

RESOLUTION

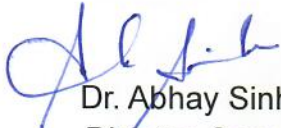
Resolve that:

The Department of Commerce had directed and mandated that all Export Promotion Councils should adopt uniform Articles of Association as circulated by the Department. SEPC was also required to be do the needful. These Model Articles of Association are to replace the existing Articles of Association of the Councils, including SEPC.

Accordingly, the said Articles of Association were duly circulated to all the members of SEPC, inviting their comments / suggestions if any. No objections have been raised by any member accordingly, the matter was put up before the CGC in a specially convened meeting held on 31.05.2024 to consider and approve the said Model Articles of Association.

In view of the above this, the Central Governing Council (CGC) in its meeting held on 31.05.2024 adopted and approved the said Model Articles of Association in place of the existing Memorandum of Association with immediate effect.

It was further decided that members should be informed accordingly and simultaneously these should be filed with the Registrar of Socialites.


Dr. Abhay Sinha
Director General


Karan Rathore
Chairman

Place: New Delhi
Date: 31.05.2024

MEMORANDUM & ARTICLES OF ASSOCIATION

SERVICES EXPORT PROMOTION COUNCIL

DPT-417, 4th Floor, Prime Towers
Plot, No. 79 & 80, Pocket F, Okhla Phase I,
Okhla Industrial Area, New Delhi -110020

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MEMORANDUM OF ASSOCIATION OF SERVICES EXPORT PROMOTION COUNCIL

1. **Name:** The name of the Council shall be “Services Export Promotion Council (SEPC)”.
2. **Registered Office:** The Registered office of the Council initially was at 705, Bhikaji Cama Bhavan, Bhikaji Cama Place, New Delhi–110066 and at present DPT-417, 4TH Floor, Prime Towers, Plot No. 79 & 80, Pocket F, Okhla Phase I, New Delhi, Delhi 110020.
3. **Area of Operations:** The Council shall have operations throughout India.
4. **Objects:** The objects for which the Council is established are:
 - a. To promote exports of Services from India by such methods as may be necessary or expedient and without prejudice to the generality of the premises by
 - i. undertaking market studies in individual foreign countries on regular as well as an ad hoc basis;
 - ii. organizing visits of delegations of members abroad to explore opportunities for Services;
 - iii. organizing, participation in seminars, conferences and meets in India and abroad, trade fairs/exhibitions/buyer-seller meets;
 - iv. disseminating information regularly and continuously in foreign countries regarding the potential image of Indian Services sector and informing the public in foreign countries the advantages of availing Services from India;
 - v. compiling statistics and other relevant information regarding international trade in Services;
 - vi. providing commercially useful information and assistance to members in developing and increasing export of Services;
 - vii. disseminating information useful to members by literatures, discussions, books, correspondence or otherwise;

- viii. offering professional advise to members in areas such as technology upgradation, quality and design improving, standards and specifications of the products;
- ix. maintaining licence with agencies dealing in international trade and Services so as to promote export of Services from India;
 - x. communicating with the chambers of commerce and other mercantile chambers of commerce, professional bodies, other mercantile and public bodies in India and abroad for promoting measures for the advancement of exports from India;
 - xi. to take up various issues/problems and suggestions connecting with Services, with government and international agencies to promote interest of Services providers.
- b. Promoting interaction between Services providers and government both at central and state levels.
- c. To channelize financial assistance rendered by the central government to members for assisting their export market development efforts.
- d. To collaborate in kindered activities with the other export promotion councils/export promotion organisations in India and similar bodies in foreign countries and with international organizations working in the field.
- e. To enter into contracts.
- f. To draw, make, accept, endorse, discount and execute negotiable instruments.
- g. To invest the money of the Council in any Bank approved by the Governing Council and the money received from the Central government as per directions of that government.
- h. To subscribe for, become a member of and cooperate with any other Association, whether incorporate or not, whose objects are, altogether or in part, similar to those contained in this Memorandum and to obtain from and to communicate to any such Association such information as may be likely to fulfill the objects of this Council.
- i. To obtain from the members and to prepare for the Council as a whole, action plans for promotion of exports of Services, development of exports markets, generation of production for exports, setting of export target, generally and in relation to specific countries and sectors, on an annual basis and for such medium and long terms as may be considered desirable and to ensure/undertake execution of such plans.

- j. To construct building(s) and to furnish security by way of mortgage, charge, etc of the Council's properties and assets.
- k. To avail of loans and financial facilities from banks, Financial Institutions, Companies or Corporations for construction of building(s) and to furnish security by way of mortgage, charge, etc. of the Council's properties and assets.
- L. To do all such other lawful acts as would be conducive for the promotion of exports and to the interests of the Council or incidental to the attainment of the above objects or of any of them.

5. **Liability of Members:** The liability of the members shall be limited.
6. Every member of the Council, other than the officials of the government, undertakes to contribute to the assets of the Council in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payments of the debts and liabilities of the Council contracted prior to the date on which he ceases to be a member, and of costs, charges and expenses off winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding Rs. 5000/-.
7. The income and property of the Council when so ever derived shall be applied solely towards the promotion of the objects of the Council as set forth in this Memorandum and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or loans or otherwise, however, by way of profit to the persons who at any time are or have been Members of this Council 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 reasonable and proper remuneration to any officers, other than members, or servants of the Council 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 benefits, 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 society shall have any personal claim

on any movable or immovable properties of the society or make any profit, whatsoever by virtue of his membership.

8. If upon winding up of or dissolution of the Council, there remains after the satisfaction of all its debts and liabilities, any assets, whatsoever, the same shall not be paid to or distributed among the members of the Council, but shall be disposed of in the following manner, viz.(i) at the discretion of the Government, if the assets in question have been acquired wholly or substantially out of Government grants, or (ii) if they have not been so acquired, they shall be given or transferred to some other institution having objects similar to the objects of the Council as may be determined by the appropriate Court of Law.
9. No change, alteration or modification shall be made in the Memorandum without the prior concurrence of the Central Government.
10. **Working Committee:** For the purposes of obtaining the registration of this Council, the undersigned Founder Members, who are subscribers to the Memorandum of Association, do hereby nominate the following persons to be collectively known as the first Working Committee of the SERVICES EXPORT PROMOTION COUNCIL. The said Working Committee shall do all that is necessary and incidental thereto for the purposes of obtaining the registration of SERVICES EXPORT PROMOTION COUNCIL and also to manage the affairs of the Council till the time a duly elected body of the Governing Council comes into existence and takes control of the management of the Council.

The Working Committee shall further endeavor to secure the first meeting of the Governing Council of the elected members, preferably within a period of six months so that the affairs and management of the Council can be conducted smoothly and properly.

The names, addresses and occupation of the present members constituting the Working Committee whose term will be one year or till a duly elected Governing Council, whichever is earlier. The names, addresses, occupations/designations of the members of the Working Committee entrusted with the management of the Society as required under Section 2 of the Societies Registration Act 1860 applicable to the National Capital of Delhi are as follows: -

S. NO.	NAME & ADDRESS OCCUPATION/	DESIGNATION
1.	Mr. Lalit Bhasin President-SILF-Legal Sector & Proprietor Bhasin & Company Advocates 10, Hailey Road, 10 th Floor New Delhi – 110 001	Chairman
2.	Dr. Naresh Trehan Escorts Heart Institute & Research Centre Okhla Road New Delhi – 110 025	Vice-Chairman
3.	Dr. A. K. Bardhan Associate Consultant Cardiologist Woodlands Hospital & Medical Research Centre LTd. 452/C, FD Block, Sector III Salt Lake City Kolkata – 700 091	Member
4.	Mr. Rajendra S. Pawar Chairman NIIT Limited 8, Balaji Estate Sudarshan Munjal Marg Kalkaji New Delhi – 110 019	Member
5.	Mr. Pahlaj Nihalini Motion Picture Producer & Distributor, 2B, Two Roses Coop. Housing Society Ltd. Pali Road, Bandra (West) Mumbai – 400 050	Member

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|-----|--|--------|
| 6. | Ms. Anuradha Prasad
BAG Films Ltd.
FC 23, Sector 16-A
Film City, Noida – 201 301 | Member |
| 7. | Mr. Sarabjeet Singh
B-5/207, Safdarjung Enclave
New Delhi | Member |
| 8. | Mr. Vivek Nair
Hon. Secretary
Federation of Hotel & Restaurant
Association of India &
Vice Chairman & Managing
Director-Hotel Leela Kempenski
Sahar (East) Mumbai | Member |
| 9. | Mr. Omkarnath Kapila
Managing Partner
The Metal Printers Company
203, A-Z Industrial Estate
G.K.Marg, Lower Parel (West)
Mumbai – 400 013
Also at: Bhupen Chambers, 4 th Floor
9, Dalal Street, Mumbai – 400 023 | Member |
| 10. | Mr. Rajiv K. Luthra
Luthra & Luthra Law Offices
103, Ashoka Estate
Barakhamba Road, New Delhi – 110 001 | Member |
| 11. | Mr. Dipankar Chatterji
L.B.Jha & Company
DG-1 & EG-3, Gillander House
8, Netaji Subhas Road, Kolkata – 700 001 | Member |

12. Dr. N. Bhaskara Rao, Ph.D. Member
Chairman
Centre for Media Studies (CMS)
Research House
Saket, Community Centre
New Delhi – 110 017
13. Mr. Partha Rakshit Member
Executive Director
Acnilesen Org-Marg Pvt Ltd.
Voltas House “A”, 2nd Floor
Dr. Babasaheb Ambedkar
Road Chinchpokli (East)
Mumbai – 400 033
14. Shri A. N. Dhodapkar Member
Director
National Institute for Training
of Highway Engineers (NITHE)
A-5, Institutional Area
Sector 62, NH-24, Bypass, Noida
15. Major General G. K. Nischol Treasurer
AVSM, VSM (Retd.)
Director General
All India Management Association
‘Management House’
14, Institutional Area, Lodhi Road
New Delhi – 110 003
16. Mr. S. Tyagarajan Member
Advisor
ETL Infrastructure Services Ltd.
Elnet Software City, T.S. 14-C,
Block 2 & 9 CPT Road, Taramani, Chennai – 600 113

11. **DESIROUS PERSONS:**

“We, the following persons, subscribe our names to the above Memorandum of Association and are desirous of being formed into a Council in pursuance of this Memorandum of Association:

S. NO.	NAME & ADDRESS SIGNATURE	OCCUPATION
1.	Mr. Lalit Bhasin President-SILF-Legal Sector & Proprietor Bhasin & Company, Advocates 10, Hailey Road 10 th Floor, New Delhi – 110001	Chairman
2.	Dr. Naresh Trehan Escorts Heart Institute & Research Centre Okhla Road, New Delhi – 110 025	Vice Chairman
3.	Mr. Rajendra S. Pawar Chairman NIIT Limited 8, Balaji Estate Sudarshan Munjal Marg Kalkaji, Delhi – 110 019	Member
4.	Mr. Sarabjeet Singh B-5/207, Safdarjung Enclave New Delhi	Member
5.	Mr. Rajiv K. Luthra Luthra & Luthra Law Offices 103, Ashoka Estate Barakhamba Road New Delhi – 110 001	Member

- | | | |
|----|---|-----------|
| 6. | Dr. N. Bhaskara Rao, Ph.D.
Chairman
Centre for Media Studies (CMS)
Research House
Saket, Community Centre
New Delhi – 110 017 | Member |
| 7. | Major General G. K. Nischol
AVSM, VSM (Retd.)
Director General
All India Management Association
'Management House'
14, Institutional Area, Lodhi Road
New Delhi – 110 003 | Treasurer |

ARTICLES FOR SERVICES EXPORT PROMOTION COUNCIL

Article 1. DEFINITION AND INTERPRETATION:

1.1. Definitions:

In these Articles, unless the context otherwise requires:

- a) "Act" means the Companies Act 2013 or Societies Registration Act 1860, or any other Act under which the Council/FIEO is registered and includes any amendment, modification, or re-enactment thereof.
- 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) "Chairperson" means the Chairperson of the Council;
- e) "Committee of Administration" means the Committee of Administration of the Council, constituted, as such, under these articles and henceforth referred to as "Committee"
- f) "Council" means the Council
- g) "Director General" means the Director General of the Council and includes any officer of the Council performing secretarial or such functions as assigned to them;
- h) "Executive Director" means the Executive Director (ED) of the Council and includes any officer of the Council performing secretarial functions;
- i) "Extraordinary General meeting" means an extra-ordinary general meeting of the members of the Council; other than its Annual General Meeting referred to in Article 16.1;
- j) "General meeting" means a general meeting of the members of the Council ;
- k) "Member" means a member of the Council;
- l) "Office" means the registered office for the time being, of the Council;
- m) "Panel" means a panel of the Council, constituted under these Articles;
- n) "Prescribed" means prescribed by the Committee; by virtue of a power conferred by these articles;
- o) "Product" means any goods or services in regard to which the Council has been recognized for the time being by the Central Government; under the relevant provisions of the Export-Import policy of the Central Government; as in force for the time being.
- p) "Regional Committee" means a Regional Committee constituted under these Articles;
- q) "Regional Chairperson" means a Regional Chairperson holding office under these articles;

- r) "Rules" means the rules of the Council, for the time being in force, made under these Articles or under any enactments for the time being in force;
- s) "Secretary" means the Secretary of the Council and includes any officer of the Council performing secretarial functions;
- t) "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;
- u) "Vice-Chairperson" means Vice-Chairperson of the Council.

1.2 Certificate:

For the purpose of determining whether an industry is a Micro, Small or Medium Enterprises, the MSME certificate issued by the Ministry of Micro Small and Medium Enterprises shall be conclusive. For startups, the certificate issued by Department for Promotion of Industry and Internal Trade (DPIIT) shall be conclusive.

1.3 Words Defined in the Companies Act, 2013/Societies Registration Act 1860:

Words and expressions used and not defined in these Articles, but defined in the Act, 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

Article 2. FOREIGN TRADE POLICY:

2.1 Articles to be subject to Foreign Trade Policy.

The provisions of these articles shall be subject to those of the Foreign Trade Policy under ITC(HS) Classification/Central Product Classification (CPC) and Handbook of Procedures, as notified by the Central Government from time to time.

Article 3. CATEGORIES OF MEMBERS AND ELIGIBILITY FOR MEMBERSHIP

3.1 Categories of members of the Council

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

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

3.2 Associate Member

A person shall be eligible for admission to the Council as Associate Member on receiving the Importer - Exporter Code (IEC) from the Directorate General of Foreign Trade (DGFT), Government of India, in respect of the product with which the Council is concerned.

3.3 Ordinary Membership

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

- (a) He/ She or the entity represented by him/ her, must have been an Associate Member of the Council for **at least two years**; and
- (b) He/ She or the entity represented by him/ her must have to his/ her or its credit during the **two financial years** immediately preceding average exports in respect of the product of not less than the amount mentioned below:
 - (i) Micro, Small, Medium Enterprises (MSMEs): Rs. 25 Lakh - Rs. 1 Crore ((Micro Enterprises- Rs. 25 Lakhs, Small Enterprises -Rs. 50 lakh and Medium Enterprises- Rs. 1 crore)
 - (ii) Others: Above Rs.1 Crore

Note: In order to obviate the necessity of updation/revision of the eligibility criteria, the export criteria as prescribed above shall be automatically enhanced by 10% after each 5 years.

3.4 Conversion into Associate membership

If the average exports of a product by an Ordinary Member is below the pecuniary limits mentioned in clause(b) of Article 3.3, during the immediately preceding last two financial years, the Committee may, after giving the member reasonable opportunity of hearing, convert the Ordinary Membership into Associate Membership, unless specifically exempted.

Article 4. ELIGIBILITY FOR ELECTIONS

4.1 Right to Vote and contesting elections

- a) Ordinary members shall have the right to vote.
- b) Associate members having been completed 3 continuous years, and not fulfilling the

eligibility criteria for Ordinary Member, however, have exports in his/her credit in any of the preceding three years, shall also have the right to vote.

c) Eligibility for contesting elections: Only an ordinary member may offer him/ herself as a candidate at elections to various positions in the Council.

4.2 Eligibility of Ordinary Members to Contest in Elections

A candidate for election to any position (except Chairperson and Vice-Chairperson) in the Council must satisfy the following conditions:

a) He/ She or the entity represented by him/her must have to his/ her or its credit during the **two** financial years immediately preceding the election the average exports of the products of not less than the amount mentioned below:

- (i) Micro, Small, Medium Enterprises (MSMEs): Rs.50 Lakh - Rs.2.5 Crore (Micro Enterprises- Rs. 50 Lakhs, Small Enterprises -Rs. 1 crore and Medium Enterprises- Rs. 2.5 crore)
- (ii) Others: Above Rs.2.5 Crore

b) where a person is contesting for election as Regional Chairperson, he/she or the entity represented by him/ her must have minimum average exports of the product to the tune of Rs. 2.5 crores to his/ her or its credit during the **two** financial years immediately preceding.

c) where a person is contesting for election as Chairperson or Vice-Chairperson he/ she or the entity represented by him/ her must have minimum average exports of the product to his/ her or its credit during the **two** financial years immediately preceding, as specified below:

Membership base of the Council (Ordinary & Associate Members)	Less than 1000 members	Between 1001-2500 members	Between 2501-5000 members	Between 5001-10000 members	Above 10000 members
Minimum average exports of the product/services	Rs. 5 crore	Rs. 10 crore	Rs. 20 crore	Rs. 50 crore	Rs. 100 crore

Note 1: Minimum Average exports of the product in respect of **manufacturer exporter** shall be **half of the ceiling limits** prescribed in the Table above.

Note 2: In order to obviate the necessity of updation / revision of the eligibility criteria, the

export criteria as prescribed above shall be **automatically enhanced by 10%** after each 5 years.

Article 5. APPLICATION FOR MEMBERSHIP:

5.1 Form of application

Online Application for membership of the Council as an Ordinary or Associate member shall be made to the Council in the prescribed application form on a common digital platform of DGFT (URL: <https://www.dgft.gov.in/CP/?opt=e-rcmc>)

5.2 Accompaniments:

The application for membership shall be sent to the Council, along with requisite documents which may include the following:

- (i) a certificate of financial soundness from the applicant's bankers and all relevant / prescribed documents to justify the eligibility criteria.
- (ii) proof of payment of the prescribed fee which, along with any other payments to the Council, shall be through online mode only, as per Income-tax Rules, 1962.

5.3 Decision on the application:

(a) The Committee or any authority designated by the Committee shall take a decision on the application for membership within 45 days from the receipt of a properly completed application, and the Committee's decision shall be final.

(b) In case, a decision is taken by a designated authority, the same shall be get ratified by the Committee in its first subsequent meeting.

(c) The decision of the designated authority whether of acceptance or rejection of the application, shall be communicated to the applicant along with reasons, in writing.

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.

Article 6. FEES FOR MEMBERSHIP

6.1 Entrance and annual fees

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

(b) The Council may grant concession in entrance / annual fee for women entrepreneurs, start-ups etc.

Article 7. RESIGNATION BY MEMBERS:

(a) A member of the Council may resign by giving to the Director General notice in writing of his/ her intention to do so and shall thereupon cease to be a member either immediately or from such date as may be mentioned in the notice in this regard.

(b) A member who has resigned shall nevertheless continue to be liable to the Council for all amounts due from him/ her to the Council and for any other liability, which he/she might have incurred towards the Council.

(c) Entrance fee / Annual fee once paid shall not be refunded on resignation.

Article 8. DISQUALIFICATIONS FOR MEMBERSHIP OF COUNCIL:

8.1 Disqualification:

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

(a) Found to be of unsound mind by a competent court;

(b) Applies to be adjudicated as, or is adjudicated as, an insolvent;

(c) Convicted by a court of an offence involving moral turpitude and is sentenced on such conviction to imprisonment for not less than six months.

(d) he/she or any firm in which he/ she is a partner or any private company of which he/ she is a Director, commits a violation of relevant sections of the Act;

(e) become disqualified by an order of the court or tribunal under relevant sections of the Act;

(f) cease to be a member of the entity which he/she represent or such entity ceases to be a member of the Council;

(g) his/her name is removed from the Register of Members under Article 8.2;

or

(h) convicted of the offence dealing with related party transactions under relevant sections of the Act; at any time during the last preceding five years.

2. A person shall be disqualified for re-membership, if:

(a) a period of five years has not elapsed from the date of expiry of the sentence.

(b) they been convicted of any offence and has served a period of seven years or more.

8.2 Removal by the Committee:

The Committee or any other Committees designated by it may, after giving a member reasonable opportunity of hearing, remove the name of that member from the Register of Members, either for a specified period or indefinitely, if the Member:

- a) has violated any condition for membership or
- b) has been in arrears in regard to the payment of membership fee or of any other amounts due from him/her to the Council for more than three months; or
- c) has been found guilty of disorderly conduct at meetings of the council or of the Committee; or
- d) has been found guilty of conduct unbecoming of a member or
- e) has become disqualified under Article 8.1.

Article 9. CONDUCT OF ELECTIONS

9.1 Method of conducting election

In order to make the Council participative in nature and for better governance & transparency, the Council, as registering authority, shall follow the below mentioned criteria for conducting elections:

- a) Election of the Committee and also for the post of Vice Chairperson/Chairperson of the Committee shall be conducted through e-voting, as provided for in the relevant Act/Rules and Foreign Trade Policy.
- b) A reputed agency may be appointed by the Council to conduct the election in a free and fair manner.
- c) Observer(s) for the election(s) for the post of Committee of Administration (COA) and for Vice-Chairperson/Chairperson will be deputed by the Government from the Department of Commerce, DGFT or any other Ministry/Department/Organisation as may be decided by the Government.
- d) The provisions under this article shall be subject to the provisions of the relevant Act, Foreign Trade Policy(FTP) and instructions, guidelines, advisories issued by Government of India from time to time.

9.2 Duty of Council

- a) It shall be the responsibility of the Director General to ensure that elections to various posts in the Councils are held timely in free and fair manner and as prescribed under Article 9.

b) Elected members shall automatically retire on completion of their tenure.

9.3 Failure to hold elections

If a Council fails to ensure timely elections as provided in Article 9, the Central Government may after giving it a reasonable opportunity of being heard, direct the Council to hold a fresh election to be held and may make such interim arrangements as may be necessary for that purpose.

9.4 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

Article 10. REPRESENTATION OF FIRMS

10.1 Authorization

(a) Any firm, which is a member of this Council, shall by consent of all partners authorize any one of its partners to act as its representative at any meeting of the Council or of the Committee.

(b) In the absence of any such authority in the case of any firm, any one partner whose name has been registered in the records of the Council shall be entitled to act as a representative of the firm at any meeting of the Council or of the Committee.

(c) Any Company or Co-operative Society or other Corporation which is a member of the Council shall, by a resolution of its Directors (or of any persons in the position of Directors) authorize any of its Directors 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 authorized to represent an entity by or under clause (a), (b) (c) or (d) of this Article shall thereupon be entitled to exercise the same rights and powers on behalf of the member whom he/she represent, as if he/she were an individual member of the Council, of the same class as the firm, company, society, or other corporation on, 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 Member:

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

- (a) right to stand as a candidate, and to vote at the election of the members of the Committee and the right to vote on all matters brought before a meeting of the Council, provided there are no arrears of subscription or other dues or charges payable by them to the Council on 1st April in the year of voting;
- (b) right to requisition a meeting as provided for 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 Member:

Without prejudice to any other rights conferred on Associate Members by the Memorandum of Association of the Council, such Associate 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;
- (d)** provided that Associate Members having completed 3 continuous years as a member and have exports in his/her credit in any of the preceding three years, shall have the right to vote at the election of the members of the Committee and also on all matters brought before General meeting of the Council, provided there are no arrears of subscription or other dues or charges payable by them to the Council on 1st April in the year of voting.

11.3 Nominated, Co-opted and Institutional Members

A nominated/ co-opted/ institutional member shall have no right to vote.

Article 12. VOTING RIGHTS:

12.1 Persons who can vote

- (a) An ordinary member (or his/her authorized representative) and Associate Member having completed 3 continuous years as a member and have exports in his/her credit in any of the preceding three years, shall alone be entitled to vote at the general meetings, including AGM meetings and extra-ordinary general meetings, of the Council.
- (b) Every such member shall have only one vote.
- (c) The Chairperson shall have, in addition, a casting vote.

12.2 Chairperson'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 Chairperson of a meeting shall be the sole judge of the validity of every vote tendered at such meeting.

Article 13. SUSPENSION OF PRIVILEGES:

13.1 Non-payment of subscription:

If a Member (Ordinary or Associate) fails to pay his/ her annual subscription by the 30th June of the year for which it has become due then:

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

14. CHANGE IN INTERNAL CONSTITUTION TO BE REPORTED:

14.1 Change in Constitution

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

15. REGISTER OF MEMBERS:

15.1 Register

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

- a) the name; email address, postal address and occupation of the member:

- b) registered office address, contact details, IEC/PAN/GST/TIN/CIN/DIN of the member applying, as applicable.
- 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/she ceased to be a member.

Article 16. MEETING OF THE COUNCIL

16.1 Annual General Meeting

The Council shall hold a general meeting which shall be styled its Annual General Meeting in accordance with the provisions of the Act.

16.2 Business

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

Article 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 as per relevant section of Companies Act, 2013 or as per Societies Act 1861 as applicable.
- c) The members of the quorum include Ordinary and eligible Associate members of the Council.

17.3 Venue and Mode of Meeting

Every Annual General Meeting of the Council shall be held in the city in which the registered office of the Council is situated or at any such place as may be decided by the Committee.(b) The Council can also hold a meeting through hybrid means or video conferencing or other audio-visual means, if permissible under the relevant Act, which are

capable of recording and recognizing the participation of the members and of recording and storing the proceedings of such meetings along with date and time. .

17.4 Adjournment:

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

17.5 Chairperson

- a) Chairperson of the Council shall be entitled to take the chair at the every general meeting of the Council.
- b) if there is no Chairperson or if he/she is not present within 15 minutes from the time appointed for holding such meeting or, if he/she is unwilling to act, then the Vice-Chairperson of the Council, who is present and willing, shall preside. .
- c) if the Vice-Chairperson is not present and willing, the members of the Committee who are present may, choose one of the members of the Committee present in the meeting, to preside at the meeting.
- d) If there is no Member of Committee willing to take the chair, the eligible Members of the Council who are present shall elect one of the Ordinary Members to be the Chairperson of the meeting of the Council.

17.6 Adjournment – General provisions

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

17.7 Voting on resolution:

- a) At any General Meeting a resolution put to vote at the meeting shall be decided on a show of hands, unless a poll by secret ballot is ordered under clause (b) of this Article.
A poll by secret ballot (before or on the declaration of the result of voting on any resolution on show of hands.
 - i. May be ordered to be taken by the Chairperson of the meeting, of his/her own notion;
 - ii. Shall be ordered by the Chairperson if it is demanded by at least five members having the right to vote on the resolution and present in person or by authorized representative.

17.8 Minutes conclusive.

An entry in the Minute Book of the Council in regard to any resolution moved at a meeting shall be conclusive evidence of the fact that the resolution was:
(a) passed unanimously; or
(b) adopted by majority; or
(c) defeated, as the case may be.

Article 18. Committee of Administration (CoA)

18.1 Formation of the Committee:

- a) The Council shall have a Committee of Administration (CoA) to perform the functions assigned to it by these Articles.
- b) The composition of the Committee shall be as provided in Article 27.

Article 19. DISQUALIFICATION FOR MEMBERSHIP OF THE COMMITTEE :

19.1 Disqualification for membership of the Committee:

- a) A person shall be disqualified for being, or for continuing as, a member of the Committee , if he/she becomes subject to any of the disqualifications enumerated in Article 8.1 in regard to the membership of the Council.
- b) Before declaring a member to be disqualified, the Committee shall give him/her a reasonable opportunity of being heard and shall follow such procedure as may be prescribed.

Article 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 Chairperson and members who are nominated or coopted) it shall be filled up by the Committee. Provided that when the vacancy is for a period not exceeding two months, the Committee may decide not to fill up the vacancy, so long as the number of vacancies so left unfilled does not exceed three.

(b) A person appointed to fill up a casual vacancy shall hold office only for the remainder of the term of the original member.

20.2 Member going out of India

If a member of the Committee (other than Regional Chairperson and members who are nominated or co-opted) desires to go out of India, shall intimate to the Director General the date of his/ her expected return to India.

Article 21. REGIONAL CHAIRPERSON

21.1 Regional Chairperson

a) Regional Chairperson(s) shall be ex-officio member(s) of the Committee of the Administration.

b) There may be more than one Regional Chairperson as per functional requirement of the Council.

c) Their election shall be held along with elections to the Committee and shall be regulated by rules to be made by the Committee.

Article 22. FUNCTIONS OF THE COMMITTEE OF ADMINISTRATION (CoA) :

22.1 The functions of the CoA

The functions of the CoA 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-Committee(s) (where such Committee(s) has/have been constituted);

d) to arrange for the publication of reports and other documents issued by the Council,

- e) to collaborate in related activities with other Export Promotion Councils in India and similar bodies in foreign countries and with international organization working in the field,
- f) to control the finances of the Council,
- g) to control the staff of the Council as per HR Policy of the Council,
- h) to make rules from for the proper conduct and management of the affairs of the Council including matters which are to be prescribed under these Articles,
- i) to do all such other lawful acts as would be conducive to the interests of the Council.

Article 23 REGIONAL COMMITTEES

23.1 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 CoA.
- c) The Regional Committee(s) shall consist of the following:
 - (i) The Regional Chairperson(s), and
 - (ii) Such number of other members as may be nominated by the CoA.

23.2 Functions of Regional Committees

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

Article 24. PANELS

24.1 Panels: Composition and Functions

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

Article 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 documents 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.

Article 26. PROCEDURE OF THE COMMITTEE

26.1 Conduct of Meetings of the Committee

- (a) The Chairperson of the Council shall, when present, preside at all meetings of the Committee;
- (b) If the Chairperson is not present at any meeting of the Committee, the Vice-Chairperson shall preside at the meeting.
- (c) In the absence of the Chairperson and Vice-Chairperson, the members of the Committee present at the meeting shall elect one amongst themselves to be the Chairperson of that particular meeting;
- (d) At least four meetings of the Committee shall be held every year,
- (e) The Chairperson may himself/ herself require the Secretary to call a meeting of the Committee at any time.
- (f) If a requisition in writing is made to the Chairperson 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 Chairperson shall require the Secretary to call a meeting of the Committee within a reasonable time, which shall not exceed 15days.
- (g) Not less than seven clear days' notice of every meeting of the Committee shall be given to each member of the Committee.
- (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, Chairperson shall have one vote and in- case of tie the Chairperson shall, in addition to his/her own vote, have a casting vote.
- (j) There shall be no proxy at meetings of the Committee.
- (k) The Committee shall meet at such times, as they may be considered advisable, and may make such rules, as are considered necessary, as to the summoning and holding, of the meetings of the Committee, and for the transaction of business at such meetings.
- (l) The records of the proceedings of the Committee shall be open for examination by the members of the Committee.

Article 27. CHAIRPERSON, VICE-CHAIRPERSON, ETC. AND THE COMPOSITION OF THE COMMITTEE

27.1 Chairperson's term of office

The Chairperson shall hold office for a period of two years and;

- a) shall retire accordingly;
- b) shall not be eligible for re-election at the immediate next election;
- c) shall be eligible for re-election as Vice-Chairperson in same / any other Council, only after a gap of four years. e.g., If term of Chairperson expires on 31st March 2023, he/she shall be eligible for contesting to CoA election not before 1st April, 2027.
- d) can be removed by a "No Confidence Vote" of no less than the two third of the Members of the Committee. The resolution regarding No Confidence will be put to vote on the same pattern of direct elections as enumerated in Article 9.1.

27.2 Vice-Chairperson of the Committee

- a) The Vice-Chairperson of the Committee shall be elected by the Council for a term of two years
- b) On completion of his/her term of two years, the Vice-Chairperson shall be endorsed by the Committee to succeed the Chairperson on completion of his/ her term, unless the Vice-Chairperson is un willing to accept Chairpersonship or he/she has incurred any of the disqualifications enumerated in Article 8.1 regarding membership of the Council.
- c) In the event of the post of Vice-Chairperson falling vacant due to any of the circumstances, the post shall be filled up as per laid down procedure.
- d) The Vice-Chairperson of the Committee shall be eligible for re-election as Vice-Chairperson in same / any other Council, only after the gap of four years.
- e) The Vice-Chairperson of the Committee can be removed by a No Confidence Vote of no less than the two third of the Members of the Committee.

The resolution regarding No Confidence, referred to in paragraph (e) above, shall be put to vote on the same pattern of direct elections as enumerated in Article 9.1. Notwithstanding the provision mentioned at 27.2(b) above, the FIEO/EPCs may also consider direct elections for the post of Chairperson by adopting a resolution with 2/3 majority of the Committee of Administration (COA)

27.3 Composition of the Committee

- 1) The Committee of Administration shall be composed of the following:
 - a) Elected members with a minimum of twelve(excluding the Regional Chairpersons).
 - b) Nominated members not exceeding three (for COA with a size up to 20 members) or five (for COA with a size of beyond 20 members), from the prescribed 16 categories as per Article27.4(c).

- 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) More than one member from any firm/entity shall not be eligible to be an elected member in the same COA in any capacity
- 4) Council can modify the composition of the Committee with the prior approval/direction of the Central Government.
- 5) Council shall have the composition of the Committee as per this revised guidelines becoming applicable.

27.4 Reservation

- a) At least one third of the seats for the elected members of the Committee shall be reserved for representatives of MSMEs.
- b) In addition, at least one third of the seats for elected members of the Committees Hall be reserved for exporters who fall within the category of export houses, trading houses, star trading houses, and super star trading houses as defined, for the purposes of the Export-import policy for the time being in force or who have for the time being similar status under the said policy.
- c) At least three seats (for COA with a size up to 20 members) or five seats (for COA with a size of beyond 20 members), shall be reserved for categories of women entrepreneurs (minimum one), startups, young entrepreneurs (less than 40 years of age as on 31st March of the year of election); and North Eastern/Hill Regions to ensure their suitable representation in the Committee.
- d) In the elections, if the categories mentioned at (c) are represented/elected through (a) & (b) above, this will be sufficient for meeting the requirements mentioned under (c).
- e) Where any seat reserved under clause (c) of this Article cannot be filled up by candidates of that reserved category through election process, Department of Commerce shall nominate suitable representatives of the respective categories in consultation with the respective councils.
- f) The Council shall send a report to Department of Commerce within 45 days after conclusion of election process. In case the reservation criterion is not fully met through election process, the Department of Commerce shall fill up such vacancies through nomination basis in consultation with the respective councils

27.5 Co-opted Members

- (a) The Committee may co-opt such members, as it considers necessary for the efficient conduct of its business in relation to specific types of activities.
- (b) Members from the following Government Agencies/ Banking Institutions etc. may be considered for co-opting:
 - i. Ministry of Commerce
 - ii. Line Ministries
 - iii. Department of Economic Affairs/Banking

- iv. Directorate General of Foreign Trade including its Regional Offices
- v. RBI / ECGC/ EXIM Bank
- vi. Representative of Shipping & Transport Ministry
- vii. M/o MSME or representative of State Government (Industry/ MSME)
- viii. One Senior Representative from Five Star Export Houses or equivalent status (All India Basis).

27.6 Other Provisions for Nominated / Co-opted Members

- a) The term of office of members of the Committee who are nominated by the Central Government shall be co-terminus with the term of the Committee. Provided that, if a member is nominated during the term of the Committee his/ her term of office shall be such as the Central Government may specify.
- b) The Central Government may, at any time, require such a nominee to relinquish his/ her office and may appoint another person in his/ her place.

27.7 Retirement of elected members:

- (a) One third of the elected members of the Committee shall automatically retire on the completion of two years of their term, but shall be re-eligible for re-election, as per laid down procedure.
- (b) The names of the members who shall retire on the expiry of the first and the second term (of two years each) respectively, shall be determined by lot/ in accordance with the seniority (long serving members of COA will retire first).
- (c) Election process of the retiring members may be started three months before the AGM of that year
- (d) There should be a "cooling off" period of two years after two consecutive terms of the elected member of CoA.
- (e) If a Member gets elected to Vice Chairperson in his second term of COA and eligible to succeed the post of Chairperson on completion of his/her Term, he/she shall be deemed member of the COA during his/her period as Chairperson of the Council.

27.8 Elections of the Committee and Returning Officer

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

27.9 Rules

The Committee shall make provisions regarding the elections to the offices of the Chairperson and Vice-Chairperson on matters not provided for, in these articles

Article 28. CHAIRPERSON OF THE COMMITTEE

28.1 Committee Chairperson

(a) The Chairperson of the Council shall ordinarily be the Chairperson of the CoA and shall be responsible for the proper functioning of the Council.

Article 29. VICE-CHAIRPERSON OF THE COMMITTEE

29.1 Vice-Chairperson

(a) The Vice-Chairperson shall in the absence of the Chairperson have the power to perform the duties of the Chairperson.

(b) The Vice-Chairperson may also perform any other functions that may be entrusted to him/ her by the Chairperson.

30. Remuneration

30.1 No right to remuneration

Members of the Committee shall not be entitled to any remuneration for attending its meetings or for any other function performed by them as such members. Cost of such travel (domestic and overseas) shall have to be borne by such members of the Committee.

Article 31. POWERS OF THE COMMITTEE

31.1 Powers of Management

(a) The CoA 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

Article 32. RESOLUTION BY CIRCULATION

32.1 Circulation

(a) Any business which may be necessary for the Committee to transact may, if the Chairperson so directs, be carried out by circulation of papers through electronic and / or physical means 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 a 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 five working 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 through electronic and / or physical means to all the members of the Committee and shall be recorded in the minutes of the next meeting of the Committee.

(d) All such resolution / important documents shall be immediately uploaded on the website of the Council.

Article 33. DIRECTOR GENERAL (DG), EXECUTIVE DIRECTOR (ED), SECRETARY, OFFICERS AND OTHER EMPLOYEES

33.1 Director General

a) There shall be a Director General (DG) of the Council, who shall be under the control and direction of the Committee and shall be overall in-charge of the administration of the Council; and shall supervise the work of all officers of the Council,

b) If necessary, the Council may have a Secretary who shall however work under the administrative control of the Director General.

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) The Secretary shall keep the approved minutes of all the meetings of the Council and of the Committees.

(c) The Secretary shall issue meeting notice of all meetings of the Council of the committee.

(d) The Secretary shall duly notify members of their appointment, shall countersign all cheques signed by the Chairperson or by any member or members of the Committee duly authorized in this behalf and shall collect all moneys due to the Council.

(e) The Secretary shall prepare an Annual Report of the Council

(f) The Secretary shall generally perform all such functions as are incidental to their office or as may be assigned to them by the Committee or Director General from time to time.

33.3 Officers

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

33.4 Employees (rules regarding)

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

(a) conditions of service;

(b) appointment, Promotion and Dismissal;

(c) grant of pay, leave, allowances, pensions, gratuities and compassionate allowances; provided that the grant of leave and allowances to Government Servants whose services have been lent or transferred to the Council shall be decided with the previous approval of the Government officer competent to sanction his/ her transfer to the Council.

(d) payment of travelling allowances; and

(e) the establishment and maintenance of a Provident Fund and other funds for the welfare of the employees.

33.5 Internal resources

At least 50 percent of the internal resources of the Council, except those derived from Government, grants shall be utilized for development and export promotion activities.

Article 34. GENERAL MEETINGS

34.1 General Meetings of the Council

(a) A general meeting of the Council shall be held within eighteen months of the incorporation of the Council and thereafter once at least in every calendar year on such date, (not being more than fifteen months after the preceding general meeting) and at such places as the CoA 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 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 (AGM) and all other general meetings of the Council shall be called extra-ordinary general meetings.

(d) The CoA may, whenever it deems fit, call an Extra-ordinary general meeting under subsection (1) on requisition from not less than one-fifth of the total members with voting rights on the said date, and held in the same manner in which the AGM is called and held by the CoA.

34.2 Business for the Annual General Meetings (AGM)

The ordinary business to be transacted at an AGM of the Council shall be

- (a) to receive and consider the accounts and the report of the Committee and the auditors;
- (b) to present output and outcome of the activities of the Council for the preceding year; The Council shall submit a report of the total exports of the product under their basket for the preceding year and targets and objectives of the Council for the subsequent year(s);
- (c) to place on record the names of the Committee members; and
- (d) to appoint and fix the remuneration of the auditors.

34.3 Requisition for meeting

- 1) The Committee shall call a meeting if so requested by the members.
- 2) The request referred to in paragraph 1 shall:
 - a) be in writing
 - b) set forth the reasons for the meeting
 - c) be signed by one-fifth of all the members having voting rights
- 3) The Committee shall call for a meeting, by sending a notice, within 21 days of the receipt of the request mentioned in paragraph 1.
- 4) The Committee shall have the liberty to determine the date and time for the meeting.

34.4 No Right to Remuneration

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

Article 35. NOTICES OF MEETINGS

35.1 Method of Serving Notice

- a) With regard to every AGM of the Council, not less than fourteen days' notice to the members, specifying the place, date and time of meeting, shall be given. Agenda of the meeting shall be circulated sufficiently in advance of the meeting.
- b) A notice may be given to members through electronic and / or physical mode at the registered email / postal address.
- c) Where a notice is sent by post, the service shall be deemed to have been affected at the expiry of 48 hours after it is posted.
- d) The non-receipt of any notice of meeting by any member, shall not invalidate any proceedings of any meeting or any resolution passed at any meeting, subject to the condition that such notice was sent / received at the registered postal/email / address.

Article 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 is (before or on the declaration of the result of the show of hands) demanded by the Chairperson or such members is provided in Section 109 of the Act, and unless a poll is so demanded, a declaration by the Chairperson 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 favor or against that resolution.

36.4 Adjournment

The Chairperson of a meeting of the Council may, with the consent of the members present in the meeting, adjourn the meeting, 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

Article 37. VOTES OF MEMBERS:

37.1 Voting

At any meeting of the Council, every eligible member present shall be entitled to one vote. In the event of an equality votes, the Chairperson shall have a casting vote in addition to his/ her own.

37.2 Voting right confined to eligible members

No person other than an eligible member shall be entitled to vote at the meeting of the Council and no member shall nominate any other person to vote on his/ her behalf except as otherwise provided in these articles.

Article 38. MINUTES OF THE MEETINGS OF THE COUNCIL

38.1 Minutes

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

Article 39. BOOKS AND DOCUMENTS:

39.1 Books of account:

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

- a) all sums of money received and expended 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.

The Books of Accounts shall be kept at the Registered Office of the Council or at such other place(s) as may be decided by the Committee.

39.2 Inspection of Accounts

- a) The Books of Accounts shall be open for inspection by the members of the Committee during the office hours.
- b) The Committee shall, from time to time by rules determine whether and to what extent and at what times and places and under what conditions the accounts and books of the Council or any of them shall be open for the inspection of the members of the Council.
- c) No Member of the Council (not being Member of the Committee) shall have any right to inspect any account or book or document of the Council, except as provided by law or authorized by the Committee or by a resolution of the Council in a general meeting.
- d) Provided that, the accounts and books of the Council shall be open for inspection by an officer duly authorized in this behalf by the Central Government for ascertaining or verifying the income and expenditure of the Council or for such purposes as may, by agreement between the Council and the Central Government, be specified in this regard.

39.3. 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 be:

- a) circulated through electronic and / or physical mode at registered email / postal address of every member, at least fourteen days prior to the AGM of the Council.
- b) kept at the registered office of the Council for the inspection of members during a period of at least fourteen days before the AGM.
- c) After the Balance Sheet and Income and Expenditure Account have been laid before the members in the Annual General Meeting, three copies of the Balance Sheet signed by the Director General or Secretary, shall (in the case of a Council incorporated under the Act) be filed with the competent officer as required by the Act.

Article 40. AUDITORS:

40.1 Auditors:

- a) Auditors shall be appointed at the annual general meeting of the Council each year.
- b) The rights and duties of the auditor 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.

Article 41. BUDGET ESTIMATES

41.1 Budget

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

Article 42. EXPENDITURE

42.1 Expenditure

- (1) Subject to the provisions of these Articles and the rules framed there under, the Committee may
 - (a) incur such expenditure as it may think fit and write off any sums.
 - (b) delegate to the Chairperson or Director General or Executive Director or other officer(s) of the Council, such financial powers as it may consider expedient.
- (2) 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.

Article 43. CUSTODY AND DISBURSEMENT OF FUNDS

43.1 Custody rules

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

Article 44. INVESTMENT OF FUNDS

44.1 Investment

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

Article 45. HEAD OFFICE / REGIONAL OFFICE(S)

45.1 **Head Office**: The Council shall have a Head Office.

45.2 **The Regional Office(s)**: - The Council may have one or more Regional Office(s) as per requirement.

45.3. Official Website:

a) Council shall have an official website which shall be regularly updated/ maintained. The Council shall endeavor to make available its Mission and Vision document and all important developments on the website.

b) The Council shall have official email ID which will be widely circulated to members. The Council shall endeavor to circulate the information/ documents with its Members electronically in terms of e-governance policy of the Government of India.

Article 46. ROLE AND FUNCTIONS OF COUNCIL**46.1. Basic Role**

Council shall work in association with the Government to facilitate country's exports. through diversification of products and markets, adhering to standards and quality.

46.2. Duties 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,
- d) the signing of MoUs/ agreements, foreign collaborations with partner agencies,
- e) imparting export oriented training programme to the member exporters, and
- f) giving wide publicity for creating awareness among exporters about trade developments, Government policies and opportunities available.

(2) Such plans shall be prepared for every financial year or for such longer or shorter period as may be considered desirable in the circumstances by the Council. (3) The Council shall make all possible efforts to secure prompt execution of such plans.

Article 47. POWERS OF THE CENTRAL GOVERNMENT

47.1 Power to give directions

(1) The Central Government shall have power to give directions to the Council(s) as to the performance of its function, where that Government considers such directions to be necessary:

- a) in the interests of national security, or
- b) in the interests of the national economy; or
- c) otherwise in the public interest.

(2) The Central Government shall also have power to call for such reports, returns and other information with respect to the property and affairs of the Council, the conduct of its business and other matters connected with the performance of its functions, as the Central Government may consider necessary.

(3) The Council shall be bound to comply with all directions issued by the Central Government under paragraph (1) or (2) of Article 47.1 and all provisions contained in the Export-Import Policy of the Central Government for the time being in force.

(4) The Council(s) not following the provisions contained in para 2.78 of the Handbook of Procedures 2023 and other guidelines of Foreign Trade Policy shall be ineligible to issue Registration-Cum-Membership Certificate (RCMC) and also shall be ineligible to get grants under Market Access Initiative (MAI) Scheme or any other benefits from the Government of India.

47.2. General power to modify ;

The Central Government may at any time direct, by an order in writing, that the provisions of these articles shall stand modified in such manner as the Central Government may direct as in relation to Councils in general or in relation to a group of Councils or a particular Council where such a direction appears to be necessary in public interest.

47.3 Foreign Collaboration

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

Article 48. ALTERATION IN ARTICLES

No addition to, modification in, or deletion of, any of these articles shall be made without the prior approval of the Central Government. However, the Council/FIEO may carry out any alteration, extension or abridgement in their bye-laws which are consistent with the provisions of these Articles.

Article 49. REPUGNANCY TO COMPANIES ACT/SOCIETIES REGISTRATION ACT

Where, in relation to a Council to which the Companies Act, 2013/Societies Registration Act or any other Act applies, there is a repugnancy between the provisions of these articles and the procedures of that Act, the procedures of the Act shall to the extent of the repugnancy overrule the provisions of these articles.

Article 50. MODIFICATION DURING THE TRANSITIONAL PERIOD

In order to affect a smooth transition from the position prevailing before the adoption of these Articles to the position resulting from the application of these Articles, the Committee may make such additions to, or modification in these Articles subject to prior approval from Central Government. But no such power shall be exercised after the expiry of two years from such adoption.
