

NEW ARTICLES/BYELAWS

of

CHEMEXCIL



Basic Chemicals, Cosmetics & Dyes Export Promotion Council

(Set-up by Ministry of Commerce & Industry, Government. of India)

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BASIC CHEMICALS, COSMETICS & DYES EXPORT PROMOTION COUNCIL
(Set- up by Ministry of Commerce & Industry, Govt. of India)

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ARTICLES / BYE LAWS

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ARTICLES/BYE LAWS

Basic Chemicals, Cosmetics & Dyes **Export Promotion Council**

INTRODUCTION:

Basic Chemicals, Cosmetics & Dyes Export Promotion Council popularly known as CHEMEXCIL is set up in accordance with the policy laid down in regards * by the Ministry of Commerce & Industry Government of India in the year 1963 with the objective of promoting exports of the following items from India to various countries abroad. These items have been grouped into IV separate panels:

Panels:

- Panel - I : Dyes and Dye Intermediates
- Panel - II : Basic Inorganic & Organic Chemicals, including Agro Chemicals
- Panel - III : Cosmetics, Soaps, Toiletries & Essential Oils
- Panel - IV : Specialty Chemicals, Lubricants & Castor oil

It is 'one contact point' for sourcing information on any of the above products from India.

****As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019***

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions:

In these articles, unless the context otherwise requires:

- a) **“Act”** means the Companies Act, 2013 read with relevant rules and includes any statutory modification or re-enactment thereof, for the time being in force;
- b) **“Article”** - Article means article forming part of these articles or articles accepted as modified or altered by the following articles, the regulations of Table H in Schedule I of the Companies Act, 2013 will apply so far as the circumstances of the case permit;
- 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 or CoA of the Council constituted as such, under these articles;
- f) **“Competent Court”** means the Court established by law.
- g) **“Council”** means the Basic Chemicals, Cosmetics & Dyes Export Promotion Council;
- h) **“Executive Director”** means Executive Director of the Council.*

****As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019***

- i) **“Extraordinary General Meeting”** means an Extra-Ordinary General Meeting of the members of the Council; other than its Annual General Meeting referred to in article 16.1.
- j) **“Firm”** means Member Exporters Company.
- k) **“General Meeting”** means a general meeting of the members of the Council
- l) **“Member”** means a member of the Council;
- m) **“MSME”** means industries specified by Central Government as a Micro, Small & Medium Enterprises in its policy on subject, as announced from time to time.
- n) **“Office”** means the registered office for the time being, of the Council
- o) **“Panel”** means a panel of the Council, constituted under these articles;
- p) **“Prescribed”** means prescribed by the Committee, by virtue of a power conferred by these articles;
- q) **“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;
- r) **“RCMC”** means Registration Cum Membership Certificate issued by Council as per Foreign Trade Policy or Hand book of Procedures-Vol. I.
- s) **“Regional Chairman”** means a Regional Chairman holding office under these articles;

- t) **“Regional Committee”** means a Regional Committee constituted under these articles;
- u) **“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;
- v) **“Secretary”** means the Secretary of the Council and includes any officer of the Council performing Secretarial functions;
- w) **“Status Holder”** means a Member Company which falls within the category of Status Holder as per Foreign Trade Policy.
- x) **“Vice-Chairman”** means Vice-Chairman of the Council.

1.2 Certificate

For the purposes of determining whether an industry is a – MSME, Registration Certificate issued by the Government of India shall be conclusive.

- i. SIA Certificate: Certificate of Secretariat for Industrial Assistance issued by Ministry of Commerce & Industry, Department for Promotion of Industry and Internal Trade, Govt. of India, New Delhi.

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 the 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 firm or an entity *shall be eligible for admission to the Council as Associate Member, on receiving the Import-Export Code Number from the Director General of Foreign Trade, Government of India, in respect of the product with which the Council is concerned.

****As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019***

3.3 Ordinary Member

In order to be eligible for ordinary member of the Council, a -firm must satisfy the following requirements, namely:

- a. A firm or an entity, * must have been an associate Member of the Council for the last three years.
- b. A firm or an entity,* must have, paid membership fees during the last three financial years as well as for the current financial year on or before 30th June. An average exports in respect of the product, of not less than the amount mentioned below:

i.	MSME	:	Rs.10 lakhs
ii.	Others	:	Rs.25 lakhs

****As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019***

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 offer its representative as a candidate at elections to various positions in the Council as per article 10.1 (a).

4.2 Eligibility of ordinary members

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

- a. The firm represented by him/her, must have, to his or her credit, during the one financial year immediately preceding, exports of the products falling under purview of Council of not less than the amount mentioned below:
 - i. MSME : Rs.25 Lakhs
 - ii. Others : Rs. 1 Crore
- b. Where a representative of the firm is standing for election as Chairman or Vice – Chairman or Regional Chairman he or the entity represented by him or her, must have, to his or her credit, during the one financial year immediately preceding, exports of the products falling under purview of Council of not less than Rupees 2 crores.
- c. Candidate should represent the Industry which is member of the Council for the products coming under the purview of Council.
- d. Candidate shall not be eligible to be appointed unless he has been allotted the Director Identification Number (DIN) under Section 154 of the Companies Act, 2013.

- e. Candidate applying for nomination for election under Manufacturer Exporter should submit Bank Certificate of Realization or * Certificate from Auditor of the company who signs the balance sheet in support of their fulfilment of condition under Para 4.2 (a) wherein products & FOB value of exports are given.
- f. Also members contesting election should be predominantly exporter of the items coming under the purview of the Council.
- g. For contesting the election for Merchant Exporter Panel the member company has to have 75% exports of products coming under the purview of the Council and should submit a Certificate from Auditor of the company who signs the balance sheet.
- h. Member exporters under the categories of MSME cum ME and LSM cum ME shall be eligible to contest election or cast vote only under MSME and LSM categories. They shall not be eligible to contest elections or cast vote for ME Panel.

5 APPLICATION FOR MEMBERSHIP

5.1 Form of Application

- a) Application for membership of the Council as an ordinary & associate member shall be made to the Council in the prescribed form.
- b) The application shall, in every case, contain the following particulars:
 - i. Facts showing eligibility for membership
 - ii. Whether the applicant is a HUF/proprietary - firm, company, co-operative society, LLP or any other type of entity.
 - iii. Category of membership applied for.
 - iv. Details of product with “HS” code coming under purview of the Council.

5.2 Accompaniments:

The application for membership shall be sent to the Secretary or Executive Director of the Council along with the documents as per the guidelines or advisories or instructions from DGFT from time to time. *

****As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019***

5.3 Decision on the application

- a. The Council's Secretariat shall take a decision on the application for membership within three months and its decision shall be final. However, the Secretariat may update the acceptance or rejection of the application to the CoA. *
- b. Council's decision of acceptance or rejection of the membership application shall be communicated by the Secretariat or Executive Director of the Council to the applicant.

5.4 Commencement of membership

Where the application for membership is accepted by the Council's Secretariat, the membership of the applicant shall commence from the - date of receipt of the payment & admission of the membership of the Council and shall be applicable for that particular financial year.

****As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019***

6 FEES FOR MEMBERSHIP

Entrance and annual fees

- 6.1** Member (other than nominated and co-opted members) shall pay such entrance fee and annual fee as may be prescribed by the Committee of Administration.
- 6.2** Membership fees shall be paid on Financial Year basis.
- 6.3** Membership fees can be reviewed by CoA and approved in AGM or EGM.
- 6.4** Membership fees for 3 years shall be accepted with undertaking for recovering the difference if any with respect to changes in the fees & no refund in case of cancellation of membership due to any reasons.

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 there upon cease to be a member, either immediately or from such date as may 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 DISQUALIFICATIONS FOR MEMBERSHIP OF COUNCIL

8.1 Disqualification as a Member of the Council

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

- a. The representative of the firm is found to be in state of unsound mind by a competent court and the firm refuses to replace its representative;
- b. Firm or its representative applies to be adjudicated as, or is adjudicated as an insolvent;
- c. The representative of a firm 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;
- d. Firm in which the representative is a partner, or any - company in which the representative is a Director, commits a violation of Section 164 (2) of the Act;
- e. The firm or its representative becomes disqualified by an order of the court under section 164 of the Act;
- f. The representative of the firm ceases to be a member of the entity which one represents or such entity ceases to be member of the Council; or
- g. The name of the representative 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 if:

- a. Firm has violated any condition for membership or its representative has violated any condition of the membership and firm refuses to replace him/her;
- b. Firm has been in arrears in regard to the payment of membership fee or of any other amounts due from them to the Council for more than six months;
- c. Firm or its representative has been guilty of disorderly conduct at meetings of the Council or of the Committee.

- d. Firm has otherwise been guilty of conduct unbecoming of a member;
- e. Firm has become disqualified under article 8.1.

8.3 Conversion into Associate Membership:

The Committee may convert the membership of an Ordinary member in to Associate member: -

- a) If any Ordinary member does not fulfill its export performance as an exporter of the products for immediately preceding three years' average as mentioned in Clause (b) of Article 3.3.
- b) However, the Committee, may after giving a member reasonable opportunity of hearing, convert the membership of an ordinary member into an associate membership. *

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.

**** As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019***

9.3 Mode of conduction of elections

In order to make the Council truly democratic & participative in nature and for better governance & transparency, the criteria for Council to function as registering authority are being laid down as under:

- a. ***e-Voting***: Electronic voting would be mandatory for the election of post of Vice Chairman & Members of Committee of Administration with a view to ensuring wider participation. The voting through electronic means shall be as provided in Section 108 and Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 (including any amendment from time to time).
- b. ***Tenure of Elected heads***: The tenure of an elected head i.e. Chairman & Vice Chairman of the Council shall not be for more than two years. The election of Chairman of the Council shall be via Vice- Chairman route. However, any member having held the post of Chairman or Vice-Chairman may come back as Vice-Chairman in the Council after a gap of not less than 4 years.

The provisions under this article shall be subject to FTP provisions and instructions, guidelines, advisories issued by Government of India from time to time. *

**** As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019***

9.4 Tenure of the Committee Members *

- i. The tenure of the elected members of the Committee shall be of 2 years and such members shall be eligible for re-elections for 3 terms except for the post of Chairman.
- ii. 1/3rd of the Committee Members shall retire at every AGM that will be held on or before September of each year, where the oldest on CoA member will retire first.
- iii. Election process of the retiring members to start three months before the AGM of their retiring year.

**** As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019***

10 REPRESENTATION OF FIRM

10.1 Authorization

- a) Any firm, which is a member of this Council shall by consent of all partners, whole time Director/Proprietor whose name is appearing on RCMC “listed Public Limited Company authorize any one of its partners to act as its representative at any meeting of the Council.
- b) In the absence of any such authority in the case of any firm any one partner whole time Director/Proprietor whose name is appearing in RCMC 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.
- 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 Director) authorize any of its Director or any person in the position of Director whose name is appearing on RCMC to act as its representative at any meeting of the Council
- d) A Sole Proprietary firm or Hindu Undivided Family firm shall be represented by its Proprietor or Karta, as the case may be.
- e) A person authorized to represent an entity by or under clause (a), (b), (c) or (d) of this article shall thereupon be entitled to exercise the same rights and powers on behalf of the member whom 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 Council.

11 PRIVILEGES OF MEMBERS

11.1 Ordinary Members

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

- a. right to stand as a candidate and to vote at the election of the members of the Committee and the right to vote on all matters brought before a meeting of the Council, provided there are no arrears of subscription or other dues or charges payable by them to the Council on 30th June in the year of voting;
- b. right to requisition a meeting as provided in these articles;
- c. right to receive the Annual Reports by email, on website or any other electronic mode;
- 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 Annual fee;
- b. right to receive the publications of the Council, on prescribed conditions;
- c. right to receive Annual Reports by email, on website or any other electronic mode.

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 extra ordinary 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 on or before 30th June of the year for which it has become due, then:

- a. Member exporter shall not be entitled to exercise any right or privilege as such member; and
- b. the Committee may suspend his membership, which suspension will 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 CONSTITUTION TO BE REPORTED

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

15 REGISTER OF MEMBERS

The Council shall keep a Register of Members (Ordinary, Associate) and enter therein the following particulars of its members, namely

- a. the name, address, - occupation, e-mail address, Permanent Account Number or Corporate Identification Number, Unique Identification Number (If any), in case of HUF; Father's/Mother's/Spouse's name, Status, Nationality; in case member is a minor, name of the guardian and date of birth of the member; name and address of nominee of the member;
- b. the class of membership of such member;
- c. the date on which each member was entered in the register; and
- d. the date on which he ceased to be a member.
- e. Instruction, if any given with respect to sending of notices

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 provision 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 as prescribed under Section 103 of the Companies Act, 2013 (including any amendment from time to time). *

After the adjourning the Annual General/EG Meeting for half an hour for want of quorum, the Annual General/EG Meeting will be held in the same place and on same day with the members present in such adjourned meeting which shall constitute the quorum for the said meeting.

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 quorum is not present then-
 - i. If the meeting is convened by or upon the requisition of the members it shall stand dissolved;
 - ii. In any other case the members present shall constitute the quorum.

*** As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019**

- 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 Role of Chairman in the meetings

- 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, 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 among themselves to be the Chairman of the meeting of the Council.

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.

- b) No notice of the adjourned meeting shall be necessary unless the Meeting is adjourned for more than ten days.

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 authorized representative.

17.8 Minutes conclusive

An entry in the Minutes 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

- 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

- 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 reasonable opportunity of being heard and shall follow such procedure as may be prescribed.

20. VACANCIES

20.1 Casual vacancies *

- a) If any Casual Vacancy arises due to non-receipt of nomination for a particular post or due to resignation of the Committee member or due to demise of any CoA member, CoA has the right to fill up the vacancy from amongst the members of that particular panel or category by nomination process.
- b) A person appointed to fill up a casual vacancy shall hold office only for the remainder of the term of the original member.
- c) The Casual Vacancy shall be filled if the vacancy has the remaining tenure of more than six months by conducting re-election for the remainder of the term.
- d) If the Casual Vacancy arises for the post of Vice Chairman, it shall be filled up by election procedure immediately.

**** As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019***

20.2 Member going out of India

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

- a) Such member shall intimate to the Secretary or Executive Director the date of his expected return to India and obtain leave of absence from the CoA 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.

20.3 Leave of Absence of Member of CoA

If the elected Member of the Committee of Administration absents himself/herself from all the meetings of the CoA held during a period of twelve months with or without seeking leave of absence of the CoA, his/ her seat shall be deemed to fall vacant and the provisions of the article 20.1 of these articles shall apply as per Section 167(1) (b) of the Companies Act 2013 read with Relevant Rules thereunder.

21. 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 COMMITTEE

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

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

23 PANELS

23.1 Panels

The Committee may, from time to time, constitute Panel to perform such functions as the Committee may lay down and may define their compositions.

23.2 Composition and functions of Panels:

- a) Panel will have members representing the product groups that has been assigned for such panel
- b) Each Panel will have a representative, who will be elected from and by the Ordinary Members of the respective Panel by following the procedure of election specified in Clause 9.3. Eligibility to contest and vote for the election shall be as specified in clause 4.
- c) Each panel will take steps to stimulate exports of products represented by its panel and suggested to CoA measures needed to achieve the targeted growth.

24 FUNCTIONS OF THE COMMITTEE OF ADMINISTRATION

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 organizations 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

- a) The Committee shall have a seal and shall provide for its 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-Chairmen, the members of the Committee present at the meeting shall elect one amongst themselves to be the Chairman of that particular meeting;
- 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 days' 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.

Notice of every meeting of the Committee may be given by hand delivery / electronic/ courier / post or by email to each member of the Committee who shall for the time being in India.

- h. At any meeting of the Committee, quorum shall be as mentioned in Section 174 of the Companies Act, 2013, i.e. one third of its total strength or two Committee members, whichever is higher, and the participation of the Committee members by video conferencing or by other audio visual means shall also be counted for the purpose of the quorum.
- 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.

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

27.1 Chairman of the Committee *

- a) The term of office of Chairman shall be for the period of two years.
- b) The election of Chairman shall be via Vice- Chairman route. On completion of his term of two years, the Vice-Chairman shall succeed to be the Chairman of the Council. On completion of his term of 2 years, Vice Chairman shall succeed to the Chairman of Council.
- c) Provided however if Vice Chairman is unwilling to take over as Chairman or had incurred any of the disqualification enumerated in Article 8.1 of the Article of Association of the Council or any other circumstances, he or she is not able to succeed as Chairman, in such case, the election of Chairman shall be made directly by the ordinary members of the Council through web base e-voting as per the procedure and eligibility conditions laid down for the election of Vice-Chairman in Clause 9.3 at least three months before the AGM date during which he or she will take over from outgoing Chairman.

However, in-case, the Chairman incurs any disqualification or happening of any event which prevents him or her to continue as a Chairman, during his or her tenure the respective Vice-Chairman of that term shall act as stand-in Chairman for the balance term. The criteria of one man-one post shall not apply in such case. Further, on completion of balance term, the said Vice Chairman shall succeed as Chairman of the Council for a period of two years.

- d) The Chairman shall be eligible to file nomination as a Vice Chairman only after a gap of not less than 4 years from the date of completion of his or her term of 2 years. Such person may file nomination for Committee Member.
- e) The Committee of Administration may pass a resolution of no confidence against the Chairman if it deems fit with at least a two – third majority vote. Thereafter the said resolution so passed by the Committee of Administration shall be put to vote by the ordinary members of the Council through an electronic voting means on similar lines as for the election to the post of Vice-Chairman and thereafter once passed by a simple majority by the ordinary members be implemented by the Council.

**** As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019***

27.2 Vice-Chairman of the Committee

- a) The Vice Chairman shall be elected separately by the Ordinary members of the Council by web-based e-voting.
- b) Only CoA members shall have right to contest the election for the post of Vice Chairman.
- c) Only CoA members can propose the nominee for the post of Vice Chairman.
- d) The term of the office of Vice Chairman shall be of two years. On completion of the said term, the Vice Chairman shall succeed as Chairman and as detailed in Clause 27.1(c) above. A person having held the post of Vice Chairman shall be eligible to file the nomination as Vice Chairman only after gap of not less than 4 years, from the date of completion of his term of two years.
- e) Election of Vice Chairman (elect) to succeed the Vice Chairman taking over as Chairman shall be done immediately after the AGM date.
- f) The Committee of Administration may pass a resolution of no confidence against the Vice-Chairman if it deems fit with at least by two -third majority vote. The said resolution so passed by the Committee of Administration shall be put to vote by the ordinary members of the Council through an electronic voting means on similar lines as for the election to the post of Vice-Chairman and thereafter once passed by a simple majority by the ordinary members be implemented by the Council.
- g) The Vice Chairman shall not be liable to retire unless he or she completes his or her term as the Vice Chairman and subsequent term of Chairman subject to Provisions enumerated in the Articles 27.2 (b).
- h) The Vice-Chairman, shall, in the absence of the Chairman, have the power to perform the duties of the Chairman.
- i) The Vice-Chairman may also perform any other functions that may be entrusted to him by the Chairman.

27.3 Composition of the Committee *

The Committee of Administration shall have the following members:

a. **Elected Members:** *

Panel	MSME	Status	General
Dyes & Dye Intermediates	02	01	01
Basic Inorganic and Organic Chemicals including Agro Chemicals	02	01	01
Cosmetics, Toiletries and its ingredients & Essential Oils	01	01	01
Castor Oil & Speciality Chemicals	01	-	01
Merchant Exporter Panel	-	02	01
Total	06	05	05

In the case of nomination under Merchant Exporters panel, if any firm has registered under the category of LSMME and MSMEME they have to submit their turnover duly certified by Chartered Accountant and should be compile with article 4.2 .

Elected members with a minimum of ten and maximum of thirty

- b. Executive Director shall be the intrinsic part of the Committee
- c. Regional Chairman shall be elected from respective regions
- d. Special Invitees :Chairman shall have the power to invite members as Special Invitee for a particular CoA based on their subject specific knowledge that will help the Council to promote exports and to resolve member's issues.

Subject to the provisions of clause (a), the number of members of the Committee shall be laid down by rules made by the Committee.

Members of b, c, d in the category of 27.4 would not have any voting rights.

**** As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019***

27.4 Reservation

- a. At least one third or nearest to one third of the seats for the elected members of the Committee shall be reserved for representatives of MSME.
- b. In addition, at least one third of the seats for elected members of the Committee shall be reserved for exporters who fall within the category of Status Holder & for representatives of Large-Scale Manufacturers who hold SIA certificate and shall be covered under General Category. *
- c. Where any seat reserved under clause (a) & (b) of this article cannot be filled up by candidate of that reserved category, that seat shall be deemed to be casual vacancy and shall remain unreserved in case of Casual vacancy developed in reserved category.
- d. Any member contesting election against reserved categories should possess valid requisite certificates on the day of filing nomination for the election.

27.5 Nominated Members:

- a. Nominated members not exceed three in number
- b. A nominated member shall be Government representative one from each –
 - Department of Commerce, Govt. of India. *
 - Ministry of Chemicals, Govt. of India. *
 - Export Promotion Department, Govt. of Maharashtra. *

**** As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019***

27.6 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. 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.
- c. The Central Government may, at any time, require such a nominee to relinquish his office and may appoint another person in his place.

27.7 Retirement of elected members

- a. One third of the elected members of the Committee shall retire on completion of their term of two years but shall be eligible for re election for three terms. Such members shall be eligible to contest for election after a cooling period of one term after completion of every three consecutive terms for the members of CoA. *
- b. The names of the members who shall retire on the expiry of the first and the second term (of 2 years each) respectively shall be determined by lot.

27.8 Elections to the Committee and Returning Officer

- a. Elections 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.

**** As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019***

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 REMUNERATION

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

29 POWER OF THE COMMITTEE

- 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 authorized to be done by the Council in a general meeting.
- b. Such acts of the Committee as are not regulated by statute or by these articles, shall be subject to such regulations or directions as may, from time to time, be decided upon or given at any annual or 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.

30 RESOLUTION BY 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 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.

31 EXECUTIVE DIRECTOR, SECRETARY, OFFICERS AND OTHER EMPLOYEES.

31.1 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 rights
- 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 Council.
- c. At least two representatives of the Central Government, one from the Ministry of Commerce & Industry and the other from the Ministry of Chemicals & Fertilizers are to be present in the Selection Committee for appointment of the Executive Director. Any disciplinary action against Executive Director shall be initiated only with the approval from Department of Commerce
- d. 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.

**** As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter - F.No.5/2/2018-EP(CAP) dtd. 2nd August, 2019.***

31.2 Secretary (if appointed)

- a. If necessary, the Council may have a Secretary, who shall however work under the administrative control of the Executive Director.
- b. 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.
- c. He/ She shall keep accurate minutes of all the meetings of the Council and of the Committees.
- d. He/ She shall take proper care of all assets belonging to the Council.
- e. He/ She shall give notice to members of all meetings of the Council or the Committee.
- f. He/ She 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 authorized in this behalf and shall collect all moneys due to the Council.
- g. He/ She shall prepare an Annual Report of the Council.
- h. He/ She 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.

31.3 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.

31.4 Employees (rules regarding)

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, gratuities and compassionate allowances;
- d. 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;
- e. Payment of traveling allowances; and
- f. The establishment and maintenance of a Provident Fund and other funds for the welfare of the employees.

31.5 Internal resources

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

32 GENERAL MEETINGS

32.1 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 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 meetings.

32.2 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.

32.3 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, therefore 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.

33 NOTICES OF MEETINGS

33.1 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 there at) 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 or by email 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 notices.
- 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.

33.2 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.

33.3 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 a 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.

34 PROCEEDINGS AT MEETINGS OF THE COUNCIL

34.1 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.

34.2 Conduct of meeting : who to preside

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

34.3 Voting

- a. Any member entitled to vote may vote by means of internet or other electronic means. The committee shall be entitled to approve from time to time, such procedures as it may deem appropriate to govern voting by means of internet or other electronic means in order to ensure the integrity of the vote. Any vote cast in such approved manner by means of internet or other electronic modes means shall be deemed to constitute a vote by the member for all purposes of these Articles.

- b. The voting through electronic means shall be as provided in Section 108 and Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 (including any amendment from time to time).

34.4 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.

34.5 Voting confined to ordinary members

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

35 VOTES OF MEMBERS

- a. 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.
- b. Council will follow e-voting for the election for the post of Committee of Administration and also for the post of Vice Chairman. Agency to be appointed by the Council to conduct the election in true, transparent and fair manner.

- c. Election for the Panels must be through e-voting by the members belonging to respective constituency. Once the full Executive Committee is in place, those members of the Executive Committee who wish to offer themselves for the post of Vice- Chairman may do so. E-voting for the post of Vice Chairman should be done by all the members eligible to vote, irrespective of sub-divisions of panels. Electronic voting would be mandatory for the election of post of Vice Chairman & Members of Committee of Administration with a view to ensuring wider participation. The voting through electronic means shall be as provided in Section 108 and Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 (including any amendment from time to time).

36 MINUTES

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

37 BOOKS AND DOCUMENTS

37.1 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;
- a. all sales and purchases of goods by the Council; and
- b. the assets and liabilities of the Council.

37.2 Books where kept

The books of account 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.

37.3 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 members (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 authorized 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 authorized 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.

37.4 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.

37.5 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.

38 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.

39 BUDGET ESTIMATES

- 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.

40 EXPENDITURE

- a. Subject to the provisions of these articles and the rules framed there under, 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 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 India may, i.e incurred by the Council and subject to its control by the Committee.

41 CUSTODY AND DISBURSEMENT OF FUNDS.

- 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.

42 INVESTMENT OF FUNDS

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

43 HEAD OFFICE

The Head Office of the Council shall be at Jhansi Castle, 4th Floor, 7, Cooperage Road, Mumbai – 400 001. India.

44 ACTION PLANS

➤ Duty of Council

- i. 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.
- ii. 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.
- iii. The Council shall make all possible efforts to secure prompt execution of such plans

45 POWERS OF THE CENTRAL GOVERNMENT

45.1 Power to give directions

- i. 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.
- ii. 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.
- iii. The Council shall be bound to comply with all directions issued by the Central Government under sub-article (1) or (2) of this article and all provisions contained in the Export - Import Policy of the Central Government for the time being in force.

45.2 Foreign Collaboration

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

46 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.

47 REPUGNANCY TO COMPANIES ACT

Where, in relation to a Council to which the Companies Act, 2013 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. The Council shall abide by the provisions of the Act framed and in force from time to time and in case of any inconsistency between the Act and rules of the Council the provision of the Act shall be binding on the Council so long as the rules of the Council are not inconsistent or against the provisions of the ACT.

48 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.

49 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.
