

Date: 27th August, 2024

Dear Member,

Subject: Adoption of Model Memorandum and Articles of Association

This has reference to EGM conducted on 16th August on 2024.

As informed, E&MDA division of Ministry of Commerce and Industry issued the final revised Model Memorandum and Articles of Association on 25th July 2024 for adoption and compliance by EPCs and FIEO.

To adopt the same with some modifications over and above the Model Memorandum and Articles of Association, SEPC held its EGM in virtual mode under the Chairmanship of Mr. Karan Rathore on 16th August 2024.

The details along with the agenda were circulated among members along with the Notice of EGM. The following agenda items were taken up on 16th August 2024:

1. Adoption of model articles of association/bye-laws
2. Any other point with reference to MoA with due permission of the Chair

Please find attached herewith the minutes of meeting and the resolution passed unanimously after due deliberations in the meeting.

Looking forward to continued support from you in our endeavour to contribute significantly in export growth from services sector.

With best regards



Karan Rathore
Chairman

SERVICES EXPORT PROMOTION COUNCIL

Minutes of Extra-Ordinary General Meeting (Virtual Mode)
16th August, 2024 (Friday) from 4.00 PM to 4.30 PM

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Chairman acknowledged the presence of Founder Chairman Dr Lalit Bhasin, CGC members and all the members participating in EGM.

Chairman, mentioned that SEPC like any other EPCs was having Memorandum and Article of Association as per Guidelines issued in the year 2000. Time to time Ministry of Commerce and more specifically concerned division E&MDA has been issuing directions to EPCs governing the composition of Committee, elections, tenure of members in Governing body and overall functioning. EPCs, though being autonomous set up by Ministry of Commerce and other Ministries have to abide by Model Guidelines and directions. All EPCs under Ministry of Commerce and Industry have to comply with necessary guidelines, directions and advise issued by them from time to time. The very existence of EPCs are subject to authorisation of issuance of RCMC to members. Further the EPCs are governed and administered as per guidelines specified in Model Articles of Association.

Chairman further mentioned that in order to further streamline the Memorandum and Articles of Association across EPCs and FIEO, E&MDA division of Department of Commerce constituted a committee to review the earlier guidelines issued in 2000 and specific directions issued thereafter for adoption. The process of elections was put on hold subject to finalisation and mandatory adoption of the new guidelines.

The exercise had been carried out by the Committee to make the governing Committee inclusive and representative. The new guidelines were issued on 22nd Dec 2023. The finalised guidelines were circulated to CGC members of SEPC on 29th December 2023 for reference and comments, if any for adoption as per direction by E&MDA.

SEPC circulated the same with complete details among its members. The same was duly adopted in last CGC meeting held on 31st May 2024 and overwhelming support from members when it was sent for approval by circulation.

Meanwhile, E&MDA division again reviewed the Memorandum and Articles of Association again after having received inputs from EPCs and FIEO on some of the provisions. After due deliberations, the revised Model AoA has been issued on 25th July 2024 for adoption and compliance by EPCs and FIEO.

Chairman further mentioned about the provisions, which are at the core of the issued guidelines:

- Tenure of elected representative in the Committee (to be called Committee of Administration) will be three years.
- A member in the Committee can have maximum two terms (not exceeding 6 years) followed by a cooling off period of two years.
- Elections for the Committee to be held in line with the suggested compliance on the Composition.
- Ensuring the representation of exporters in the Committee by benchmarking export turnover.
- Having Regional Committees and Regional Chairperson.
- Having at least three seats (for COA with a size up to 20 members) or five seats (for COA with a size beyond 20 members). The reservation will be for categories under women entrepreneurs, start-ups, young entrepreneurs/North East/Hill regions. This is intended to make the Committee more inclusive.

Chairman mentioned that members would have gone through every other details in the Model Memorandum and Articles of Association circulated well in advance. DG with due permission from Chairman explained the Model Guidelines.

Chairman informed that SEPC intend to have Five Regional Committee:

- East
- West
- North
- South and
- North East

Depending on the strength of each region there will be representation in the regional committee. Initially this will be done through nomination. These regional committees will work closely with the elected Committee of Administration and Secretariat. This will also enable SEPC to have participation of State Government and their line ministries and integrate SEPC with initiatives under Export Policies of States. This will help SEPC to grow its outreach and get credible inputs and guidance from across the country in our endeavour to promote exports.

He further mentioned that representatives in the COA, post-election, must constitute respective subcommittees in their respective sectors in close co-ordination with Secretariat. These sub-committees will enable greater representation of industry in the activities of SEPC. Chairman further added that all outgoing CGC members must continue to render their contribution through Advisory group which would be formed and also by being part of respective subcommittees on co-opted basis.

Dr. Lalit Bhasin, the founder Chairman of SEPC mentioned that Department of Commerce have been undertaking this exercise to streamline the procedure of elections inter-alia, so that export promotion councils can render useful service to the

country. It is in this connection that the exercise has been undertaken repeatedly in last couple of years, and then in 2023 guidelines were made. But now again, those guidelines have been fine-tuned by the Department of Commerce, and it is virtually a directive from the Department of Commerce to the export promotion councils to bring their articles of association in line with these new directives and the new regulation.

On the composition of elected Committee of Administration Chairman asked DG to elaborate on the proposed composition of Committee of Administration incorporating the new guidelines. The composition of the Committee of Administration on sectoral representations has been proposed on the following lines:

S. No	Categorisation for sectoral representation	Suggested number of elected representations
1	Business Services <ul style="list-style-type: none"> ✓ Market Research ✓ Legal ✓ Accounting, auditing and book keeping services ✓ Consultancy ✓ Advertising ✓ Architectural services ✓ Printing and Publishing 	3
2	Healthcare	1
3	Education	1
4	Transport and Logistics	1
5	Environment	1
6	Hotel and Tourism	2
7	Entertainment Services including Audio Visual Services	2
8	Engineering, Construction, Technical Services, Research and Development	2
9	Others (IT/ITes, Start Ups, North East/Hilly Region etc)	2
	Total	15

Further Chairman mentioned that the proposed Committee of Administration will have three seats reserved to have representation North-eastern/Hilly region, women entrepreneur, MSME and Start-ups.

Dr. Bhasin mentioned that the secretariat will have to play very important role to guide various chair persons of the sub groups that how to conduct and what initiatives must be taken. Dr Vidya mentioned about carrying forward the key initiatives undertaken in Education sector. Mr Hirachand spoke about the need for having representation of Gaming sector in CoA.

Dr Vidya, Mr Hirachand and members present in the EGM agreed with the Model Memorandum and Articles of Association. Dr. Lalit Bhasin mentioned we have to adopt the new directives given by the Department of Commerce. These should be approved and implemented in the spirit. He further added that Chairperson and DG should be authorised to make any further modifications (if any coming from Ministry

of Commerce) in Articles of Association instead of repeatedly coming to the general body.

Members unanimously passed the resolution to

- Adopt the Model Memorandum and Articles of Association
- Have the composition of Committee of Administration as proposed in the EGM
- Hold elections as per the new approved composition and seats under given services sectors.
- Constitute five regional committees
- Authorise Chairman and DG to carry out any further modifications (as per directions and suggestions from Ministry of Commerce and Industry) in the Articles of Association and duly informing the members.

Meeting ended with a vote of thanks to the Chair.



Dr. Abhay Sinha
Director General



Karan Rathore
Chairman