

CERTIFIED TRUE COPY

For Tool And Gauge Manufacturers Association,


PRESIDENT

**MEMORANDUM OF ASSOCIATION
AND
RULES AND REGULATION
OF
TOOL AND GAUGE MANUFACTURERS
ASSOCIATION (TAGMA)**

2.12. "Official year" means the "Accounting Year" from the first day of April and ending on the last day of March of every year.

21.5 QUORUM:

Four members of the Executive Council present shall form a Quorum. The quorum shall comprise elected members only.

ಪ್ರಪತ್ರ ಕ್ರಮಾಂಕ ೧೪

S. No. 177/90-91
Bangalore District.



CERTIFIED TRUE COPY

[Signature]

ನೋಂದಣಿ ಪ್ರಮಾಣ ಪತ್ರ

(ಕರ್ನಾಟಕ ಸಂಘಗಳ ನೋಂದಣಿ ಅಧಿನಿಯಮ (೧೯೬೦ ನೆಯ ಇಸವಿ ೧೭ನೆಯ ಕ್ರಮಾಂಕದ ಕರ್ನಾಟಕ ಅಧಿನಿಯಮದ)

ಮೇರೆಗೆ "Tool and Gauge Manufacturers Association"

No. 23/24, II Phase, Peenya Industrial Area,

Bangalore - 560 058

ಎಂಬ ಸಂಘವು ಇಂದು ನೋಂದಾಯಿತವಾಯಿತೆಂದು ಈ ಮೂಲಕ ಪ್ರಮಾಣೀಕರಿಸುತ್ತೇನೆ,

ಸಂದಾಯವಾದ ಶುಲ್ಕ ರೂಪಾಯಿಗಳು 100 (One Hundred Only)

Bangalore ನಲ್ಲಿ ಒಂದು ಸಾವಿರದ ಒಂಬತ್ತನೆಯ 90 ಇಸವಿ June ತಿಂಗಳು 20th

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ರಿಜಿಸ್ಟ್ರಾರವರ ಮೊಹರು



The Seal of The
Registrar of Societies
Bangalore District
Bangalore.

ಸಂಘಗಳ ರಿಜಿಸ್ಟ್ರಾರರು, ಕರ್ನಾಟಕ ಸರ್ಕಾರ.
Bangalore District

Sd. (B.R. SWAMY)

ಸಂಘ ಸಂಸ್ಥೆಗಳ ನೋಂದಣಾಧಿಕಾರಿಯವರ
ಸಂಪಾಗಿ (ಬೆಂಗಳೂರು ಜಿಲ್ಲೆ)

**MEMORANDUM OF ASSOCIATION
OF
TOOL AND GAUGE MANUFACTURERS ASSOCIATION**

CERTIFIED TRUE COPY

For Tool And Gauge Manufacturers Association,


PRESIDENT

MEMORANDUM OF ASSOCIATION OF TOOL AND GAUGE MANUFACTURERS ASSOCIATION

I. NAME:

The name of the Association shall be: 'TOOL AND GAUGE MANUFACTURERS ASSOCIATION' (hereinafter referred to as TAGMA)

II. REGISTERED OFFICE:

The Registered Office of the Association presently shall be situated at No.23/24, II Phase Peenya Industrial Area, Bangalore - 560 058.

III. The objects for which the Association is established are:-

- a. To promote training and the diffusion of knowledge relating to standards in the manufacture of Tools and Gauges to improve the standards or the connected trade therewith or with allied industries and to impart relevant and appropriate training to all those engaged in the manufacture of tools and gauges.
- b. To improve upon and to suggest the inspection specifications, procedure or material or other matters connected with the trade to the concerned authorities and to allieviate the grievances of the tool and gauge manufactures.
- c. To promote cooperation between or cooperate with any other organized body or bodies whatsoever, by appointing members of the Association and others to represent the Association on any such body or bodies, to promote, support any other organised body for the furtherance of any of the objects contained herein.
- d. To promote and encourage improvements in tool room industries for greater efficiency.
- e. To organise relevant seminars, workshops and exhibitions etc to impart useful knowledge to the tool and gauge manufacturers.
- f. To establish, run and maintain a library connected with the industry.
- g. To print and publish periodicals, brochures relating to tool and gauge manufacturers industry for enhancing knowledge and technology.
- h. To promote the setting up of regional chapters to further the objectives of the Association.
- i. To enhance the contribution of tool room industry to the growth and development of the Indian National economy and to encourage members to be progressive.
- j. To publish a directory of members with details of products manufactured and services offered.
- k. To co-operate, join or participate or associate with other societies, institutions, associations and organisations in the pursuit of all or any of the above objects or objects similar or akin to any of the above objects.

- l. The income and property of the Association, whatsoever derived shall be solely utilised towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, gifts, division, bonus or otherwise by way of profit to the members of the Association.
- m. The Secretary of the Association, in addition to filing of this Memorandum of Association and Rules and Regulations, is authorised to correspond with and to receive from the Registrar of Societies documents relating to the affairs of the Association and to comply the provisions of Karnataka Societies Registration Act 1960 and the Rules thereunder.
- n. To do or cause to be done all such other lawful things and to perform all such acts as may be incidental, proper, conducive or necessary for the attainment of any or all of the above objects.

We the several persons whose names and addresses are submitted, are desirous of forming into an Association pursuant to the Memorandum of Association.

Sl. No.	Name	Age	Address	Occupation	Designation in Assn.	Signature
1.	Mr. Anil Kilachand	46 Years	5th Floor, Oriental House 7, J.T. Road, Churchgate BOMBAY-400 020	Business	Vice-President	Sd/-
2.	Mr. S.Kalyanpur	42 Years	A-61 Nand Jyot- Industrial Estate Kurla Andheri Road BOMBAY-400 072	Business	Member Executive Council	Sd/-
3.	Mr. P.N. Rao	38 Years	Empire House 414, Senapati Bapat Marg, Lower Parel BOMBAY-400 013	Service	Member Executive Council	Sd/-
4.	Mr.N.Reguraj	49 Years	No. 775. 15th Cross 1st Phase, JP Nagar BANGALORE-560 078	Service	President	Sd/-
5.	Mr. A.R.A.Shaikh	56 Years	16,Cama Indl.Estate Walbhat Road Goregaon (East) BOMBAY-400 063	Service	Member Executive Council	Sd/-
6.	Mr.J.N.Godrej	41 Years	Pirojshanagar Vikhroli, BOMBAY-400 079	Business	Member Executive Council	Sd/-
7.	Mr.S.Samu	56 Years	Larsen & Toubro Ltd. Powai. BOMBAY	Service	Member Executive Council	Sd/-
8.	Mr.Vijay N Kulkarni	42 Years	Nettur Tech.Trg. Foundation Bangalore - 560 058	Service	Member Secretary	Sd/-

DATED this 4th day of April 1990

WITNESS to the above signatures:

Name : A.VISWANATHAN Age : 48 years
Address : 103-A -ATMA, 64, 10th Main Road
Malleswaram, BANGALORE -560003
Occupation : Service

**RULES AND REGULATION
OF
TOOL AND GAUGE MANUFACTURERS ASSOCIATION (TAGMA)**

RULES AND REGULATION OF TOOL AND GAUGE MANUFACTURERS ASSOCIATION (TAGMA)

1. SHORT TITLE:

These rules may be called Rules of :-
'TOOL AND GAUGE MANUFACTURERS ASSOCIATION'.
(hereinafter referred to as "TAGMA").

2. INTERPRETATION:

In these rules, words or expressions shall have the meaning given hereinbelow unless inconsistent with or repugnant to the subject or context.

- 2.1 "These Rules" means these rules as originally framed or as altered/amended from time to time.
- 2.2 "Association" means "TOOL AND GAUGE MANUFACTURERS ASSOCIATION".
- 2.3 "Executive Council" means the governing body of the Association consisting of the President, Vice-President and the members elected to the Executive Council and the members co-opted in the Executive Council in the manner provided.
- 2.4 "The President" means the President of the Executive Council of the Association, for the time being.
- 2.5 "The Vice-President" means the Vice-President of the Executive Council of the Association, for the time being.
- 2.6 "Member" means any member, including its authorised representative who is above the age of 18 years, from time to time.
- 2.7 "Office" means the Registered Office of the Association for the time being.
- 2.8 "Industry" means any individual, organisation, company engaged in design, sales or manufacture of tools, moulds and dies, tooling elements, gauges and precision tool room machines and covered under the Factories Act 1948 or Shops and Establishment Act 1960 whose annual sales turnover shall not be less than Rs. 30 lacs.
- 2.9 "Officer" means the President or Vice-President and any member of the Executive Council.
- 2.10 "Month" and "Year" means the English Calendar month and year respectively.
- 2.11 "Accounting year" means the year commencing from the 1st day of April and ending on the last day of March of every year.
- 2.12 Words importing singular shall include the plural and vice-versa and words importing the masculine gender shall include the feminine gender and vice-versa and words importing persons shall include associations and bodies corporate.

- 2.13 Expressions referring to 'in writing' or 'written' shall be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- 2.14 The marginal notes hereto shall not affect the construction thereof.

3. FUNDS OF THE ASSOCIATION:

- 3.1 The funds of the Association may consist of:-
- a) Contribution,
 - b) Grants from Government,
 - c) Grants and Donations from other sources,
 - d) Income from other sources, and
 - e) Loans and Deposits.
- 3.2 The income and property of the Association however derived shall be applied solely and exclusively towards the furtherance and promotion of the objects of the Association.
- 3.3 However any payment or remuneration to any officers or servants or the Association or to the members of the Association or other persons in return for specific service rendered to the Association shall not be construed as prohibited under Clause 3.2.
- 3.4 Any surplus of assets remaining after meeting all obligations and charges of the Association at any time of winding up, shall be transferred to one or more organizations having objects similar to this Association either in full or in part.

4. MEMBERSHIP:

- ✓ 4.1 The Membership of the Association shall be open to "Industry" within the meaning of these rules and situated in India.
- 4.2 The membership of the Association shall be open to any individual, who is above the age of 18 years or company owning or managing an industry engaged in the design, sales or manufacture of tools, tooling elements, moulds and dies, gauges and precision tool room machines and who is covered under the Factories Act 1948 or the Shops and Establishment Act 1960 and whose annual sales turnover shall not be less than Rs. 30 lacs. (thirty lacs).
- 4.3 The Executive council shall have the absolute power and authority to determine as to whether the eligibility criteria of Membership is fulfilled and other decision shall be final.
- 4.4 Notwithstanding anything contained in Clause 4.2, the Executive Council may accept and admit bodies corporate as 'Ordinary Members', even if the annual minimum turnover criteria are not satisfied. The Executive Council shall have the absolute power and authority and shall be the sole judge to determine the eligibility in terms of the products and the services they can provide to the industry.
- ✓ 4.5 However these corporate bodies considered for being admitted as "Members" must be otherwise eligible in terms of the minimum requirements of Factories Act 1948 and/or Shops and Establishment Act 1960.

4.6 The members of the Association shall be of the following categories:-

- a) Ordinary Members
- b) Patron Members
- c) Honorary Members

a) **Ordinary Member:** The 'Industry' which satisfies the eligibility conditions for becoming a member of the Association can become Ordinary Members against payment of entrance fees and relevant subscription.

b) **Patron Members:** The industry which satisfies the eligibility conditions for becoming member of the Association can become a Patron Member against one time contribution of Rs. ~~50,000/-~~ (Rupees Fifty thousand) or more. 1,00,000

c) **Honorary Members:**

- i) Persons who have rendered distinguished services to the interest represented by the Association may be nominated by the Executive Council as 'Honorary Members' for such period as may be decided by the Executive Council.
- ii) The Honorary Member shall be entitled to receive last published report and to attend the meeting and speak but shall not have the right to vote at meetings.

5 APPLICATION FOR MEMBERSHIP:

5.1 Application for Membership shall be made to the Secretary of the Association in the prescribed form in the name of respective organisation or firm or company as the case may be and the same shall be duly proposed by one member and seconded by another member.

5.2 The entrance fees and the annual subscription prescribed for the category under which the Membership is sought, shall accompany the application for Membership.

6. ADMISSION OF MEMBERS:

6.1 The Secretary of the Association shall place the application for membership before the Executive Council which shall have the sole discretion to accept or reject an application without assigning any reason irrespective of the eligibility of the applicant to become a member. In the event of acceptance or rejection of an application, the concerned applicant shall be notified by the Secretary of the Association within one month of the decision of the Executive Council.

6.2 In the event of rejection, the applicant shall be notified as above and the entrance fee and the subscription received alongwith the application shall be refunded without interest within one month of such rejection.

6.3 Any industry admitted to Membership shall be deemed to be a Member from the date of the decision of the Executive Council.

7. ENTRANCE FEE AND SUBSCRIPTION:

7.1 The Entrance fee and Annual Subscription payable by each member shall be calculated on slab system on the basis of their annual gross sales turnover during the last financial year immediately preceeding the date of application.

7.2 The entrance fee and the annual subscription for the members shall be as follows:-

Classification of Member	Gross annual sales turnover as referred in Clause 7.1 above	Entrance fee	Annual Subscription
a. Ordinary Members	1. Rs. 30 Lacs and above upto Rs. 1 crore	Rs. 2500	Rs. 1000
	2. Exceeding Rs. 1 crore upto Rs. 10 crore	Rs. 5000	Rs. 2500
	3. Exceeding Rs. 10 crore	Rs. 10000	Rs. 5000
b. Patron	Rs. 30 lakhs and above	Rs. 50000	NIL
c. Honorary	—	NIL	NIL

NOTE: The members admitted to the Association by the Executive Council in accordance with Clause 4.4 shall be placed under the ordinary member category under the minimum slab as applicable to 'Ordinary Member' with gross annual turnover of Rs. 30 lakhs and above upto 1 crore.

7.3 Each member shall be advised by a Letter/Notice by the Secretary of the Association about the amount of Annual Subscription due, which amount shall be paid within thirty days from the date of demand, each year. Any member whose subscription shall be in arrears for a period exceeding thirty days from the date of demand as aforesaid shall not be entitled to exercise the right of voting or stand for elections for any purpose in the Association as long as such arrears shall remain unpaid.

7.4 Should a Member's annual subscription remain unpaid even after thirty days from the date of demand such member(s) shall be deemed to be defaulter(s) of the Association from the accounting year of the Association. Their membership may, however, be renewed at the discretion of the Executive Council provided an explanation in writing, is furnished by the Member stating the cause for non-payment of subscription, to the satisfaction of the Executive Council, and upon payment of all dues upto date.

7.5 The Executive Council may, in its absolute discretion, waive the payment of arrears of subscription in the case of past member, while considering his application for readmission as Member.

7.6 The Annual Subscription shall be payable in one lumpsum not later than 30 (thirty) days from the commencement of the Accounting year.

8. CESSATION OF MEMBERSHIP:

A member shall cease to be a Member of the Association if:-

- the Member resigns; or
- the Member defaults in paying the annual subscription; or
- the Member is an individual or partner and is adjudicated and declared as undischarged insolvent by competent Court of Law; or
- the Member is a company and it goes into liquidation;
- the Member is expelled in accordance with clause No. 11.

9 **READMISSION OF MEMBERSHIP:**

Any member who shall have so withdrawn shall nevertheless be eligible for readmission as a Member of the Association and for such re-admission the provisions of the Rules relating to admission of new members shall apply.

10. **NO CESSATION OF MEMBERSHIP BY REASON OF CHANGE:**

A member who is a company or an association shall not cease to be a Member by reason only of a change in its name and style or by admission or retirement or death of partners or by change in the Directors of the Company or in the Office bearers of the organisation.

11. **EXPLUSION OF MEMBER:**

A majority of 3/4th or more of the Members voting either in person or by a resolution passed at an Annual General Meeting, may expel any member, who in their opinion is guilty of conduct contrary to the interest of the Association and shall cease to be a Member of the Association from the time of passing of such resolution. Any such member may be proposed again for Membership after the expiry of one year from that date, provided in all cases of such expulsion the Association shall give reasonable opportunity to the Member to explain their position with regard to the expulsion.

12. **CESSATION OF MEMBERSHIP FOR DEFAULT IN PAYMENT OF SUBSCRIPTION AND READMISSION:**

12.1 Any member not paying his subscription within the time specified in these rules shall be issued a Demand Notice by the Secretary. In the event of the subscription not being paid within the period stipulated in the said demand notice, the matter shall be placed before the Executive council which shall, in its absolute discretion, either grant an extension of time or strike off the name of the defaulting member from the Register of Members of the Association.

12.2 Any member who shall have ceased to be a Member under these Rules shall be eligible for readmission to the Association and for such readmission the provisions of the Rules relating to admission of new members shall apply.

13. **LIABILITY OF EX-MEMBERS FOR DUES:**

13.1 Any Member who ceases to be a Member for any reason whatsoever, shall be liable to clear all his dues to the Association within thirty (30) days of cessation of his Membership.

14. **REGISTER OF MEMBERS:**

The Association shall maintain at its Registered Office a 'Register of Members' and shall enter therein, within fifteen (15) days after admission of a Member or Cessation of Membership, the following particulars:-

- a) The name and address of the Member;
- b) The date on which the Member was admitted;
- c) The names and addresses of all representatives whose names shall have been furnished to the Secretary in accordance with these rules and any change in the same;
- d) The date on which a Member ceases to be such Member;
- e) Such other particulars as the Executive Council may decide upon.

The Register shall be open for inspection on all working days during office hours to the Members or their authorised representatives.

15. REPRESENTATIVES FOR THE YEAR:

- 15.1 The Members shall communicate to the Secretary, within 30(thirty) days from the commencement of the years two names of representatives, who are above the age of 18 years, out of which either of them shall be entitled to represent the industry, participate and vote in the general meeting.

16 VOTING RIGHT:

- 16.1 Each Member shall have a right of one vote.
- 16.2 Patron Members shall have the right to nominate two representatives and both shall have the right to vote.
- 16.3 The Honorary Member shall not have the right to vote at any meeting.

17 EXECUTIVE COUNCIL:

- 17.1 The General Management and control of the Association shall be vested in the Executive Council which shall consists of not more than 7 (seven) and not less than 5 (five) elected members.
- 17.2 The Executive council of the Association shall consists of:-
a) President,
b) Vice-President and
c) Members elected and co-elected and co-opted in the manner provided in these rules.
- The total strength of the Executive Council shall not exceed 7 (seven) elected members and shall not be less then 5 (five) elected members (excluding ex-officio and co-opted members) who shall be elected at each Annual General Meeting.
- 17.3 The Secretary of the Association may be ex-officio member of the Executive Council and shall be Member secretary of the Executive Council.
- 17.4 The Executive Council may exercise all the powers of the Association not specifically required to be exercised by the Members in the General Meeting.
- 17.5 The Executive Council may delegate all or any of its powers to any sub-committee, person, branch or body of the Association.
- 17.6 The Executive Council shall be the sole authority for the interpretation of the Rules and Regulations and any bye-laws that may be made from time to time under these rules and the decision of the Executive Council upon any question of interpretation or upon any matter affecting the association and not provided for by these Rules and Regulations shall be final and binding on the Members.
- 17.7 The Executive Council shall be elected before 31st December of every year and shall hold office for the ensuing year.

18 ELECTION:

- 18.1 The Members of the Executive Council shall be duly elected every year and the Secretary of the Association shall notify the calender of events and the elections shall be by secret ballot. In the event of candidates securing equal number of votes it shall be decided by draw of lots.

- 18.2 The members of the Executive Council so elected shall, at its first meeting after the Annual General Meeting in which they were declared elected, elect from among themselves President and Vice-president, for the ensuing year.
- 18.3 In the event a vacancy arises in the office of the President, due to death, resignation or otherwise before the Annual General Meeting the Vice-President shall automatically become the President and the President so appointed shall hold office until next Annual General Meeting.
- 18.4 In the event a vacancy arises in the office of the Vice-President due to death, resignation or otherwise before the Annual General Meeting the Members of the Executive Council shall elect a new Vice-President from among the elected members of the Executive Council and the Vice-President so elected shall hold office until the next Annual General Meeting.
- 18.5 In the event of vacancies caused by the death or resignation or otherwise of any elected members of Executive Council, the President, the Vice-President and the continuing members of the Executive Council shall opt a new member to the Executive Council from among members of the Association.
- 18.6 In the event of any vacancy occurring among the members of the Executive Council co-opted under these rules, for any reason whatsoever, such vacancy shall be filled in by the President or the Vice-President and continuing Members of the Representatives of Members.
- 18.7 One third only of the members of the Executive Council shall retire every year by rotation on the basis of seniority. However such retiring members shall be eligible for re-election.
- 18.8 At the Annual General Meeting if the President retires in accordance with Clause 18.7 and does not contest the election the Vice-President shall automatically assume office of the President till the next Annual General Meeting.
- 18.9 All elected members to the Executive Council including President and Vice-President shall render their services to the Association without any remuneration.
19. **PRESIDENT, VICE-PRESIDENT:**
- 19.1 **PRESIDENT:** The President shall preside over all General Meetings and Committee Meetings and lead all deputations and shall be the Executive head of the Association.
- 19.2 The President shall have casting vote in case of equal votes in any meeting of Executive Council. The President shall have the power to authorise or incur ordinary expenses relating to Association and in all cases of extra-ordinary expenditure it shall be subject to the direction of the Executive Council in the case of Extra-ordinary expenditure.
- 19.3 **VICE-PRESIDENT:** The Vice-President, in the event of vacancy in the office of the President, shall have the same powers and perform all the duties of the President.
- 19.4 In the event of vacancy in the office of both President and Vice-President the Powers and duties of the President shall be exercised and discharged by a person nominated among the Executive Council Members.
20. **SECRETARY:**
- 20.1 The Executive Council shall appoint a Secretary, on full time basis on such monthly salary as Executive Council may deem fit. The Secretary so appointed may be Ex-officio of the Executive

Council and shall be the administrative head of the employees of the Association and its secretariat. The Secretary will not be the member of the Association.

- 20.2 The Secretary of the Association and Ex-officio of Executive Council, under the general superintendence of the President shall be responsible for the day to day routine administrative functions including preparation of annual report of the Association and shall carryout such other assignments as may be entrusted by the President and/or the Executive council from time to time.

21. **MEETINGS OF THE EXECUTIVE COUNCIL:**

- 21.1 The Executive Council shall meet at such times as they may deem advisable but not less than once in every two months. The Executive Council shall make such Regulations as it may think proper as to the summoning and holding of their Meetings and for the transactions of business at such Meetings and the record of their proceedings shall be open to the inspection of Members, subject to such regulation fixed by the Executive Council from time to time, as deemed expedient.

21.2 **NOTICE OF MEETING:**

The notice for the Executive Council meeting shall not be less than seven days specifying the place, day and hour of the meeting with an agenda of the business to be transacted at the meeting.

21.3 **POWER TO CO-OPT:**

The Executive Council shall have the power to co-opt any person or person who are above the age of 18 years for any purpose as the Executive Council may deem fit from time to time. However the person so co-opted shall have no right to vote at the meetings of the Executive Council.

21.4 **EX-OFFICIO MEMBERS:**

The ex-officio Members of the Executive Council of the Association under these rules shall have no right to vote.

21.5 **QUORUM:**

Five members of the Executive Council present shall form a Quorum.

- 21.6 **DECISION:** All decisions of Executive Council shall be decided by majority of votes. In case of equality of votes the President shall have a casting vote.

21.7 **SUB-COMMITTEES:**

The Executive Council shall have power to appoint any number of sub-committees consisting of such number of persons as may be necessary for any general or special purpose connected with the objects of the Association.

21.8 **MINUTES:**

The Executive Council shall record the minutes of their meeting in the book provided for the purpose relating to :-

- a) all appointments of officers;
- b) the names of the Members and Representatives of Members and Representatives of Members present at each Meeting;
- c) all orders to be made by the Executive Council under these rules;
- d) all resolutions;

- e) the recording of the minutes in the book shall be conclusive proof of the proceedings, once the same is endorsed by the President with his signature.

22. POWERS AND FUNCTIONS OF THE EXECUTIVE COUNCIL:

- 22.1 It shall be the duty of the Executive Council to carry out the functions of the Association as set forth in the Memorandum of Association.
The Executive Council shall have the power to :
- 22.2 Laydown the procedure for appointment of staff, the terms and tenure emoluments, and allowances rules and regulations of such appointment of officers and staff of the association.
- 22.3 Sanction the strength of the staff for effective and efficient functioning of the Association and to employ the required staff and remove or extend the services and decide the questions regarding the appointment of clerks, accountants, and other employees of the Association.
- 22.4 Appoint advisers, consultant on such terms and conditions and remuneration as it may deem fit.
- 22.5 Ensure efficient and economic functioning of the Association.
- 22.6 To accept by way of donations, contributions, gifts and other benevolent payment in money, valuables, equipments and machinery whether movable or immovable and where subject to any general purpose or note, provided that purpose of such gift is the same as that of the Association accepted from time to time.
- 22.7 To borrow or raise any money that may be required by the Association upon such terms as deemed admissible either by security of the Association in any specific portion thereof or without such security, the same upon such terms and subject to such conditions as the Executive Council may deem fit from time to time.
- 22.8 To pay all expenses incurring the objectives of the Association.
- 22.9 To acquire for the Association any property, rights or privileges and manage the property of the Association.
- 22.10 To Purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and in particular any land, building, workshop and any right or privilege necessary of convenient for the purpose of the Association and to erect, construct, alter, improve and maintain any building and to manage, develop, sale, mortgage, dispose off or otherwise deal with or part of the same with a view to promote the objects of the Association.
- 22.11 Enter into agreements for and on behalf of the Association.
- 22.12 Make, sign and execute all such documents and the instrument as may be necessary or proper for carrying on the Management of the property or affairs of the Associations.
- 22.13 To pay all preliminary expenses for formation of the Association and its registration.
- 22.14 To make and give receipts, releases and other discharges for money payable to and for the claims and demands of the Association.
- 22.15 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

- 22.16 To deposit the funds of the Association in one or more scheduled banks and such part thereof if not required for current expenses may at the discretion of the Executive Council, be invested in any investments and such investments shall not be sold or dealt with except at the direction of the Executive Council. The accounts with the Scheduled banks shall be operated upon by means of cheques signed by the President or the Vice-President or by the Member of the Executive Council specially authorised in this behalf and countersigned by the Secretary. Any cheques received by the Association may be endorsed by the Secretary or the President or the Vice-President in favour of the Scheduled Bank to be credited there to the Accounts of the Association.
- 22.17 To make amendment, modifications, additions and repeal of the rules and regulations for the proper maintaining and functioning of the Association.
- 22.18 To call general meetings of the Association whenever it is required statutorily and also when it appears expedient so to do, and in particular to call General Meetings to consider the financial position of the Association, and to recommend at such general meetings any increase or decrease in the rates of subscription of members which may appear expedient.
- 22.19 To appoint full time Secretary on such monthly remuneration as may be necessary who shall be incharge of the general administration and affairs of the Association subject to the general superintendence of the President.
- 22.20 To present annual report on the work of the Association and a statement of accounts of the Association, in the Annual General Meeting for confirmation.
- 22.21 The Executive Council may, if deemed fit, pass a resolution for shifting the Registered Office from its present place to such other place anywhere in India.

23 ALTERNATION AND AMENDMENT OF THE MEMORANDUM AND THE RULES AND REGULATIONS:

- 23.1 The Memorandum of Association and/or these rules and regulations shall not be altered, varied, modified, amended, rescinded, cancelled or added to without the sanction of a Special Resolution of the Association passed by a majority not less than three fourths (3/4th) of the votes of the members present and entitled to vote and voting at the meeting at which such Resolution is proposed.
- 23.2 Not less than one month notice in writing shall be given to all members specifying the proposed alteration or amendment and alterations/amendments to the Memorandum of Association shall be made as per Section 9 of the Karnataka Societies Registration Act 1960.
- 23.3 For alteration, extension or abridgement of the Association and/or these rules and regulations the Executive Council may submit the proposal before the Special General Body Meeting to be convened for the said purpose and the members shall be given not less than 21 days clear notice regarding the proposal.
- 23.4 The proposal submitted by the Executive Council shall be passed by a majority of not less than 3/4th of the Members present and entitled to vote and voting at the meeting at which such resolution is proposed.
- 23.5 The proposal so passed shall be again passed in the next Special General Meeting which shall be convened after 30 days from the date of the first meeting and the said resolution shall be passed by majority of not less than 3/4th of the Members present and entitled to vote and voting at the Meeting at which such resolution is proposed.

- 23.6 The resolution so passed in the Special General Meeting shall be final and the same shall be filed with the Registrar of Societies, Bangalore within 30 days thereof.
- 23.7 The amendment/alteration to Rules and Regulations shall be made as per Section 10 of the Karnataka Societies Registration Act 1960.
- 23.8 Accidental omission to give notice of the Meeting, convened to consider the alteration, extension or abridgement of the Memorandum, to any member shall not invalidate any Resolution passed at such meeting.

24 GENERAL MEETINGS OF THE ASSOCIATION:

- 24.1 A General Meeting of the Association shall be held once every year in the month of December at any convenient place as determined by the Executive Council. Such general meeting shall be called 'Annual General Meeting' and all other general meeting shall be 'Extraordinary General Meetings'.
- 24.2 The Executive Council upon requisition in writing made by not less than 50% of the Members of the Association shall convene an extraordinary general meeting.
- 24.3 Any requisition made by Members shall express the objects of the Meeting proposed to be called for and shall be addressed to the President at the Registered Office of the Association.
- 24.4 For any Annual General Meeting or Extra-ordinary General Meeting other than the meeting convened on requisition, 21 days clear notice shall be given to the members, specifying the place, date and time of the Meeting and the nature of the business to be transacted. The notice shall be sent by ordinary mail under certificate of posting to the last known address of the Member as available in the register of member.
- 24.5 A Special General Meeting shall be convened, if necessary, as per Section 11(3) of the Karnataka Societies Registration Act 1960.
- 24.6 The accidental omission to give any such notice to any Member should not invalidate any Resolution passed at such Meeting.

25. AUDIT

- 25.1 The Assets and Liabilities, the balance sheet and income and expenditure account of the Association shall be examined for correctness of the same and shall be ascertained and certified for every year by auditor/auditors, who shall be appointed at an Annual General Meeting to hold office until next Annual General Meeting.
- 25.2 The certified balance sheet and income and expenditure account and assets and liabilities of the Association shall be laid before the Annual General Meeting for meeting the confirmation and such balance-sheet and the list of Executive Council Members shall be filed with the Registrar of Societies, as per Section 13 of Karnataka Societies Registration Act 1960.

26. AMALGAMATION:

- 26.1 For amalgamation of the Association the Executive Council may submit the proposal before the Special General Body Meeting to be convened for the said purpose and the Members shall be given not less than 21 days clear written notice regarding the proposal.

26.2 The proposal submitted by the Executive Council shall be passed by a majority of not less than 3/4th of the members present and entitled to vote and voting at the Meeting at which such resolution is proposed.

26.3 The resolution so passed in the Special General Meeting shall be final and the same shall be filed with the Registrar of Societies, Bangalore within 30 days thereof.

26.4 For amalgamation of the Association, if it arises, the requirement as specified in Section 21 of Karnataka Societies Registration Act shall be followed.

27 DISSOLUTION OF THE ASSOCIATION:

27.1 The Association may be dissolved by a Special General Meeting of the Association convened on the recommendation of the Executive Council, or on requisition of not less than three-fourths (3/4th) of the Members present and entitled to vote and voted at the meeting at which such resolution is proposed.

27.2 If any Government is a Member of, or a contributory to the Association, the Association shall not be dissolved without the consent of the Government.

27.3 Upon winding up or dissolution of the Association if there remains, after clearing of its debts and liabilities, any property whatsoever the sum shall not be paid or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objectives similar to the objects of the Association. Such institution or institutions to be determined by the Members of the Association at or before the time of dissolution or in default thereof by the Competent Court of Jurisdiction.

27.4 The dissolution of Association if it arises, the requirements as specified under Section 22 and 23 of the Karnataka Societies Registration Act 1960 shall be followed.

28 PROCEEDINGS OF THE GENERAL MEETING:

28.1 The business of any Annual General Meeting shall be to receive and consider the report and statement of accounts of the Association, to elect the Members to Executive Council for the ensuing year, to appoint Auditors and to transact any such other business which under these rules, ought to be transacted at an Annual General Meeting shall be deemed special.

28.2 In the absence of the President and Vice-President anyone of the members of the Executive Council present in the meeting shall be chosen by the Members of the Executive Council to be President of the Meeting.

28.3 At every General Meeting, all questions shall be determined immediately by a show of hand, Members being entitled to vote in favour of it.

28.4 No resolutions shall be passed at any General Meeting unless five members or representatives of Members present and voting shall vote in favour of it.

28.5 A declaration by the President of any General Meeting that a Resolution has been carried thereof upon a show of hands shall be conclusive and an entry to that effect in the books of proceedings of the Association shall be made.

28.6 In case of equality of votes any question at any Meeting, the President of the Meeting shall be entitled to a casting vote in addition to his own vote as a Member or Representative of a Member.

29. **QUORUM:**

29.1 Five members of the Association present and entitled to vote shall form the quorum.

30 **MINUTES:**

The Secretary shall record the minutes of every general meeting in the book provided for the same purpose and the recording of the minutes in the book shall be conclusive proof of the proceedings once the same is endorsed by President with his signature.

31 **ACCOUNTS:**

31.1 The Executive Council shall be responsible for maintaining proper books of accounts of the Association, showing particulars of all receipts and payments and assets and liabilities of the Association.

32 **NOTICES:**

32.1 Notice may be given by the Association to any member by ordinary post under certificate of posting to him at his address appearing in the Register of Members.

32.2 Where a notice is sent by post, service of the notice shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post.

33 **INDEMNITY:**

33.1 Neither the President or the Vice-President nor any Member of the Executive Council shall be answerable for anything done in good faith while acting for and on behalf of the Association.

33.2 Every person being or having been a President, Vice-President, Member of the Executive Council, or his heirs, executors, and administrators, shall be indemnified and served harmless out of the funds of the Association against all actions, suits, claims, and demands whatsoever, brought or made against him or them in respect of any act done on behalf of the Association save as may be incurred by his own personal wilful negligence or default.

34. **SEAL:**

34.1 The Association shall have a common seal which shall not be used except by the authority of the Executive Council and shall be only in the presence of the President or Vice-President who shall sign every instrument to which the Seal is affixed.

35 **WORKING HOURS:**

35.1 The working hours of the Association shall be between 10 am to 5 pm with half an hour lunch break between 12.30 pm to 1 pm on all working days.

36 **COVERAGE OF RULES:**

36.1 For the things and matters which have not been specifically provided for herein above, the provisions of Karnataka Societies Registration Act 1960 and the Rules thereunder shall apply.

37. **MISCELLANEOUS:**

37.1 The Association shall sue and be used in the name of President of the Association.

37.2 Documents required to be executed by the Association shall be signed by the President and documents required to be executed in favour of the Association shall be executed in the name of the president.

We the several persons whose names and addresses are submitted are desirous of forming into an Association pursuant to the Rules and Regulations of the Association.

Sl. No.	Name	Age	Address	Occupation	Designation in Assn.	Signature
✓ 1.	Mr. Anil C. Kilachand	46 Years	5th Floor Oriental House 7, J.T. Road, Churchgate BOMBAY-400 020	Business	Vice-President	Sd/-
✓ 2.	Mr. S.Kalyanpur	42 Years	A-61 Nand Jyot- Industrial Estate Kurla Andheri Road BOMBAY-400 072	Business	Member Executive Council	Sd/-
X 3.	Mr. P.N. Rao	38 Years	Empire House 414, Senapati Bapat Marg, Lower Parel BOMBAY-400 013	Service	Member Executive Council	Sd/-
✓ 4.	Mr.N.Reguraj	49 Years	No. 775. 15th Cross 1st Phase, JP Nagar BANGALORE-560 078	Service	President	Sd/-
✓ 5.	Mr. A.R.A.Shaikh	56 Years	16,Cama Indl.Estate Walbhat Road Goregaon (East) BOMBAY-400 063	Service	Member Executive Council	Sd/-
✓ 6.	Mr.J.N.Godrej	41 Years	Pirojshanagar Vikhroli, BOMBAY-400 079	Business	Member Executive Council	Sd/-
7.	Mr.S.Samu	56 Years	Larsen & Toubro Ltd. Powai, BOMBAY	Service	Member Executive Council	Sd/-
X 8.	Mr.Vijay N Kulkarni	42 Years	Nettur Tech.Trg. Foundation Bangalore - 560 058	Service	Member Secretary	Sd/-

DATED this 4th day of April 1990

WITNESSES to the above signatures:

Name : A.VISWANATHAN
 Age : 48 years
 Address : 103-A -ATMA, 64, 10th Main Road
 Malleswaram, BANGALORE -560003
 Occupation : Service