

AMENDMENTS OF THE ARTICLES OF ASSOCIATION OF EEPIC INDIA – STATEMENT OF CHANGES

Existing Articles	Proposed Amendments
The regulations contained in Table “C” of Schedule – I to the Companies Act, 1956 shall apply to the Council subject to as hereinafter provided “	The regulations contained in Table “H” of Schedule – I to the Companies Act, 2013 shall apply to the Council subject to as hereinafter provided “.
<p>1.1 <u>Definition</u></p> <p><u>In these articles, unless there be something in the subject or context inconsistent therewith:</u></p> <p>(a) “Act” means the Companies Act, 1956 and includes any statutory modification or re- enactment thereof, for the time being in force;</p> <p>(d) “Chairman” means the Chairman, for the time being, of the Council;</p>	<p>1.1 <u>Definition</u></p> <p><u>In these articles, unless there be something in the subject or context inconsistent therewith:</u></p> <p>(a) “Act” means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof, for the time being in force;</p> <p>(d) “Chairperson” means the Chairperson, for the time being, of the Council;</p> <p style="text-align: center;"><u>New Clause</u></p> <p>(p) “Executive Director” means the Executive Director of the Council. He is an ex-officio Member of the Working Committee;</p>
<p>2. <u>FOREIGN TRADE POLICY</u></p> <p>2.1 <u>Articles to be subject to Foreign Trade Policy</u> 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 read together with the Companies Act 1956.</p>	<p>2. <u>FOREIGN TRADE POLICY</u></p> <p>2.1 <u>Articles to be subject to Foreign Trade Policy</u> The provisions of these articles shall be subject to those of the Foreign Trade Policy under ITC (HS), classification Central Product Classification and Handbook of Procedures, as notified by the Central Government from time to time read together with the Companies Act 2013.</p>
<p>3.3 <u>Ordinary membership</u></p> <p>(a) An associate member, or the entity represented by him, shall automatically become an ordinary member after completion of one year of associate membership subject to achievement of exports as per clause (b), unless he declines the ordinary membership in writing in which case he will continue as an associate member till he chooses to.</p> <p>(b) He, or the entity represented by him, must have, to his or its credit, exports in the year in respect of the product of not less than the amount mentioned below:</p> <p>(i) MSME Rs. 30 Lakhs</p> <p>(ii) Others Rs. 50 Lakhs</p>	<p>3.3 <u>Eligibility for Ordinary membership</u></p> <p>A person shall be eligible as an Ordinary member of the Council, on meeting the following requirements, namely:</p> <p>(a) The person or the entity represented by the person, must have been an Associate member of the Council for at least two years; and</p> <p>(b) The person or the entity represented by the person must have to its credit during the two immediately preceding financial years average exports in respect of the product of not less than the amount mentioned below:</p> <p>(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)</p> <p>(ii) Others: Above Rs.1 Crore</p> <p><i>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 every 5 years.</i></p>

4. APPLICATION FOR MEMBERSHIP

4.1 Form of application

(a) Application for membership of the Council as an associate member shall be made to the Committee of Administration in the form to be prescribed. 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) Members shall at the time of applying for membership, indicate giving reasons therefore, the Panel in which he wishes to be primarily registered and the other panel or panels with which he also wishes to be associated. The admission of an Associate Member as primary member of a Panel shall be decided by the Committee of Administration or any other Committee or Sub-Committee to which powers therefore are delegated by the Working Committee. In case, a member decides to be also associated with other Panel/panels such member will pay such additional fees per annum for each additional Panel, as may be determined by the Working Committee, from time to time.

(iv) Once members are enrolled under various Panels, changing to other Panels will not be permitted except after an interval of two years. Applications for such changes shall be made to the Council, giving reasons therefore, within two months of the beginning of the year. The Working Committee or any other Committee or Sub-Committee to which power therefore are delegated by Working Committee shall decide such requests for changes of membership of Panels.

EEPC India will inform the member at the time of admission that, he, or the entity represented by him shall automatically be upgraded as an Ordinary member after completion of one year as associate member subject to achieving the exports value mentioned under Clause 3.3 (b).

4. APPLICATION FOR MEMBERSHIP

4.1 Form of application

Online Application for membership of the Council as a 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>).

<p>4.2 Accompaniments The application for membership shall be sent to the Secretary or any other designated officer, together with:</p> <ul style="list-style-type: none"> (i) A certificate of financial soundness from the applicant's bankers; (ii) Payment of entrance fee and annual fee in the mode prescribed from time to time; (iii) Import Export Code issued by the office of DGFT; (iv) Certificate under MSMED Act 2006 for MSME members; (v) Names of authorized representative (not exceeding two) and their specimen signatures; and (vi) Such other documents as may be prescribed from time to time; 	<p>4.2 Accompaniments The application for membership shall be sent to the Council, along with requisite documents which may include the following:</p> <ul style="list-style-type: none"> (i) A copy of the active IEC number by the applicant; (ii) A certificate of financial soundness from the applicant's bankers; (iii) 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; and (iv) Name and contact details of person representing the organization.
<p>4.3 Decision on the application (a) The Committee of Administration shall take a decision on the application for membership within three months and its decision shall be final. In case the Committee of Administration cannot meet within the said period of three months, it can direct the Secretary to take a decision in this regard subject however to final ratification by them.</p>	<p>4.3 Decision on the application (a) The Committee of Administration or any authority designated by the Committee shall take a decision on the application for membership within 45 days and its decision shall be final. In case, a decision is taken by a designated authority, the same shall be ratified by the Committee in its first subsequent meeting.</p>
<p>5. CHANGE IN INTERNAL CONSTITUTION OF THE MEMBER Where there is a change in the constitution of an entity which is a member of the Council or a change in its authorized business activities, the change should be reported by the entity to the Working Committee within one month.</p>	<p>5. CHANGE IN INTERNAL CONSTITUTION OF THE MEMBER Where there is a change in the constitution of an entity which is a member of the Council or a change in its authorized business activities, the change should be reported by the entity to the Working Committee within three months.</p>
<p>6.1 Register The Council shall keep a Register of Members (ordinary and associate) with an index and enter therein the following particulars of its members, namely:</p> <ul style="list-style-type: none"> (a) The name; address and occupation of the member; (b) The class of membership of such member including his Panel classification (c) The date on which each member was entered in the register; and (d) The date on which it ceased to be a member. 	<p>6.1 Register The Council shall keep a Register of Members (Ordinary, Associate, Co-opted and Nominated) with an index and enter therein the following particulars of its members, namely:</p> <ul style="list-style-type: none"> (a) The name; email, 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 including his Panel classification; (d) The date on which each member was entered in the register; and (e) The date on which it ceased to be a member.

<p>8. RESIGNATION BY MEMBERS</p> <p>(a) A member of the Council may resign, by giving to the Secretary or any other officer designated by the Working Committee 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.</p> <p>(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.</p>	<p>8. RESIGNATION BY MEMBERS</p> <p>(a) A member of the Council may resign, by giving to the Secretary or any other officer designated by the Working Committee 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.</p> <p>(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.</p> <p>(c) Entrance fee/Annual fee once paid shall not be refunded on resignation.</p>
<p>9.1 Removal by the Committee of Administration</p> <p>9.1.1 A person may be removed from the register of members 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;</p> <p>9.1.2 The Committee of Administration 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: -</p> <p>(a) if he has violated any condition for membership; or</p> <p>(b) if he has been guilty of disorderly conduct at meetings of the council or of the Committee; or</p> <p>(c) if he has otherwise been guilty of acts, omissions or conducts detrimental to the interest of the Council; or</p> <p>(d) 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;</p>	<p>9.1 Removal by the Committee of Administration</p> <p>9.1.1 A member may be removed from the register of members 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;</p> <p>9.1.2 The Committee of Administration may, after giving a member's nominated representative reasonable opportunity of hearing, remove the name of that member organization from the Register of Members, either for a specified period or indefinitely: -</p> <p>(a) if he has violated any condition for membership; or</p> <p>(b) if he has been guilty of disorderly conduct at meetings of the council or of the Committee; or</p> <p>(c) if he has otherwise been guilty of acts, omissions or conducts detrimental to the interest of the Council; or</p> <p>(d) 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;</p> <p>(e) if he is found to be of unsound mind by a competent court;</p> <p>(f) if he is adjudicated as an undischarged insolvent;</p> <p>(g) if his organization in which he is a Director/ Partner or the nominated representative commits a violation of any relevant sections of the Companies Act 2013;</p> <p>(h) if he becomes disqualified by an order of the Court or tribunal under relevant sections of the Companies Act 2013;</p> <p>(i) if he ceases to be the representative of the organization which he represents, or such organization only cease to be a member of the Council;</p> <p>(j) their name is removed from the Register of Members under Article 9.1.3; or</p> <p>(k) convicted of the offence dealing with related party transactions under the relevant sections of the Act; at any time during the last preceding five years.</p>

	<p>9.1.3 A person shall be disqualified from reapplying for membership, if:</p> <p>(a) a period of five years has not elapsed from the date of expiry of the sentence;</p> <p>(b) they have been convicted of any offence and have served a period of seven years or more.</p>
<p>9.2 Conversion into Associate membership The Committee of Administration may, after giving a member reasonable opportunity of hearing, convert the membership of an ordinary member into an associate member, if his average exports has, during the three financial years immediately preceding been below the following value:</p> <p>(i) MSME Rs. 30 Lakhs</p> <p>(ii) Others Rs. 50 Lakhs</p>	<p>9.2 Conversion into Associate membership The Committee of Administration may, after giving a member reasonable opportunity of hearing, convert the membership of an ordinary member into an associate member, if his average exports of engineering product(s) have, during the two financial years immediately preceding been below the following value unless specifically exempted:</p> <p>(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)</p> <p>(ii) Others: Above Rs.1 Crore</p>
<p><u>10. PRIVILEGES OF MEMBERS</u> <u>10.1.1. Ordinary Members</u></p> <p>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:</p> <p>(a) right to stand as a candidate, and to vote at the election of the members of the Working Committee, and the right to vote on all matters brought before a meeting of the Council, provided there were no arrears of subscription to the Council on 30th September in the year preceding the year of voting</p>	<p><u>10. PRIVILEGES OF MEMBERS</u> <u>10.1.1. Ordinary Members</u></p> <p>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:</p> <p>(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 30th June in the year of voting;</p>

<p>10.1.2. Eligibility of Ordinary Members for Election</p> <p>Only an Ordinary Member shall have the right to vote at, or to offer self as a candidate at elections to various positions in the Council.</p> <p>A candidate for election to any position in the Council must satisfy the following conditions, namely:</p> <p>(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</p> <p>(i) MSME Rs. 60 lakhs (ii) Others Rs. 2 Crore</p> <p>(b) No member whose subscription is outstanding on the first day of October of the year preceding to the year of election shall be entitled to contest or vote for any elective post</p> <p>(c) Members nominating a person to contest for any elective post of the Council must nominate any one of the following persons of the member as nominee: - 1) Chairman, 2) Managing Director 3) Director/Executive Director 4) President 5) Vice President 6) Chief Executive 7) General Manager (Exports) or equivalent thereto 8) Partner 9) Proprietor</p> <p>Provided the President, the Vice President, the Chief Executive, the General Manager (Exports) or the person equivalent thereto is in full time employment of the member organization. Further in case of full-time employees nominated by an organization, the nomination must be done by any of the person specified in sub – clause 1,2,3,8 or 9.</p>	<p>10.1.2. Eligibility of Ordinary Members for Election</p> <p>Only an Ordinary Member shall have the right to vote at, or to offer self as a candidate at elections to various positions in the Council.</p> <p>A candidate for election to any position in the Council must satisfy the following conditions, namely:</p> <p>(a) He, or the entity represented by him, must have, to his or its credit, during the two financial years immediately preceding the election, exports of the engineering products of not less than the amount mentioned below:</p> <p>(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</p> <p>(c) No member whose subscription or other dues or charges payable by them to the Council on 30th June in the year of voting shall be entitled to contest or vote for any elective post.</p> <p>(c) Members nominating a person to contest for any elective post of the Council must nominate any one of the following persons of the member as nominee: - 1) Chairman, 2) Managing Director 3) Director/Executive Director 4) President 5) Vice President 6) Chief Executive 7) General Manager (Exports) or equivalent thereto 8) Partner/ Designated Partner 9) Proprietor</p> <p>Provided the President, the Vice President, the Chief Executive, the General Manager (Exports) or the person equivalent thereto is in full time employment of the member organization. Further in case of full-time employees nominated by an organization, the nomination must be done by any of the person specified in sub – clause 1,2,3,8 or 9.</p> <p>(d) A certificate issued by a Chartered Accountant shall be required for the purposes of paragraphs(a)</p>
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<p>13.1.2 The ordinary business of an Annual General Meeting shall be</p> <ol style="list-style-type: none"> 1) To receive and consider Accounts and the reports of the Working Committee and the Auditors; 2) To place on record the names of the Working Committee members; 3) To appoint auditors and fix their remuneration <p>13.2.1 (i) Not less than fourteen days' 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. Such notice shall be sent by post or otherwise served as hereinafter provided.</p> <p>(ii) A notice may be given to any member either personally or by sending it by post to such member's registered address or (if a member has no registered address in India) to the address, if any, within India supplied by the Members for giving of notices.</p> <p>(iii) Where a notice is sent by post, the service shall be deemed to have been effected at the expiry of 48 hours after it is posted, as provided in Section 53 of the Act.</p>	<p>13.1.2 The ordinary business of an Annual General Meeting shall be</p> <ol style="list-style-type: none"> (i) To receive and consider Accounts and the reports of the Working Committee and the Auditors; (ii) To place on record the names of the Working Committee members; (iii) To appoint auditors and fix their remuneration. <p>Besides, the Council shall also present output and outcome of the activities of the Council for the preceding year (including 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)) vide Incorporation in the Annual Report.</p> <p>13.2.1 (i) Not less than fourteen clear days' 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. Such notice shall be sent by post or otherwise served as hereinafter provided.</p> <p>(ii) A notice may be given to any member either personally or by sending it electronically or by post to such member's registered email or postal address or (if a member has no registered address in India) to the address, if any, within India supplied by the Members for giving of notices.</p> <p>(iii) Where a notice is set by post, the service shall be deemed to have been effected at the expiry of 48 hours after it is posted, as provided in Section 20 of the Act.</p> <p>(iv) 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.</p>
<p>13.2.2 If a member has no registered address in India and has not supplied to the Council an address within India for 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.</p>	<p>13.2.2 If a member has no registered address in India and has not supplied to the Council an address within India for giving of notice or given a valid e-mail id, 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.</p>

<p>13.3.2 At any 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 Chairman or such members as provided in Section 170 of the Act, and unless a poll is so demanded a declaration by the Chairman that the resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost 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 of proportion of the votes recorded in favour, or against, that resolution.</p>	<p>13.3.2 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 Chairman or such members as provided in Section 109 of the Act, and unless a poll is so demanded a declaration by the Chairman that the resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost 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 of proportion of the votes recorded in favour, or against, that resolution.</p>
<p>13.4 <u>Minutes</u> (a) Minutes of the meetings of the Council shall be in the manner prescribed in Section 193 of the Companies Act.</p>	<p>13.4 <u>Minutes</u> (a) Minutes of the meetings of the Council shall be in the manner prescribed in Section 118 of the Companies Act, 2013.</p>
<p>16 <u>PANELS</u> <u>Panels: Composition and Functions</u></p> <p>(a) The Working Committee may constitute/re-constitute panels, from time to time, and such constitution/re-constitution shall be based on the export performance in groups of engineering products and also on such well- defined criteria, as may be laid down, for the purpose by the Working Committee. Panel covering a commodity group must ordinarily account for export performance of one percent of total export performance, in engineering products in the preceding year. The Council may, with the approval of Government, make relaxation in this regard, and reconstitute panels in fields such as consultancy services and for commodities in which exports may have immediate potential for growth although at the time of constitution of the panel the exports may be below the said one percent of total export of engineering goods in the previous year.</p>	<p>16 <u>PANELS</u> <u>Panels: Composition and Functions</u></p> <p>(a) The Working Committee may constitute/re-constitute panels, from time to time, and such constitution/re-constitution shall be based on the export performance in groups of engineering products and services and also on such well-defined criteria, as may be laid down, for the purpose by the Working Committee. Panel covering a commodity group must ordinarily account for export performance of one percent of total export performance, in engineering products in the preceding year. The Council may, with the approval of Government, make relaxation in this regard, and reconstitute panels in fields such as consultancy services and for commodities in which exports may have immediate potential for growth although at the time of constitution of the panel the exports may be below the said one percent of total export of engineering goods in the previous year.</p>
<p>17.3 <u>Failure to Hold Elections</u> If a Council fails to ensure timely elections as provided in article 17, the Central Government may, after giving it a reasonable opportunity of being heard, order an election to be held and may make such arrangements as may be necessary for that purpose.</p>	<p>17.3 <u>Failure to Hold Elections</u> If a Council fails to ensure timely elections as provided in article 17, the Central Government may, after giving it a reasonable opportunity of being heard, order an election to be held and may make such arrangements as may be necessary for that purpose. However, retiring directors shall continue till the vacancy is filled up.</p>

<p>17.4 <u>Mode of conducting elections</u> Rules made by the Working Committee shall make provisions regarding the mode of conducting elections of the Working Committee, Committee of Administration, the Chairman, Sr. Vice Chairman, Vice Chairman and the Regional Chairmen.</p>	<p>17.4 <u>Mode of conducting elections</u> Rules made by the Working Committee shall make provisions regarding the mode of conducting elections of the Working Committee, Committee of Administration, Sr. Vice Chairman, Vice Chairman and the Regional Chairmen.</p>
<p>18.2 <u>Composition of the Working Committee</u></p> <p>(1) The Working Committee shall have the following members:</p> <p>(a) One representative elected from each of the Panel of groups of engineering products or export services, constituted/reconstituted by the Working Committee, from time to time, under these Articles provided that the total number of such Panels shall at no time be less than 35 and not more than 50.</p> <p>(b) Chairman, Senior Vice Chairman and a Vice Chairman elected out of the panel representatives mentioned above.</p> <p>(c) Persons nominated by Government, not exceeding four in number.</p> <p>(d) Past Chairmen of the Council shall be permanent special invitee to the meetings of the Working Committee who shall not have any voting rights.</p> <p>(e) Executive Director of the Council will be Ex-Officio member of the Committee without voting rights.</p>	<p>18.2 <u>Composition of the Working Committee</u></p> <p>(1) The Working Committee shall have the following members:</p> <p>(a) One representative elected from each of the Panel of groups of engineering products or export services, constituted/reconstituted by the Working Committee, from time to time, under these Articles provided that the total number of such Panels shall at no time be less than 35 and not more than 50.</p> <p>(b) Chairman, Senior Vice Chairman and a Vice Chairman elected out of the panel representatives mentioned above.</p> <p>(c) Persons nominated by Government, not exceeding four in number.</p> <p>(d) Past Chairmen of the Council shall be permanent special invitee to the meetings of the Working Committee who shall not have any voting rights.</p> <p>(e) Executive Director of the Council will be Ex-Officio member of the Committee without voting rights.</p> <p>(f) Representatives from Women entrepreneurs, startups, young entrepreneurs or from North Eastern Hill regions may be co-opted if required and as may be available.</p>
<p>19.1 <u>Chairman of the Council</u> The Chairman shall hold office for a period of two years and shall retire accordingly. Thereafter, he may come back in the Council after being elected as a Working Committee member. He shall however be eligible to contest the election of the Sr. Vice Chairman at least after a gap of 4 years from his date of retirement as the Chairman.</p>	<p>19.1 <u>Chairman of the Council</u> The Chairman shall hold office for a period of two years and shall retire accordingly. He shall however be eligible to contest the election of the Sr. Vice Chairman at least after a gap of 4 years from his date of retirement as the Chairman. He can be removed by a no confidence vote. Such resolution shall be passed by not less than two-third of the Working Committee members. The resolution regarding no confidence will be put to vote on the same pattern of direct elections through e-voting, in accordance with provisions of the Handbook of Procedures of the Foreign Trade Policy and Advisories issued by the Government in this regard from time to time.</p>

<p>19.2 <u>Vice-Chairmen of the Committee</u></p> <p>(a) There shall be a Senior Vice-Chairman and a Vice-Chairman of the Council.</p> <p>(b) The Sr. Vice Chairman of the Council shall be elected from the panel members of the Working Committee by all Ordinary members of the Council who are eligible to cast vote, irrespective of sub divisions of panels. On retirement of the Chairman after completion of his term of two years, the Senior Vice- Chairman shall be endorsed by the Working Committee to succeed the Chairman unless he is unwilling to accept Chairmanship or he has incurred any of the disqualifications enumerated in article 9 with regard to membership of the Council or in article 20 with regard to membership of the Working Committee. After retirement from Sr. Vice- Chairmanship, he may come back in the Council after being elected as a Working Committee member. However, he shall be eligible to contest the election of Sr. Vice Chairmanship at least after a gap of 4 years from his date of retirement as the Sr. Vice Chairman.</p> <p>(c) The Vice Chairman of the Council shall be elected from the panel representatives by the members of the newly constituted Working Committee.</p> <p>(d) The Senior Vice-Chairman, shall, in the absence of the Chairman and subject to delegations made by the Chairman in this regard, have the power to perform the duties of the Chairman.</p> <p>(e) The Sr. Vice-Chairman and the Vice-Chairman may also perform any other functions that may be entrusted to him by the Chairman.</p>	<p>19.2 <u>Vice-Chairmen of the Committee</u></p> <p>(a) There shall be a Senior Vice-Chairman and a Vice-Chairman of the Council.</p> <p>(b) The Sr. Vice Chairman of the Council shall be elected from the panel members of the Working Committee by all Ordinary members of the Council who are eligible to cast vote, irrespective of sub divisions of panels. On retirement of the Chairman after completion of his term of two years, the Senior Vice-Chairman shall be endorsed by the Working Committee to succeed the Chairman unless he is unwilling to accept Chairmanship or he has incurred any of the disqualifications enumerated in article 9 with regard to membership of the Council or in article 20 with regard to membership of the Working Committee. However, he shall be eligible to contest the election of Sr. Vice Chairmanship at least after a gap of 4 years from his date of retirement as the Sr. Vice Chairman.</p> <p>(c) He can be removed by a no confidence vote. Such resolution shall be passed by not less than two third of the Members of the Working Committee. The resolution regarding no confidence vote shall be put to vote on the same pattern of direct elections through e-voting, in accordance with the provisions of the Handbook of Procedures of the Foreign Trade Policy and Advisories issued by the Government in this regard from time to time.</p> <p>(d) The Senior Vice-Chairman, shall, in the absence of the Chairman and subject to delegations made by the Chairman in this regard, have the power to perform the duties of the Chairman.</p> <p>(e) The Sr. Vice-Chairman and the Vice-Chairman may also perform any other functions that may be entrusted to him by the Chairman.</p>
<p>20. <u>DISQUALIFICATIONS FOR MEMBERSHIP OF THE WORKING COMMITTEE</u></p> <p>A member of the Working Committee shall ipso facto cease to be a member of the Working Committee if: -</p> <p>(a) he is found to be of unsound mind by a court of competent jurisdiction;</p> <p>(b) he applies to be adjudicated as an insolvent;</p> <p>(c) he is adjudged as an insolvent;</p> <p>(d) he is convicted by a court of an offence and is sentenced in respect thereof to imprisonment for not less than six months;</p> <p>(e) he absents himself from three consecutive meetings of the Working Committee or from meeting of the Working Committee for a continuous period of three months whichever is</p>	<p>20. <u>DISQUALIFICATIONS FOR MEMBERSHIP OF THE WORKING COMMITTEE</u></p> <p>A member of the Working Committee shall ipso facto cease to be a member of the Working Committee if: -</p> <p>(a) he is found to be of unsound mind by a court of competent jurisdiction;</p> <p>(b) he applies to be adjudicated as an insolvent;</p> <p>(c) he is adjudged as an insolvent;</p> <p>(d) he is convicted by a court of an offence and is sentenced in respect thereof to imprisonment for not less than six months;</p> <p>(e) he absents himself from three consecutive meetings of the Working Committee or from meeting of the Working Committee for a continuous period of three months whichever is longer, without</p>

<p>longer, without obtaining leave of absence from the Working Committee;</p> <p>(f) he or any firm in which he is a partner or any private company of which is a Director accepts a loan or any guarantee or security for a loan from the Council in contravention of Section 295 of the Act;</p> <p>(g) he becomes disqualified by an order of the court under Section 203 of the Act;</p> <p>(h) he acts in contravention of Section 299 of the Act;</p> <p>(i) his nomination is withdrawn by the Council's member or the organization by which he was nominated;</p> <p>(j) he leaves the member company/organization;</p> <p>(k) he ceases to hold the designation in the member concern/company as required under Article 5(a) of the Articles;</p> <p>(l) the member organization decides to change its primary panel from which the member's nominee was elected;</p> <p>(m) if the organization ceases to be a member of the Council;</p> <p>(n) if it is proved that the member provided false declaration or concealed relevant information for the determination of eligibility for the election to the Working Committee</p>	<p>obtaining leave of absence from the Working Committee;</p> <p>(f) he or any firm in which he is a partner or any private company of which is a Director accepts a loan or any guarantee or security for a loan from the Council in contravention of Section 185 of the Act;</p> <p>(g) he becomes disqualified by an order of the court;</p> <p>(h) he acts in contravention of Section 184 of the Act;</p> <p>(i) his nomination is withdrawn by the Council's member or the organization by which he was nominated;</p> <p>(j) he leaves the member company/organization;</p> <p>(k) he ceases to hold the designation in the member concern/company as required under Article 9.1.2(i) of the Articles;</p> <p>(l) the member organization decides to change its primary panel from which the member's nominee was elected;</p> <p>(m) if the organization ceases to be a member of the Council;</p> <p>(f) if it is proved that the member provided false declaration or concealed relevant information for the determination of eligibility for the election to the Working Committee;</p>
<p>23. <u>MEETINGS OF THE WORKING COMMITTEE</u></p> <p>(f) If a requisition in writing is made to the Chairman by not less than one-fifth of the members of Working Committee having voting rights on the date of requisition the Chairman shall require the Secretary to call a meeting of the Working Committee within a reasonable time, which shall not exceed 21 days.</p> <p>(h) At any meeting of the Working Committee, one fourth of the total strength of the Working Committee (as then constituted), or eight members, whichever is less, shall be the quorum.</p>	<p>23. <u>MEETINGS OF THE WORKING COMMITTEE</u></p> <p>(f) If a requisition in writing is made to the Chairman by not less than one-tenth of the members of Working Committee having voting rights on the date of requisition the Chairman shall require the Secretary to call a meeting of the Working Committee within a reasonable time, which shall not exceed 15 days.</p> <p>(h) At any meeting of the Working Committee, twenty-five percent of the total strength of the Working Committee (as then constituted), or eight members, whichever is less, shall be the quorum.</p>
<p>24. <u>VACANCIES</u> 24.1 <u>Casual vacancies</u></p> <p>(a) If there arises a casual vacancy in the office of any member of the Working Committee (other than members who are nominated or co-opted), it shall be filled up by the Working Committee. Provided that when the vacancy is for a period not exceeding six 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.</p>	<p>24. <u>VACANCIES</u> 24.1 <u>Casual vacancies</u></p> <p>(a) If there arises a casual vacancy in the office of any member of the Working Committee (other than members who are nominated or co-opted), it shall be filled up by the Working Committee. Provided that when the vacancy is for a period not exceeding three 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.</p>

27. RETIREMENT OF ELECTED MEMBERS	27. RETIREMENT OF ELECTED MEMBERS
<p>(a) The Members of the Working Committee as mentioned in Article 18.2 (except the Chairman, Sr. Vice-Chairman, Vice-Chairman and 5 members of the Committee of Administration) shall be liable to retire by rotation as hereinafter provided.</p> <p>(b) The members as per Clause 18.2(c) are not liable to retire by rotation.</p> <p style="padding-left: 40px;">(i) The term of office of members of the Working Committee who are nominated by the Central Government shall be co-terminus with the term of the Working Committee.</p> <p>Provided that, if a member is nominated during the term of the Working Committee his term of office shall be such as the Central Government may specify. Central Government may specify</p> <p style="padding-left: 40px;">(ii) The Central Government may, at any time, require such a nominee to relinquish his office and may appoint another person in his place.</p> <p>(c) The Chairman, Sr. Vice-Chairman, Vice-Chairman, 5 members of the Committee of Administration, Regional Chairmen shall hold office for a period of 2 years and would retire at every alternate AGM.</p> <p>(d) On retirement of the Chairman after completion of his term of two years, the Senior Vice-Chairman shall be endorsed by the Committee to succeed the Chairman, unless he is unwilling to accept Chairmanship or he has incurred any of the disqualifications enumerated in the Articles. All Working Committee members can offer their candidature for election for the post of Sr. Vice Chairmanship, except a Chairman or a Sr. Vice Chairman till a gap of at least 4 years from their date of retirement as Chairman or Sr. Vice Chairman. The Sr. Vice Chairman of the Council shall be elected by all Ordinary members of the Council who are eligible to cast vote, irrespective of sub divisions of panels.</p> <p>(e) The Vice Chairman and the 5 members of the Committee of Administration of the Council shall be elected from the panel representatives by the members of the newly constituted Working Committee.</p> <p>(f) One-third of the members as per Clause 18.2 (a) shall be liable to retire by rotation at every Annual General Meeting or if their number is not three or multiple of three, the number nearest to one-third shall retire and the retiring members shall be eligible for renomination. The members to retire will be those who</p>	<p>(a) The Members of the Working Committee as mentioned in Article 18.2 (except the Chairman, Sr. Vice-Chairman, Vice-Chairman and 5 members of the Committee of Administration) shall be liable to retire by rotation as hereinafter provided.</p> <p>(b) The members as per Clause 18.2(c) are not liable to retire by rotation.</p> <p style="padding-left: 40px;">(i) The term of office of members of the Working Committee who are nominated by the Central Government shall be co-terminus with the term of the Working Committee.</p> <p>Provided that, if a member is nominated during the term of the Working Committee his term of office shall be such as the Central Government may specify.</p> <p style="padding-left: 40px;">(ii) The Central Government may, at any time, require such a nominee to relinquish his office and may appoint another person in his place.</p> <p>(c) The Chairman, Sr. Vice-Chairman, Vice-Chairman, 5 members of the Committee of Administration, Regional Chairmen shall hold office for a period of 2 years.</p> <p>(d) On retirement of the Chairman after completion of his term of two years, the Senior Vice-Chairman shall be endorsed by the Committee to succeed the Chairman, unless he is unwilling to accept Chairmanship or he has incurred any of the disqualifications enumerated in the Articles. All Working Committee members can offer their candidature for election for the post of Sr. Vice Chairmanship, except a Chairman or a Sr. Vice Chairman till a gap of at least 4 years from their date of retirement as Chairman or Sr. Vice Chairman. The Sr. Vice Chairman of the Council shall be elected by all Ordinary members of the Council who are eligible to cast vote, irrespective of sub divisions of panels.</p> <p>(e) The Vice Chairman and the 5 members of the Committee of Administration of the Council shall be elected from the panel representatives by the members of the newly constituted Working Committee.</p> <p>(f) One-third of the members as per Clause 18.2 (a) shall be liable to retire by rotation at every Annual General Meeting or if their number is not three or multiple of three, the number nearest to one-third shall retire and the retiring members shall be eligible for renomination. The members to retire will be those who have been longest in office and as between persons</p>

<p>have been longest in office and as between persons who have become members on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot by Election Authority</p> <p>(g) The term of the Sr. Vice-Chairman and Vice-Chairman would be guided by article 19.2.</p>	<p>who have become members on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot by Election Authority.</p> <p>(g) There shall be a “cooling off” period of two years after two consecutive terms of the elected members of the Working Committee. (This will be effective from 1st April, 2025).</p> <p>(h) If a Working Committee member gets elected to the post of Sr. Vice-Chairman in their second term of the Working Committee and becomes eligible to succeed to the post of Chairman on completion of their term, he shall be deemed member of the Working Committee during his period of Chairmanship.</p> <p>(i) The term of the Sr. Vice-Chairman and Vice-Chairman would be guided by article 19.2.</p>
<p>33.4 Internal resources</p> <p>At least 50 percent of the internal resources of the Council excepting those derived from Government grants shall be utilized for export promotion, development activities like desk research market studies, dissemination of trade information, buyer-seller meets, etc.</p>	<p>33.4 Internal resources</p> <p>At least 50 percent of the internal resources of the Council excepting those derived from Government grants shall be utilized for export promotion, development activities like desk research market studies, dissemination of trade information, buyer-seller meets, participation in trade fairs in India and outside India, etc.</p>
<p>34.4 Balance Sheet and Report</p> <p>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 Working 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.</p>	<p>34.4 Balance Sheet and Report</p> <p>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 Working Committee, shall, at least fourteen days previous to the annual general meeting of the Council, be sent to the registered email id/ postal 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.</p>
<p>34.5 Copies</p> <p>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 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.</p>	<p>34.5 Copies</p> <p>After the Balance Sheet and Income and members in the annual general meeting, three copies of the Balance Sheet signed by the Executive Director or Secretary, shall (in the case of a Council incorporated under the Companies Act, 1913) be filed the competent officer as required by the Companies Act 2013.</p>
<p>35. AUDITORS</p> <p>(a) Auditors shall be appointed at the annual general meeting of the Council each year;</p>	<p>35. AUDITORS</p> <p>(a) Auditors shall be appointed at the Annual General Meeting of the Council for a period of five years;</p>

	<p>39.1 REGIONAL AND SUB-REGIONAL OFFICE</p> <p>The Council has Regional offices in Delhi, Mumbai, Chennai and Kolkata. There are also Sub-Regional offices presently at Jalandhar, Ahmedabad, Hyderabad and Bangalore.</p>
	<p>40. Official Website</p> <p>(a) Council shall have an official website which shall be regularly updated/ maintained. The Council shall endeavour to make available its Mission and Vision document and all the important developments on the website.</p> <p>(b) The Council shall have an official email ID which will be widely circulated to the members. The Council shall endeavour to circulate the information/ documents with its Members electronically in terms of e-governance policy of the Government of India.</p>
	<p>41. ROLE AND FUNCTIONS OF COUNCIL</p> <p>41.1 Basic Role</p> <p>Council shall work in association with the Government to facilitate country's exports through diversification of products and markets, adhering to standards and quality.</p> <p>41.2 Duties of Council</p> <p>(a) The Council shall, from time to time, obtain from its members, proposals for export and then prepare an integrated action plan for:</p> <ul style="list-style-type: none"> (i) the promotion of exports, (ii) the generation of production for exports, (iii) the setting of exports targets generally and also in relation to specific countries and commodities, (iv) the signing of MoUs/ agreements, foreign collaborations with partner agencies, (v) imparting export-oriented training programme to the member exporters, and (vi) giving wide publicity for creating awareness among exporters about trade developments, Government policies and opportunities available. <p>(b) Such plans shall be prepared for every financial year or such longer or shorter period, as may be considered desirable in the circumstances by the Council.</p> <p>(c) The Council shall make all possible efforts to secure prompt execution of such plans.</p>
	<p>44. ALTERATION OF ARTICLES</p> <p>No addition to, modification or deletion of, any of these Articles shall be made without the prior approval of the</p>

	Central Government. However, the Councils may carry out any alteration, extension or abridgement in their bye- laws which are consistent with the provisions of these Articles.
<p>43. <u>TRANSITIONAL PERIOD</u></p> <p>(i) To facilitate a smoother transition from the present Articles of Association the following transitional arrangements would be made:</p> <p>(a) The existing Chairman of the Council, 5 members of the Committee of Administration and the Regional Chairmen appointed / elected under the present Articles of Association would continue to remain in their respective posts and would retire accordingly at the end of their term.</p> <p>(b) After obtaining the requisite approval from the Central Government and general members as per the provision of the Companies Act with regard to the amendments, elections would be held for the posts of Sr. Vice Chairman and the Vice Chairman in terms of the Articles of Association, as amended but they would retire with the existing Chairman of the Council.</p> <p>(c) All other existing Working Committee members appointed / elected under the present Articles of Association would continue to remain in their posts and would retire accordingly at the end of their term.</p> <p>(d) For the purpose of this clause "present Articles of Association" would mean the Articles of Association before the revised articles are adopted.</p> <p>(e) In order to effect a smooth transition from the position prevailing before the adoption of these articles to the position resulting from the application of these articles, the Working Committee may propose to the Central Government to make such additions to, or modification in these articles as it may consider appropriate during a period of three years from the date those Articles shall come into force.</p>	<p>45. <u>TRANSITIONAL PERIOD</u></p> <p>(i) To facilitate a smoother transition from the present Articles of Association the following transitional arrangements would be made:</p> <p>(a) The existing Chairman of the Council, 5 members of the Committee of Administration and the Regional Chairmen appointed / elected under the present Articles of Association would continue to remain in their respective posts and would retire accordingly at the end of their term.</p> <p>(b) After obtaining the requisite approval from the Central Government and general members as per the provision of the Companies Act with regard to the amendments, elections would be held for the Working Committee (2022-2023), posts of the Sr. Vice Chairman, Vice Chairman, Regional Chairmen and 5 other members of the Committee of Administration in terms of the Articles of Association, as amended.</p> <p>(c) For the purpose of this clause "present Articles of Association" would mean the Articles of Association before the revised articles are adopted.</p> <p>(d) In order to effect a smooth transition from the position prevailing before the adoption of these articles to the position resulting from the application of these articles, the Working Committee may propose to the Central Government to make such additions to, or modification in these articles as it may consider appropriate during a period of two years from the date these Articles shall come into force.</p>