

ARTICLES OF ASSOCIATION
OF
INDIAN BEAUTY & HYGIENE ASSOCIATION

PART I

INTRODUCTION

1. The name of the Association shall be “INDIAN BEAUTY & HYGIENE ASSOCIATION.”
2. The Registered Office of the Association, for the present, will be situated in the State of Maharashtra.
3. The objects for which the Association is established are as detailed in the Memorandum of Association.
4. In these Articles, unless there is anything repugnant in the subject or context:
 - (a) The “Association” means “INDIAN BEAUTY & HYGIENE ASSOCIATION”.
 - (b) “Member” means a member of the Association elected as per the rules under these Articles.
 - (c) “Year” means the official year of the Association beginning from ‘1st April and ending on 31st March’.
 - (d) “Firm” means and includes a partnership firm or joint family business of other Association of individuals.
 - (e) The terms “President”, “Vice-President”, “Secretary”, and “Treasurer” means respectively the “President”, “Vice-President”, “Secretary General”, and “Treasurer” of the Association.
 - (f) The Secretary means the Secretary General of the Association.
 - (g) The “Committee” means the Executive Committee of the Association.
 - (h) “General Body” means the entire membership of the Association.
 - (i) The “Register” means the “Register” of members and of persons entitled to act and vote for member provided for herein mentioned below.
5. The Association is, for the purpose of registration, declared to consist of unlimited number of members.
6. The Committee may, whenever the business of the Association requires, register an increase of members

PART II

MEMBERSHIP

7. There shall be two classes of members, viz., Ordinary Members and Associate Members.

(a) Ordinary Members:

It shall be open for the Association to admit as Member any bonafide person, Firm or Company, which is engaged in manufacturing or importing and / or marketing the “Products” provided they are in the organized sector and are registered in India.

(b) Associate Members:

It shall be open for the Association to admit as Associate Member any bonafide person, Firm or Company engaged in the manufacture of raw materials as are used in the production of “Products.” These members will not have right to vote.

AFFILIATION

Any Association or institution whose objects are similar to those of this Association may also be affiliated to this Association upon such terms and conditions, as the Committee may consider proper.

An Associate member or an affiliated body shall not have the right to vote or hold and elective post. In all other matters they shall enjoy same rights and privileges as an ordinary member.

8. ADMISSION FEE:

Every applicant for membership shall pay an admission fee of Rs. 5,000/-. The re-admission fee shall be determined by the Committee according to the merit of each case.

9. ANNUAL SUBSCRIPTION

Each candidate as a member shall pay an Annual Subscription as might be fixed by the Executive Committee. The Executive Committee has power to vary the rates of the Annual Membership subscription of an ordinary member as well as Associates Members from time to time with the majority consent of the total strength of the Executive Committee. Membership fees shall be based on the production of Products per annum and / or with regard to Manufacture of cosmetics/Toiletries/Toothpaste, the rates shall be based on Annual sales/turnover of respective products of respective members.

The revised schedule of Fees for Ordinary membership is as under:

SUBSCRIPTION PER ANNUM

Annual Sales	Subscription per annum
Up to Rs.1 cr	Rs. 5,000/-
Rs. 1 cr to 2.5 cr	Rs. 12,500/-
Rs. 2.5 cr to 5 cr	Rs. 25,000/-
Rs. 5 cr to 25 cr	Rs. 50,000/-
Rs. 25 cr to 50 cr	Rs. 75,000/-
Rs. 50 cr to 100cr	Rs. 1,25,000/-
Rs 100cr to 1000cr	Rs. 2,50,000/-
Rs 1000cr & above	Rs 5,00,000/-

ASSOCIATE MEMBERSHIP:

Subscription per annum

Annual Turnover upto Rs. 10 cr	Rs.	15,000/-
Annual Turnover above Rs. 10 cr	Rs.	30,000/-

The first subscription of each new member shall be due on election. In case the first subscription is not paid within the month of the date of intimation of election, the election shall be liable to cancellation by a decision of the Committee made to such effect.

In no such case of cancellation of membership, the Admission Fee shall on any account be refunded. All subsequent subscriptions shall be due and payable on the '30th April' each year and shall be paid in advance in the manner prescribed.

A new member of the Association shall pay the full subscription for the year, but if he is admitted after the '30th September' he shall pay half the subscription for the year irrespective of the date on which he is admitted."

10. ADMISSION

Any person, firm or company eligible for membership shall, if desirous of becoming a member, submit his or their application in the form prescribed for the purpose, proposed by one member and seconded by another, to the Secretary. The Secretary shall, from time to time, place before the Committee all applications for their consideration. The Committee may also require the candidate, before arriving at a decision, to furnish all such information as they may consider necessary. The Committee's decision in the matter shall be final and they shall not be bound to assign any reason for their decision. The Secretary shall communicate the result of the election to the applicant and circulate to the members the names of the new members. In the event of any applicant failing to obtain admission, the admission fee paid by him/them shall be refunded.

11. RE-ADMISSION

If any person, firm or company being a member ceases to manufacture Soap, Synthetic Detergent, Fatty Acid or Toiletries in India, or if any member is in arrears of membership subscription for a period of six months without being able to offer satisfactory explanations and evidence of his or its ability to recommence manufacture of "Products" in India, such person, firm or company shall cease to be a member from a date fixed by the Committee having regard to the circumstances of the case. It shall, however, be open to the Committee to re-admit such person, firm or company as a member without paying entrance fee on the re-admission, if and when he or it recommences manufacture of "Products" in India provided however, that he or it pays up the subscriptions for the period between the cessation of membership and such subsequent re-admission; and on such re-admission he or it shall be deemed to have been a member without interruption.

12. RESIGNATION

Any member of the Association may resign his membership by giving one calendar months' notice to the Secretary of the Association of his intention to do so and upon the expiration of any such notice, such member shall cease to be a member of the Association and his name shall forthwith be removed from the Register.

13. SUSPENSION OR EXPULSION

Any member may be expelled from the Association by a special resolution adopted at Annual or Extra-Ordinary General Meeting of the Association by a majority of not less than 3/4 of the total membership of the Association on the ground of his acting to the detriment of the cause of the Association or the soap, detergents, fatty acid, Glycerin, toothpaste, cosmetics and toiletries making industry in India.

14. AUTOMATIC CESSATION OF MEMBERSHIP

The membership of the Association shall automatically cease under the following circumstance, that is to say:

- (a) If the member becomes bankrupt or insolvent or suspends payments or in the case of a company or corporation, when winding up order has been passed.
- (b) If the member ceases to be qualified or eligible for membership in terms of the Memorandum and Articles of Association.
- (c) If the member has been convicted of an offence involving moral turpitude.
- (d) If any change is made, in case of a firm or joint stock company, in the name of the firm or company, unless such changes are duly intimated to and are approved by the Committee.

15. LIABILITY ON TERMINATION

Any person or the firm to which he belongs who shall by any means cease to be a member shall, nevertheless, remain liable for and shall pay to the Association all money which, at the time of his ceasing to be a member, may be due from him to the Association.

16. MEMBERSHIP REGISTER

The Association shall maintain a Register of Members containing the names and addresses of members and of the persons entitled or empowered to act and vote for such members, and in which all changes in membership shall be recorded.

17. MISCELLANEOUS

Every member, by joining the Association, undertakes that so long as he shall continue to be a member of this Association, he will observe these articles and the rules and regulations of the Association for the time being in force.

PART III

PRESIDENT

18. ELECTION

- i) The Association shall have a President who shall be elected as hereinafter provided.
- ii) Election of the President shall take place on the date of the Annual General Meeting when, in accordance with Article 28, the newly elected Executive Committee at their first meeting after the General Election, shall elect the office-bearers from amongst themselves. Notwithstanding anything contained in any provision herein, the Committee may elect any independent person as a member of the Committee and/or as President of the Committee,
- iii) Any representative of a member in the Executive Committee, if elected as President, would hold the position on an honorary basis. If any independent person is elected as the President by the Committee as aforementioned, then the Committee may, at its discretion, decide to pay a token remuneration to such person.
- iv) If the president's post falls vacant at any time before the next Annual General Meeting, the Vice-President shall be elected by the Committee to the post within a month of the date on which such vacancy arises.
- v) The procedure for the nomination of candidate for the President's post and of the election of the same shall be provided hereinafter.

19. TENURE

The person elected as President shall hold office until the next annual election where he shall retire but at the same time be eligible to be re-appointed or until his removal from office by a vote of no confidence passed at any meeting of the General Body by a majority of not less than two-thirds of the total membership of the Association or until his resignation or until he ceases to be entitled to act and vote on behalf of a member of the Association whichever is earlier.

20. POWER

- i) The President shall be an ex-officio member of all Standing Ad Hoc Committee and/or Sub-Committees. He shall, if present, preside at all meeting of the General Body and the Committee, held during his term of office.
- ii) The President shall have a casting vote at all meetings of the General Body and the Committee.

PART IV

GENERAL BODY

21. POWERS

Subject to the provisions of these Articles, or any rules made there under any member shall, among others have the following rights and privileges:

- i) To obtain a copy of the Annual Report and Accounts;
- ii) To obtain all other publications of the Association whether free of cost or at such rates as the Committee may from time to time decide;
- iii) Access to the information posted on the website of the Association;
- iv) To be present and discuss and vote in any General Meeting or to give opinion on any question referred to the General Body of members by circulars or otherwise;
- v) To nominate other members for election, to stand for election or be elected to the Executive Committee or other Committee or Committees, to be included into a deputation on behalf of the Association, or to be elected to any office of the Association;
- vi) To seek the help of the Association in obtaining statistical or other information for the protection and advancement of business and to receive such particulars as may be available to the Association in regard to trade enquiries, or information regarding Government or other measures affecting the trade;
- vii) To apply for the assistance of the Association for securing to him all reasonable facilities for the carrying on of his business and for the redress of all reasonable grievances.

22. RIGHTS AND PRIVILEGES

The rights and privileges of members shall be exercised:

- (a) In the case of a sole proprietary concern by the proprietors, the manager or any other responsible officer;
- (b) In case of a firm elected in their conventional name as a member of the Association by any partner in such firm, by any manager, or by any other responsible officer;
- (c) In case of a joint-stock company elected in their corporate name as member of the Association, by a Director, Manager, Secretary or any other responsible officer of the Company, subject nevertheless to the following reservations, namely.
 - (i) Proprietors, Partners, Directors, their Managers or Secretaries entitled under this rule to exercise the rights and privileges of membership must have their names registered in the books of the Association in the manner prescribed in order to exercise the aforesaid rights and privileges.
 - (ii) For each act of exercise of the rights and privileges of membership by a firm or company, only one representative as aforesaid shall be recognised at a time

Provided that any firm, joint-stock company or a Proprietary concern may for the purpose of any meeting substitute the name of any other person having the requisite qualifications prescribed in clauses (a), (b) or (c) and whose name has been previously registered in the books of the Association in the manner prescribed by sub-clause (i).

In case of any affiliated body, the rights and privileges of membership shall be exercised by only one duly elected representative of the body.

22-A. VOTING BY PROXY

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself but the proxy must be a member of the Association. The form of proxy must be deposited at the Association's Registered Office not less than 48 hours before the meeting.

PART V

MEETINGS

23. (1) ANNUAL MEETING

There shall be one Annual General Meeting of the Association not later than 'six months' from the date of closing of the year to transact the following business, viz.

- (i) To receive the report and audited statement of accounts and Balance Sheet for the year.
- (ii) To record the declaration of the result of election of the members of the committee.
- (iii) To elect an auditor.
- (iv) To pass the budget estimate for the following year.
- (v) To consider any other business or motion of which due notice has been given.
- (vi) To transact such other business as may be placed on the agenda of the meeting by the Committee.

EXTRA ORDINARY GENERAL MEETING

(2) (a) If the President or the Committee deem it expedient that a general meeting should be convened to decide an urgent and important matter concerning the business of the Association, he or they shall have the power to convene an extraordinary General Meeting at any time.

(2) (b) If 25 per cent of the members of the Association shall, by a requisition, in writing, signed by them addressed to the Committee and containing a statement of their reasons for the requisition, request the Committee to call a general meeting, the Committee shall, within 28 days after the receipt by them of a said requisition, arrange to call a general meeting, and if the Committee refuse or neglect to convene such general meeting within the time aforesaid, the 25 per cent of the membership who shall have signed the requisition shall have power to call such a general meeting to be held on such day as they themselves shall appoint. In the case of such meetings held in pursuance of a requisition, the Committee, or in the alternative, those members who signed the requisition shall give 21 days' notice to all the members of the date and agenda fixed for such meeting.

24. QUORUM FOR GENERAL MEETING

- (1) No business shall be transacted at any general meeting unless the quorum, according to these rules, shall be present at such meetings.
- (2) At any general meeting the quorum shall be constituted if the number of members represented at the meeting shall be five.
- (3) If on the day originally appointed for holding a general meeting, the quorum shall not be present within half an hour of the time appointed for the commencement of the meeting, it shall be adjourned by half an hour on the same day and at the same place. If no quorum is present at adjourned meeting members present shall be quorum.

25. RESOLUTIONS

- (i) All resolutions and amendments shall be proposed by one members entitled to vote at such meeting and supported by another member, so entitled, before being put to the meeting.
- (ii) All resolutions proposed by any member other than those proposed by the Executive Committee shall be lodged with the Secretary at least 7 days before the date of the General Meeting unless otherwise determined by the Committee.
- (iii) Save that the mover of the resolution shall be entitled to address the meeting in reply, no member shall be entitled to do so except with the express permission of the Chairman to speak more than once on any resolution.
- (iv) All resolutions shall be deemed as passed if they have secured the support of a majority of the members present at a meeting, unless it is a special resolution for which the relevant section of the Companies Act, 2013 would apply.

26. EXECUTIVE COMMITTEE

The affairs and funds of the Association shall be managed in accordance with the directions given by the General Body, by an Executive Committee referred to hereinbefore and hereinafter as the Committee. It is hereby declared that the Association shall not undertake any activity for profit.

27. COMPOSITION

The Executive Committee shall be composed of the President of the Association, one Vice-President, one Hon. Treasurer and Ordinary Members of the Committee.

The Committee shall co-opt not more than 3 members, the retiring President being one of those three.

All the ordinary members of the Committee shall resign at the Annual General Meeting but shall be eligible for re-election.

Elected outstation members may, subject to the approval of the Committee, authorize some of their local representatives to attend the meeting and take part in the deliberations, on their behalf. Such local representatives shall also be counted for the purpose of quorum.

All members of the Committee at their first meeting after general elections shall elect the office-bearers from amongst themselves.

28. OFFICE-BEARERS

The Committee at their first meeting after the general elections shall elect the office-bearers from amongst themselves.

29. (i) the office of a member of the Committee shall ipso facto be vacated:

If the membership with Association ceases

- (a) if he resigns his office by a notice to the Secretary in writing;
- (b) if he accepts or holds any responsible office as President, Vice-President, Secretary, Treasurer or member of the Committee of any Association whose aims or objects are similar to those of the Association without the previous written sanction of the Committee;
- (c) if he absents himself from six consecutive meeting of the Committee except with the consent of the Committee.

(ii) Any vacancy in the office of Office-bearers and Members of the Committee whether arising from death, resignation, or otherwise between the Annual General Meeting of the Association shall be filled up within the term of office of each office bearers or members so elected shall be for the unexpired period of the office bearers or member whose place he shall fill.

The Committee shall be deemed to have been duly constituted and shall be empowered to act as provided in the Articles in spite of occasional vacancy.

30. Without prejudice to the general powers conferred by the preceding Articles, the Committee shall have power:

- (i) To delegate any of their powers to Sub-Committees composed of such members as they may deem fit, and shall have power to associate with such sub-committee any member of the Association even though he may not be a member of the Committee.
- (ii) To enter into arrangements regarding the joint working of the Association with any other Association or Chamber of Commerce upon such terms and subject to such conditions as they may deem desirable.
- (iii) To make such byelaws for carrying on the business of the Association as they may from time to time think necessary and for the furtherance of all or any of the purposes for which the Association is established.
- (iv) To prepare and give effect to schemes for the attainment of the objects of the Association, or any one of them.
- (v) To decide all questions on which those rules are silent or are not clear and such decision shall be binding until the next general meeting; notwithstanding any decision taken at the General Meeting again, the view of the Committee would not be invalidated.
- (vi) Subject to the provisions of the Memorandum of Association and these Articles, regulate their own proceedings, manage and superintend the affairs of the Association and direct the seal of the Association to be affixed to any document.
- (vii) To represent the views of the Association on any matter relating to the objects of the Association or on questions of general utility.
- (viii) To appoint officers, clerks and servants as they may deem necessary and to define their duties and functions to suspend and dismiss them or dispense with their services as occasion may

require and to give them such salaries, allowances, gratuities and other privileges as they may from time to time consider necessary.

- (ix) To nominate members to represent the Association in Public or other bodies, conferences, institutions and associations.
- (x) To become a member of a co-operative society or purchase shares of a limited company registered under the Companies Act, 2013, or to participate in legal and duly registered collective scheme for holding ownership/lease rights in the properties to be purchased, possessed by the Association to carry out the objects of the Association in an effective manner or to take any measure appropriate to obtain ownership/lease rights of the property for the use of the Association in any manner deemed it fit by the Association as and when it becomes expedient in the interest of the Association.
- (xi)** To collect funds/rolling funds in order to meet the operational and functional costs which includes Litigation and legal costs as apportioned by the Committee amongst the members of the Association
- (xii)** Notwithstanding anything stated in the Articles of Association, to suspend / expel a member from its membership on non-payment of their dues, costs, etc. as part of the funds/rolling funds apportioned by the Committee in their meeting

31. (i) All nominations for election to the Committee shall be submitted in such form and not later than such date as may be fixed by the Committee for the purpose and such nominations shall, in writing, be duly proposed by one and seconded by another member of the Association and must reach the Secretary within 15 days from the date of the notice.

(ii) The nomination papers shall be scrutinised at a Committee meeting.

(iii) If the numbers of valid nomination exceed the total number of seats, ballot papers shall be issued by the Secretary in the form prescribed by the Committee.

(iv) The Committee shall appoint a scrutineer for the ballot papers and he shall report the result of the election to the Chairman of the Annual General Meeting through the Secretary.

(v) The result of the voting shall be declared at the Annual General Meeting by the Chairman of the meeting and meanwhile such particulars shall be kept confidential.

**** Inserted vide Special resolution passed in the AGM held on 23/09/2016**

(vi) Election shall be decided by simple majority of votes cast in favour of a candidate. In case of equality of votes, the scrutineer shall decide the same by drawing a lottery in the presence of the Secretary.

Any candidate desiring to be present at the scrutiny may do so on previous intimation to the Secretary.

32. MEETINGS

(1) The President or the Vice-President or the Secretary may call a meeting of the Committee at any time or a meeting of the committee should be held once every three months.

(2) If one-third of the members of the Committee request the President, or in his absence, the Vice-President acting in his stead by telegram or letter, copy of which shall be forwarded to the Secretary of the Association to arrange for a meeting of the Committee, the President or the Vice-President shall

do so within 10 days of the receipt of the said telegram or letter and if he fails or neglects to call such meeting, the signatories to that telegram or letter may themselves convene such meeting giving at least 10 days' notice. The President, or in his absence, the Vice-President shall preside at all Committee meeting. If at any meeting, the President or the Vice-President be not present within 15 minutes of the time appointed for holding the same, the members present may choose one from amongst themselves as the Chairman of the Meeting.

No proxy will be allowed at any Committee meeting.

(3) One-third of the members of the Committee shall form the quorum for transaction of the business.

33. POWERS

Except such powers as are required to be exercised by the Association in general meeting under the provision of the Companies Act, 2013 or any statutory modification thereof for the time being in force, or under the Articles of this Association, the Association shall be managed by the Committee and no regulation made by the Association at a general meeting shall invalidate any prior act of the Committee.

34. REPORTS

The Committee shall submit reports on the activities and funds of the Association to the General Body as often as the latter may deem necessary. Previous to each Annual General Meeting, the Committee shall prepare a report of the proceedings of the Association during the year prior to such meetings and shall cause the same to be printed or cyclostyled and shall send at least one copy thereof to each member of the Association not less than 15 days prior to the date fixed for the said meeting. The Committee may also, if they see fit to do so, send any one or more copies of the said Annual Report to any individual or corporation or association to whom or to which they may deem desirable in the interest of the Association to send the same.

PART VI

VICE-PRESIDENT

35. The Association shall have a Vice-President, who shall be elected by the Executive Committee, from amongst its members.

36. TENURE

The person elected as Vice-President shall hold office until the next annual election where he shall retire but at the same time be eligible to be re-appointed or until his removal from office by a vote of no confidence passed at any meeting of the General Body by a majority of not less than two-thirds of the total membership of the Association or until his resignation or until he ceases to be entitled to act and vote on behalf of a member of the Association whichever is earlier.

37. FUNCTIONS

(1) In the absence of the President on any occasion at which it is his duty to perform any function in accordance with this constitution, the Vice-President shall act for the President and shall have all the powers, duties and limitations and responsibilities of the President, exercise and shall perform them until such time as the President resumes his function.

(2) In the event of the Vice-President presiding over a meeting of the General Body in the absence of the President, the member whom he represents shall be entitled to have another representative with power to vote at such meeting.

38. In the absence of the President and the Vice-President, the Committee shall fix up the procedure for guiding the activities of the Association.

PART VII

TREASURER

39. (a) The Treasurer shall be in charge of the funds and properties of the Association including all Government papers or securities, and he shall sign all cheques and endorse Government papers or other securities, cheques, drafts, bills of exchange and other negotiable instruments on behalf of the Association.

(b) In the absence of the Treasurer, the Vice-President shall have power and perform the duties of Treasurer.

PART VIII

SECRETARY GENERAL AND MINUTES

40. SECRETARY

The Association shall have a Secretary who shall be appointed and whose remuneration and terms of employment shall be fixed by the Committee. Subject to any byelaws made or directions given by the Association or the President, the Secretary shall

- (i) represent the Association at all levels in the industry / across globe.
- (ii) keep accurate minutes of proceedings of all general meeting of the Association and of the meeting of the Committee, Departmental Committee or of all Special Committees or Conferences and other meeting connected with the Association;
- (iii) have charge of all correspondence;
- (iv) keep or cause to be kept accounts of the funds of or the Association;
- (v) collect all dues on behalf of the Association and grant receipts for money on behalf of the Association;
- (vi) give notice of all general meetings. Meeting of the Committee and other Committees;
- (vii) duly notify the members of the election;
- (viii) prepare or draft notes, memoranda, reports statements, accounts and statistics in connection with the business and affairs of the Association;
- (ix) have the power to incur any expenditure authorized by the Committee; and
- (x) shall perform all such duties as are incidental to his office.

41. MINUTES

Minutes of all proceedings of the General Meeting, Executive Committee and all Sub-Committees' Meeting of the Association shall be entered or cause to be entered regularly by the Secretary in appropriate Minute Books kept by him. Any such minutes of any proceedings, so entered in the appropriate Minutes Books, if purporting to be signed by the Chairman of the Meeting concerned or by the Chairman of the succeeding meeting of the General Body, Executive Committee or Sub-Committee, as the case may be, shall be receivable as prima facie evidence of the matters stated in such minutes. All Minute Books of the Association shall be open for inspection to any member of the Association at any reasonable time at the office of the Association.

PART IX

ACCOUNTS, PROPERTIES, ETC.

42. MANAGEMENT OF FUNDS AND PROPERTIES

- (1) The Committee, for the time being, shall have power to invest and deal with any of the moneys of the Association not immediately required for the purpose thereof in such securities and in such manner as they may be instructed by the General Body or in the absence of such instructions, as they may think fit and, from time to time, vary and release such investments.
- (2) The Committee shall have the power to determine the manner in which bills loans, receipts, expenses and documents shall be signed or executed by and on behalf of the Association.
- (3) At least '21 clear days' previous to each Annual General Meeting, the Committee shall send to each member of the Association an Income and Expenditure Account and a Balance Sheet duly audited as provided for hereinafter and containing a summary of the property and liabilities of the Association and made upto '31st March' of the year immediately preceding the meeting and such account and Balance Sheet shall be laid before the members at the Annual General Meeting in each year.

43. MAINTENANCE OF ACCOUNTS

The books of accounts shall be kept in charge of the Secretary at the registered office of the Association and shall always be open to the instruction of the members of the Committee. The Secretary shall keep or cause to be kept proper accounts of all receipts and disbursements. The Accounts shall be closed On 31st March in each year.

The members of the Committee shall cause true accounts to be kept,

- (a) of the sum of money received and expended by the Association, and the matter in respect of which such receipt and expenditure take place, and
- (b) of the assets and liabilities of the Association.

The Secretary shall submit monthly account of the funds of the previous month to the Committee at its first monthly meeting.

44. PETTY CASH

The Secretary shall keep with him a sum as may be fixed from time to time, by the Committee to defray petty expenses. Any sum exceeding this amount should be deposited in the Bank.

45. CERTIFICATION

Once at least in every year, the account of the Association shall be audited by an Auditor who shall be appointed by the members at the Annual General Meeting which shall also fix the remuneration, if any. If any casual vacancy occurs in the office of the Auditor between the two Annual General Meetings, the Committee shall fill up the same.

46. WHEN ACCOUNTS DEEMED AS FINALLY SETTLED

Every account of the Committee, when audited and approved by the General Meeting, shall be conclusive except as regards any error discovered therein within three months after the approval thereof. Whenever any such error is discovered within that period, the accounts shall be corrected and thenceforth shall be conclusive.

PART X

CONCLUSION

47. AMENDMENT OF ARTICLES

All provisions of the articles except those for the amendments of which special provisions may have been included hereinabove may be altered by passing a Special Resolution in a General Meeting. The resolution for the alternation of the Articles shall be passed by a majority as specified under the provisions of the Companies Act, 2013.

48. EFFECT

The Articles herein above mentioned will come into force from the day of adoption at the general meeting convened for that purpose, and no articles will have retrospective effect.

49. WINDING UP

(1) The Association shall wind up on a resolution being passed in that regard at a general meeting especially convened for the purpose by a majority of not less than 75 per cent of total membership of the Association for the time being.

(2) If upon winding up or dissolution of the Association, there remains after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be distributed amongst members of the Association but shall be given or transferred to such other Association having objects similar to the objects of the Association, to be determined by the members of the Association at or before the time of dissolution or in default thereof by the High Court of Judicature that has or may acquire jurisdiction in the matter.

50. There shall be a common seal for the Association. The seal shall be deposited with the Secretary and shall never be affixed to any document except in the presence of the President or the Vice-President and in pursuance of a resolution of the Committee or of the Association in General Meeting. Deeds, bonds and other documents required to be made under seal shall be deemed to have been duly executed on behalf of the Association if sealed with the common seal of the Association and signed by the President or the Vice-President and countersigned by the Secretary or the person acting as Secretary.

51. INDEMNITY

It has been expressly declared as a condition of the formation of the Association that the Committee (and each Committee Representative) shall at all times be indemnified from out of the funds, property

and assets of the Association against the consequences of any act, deed, matter or things done or omitted to be done by the Committee (or any Committee Representative) in respect of or in connection with the business of the Association and that in the event of such funds, property and assets not being a full and sufficient indemnity for the purpose then all the members of the Association shall be responsible to the Committee (and each Committee Representative) for , and shall be liable to make good any deficiency that may be ascertained. Such deficiency shall be paid by the members of the Association in proportion to the amounts of their subscription for the then current year.