee from time to time.

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<sup>§</sup> Proposed to be substituted upon the approval of the members by special resolution in the Extra Ordinary General Meeting to be held on 21<sup>st</sup> July 2020

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- (3). The #[Director General /] Secretary General shall be Secretary Ex-Officio of all the Committees / Sub-Committees. However, he shall have no power to vote.
- (4). The Regional Secretaries shall carry out the function under the overall supervision and control of the Secretary General.

#### **POWER OF ATTORNEY**

40. The Managing Committee may at any time, and from time to time by power of attorney under the Common Seal of the Association appoint any person to be the attorney of the Association for such period and subject to such conditions as the Managing Committee may from time to time think fit, and any such appointment may, if the Managing Committee think fit, be made in favour of the members or any of the members of any local board or establishment as aforesaid, or in favour of any company or of the members, directors, nominees, or managers of any association, company or firm or in favour of any fluctuating body of persons whether nominated directly or indirectly by the Managing Committee and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Managing Committee think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

#### **ACCOUNTS AND AUDIT:**

41. (a) The Members of the Committee shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations, the accounts and books of the Association or any of them shall be open to inspection of the members not being members of the Committee and no Member (not being a member of the Committee) shall have any right of inspecting any account or documents of the Association except as conferred by law or authorised by the members of the Committee or by the Association in General Meeting.
- (b) The members of the Committee shall cause to be prepared and to be laid before the Association in General Meeting, Income and Expenditure account, Balance Sheet and Reports as are referred to in this section.
- (c) The Income and Expenditure account shall in addition to the matter (referred to in sub-section (2) of Section 211 of the said Act) show, arranged under the most convenient heads, the amount of Gross Income distinguishing the several sources from which it has been derived and the amount of gross Expenditure distinguishing the expenses of the establishment, salaries and other like matters. Every item of Expenditure fairly chargeable against the year's income shall be brought into account so that a just balance

of excess of Income over Expenditure, or Expenditure over Income may be laid before the Meeting and in case where any item of Expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of which it shall be stated with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

(d) <sup>#</sup>[Membership fees to be collected from members will include all applicable taxes.]

(e) <sup>#</sup>[Only one Statutory Auditor + 4 separate Internal Auditors for the regions to be appointed.]

42 (a) The Annual Balance Sheet previous to being laid before the Annual General Meeting shall be certified to be correct upon an audit of the Accounts of the Association by one or more auditors appointed by the members at the preceding Annual General Meeting.

(b) No member of the Committee or paid employee of the Association shall act as an Auditor.

#### **LIABILITY AND INDEMNITY**

43. No Member of the Association shall be subject to any liability beyond payment of subscription and except as provided by the Memorandum of Association.

44. Every Officer or Office-Bearer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in favour or in which he is acquitted or in connection with an application under Sec. 633 of the Indian Companies Act, 1956.

#### **Jurisdiction**

45. All disputes are subjected to Mumbai city jurisdiction.

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<sup>#</sup> Proposed to be inserted upon the approval of the members by special resolution in the Extra Ordinary General Meeting to be held on 21<sup>st</sup> July 2020.

NAME	ADDRESS	OCCUPATION	ATTESTATION
1. Lalit Mohan Jamnadas	7 Homji Street, Fort, Mumbai - 400001	Rubber Manufacturer	S.G. Jambhekar
2. Dhirubhai Muljibhah Shah	8, Suman House, Chowpaty Seaface, Mumbai 400007	--do--	S.G. Jambhekar
3. Jai Chand	Oriental Rubber Industries, Bhandup	--do--	S.G. Jambhekar
4. Anandlal Girdharlal Shah	243, Abdul Rehman Street, Mumbai – 400 003	--do--	S.G. Jambhekar
5. S.I. Parekh	Dharampur Leather Cloth Co. Ltd., Mumbai	--do--	S.G. Jambhekar
6. V.S. Vaidya	44 Aundh Road, Kirkee	--do--	S.G. Jambhekar
7. Jaswant Singh	Agra Road, Bhandup	--do--	S.G. Jambhekar