

MEMORANDUM AND RULES

of the

INDIAN OLIVE ASSOCIATION

NAME

1. The name of the Society shall be the INDIAN OLIVE ASSOCIATION. (hereinafter known as 'the Association').

REGISTERED OFFICE

2. The registered office of the Association will be located at present in the NATIONAL CAPITAL TERRITORY OF DELHI at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 16 and may be shifted whenever felt necessary under intimation to the Registrar of Societies.

AIMS & OBJECTS

3. The objects for which the Association is established are to:-
 - (a) promote, protect and safeguard the interest of the olive and olive oil industry;
 - (b) promote and disseminate useful knowledge on olive products and their consumption, olive cultivation, oil processing and/ or other value addition to the products;
 - (c) improve and protect the quality of olive and olive oil products;
 - (d) promote the consumption of olive products and olive oil and expansion of the market for the industry;
 - (e) reduce costs; improve orchard and/or grove processing and efficiency including yield of olives and olive oil;

- (f) foster co-operation, research and development, facilitate market research, promotion and export of olives and olive oil;
- (g) facilitate the distribution of superior genetic material;
- (h) distribute information and provide education on olives, olive oil and related matters to growers, members and public at large;
- (i) effectively promote the consumption of olives and olive oil through publicity on its nutritional and health benefits, its unique taste characteristics, and the versatility of its uses;
- (j) adopt terminology for the different grades and types of olives and olive oil that are in harmony with the internationally recognized terminology of the International Olive Council and/or the particular needs of the market place; and to provide this information to the food industry and the consumer;
- (k) establish procedures to assure the accurate labelling for the various grades and types of olives and olive oil and lay down quality standards and encourage their adoption;
- (l) further mutual assistance on technical problems and to make representations to government and other public bodies in regard to matters covering olive cultivation, olives and olive oil import, export, production and quality;
- (m) maintain a cordial dialogue between growers, importers, exporters, producers and users of olives and olive oil on the one hand and the government on the other and to assist the olive and olive oil industry to meet its social obligations;
- (n) seek government enforcement of the labelling requirements for the different grades and types of olives and olive oil;
- (o) periodically collect samples of olives and olive oil sold in India and to submit the same to an accredited laboratory for analysis to determine whether it is properly labelled;

- (p) serve as a clearing house for laboratory test results obtained by member companies on products that appear to be adulterated or misbranded;
- (q) represent the industry before government agencies and trade associations insofar as it affects the olive and olive oil market in India and abroad;
- (r) represent the industry at the national level in all production, export, import, and tariff related issues and associate with international organizations of similar interest for the development and promotion of the industry;
- (s) work as the national apex body of the industry, with a representative all-India character to promote the common business interests of the members;
- (t) promote the adoption of specific laws and regulations that will benefit the olive and olive oil industry and to encourage compliance with all laws and regulations that affect the industry;
- (u) support scientific and other forms of research that will benefit the olive and olive oil industry;
- (v) afford due consideration to and expression of opinion by the membership on issues affecting the industry;
- (w) cooperate with other organizations, both public and private, that are organised to foster the growth and development of the olive and olive oil industry;
- (x) promote and conduct research in olives and olive oil and to:
 - (i) recommend suitable specification for production of olive oil as well as for olives, where necessary either directly or in consultation with government or public bodies and to start laboratories and other technical research institutes for the said purpose;

- (ii) institute awards, scholarships, etc for outstanding work to an individual or enterprise in olive or olive oil production in selected spheres such as research and development, production, quality, yield etc.
- (iii) promote the advancement of scientific and technical knowledge and such study of different branches of agriculture and production as may tend to develop olive groves and olive oil production;
- (iv) encourage, assist and extend knowledge and information relating to olives and olive oil whether through lecture, discussion or correspondence, by holding conferences, by formation of libraries, by the publication of newspapers, periodicals or journals, books, maps or by foundation and endowment or professorship, studentship, or scholarship or by encouraging aforesaid research work or howsoever, otherwise.
- (v) and to promote and support scientific and other forms of research that will benefit the olive and olive oil industry.
- (y) promote and develop museums, exhibitions, and trade fairs and to take all actions connected therewith;
- (z) collect, tabulate and circulate information and statistics of value to olive growers and olive oil producers;
- (aa) promote co-operation between members with regard to matters of mutual and common interest;
- (bb) borrow or raise money which may be required, from time to time, for the purposes of the Association upon bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Association or by mortgage or charge of the Association's property and to repay the same;
- (cc) act to the same extent as natural person might or could do to accept, receive, acquire, purchase, take on lease, hire, mortgage, loan, gift, grant, legacy bequest, exchange, otherwise from any person, company, society, government, institution or body whatsoever and to hold all or part of all movable or immovable property(ies) of all descriptions now and/or hereafter vested in or in possession of the Association or any rights or privileges necessary or convenient for the purpose of the

Association on such terms and conditions as may be thought fit or expedient and to have the same mutated in any court of law or office (civil, criminal, revenue, municipal or estate) in the name of Association;

- (dd) construct, erect, develop, improve or alter and keep in repair any building acquired or used by or for the Association and to pull down or demolish any building not so required and to maintain, deal with, manage, control and administer the same;
- (ee) invest and deposit the money of the Association not immediately required for the purpose of the Association in such approved securities as may, from time to time, be determined by the Executive Council, including in any debentures, shares, government securities, promissory notes, cash certificates, banks or other deposits, annuities, bonds and otherwise;
- (ff) alienate by way of sale, mortgage, lease release, loan, charge, hypothecation, pledge, exchange, hiring out, gift or otherwise with or without any security the properties both movable or immovable or funds of Association or otherwise to other institutions/bodies having objects similar to those of the Association;
- (gg) negotiate with and enter into any arrangement with any government or authorities either central or municipal, local, public or private bodies or otherwise, that may seem conducive to the Association's objects or any of them and to apply for or obtain from any such government or authority all rights, concessions and privileges which the Association may think it desirable to obtain and to carry out exercise and comply with any such arrangements, rights, privileges and concessions;
- (hh) subscribe to, become a member of, or otherwise co-operate with any other Association whether incorporated or not, whose, objects are altogether or in part similar to those of this Association;
- (ii) consider all questions connected with or affecting olive cultivation and olive oil production, import and marketing and to obtain the removal, as far as possible, of grievances affecting businessmen or mercantile interest in general; and to promote or oppose legislative and other measures as circumstances may require;
- (jj) organise periodical meetings, seminars and symposia with government officials and to seek clarification and solution to the problems confronting the interests of the members besides organising Trade Missions comprising of members, specialists and entrepreneurs both in India and abroad, and to arrange meetings with the Foreign Trade Teams visiting India;
- (kk) establish effective communication for supporting or opposing the policies of the Government in the interest of its members.

- (ll) collect, compile and circulate statistics, market reports and all other useful information relating to the olive and olive oil industry;
 - (mm) print, publish, exhibit, circulate and distribute free or at a reasonable price or contribute to the printing, exhibition, circulation or distribution of any papers, periodicals, pamphlets or books likely to promote the objects of the Association;
 - (nn) invite scholars/experts to deliver lectures and to contribute to the preparation or publication of books, articles, periodicals, pamphlets or circulars likely to promote to the objects of the Association;
 - (oo) provide legal, financial, secretarial or any other service to other organizations of general public utility;
 - (pp) establish zonal, regional and branch offices all over the country;
 - (qq) and to do all such other lawful things as are incidental or conducive to the attainment of the above objects.
4. The income and property of the Association, howsoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion by way of dividend or bonus or otherwise, shall be paid to the persons who at any time, are, or have been, members of the Association or to any of them or to any person claiming through any of them; provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servants of the Association, to any member thereof, or to any other person in return for any services actively rendered to, for or on behalf of the Association or of interest on money borrowed by or for the purposes of the Association, from any person, whether a member of the Association or otherwise.
 5. If upon the winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property, whatsoever, the same shall not be paid to, or distributed among the members of the Association but shall be given or transferred to such one or more institution, or other association of persons having objects altogether or in part similar to the objects of the Association, as may be determined by the members of the Association at or before the time of dissolution and in default thereof by such judges of the High Court of judicature as may have, or acquire, jurisdiction over the Delhi area.
 6. The names, addresses occupation and designations of the first members of the Executive Council to whom the management of its affairs is entrusted, by the rules and regulations of the Association, are given below, as required under section 2 of the Societies Registration Act, 1860, as applicable to the National Capital Territory of Delhi:

Sl. No.	Name	Address	Occupation	Designation in Association
1.	Mr. V. N. Dalmia	Dalmia Continental Pvt. Ltd. 10 Daryaganj New Delhi 110002	Industrialist	President
2.	Mr. Riyad Oomerbhoy	RR Oomerbhoy Pvt. Ltd. 5 Sona Mahal 143 Marine Drive Veer Nariman Road Mumbai – 400 020	Industrialist	Vice President
3.	Ms. Geeta Poduval	PHD Chamber of Commerce & Industry PHD House 4/2, Siri Institutional Area August Kranti Marg New Delhi – 110016	Corporate Executive	Secretary
4.	Mr. Rahul Aggarwal	Manisha International Pvt. Ltd. J2/16, Khirki Extn. Malviya Nagar New Delhi – 110 017	Business	"
5.	Mr. Suku Shah	Olivetree Trading Pvt. Ltd. 2406 East Street Pune – 411 001	Business	"
6.	Mr. Narayanan Rajagopalan	Dalmia Continental Pvt. Ltd. 10 Daryaganj New Delhi 110002	Corporate Executive	"
7.	Mr. Massimiliano Orlati	Olive Bar & Kitchen Haveli No. 6-8 One Style Mile Kalka Dass Marg Mehrauli New Delhi – 110030	Business	"
8.	Ms. Sabina Sehgal Saikia	A-447 Defence Colony New Delhi –110 024	Journalist	"

7. We, the several persons, whose names and addresses are given below, having associated ourselves for the purpose described in this Memorandum of Association, do hereby subscribe our names to the Memorandum of Association and set our several and respective hands thereto and form ourselves into a Society under the Societies Registration Act, 1860 as applicable to the National Capital Territory of Delhi.

S.No	Name & Address	Occupation	Signature
1.	Mr. V. N. Dalmia 27, Akbar Road New Delhi 110011	Industrialist	
2.	Mr. Rahul Agarwal B-110, Shivalik New Delhi – 110 017	Business	
3.	Mr. Narayanan Tanjore Rajagopalan C-9/9088, Vasant Kunj New Delhi 110002	Corporate Executive	
4.	Ms. Sabina Sehgal Saikia A-447 Defence Colony New Delhi –110 024	Journalist	
5.	Mr. Krishan Kalra 65, Bank Enclave New Delhi 110092	Corporate Executive	
6.	Mr. S N Bahadur B-156, Shivalik New Delhi – 110017	Corporate Executive	
7.	Mr. Arvind Sehgal A-125, Sharda Puri Ramesh Nagar New Delhi – 110015	Corporate Executive	
8.	Mr. Sanjiv Dixit 17/9, Double Storey Ramesh Nagar New Delhi – 110015	Corporate Executive	
9.	Mr. K M Dangra 16/44, 1 st Floor Old Rajinder Nagar New Delhi – 110008	Corporate Executive	
10.	Mr. Sabyasachi Gorai M/6138/5, Vasant Kunj D-6, Opp Masudpur Market New Delhi	Corporate Executive	

I witness the aforesaid signatures

RULES OF THE INDIAN OLIVE ASSOCIATION

SHORT TITLE

1. These rules may be called Rules of the Indian Olive Association.

DEFINITIONS/INTERPRETATIONS

2. In these Rules:

“**Act**” Means the Societies Registration Act, 1860 (Punjab Amendment Act, 1957) as extended to the National Capital Territory of Delhi;

“**Address**” means in the case of a Member, the address of the Member in the Register.

“**Association**” means the Indian Olive Association.

“**Bylaws**” means bylaws as existing from time to time and framed in accordance with these Rules and or as framed and varied by the Executive Council under the powers contained in these Rules.

“**Council**” means Executive Council of the Association.

“**Executive Council**” means executive council of the Association as may be appointed from time to time in accordance with the Rules of the Association.

“**Extra Virgin Olive Oil**” means olive oil derived from the cold pressing of olives without any refining. **Extra Virgin Olive Oil** has an acidity level not exceeding 0.8 per cent or as may be defined by the International Olive Council from time to time.

“**International Olive Council**” means the inter-governmental organisation, responsible for administering the 1956 International Agreement on Olive Oil and Table Olives, with headquarters in Madrid, Spain.

“**Member**” means (a) the persons who have subscribed to the Memorandum and the Rules and Regulations of the Association and (b) any person or enterprise whose name is entered in the Register as being a member of the Association.

“**Membership**” means membership of the Association.

“**Month**” means calendar month.

“**Office**” means the registered office of the Association.

“Officer” means officer of the Association appointed by the Executive Council from time to time.

“Olive Oil” is a blend of refined olive oil and extra virgin or virgin olive oil. Olive oil has an acidity level not exceeding 1.0 per cent or as may be defined by the International Olive Council from time to time. Olive oil is also referred to as pure or hundred per cent pure olive oil.

“Olive Pomace Oil” means a blend of refined olive pomace oil and virgin olive oil extracted using solvent from the crushed olive material that remains after pressing. After refining, the oil is blended with virgin olive oil to produce olive pomace oil. Olive Pomace Oil has an acidity level not exceeding 1.0 per cent or as may be defined by the International Olive Council from time to time

“Patrons” means Heads of Diplomatic Missions in India, ex-officio, of member countries of the International Olive Council.

“President” means the President of the Association.

“Register” means the register of Members kept and maintained in terms of these rules and regulation, where appropriate, includes any branch register.

“Rules” and “Regulations” mean the bye-laws or rules or regulations which may be made by the Council from time to time in exercise of their powers under these Articles.

“Secretary General” means the Secretary General or the Secretary of the Association.

“Vice President” means the Vice President of the Association.

“Virgin Olive Oil” derived solely from the pressing of olives and requires no refining, having mild taste and odour and a fruity flavour that varies in intensity. **Virgin Olive Oil** has an acidity level not exceeding 2.0 per cent or as may be defined by the International Olive Council from time to time.

“Year” means the financial year of the Association commencing from the first April and ending with the thirty first March.

“Zone” means East, North, West and South Zones. East Zone will mean Assam, West Bengal, Bihar, Jharkhand, Orissa, Manipur, Nagaland, Mizoram, Arunachal Pradesh, Meghalaya, Tripura and Sikkim. North Zone will mean Uttar Pradesh, Uttaranchal, Delhi, Rajasthan, Haryana, Punjab, Himachal Pradesh, Jammu & Kashmir and Chandigarh. West Zone will mean Gujarat, Madhya Pradesh, Chhattisgarh, Maharashtra, Goa, Daman and Diu, Dadra and Nagar Haveli. South Zone will mean Andhra Pradesh, Tamil Nadu, Karnataka, Kerala, Pondicherry, Andamans and Lakshadweep.

Words imparting the singular number only shall also include the plural number. Words imparting persons shall include individuals, firms and corporations.

MEMBERSHIP

- 3.(a) The Association shall have minimum seven members. The membership of the Association shall be divided into categories of Regular, Associate, Association, Honorary and Overseas members.
 - (b) Any individual, firm or company in India owning, managing or engaged in cultivation, production, import, export or marketing of olives or olive oil shall be eligible to apply for the Regular membership of the Association.
 - (c) Any individual, firm or company not incorporated and/or operating in India owning, managing or engaged in cultivation, production, import, export or marketing of olives or olive oil shall be eligible to apply for the Overseas membership of the Association. An overseas association engaged in promotion of olive or olive oil cultivation, production, packaging and/or marketing shall also be eligible to apply for the membership of the Association in the category of Overseas member.
 - (d) Associate members are those individuals, firms, and companies that do not qualify for regular membership but provide a service or are associated with or supportive of and / or interested in promotion or growth of the olive and olive oil industry.
 - (e) Any lawful association of persons whether incorporated or not, engaged in an activity directly or indirectly associated with olives or olive oil, will be eligible to apply for Association Membership of the Association.
 - (f) Membership is open to those companies whose olive oil or olive pomace oil has been tested by the Association and has been found to comply with the international standard for olive oil or olive pomace oil. Until testing has established compliance, membership shall be provisional.
 - (g) The Executive Council may admit as Honorary members of the Association such distinguished individuals (including officials of Central and State Governments) who are distinguished for public service or who are eminent in agriculture, trade and commerce or who have made substantial contribution to the growth and promotion of olive oil industry for such period as the Council may decide.
 - (h) All Patron(s) shall be Honorary members.
4. The admission proposal for membership shall be made in an application form as may be prescribed by the Council from time to time and shall be signed by the candidate and the proposer and seconder
 - 5.(a) The application form shall also contain the full name, address and such other information concerning the applicant as the Council may from time to time require and shall contain a declaration signed by the applicant that in the event of his admission, he shall be bound by the Memorandum and Articles of Association as may be amended from time to time.
 - (b) Every application form for membership except in the case of an application for Association and Overseas membership shall be accompanied with an interest free

admission deposit of an amount equivalent to one year's subscription and additional subscription applicable. This amount shall be adjusted against the amount due on admission of such an applicant. In the case of Association and Overseas applicants, the amounts determined under Clauses 12 and 13 shall be paid within 30 days of intimation regarding admission to membership.

6. The proposal for membership shall be made in an application form as may be prescribed by the Council from time to time and shall be signed by the candidate, the Proposer and the Seconder. The application form shall also give the full name, address and such other information as the Council may from time to time require, and shall contain a declaration signed by the candidate that in the event of his admission, he shall be bound by the Memorandum and Articles of Association. Every application for membership shall be accompanied by the admission fee and also the membership subscription for the first year as per rates laid down.
7. The Council shall decide any question which may arise as to the eligibility or otherwise of a candidate for admission as a member of the Association and their decision shall be final and the Council shall not be bound to assign any reason for their action.
8. If any applicant is not admitted to membership, the admission fee and the subscription for the first year paid by him shall be refunded within 15 days after the Council's decision in this regard and such applicant shall not be again proposed for membership until after the lapse of at least 12 months from the date on which his application was last considered.
9. Members on election shall assume the responsibilities entailed by membership and shall be entitled to the benefits and privileges of membership, save where subscription is in arrears, unless and to the extent this be condoned by the Council.
10. Every Member except an Honorary and Overseas Member, shall have one vote. Other rights and privileges of membership shall be as are specified in these Articles.

MEMBERS ON ROLLS

11. Notwithstanding anything contained in these Regulations, every individual, firm, company, undertaking or Association, whose name is borne on the Association's Register of Members on the day on which these Articles are adopted, shall be Members of the Association.

MEMBERSHIP SUBSCRIPTION

12. All subscriptions other than the first subscription, which is payable on registration of the Association, shall be due in advance for the whole year on the 1st April. The annual subscription for a Regular member shall initially be Rs.5,000/- (Rupees Five Thousand only) and may be modified, as required, by the Executive Council from time to time. Annual subscriptions for Associate Members and Overseas Members shall be determined by the Executive Council from time to time. The Annual Subscription for Association Members shall be determined by the Executive Council on a case-to-case basis.

ADMISSION FEE

13. A member shall be required to pay an additional amount of Rs 10,000/- (Rupees Ten Thousand only) as Admission Fee in the year of admission as a member. The Admission Fee shall be determined by the Executive Council and may be modified from time to time.

CESSATION OF MEMBERSHIP

14. Any member may withdraw from the Association by giving a written notice to the Secretary General/Secretary of his intention to do so, but such notice must reach him at least one calendar month before the 31st March in each year; failing which the member will also be liable to the Association for subscription for the following one year.
15. (a) In the event of an applicant being admitted as a member and it appearing subsequently at any time, to the satisfaction of the Council, that any statement contained in the application form is incorrect in some material respect or if the activities of the member are prejudicial to the interest and reputation of the Association, or found guilty of misconduct, the Council may, after giving the member an opportunity to explain, cancel the membership.

(b) Provided that the notice of the meeting at which it is proposed to take action under this Regulation and of the proposal to take such action, shall have been given to the members of the Council at least 7 days before the meeting. Provided also that the member whose membership has been cancelled under this clause may again seek admission to the Association after a period of not less than 12 months from the date of such cancellation.

(c) Provided further that for the purpose of this Regulation, misconduct shall mean and include a person convicted of any criminal offence by a court of competence.
16. A member whose subscription is in arrears for more than three months shall lose all the privileges of membership until his subscription has been paid, the Council shall also be entitled to order the removal of the defaulting member from the Register of Members.
17. Any member who ceases to be a member shall nevertheless remain liable for and shall pay to the Association all monies which at the time of such member ceasing to be a member, may be due from him to the Association. The Council shall have the power to waive either fully or partly the subscription in arrears in the event of such a member seeking readmission.

REGISTER OF MEMBERS

18. The Association shall maintain a Register of Members and record the names and addresses of all members for the time being and all changes in the membership which take place from time to time.

19. The rights and privileges of membership shall ordinarily be exercised by the member himself or his authorised representative.

AUTHORISED REPRESENTATIVE

20. Any member of the Association shall by a resolution of its managing committee or other governing body or by writing under the hands of its duly constituted attorney, authorise from time to time any person, as it may think fit to act as its representative at any general meeting of the Association.

MANAGEMENT BY THE COUNCIL

21. (a) The affairs of the Association shall be managed by the Council in the manner provided hereinafter and who shall exercise all such powers which may be necessary for such management except those which are, by these Regulation or by statute, expressly directed to be done by the Association in a general meeting.
 - (b) The Council shall constitute sub / expert committees as may be required for a specified period.
 - (c) The Executive Council may delegate any of its powers to such of the members of the Council as it may deem fit and required for a specified period.

COMMITTEES

22. The Quality Control Committee will consist of three or more members appointed by the President. They shall be responsible for recommending programs to the members, and overseeing and implementing programs adopted by the association to assure compliance with all laws and regulations governing the quality and labelling of olive oil products.
23. The Association can form different committees for fulfilling the objects of the Association.

ELECTION OF THE EXECUTIVE COUNCIL

24. (a) The management of the business and funds of the Association shall be vested in and the executive duties of the Association shall be conducted by the Executive Council consisting of the President, Vice President, Immediate Past President and up to eight other members of the Executive Council elected as hereinafter provided. The President retiring at any Annual General Meeting shall be ipso facto member of the Executive Council.
 - (b) The Executive Council will be elected in proportion to the number of Ordinary members in each zone. There shall be at least one elected member of the Executive Council from each region.
 - (c) Notwithstanding anything to the contrary, the Executive Council may frame rules in order to ensure fair and proper representation of various Zones and in this

behalf the Executive Council may frame rules to delimit and specify number of elected members from the each Zone.

- (d) The new Executive Council shall invite, every year, all Patron(s) of the Association to be associated with the Council as Special Invitee(s) for the tenure of the Council.
- 25. No member of the Association shall be entitled to nominate for election to the Executive Council more than one representative.
- 26. All elected office bearers of the Association shall retire at the Annual General Meeting. The retiring office bearers shall be eligible for re-election.
- 27. (a) The Secretary of the Association shall call for nominations from all members, other than Associate and Honorary Members who are on the rolls of the Association as on 1st April of the current year, for the offices of the President, Vice President and up to eight member of the Executive Council in April and balloting shall be completed on the first of June. The programme of election, shall, however, be so arranged that it shall allow a period of not less than fifteen days from the date of notice calling for nominations for receipt of nomination papers, a period of not less than ten days from the date of expiry of above said period for the withdrawal of nominations by candidates who may subsequently decide not to stand for election; and a period of not less than fifteen days from the date of ballot papers for voting. The ballot will be opened and counted in the presence of scrutineers appointed by the Council, not earlier than two clear working days before the date of the Annual General Meeting at which the results of the election are to be announced.
- (b) The ballot box shall be opened by the scrutineers with the Secretary on the day of scrutiny and all the ballot papers shall be scrutinised in one sitting.

NOTICE FOR THE MEETING

- 28. Notice for the general body meeting shall be given at least 14 days prior to the date of the meeting.

CASUAL VACANCY ON COUNCIL

- 29. In the event of a casual vacancy in the Executive Council, the remaining members of the Executive Council may fill that vacancy by nomination. A vacancy shall occur if:
 - i. he resigns from his office by sending a notice in writing to the Secretary General/Secretary;
 - ii. He ceases to represent the firm, company or undertaking or association which is a member or ceases to have any interest in it.

HOLDING OF OFFICE BY COUNCIL

30. The Executive Council shall take office on the day of the Annual General Meeting and shall continue to hold office till the conclusion of the next Annual General Meeting.
31. The Executive Council may co-opt any person(s) for temporary or special purposes; but a person so co-opted shall have no right of voting at the meeting of the Council and shall vacate office at the Annual General Meeting.

PERIODICITY OF COUNCIL MEETINGS

32. The Executive Council shall meet as often as it may think fit, and shall make such regulations as it considers proper as to the summoning and holding of its meetings, but the record of its proceedings shall be open to the inspection of the members of the Association subject to such regulations as the Council may from time to time prescribe.

NOTICE OF MEETINGS

33. Notice of seven clear days for holding every meeting of the Executive Council shall be given in writing to every member, specifying the place, date, hour and the nature of the business to be transacted at the meeting and such notice shall be sent to members either directly or by post to their respective addresses registered with the Association. Provided that in the event of emergency, such a meeting may be convened by a shorter notice which shall not ordinarily be less than twenty four hours.

QUORUM FOR COUNCIL MEETINGS

34. Five members of the Executive Council present in person shall form a quorum for the transaction of business, but if any meeting has to be adjourned for want of a quorum, then at the adjourned meeting, the members present whatever their number shall form a quorum and shall have power to decide upon all matters which could have been disposed of at the meeting from which the adjournment took place. At the meeting of the Executive Council, voting shall be by members personally present.

MINUTES OF THE MEETINGS

35. Minutes and proceeding of meeting of the Executive Council and the attendance of members there at shall be recorded by the Secretary General/Secretary and signed by the President of the meeting at which they are read.

FUNCTIONS OF THE PRESIDENT AND THE VICE PRESIDENT

36. (a) The President shall preside at all meetings of the Executive Council, shall have general supervision over the work of the Association and shall do everything which, in his opinion, will promote prosperity and welfare and increase the

usefulness of the Association to its members, and shall perform such other duties as may be incidental to the office of the President.

- (b) It shall be the duty of the Vice President to act on behalf of the President whenever the latter so desires or if the President is absent from station or from any of the meetings of the Association.
- (c) If at any Executive Council meeting, both the President and the Vice President are absent, the members of the Council personally present at the meeting shall elect one of them as the Chairman of the meeting.
- (d) If the President or Vice President vacates his office for any cause before the next Annual General Meeting, the members of the Council shall elect a new President or Vice President, as the case may be, from among themselves, who shall hold office until the next Annual General Meeting.
- (e) If any vacancy shall occur for any cause among the elected members of the Council, the President, the Vice President and the continuing members of the Council shall co-opt a new member of the Council from among the members of the Chamber or the representatives of such members.

VOTING AT EXECUTIVE COUNCIL MEETING

- 37. Every member of the Executive Council personally present at the meeting, shall have one vote and in the event of an equality of votes, the Chairman of the meeting shall have a second or a casting vote; but in the exercise of his casting vote, the Chairman shall ordinarily vote for the status quo.

RESOLUTIONS BY CIRCULATION

- 38. Notwithstanding anything contained in the preceding paragraphs, a resolution approved by at least two-thirds of the members of the Executive Council, for the time being, after circulation, shall have the same force and effect as if passed at a meeting of the Executive Council duly held and constituted.

VALIDITY OF ACTS OF MEMBERS

- 39. All acts done at any meeting of the Executive Council or of a committee thereof shall notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any one or more of such members, or that they or any one of them were disqualified, be as valid as if every such member had been duly appointed and was qualified to be a member.

BYLAWS

- 40. The Executive Council may from time to time, subject to the approval of the Association in general meeting, make such bylaws as it may deem necessary for carrying on the business and function of the Association, and may at any time in like manner and subject to the like approval, add to, amend, vary or rescind any bylaws so made and all bylaws so made and for the time being in force shall be

binding on the members of the Association and shall have full force and effect accordingly.

DUTIES OF THE SECRETARY GENERAL OR SECRETARY

41. The Executive Council shall appoint a Secretary General or a Secretary in such a manner and on such terms as it deems fit to attend to the business and affairs of the Association including the following:
 - a) To convene meetings of the Association and the Executive Council with the concurrence of the President;
 - b) To keep minutes of the proceedings of all the meetings of the Association.
 - c) Conduct correspondence on behalf of the Association.
 - d) To act as custodian of all properties and assets of the Association;
 - e) To keep books of accounts and other documents and to maintain all records of the Association.
 - f) To sign all contracts and other documents excluding those for which an exemption has been made in the Rules and Regulations or as may be directed by the Executive council in writing.

ANNUAL GENERAL MEETING

42. An Annual General Meeting shall be held once in every calendar year at such time not being more than 15 months after the holding of the last preceding Annual General Meeting. The Annual General Meeting can be held in any place as may be decided by the Executive Council.

EXTRAORDINARY GENERAL MEETING

43. The Executive Council may, whenever they think fit, call an Extraordinary General Meeting and shall do so on receiving a written requisition signed by at least 20 per cent of the members of the Association for the time being.
44. Any requisition made by the members shall state the object for which the meeting is to be convened but may consist of several documents in like form each signed by one or more requisitionists.
45. Upon receipt of such requisition, the Council shall convene an Extraordinary General Meeting and, if the meeting is not convened within 14 days of such requisition being received by the Secretary General/Secretary, the requisitionists or a majority of them may themselves convene the meeting and all expenses of convening the same shall be borne by the Association. Any meeting convened under the Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by the Council.

NOTICE FOR GENERAL MEETING

46. Notice of the general meeting and of the business to be transacted thereat shall be given 14 days previously by circular to all members of the Association.

47. The accidental omission in giving this notice to any member or members or the non receipt of the notice of a meeting by any member or members shall not invalidate the proceedings of any such meeting.

QUORUM FOR GENERAL MEETING

48. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum at a general meeting shall be 5 members present in person.

ADJOURNMENT IN ABSENCE OF QUORUM

49. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved and in any other case, it shall stand adjourned to the same day in the next week and at the same time and place, and at any adjourned meeting the members present and entitled to vote whatever their number, shall form a quorum and shall have power to decide upon all matters which could have been disposed of at the meeting from which the adjournment took place.

CHAIRMAN OF MEETING

50. Every meeting of the Association shall be presided over by the President, or in his absence by the Vice President and in their absence, the meeting shall elect one of the Council Members as Chairman of the meeting. The Chairman of the meeting shall have an original and also a casting vote; but in the exercise of the casting vote, he shall ordinarily vote for the status quo.
51. The Chairman of a meeting may with the consent of the meeting adjourn any meeting, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

VOTING AT GENERAL MEETING

52. At any general meeting a resolution, other than for election of the Council, put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on a declaration of the result of the show of hands) demanded and unless a poll is so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or lost and an entry to that effect in the book of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion or the votes recorded in favour of or against that resolution.

VOTING BY POLL

53. If a poll is demanded, it shall be taken in such manner and at such time and place and either immediately or after an adjournment not exceeding 7 days as the Chairman of the meeting directs and the result of the poll as declared by the

Chairman of the meeting shall be deemed to be the resolution of the meeting at which the poll was demanded.

MINUTES OF MEETING

54. The Association shall maintain a correct and true record of the proceedings of the general meetings as well as the meetings of the Council as required under the Law.

FUNDS AND ACCOUNTS

55. All monies or funds of the Association as received, shall be paid into the hand of the Secretary General/Secretary or any other officer of the Association duly authorised by the Executive Council from time to time by a resolution passed at a meeting of the Executive Council, duly convened and held and shall be paid by him as received to the credit of the Banking account of the Association and the same shall be available by cheques signed by the President or the Vice President for the time being and the Secretary General/Secretary or the said officer of the Association in the manner referred to above duly authorised from time to time by the Executive Council. In the absence of both the President and the Vice President, cheques shall be signed by any two members of the Council and the Secretary General/Secretary or the said officer authorised for the purpose.
56. The Executive Council shall cause true accounts to be kept of all sums of money received and expended by the Association, and the matters in respect whereof such receipt and expenditure take place, and of the assets and liabilities of the Association, and once at least in every year the accounts shall be examined and their correctness ascertained by one or more auditor or auditors.
57. The books of account of the Association shall be kept at the Registered Office of the Association or at such other place as the Executive Council may think fit.
58. The Executive Council shall from time to time determine whether and to what extent and what time and place, and under what conditions and regulations, the accounts and books of the Association or any of them shall be open to the inspection of the members, and no member shall have any right of inspecting any accounts or books or documents of the Association except as authorised by the Executive Council or by a resolution of the Association in general meeting.

NOTICES

59. Any notice may be given by the Association to any member either personally or by sending it by post to his registered address in India or, if he has no such address, to the address, if any, within India supplied by him to the Association, for giving notices to him.
60. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting the letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post.

AUDIT

61. Once at least in the year the accounts of the Association shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by one or more Auditor or Auditors, who shall be appointed at the Annual General Meeting to hold office until the next Annual General Meeting.
62. In case of any casual vacancy in the post of the Auditor, the same may be filled up by the Executive Council.

MISCELLANEOUS

63. The Association shall sue and be sued in the name of the Association represented by a person duly authorised by the Executive Council from time to time.
64. Deeds, bonds and other contracts under-seal made on behalf of the Association and signed by the President or the Vice President and counter-signed by the Secretary General/Secretary shall be deemed to be duly executed.
65. These Rules may be altered, at any time, by a majority of the members present and entitled to vote and voting at any general meeting of the Association, of which not less than 14 days notice in writing has been given to all members specifying the nature of the alteration which it is proposed to make. Provided that the accidental omission to give notice of such meeting, to any member shall not invalidate any resolution passed at such meeting.

AMENDMENT OF RULES AND OBJECTS

66. The Association may, at general meeting, by a majority of members present and voting, amend, add to alter or delete any of the Rules and Regulations of the Association.

CHANGE OF NAME

67. Any change in the name of the Association shall be made in accordance with provisions of section 12 A of the Act.

DISSOLUTION

68. The Association may be wound up by a resolution passed at a general meeting or at an extraordinary general meeting called for the purpose provided at least three-fifths of the members present vote for the resolution.

DISTRIBUTION OF PROPERTY ON DISSOLUTION

69. If upon the dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given to some other society to be determined by the votes of not less than three fifths of the

members present at the time of the dissolution or in default thereof, by an appropriate Court.

ACT TO APPLY

70. All the provisions of The Societies Registration Act, 1860 (Punjab Amendment Act, 1957) as extended to the National Capital Territory of Delhi shall apply to the Association.