MEMORANDUM OF ASSOCIATION

&

ARTICLES OF ASSOCIATION

OF

GUWAHATI ELECTRIC MERCHANTS ASSOCIATION

(Registered under Societies Registration Act. 1860 (Act XXI of 1860)

GUWAHATI

Memo No. 157(S)95-96/900

Dated Guwahati the 27th April/95.

OFFICE OF THE REGISTRAR OF FIRMS & SOCIETIES, ASSAM
GUWAHATI

CERTIFICATE OF REGISTRATION OF SOCIETIES

ACT XXI OF 1860

No. 158 of 1995 -1996.

I hereby Certify that "GUWAHATI ELECTRIC MERCHANTS ASSOCIATION" Lakhtokia Road, Guwahati-781001.

has this day been registered under the Societies Registration Act, XXI of 1860.

Given under my hand at Guwahati, this eighteenth day of April, One thousand nine hundred and Ninety five,

Regn. fee of Rs. 50/- paid.

(B.BARDOLOI).
REGISTRAR OF SOCIETIES, ASSAM,
GUWAHATI.

N.B.- Registered number of societies should not be stated as Government registered.
It is registered under S.R. Act, XXI of 1860.

AGP.(Gau.), No.854/93 Firms and Society.-15,000 27-9-93

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P2

MEMORANDUM OF ASSOCIATION

1. NAME

The name of the Association is *"GUWAHATI ELECTRIC MERCHANTS ASSOCIATION"*.

2. REGISTERED OFFICE

The Registered office of the Association will be situated at Guwahati in the State of Assam.

3. OBJECTS

The objects for which the Association is established are:

(a) To promote and help, encourage and protect the interests of persons engaged in electrical and electronics trade in general and its members in particular.

(b) To promote and cultivate feelings of fraternity, co-operation and goodwill amongst its members.

(c) To provide for its members a place of meeting and discussion for the purpose of attending to the common problems of electrical and electronics trade.

(d) To propagate the knowledge of electrical & electronic science and technology, explore the avenues for establishment of industrial projects for manufacture of electrical, electronical goods in the North Eastern Region and encourage its members for taking up such projects.

(e) To bring up the electrical and electronics trade to the required level of knowledge, service and efficiency for ensuring maximum services to the consumers.

(f) To join, subscribe to, affiliate and co-operate with any other Association, Society, Chamber or Bodies whose objects are in whole or in part similar to those of this Association and also to allow the same privileges to such other bodies as may desire to join, subscribe to, or affiliate and co-operate with this Association.

(g) To make representations to or communicate with the State or Central Government or any other public body, local authority, quasi-public or private institution and any other forum or authority on any matter affecting electrical and electronics trade, commerce and to take all steps by lawful means for protecting the interest of its members.

(h) To form and establish for its members a Code of Conduct and Practices based on just and equitable principles with a view to maintain a high standard of dignity and public confidence as well as facilitate smooth accomplishment of business transactions by eliminating unfair dealings and competitions.

(i) To arrange conferences, exhibitions, lectures, excursions, representations and other programmes relating to the electrical and electronics trades.

(j) To publish journals, periodicals, pamphlets and circulars mainly dealing with matters concerning electrical and electronics engineering and trade.

(k) To obtain concessions for the members in the sphere of insurance, transportation, banking and other services as well as facilities and privileges that may be available under the existing laws for the welfare and benefit of its members.

(I) To correspond, represent and appear on behalf of the members of the Association before all authorities as and when necessary.

(m) To purchase, acquire, take on lease or in exchange, hire or otherwise any property, movable or immovable or any books, instruments, materials, and other articles which may be deemed necessary or convenient for the purpose of the Association as well as accept donations or grants or any gift of property with or without conditions for carrying out the aims and objects of the Association.

(n) To sell, manage, develop, lease, mortgage or otherwise deal with any property of the Association of any part thereof in the best interest of the Association and its members.

(o) To borrow or raise money which may be required for the purpose of the Association by way of loans or by mortgage or charge of the Association's property and invest funds of the Association not immediately required for any of its objects in such manner, as may prove useful, in the interest of the Association. .

(p) To nominate delegates, representatives or advisers on any Govt. committee or public body to represent the Association.

(q) To initiate and/or intervene in and/*or* enter into collective bargaining negotiations with labour unions, Govt. and semi Govt. bodies or undertakings, Municipal corporations and other concerned authorities or agencies in the matters of disputes and differences effecting the members as and when considered necessary and arrive at and/ or conclude agreement or agreements towards the settlement of such matters for safeguarding the interest of its members to the extent possible.

(r) To frame and from time to time alter, revoke, re-enact and enforce rules and by laws to promote and safeguard the interest of the Association and its members.

(s) To do all such other acts, deeds and things as may be incidental or conductive to the achievement of the above objects.

4. ASSOCIATION NOT FOR PROFIT

The income and property of the Association, whatsoever and wheresoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth above and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise whatsoever by way of profit to the members of the Association.

Provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association, or to any member of the Association in return for any services actually rendered to the Association, nor to prevent the payment of interest of money lent, or the payment of the reasonable and proper rent for premises let by any member to the Association, but so that no member of the committee of management of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit of money or money's worth shall be given by the Association to any member of the Committee of Management except repayment of out-of-pocket expenses and interest on money lent, or reasonable and proper rent for premises demised or let to the Association.

5. AREA OF OPERATION

The Association shall operate its activities, programmes and functions in the State of Assam and at Guwahati in particular as well as in other states of the North-Eastern Region including Assam in general to achieve its objectives.

6. DISSOLUTION

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property or funds whatsoever, the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some other institution or Institutions having similar objects of this Association or any charitable institution to be determined by the majority of the members of the Association at a special General Meeting at or before the time of dissolution or as provided under section 13 and 14 of the Societies Registration Act, 1860.

ARTICLES OF ASSOCIATION

1. Objects

The Association is established for the objects expressed in the Memorandum of Association.

2. Year

The Official year of the Association shall be form 1st April to 31st March every year.

3. Classification of Membership

There shall be Two classes of members i.e. **LIFE & ORDINARY MEMBER**, who will be referred to as Life Member & member in short.

(a) **Life member** means the member who pays an amount of Rs. 50,000/- at a time and after taking admission by fulfilling necessary formalities of the Association will be called as life members. The above membership fee may be enhanced/ reduced as per the decision of President and Executive Committee.

(b) **Ordinary Member** means the member who pay the annually membership fees after taking admission by fulfilling necessary formalities of the Association.

4. Eligibility for Membership

Any person or persons either individuals, firms, companies, co-operatives and other undertakings engaged in the electrical and/or electronics trade at Guwahati and holding registration certificate or certificates under the sale-tax laws of the state of Assam; and trade licence form the Guwahati Municipal Corporation shall be eligible to become a member of the Association.

5. Admission to Membership

(a) An individual, firm or company or co-operative or undertaking desirous of becoming a member of the Association, shall send an application to the President / Secretary of the Association in the form prescribed by the Committee, together with such further information as may be required.

(b) The committee may refuse any application without assigning any reason or may admit the applicant to the membership of the Association.

(c) On an application being admitted to the membership, the applicant will be deemed to have agreed to abide by or be subject to these articles, the rules & regulations and by laws and standing orders of the Association from time to time.

6. Subscription

Ordinary member shall pay the Annual subscription in advance within 31st March. He shall automatically cease to be a member of the Association if payment is not made within the stipulated time. Such member however, will be readmitted within the same year on payment of admission fee together with the Annual subscription and arrears, if any, in full. The Annual Subscription in all the cases shall be payable for the whole year irrespective of the date of admission. Life membership can be provided to any member who will pay the life membership fees as decided by the Association.

7. Termination of Membership

A member of the Association shall cease to be one on the happening of any of the following events.

(a) On one's resignation being accepted by the Committee.

(b) On one's failure to pay the dues of the Association in spite of the final notice being given under order of the Committee.

(c) On his being adjudged insolvent or in the case of joint stock company when winding up order's have been passed with regard to such company or when it has gone into liquidation.

(d) In the case of a firm, if it is dissolved or adjudged insolvent or the partners are convicted of an offence involving moral turpitude.

(e) In case of an individual when one is proved to be of unsound mind or has been convicted of an offence involving moral turpitude.

(f) On one's ceasing to be qualified or eligible for membership of the Association.

8. Resignation from Membership

Any member may resign or withdraw from the Association by giving not less than one month's notice in writing to the secretary, but he shall cease to be member only on his resignation being accepted by the committee provided that the resigning member shall not be absolved of his liabilities or obligations incurred by him during the continuance of his membership. Life members can also resign from the membership but membership fee will not be refunded in any case.

9. EXPULSION

(a) The Executive Committee is empowered to suspend a member who acts in contravention of the rules, regulations or procedures laid down by it, from time to time.

(b) A member against whom expulsion action is proposed shall be given 30 days' notice in writing for explanation. If no explanation is received within the time or if the same is found unsatisfactory by the Executive Committee then they will be free to take any action as it suits to them and as per the spirit of the objectives.

(c) A member expelled under this rule shall not be entitled for refund of his admission fee or subscription, nor he will be eligible for readmission unless his fresh application is approved by the Executive Committee.

10. Representation in the Association

(a) Each member shall nominate one representative and one alternate representative to the Association from amongst the directors, proprietor, partners, karta of H.U.F., manager as his authorised representative and any change thereof should be notified to the Secretary as and when it occurs.

(b) Any changes in representatives shall however not be recorded during the 15 days proceeding the date fixed, for the general elections.

11. Rights and Privileges of Members

Subject to these Articles and by-laws, if any, framed thereunder, any member shall have the following rights and privileges:

(a) To place any matter for discussion before the Executive committee in the prescribed manner.

(b) To inspect the Statement of Accounts with prior information in writing to the Secretary and Treasurer and as per their confirmation date and time member can inspect the statement of Accounts in the association office.

(c) To inspect the minutes of the meeting of the committee or general meeting during working hours at the office of the Association provided he gives to the Secretary not less then 7 days notice in writing of his intention to do so.

(d) To be present and discuss and vote at any general meeting.

(e) To stand for election and/ or nominate other qualified members for election for the post of President and Executive.

(f) The Executive Committee may appoint one paid office staff and one paid Assistant office staff and such other staff as may be considered necessary from time to time. Provided that none of the paid staff shall be the members of the Association under these Articles.

12. Management

(a) The management of the affairs of the Association shall be vested in Executive Committee consisting of 21 Executive Members including President. However the President and 15 Executive members shall be elected by the members of the Association by ballot papers. Remaining five Executive Committee Members shall be inducted/ nominated by the office-bearers of the Association.

(b) (i) The administration and management of the affairs and concern of the election shall vest in the executive committee. The said executive committee shall consist of the President, two Vice Presidents, one General Secretary, one Joint Secretary, one Treasurer, one Joint Treasurer and 14 (fourteen) members of the Executive Committee including 5 (five) members nominated by the President or Executive Committee.

(ii) In the event of any necessity arising to increase the number of office bearers and/ or the strength of the Executive Committee or make any changes in the composition of the Executive Committee the same shall be decided by such a resolution adopted in Executive Committee meeting.

(iii) The Executive Committee may declare as vacant the seat of any member, who fails to attend three consecutive meetings of the Executive Committee without any information and not performing the duties for the Association and such post may be filled up with consent of the remaining executive members.

(iv) Any vacancy occurring in the office of President or any other office bearer before the annual General meeting, that shall be filled up by the Executive Committee in such a manner as it may consider fit and proper.

(v) The President along with Executive Committee is empowered to replace any of the office bearers.

(vi) The President shall be empowered to work out the procedure of Election with the consent of Executive members and they will appoint any one from the members or from the Executive members as a chairman for election and he has to carry out all the election works in such a manner as he may think fit and his decision will be final.

13. General Privilege

All parliamentary remarks, discussions, details etc. made by members of the Association in the meetings of the Association, shall be privileged communication and shall not be actionable.

14. Meetings

(a) There shall be an Annual General Meeting of the Association every two years to be held at such a place and time as may be fixed by the Executive Committee.

(b) 15 days clear notice of the date, time and place of such meeting along with the Agenda of the meeting shall be served to members of the Association to transact the following business, if any.

(c) To discuss & confirm the Annual Report of the Secretary and the Audited statement of accounts of the Association.

(d) To consider any other matter put up by the Executive Committee in the form of resolution/motion which should be circulated as a part of the Agenda to all the members.

(e) To transact any other business which may be brought forward by any member with the permission of the chair.

(f) To consider any other specific matter put up in the form of a resolution/motion by a member. Such resolution/motion shall be sent to the Secretary 15 days before the date fixed for Annual General Meeting. The Secretary shall put up the resolution/motion before the Executive Committee for its approval. The Executive Committee may not circulate any resolution/motion which in its opinion is beyond the scope of the objects of the Association and/or found in objectionable and unparliamentary language. (The decision of the Executive Committee shall be final).

(g) A Special General Meeting of the Association may be convened by the Committee of its own accord or on the requisition of at least two third of the total number of Members addressed to the Secretary of the Association specifying the object for which the meeting is to be convened. On receipt of such requisition the President shall cause a meeting to be convened at such place as he may fix. The Secretary shall give at least 30 days' notice and no other business shall be transacted at such special meeting except the one stated in the notice.

(h) Every Member and in case a firm, company or co-operative or undertaking, representative on the rolls of the Association shall be eligible to attend the Special General Meeting of the Association.

(i) The Executive Committee Meeting shall generally be held once in two months or as may be decided by the Executive Committee from time to time.

15. Election

(a) The General Elections will be held every two years. The date, time and venue of the elections shall be notified at least fifteen days before such specified date to all members.

(b) For holding the General Election of the Association the Executive Committee shall appoint a chairman from amongst the members of the Association. Nomination papers inviting nomination for the election of executive committee members shall be sent to all the members at least fifteen days before the date fixed for election.

(c) Members desirous to contest the election shall submit their nominations on prescribed form as may be decided by the election chairman from time to time.

(d) The election by secret ballot system, the ballot papers shall be signed by the chairman. On the election day time and place notified, the member/his authorised representative shall present themselves personally and receive their respective ballot paper to be filled & placed in the ballot box.

(e) The procedure for filing nomination papers, withdrawal dates or any other matter relating to the elections, save and otherwise stated above, shall be decided by the Election Chairman shall be conclusive.

(f) Any member who has not paid his dues for last two years or more shall neither be entitled to cast his vote nor entitled to file his nomination.

(g) Tie of Votes : In the event of equality of votes for any office members the chairman election committee will be entitled to cast one additional vote.

16. Quorum

(a) The quorum of a general meeting shall be 25% of the eligible members or 30 eligible member present impassion, whichever is less.

(b) The quorum of an executive committee meeting shall be 7 (seven) executive members including office bearers.

17. Office Bearers

(A) PRESIDENT

The President shall be the Executive Head of the Association. He shall have also generally the right to take action on any matter regarding which no definite provision has been made herein and when there is no time, to call any emergent meeting of the Committee for the purpose, provided that such act of the President shall have to be ratified by the Executive Committee at the first opportunity. At all General and Committee Meetings of the Association, he shall preside and control the business of the meeting. In the event of his absence or unwillingness to preside, the Vice-President will preside.

(B) VICE-PRESIDENT

(i) In the absence of the President all the powers, duties and functions vested in or attached to the office of the President of the Association.

(ii) In the absence of the President and the Vice-President the members present shall elect one of its members to preside over the meeting.

(C) HONY. SECRETARY

The Secretary shall be responsible for the administration of the Association. The office Secretary and other office staff of the Association shall work according to his direction. The Secretary shall work in consultation with and under the direction of the President of the Association. He shall keep or cause to be kept minutes of all meetings of the Executive Committee of the Association under guidance of the Executive Committee of the Association and shall generally perform all such duties incidental to his office as and when required for the benefits of the Association.

(D) HONY. JOINT SECRETARY

The duties of the Hony. Joint Secretary shall be :

(i) To carry out all such duties as may be entrusted on him by the Hony. Secretary temporarily or permanently.

(ii) To assist the Secretary in all matters, and in the absence of the Hony. Secretary he will perform all the work as narrated for the Hony. Secretary.

(E) TREASURER

The duties of the Treasurer shall be :

(i) To keep a proper record of all the funds and properties of the Association.

(ii) To collect all dues and grant receipts and shall keep or cause to be kept an account of the funds of the Association or all funds connected with or in any way controlled by the Association.

(iii) To maintain accounts of the Association and prepare the Annual accounts and get them duly audited and obtain the approval of the Executive Committee before placing the same at the Annual General Meeting.

(iv) To make payments for day to day expenses of the Association as sanctioned and passed by the President or Secretary or in the absence of the President and Secy. or Vice-President or Joint Secy. any of the office bearer.

(F) OTHERS

(a) The retiring President & Secretary will be ex-officio members.

(b) Unless any member has the privilege of two membership of the Association he will not be entitled to stand in the elections.

18. Term of office

The term of the Executive Committee shall be a Period of Two years generally and the said committee shall continue to function until its successor is elected.

19. Duties and Powers of the Committee

The committee shall have the power :-

(a) To perform all executive duties and to carry on the work of the Association.

(b) To make, issue, carry and repeat such standing orders for the furtherance of the purpose for which the Association is established and for carrying on its business as they may, from time to time, consider necessary, provided such standing orders be not repugnant to the Memorandum of Association and the Articles.

(c) To delegate such functions to sub-committee and person and on such terms & conditions to revoke and alter such delegation as the committee may from time to time think fit.

(d) To present a report of their proceedings and a statement of accounts of the Association duly certified by the Auditors in the Annual meetings of the Association.

20. Meeting of the Committee

Meeting of the Committee will be held at the office of the Association or at such other place & at such times as may be fixed by the President & Secretary. And they shall cause a meeting to be called if so required by at least six executive members of the committee.

21. How Convened

The Secretary under the direction of the President shall send a notice of every meeting to each member of the committee and shall mention in such notice any important business expected to come before the meeting. The Secretary shall also send notices to other eminent person or persons whether they are members of the Association or not, invitee or invitees as may be directed by the President from time to time in the event of necessity, provided that the invitees shall have no right to vote on any issue in the meeting.

22. Programme of Business of the Committee

The Secretary under the directions of the President shall arrange the business of the meeting and take minutes or notes of the proceedings.

23. Proceedings of the Meeting

(a) The Secretary shall record the minutes in the Minute Book and they shall be circulated amongst the members, signed by Chairman as confirmed at a subsequent meeting of the committee.

(b) Minutes of the proceedings of the Executive Committee Meeting of the Association shall be kept in suitable books which shall be open to inspection for the members at all reasonable times.

24. Casting Vote of the President

At all meetings whether of the General body or of any committee or sub-committee and in election, in case of equality of votes, the President will be entitled to cast an additional vote.

25. Fund of the Association

(a) All subscriptions, receipts and other collections of the Association shall be deposited in the account or accounts of the Association with such scheduled Bank or Banks as may be decided by the Executive Committee.

(b) Banking account or accounts of all descriptions such as Savings Bank Account, Current Account, Fixed Deposit Account and other Accounts in the name of the Association shall be opened and operated by any of the two between President, Secretary or Treasurer of the Association, in all cases the Treasurer has to be included i.e. either President & Treasurer or Secy. & Treasurer, who shall also be empowered to close such account or accounts.

(c) Another current account may be maintained with a scheduled Bank for the exclusive purpose of withdrawals for current expenditure to be operated upon by the Secretary or such other person as may be authorised by the President provided that a credit balance in favor of the Association may be maintained to a maximum limit of Rs. *20,001/-* only in such account.

(d) Money not required for the current expenditure of the Association and all the properties of the Association may be held and dealt with in such manner as the committee may from time to time deem fit and proper.

26. Auditor

The accounts of the Association shall be annually audited by a qualified auditor who shall be appointed at the executive meeting and shall fix his remuneration, if any. The term of appointment of the auditor shall be ordinarily for one year unless decided otherwise.

27. Notice

(a) Notice to the members will normally be sent either through messenger or by ordinary post Under Certificate of Posting at their notified addresses. A Notice may also be given through an advertisement or insertion in any leading daily newspaper.

(b) Notice to members sent by post shall be deemed to have been served on the day on which it is posted. Notice given through an advertisement/ insertion shall be deemed to have been served on the day on which the advertisement/ insertion appears.

(c) The accidental omission to give notice to, or the non-receipt of notice by any member shall not invalidate the proceedings of any meeting/ Election.

28. Indemnity for Acts Done in Good Faith

The Executive Committee, the office-bearers and the members of the Committee shall be indemnified in respect of all acts done by them for Association in good faith and no office-bearer or member of the committee shall be liable for any act done by any other office-bearer or member of the committee.

29. Legal Proceedings

Suits or legal proceedings by or against the Association may not be instituted or taken in the personal name of the office-bearers of the Association.

30. Amendment

These rules may be amended or altered from time to time at any General Meeting and such amendments or alteration must be placed through the Executive Committee. Additions and alterations will be in accordance with the provision of the Societies Registration Act of 1860 as amended from time to time.

31. Dissolution

(a) If at any time, it becomes necessary or desirable to dissolve the Association, it shall be done by a resolution of the members at meeting specially convened for the purpose. Such meeting shall be called on the written requisition from minimum 60% members. The quorum for such meeting shall be two-third of the total members on roll.

(b) Three-fourth of the members present should agree to the dissolution of the Association. The disbursement of assets, after meeting all the liabilities of the Association, shall also be decided at this meeting before disbursement of assets.