

**SHELLAC AND FOREST PRODUCTS
EXPORT PROMOTION COUNCIL**

CONSTITUTION

SHEFEXIL

From: noreply@mca.gov.in
To: sepc@vsnl.net
Cc: sepc@vsnl.net; atullabh@rediffmail.com
Subject: Approval of SRN B64194491 dated 19-12-2012

Dear Sir/Madam,

This is to inform you that the eform Form 61 submitted on the MCA portal in respect of SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL vide SRN B64194491 dated 19-12-2012 has been Approved. This is an acknowledgment for the same.

In case of any further query or for all future communication of this request, please use your Service Request Number as the reference.

This is a MCA21 system generated mail for your information and necessary action. Please do not reply to this mail.

Notice: The information contained in this e-mail message and/or attachments to it may contain confidential or privileged information. If you are not the intended recipient, any dissemination, use, review, distribution, printing or copying of the information contained in this e-mail message and/or attachments to it are strictly prohibited. If you have received this communication in error, please notify us by reply e-mail or telephone and immediately and permanently delete the message and any attachments. Thank you

The above is approval of the Central Government Under section 25(8) of the Companies Act, 1956 to the amendments to Articles 20.1(a), 20.2, 27.1, 30.1 and 33.1 of the Articles of Association of the Council.

SHEFEXIL

From: noreply@mca.gov.in
To: sepc@vsnl.net
Cc: sepc@vsnl.net; atullabh@rediffmail.com
Subject: Approval of SRN B61501037 dated 08-11-2012

Dear Sir/Madam,

This is to inform you that the eform Form23 submitted on the MCA portal in respect of SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL vide SRN B61501037 dated 08-11-2012 has been Approved. This is an acknowledgment for the same.

In case of any further query or for all future communication of this request, please use your Service Request Number as the reference.

This is a MCA21 system generated mail for your information and necessary action. Please do not reply to this mail.

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The above is approval of the Central Government to the Special Resolution Under Section 31 of the Companies Act, 1956 passed on 28-09-2012 amending Articles 20.1(a), 20.2, 27.1, 30.1 and 33.1 of the Articles of Association of the Council.

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, पश्चिम बंगाल

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U91110WB1957NPL023474

मैसर्स SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL

के अंशधारकों ने दिनांक 27/01/2009 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम, 1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम-ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

मेरे हस्ताक्षर द्वारा कोलकाता में यह प्रमाण-पत्र, आज दिनांक चौबीस फरवरी दो हजार नौ को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, West Bengal

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

Corporate Identity Number : U91110WB1957NPL023474

The share holders of M/s SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 27/01/2009 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Kolkata this Twenty Fourth day of February Two Thousand Nine.



(DEBASISH BANDOPADHYAY)

कम्पनी रजिस्ट्रार / Registrar of Companies

पश्चिम बंगाल

West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL
VANIJA BHAWAN, 1/1 WOOD STREET, 2ND FLOOR., KOLKATA - 700016,
West Bengal, INDIA

GOVERNMENT OF INDIA

MINISTRY OF COMPANY AFFAIRS

West Bengal

Nizam Palace, 2nd MSO Building, 234/4, 2nd Floor, Acharya Jagdish Chandra Bose Road,
Kolkata - 700020, West Bengal, INDIA

Corporate Identity Number : U91110WB1957PTC023474

Fresh Certificate of Incorporation Consequent upon Change of Name

IN THE MATTER OF M/s SHELLACC EXPORT PROMOTION COUNCIL

I hereby certify that SHELLACC EXPORT PROMOTION COUNCIL which was originally incorporated on FOURTH day of JUNE NINETEEN FIFTY SEVEN under the Companies Act, 1956 (No. 1 of 1956) as SHELLACC EXPORT PROMOTION COUNCIL having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A09861923 dated 08/02/2007 the name of the said company is this day changed to SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Kolkata this EIGHTH day of FEBRUARY TWO THOUSAND SEVEN.

Varunija Bhawan
1/1, Wood Street
2nd floor,
Kolkata 700016



(DEBASISH BANDOPADHYAY)

By Registrar of Companies
West Bengal

Telegram:COMPYLADIR
Fax :033-2247-0958.
E-mail: rdeast@sb.nic.in
rdeast@wb.nic.in



Telephone :2287-7390
2287-3156
2287-3404

GOVERNMENT OF INDIA
Ministry of Company Affairs
Office of the Regional Director, Eastern Region
"Nizam Palace", 2nd M. S. O. Building, 3rd Floor
234/4, Acharya Jagadish Chandra Bose Road,
KOLKATA - 700 020

No. **RD/T/14009/25(8)/07/**

Dated:-06-02-07

To

M/s. Shellac Export Promotion Council,
"Vanijya Bhawan",
International Trade Facilitation Centre,
1/1, Wood Street, 2nd Floor,
Kolkata-700 016.

Sub:- Application Under Section-25(8) for approval to change of name and alterations in the objects clauses of the Memorandum of Association of the Council

Sir,

With reference to your application dated 10-01-2007, I, U. C. Nahta, the Regional Director, Eastern Region, Ministry of Company Affairs, Kolkata in exercise of the power conferred upon me by clause (a) of sub-section (8) of Section 25 of the Companies Act, 1956 (Act No. 1 of 1956) read with the Government of India in the erstwhile Department of Company Affairs, Notification No.288(E) dated 31-05-1991, hereby approve (i) the change of name of your company from "Shellac Export Promotion Council" to "Shellac and Forest Products Export Promotion Council" and (ii) substitution of the existing clause 3 of the Memorandum of Association of the Company by the new clause 3 of the Memorandum of Association, as approved by the members of the company, in the Annual General Meeting held on 09-12-2006 (copy enclosed as Annexure 'A')

2. This approval is accorded subject to compliance with the formalities under sections 17, 18, 21 and Section 23 of the Companies Act, 1956.

3. You are advised to file a certified copy of the Memorandum of Association containing the above mentioned alterations, with the Office of the Registrar of Companies, West Bengal as well as this Directorate within one month from the date of issue of this letter.

Encl:

Yours faithfully,

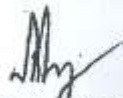
(U. C. NAHTA)
REGIONAL DIRECTOR

S E C O N D
CERTIFICATE OF INCORPORATION
COMPANY NO.21-23474

I hereby certify that THE SHELLAC EXPORT PROMOTION COUNCIL was incorporated on the Fourth day of June One thousand nine hundred and Fifty Seven under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

Issued at Calcutta this the Twenty Fourth day of July Two thousand One.




(A. CHAUBHURY)
সহকারী কമ്പানী রজিষ্টার
Asst. Registrar of Companies
কলিকতা/কলকাতা/West Bengal

Memorandum of Association
of
SHELLAC AND FOREST PRODUCTS
EXPORT PROMOTION COUNCIL

Registered under Companies Act.
(Company Limited by Guarantee)

NAME

1. The name of the Company is "Shellac and Forest Products Export Promotion Council".

REGISTERED OFFICE

2. The registered office of the Company will be situated at Calcutta in the State of West Bengal.

OBJECTS

3. The Objects for which the Company is established are :
 - (i) To support, protect, maintain, increase and promote the exports of Shellac and other Minor Forest Produce and their value added products hereinafter referred to generally as Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time, 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 ad hoc 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 price, market preferences, reception accorded to actual deliveries of Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time and other connected matters;
 - (d) conducting propaganda regularly and continuously so as to bring to the notice of the dealers and the public in the foreign countries the advantages of trade and commerce with India in Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices

Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time;

- (e) collecting statistics and other information regarding the growing, import manufacture, trade or ultimate use of Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time, in various countries;
- (f) propagating information useful to the growers, manufacturers and traders in Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time, by lectures, discussions, books, correspondence or otherwise;
- (g) laying down or maintaining liaison with any agency which has been set up for laying down the standards or quality and packing in respect of Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India, intended for export;
- (h) setting up an organization or maintaining liaison with an organization which has been set up for performing such functions as are necessary to attain the standards of quality and packing laid down, including the conducting of inspection of Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) intended for export, with this end in view;
- (i) deputing the officers of the Company to witness the inspection of Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) exported, in foreign countries, where such inspection is being conducted by the authorities in the importing countries;
- (j) deputing the officers of the Company to witness the survey of Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce, Government of India for time to time 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 Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as stated above;
- (k) enquiring and investigating into complaints received from foreign importers or Indian exporters in respect of the quality, description or other particulars of Shellac and Other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by Ministry of Commerce & Industry, Government of India from time to time 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 grower, importer, manufacturer or exporter of Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) regarding the methods to be adopted to obviate such complaints of a similar nature in future;
 - (l) making such recommendations as may be necessary or expedient to Government and public bodies like Chamber of Commerce and such other associations of manufacturers, growers and labour which are recognized by Government, where the Company on investigation of a complaint received by and it is satisfied about its genuineness and that the same has been caused by the willful or negligent act or acts of the grower, importer, manufacturer or exporter of Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board);
 - (m) acting as arbitrators or nominating arbitrators or valuers in the settlement of disputes and differences arising out of the transactions relating to exports of Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) between parties who agree to refer the disputes to the Company;
 - (n) communicating with Chambers of Commerce and other mercantile and public bodies throughout India to concert and promote measures for the promotion and advancement of export of Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time;

- (ii) to keep constant communication with Chambers of Commerce or other mercantile and public bodies throughout the world with a view to taking appropriate and necessary measures for maintaining or increasing the exports of Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time;
- (iii) to enunciate just and equitable principles to govern the trade in Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time and to set up codes of practices for the general guidance for growers, manufacturers and traders, importers and exporters of Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time and further to simplify transactions relating to exports of Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time;
- (iv) 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 contravention of the codes of practices laid down by the Council, by any of the persons concerned, where such contravention would affect the exports of Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board). 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 Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board).
- (v) to purchase, hire or otherwise acquire and maintain suitable buildings, apartments, furniture and other fittings in any country for the establishment of show-rooms, emporia or other agencies for publicity with regard to Shellac and other Minor Forest Produce and their value added products and in respect of multi product exporters having their head office/registered

- office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as stated in the main objects here-in-before or for the purpose of achieving for attainment of main objects for which the Company is established;
- (vi) to establish and maintain museums, collections libraries and compilations of literature and to translate, compile, publish, lend, purchase or sell any literature connected with trade and commerce relating to Shellac and other Minor Forest Pruduce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time;
 - (vii) to prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literature treating or bearing upon industry, trade or commerce, pertaining to Shellac and other Minor Forest Pruduce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time;
 - (viii) to acquire, purchase or take on lease lands, buildings or other immovable or movable property which the Company may from time to time deem it necessary to acquire, purchase or take on lease;
 - (ix) 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;
 - (x) to enter into contracts;
 - (xi) (i) to draw, make, accept, endorse, discount and execute negotiable instruments;
(ii) to invest the moneys of the Company in any Bank approved in this behalf by the Union Government;
 - (xii) 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 fulfill the objects of this Company; and
 - (xiii) to do all such other lawful things as are incidental or conducive for the maintenance and increase of the export, trade and commerce in Shellac and other Minor Forest Pruduce and their value added products and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by Ministry of Commerce & Industry, Government of India from time to time or to the attainment of the above objects or any of them.

Provided that the Company shall not support with its funds or endeavor to impose on or procure to be observed by its Members or others any regulation or restriction which, if an object of the Company, would make it a trade union.

4. The objects of the Company shall extend to every country in the world.
5. The liability of the Members is limited.
6. Every Member of the Company, other than the officials of Government, undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding Rs. 500/-.
7. (1) the incomes and property of the Company whence-soever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum;
(2) no portion of the income or property aforesaid shall be paid or transferred directly or indirectly by way of dividend, bonus or loans or otherwise howsoever by way of profit to persons who at any time are or have been members of this 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 of out-of-pocket expenses, reasonable and proper interest on money lent or reasonable and proper rent on premises let to the Company.
 - (b) no Member shall be appointed to any office 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 Members) or to any other person (not being a Member) in return for any services actually rendered to the Company.
8. The seventh and tenth paragraph and Article 65 are conditions subject to which a licence is granted by the Central Government to the Company in pursuance of Section 25 of the Companies Act, 1956.
9. If upon the winding up or a dissolution of the Company there remains after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed among the Members of the Company but shall be given or transferred to such other institution having objects similar to the objects of the Company to be determined by the High Court of Judicature at Calcutta as may have or acquire jurisdiction in the matter.
10. No change, alteration or modification shall be made to this Memorandum for the time being in force unless the change, alteration or modification has been previously submitted to and approved by the Central Government.

We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed, are desirous of being formed into a Company not for profit in pursuance of the Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Sl. No.	Name and Signature	Address	Description	Occupation	Witness to Signature
1.	C.R.B Menon	1. Council House St., Calcutta	Director General of Commercial Intelligence & Statistics	Govt. Service	M. Banerjee Research Officer, Directorate of Industrial Statistics 1, Council House Street Calcutta
2.	Mark Russell	Angelo Bros. Cossipore, Calcutta	Technical Officer	Scientist	
3.	A.M. Arathoon	11, Stephen House, Calcutta	Mg. Director A.M. Arathoon & Co. Ltd	Merchant	
4.	G. S. Jayaswal	20, Mangoe Lane, Calcutta	Mg. Director R. K. Jayaswal (P) Ltd.	Business	
5.	Desh Raj Kaira	10-1, Portuguese Church Street, Calcutta-1	Mg. Director A.M. Jordan Ltd. Windsor House, Cal-1	Business	
6.	B.C Mallik	1, Hastings Street, Calcutta-1	Director of Industries, West Bengal, Calcutta	Govt. Service	
7.	Pritam Singh	Ranchi, Bihar	Secretary, Indian Lac Cess Committee, Ranchi	Service	
8.	B. N. Choudhuri	Lalpur Shellac Factory, Ranchi	Managing Partner, Lalpur Shellac Factory, Ranchi	Business	
9.	S. V. Puntambekar	Indian Lac Research Institute, Namkum, Ranchi,	Director Indian Lac Research Institute, Namkum, Ranchi	Service	

Articles of Association
of
SHELLAC AND FOREST PRODUCTS
EXPORT PROMOTION COUNCIL

Registered under Companies Act.
(Company Limited by Guarantee)

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1. DEFINITIONS 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 Comitée of Administration of the Council, constituted, as such, under these articles;
- (f) "Council" means the Shellac and Forest Products Export Promotion Council;
- (g) "extraordinary general meeting" means an extra-ordinary general meeting of the members of the Council¹; 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 recognised 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;

¹ Article 1(1) (a) defining "Act" may be suitably modified if the Council is a registered society.

- (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 Member of the Council for at least three 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 ¹ :

(i) Small Scale Industries	Rs. 10 Lakhs
(ii) Others	Rs. 25 Lakhs

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 offer² 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 of not less than the amount mentioned below :

(i) Small Scale Industries	Rs. 25 Lakhs
(ii) Others	Rs. 1 Crore

- (b) Where a person is standing for election as Chairman or Vice-Chairman or Regional Chairman etc, he, or the entity represented by him, must have, to his or its credit, during the one financial year immediately preceding, exports of the product, of not less than rupees 2 crores.

¹ See also article 8.3; *infra*

² 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 [or form contained in the Schedule¹]
- (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 three 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 and any other fee as may be prescribed.

¹ Schedule to be added in suitable form, where the Council considers it appropriate to have a Schedule

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 applied 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 months¹;
- (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

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 meetings of the Council or of the Committee;
or

¹ See also article 19.1, *infra*

- (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 years 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 the 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, by consent of all partners, authorise 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.

12. VOTING RIGHTS

12.1 Persons who can vote

- (a) An ordinary member (or his authorised 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 association) 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.

¹ Cf. Article 4.1

14. CHANGE IN INTERNAL CONSTITUTION 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 MEETINGS OF THE COUNCIL

17.1 **Scope of the Articles**

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

17.2 Quorum

- a) No business shall be transacted at any general meeting, unless the requisite quorum is present at the commencement of the business.
- b) The quorum for a general meeting shall be one tenth of the total number of ordinary members of the Council.

17.3 Venue

Every general meeting of the Council shall be held in the city in which the registered office of the Council is situated at such place as may be decided by the Committee.

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 quorum¹ is not present then;
 - (i) If the meeting is convened by or upon the requisition of the members, it shall stand dissolved.
 - (ii) in any other case, the meeting shall stand adjourned to the same day, after one week (if that day is not a public holiday) at the same time and place or to such other day 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.
- 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 Council³.

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

² of Section 174, Companies Act 1956

³ As to Council meeting see Article 36.2 *infra*

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.
- 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.

'4' Article 17.6 (a) to be further considered with reference to requisitioned meetings.
'4a' As to adjournment for want of quorum see Article 17.4 *infra*

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 disqualifications 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 prescribed¹

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 Chairmen and members who are nominated or co-opted), or the Executive Director, 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 the number of vacancies so left unfilled does not exceed three.
- b) A person appointed to fill up a casual vacancy shall hold office only for the remainder of the term of the original member.

20.2 Member going out of India

If a member of the Committee (other than a nominated or co-opted member or the Executive Director 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.

¹ Cf. article 8.1

21. REGIONAL CHAIRMAN

21.1 Regional Chairman

- a) Regional Chairmen shall be ex-officio members of the Committee of Administration.
- b) Their election shall be held along with elections to the Committee and shall be regulated by rules to be made by the Committee.

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 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 quorum²;
- 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.

¹ As to Council compare article 17.5

² As to quorum for Council meetings, see article 36.1

27. CHAIRMAN, VICE-CHAIRMAN, ETC, AND THE COMPOSITION OF THE COMMITTEE.

27.1 Composition of the Committee

- 1) The Committee of Administration shall have the following members;
 - a) elected members with a minimum of ten and maximum of twenty;
 - b) nominated members, not exceeding three in number;
 - c) Executive Director by virtue of his office.

27.2 Reservation

- a) At least six of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the **Shellac and Lac based product** industry.
- b) At least three of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the **Vegetable Saps & Extracts of Herbs** industry.
- c) At least three of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the **Guar Gum** industry.
- d) At least three of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the **Sesame seeds** industry.
- e) At least one of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the **Herbs** industry.
- f) At least one of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the **Fixed Vegetable, Oil, Cake and others** industry.
- g) At least one of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the **Other Vegetable Materials** industry.
- h) At least one of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the **Niger seeds** industry.
- i) At least one of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the **North Eastern region**.

Reservation as above has been provided based on percentage contribution of each product group subject to a minimum of one member and six seats to Shellac and Lac product group which will be reduced to three after 3 years.

27.3 Co-opted Members

- a) 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.
- b) A co-opted member will be entitled to continue as a member of the Committee upto the date of the next Annual General Meeting of the Council.

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-terminous with the term of the Committee. Provided that, if a member is nominated during the term of the Committee his term of office shall be such as the Central Government may specify.

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

27.5 Retirement of elected members

All of the elected members of the Committee shall automatically retire on the completion of two years of their term but shall be eligible for re-election.

27.6 Chairman of the Committee

The Chairman shall hold office for a period of two years and

- (a) Shall retire accordingly ; and
- (b) Shall not be eligible for re-election without having a gap of four years.

27.7 Vice-Chairman of the Committee

- (a) There shall be one Vice Chairman of the Council.
- (b) Once the Committee is formed, any member of the Committee can offer himself for the post of Vice-Chairman.
- (c) The Vice-Chairman shall be elected for a term of two years through e-Voting by the members eligible to vote, irrespective of sub – divisions of panels.
- (d) On retirement of the Chairman after completion of his term of two years, the Vice-Chairman shall be endorsed by the Committee to succeed the Chairman unless he is unwilling to accept Chairmanship or he has incurred any of the disqualifications enumerated in Article 8.
- (e) The Vice Chairman shall be removed by a no-confidence vote not less than the two-third members of the Committee of Administration. The resolution regarding no-confidence will have to be put to vote similar to procedure followed during the election to the post of Vice Chairman.
- (f) Any member having held the post of Vice-chairman can come back as Vice-chairman only after the gap of four years.

27.8 Election to the Committee

- (a) Election to the Committee (in respect of seats of elected members falling vacant) shall be conducted every two years through the e-Voting, well before the expiry of the term of the retiring members.
- (b) The Committee shall appoint an independent scrutinizer for conducting election of the Committee.

27.9 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 these articles.

28. CHAIRMAN OF THE COMMITTEE

28.1 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.

29. VICE-CHAIRMAN

29.1 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.

30. REMUNERATION

30.1 No Right of Remuneration

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

31. POWERS OF THE COMMITTEE

31.1 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.

32. RESOLUTION BY CIRCULATION

32.1 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.

¹ As to Council members, see article 34.4 *infra*

33. EXECUTIVE DIRECTOR, SECRETARY, OFFICERS AND OTHER EMPLOYEES

33.1 Executive Director

- a) There shall be an Executive Director of the Council and he shall also be an ex-officio member of the Committee of Administration. However, the Executive Director shall not have any voting right;
- b) The Executive Director of the Council shall be in overall charge of the administration of the Council, and shall supervise the work of all officers of the Council¹;
- c) Despite the Executive Director being a member of the Committee of Administration, the Executive Director shall be under the control and direction of the Committee of Administration;
- d) If necessary, the Council may have a Secretary, who shall however work under the administrative control of the Executive Director.

33.2 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.

33.3 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.

33.4 Employees (rules regarding)

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

¹ Provision regarding Executive Director may be deleted, where not required.

- 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.

33.5 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.

34. GENERAL MEETINGS

34.1 General Meetings of the Council

- a) A general meeting of the Council shall be held within eighteen months of the incorporation of the Council and thereafter 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 despatch 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 extraordinary general meetings¹.

¹ The member of 'extra' ordinary general meeting to be checked.

34.2 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.

34.3 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.

34.4 No Right to Remuneration

Members of the Council shall not be entitled to any remuneration¹ for attending its meeting or for performance of any other functions as such members.

35. NOTICES OF MEETING

35.1 Notice how given

- (a) In regard to every annual general meeting of the Council not less than fourteen days' 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 notices².
- (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.

¹ Cf. Article 30.6 as to Committee members.

² Addition regarding fax/courier to be noted.

35.2 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 neighbourhood 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.

35.3 Service 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 neighbourhood 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.

36. PROCEEDING AT MEETING OF THE COUNCIL

36.1 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.

36.2 Conduct of Meeting : Who to Preside

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

36.3 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 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.

36.4 Adjournment

The Chairman of a meeting of the Council may, with the consent of the meeting adjourn the same from time to time but no business shall be transacted at any such adjourned meeting; other than the business left unfinished at the meeting from which the adjournment took place.

36.5 Voting Confined to Ordinary Members

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

37. VOTES OF MEMBERS

37.1 Voting

At any meeting of the Council, every Ordinary member present shall be entitled to one vote and in the event of an equality of 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.

38. MINUTES

38.1 Minutes

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

39. BOOKS AND DOCUMENTS

39.1 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.

39.2 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.

39.3 Time and Place

The Committee shall, from time to time, by rules determine whether and to what extent and at what times and place 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.

39.4 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.

39.5 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 a Council incorporated under the Companies Act, 1956) be filed with the competent officer as required by the Companies Act 1956.

40. AUDITORS

40.1 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.

41. BUDGET ESTIMATES

41.1 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.

42. EXPENDITURE

42.1 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 for 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.

43. CUSTODY AND DISBURSEMENT OF FUNDS

43.1 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.

44. INVESTMENT OF FUNDS

44.1 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.

45. HEAD OFFICE

45.1 Head office of the Council

The Head Office of the Council shall be at "Vanijya Bhawan", International Trade Facilitation Centre, 1/1, Wood Street, 2nd Floor, Kolkata - 700 016

46. ACTION PLANS

46.1 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.

47. POWERS OF THE CENTRAL GOVERNMENT

47.1 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-articles (1) or (2) of this article¹ and all provisions contained in the Export-Import Policy of the Central Government for the time being in force.

47.2 Foreign Collaboration

All agreements between the Council and any foreign collaborator shall require prior approval of the Central Government².

48. 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 Government³.

49. 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.

50. 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.

51. 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.

1. This should be better contained in legislation on subordinate legislator
 2. This provision.....legislation
 3. This provision.....subject