

**MEMORANDUM OF ASSOCIATION**

**OF**

**ELECTRONICS AND COMPUTER SOFTWARE**

**EXPORT PROMOTION COUNCIL**

**Name**

1. The name of the Society shall be "Electronics and Computer Software Export Promotion Council".

**Registered Office**

2. The Registered Office of the Society shall be in Union Territory of Delhi and at present it is located at the following address :-

**ESC House, 155, Okhla Industrial Estate, Phase 3,  
New Delhi 110 020.**

**Objects**

3. The objects for which the Society is established are :-

**A. MAIN OBJECTS OF THE COUNCIL :**

- (i) To support, protect, maintain, increase and promote the exports of electronic goods, computer software and related services and promote and develop use of electronics in other products by such methods as may be deemed necessary including: -
  - (a) Undertaking, sponsoring market studies in individual foreign countries;
  - (b) Sending out study teams to foreign countries;

- (c) Appointing representatives, agents or correspondents in foreign markets for the purpose of continuously and regularly reporting the prices, market performance, reception accorded to actual deliveries of electronic goods and software and other connected methods;
- (d) Conducting publicity campaigns to bring to the notice of buyers/users and the public in foreign countries the advantages of trade and commerce with India in electronic goods and computer software;
- (e) Collecting statistics and other information regarding the manufacture, trade or ultimate use of electronic goods and computer software in various countries;
- (f) Propagating information useful to manufacturers, traders and shippers of electronic goods and computer software by seminars, lectures, workshops, discussions, books, correspondence or otherwise;
- (g) Maintaining liaison with any agency which has been set up for laying down standards of quality and packing in respect of electronic goods and computer software;
- (h) Deputing officers of the Council to witness the inspection of electronic goods and computer software exported, in foreign countries, where such inspection is being conducted by the authorities in the importing countries;
- (i) Deputing officers of the Council to witness the survey of electronic goods and software exported or intended for export in foreign countries or in India, as a result of any dispute or difference between the parties to a contract for sale and purchase of electronic goods and computer software;
- (j) Enquiring and investigating into complaints received from foreign importers of Indian exporters in respect of the quality, description or other particulars of electronic goods and computer software exported from India or the non-performance or non-observance of the terms and conditions of contract relating to such exports and other connected matters and advising the manufacturers or exporters of electronics goods and computer software regarding the methods to be adopted to obviate such complaints of a similar nature in future;
- (k) Making such recommendations as may be necessary or expedient to Govt. and Public Bodies like Chambers of Commerce where the Council on investigation of a complaint received by it is satisfied about its genuineness and that the same has been caused by the willful or negligent act or acts of the manufacturers or exporters of electronic goods and computer software, as the case may be;
- (l) Communicating with Chambers of Commerce and other mercantile and public bodies throughout India and concert and promote measures for the promotion and advancement of export of electronic goods and computer software;

- (m) Assist in development of new exportable products and services which involve use of electronics and software;
  - (n) Assess the manpower and training requirement for export development, advise concerned agencies in this regard and evolve training programmes.
- (ii) To keep in constant communication with Chambers of Commerce or other mercantile and public bodies throughout the world with a view of taking appropriate and necessary measures for maintaining or increase the exports of electronic goods and computer software.
  - (iii) To enunciate just and equitable principles to govern the trade in electronic goods and computer software and to set up a code or code of practices for the general guidance of manufacturers, traders and exporters of electronic goods and computer software and further to simplify transactions relating to exports of electronic goods and computer software.
  - (iv) To advise or represent to Government, Local Authorities and Public Bodies on :-
    - (a) The policies and other measures, including direct and indirect taxation, financing requirements, especially those relating to exports;
    - (b) The steps to be taken by them to prevent any contravention of the codes or practices laid down by the Council by any of the persons concerned, where such contravention would affect the exports of electronic goods and computer software;

Provided that such advice or representation shall be only so far as such policies or measures have bearing directly or otherwise on the export of electronic goods and computer software.

**B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS :**

- (i) To purchase, hire or otherwise acquire and maintain suitable buildings, apartments, furniture and other fittings to any country for the establishment of showrooms, or other agencies for publicity in regard to electronic goods and computer software or for the purpose of achieving any of the objects for which the Council is established.
- (ii) To establish and maintain collections, libraries and compilation of literature and to translate, compile, collect, publish, lend, purchase or sell any literature connected with trade and commerce relating to electronic goods and computer software.
- (iii) To establish and support research laboratories, training and research institutes, quality control and testing laboratories, conduct seminars and training programmes and to establish and maintain close contacts with such training and research institutes in India and abroad with a view to improving and updating technology and management systems for maintaining high standards of electronic goods and computer software in the domestic and international markets.

- (iv) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literature treating or bearing upon industry, trade or commerce pertaining to electronic goods and computer software.
- (v) To acquire, purchase or take on lease lands, buildings, or other immovable or movable property which the Council may from time to time deem it necessary to acquire, purchase or to take on lease.
- (vi) To sell, improve, manage, develop, exchange, loan, sublet, mortgage, dispose off, or otherwise deal with all or any part of the property of the Council.
- (vii) To enter into contracts, with approval of the Government wherever necessary.
- (viii)
  - (a) to draw, make, accept, endorse, discount and execute negotiable instruments.
  - (b) to deposit, invest the money of the Council in any securities approved in this behalf by the Government.
- (ix) To subscribe, to become a member of, and cooperate with any other Association whether incorporated or not, whose objects are altogether or in part, similar to those of the Council and to obtain from and communicate to any such Association such information as may be likely to fulfill the objects of the Council.
- (x) To borrow, raise or collect and accept money as may be required for the purpose of the Council upon shares securities, donations, gifts or other securities of the Council.
- (xi) To set up subsidiaries for development of export through consortia or any other method.
- (xii) To do all such other lawful acts as may be conducive for the maintenance and increase of the export of the electronic goods and computer software or incidental to the attainment of the above objects or any of them.

Provided that the Council shall not support with its funds or endeavour to impose or procure to be observed by its members or others, any regulations, by which, any objects of the Council would make it a trade union.

- 4. All the incomes, earnings, movable or immovable properties of the Council shall be solely utilized and applied towards the promotion of its aims and objects only, as set forth in this Memorandum and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus, profits or in any manner whatsoever, to the present or past members of the Council or to any person claiming through any one or more of the present or past members, provided that nothing herein contained shall prevail the payment in good faith of reasonable and proper remuneration to any officers, other than members, or employees or other persons in

return for any services actually rendered to the Council and provided further that no member, shall be appointed to any salaried office of the Council or to any office of the Council paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Council to any of its members except repayment of out of pocket expenses, interest on money lent or reasonable and proper rent for premises demised or let to the Council. No member of the Council shall have any personal claim on any movable or immovable properties of the Council or make any projects, whatsoever, by virtue of his membership.

Full name, address, designation and occupation of the members of the First Working Committee, to whom, by the Rules of the Council, the management of its affairs is entrusted: -

Sl.No.	Name	Address	Designation	Occupation
1.	Dr. K.J. Cleetus	DCM Data Products, Vikrant Tower, New Delhi	Software Development Manager	Business Executive
2.	Shri Saurabh Srivastava	Thermax Pvt. Ltd. 28/2, Koregaon Park, Pune - 411 011		Business Executive
3.	Shri Roger Stone	Tata Burroughs Ltd., 207, Competent House, F-14, Middle Circle, Connaught Place, New Delhi - 110 001	General Manager & Technical Director	Business Executive
4.	Shri B.K. Sachdeva	Data Systems Services Ltd. Nahin Chambers, 173, Dhole Patil Road, Pune-411 001	Managing Director	Business Executive
5.	Shri R.D. Sharma	Taylor Instrument Co. (India) Ltd., 14, Mathima Road, P.O. Amar Nagar, Faridabad - 121 003	President	Business Executive
6.	Shri Om Wadhwa	J.V. Electronics Ltd. 808-809, Meghdoot, 94, Nehru Place, New Delhi - 110 019	Chairman & Managing Director	Business Executive

<b>Sl.No.</b>	<b>Name</b>	<b>Address</b>	<b>Designation</b>	<b>Occupation</b>
7.	Shri A.N. Ahuja	Ahuja Radios, 215, Okhla Indl. Estate New Delhi - 110 020	Partner	Business Executive
8.	Capt. S. Prabhala	Bharat Electronics 29/4, Race Course Road Bangalore - 560 001	Executive Director	Business Executive
9.	Shri R. Ramamurthan	PEICO Electronics & Electricals Ltd., Hindustan Times House, 18/20 K.G. Marg, New Delhi - 110 001	Director	Business Executive
10.	Shri Manohar Lal Tandon	Tandon Magnetics (India) Pvt. Ltd., 9, SDFI, SEEZ, Andheri Estate, Bombay - 400 098	Managing Director	Business Executive
11.	Shri S.B. Chaudhary	Electronic Trade & Technology Dev. Corporation, Akbar Hotel Annexe, Chanakyapuri, New Delhi - 110 021	Manager (EDP)	Business Executive
12.	Shri Y.P. Sahni	Tata Consultancy Services Air India Bldg., Nariman Point, Bombay - 400 021	General Manager	Business Executive
13.	Shri B. Bahnot	Directorate General of Tech. Dev., Ministry of Industry, (Electronics) Udyog Bhawan, New Delhi - 110 011	Incl. Adviser	Government Official
14.	Shri B.N. Bhagwat	Deptt. of Electronics, A Block, CGO Complex, Lodhi Road, New Delhi - 110 003	Joint Secretary	Government Official
15.	Shri R.B. Mardhekar	Ministry of Commerce, Udyog Bhawan, New Delhi - 110 011	Dy. Secretary	Government Official

We, the undersigned, being desirous of forming into an Association (Council) to be registered under the Societies Registration Act, XXI of 1860, have subscribed our names and addresses in this Memorandum.

<b>S.No.</b>	<b>Name</b>	<b>Address</b>	<b>Signature</b>
1.	Dr. K.J. Cleetus	DCM Data Products, Vikrant Tower, 4, Rajendera Place, New Delhi - 110 008	Sd/-
2.	Shri A.N. Ahuja	Ahuja Radios, 215, Okhla Industrial Estate, New Delhi - 110 020	Sd/-
3.	Shri V. Ramamrutham	PEICO Electronics & Electricals Ltd., Hindustan Times House, 18/20, Kasturba Gandhi Marg, New Delhi - 110 001	Sd/-
4.	Shri S.B. Choudhary	Electronic Trade & Technology Development Corporation, Akbar Hotel Annexe, Chanakyapuri, New Delhi - 110 021	Sd/-
5.	Shri Roger Stone	Tata Burroughs Ltd., 207, Competent House, F-14, Middle Circle, Connaught Place, New Delhi - 110 001	Sd/-

# **Electronics and Computer Software Export Promotion Council**

## **Articles of Association**

(Updated till 3rd EGM held on 29/02/2016)

### **1. DEFINITIONS AND INTERPRETATION**

#### **1.1 Definitions**

In these articles, unless the context otherwise requires:

- (a) "Act" means the Societies Act, XXI of 1860 and includes any statutory modification or re-enactment thereof, for the time being in force;
- (b) "Article" means an article forming part of these articles;
- (c) "Auditors" means persons appointed, as such, for the time-being. by the Council;
- (d) "Chairman" means the Chairman of the Council;
- (e) "Committee of Administration" or "Committee" means the Committee of Administration of the Council constituted as such, under these articles;
- (f) "Council" means the Electronics and Computer Software Export Promotion Council;
- (g) "Extraordinary General Meeting" means a extra-ordinary general meeting of the members of the Council; other than its annual general meeting referred to in article 16.1.
- (h) "General Meeting" means a general meeting of the members of the Council;
- (i) "Member" means a member of the Council;
- (j) "Office" means the registered office for the time being, of the Council;
- (k) "Panel" means a panel of the Council, constituted under these articles;
- (l) "Prescribed" means prescribed by the Committee, by virtue of a power conferred by these articles;
- (m) "Product" means any goods or services in regard to which the Council has been recognised for the time being by the Central Government; under the relevant provisions of the Foreign Trade policy of the Central Government; as in force for the time being;
- (n) "Regional Committee" means a Regional Committee constituted under these articles;
- (o) "Regional Chairmen" means a Regional Chairman holding office under these articles;
- (p) "Rules" means the Rules of the Council, for the time being in force, made under these articles or under any enactment for the time being in force;



- (q) “Executive Director” means the Executive Director of the Council and includes any officer of the Council acting as such;
- (r) “Small Scale Industry” means an industry so specified by the Central Government in its policy on the subject as announced from time to time and tiny and cottage industries so specified in such policy;
- (s) “Vice-Chairmen” means Vice-Chairmen of the Council.
- (t) “Vision Committee” means an Advisory Committee consisting of Past Chairmen of the Council to provide continuity and advice to the new Committee.

### **1.2 Certificate**

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

### **1.3 Words defined in the Societies 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. FOREIGN TRADE POLICY**

The Provisions of these articles shall be subject to those of the Foreign Trade Policy, subject to approval from the Executive Committee of the Council.

## **3. CATEGORIES OF MEMBERS AND ELIGIBILITY FOR MEMBERSHIP**

### **3.1 Categories of members of the Council**

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

- (a) Associate Members
- (b) Ordinary Members

### **3.2 Associate Member**

A person or the entity represented by him 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.

### **3.3 Ordinary Member**

In order to be eligible for ordinary membership of the Council, a person or the entity represented by him must satisfy the following requirements, namely:

- (a) He, or the entity represented by him, must have been an Associate Member of the Council for at least three years.
- (b) He, or the entity represented by him, must have, to his or its credit, during the three financial years immediately preceding, average exports in respect of the product, of not less than the amount mentioned below<sup>1</sup>:

For Hardware units	Rs. 10 Lakhs
For Software units	Rs. 25 Lakhs

#### **4. ELIGIBILITY FOR ELECTIONS**

##### **4.1 Right to vote etc, confined to ordinary members**

Only an ordinary member shall have the right to vote at, or to offer<sup>2</sup> self as a candidate at elections to various positions in the Council.

##### **4.2 Eligibility of ordinary members**

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

- (a) He, or the entity represented by him, must have, to his or its credit, during the three financial years immediately preceding, average exports in respect of the products of not less than the amount mentioned below:

For Hardware units	Rs. 10 Lakhs
For Software units	Rs. 25 Lakhs

#### **5. APPLICATION FOR MEMBERSHIP**

##### **5.1 Form of Application**

- (a) Application for membership of the Council as an ordinary or associate member shall be made to the Committee in the prescribed form.
- (b) Where no such form is prescribed for the time being, the application may be made by an ordinary letter.
- (c) The application shall, in every case, contain the following particulars.
  - i. Facts showing eligibility for membership.
  - ii. Whether the applicant is an individual, firm, company, co-operative society or any other type of entity.
  - iii. Category of membership applied for.

##### **5.2 Accompaniments**

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

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1. See also article 8.3 infra

2. See also article 11.3 infra

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

### **5.3 Decision on the application**

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

### **5.4 Commencement of membership**

Where the application for membership is accepted by the Committee, the membership of the applicant shall commence from the beginning of the financial year during which the application is accepted.

## **6. FEES FOR MEMBERSHIP**

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

## **7. RESIGNATION BY MEMBERS**

- (a) A member of the Council may resign, by giving to the Executive Director notice in writing of his intention to do so and shall thereupon cease to be a member, either immediately or from such date as may be mentioned in the notice, in this regard.
- (b) A member, who has resigned shall nevertheless continue to be liable to pay to the Council 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**

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

- (a) He is found to be of unsound mind by a competent court;
- (b) He applies to be adjudicated as, or is adjudicated as, an insolvent;
- (c) He is convicted by a court of an offence involving moral turpitude and is sentenced, on such conviction, to imprisonment for not less than six months<sup>1</sup>;
- (d) He, or any firm in which he is a partner, or any private company of which he is a Director, commits a violation of section 295 or section 299 of the Act;
- (e) He becomes disqualified by an order of the court under section 203 of the Act;

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<sup>1</sup>. See also Article 19.1; *infra*

- (f) He ceases to be a member of the entity which he represents or such entity ceases to be a member of the Council; or
- (g) His name is removed from the register of members under article 8.2

## **8.2 Removal by the Committee**

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

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

## **8.3 Conversion into Associate membership**

The Committee may, after giving a member reasonable opportunity of hearing, convert the membership of an ordinary member into an associate membership, if his performance as an exporter of the product has, during the financial years immediately preceding been below the average mentioned in clause (b) of article 3.3"

## **9. CONDUCT OF ELECTIONS**

### **9.1 Duty of Council**

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

### **9.2 Failure to hold elections**

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

### **9.3 Mode of conducting elections**

The following matters shall be provided for by rules to be made by the Council, namely;

- (a) The tenure of members elected to various posts in the Council (except as otherwise provided in these articles)
- (b) Mode of conducting elections (except as otherwise provided in these articles)

**10. REPRESENTATION OF FIRM**

- (a) Any firm, which is a member of this Council shall, by consent of all partners, authorise any one of its partners to act as its representative at any meeting of the Council or of the Committee.
- (b) In the absence of any such authority in the case of any firm, any one partner whose name has been registered in the records of the Council shall be entitled to act as a representative of the firm at any meeting of the Council or of the Committee.
- (c) Any Company or Co-operative society or other Corporation which is a member of this Council shall, by a resolution of its Directors (or any person in the position of Directors) authorise any of its Director or any person in the position of Directors to act as its representative at any meeting of the Council or of the Committee.
- (d) A sole proprietary firm or Hindu undivided family firm shall be represented by its proprietor or Karta, as the case may be.
- (e) A person authorised to represent an entity by or under clause (a) (b) (c) or (d) of this article shall thereupon be entitled to exercise the same rights and powers on behalf of the member whom he represents, as if he were an individual member of the Council, of the same class as the firm, company, society or other corporation, as the case may be.
- (f) Any authority granted under clause (a) or (c) of this article shall be effective, only on expiry of seven days from the date on which it is lodged with the Council.

**11. PRIVILEGES OF MEMBERS****11.1 Ordinary Members**

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

- (a) Right to stand as a candidate, and to vote at the election of the members of the Committee and the right to vote on all matters brought before a meeting of the Council, provided there are no arrears of subscription or other dues or charges payable by them to the Council on 1<sup>st</sup> April in the year of voting;
- (b) Right to requisition a meeting, as provided in these articles;
- (c) Right to receive the annual reports of the Committee, on payment of the prescribed fee;
- (d) Right to receive publications of the Council, on the prescribed conditions; and
- (e) Right to use all such facilities as may be made available to such members by the Council from time to time, on the prescribed conditions.

**11.2 Associate Members**

Without prejudice to any other rights conferred on associate members by the Memorandum of Association, of the Council, such members shall have the following rights and privileges namely:

- (a) Right to receive the Annual Reports of the Committee, on payment of the prescribed fee;
- (b) Right to receive the publications of the Council, on prescribed conditions;
- (c) Right to use all such facilities as may be made available from time to time by the Committee, on the prescribed conditions.

### **11.3 Nominated and Co-opted Members**

A nominated or co opted member shall have no right to vote<sup>1</sup>.

## **12. VOTING RIGHTS**

### **12.1 Persons who can vote**

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

### **12.2 Chairman's declaration of result of voting conclusive**

- (a) No objection shall be taken to the validity of any vote cast at a meeting, except at the meeting at which such vote was tendered, and every vote, not disallowed at such meeting, shall be deemed to be valid for all the purposes of such meeting.
- (b) The Chairman of a meeting shall be the sole judge of the validity of every vote tendered at such meeting.

## **13. SUSPENSION OF PRIVILEGES**

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

- (a) He shall not be entitled to exercise any right or privilege as such member and
- (b) The Committee of the Council shall have powers to waive suspension or to give more time to the members to pay arrears. Further if the suspension of membership continues for a period of two years, the Committee of the Council can disqualify the member from the membership of the Council.

## **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.

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<sup>1</sup>. Cf. Article 4.1

**15. REGISTER OF MEMBERS**

The Council shall keep a Register of Members (ordinary and associate), in physical or digital format, and enter therein the following particulars of its members, namely

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

**16. MEETING OF THE COUNCIL**

**16.1 Annual General Meeting**

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

**16.2 Business**

- (a) The annual general meeting shall be held at any time during business hours, on a day (not being a public holiday) decided by the Committee.
- (b) The notice calling the meeting shall specify it as the annual general meeting.

**17. PROCEDURE AT MEETINGS OF THE COUNCIL**

**17.1 Scope of the articles**

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

**17.2 Quorum**

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

**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<sup>1</sup> is not present then:

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*1. See also article 17.2(b) for quorum*

- (i) If the meeting is convened by or upon the requisition of the members, it shall stand dissolved;
  - (ii) In any other case, the meeting shall stand adjourned<sup>1a</sup> to the same day, after one week (if that day is not a public holiday) at the same time and place or to such other day and at such other time and such other place (in the same city) as the Committee may determine.
- (b) If, even in any such adjourned meeting, quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, then the members present shall constitute the quorum<sup>1b</sup> and may transact the business for which the meeting was called.

### 17.5 Chairman

- (a) Chairman of the Council shall be entitled to take the chair at every general meeting of the Council,
- (b) If there is no Chairman or if he is not present within 15 minutes from the time appointed for holding such meeting or, if he is unwilling to act, then one of the Vice-Chairmen of the Council (if present and willing) shall preside.
- (c) If any of the Vice-Chairmen is not present and willing, the members of the Committee who are present may choose a member of the Committee to preside at the meeting.
- (d) If there be no member of Committee willing to take the chair, the ordinary members of the Council who are present shall elect one of themselves to be the Chairman of the meeting of the Council<sup>1c</sup>.

### 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<sup>2</sup>.
- (b) No notice of the adjourned meeting shall be necessary, unless the meeting is adjourned for more than ten days<sup>3</sup>.

### 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.

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1a. As to adjournment generally see article 17.6 *infra*

1b. See also article 36.1 *infra* for quorum

1c. As to Council meeting see article 36.2 *infra*

2. Article 17.6 (a) to be further considered with reference to requisitioned meetings as per article 34.3. *infra*

3. As to adjournment for want of quorum see also article 17.4 *infra*.



- (i) May be ordered to be taken by the Chairman of the meeting, of his own motion;
- (ii) Shall be ordered by the Chairman, if it is demanded by at least five members having the right to vote on the resolution and present in person or by authorised representative.

### **17.8 Minutes conclusive**

An entry in the Minute Book of the Council in regard to any resolution moved at the meeting shall be the 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 in regard to the membership of the Council.
- (b) Before declaring a member to be disqualified, the Committee shall give him a reasonable opportunity of being heard and shall follow such procedure as may be prescribed<sup>1</sup>.

## **20. VACANCIES**

### **20.1 Casual vacancies**

- (a) If there arises a casual vacancy in the office of any member of the Committee (other than Regional Chairmen and members who are nominated or co-opted), it shall be filled up by the Committee. Provided that when the vacancy is for a period not exceeding two months, the Committee may, if it so chooses, decide not to fill up the vacancy, so long as the number of vacancies so left unfilled does not exceed three.
- (b) A person appointed to fill up a casual vacancy shall hold office only for the remainder of the term of the original member.

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<sup>1</sup> Cf. article 8

## **20.2 Member going out of India**

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

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

## **21. REGIONAL CHAIRMEN**

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

## **22. REGIONAL COMMITTEES**

### **22.1 Formation of Regional Committee**

- (a) The Committee of Administration shall form a Regional Committee for each Region, except where the products with which the Council is concerned are mainly confined to one Region.
- (b) The geographical extent of such Region shall be determined by the Committee of Administration.
- (c) The Regional Committee shall consist of the following:
  - (i) the Regional Chairmen, and
  - (ii) such number of other members as may be nominated by the Committee of Administration.

### **22.2 Functions of Regional Committees**

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

**23. PANELS / SUB-COMMITTEES / STATE COMMITTEES**

The Committee may, from time to time, constitute Panels / Sub-Committees / State Committees to perform such functions as the Committee may lay down, and may define their composition.

- 23.(A)** "Vision Committee" means an Advisory Committee consisting of Past Chairmen of the Council to provide continuity and advice to the new Committee. Past Chairmen willing to join the Vision Committee may express their interest, in writing, to the Executive Director within three weeks of constitution of new Executive Committee for inclusion in the Vision Committee. Members of the Vision Committee shall also be "Special Invitee" to the Executive Committee, without any voting rights.

**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 safe custody;
- (b) The seal of the Council shall not be affixed to any document, except under the general or specific authority of the Committee and shall also not be affixed to any instrument except in the presence of two members of the Committee or such other

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

## **26. PROCEDURE OF THE COMMITTEE**

- (a) The Chairman of the Council shall, when present, preside at all the meetings of the Committee;
- (b) If the Chairman is not present at any meeting of the Committee, one of the Vice-Chairmen 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 from 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 Executive Director 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 Executive Director 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.
- (h) At any meeting of the Committee, one third of the total strength of the Committee (as then constituted) shall be 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 the meetings of the Committee.
- (k) The Committee shall meet at such times as 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-CHAIRMEN, ETC. AND THE COMPOSITION OF THE COMMITTEE.**

### **27.1 Chairman and Vice-Chairmen**

There shall be one Chairman and two Vice Chairmen – one from the Hardware Sector and the other from the Software & Services Sector.

All eligible members of the Council shall elect, for a term of two years, a Vice Chairmen and Members of the Executive Committee.

The elected members of the Committee shall elect a Vice Chairmen, who will be from a different sector as compared to the directly elected Vice Chairmen and will be eligible for re-election.

For the first term (2016-18), they shall also elect a Chairman for the first two years period. Thereafter, elections will be conducted for the post of Vice Chairmen and the Vice Chairmen so elected through e-voting process shall become Chairman after completion of his/her tenure of two years, unless he declines to accept the post of Chairman or he/she is removed from the post of Vice Chairmen by a no-confidence vote of no less than the two third of the Executive Members. The resolution regarding no confidence will have to be put to vote on the same pattern of direct elections / e-voting as followed during the time of election to the post of Vice Chairmen. In the event of post of Vice Chairmen falling vacant due to any of the circumstances, the post shall be filled up through the election / e-voting process by all the members eligible to vote.

Any member having held the post of Chairman and / or Vice Chairmen (through election / e-voting process) can be re-elected as Vice Chairmen only after the gap of four years.

The second Vice Chairmen elected by the Executive Committee Members from amongst themselves will be eligible for re-election.

## **27.2 Composition of the Committee**

- (1) The Committee of Administration shall have the following members:
  - (a) Elected members with a minimum of ten and maximum of twenty, including the Regional Chairmen (with equal reservation of seats amongst Software and Hardware Sector, in case of Executive Committee members). However, if any seat reserved under this clause cannot be filled up by a candidate of that reserved category, the seat shall be deemed to be unreserved.
  - (b) Nominated members, not exceeding three in number.
- (2) Subject to the provisions of clause (1), the number of members of the Committee shall be laid down by rules made by the Committee.
- (3) The Council, in order to facilitate the coordination on Export Policy and Promotion matters, may request the Government to nominate upto 3 members in the Committee. In addition, the Committee of the Council can nominate upto 2 additional members to the Committee. Executive Director of the Council shall be the Member Secretary of the Committee in ex-officio position and all these nominated members and ED would be without voting rights.

## **27.3 Reservation**

- (a) At least one third of the seats for the elected members of the Committee shall be reserved for representatives of small-scale industries.
- (b) 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 star trading houses for the purposes of the Foreign Trade Policy for the time being in force or who have for the time being similar status under the said policy.

- (c) Where any seat reserved under clause (a) or (b) of this article can not be filled up by a candidate of that reserved category, that seat shall be deemed to be unreserved.

#### **27.4 Co-opted members**

The Committee may co-opt such members<sup>1</sup>, as it considers necessary for the efficient conduct of its business in relation to specific types of activities.

#### **27.5 Certain further provisions as to nominated members**

- (a) The term of office of members of the Committee, who are nominated by the Central Government at the request of the Council, shall be co-terminus with the term of the Committee.
- (b) The Central Government may, at any time, require such a nominee to relinquish his office and may appoint another person in his place.

#### **27.6 Retirement of elected members**

The members of the Committee shall hold office for a period of two years and shall retire automatically after completion of a term of two years, but shall be eligible for re-election.

#### **27.7 Elections to the Committee and Returning Officer**

- (a) Elections to the Committee shall be conducted every two years, well before the expiry of the term of the retiring members / Committee.
- (b) The Committee shall appoint a returning officer for conducting elections.

#### **27.8 Rules**

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

### **28. CHAIRMAN OF THE COMMITTEE**

The Chairman of the Council shall ordinarily be the Chairman of the Committee of the Council and shall be responsible for the proper functioning of the Council.

### **29 VICE-CHAIRMEN**

- (a) One of the Vice-Chairmen, nominated by the Chairman, shall, in the absence of the Chairman, have the power to perform the duties of the Chairman.

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<sup>1</sup> of para 3 of Article 27.2

- (b) The Vice-Chairmen may also perform any other functions that may be entrusted to them by the Chairman.

### **30. REMUNERATION**

Members of the Committee shall not be entitled to any remuneration<sup>1</sup> for attending its meetings or for any other function performed by them as such members.

### **31. POWERS 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 extra ordinary general meeting of the Council.  
Provided that no such regulation or direction shall invalidate any prior act of the Committee which would have been valid, if the regulation or direction had not been made or given.

### **32. RESOLUTION BY CIRCULATION**

- (a) Any business which may be necessary for the Committee to transact may, if the Chairman so directs, be carried out by circulation of papers among all its members; and any resolution so circulated and approved by the majority of such members shall be as effectual and binding, as if the resolution had been passed at meeting of the Committee, provided that at least the number of members who constitute the quorum of the Committee have recorded their views on the resolution.
- (b) When any business is so referred by circulation to the members of the Committee, a period of not less than seven clear days shall be allowed for the receipt of replies from such members, such period being reckoned from the date on which the notice of the business is issued.
- (c) If a resolution is circulated, the result of the circulation, shall be communicated to all members of the Committee present in India and shall be recorded in the minutes of the next meeting of the Committee.

### **33. EXECUTIVE DIRECTOR, SECRETARY, OFFICERS AND OTHER EMPLOYEES.**

#### **33.1 Executive Director**

- (a) There shall be an Executive Director of the Council, who shall be under the control and direction of the Committee and shall be in overall charge of the administration

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<sup>1</sup> As to Council members, see article 34.4 *infra*.

of the Council; and shall supervise the work of all officers of the Council,

- (b) If necessary, the Council may have a Secretary<sup>1</sup>, who shall, however, work under the administrative control of the Executive Director.

### **33.2 Secretary, if appointed**

- (a) The Secretary shall have charge of all correspondence and shall keep an account of the funds of the Council and of funds connected with, or in any way controlled by, the Council.
- (b) He shall keep accurate minutes of all the meetings of the Council and of the Committees.
- (c) He shall take proper care of all assets belonging to the Council.
- (d) He shall give notice to members, of all meetings of the Council or the Committee.
- (e) He shall duly notify members of their appointment, shall countersign all cheques signed by the Chairman or by any member or members of the Committee duly authorized in this behalf and shall collect all moneys due to the Council.
- (f) He shall prepare an Annual Report of the Council.
- (g) He shall generally perform all such functions as are incidental to his office or as may be assigned to him by the Committee or Executive Director, from time to time.

### **33.3 Officers**

The officers of the Council, including the Secretary (if appointed), shall devote themselves entirely to such business and affairs of the Council as may be assigned to them by the Executive Director or the competent authority.

### **33.4 Employees (rules regarding)**

- (1) The Committee may, in respect of all employees of the Council make rules to regulate the following matters, namely;
  - (a) Conditions of service;
  - (b) Appointment, Promotion and Dismissal;
  - (c) Grant of pay, leave, allowances, pension, gratuity and compassionate allowance; and
  - (d) The establishment and maintenance of a Provident Fund and other Funds for the welfare of the employees.

## **34. GENERAL MEETINGS**

### **34.1 General Meetings of the Council**

- (a) A general meeting of the Council shall be held within eighteen months of the

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<sup>2</sup> Provision regarding Secretary may be deleted, where not required.



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.

### **34.2 Business for the annual general meetings**

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

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

### **34.3 Requisition for meeting**

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

### **34.4 No right to remuneration**

Members of the Council shall not be entitled to any remuneration<sup>1</sup> for attending its meeting or for performance of any other functions as such members.

## **35 NOTICES OF MEETINGS**

### **35.1 Notice how given**

- (a) In regard to every annual general meeting of the Council not less than fourteen day's notice to the members, specifying the place, date and hour of meeting (with a statement of the business to be transacted thereat) shall be given.
- (b) A notice may be given to any member either personally or by any means of communication available such as post, fax, courier, e-mail, Web site, Newspaper etc. at their registered address / contact numbers / address available in the records of the Council.
- (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 the Act.

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*1. Cf. Article 30.1 as to Committee members.*

**35.2 Service of notice**

- (a) Any notice required to be given by the Council to the members or any of them, and not expressly provided for by these articles, shall be sufficiently given if given by advertisement and any notice which is required to be or which may be given by advertisement shall be advertised once at least in one or more newspaper circulating in the neighbourhood of the registered office of the Council.
- (b) The non-receipt by any member of any notice of meeting required by these articles to be given to the member, shall not invalidate any proceedings or any meeting or any resolution passed at any meeting.

**36. PROCEEDINGS AT MEETINGS OF THE COUNCIL**

**36.1 Business and Quorum**

No business shall be transacted at any meeting of the Council, unless the quorum laid down in article 17.2 is present at the commencement of the business and if no such quorum is present within half an hour of the meeting, then the provisions of article 17.4 shall apply.

**36.2 Conduct of meeting : who to preside**

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

**36.3 Voting**

At any general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll, before or on the declaration of the result, of hands is demanded by the Chairman that the resolution has, on a show of hands, been carried unanimously, or by a particular majority, or lost, shall be conclusive; and an entry to that effect in the book of the proceedings of the meetings of the Council and signed by the Chairman shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour, or against that resolution.

**36.4 Adjournment**

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

**36.5 Voting confined to ordinary members**

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

**37. VOTES OF MEMBERS**

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.

### **38. MINUTES**

Minutes of the meetings of the Council shall be kept in the manner prescribed in the Act, either in physical or digital format.

### **39. BOOKS AND DOCUMENTS**

#### **39.1 Books of accounts**

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

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

#### **39.2 Books where kept**

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

#### **39.3 Time and place**

The Committee shall, from time to time, by rules determine whether and to what extent and at what times and places, to whom and under what conditions, the accounts and books of the Council or any of them shall be open for the inspection of the members. Further, members and non-members shall not have any right to inspect any account or book or document of the Council, unless authorised by the Committee or by a resolution of the Council in a General Body Meeting.

#### **39.4 Balance sheet and Report**

A printed copy of the audited Income and Expenditure Account and Balance Sheet of the Council, together with the report of the Auditor and of the Committee, shall, at least fourteen days prior to the Annual General Meeting of the Council, be sent to the registered address of every member and a copy shall also be kept at the registered office of the Council for the inspection of members during a period of at least fourteen days before the meeting.

#### **39.5 Copies**

After the Balance Sheet and Income and Expenditure Account have been laid before the members at the Annual General Meeting, three copies of the Balance Sheet signed by the Executive Director or Secretary, shall be filed with the competent officer as required by the Act.

**40. AUDITORS**

- (a) Auditors shall be appointed at the Annual General Meeting of the Council each year,
- (b) The rights and duties of the auditors shall be regulated in accordance with the provisions of the Act.
- (c) Any casual vacancy in the office of the Auditor may be filled by the Committee.

**41 BUDGET ESTIMATES**

- (a) The Executive Director shall each year prepare a Budget for the ensuing year and shall submit it to the Committee on or before such date as may be determined by the Committee.
- (b) No expenditure shall be incurred until the Budget is sanctioned by the Committee.
- (c) The budget shall be in such form as the Committee may direct, from time to time.
- (d) Supplementary estimates of expenditure shall be submitted for the sanction of the Committee in such form and on such date as may be specified by the Committee.

**42. EXPENDITURE**

- (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 or other Officers 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.

**43. 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.

**44. 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.

**45. HEAD OFFICE**

The Head Office of the Council shall be at : 155, Okhla Industrial Estate, Phase 3, New Delhi 110020.

**46. ACTION PLANS**

**46.1 Duty of Council**

1. The Council shall, from time to time, obtain from its members proposals for export and then prepare an integrated action plan for:
  - (a) The promotion of exports;
  - (b) The generation of production for exports;
  - (c) The setting of exports targets generally and also in relation to specific countries and commodities.

**46.2** Such plans shall be prepared for every financial year or for such longer or shorter period as may be considered desirable in the circumstances by the Council.

**46.3.** The Council shall make all possible efforts to secure prompt execution of such plans.

**47. POWERS OF THE CENTRAL GOVERNMENT**

**47.1 Advise by Government**

- a. The Central Government may advise to the Council as to the performance of its functions, where the Government considers such advice to be necessary;
  - (i) in the interests of national security; or
  - (ii) in the interests of the national economy; or
  - (iii) otherwise in the interest of international trade.
- b. The advise given by Government under Article 47.1 (a) above shall be considered by the members of the Council at its general meeting and the decision of the general meeting shall be final.

**47.2 Foreign Collaboration**

All agreements between the Council and any foreign collaboration shall be in accordance with the applicable law.

**48. ALTERATIONS IN ARTICLES**

Any addition or, modification in, or deletion of, any of these articles shall be made by the Council in accordance with the provisions contained under Societies Act, XXI of 1860, as amended, from time to time.

**49. REPUGNANCY TO SOCIETIES ACT.**

Where, in relation to the Council to which the Societies Act, 1860 applies, there is a repugnancy between the provision of these articles and the procedures of that Act, the procedure of the Act shall, to the extent of the repugnancy, overrule the provision of these articles.