

**Memorandum of
Association
&
Articles of Association
Of
The Sports Goods Export
Promotion Council**



Form III R

Certificate of incorporation

No **2893** of **1957 – 1958**

I hereby certify that **The Sports Goods Export Promotion Council** (under section 25 of companies Act 1956) is this day incorporate under the companies Act this Udd of 1913, and that the Company is Limited.

Given under my hand at **New Delhi** this **Twenty Second** day of **January One thousand nine hundred and Fifty Eight**

Sd/-

(B.P.Roy)

Registrar of Joint Stock companies

Delhi

Memorandum of Association of
The Sports Goods Export Promotion Council

1. The name of the company shall be “The Sports Goods Export Promotion Council”.
2. The registered office of the company will be situated in the Union Territory of Delhi.
3. The objects for which the company is established are :-
 - (1) to support, protect, maintain, improve, increase and promote the exports of Sports Goods by such methods as may be necessary or expedient and without prejudice to the generality of the premises by :
 - (a) undertaking market studies in individual foreign countries on regular as well as adhoc basis :
 - (b) sending out trade missions to foreign countries.
 - (c) appointing representatives, agents or correspondents in foreign markets for the purpose of continuously and regularly reporting the prices, market preferences, reception accorded to actual deliveries of Sports Goods and other connected matters :
 - (d) conducting propaganda regularly and continuously so as to bring to the notice of the dealers, manufacturers, consumers and the public in the foreign countries the advantage of trade and commerce with India in Sports Goods :
 - (e) collecting statistics and other information regarding the manufacture or trade in sports goods in various countries :
 - (f) propagating information useful to the manufacturers, dealers and traders in Sports Goods by lectures, discussions, books, correspondence or otherwise :
 - (g) laying down the standard of quality and packing in respect of Sports Goods intended for export :
 - (h) issuing certificates or giving certification marks relating to standards, quality and/or packing:
 - (i) setting up an organization or maintain liaison with an organization which has been set up for conducting research and experiments :
 - (j) deputing the officers of the company to witness the inspection of Sports Goods exported in foreign countries, where such inspection is being conducted by the authorities in the importing countries.
 - (k) deputing the officers of the company to witness the survey of Sports goods exported or intended for export in foreign countries or in India, as a result of any dispute or difference between the parties to a contract for sale and purchase of Sports Goods.

- (l) Enquiring and investigating into complaints received from foreign importers or Indian exporters in respect of the quality, description or other particulars of Sports goods exported from India or the non-performance or non-observance of the terms and conditions of contract relating to such exports and other connected matters and advising the manufacturers, dealers or traders of Sports goods regarding the method to be adopted to obviate such complaints of a similar nature in future :
 - (m) making such recommendations as may be necessary or expedient to Government and public bodies like Association or Chambers of Commerce where the company on investigation of a complaint received by it is satisfied about its genuineness and that the same has been caused by the wilful or negligent act or acts of manufacturer, dealer or trader of Sports Goods :
 - (n) acting as arbitrators or nominating arbitrators or valuers in the settlement of disputes and difference arising out of the transactions relating to export of Sports Goods between parties who agree to refer the disputes to the company:
 - (o) communicating with Chamber of Commerce, Associations, and other mercantile and public bodies throughout India and concert and promote measures for the promotion and advancement of export of Sports Goods and
- (2) to keep in constant communication with Chamber of Commerce, Association of other mercantile and public bodies throughout the world with a view to taking appropriate and necessary measures for maintaining or increasing the export of Sports Goods :
 - (3) to enunciate just and equitable principle to govern the trade in Sports Goods and to set up a code or codes of practices for the general guidance of manufacturers, dealers, and traders of Sports Goods and further to simplify transaction relating to export of Sports Goods :
 - (4) to advise or represent to Government, Local Authorities, and Public Bodies on
 - (a) the policies and other measures, including direct and indirect taxation, adopted by them in relation to their effect on industry, or commerce :
 - (b) the steps to be taken by them to prevent any contraventions of the codes of practices laid down by the Council, by any of the persons concerned, where such contravention would effect the exports of Sports Goods :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 Sports Goods:
 - (5) to purchase hire or otherwise acquire and maintain suitable building, apartment, furniture and other fitting in any country for the establishment of show-rooms, emporia or other agencies like exhibitions for publicity in regard to Sports Goods or for the purpose of achieving any of the object for which the Company is established
 - (6) to establish and maintain museums, collection, libraries and compilation of literature and to translate, compile, collect, publish, lend, purchase or sell any literature connected with production, trade and commerce relating to Sports Goods ;
 - (7) to prepare, edit, print, polish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literature treating or bearing upon industry, trade or commerce, pertaining to Sports Goods and its substitutes ;
 - (8) to acquire, purchase or take on lease lands, building, or other immovable or movable property which the company may from time to time deem it necessary to acquire purchase or take on lease :

- (9) to sell, improve manage, develop, exchange, loan, sublet, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the company ;
- (10) to enter into contract for securing the objectives of the Council Vide Cl. 3.
- (11) (i) to draw, make, accept, endorse, discount and execute negotiable instruments,
(ii) to invest the monies of the company in any bank approved in this behalf by the
Union Government ;
- (12) to subscribe for, become a member of and co-operate with any other Association, whether incorporate or not, whose objects are, altogether or in part, similar to those contained in this memorandum and to obtain from and communicate to any such Association such information as may be likely to fulfil the objects of this company ;
and
- (13) to collect funds or subscription from the members as may be specified in the Articles of association ;
- (14) to do all such other lawful acts as may be conducive for the maintenance and increase of the export trade and commerce in Sports Goods or incidental to the attainment of the above object or any of them

provided that the company shall not support with its funds or endeavour to impose on or procure to be observed its members or other any regulation or restriction, which, if an object of the Company, would make it as trade union.

- 4. The object of the company shall extend to all the states and administration in the Union of India and also to every country in the World.
- 5. The liability of the Members is limited.
- 6. Every member of the company other than the official of Government undertakes to contribute to the assets of the company in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the company contracted prior to the date on which he ceases to be a member, and of a costs, charges and expenses of winding up the same, for adjustment of the rights of the contribution amongst themselves, such amount as may be required not exceeding Rs 500/-
- 7. The income and property of the company, whencesoever derived shall be applied solely for the promotion of its object as set forth in this Memorandum. No portion of the income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to person 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 ;

Provided that:-

- (a) 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 or out of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises lent to the company ;

- (b) no member shall be appointed to any officer under the company which is remunerated by salary, fees or in any other manner not excepted by clause (a) :
 - (c) 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 a member) or to any other person (not being a member) , in return for any services actually rendered to the company.

- 8. 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 to be determined by the members of the company at or before the time of dissolution or in default thereof, by the High Court of Judicature that has or may acquire jurisdiction in the matter.

- 9. True accounts shall be kept of the sums of money received and expended by the Council and the matter in respect of which such receipt and expenditure takes place, the property, credit and liabilities of the Council and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the council, the accounts shall be open to inspection of the members. Once at least in every year the accounts of the Council shall be examined and the correctness of the balance sheet and income and expenditure accounts ascertained by one or more properly qualified auditor or auditors.

- 10. 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 Central Government.

- 11. We, the several persons whose names, addresses, description and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association :-

Names, addresses, descriptions and occupations of subscribers.

	Name	Address	Description	Occupation	Signature	Signature of witness
1	Dr. A.S. Sharma	Block No. 5, Shahjahan Road, New Delhi	Jt. Development Commissioner, Small Scale Industries.	Government Service		
2	Shri Balwant Singh	Pioneer Sports Works (P) Ltd., Jullundur City	Managing Director, Pioneer Sports Works (P) Ltd, and President of Federation of Sports Industries, Jullundur	Business		
3	Shri Lal Singh	64, Chapel Street , Meerut Cant.	President, All Manufacturers Federations Meerut and Partner, Eagle Hosiery Works Meerut.	Business		
4	Shri C.L.Bahri	14-E Connaught Place, New Delhi.	General Manager, Uberoi Ltd	Business		
5	Shri Baldev Sahai	Khaliq Manzil Behind Indra Market, Subzimandi, Delhi	Secretary, Delhi Sports goods Manufacturers Association & of United Sports Traders (Delhi) Pvt Ltd (Delhi)	Business		
6	Shri R.L.Biswas	114, Sunder Nagar, New Delhi	Dy. Development Officer Min. of C&I	Government Service		
7	Shri M.S.Puri	Udyog Bhawan, New Delhi	Export Promotion Officer (Senior), Ministry of Commerce & Industry			

Articles of Association of
The Sports Goods Export Promotion Council

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Articles of Association of **The Sports Goods Export Promotion Council**

1. DEFINATIONS AND INTERPRETATION

1.1 DEFINITIONS:

In these articles, unless the context otherwise requires:

- (a) "Act" means the Companies Act, 1956 and includes any statutory modification or re-enactment thereof, for the time being in force;
- (b) "article" means an article forming part of these articles;
- (c) "auditors" means persons appointed, as such, for the time being, by the Council;
- (d) "Chairman" means the Chairman of the Council;
- (e) "Committee of Administration" or "Committee" means the Committee of Administration of the Council, constituted, as such, under these articles;
- (f) "Council" means the The Sports Goods Export Promotion Council ;
- (g) "extraordinary general meeting" means a extra-ordinary general meeting of the members of the Council; other than its annual general meeting referred to in article 16.1.
- (h) "general meeting" means a general meeting of the members of the Council;
- (i) "member" means a member of the Council;
- (j) "office" means the registered office for the time being, of the Council;
- (k) "panel" means a panel of the Council, constituted under these articles;
- (l) "prescribed" means prescribed by the Committee, by virtue of a power conferred by these articles;
- (m) "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;
- (n) "Regional Committee" means a Regional Committee constituted under these articles;
- (o) "Regional Chairman" means a Regional Chairman holding office under these articles;
- (p) "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;
- (q) "Secretary" means the Secretary of the Council and includes any officer of the Council performing secretarial functions;

- (r) "small scale industry" means an industry so specified by the Central Government, in its policy on the subject, as announced from time to time and tiny and cottage industries so specified in such policy;
- (s) "Vice-Chairman" means Vice-Chairman of the Council.

1.2 CERTIFICATE

For the purposes of determining whether an industry is a small scale industry the SSI Registration certificate issued by the Directorate of Industries of the State government shall be conclusive.

1.3 WORDS DEFINED IN THE COMPANIES ACT

Words and expressions used and not defined in these articles, but defined in the Act, shall have the meanings respectively assigned to them by the Act.

1.4 GENERAL CLAUSES ACT TO APPLY

The General Clauses Act, 1897, applies for the interpretation of these articles, as it applies for the interpretation of an Act of Parliament.

2. EXPORT-IMPORT POLICY

2.1 ARTICLES TO BE SUBJECT TO EXPORT IMPORT POLICY

The provisions of these articles shall be subject to those of the Export-Import Policy, as notified by the Central Government from time to time.

3. CATEGORIES OF MEMBERS AND ELIGIBILITY FOR MEMBERSHIP

3.1 CATEGORIES OF MEMBERS OF THE COUNCIL

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

- (a) associate Members;
- (b) ordinary Members

3.2 ASSOCIATE MEMBER

A person shall be eligible for admission to the Council as associate Member, on receiving the Import-Export Code Number from the Director General, Foreign Trade, Government of India, in respect of the product with which the Council is concerned.

3.3 ORDINARY MEMBERSHIP

In order to be eligible for ordinary membership of the Council a person must satisfy the following requirements namely:-

- (a) He or the entity represented by him must have been an associate members of the Council for at least two years.
- (b) He or the entity represented by him must have, to his or its credit during the three financial years immediately preceding average exports in respect of the product of not less than the amount mentioned below:-
 - (i) Small Scale Industries : Rs. 5 lakhs
 - (i) others : Rs. 15 lakhs

However, all existing members would continue to be ordinary members irrespective of any of the above criteria.

1. See also article 8.3. infra.

4. ELIGIBILITY FOR ELECTIONS

4.1 RIGHT TO VOTE, ETC. CONFINED TO ORDINARY MEMBERS

Only an ordinary member shall have the right to vote at, or to offer¹ self as a candidate at elections to various positions in the Council.

4.2 ELIGIBILITY OF ORDINARY MEMBERS

A candidate for election to any position in the Council must satisfy the following conditions, namely;

- a) he or the entity represented by him, must have, to his or its credit during the one financial year immediately preceding exports of the products f not less than the amount mentioned below:
 - i) Small Scale Industries: Rs. 25 lakhs
 - ii) Others : Rs. 50 lakhs

1. See also article 11.3; infra

5. APPLICATION FOR MEMBERSHIP

5.1 FORM OF APPLICATION

- (a) Application for membership of the Council as an ordinary or associate member shall be made to the Committee in the prescribed form.
- (b) Where no such form is prescribed for the time being, the application may be made by an ordinary letter.

- (c) The application shall, in every case, contain the following particulars:
- (i) Facts showing eligibility for membership
 - (ii) Whether the applicant is an individual, firm, company, co-operative society or any other type of entity.
 - (iii) Category of membership applied for.

5.2 ACCOMPANIMENTS

The application for membership shall be sent to the Secretary, together with:

- (i) a certificate of financial soundness from the applicant's bankers and
- (ii) a cheque for the prescribed entrance fee and annual fee.

5.3 DECISION ON THE APPLICATION

- a) the committee shall take a decision on the application for membership within two months and its decision shall be final.
- b) The decision of the Committee (whether of acceptance or rejection of the application) shall be communicated by the Secretary to the applicant.

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

6.1 ENTRANCE AND ANNUAL FEES

Members (other than nominated and co-opted members), shall pay such entrance fee and annual fee & any other fee as may be prescribed by General Body.

7. RESIGNATION BY MEMBERS

- (a) A member of the Council may resign, by giving to the Secretary notice in writing of his 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 him to the Council and for any other liability, which he might have incurred towards the Council.

8. DISQUALIFICATION FOR MEMBERSHIP OF COUNCIL

8.1 DISQUALIFICATION

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

- (a) he is found to be of unsound mind by a competent court;
- (b) he applies to be adjudicated as, or is adjudicated as, an insolvent;
- (c) he is convicted by a court of an offence involving moral turpitude and is sentenced, on such conviction, to imprisonment for not less than six months;¹
- (d) he, or any firm in which he is a partner, or any private company of which he is a Director, commits a violation of section 295 or section 299 of the Act;
- (e) he, becomes disqualified by an order of the court under section 203 of the Act;
- (f) he ceases to be a member of the entity which he represents or such entity ceases to be a member of the Council; or
- (g) his name is removed from the register of members under article 8.2

1. See also article 19.1, infra.

8.2 REMOVAL BY THE COMMITTEE

The Committee may, after giving a member reasonable opportunity of hearing, remove the name of that member from the Register of Members, either for a specified period or indefinitely:-

- a) if he has violated any condition for membership or
- b) if he has been in arrears in regard to the payment of membership fee or of any other amounts due from him to the Council for more than six months; or
- c) if he has been guilty of disorderly conduct at meeting of the Council or of the Committee; or
- d) if he has otherwise been guilty of conduct unbecoming of a member; or
- e) if he has become disqualified under article 8.1.

8.3 CONVERSION INTO ASSOCIATE MEMBERSHIP

The Committee may, after giving a member reasonable opportunity of hearing, convert the membership of an ordinary member into an associate membership, if his performance as an exporter of the product has, during the financial year immediately preceding been below the average mentioned in clause (b) of article 3.2.

9. CONDUCT OF ELECTIONS

9.1 DUTY OF COUNCIL

- a) It shall be the responsibility of the Council to ensure that elections to various posts in the Council are held in time.
- b) Elected members shall automatically retire on completion of their tenure.

9.2 FAILURE TO HOLD ELECTIONS

If a Council fails to ensure timely elections as provided in article 9.1, the Central Government may, after giving it a reasonable opportunity of being heard, order a fresh election to be held and may make such arrangements as may be necessary for that purpose.

9.3 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 FIRM

10.1 AUTHORISATION

- a) Any firm, which is a member of this council, shall, 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 this Council shall, by a resolution of its Directors (or any person in the position of Directors) authorise any of its Director 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 authorised 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 he represents, as if he 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 1st April in the year of voting;
- (b) right to requisition a meeting, as provided 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 prescribed conditions; 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 prescribed conditions.

11.2 ASSOCIATE MEMBERS

Without prejudice to any other rights conferred on associate members by the Memorandum of Association, of the Council, such 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 prescribed conditions;
- c) right to use all such facilities as may be made available from time to time by the Committee, on the prescribed conditions.

11.3 NOMINATED AND CO-OPTED MEMBERS

A nominated or co-opted member shall have no right to vote¹.

1.Cf. Article 4.1

12. VOTING RIGHTS

12.1 PERSONS WHO CAN VOTE

- (a) An ordinary member (or his authorized representative) shall alone be entitled to vote at the general meetings, including annual general meetings and extraordinary general meetings, of the Council.
- (b) Every such member shall have only one vote.
- (c) The Chairman shall have in addition a casting vote.

12.2 CHAIRMAN'S DECLARATION OF RESULT OF VOTING CONCLUSIVE

- (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 Chairman of a meeting shall be the sole judge of the validity of every vote tendered at such meeting.

13. SUSPENSION OF PRIVILEGES

13.1 NON-PAYMENT OF SUBSCRIPTION

If a member (ordinary or associate) fails to pay his annual Subscription by the 30th April, of the year for which it has become due, then

- (a) he shall not be entitled to exercise any right or privilege as such member and
- (b) the Committee may suspend his membership, which suspension shall remain operative until he pays the arrears and the Committee accepts in writing such arrears and restores his membership after revoking his suspension.

14. CHANGE IN INTERNAL CONSITUTION TO BE REPORTED

14.1 CHANGE IN CONSTITUTION

Where there is a change in the constitution for entity which is a member of the Council or a change in its authorised business activities, the change should be reported by the entity to the Committee within one month.

15. REGISTER OF MEMBERS

15.1 REGISTER

The Council shall keep a Register of Members (ordinary and associate)

And enter therein the following particulars of its members, namely:

- (a) the name, address and occupation of the member,
- (b) the name of the proposing and the seconding member of such member;
- (c) the class of membership of such member;
- (d) the date on which each member was entered in the register; and
- (e) the date on which he ceased to be a member.

16. MEETING OF THE COUNCIL

16.1 ANNUAL GENERAL MEETING

The Council shall hold a general meeting, which shall be styled its annual general meeting in accordance with the provisions of the Act.

16.2 BUSINESS

- a) 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.
- b) The notice calling the meeting shall specify it as the annual general meeting.

17. PROCEDURE AT MEETING OF THE COUNCIL

17.1 SCOPE OF THE ARTICLES

Subject to the provisions of the Act and of these articles, the provision of the following articles shall apply, in regard to meetings of the Council.

17.2 QUORUM

The quorum for a general meeting, shall be one 10th of the total number of ordinary members of the council or 15 members, whichever is lower.

17.3 VENUE

Annual General Meeting of the Council shall be held in the city in which the registered office of the Council is situated. However Extra Ordinary General Meeting of the Council may be held at any place as decided by the committee of Administration.

17.4 ADJOURNMENT

- a) If, after the expiration of half an hour from the time appointed for holding a general meeting of the Council, the quorum is not present then:

‘1’ See Article 17.2 (b) for quorum

‘1a’ As to adjournment generally see article 17.8 infra

1.b See also article 36.1 infra for quorum.

- (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 and at such other time and such other place (in the same city) as the Committee may determine.
- b) If even 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.

17.5 CHAIRMAN

- a) Chairman of the Council shall be entitled to take the chair at every general meeting of the Council.
- b) If there is no Chairman or if he is not present within 15 minutes from the time appointed for holding such meeting or, (if he is unwilling to act, then the Vice- Chairman of the Council (if present and willing) shall preside.

2. of section 174. Companies Act 1956

- c) If the Vice-Chairman is not present and willing, the members of the Committee who are present may choose a member of the Committee to preside at the meeting.
- d) If there be no member of Committee willing to take the chair, the ordinary members of the Council who are present shall elect one of themselves to be the Chairman of the meeting of the Council. '3'

17.6 ADJOURNMENT : GENERAL PROVISIONS

- a) The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and no business shall be transacted at the adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place. '4'
- b) No notice of the adjourned meeting shall be necessary, unless the meeting is adjourned for more than ten days '4a'.

17.7 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.

'3' As to Council meeting see Article 36.2 infra.

'4' Article 17.6 (a) to be further considered with reference to requisitioned meetings.

4 'a' As to adjournment for want of quorum see Article 17.4 infra.

- (b) A poll by secret ballot (before or on the declaration of the result of voting on any resolution on show of hands ---).
 - (i) may be ordered to be taken by the Chairman of the meeting, of his own notion;
 - (ii) shall be ordered by the Chairman, if it is demanded by at least five members having the right to vote on the resolution and present in person or by authorised representative.

17.8 MINUTES CONCLUSIVE

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 carried out ---.

- (a) unanimously; or
- (b) adopted by majority; or
- (c) lost, as the case may be.

18. COMMITTEE OF ADMINISTRATION

18.1 FORMATION OF THE COMMITTEE

- (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 27.

19. DISQUALIFICATIONS FOR MEMBERSHIP OF THE COMMITTEE

19.1 DISQUALIFICATION FOR MEMBERSHIP OF THE COMMITTEE

- (a) A person shall be disqualified for being, or for continuing as, a member of the Committee, if he becomes subject to any of the dis-qualifications 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 him 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 Regional Chairman and members who are nominated or co-opted), it shall be filled up by the Committee. Provided that when the vacancy is for a period not exceeding two months, the Committee may, if it so chooses, decide not to fill up the vacancy, so long as 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 original member.

20.2 MEMBER GOING OUT OF INDIA

If a member of the Committee (other than a nominated or co-opted member and other than the Regional Chairman) desires to go out of India, the following provisions shall apply.

- a) such member shall intimate to the Secretary the date of his expected return to India and obtain leave of absence from the Committee for a period not exceeding four months.

- b) If his absence is expected to exceed four months or if he does not obtain leave as above, his seat shall be deemed to fall vacant and the provisions of article 20.1 of these articles shall apply.
- c) If his expected absence does not exceed four months and he has obtained leave as aforesaid, the Committee may appoint such person as it thinks fit to be member of the Committee, for the period of absence of the member going out of India.

21. REGIONAL CHAIRMEN

21.1 REGIONAL CHAIRMEN

- a) Regional Chairman/Regional director shall be elected from amongst the members of the Committee of Administration every year.

22. REGIONAL COMMITTEES

22.1 FORMATION OF REGIONAL COMMITTEE

- a) The Committee of Administration shall 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 Committee of Administration.
- c) The Regional Committee shall consist of the following:
 - (i) the Regional Chairman, and
 - (ii) such number of other members as may be nominated by the Committee of Administration.

22.2 FUNCTIONS OF REGIONAL COMMITTEES

- (1) Each Regional Committee shall function under the general control, superintendence and direction of the Committee.
- (2) Each such Committee shall
 - (a) take steps to stimulate exports of the product from its region and
 - (b) perform such other functions as the Committee may lay down, from time to time.

23. PANELS

23.1 PANELS: COMPOSITION AND FUNCTIONS

- (a) The Committee may, from time to time, constitute panels to perform such functions as the Committee may lay down, and may define their composition.

24. FUNCTIONS OF THE COMMITTEE OF ADMINISTRATION

24.1 THE FUNCTIONS OF THE COMMITTEE

Functions of the Committee of Administration 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 the various Sub-Committees (where such Sub-Committees have been constituted).

- d) to arrange for the publication of reports and other documents issued by the Council;
- e) to collaborate in kindred activities with other Export Promotion Councils in India and similar bodies in foreign countries and with international organisations 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) from time to time, to make rules 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.

25. SEAL

25.1

- a) The Committee 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 appoint for the purpose; and these two members or other persons shall sign every legal instrument to which the seal of the Council is so affixed in their presence.

26. PROCEDURE OF THE COMMITTEE

26.1 CONDUCT OF MEETINGS OF THE COMMITTEE

- a) The Chairman of the Council shall, when present, preside at all meetings of the Committee.
- b) If the Chairman is not present at any meeting of the Committee, the Vice-Chairman shall preside at the meeting.
- c) In the absence of the Chairman and Vice-Chairman, the members of the committee present at the meeting shall elect one amongst themselves to be the Chairman of that particular meeting;1
- (d) At least four meetings of the Committee shall be held every year;

- (e) The Chairman may himself require the Secretary to call a meeting of the Committee at any time.
- (f) If a requisition in writing is made to the Chairman by not less than one-fifth of the members of the Committee having voting rights on the date of requisition but with a minimum of three, the Chairman 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 day's notice of every meeting of the Committee shall be given to each member of the Committee who shall, for the time being, be in India.
- (h) At any meeting of the Committee, one third of the total strength of the Committee (as then constituted) shall be the quorum,.1
- (i) Each member of the Committee, including the, Chairman shall have one vote and in case of tie the Chairman, shall ,in addition to his 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 they 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 record of the proceedings of the Committee shall be open for examination by the members of the Committee.

26.2 CHAIRMAN, VICE –CHAIRMAN, ETC. AND THE COMPOSITION OF THE COMMITTEE

26.3 CHAIRMAN'S TERM OF OFFICE

There shall be one Chairman who shall be elected by the Committee for a term of one year.

- (a) Shall retire accordingly.
- (b) Shall be eligible for re-election, provided that no person shall hold the post for more than two years continuously.

26.4 VICE-CHAIRMAN OF THE COMMITTEE

There shall be one Vice-Chairman who shall be elected by the Committee for a term of one year.

- (a) Shall retire accordingly.

- (b) Shall be eligible for re-election, provided that no person shall hold the post for more than two years continuously.

27.1 COMPOSITION OF THE COMMITTEE

- (1) The Committee of Administration shall have the following members:-
 - (a) Elected members with a minimum of nine and maximum of twenty.
 - (b) Nominated members not exceeding two in number.
- (2) Subject to the provisions of clause (1), the number of members of the Committee shall be laid down by rules made by the Committee.

27.2 RESERVATION

- (a) At least one third of the seats for the elected members of the Committee shall be reserved for representatives of small-scale industries.
- (b) Where any seat reserved under clause (a) of this article can not be filled up by a candidate or that reserved category that seat shall be deemed to be unreserved.

27.3 CO-OPTED MEMBERS

The Committee may co-opt such members, as it considers necessary for the efficient conduct of its business in relation to specific types of activities.

27.4 CERTAIN FURTHER PROVISIONS AS TO NOMINATED 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.
- (b) The Central Government may, at any time, require such a nominee to relinquish his office and may appoint another person in his place.

27.5 RETIREMENT OF ELECTED MEMBERS

- (a) At the Annual General Meeting, one third of the members of the Committee for the time being, or if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office.
- (b) The members of the Committee who retire each year shall be those who have been longest in office since their last election, but as between persons who become Member of the Committee on the same day, those, to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

27.6 ELECTIONS TO THE COMMITTEE AND RETURNING OFFICER

- (a) Election to the Committee (in respect of seats of elected members falling vacant) shall be conducted every year, well before the expiry of the term of the retiring members
- (b) The Committee shall appoint a returning officer for conducting elections.

28. RULES

Rules made by the Committee shall make provisions regarding the elections to the offices of the Chairman and Vice-Chairman, on matters not provided for the these articles.

29. CHAIRMAN OF THE COMMITTEE

29.1 COMMITTEE CHAIRMAN

- (a) The Chairman of the Council shall ordinarily be the Chairman of the Committee of the Council and shall be responsible for the proper functioning of the Council.

30. VICE-CHAIRMAN

30.1 VICE-CHAIRMAN

- (a) The Vice-Chairman, shall, in the absence of the Chairman, have the power to perform the duties of the Chairman.
- (b) The Vice-Chairman may also perform any other functions that may be entrusted to him by the Chairman.

31. REMUNERATION

31.1 NO RIGHT TO REMUNERATION

Members of the Committee shall not be entitled to any remuneration¹ for attending its meetings or for any other function performed by them as such members.

32. POWERS OF THE COMMITTEE

32.1 POWERS OF MANAGEMENT

- (a) The Committee 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 authorised 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 extraordinary 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.

33. RESOLUTION BY CIRCULATION

33.1 CIRCULATION

- (a) Any business which may be necessary for the Committee to transact may, if the Chairman so directs, be carried out by circulation of papers among all its members; and any resolution so circulated and approved by the majority of such members shall be as effectual and binding, as if the resolution had been passed at 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 seven clear 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 to all members of the Committee present in India and shall be recorded in the minutes of the next meeting of the Committee.

34. EXECUTIVE DIRECTOR, SECRETARY, OFFICERS AND OTHER EMPLOYEES

34.1 EXECUTIVE DIRECTOR

- (a) There shall be an Executive Director of the Council, who shall be under the control and direction of the Committee and shall be in overall charge of the administration of the Council; and shall supervise the work of all officers of the Council,
- (b) If necessary, the Council may have a Secretary, who shall however work under the administrative control of the Executive Director¹.

34.2 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) He shall keep accurate minutes of all the meetings of the Council and of the Committees.
- (c) He shall take proper care of all assets belonging to the Council.
- (d) He shall give notice to members, of all meetings of the Council or the Committee.
- (e) He shall duly notify members of their appointment, shall countersign all cheques signed by the Chairman or by any member or members of the Committee duly authorised in this behalf and shall collect all moneys due to the Council.
- (f) He shall prepare an Annual Report of the Council.

- (g) He shall generally perform all such functions as are incidental to his office or as may be assigned to him by the Committee or Executive Director, from time to time.

34.3 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.

34.4 EMPLOYEES (RULES REGARDING)

- (1) 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 previous approval of the Government officer competent to sanction his 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.

34.5 INTERNAL RESOURCES

At least 50 percent of the internal resources of the Council excepting those derived from Government grants shall be utilised for development activities like market studies, dissemination of trade information, buyer-seller meets, etc.

35. GENERAL MEETINGS

35.1 GENERAL MEETING OF THE COUNCIL

- (a) A general meeting of the Council shall be held within eighteen months of the incorporation of the Council and thereafter once at least in every calendar year on such date, (not being more than fifteen months after the preceding general meeting) and at such places, as the Committee 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 up to a date not earlier than the date of the meeting by more than six months shall be submitted.
- (c) Such meeting shall be called annual general meeting; and all other general meetings of the Council shall be called extra-ordinary general meeting.

35.2 BUSINESS FOR THE ANNUAL GENERAL MEETINGS

The ordinary business to be transacted at an annual general meeting of the Council shall be

- a) to receive and consider the accounts and the reports of the Committee and the auditors;
 - b) to place on record the names of the Committee members;
 - c) to appoint and fix the remuneration of the auditors.
-

35.3 REQUISITION FOR MEETING

If one-tenth of all the members having voting rights on the date of requisition, by requisition in writing setting forth the reasons therefor and signed by them and addressed to the Committee, request the Committee to call a meeting of the Council, the Committee shall, within 21 days of the receipt by it of the requisition, cause to be sent out a notice, calling a meeting of the Council, for such date and time as may be determined by the Committee.

35.4 NO RIGHT TO REMUNERATION

Members of the Council shall not be entitled to any remuneration² for attending its meeting or for performance any other functions as such members.

36. NOTICES OF MEETINGS

36.1 NOTICE HOW GIVEN

- (a) In regard to every annual general meeting, of the Council not less than fourteen day's notice to the members, specifying the place, date and hour of meeting (with a statement of the business to be transacted thereat) shall be given.
- (b) A notice may be given to any member either personally or by sending it by post or by fax or by a courier approved by the Committee to such member's registered address or (if a member has no registered address in India) to the address, if any, within India furnished by the member for the giving of notices¹.
- (c) Where a notice is sent by post, the service shall be deemed to have been effected at the expiry of 48 hours after it is posted, as provided in section 53 of the Act.

36.2 ADDRESS

If a member has no registered address in India and has not supplied to the Council an address within India for the giving of notice, a notice addressed to such member and advertised in a newspaper circulating in the neighborhood of the registered office of the Council shall be deemed to be duly given to such member, on the day on which the advertisement appears in the newspaper.

36.3 SERVICES OF NOTICE

- (a) Any notice required to be given by the Council to the members or any of them, and not expressly provided for by these articles, shall be sufficiently given, if given by

advertisement and any notice which is required to be, or which may be, given by advertisement shall be advertised once at least in one or more newspaper circulating in the neighborhood of the registered office of the Council.

- (b) The non-receipt by any, member, of any notice of meeting required by these articles to be given to the member, shall not invalidate any proceedings of any meeting or any resolution passed at any meeting.

37. PROCEEDING AT MEETINGS OF THE COUNCIL

37.1 BUSINESS AND QUORUM

No business shall be transacted at any meeting of the Council, unless the quorum laid down in article 17.2 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 17.4 shall apply.

37.2 CONDUCT OF MEETING: WHO TO PRESIDE

The provisions of article 17.5 shall apply regarding presiding at meetings of the Council.

37.3 VOTING

At any general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or such members as is provided in section 179 of the Act, and unless a poll is so demanded, a declaration by the Chairman 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 book of the proceedings of the meetings of the Council and signed by the Chairman shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour, or against, that resolution.

37.4 ADJOURNMENT

The Chairman of a meeting of the Council may, with the consent of the meeting, adjourn the same, from time to time, and 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.

37.5 VOTING CONFINED TO ORDINARY MEMBERS

No member other than an ordinary member of the Council shall vote at its meetings.

38. VOTES OF MEMBERS

38.1 VOTING

At any meeting of the Council, every Ordinary member present shall be entitled to one vote and in the event of an equality votes, the Chairman shall have a casting vote, in

addition to his own. No member shall nominate any other person to vote on his behalf; except as otherwise provided in these articles.

39. MINUTES

39.1 MINUTES

Minutes of the meetings of the Council shall be kept in the manner prescribed in section 193 of the Act.

40. BOOKS AND DOCUMENTS

40.1 BOOKS OF ACCOUNTS

The Committee shall cause to be kept proper books of accounts with respect to:

- (a) all sums of money received and spent by the Council and the matters in respect of which the receipt and expenditure took place;
- (b) all sales and purchases of goods by the Council; and
- (c) the assets and liabilities of the Council.

40.2 BOOKS WHERE KEPT

The books of accounts referred to in article 39.1 shall be kept at the Registered office of the Council or at such other places as the Committee thinks fit, and shall be open for inspection by the members of the Committee during office hours.

40.3 TIME AND PLACE

The Committee shall, from time to time, by rules determine whether and to what extent and at what times and places and under what conditions, the accounts and books of the Council or any of them shall be open for the inspection of the members (not being members of the Committee) and no member (not being member of the Committee) shall have any right to inspect any account or book or document of the Council, except as provided by law or authorised by the Committee or by a resolution of the Council in a general meeting.

Provided that the accounts and books of the Council shall be open for inspection by an officer duly authorised in this behalf by the Central Government for ascertaining or verifying the income and expenditure of the Council or for such other purposes as may by agreement between the Council and the Central Government, be specified in this regard.

40.4 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 at least fourteen days previous to the annual general meeting of the Council, be sent to the registered address of every member and a copy shall also be kept at the registered office of the Council for the inspection of members during a period of at least fourteen days before the meeting.

40.5 COPIES

After the Balance Sheet and Income and Expenditure Account have been laid before the members in the annual general meeting, three copies of the Balance Sheet signed by the Executive Director or Secretary, shall (in the case of Council incorporated under the Companies Act, 1956) be filed with the competent officer as required by the Companies Act 1956.

41. AUDITORS

41.1 AUDITORS

- (a) Auditors shall be appointed at the annual general meeting of the Council each year,
- (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.

42. BUDGET ESTIMATES

42.1 BUDGET

- (a) The Committee shall each year 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 in such form and on such date as may be specified by the Committee.

43. EXPENDITURE

43.1 EXPENDITURE

- (a) Subject to the provisions of these articles and the rules framed thereunder, the Committee may incur such expenditure as it may think fit and write off any sums and may delegate to the Chairman 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.
- (c) Subject to the provisions of any law of the time being in force, and subject to the provisions of these articles, to expenditure outside of India may be incurred by the Council and subject to its control by the Committee.

44. CUSTODY AND DISBURSEMENT OF FUNDS

44.1 CUSTODY RULES

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

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

45. INVESTMENT OF FUNDS

45.1 INVESTMENT

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 Government of India, in the Department of Public Enterprises, with reference to investments.

46. HEAD OFFICE

46.1 HEAD OFFICE OF THE COUNCIL

The Head Office of the Council shall be at New Delhi

47. ACTION PLANS

47.1 DUTY OF COUNCIL

- (1) The Council shall, from time to time, obtain from its members proposals for export and then prepare an integrated action plan for-
- (a) the promotion of exports
 - (b) the generation of production for exports
 - (c) the setting of exports targets generally and also in relation to specific countries and commodities)
- (2) Such plans shall be prepared for every financial year or for such longer or shorter period as may be considered desirable in the circumstances by the Council.
- (3) The Council shall make all possible efforts to secure prompt execution of such plans.

48. POWERS OF THE CENTRAL GOVERNMENT

48.1 POWER TO GIVE DIRECTIONS

- (1) The Central Government shall have power to give directions to the Council as to the performance of its functions, where the Government considers such directions to be necessary:
- (a) in the interests of national security; or
 - (b) in the interests of the national economy; or
 - (c) otherwise in the public interest.
- (2) 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.
- (3) The Council shall be bound to comply with all directions issued by the Central Government under sub-article (1) or (2) of this article 1 and all provisions contained in the Export-Import Policy of the Central Government for the time being in force.

FOREIGN COLLABORATION

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

49. ALTERATION IN ARTICLES

No addition to, modification in, or deletion of, any of these articles shall be made without the prior approval of the Central Government.

50. REPUGNANCY TO COMPANIES ACT.

Where, in relation to a Council to which the Companies Act, 1956 applies, there is a repugnancy between the provisions of these articles and the procedures of that Act, the procedures of the Act shall to the extent of the repugnancy overrule the provisions of these articles.

51. MODIFICATION DURING THE TRANSITIONAL PERIOD.

In order to effect 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 propose to the Central Government to make such additions to, or modification in these articles as it may consider appropriate during a period of three years from such adoption.

52. 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 generally or be in relation to a group of Councils or a particular Council where such a direction appears to be necessary in public interest.