



# **MEMORANDUM**

**&**

# **ARTICLES OF ASSOCIATION**

*(Amended upto 28<sup>th</sup> September, 2021)*

**Of**

**THE PLASTICS EXPORT PROMOTION COUNCIL**



# Certificate of Incorporation

---

No. 9601 of 1955-56

*I hereby certify that*

**The Plastics Export Promotion Council**

*is this day incorporated under the Indian Companies Act, VII of 1913, and that the Company is limited.*

*Given under my hand at **Bombay** this*  
**Fifteenth** *day of* **July** *One thousand nine hundred and* **Fifty-**  
**five.**

Seal

**M. V. Varerkar,**  
Registrar of Companies  
Bombay

**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME**

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,  
~~BOMBAY~~. MUMBAI.

In the matter of THE PLASTICS AND LINOLEUMS EXPORT PROMOTION  
COUNCIL.

I hereby approve and signify in writing under Section 21 of the Companies Act, 1956 (Act of 1956) read with the Government of India, Department of Company Affairs, Notification No. G. S. R. 507E dated the 24th June 1985 the change of name of the Company :

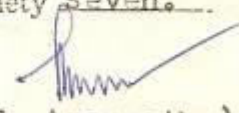
from THE PLASTICS AND LINOLEUMS EXPORT PROMOTION COUNCIL

to THE PLASTICS EXPORT PROMOTION COUNCIL

and I hereby certify that THE PLASTICS AND LINOLEUMS EXPORT PROMOTION COUNCIL which was originally incorporated on Fifteenth day of July, 1955 under the Companies Act <sup>VII of 1913</sup> ~~1956~~ and under the name PLASTICS EXPORT PROMOTION COUNCIL having duly passed the necessary resolution in terms of section 21 ~~/XXXXXXXXXXXXXXXXXX~~ of the Companies Act, 1956 the name of the said Company is this day changed to THE PLASTICS EXPORT PROMOTION COUNCIL \* and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at <sup>MUMBAI</sup> ~~BOMBAY~~ this Twenty third day of September one thousand nine hundred ninety seven.

\* vide Regional Director's approval granted by his letter No. RD:8(25)(8)7/97/4680 dated 05-09-1997.

  
( T. Amarnath )  
Addl. Registrar of Companies,  
Maharashtra, ~~BOMBAY~~  
MUMBAI.



GOVERNMENT OF INDIA  
MINISTRY OF LAW, JUSTICE & COMPANY AFFAIRS  
DEPARTMENT OF COMPANY AFFAIRS

OFFICE OF THE REGIONAL DIRECTOR  
WESTERN REGION

Telephone Nos. 2811493  
2813760  
2817259

RD:  
No. RD: 19(25/8)3/02 7393

25 SEP 2002

To

M/s. The Plastic Export Promotion Council  
Crystal Tower, Gundivali Road No.3,  
Off Sir M.V.Road, Andheri(E)  
Mumbai-400 069.

Sirs,

Sub:- Approval under section 25(8) of the  
Companies Act, 1956 for alteration  
to the Memorandum of Association  
and Articles of Association -

.....

With reference to the correspondence resting  
with your letter No. PLEXH/7A/1287 dated 18.9.02  
and in exercise of the powers delegated to me under  
Section 25 (8) of the Companies Act, 1956 by the  
Government of India, Ministry of Industry and Company  
Affairs, Department of Company Affairs, Notification  
No. G.S.R. 506 (F) dated 24.6.1985, I hereby accord  
approval to the alterations proposed to be made by way  
of substitution, addition and/or deletion in the  
Articles of Association by replacing the existing  
Articles \*  
as submitted to this office vide your letter  
No. dated 28.2.02

I am to add that the Provisions of Section 173  
31, 189(2) and 192 of the Companies Act, 1956 are also  
to be complied with.

\* by inserting new articles  
in terms of the directions  
issued by Ministry of Commerce  
and Industry vide its order  
dated 1.8.2001 and 29.1.02

Yours faithfully,

(C.D. PAIK)  
REGIONAL DIRECTOR

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**THE PLASTICS EXPORT PROMOTION COUNCIL**

---

1. The name of the Company is "The Plastics Export Promotion Council"
2. The Registered Office of the Company shall be situated in the State of Bombay.
3. The objects for which the Company is established, and which shall extend to all the territories comprised in the Union of India and also to every country in the world, are:-
  1. to support, protect, maintain, increase and promote the export of goods made wholly or partly of plastics, finished or semi-finished and plastics raw materials hereinafter referred to generally as 'Plastics', by such methods as may be necessary or expedient, and without prejudice to the generality of the premises, by :-
    - (a) undertaking market studies in individual foreign markets on a regular as well as adhoc basis;
    - (b) sending out trade missions to foreign countries;
    - (c) appointing representatives, agents or correspondents in foreign markets for the purpose of continuously and regularly reporting the price, market preferences, reception accorded to actual deliveries of plastics and other connected matters;
    - (d) conducting propaganda regularly and continuously so as to bring to the notice of the dealers and the public in foreign countries the advantages of trade and commerce with India in Plastics;
    - (e) collecting statistics and other information regarding the manufacture or trade in plastics in various countries;
    - (f) propagating information useful to the manufacturer and trader in plastics by lectures, discussions, books, correspondence or otherwise;
    - (g) laying down standards of quality and packing in respect of plastics intended for export;
    - (h) issuing certificates or giving certification marks relating to standards of quality and or packing;
    - (i) setting up an organization, or maintaining liaison with an organization which may be set up for the inspection of plastics intended for export;
    - (j) deputing the officers of the Company to witness the survey of plastics 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 purchases of plastics;
    - (k) enquiring and investigating into complaints received from foreign importers or Indian exporters in respect of the quality, description or other particulars of plastics 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 manufacturer or exporter of plastics regarding the methods to be adopted to obviate such complaints of a similar nature in future;
    - (l) making recommendations, as may be necessary or expedient to Government and public bodies like Chambers of Commerce where the Company 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 manufacturer or exporter of the goods as the case may be;

- (m) acting as arbitrators or nominating arbitrators or valuers in the settlement of disputes and differences arising out of the transactions relating to exports of plastics, between parties who agree to refer their disputes to the Company; and
  - (n) communicating with Chambers of Commerce and other mercantile and public bodies throughout India and concert and promote measures for the protection and advancement of plastics;
2. to enunciate just and equitable principles to govern the export trade in plastics and to set up a code or codes of practice for the general guidance of exporters and manufacturers of plastics for export and further to simplify transactions relating to exports of plastics;
  3. to keep in constant communication with chambers of Commerce or other mercantile and public bodies throughout the world with a view to taking appropriate and necessary measures for maintaining or increasing the exports of plastics;
  4. to advise or represent to Government, Local Authorities, and Public Bodies on the policies adopted by them in relation to their effect on industry or commerce, and other measures including direct and indirect taxation;

Provided that such advice or representation shall be only in so far as such policies or measures have a bearing directly or otherwise on the export of plastics;

5. to purchase, hire or otherwise acquire and maintain suitable buildings, apartments, furniture and other fittings in any country for the establishment of show-room, emporia or other agencies for publicity in regard to plastics or for the purpose of achieving any of the objects for which the Company is established;
6. to establish and maintain museums, collections, libraries and compilation of literature and to translate, compile, collect, publish, distribute, lend, purchase or sell any literature connected with trade and commerce relating to plastics;
7. 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 plastics;
8. to acquire, purchase or take on lease lands, building, or other immovable or movable property which the Company may from time to time deem it necessary to acquire, purchase or take on lease;
9. to sell, improve, manage, develop, exchange, loan, sublet, mortgage, dispose or, turn to account otherwise deal with all or any part of the property of the Company;
10. to enter into contracts;
11. (i) to draw, make, accept, endorse, discount and execute negotiable instrument.  
(ii) to invest the monies of the Company in Banks and securities approved in this behalf by the Union Government;  
(iii) to operate on current or fixed deposit accounts with any bank or banks;
12. to subscribe for, become a member of and co-operate 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 communicate to any such Association such information as may be likely to fulfil the objects of this Company; and

13. To do all such other lawful acts as may be conducive for the maintenance and increase of the export and trade and commerce in plastics or incidental to the attainment of the above objects or any of them;

Provided that the Company shall not support or impose any regulations or restriction, which if an object of the Company, would make it a trade union;

- 3A. "The objects for which this, Council is established shall be deemed to cover and include the promotion of exports of Linoleum and Linoleum Products in addition to Plastics. Where any reference is made in the "Objects" to "Plastics" the reference shall be deemed to include "Linoleum and Linoleum Products" in addition to "Plastics".

4. The liability of the Members is limited.

5. Every Member of the Company other than the Member or Members nominated by Government, undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted prior to the date on which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding Rupees 500/-.

6. The income and property of the Company, whensoever derived shall be applied solely towards the promotion of the objects of the Company 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 howsoever by way of profit to the persons who at any time are or have been members of this Company or to any of them or to any person claiming through any of them, provided that nothing herein contained shall prevent the payment, in good faith, of remuneration to any officer or servant of the Company or other persons in return for any services actually rendered to the company;

Provided further that no member shall be appointed to any salaried office of the Company or to any office of the Company paid by fees and that no remuneration or other benefits in money or money's worth shall be given by the Company to any of its members except repayment of out-of-pocket expenses, interest on money lent, or reasonable or proper rent for premises demised or let to the Company;

7. The sixth and ninth paragraphs of this Memorandum of Association and Articles 69 of the Articles of Association are conditions subject to which a licence is granted by the Union Government to the Company in pursuance of Section 26 of the Indian Companies Act, 1913.
8. If upon the winding up of or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any asset whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution having objects similar to the objects of the Company as may be determined by such judge of the High Court of Judicature at Bombay as may have or acquire jurisdiction in the matter.
9. No change, alteration or modification shall be made in the Memorandum without the prior concurrence of Union Government.

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

<b>Names</b>	<b>Address</b>	<b>Description</b>	<b>Signature</b>
Shri M.K. Ramchandani	C/o. The Plastics & Industrial Corporation, Amar Building, Sir P.M. Road, Bombay – 1.	Plastics Industrialist	Sd/-
Shri R.N. Desai	C/o. Oriental Plastics Corporation, Narayan Nagar, Agra Road, Ghatkopar, Bombay.	Plastics Industrialist	“
Shri R.C. Shah	C/o. Indian Plastics Ltd., Ghodbunder Road, Poisar Bridge, Kandivli, Bombay.	Industrial Executive	“
Shri T.W. Bhojwani	C/o. Bright Brothers Ltd., 257A, Tardeo Road, Bombay – 7.	Plastics Industrialist	“
Shri G.N. Parikh	C/o. Great India Plastics, Parsee Panchayath Road, Andheri, Bombay.	Plastics Industrialist	“
Shri R.V. Vora	C/o. Africa & Overseas Merchant's Chamber, People's Building, Sir P.M. Road, Bombay – 1.	Merchant	“
Dr. H.N. Patel	C/o. Bakelite (India) Ltd., India House, 4 <sup>th</sup> Floor, Opp. G.P.O., P.B.No.948, Bombay-1.	Commercial Manager	“

Dated This

day of

19



**ARTICLES OF ASSOCIATION \*\* \***  
**OF**  
**THE PLASTICS EXPORT PROMOTION COUNCIL**

**CONTENTS**

1. DEFINITIONS AND INTERPRETATION
2. EXPORT – IMPORT POLICY
3. CATEGORIES OF MEMBERS AND ELIGIBILITY FOR MEMBERSHIP
4. ELIGIBILITY FOR ELECTIONS
5. APPLICATION FOR MEMBERSHIP
6. FEES FOR MEMBERSHIP
7. RESIGNATION BY MEMBERS
8. DISQUALIFICATIONS FOR MEMBERSHIP
9. CONDUCT OF ELECTIONS
10. REPRESENTATION OF FIRMS
11. PRIVILEGES OF MEMBERS
12. VOTING RIGHTS
13. SUSPENSION OF PRIVILEGES
14. CHANGE IN INTERNAL CONSTITUTION TO BE REPORTED
15. REGISTER OF MEMBERS
16. MEETINGS OF THE COUNCIL
17. PROCEDURE AT MEETINGS OF THE COUNCIL
18. COMMITTEE OF ADMINISTRATION
19. DISQUALIFICATIONS FOR MEMBERSHIP OF COMMITTEES
20. VACANCIES
21. REGIONAL CHAIRMEN
22. REGIONAL COMMITTEES
23. PANELS
24. FUNCTIONS OF THE COMMITTEE OF ADMINISTRATION
25. SEAL
26. PROCEDURE OF THE COMMITTEE
27. CHAIRMAN, VICE-CHAIRMAN AND THE COMPOSITION OF THE COMMITTEE
28. CHAIRMAN OF THE COMMITTEE
29. VICE-CHAIRMAN
30. REMUNERATION
31. POWERS OF THE COMMITTEE
32. RESOLUTION BY CIRCULATION
33. EXECUTIVE DIRECTOR, SECRETARY, OFFICERS AND OTHER EMPLOYEES
34. GENERAL MEETINGS

35. NOTICES OF MEETINGS
36. PROCEEDINGS AT MEETINGS OF THE COUNCIL
37. VOTES OF MEMBERS
38. MINUTES
39. BOOKS AND DOCUMENTS
40. AUDITORS
41. BUDGET ESTIMATES
42. EXPENDITURE
43. CUSTODY AND DISBURSEMENT OF FUNDS
44. INVESTMENT OF FUNDS
45. HEAD OFFICE
46. ACTION PLANS
47. POWERS OF THE CENTRAL GOVERNMENT
48. ALTERATIONS IN ARTICLES
49. REPUGNANCY TO COMPANIES ACT
50. MODIFICATION DURING TRANSITIONAL PERIOD
51. GENERAL POWER TO MODIFY

## **1. DEFINITIONS AND INTERPRETATION**

### **1.1 Definitions:**

In these articles, unless the context otherwise requires:-

- (a) "Act" means the Companies Act, 1956 /\*\* 2013 and includes any statutory modification or re-enactment thereof, for the time being in force;

\*\*Amended as per the Special resolution passed at the 66<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2021.

- (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 \*\* and are deemed to be the Board of Directors under the Act.

\*\*Amended as per the Special resolution passed at the 66<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2021.

- (f) "Council" means "THE PLASTICS EXPORT PROMOTION COUNCIL";
- (g) "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.
- (h) "General Meeting" means a general meeting of the members of the Council;
- (i) "Member" means a member of the Council;
- (j) " \*\*Head office" means the registered office for the time being, of the Council;

\*\*Amended as per the Special resolution passed at the 66<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September 2021.

- (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 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;
- (n) "Regional Committee" means a Regional Committee constituted under these articles;
- (o) "Regional Chairman" 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) "Secretary" means the Secretary of the Council and includes any officer of the Council performing secretarial functions;
- (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-Chairman" means Vice-Chairman of the Council.

**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 Companies Act**

Words and expressions used and not defined in these articles, but defined in the Act, shall have the meanings respectively assigned to them by the Act.

**1.4 General Clauses Act to apply**

The General Clauses Act, 1897, applies for the interpretation of these articles, as it applies for the interpretation of an Act of Parliament.

**2. EXPORT-IMPORT POLICY****2.1 Articles to be subject to export Import policy**

The provisions of these articles shall be subject to those of the Export-Import Policy, as notified by the Central Government from time to time.

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

At the time of adopting these Articles the Council consists of the following twenty five Members:

**MEMBERS**

1. Shri M.K. Ramchandani	16. Shri R.G. Gupta
2. Shri B.D. Garware	17. Dr. H.N. Patel
3. Shri R.N. Desai	18. Shri R.V. Vora
4. Shri R.C. Shah	19. Shri P.R. Asher
5. Mr. G.N. Parikh	20. Shri D.M. Desai
6. Shri T.W. Bhojwani	21. Shri Ghanshyamdas Binani
7. Shri C.A. Ferens	22. Shri Lekhram Perival
8. Shri S.M. Gupta	23. The Jt. Chief Controller of Imports & Exports, Bombay
9. Shri V.N. Manel	24. The Jt. Chief Controller of Imports & Exports, Calcutta
10. Shri B.M. Thakkar	25. Development Officer (Chemicals), Ministry of Commerce and Industry, Development Wing, Shahjehan Road, New Delhi
11. Shri S.P. Khosla	
12. Dr. C.L. Gupta	
13. Shri B.L. Pachisia	
14. Shri G. Khemani	
15. Shri B.P. Himmatsingka	

**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 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 Membership**

In order to be eligible for ordinary membership of the Council, a person 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:
  - (i) Small scale industries Rs. 7.5 Lakhs
  - (ii) Others Rs. 15 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>1</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 one financial year immediately preceding, exports of the products of not less than the amount mentioned below:
  - (i) Small scale industries : Rs. 15 Lakhs
  - (ii) Others : Rs. 1 Crore

## **5. APPLICATION FOR MEMBERSHIP**

### **5.1. Form of application**

- (a) Application for membership of the Council shall be made to the Executive Director/Secretary 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 Secretary/ \*\* Executive Director together with:

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

\*\*Amended as per the Special resolution passed at the 66<sup>th</sup>Annual General Meeting held on 28<sup>th</sup>September 2021.

## **5.3 Decision on the application**

- (a) The Executive Director/Secretary shall take a decision on the application for membership within three months based on the rules framed by the Committee in this regard and the decision shall be final.
- (b) The decision on the membership application (whether of acceptance or rejection of the application) shall be communicated by the Secretary/ \*\*Executive Director to the applicant.

\*\*Amended as per the Special resolution passed at the 66<sup>th</sup>Annual General Meeting held on 28<sup>th</sup>September 2021.

## **5.4 Commencement of membership**

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

## **6. FEES FOR MEMBERSHIP**

### **6.1 Entrance and Annual Fees :**

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 Secretary 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 the Council for all amounts due from him to the Council and for any other liability, which he might have incurred towards the Council.

## **8. DISQUALIFICATIONS FOR MEMBERSHIP OF COUNCIL**

### **8.1 Disqualification**

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 applied 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;'
- (d) he, becomes disqualified by an order of the court under section 203 of the Act;
- (e) he ceases to be a member of the entity which he represents or such entity ceases to be a member of the Council; or
- (f) 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 (a) of article 4.2.

\*\*Amended as per the Special resolution passed at the 66<sup>th</sup>Annual General Meeting held on 28<sup>th</sup>September 2021.

## **9. CONDUCT OF ELECTIONS**

### **9.1 Duty of Council**

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

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

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

### **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)

C) The Committee of Administration shall frame election rules for elections to the committee of Administration: Chairman, Vice-Chairman , Regional Chairman and any other posts as provided for in these Articles .

\* Amended as per the Special resolution passed at the Extra Ordinary General meeting held on 17th June 2016

**10. REPRESENTATION OF FIRM**

At the time of adoption of these Articles the following constitute the Committee:-

**Chairman:** Shri M K Ramchandani

**Members:**

1. Shri R C Shah
2. Shri R N Desai
3. Shri T W Bhojwani
4. Shri G N Parikh
5. Shri B D Garware
6. Dr C L Gupta
7. Shri B L Pachisia
8. Shri G Khemani
9. Dr H N Patel
10. Shri R V Vora
11. Shri P R Ashar
12. Shri Ghanshyamdas Binani
13. Shri Lekhram Periwal
14. The Jt. Chief Controller of Imports & Exports, Bombay with immediate effect the representative of the Central government on the Committee of Administration would be the Joint Director, Export Promotion in Bombay.

**10.1 Authorisation**

- a) Any firm, which is a member of this Council shall, by consent of all partners, authorise any one of its partners or officials 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 or any other official 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 or any other official authorised by him.
- 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 1st 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.

## 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.

\*\*Amended as per the Special resolution passed at the 66<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September 2021.

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

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

## 13. **SUSPENSION OF PRIVILEGES**

### 13.1 **Non-payment of subscription**

If a member fails to pay his annual subscription by the 30<sup>th</sup> June 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) Membership shall be suspended/restored as per the prescribed Rules for Membership.

#### **14. CHANGE IN INTERNAL CONSTITUTION TO BE REPORTED**

##### **14.1 Change in Constitution**

Where there is a change in the constitution for 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 one month.

#### **15. REGISTER OF MEMBERS**

##### **15.1 Register**

The Council shall keep a Register of Members (ordinary and associate) 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 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 \*for General Meetings \*\***

- (a) Five members personally present if the number of members as on date of the meeting is not more than one thousand;
- (b) 15 members personally present if the number of members as on the date of the meeting is more than one thousand but up to five thousand;
- (c) Thirty members personally present if the number of members as on the date of the meeting exceeds five thousand.

\* Amended as per special resolution passed at the Extra Ordinary General Meeting held on 19<sup>th</sup> July 2019

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup>Annual General Meeting held on 28<sup>th</sup>September 2021.

**17.3 Venue**

Every general meeting of the Council shall be held in the city in which the registered office of the Council is situated at such place as may be decided by the Committee.

**17.4 Adjournment**

- a) If, after the expiration of half an hour from the time appointed for holding a general meeting of the Council, the quorum is not present then:
  - (i) If the meeting is convened by or upon the requisition of the members, it shall stand dissolved:
  - (ii) in any other case, the 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 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 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 the Vice Chairman of the Council (if present and willing) shall preside.
- c) If the Vice-Chairman is not present and willing, the members of the Committee who are present may choose a member of the Committee to preside at the meeting.
- d) If there be no member of Committee willing to take the chair, the ordinary members of the Council who are present shall elect one of themselves to be the Chairman of the meeting of the Council.

**17.6 Adjournment: general provisions**

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

**17.7 Voting on resolution**

- a) At any general meeting a resolution put to vote at the meeting shall be decided on a show of hands, unless a poll by secret ballot is ordered under clause (b) of this article.
- b) A poll by secret ballot (before or on the declaration of the result of voting on any resolution on show of hands).
  - (i) may be ordered to be taken by the Chairman of the meeting, of his own notion;
  - (ii) shall be ordered by the Chairman, if it is demanded by at least five members having the right to vote on the resolution and present in person or by authorised 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 carried out:

- (a) unanimously; or
- (b) adopted by majority; or,
- (c) lost, as the case may be.

\*\* (d) the minutes can be kept in the book binder form or such other forms as per the provisions of the Act

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2021.

**18. COMMITTEE OF ADMINISTRATION****18.1. Formation of the Committee**

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

**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.

**21. REGIONAL CHAIRMEN****21.1 Regional Chairmen**

Their election to Regional chairman 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 Chairman, 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 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**

### **23.1 Panels: composition and functions \***

- (a) The Council shall constitute Panels to perform such functions as the Ministry or the Committee may lay down and may define their composition.
- (b) The COA of the Council should have members comprising of various panels adequately representing the industry segments. The term of the office of the panel members shall be \*\* Three years. However they are eligible to stand for re-election after their term gets over. They are also eligible to stand for election of Vice Chairman, Regional Chairman,\*\* Pannel Chairmen and COA member after their terms of office as panel chairman .ends

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup>Annual General Meeting held on 28<sup>th</sup> September, 2021.

- (c) The members of the panel should have minimum of 3 years export value or similar criteria for contesting the election so that exporters with significant contribution can take part in the management and facilitate practical decision making of the council. The COA may decide the parameters in this regard by a resolution and include the same in the election rules. These parameters may be reviewed by COA from time to time.
- (d) The Council to co-opt the Committee members from the leading institutes / associations as may be required or if so directed by the GOI/DOC.
- (e) At present the Council shall constitute the following Panels \*\*:
  - 1) Consumer & Housewares Products
  - 2) Cordage, Fishnets & Monofilaments
  - 3) FIBC, Woven Sacks, Woven Fabrics, Tarpaulin
  - 4) Floor Coverings, Leather cloth & Laminates
  - 5) FRP/Composites
  - 6) Human Hair & Related Products
  - 7) Medical Items of Plastics
  - 8) Packaging Items - Flexible, Rigid
  - 9) Miscellaneous Products and Items (n.e.s)
  - 10) Plastic Films and Sheets
  - 11) Plastic Pipes & Fittings
  - 12) Plastic Raw Materials
  - 13) Writing Instruments & Stationery
  - 14) Merchant Exports

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2021.

(f) The \*\*14 Panel Chairman representing each product group shall be elected by the eligible members of their representative category.

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2021.

(g) The Vice Chairman shall be directly elected by the eligible members of the Council and with regard to the Regional Chairman they will be directly elected by the respective Regional members.

(h)\*\* (deleted)

\*Amended as per special resolution passed at the Adjourned Extra Ordinary General Meeting held on 5<sup>th</sup> October, 2018.

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2021.

## **24. FUNCTIONS OF THE COMMITTEE OF ADMINISTRATION**

### **24.1 The Functions of the Committee**

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 records 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**

**26.1 Conduct of meetings of the Committee**

- a) The Chairman of the Council shall, when present, preside at all meetings of the Committee;
- b) If the Chairman is not present at any meeting of the Committee, the Vice-Chairman shall preside at the meeting.
- c) In the absence of the Chairman and Vice-Chairmen, the members of the committee present at the meeting shall elect one amongst themselves to be the Chairman of that particular meeting;
- d) At least four meetings of the Committee shall be held every year;
- e) The Chairman may himself require the Secretary/\*\* Executive Director to call a meeting of the Committee at any time.

\*\*Amended as per the Special resolution passed at the 66<sup>th</sup>Annual General Meeting held on 28<sup>th</sup>September, 2021.

- f) If a requisition in writing is made to the Chairman by not less than one-Fifth of the members of Committee having voting rights on the date of requisition but with a minimum of three, the Chairman shall require the Secretary/\*\* Executive Director to call a meeting of the Committee within a reasonable time, which shall not exceed 15 days.

\*\*Amended as per the Special resolution passed at the 66<sup>th</sup>Annual General Meeting held on 28<sup>th</sup>September 2021.

- 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 fourth 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 meetings of the Committee.
- k) The Committee shall meet at such times, as they may be considered advisable, and may make such rules, as are considered necessary, as to the summoning and holding of the meetings of the Committee, and for the transaction of business at such meetings.
- l) The record of the proceedings of the Committee shall be open for examination by the members of the Committee.

**27. CHAIRMAN, VICE-CHAIRMAN, ETC, AND THE COMPOSITION OF THE COMMITTEE.****27.1 \*Chairman's term of office**

- (a) The Chairman shall hold office for a period of two years and:
- (b) shall retire accordingly; and
- (c) shall not be eligible for re-election at the subsequent two elections.\*\* However he is eligible to contest as panel chairmen/ regional Chairmen on expiration of term of office as Chairman.

\* Amended as per the Special resolution passed at the 60<sup>th</sup>Annual general meeting held on 25<sup>th</sup>September 2015

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup>Annual General Meeting held on 28<sup>th</sup>September, 2021.

**27.2 \*Vice-Chairman of the Committee.**

a ) There shall be One Vice-Chairman who shall be elected by the Ordinary Members of the council for a term of two years and that the election shall be done by e-voting mode.

b) On completion of his term of two years , Vice-Chairman shall be endorsed by the Committee to succeed the Chairman unless he/she is \*\* unwilling to accept the chairmanship or he/she has incurred any disqualifications enumerated in Article 8.1 regard to membership of the Council.

\*\*Amended as per the Special resolution passed at the 66<sup>th</sup>Annual General Meeting held on 28<sup>th</sup> September, 2021.

c ) any person having held the office of Chairman/Vice Chairman shall not be eligible for re-election at subsequent Two terms or for a period of Four years as \*\*Chairman/ Vice Chairman However he/she is eligible to contest as Regional chairmen/ panel chairmen .

\*\*Amended as per the Special resolution passed at the 66<sup>th</sup>Annual General Meeting held on 28<sup>th</sup> September, 2021.

d) The committee of Administration may pass a resolution of no confidence against the Vice-Chairman if it deems fit with at least a two –third majority vote. Thereafter the said resolution so passed by the Committee of Administration shall be put to vote by the ordinary members of the council through an electronic voting means on similar lines as for the election to the post of Vice-Chairman and thereafter once passed by a simple majority by the ordinary members be implemented by the council.

\* Amended as per the Special resolution passed at the Extra Ordinary General meeting held on 17<sup>th</sup> June 2016 .

### **27.3 Composition of the Committee**

(1) The Committee of Administration shall have the following members:

(a) elected members with a maximum of \*\* twenty (including the Chairman, Vice Chairman, Panel chairman(s),Regional Chairmen(s));

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup>Annual General Meeting held on 28<sup>th</sup>September 2021.

(b) nominated members, not exceeding three in number nominated by the Central Government.

(c) The Executive Director

(2) \*\* Deleted

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup>Annual General Meeting held on 28<sup>th</sup> September 2021.

### **27.4 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) \* \* Deleted

(a) \*\* deleted

(c) \*\* deleted

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September 2021.

(b) Co-opted members



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.

#### **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 shall be co-terminous with the term of the committee.

Provided that, if a member is nominated during the term of the Committee his term of office shall be such as the Central Government may specify.

- (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 \***

- (a) One third of the elected members shall retire at the Annual General Meeting every year or if their number is not in multiple of three then the number nearest to one third shall retire.
- (b) The members of the Committee who retire in every year shall be those who have been longest in office since their last election but as between persons who became members of the Committee on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

\* Amended as per special resolution passed at the Extra Ordinary General Meeting held on 19<sup>th</sup> July 2019.

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

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

#### **27.8 Rules**

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

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

#### **28.1 Committee Chairman**

- (a) 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-CHAIRMAN**

#### **29.1 Vice-Chairman**

- (a) The Vice-Chairman, shall, in the absence of the Chairman, have the power to perform the duties of the Chairman.
- (b) The Vice-Chairman may also perform any other functions that may be entrusted to him by the Chairman.

### **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.

### **31. POWERS OF THE COMMITTEE**

#### **31.1 Powers of management**

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

Provided that no such regulation or direction shall invalidate any prior act of the Committee which would have been valid, if the regulation or direction had not been made or given.

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

#### **32.1 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 the intrinsic part of the Committee and shall be under the control and direction of the Committee and shall be in overall 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 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 authorised 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 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;
  - (d) Provided that the grant of leave and allowances to Government servants whose services have been tent or transferred to the Council shall be decided with the previous approval of the Government officer competent to sanction his transfer to the Council.
  - (e) Payment of traveling allowances; and
  - (f) The establishment and maintenance of a Provident Fund and other funds for the welfare of the employees.

### **33.5 Internal resources**

At least 40 percent of the internal resources of the Council excepting those derived from Government grants shall be utilized for development activities like market studies, dissemination of trade information, buyer-seller meets, etc.

## **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 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
- 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 therefore and signed by them and addressed to the Committee, request the Committee to call a meeting of the Council, the Committee shall, within 21 days of the receipt by it of the requisition, cause to be sent out a notice, calling a meeting of the Council, for such date and time as may be determined by the Committee.

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

Members of the Council shall not be entitled to any remuneration for attending its meeting or for performance 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 sending it by post or courier or by \*\* email or any other electronic modes approved by the Committee to such member's registered address or (if a member has no registered address in India) to the address, if any, within India or \*\* by email to the email address available with the Council furnished by the member for the giving of notices.

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup>Annual General Meeting held on 28<sup>th</sup> September, 2021.

- c) Where a notice is sent by post, or email the service shall be deemed to have been effected at the expiry of 48 hours after it is posted / sent by email or such electronic modes as provided in section 53 of the Act.

### **35.2 Address**

If a member has not registered address in India and has not supplied to the Council an address within India \*\* or given any email address to the Council for the giving of notice, a notice addressed to such member and advertised in a newspaper circulating in the neighborhood of the registered office of the Council shall be deemed to be duly given to such member, on the day on which the advertisement appears in the newspaper.

\*\*Amended as per the Special resolution passed at the 66<sup>th</sup>Annual General Meeting held on 28<sup>th</sup> September 2021.

### **35.3 Service of notice**

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

## **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**

Electronic Voting is mandatory for election to the post of Vice Chairman, Regional Chairman, <sup>\*\*</sup> Panel Chairmen and other elected members of Committee of Administration with a view to ensuring wider participation. Accordingly voting for elected members shall be done by means of e-voting only. The committee shall devise such procedures as it may deem appropriate to govern the e-voting in order to ensure the integrity of the vote. Any vote cast in such e-voting manner shall be deemed to constitute the vote by member for all purpose of these articles.

\* Amended as per special resolution passed at the Adjourned Extra Ordinary General Meeting held on 5<sup>th</sup> October, 2018.

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2021.

**36.4 Adjournment**

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

**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****39.1 Voting**

At any meeting of the Council, every Ordinary members 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 section 193 of the Act.\*\* The minutes can be kept in book binder form or such other form as per the provision of the Act.

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup> Annual general meeting held on 28<sup>th</sup> September, 2021.

**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 and under what conditions, the accounts and books of the Council or any of them shall be open for the inspection of the members (not being members of the Committee) and no member (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 authorised by the Committee or by a resolution of the Council in a general meeting.

Provided that, the accounts and books of the Council shall be open for inspection by an office duly authorised in this behalf by the Central Government for ascertaining or verifying the income and expenditure of the Council or for such other purposes as may, by agreement between the Council and the Central Government, be specifying in this regard.

**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 previous to the annual general meeting of the Council, be sent to the registered address of every member and a copy shall also be kept at the registered office of the Council for the inspection of members during a period of at least fourteen days before the meeting.

**39.5 Copies**

After the Balance Sheet and Income and Expenditure Account have been laid before the members in the Annual General Meeting, \*\*copy/ scanned copy of the Balance Sheet signed by the members of the committee authorized by the Committee of Administration, Executive Director or Secretary, shall (in the case of a Council incorporated under the Companies Act, 1956) be filed with the competent officer as required by the Companies Act, 1956.

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September 2021.

**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 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**

##### **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 form and on such date as may be specified by the Committee.

#### **42. EXPENDITURE**

##### **42.1 Expenditure**

- (a) Subject to the provisions of these articles and the rules framed thereunder, 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 Officer(s) of the Council, such financial powers as it may consider expedient.

#### **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 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**

##### **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 \*\* fixed deposits, security which may lawfully, be invested subject to such instructions as may be issued from time to time by the Government of India, in the Department of Public Enterprises, or such other Government department with reference to investments.\*\* or as may be beneficial to the Council.

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup>Annual General Meeting held on 28<sup>th</sup>September 2021.

#### **45. HEAD OFFICE**

##### **45.1 Head office of the Council**

\*\* The Head Office of the Council shall be at B-002, Dynasty Business Park, Andheri-Kurla Road, Andheri (East), Mumbai-400059 or such other place as may be decided by the Committee of administration

\*\* Amended as per the Special resolution passed at the 66<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September 2021.

#### **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 export targets generally and also in relation to specific countries and commodities)
- (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.

#### **47. POWERS OF THE CENTRAL GOVERNMENT**

##### **47.1 Powers to give directions**

- (1) The Central Government shall have power to give directions to the Council as to the performance of its functions, where the Government considers such directions to be necessary.
  - (a) in the interests of national security; or
  - (b) in the interests of the national economy; or
  - (c) otherwise in the public interest.
  - (d) In respect of promotion and development of International trade.
- (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 sub-article (1) or (2) of this article and all provisions contained in the Export-Import Policy of the Central Government for the time being in force.

\* Amended as per special resolution passed at the Adjourned Extra Ordinary General Meeting held on 5<sup>th</sup> October, 2018.

##### **47.2 Foreign Collaboration**

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

#### **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.

#### **49. Repugnancy to Companies Act**

Where, in relation to a Council to which the Companies Act, 1956 applies, there is 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.



**50. Transition from the existing Articles to these Articles**

Transition from the existing Articles of Association to these Articles shall be formulated by the Committee to ensure that these Articles are implemented in a phased manner and are completely in force at the conclusion of the third Annual General Meeting reckoned from the date of approval by the Department of Company Affairs.

**51. General power to modify**

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

- 51.1. Without prejudice to the provisions under these articles, the Committee may decide appropriately/frame bye-laws in respect of matters not adequately covered under these articles.

\*\*\*\*\*

**(Note: Article 13.1 amended at the 55<sup>th</sup> Annual General Meeting (AGM) held on 15<sup>th</sup> September 2010; Articles 27.3 & 33.1 amended at 57<sup>th</sup> AGM held on 14<sup>th</sup> September 2012& Articles 27.1, 27.2 & 36.3 amended at the 60<sup>th</sup> AGM held on 25<sup>th</sup> September 2015 and clause no 9.3 and 27.2 at the Extra Ordinary General Meeting held on 17<sup>th</sup> June 2016)**

**\*\*\* New set of Articles of Association adopted as per the Special resolution passed at the 66<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September 2021.**



---

## **THE PLASTICS EXPORT PROMOTION COUNCIL**

(Sponsored by the Department of Commerce, Government of India)

B-002, Dynasty Business Park, Andheri - Kurla Road, Andheri (East), Mumbai - 400059

Phone: +91 22 40170000

Email: [office@plexconcil.org](mailto:office@plexconcil.org) Website: <http://plexconcil.org>