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MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

WRITING INSTRUMENTS MANUFACTURERS'  
ORGANISATION (INDIA)

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MEMORANDUM OF ASSOCIATION

OF

**WRITING INSTRUMENTS MANUFACTURERS'  
ORGANISATION (INDIA)**

- I. The name of the organisation is WRITING INSTRUMENTS MANUFACTURERS' ORGANISATION (INDIA).
- II. The Registered Office of the Organisation will be situated in the state of Maharashtra.
- III. The Main objects for which the Organisation is established are :
  - A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :
    1. To promote co-operation among persons, companies, factories, and firms who are manufacturing writing instruments and parts thereof in India as manufacturers with a view to adopt a common policy and collectively taking such steps as may be deemed necessary or expedient to safeguard and further the interests of trade and industries connected with writing instruments.

2. To regulate and standardise as far as possible discounts and other business practices in the Writing Instruments and parts thereof.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS :

3. To promote and safeguard the interest of India's writing instruments trade and industry in all its branches and by all possible means and in particular by :
4. Providing a meeting place with facilities for the exchange of views of members and others interested in the trade and industry.
5. Providing facilities or co-operation with similar or allied Company or societies in other countries:
6. Arranging and providing facilities for conferences, exhibitions, demonstrations, lectures, excursions and other functions relating to the writing instruments and allied trade and industries.
7. Establishing, equipping and maintaining a suitable experimental laboratory and library for the benefit of the members of Company and if possible for the general public.
8. Investigating, collecting and circulating informations and statistics relating to the writing instruments trade and industry.
9. Educating general public by all suitable means in the benefits and utility of writing instruments from the industrial and utility points of view.
10. Providing facilities and machinery for the settlement of disputes by arbitration or otherwise.
11. To promote and to protect the interests of the writing

instruments trade and industry in any or all of their branches and of those engaged or interested therein including the interests of manufacturers interested to manufacture in all manner of writing instruments and parts thereof useful or ancillary to the purposes of the said trade and industry and to do everything necessary or expedient for all or any of those purposes including the negotiation and carrying through of amalgamation of any concerns interested in the trade and industry, the constituting management.

12. To enter into any arrangements with the Government of India or any foreign or local Government, Chamber of Commerce, Municipalities, Local Bodies or any other public or private authorities that may seem conducive to all or any of the objects of the Company.
13. To represent officially the views of members on any matters affecting or likely to affect the writing instruments trade and industry with the Government of India, Local Government, Foreign Governments, Chambers of Commerce and any other public or private authority.
14. To institute, finance, encourage, execute, develop, and carry on, all kinds of scientific and economic research relating to trade, commerce and industry.
15. To watch over, protect and promote the general commercial and industrial interests of India or any part thereof and to secure the interest and well-being of persons engaged in trade, commerce and industry, directly or indirectly.
16. To encourage and bring about a feeling of co-operation among persons engaged in trade, commerce and industry directly or indirectly, irrespective of caste, colour or creed on all subjects connected with and involving their common good.
17. To acquire by purchase, lease, exchange or otherwise, lands, buildings, easements, any hereditaments of any tenure or discription and any estate or interest therein and any rights over or connected with land and to retain the same for the purpose of the Company.

18. To purchase, take on lease, or in exchange hire or otherwise acquire any immovable or moveable property, machinery, plant, stock in trade, patent right, and any other rights which the Company may think necessary with reference to any of these objects for the members of Company.
19. To move the Government of India or to the State Govts. to take on the writing instruments panel if any formed by them a majority of the members from the Company.
20. To amalgamate with any organisation having object altogether or in part similar to those of this Company.
21. To expand the Company activities by opening additional Regional Offices and or by appointing agents in India and any other foreign countries.
22. To import, export, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise dealing in all kinds of plants, machineries, apparatus, tools, substances materials and thing necessary or convenient for the attainment main objects of the Company.
23. To enter into any contracts, agreements, or other dealings in the nature of technical coloboration or otherwise for the more efficient conduct of the business of the Company members and also arrange for purchase, or supply of machinery from any part of the world on credit or for cash or on deferred payments terms.
24. To pay all or any cost, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company with the concerned authorities.
25. To subscribe, contribute or grant money for any national charitable, benevolent, public, general or useful object or fund for any exhibition.
26. To provide for the welfare of the employees of the Company

and their families dependents either by grant of money, pension allowances or in any other manner whatsoever.

27. To provide, for the welfare of the employees or ex-employees of the Company, and wives, widows and families or the dependents or connections of such persons, and to give award or allow any pension, gratuity, compensation, grant of money, allowance, bonus or other payment to or for the benefit of such persons whether they have or have not a legal claim upon the Company and in particular, to provide for the welfare of such persons by creating and from time to time subscribing to statutory and other funds or trusts, and by providing or subscribing or contributing towards places of institutions and recreation, hospitals and dispensaries, medical and other attendance and assistance and to contribute to charitable, benevolent or useful objects of a public character, the support of which will tend to increase and reputation of the Company among its members or the public.
28. To take all steps which may be necessary for promoting supporting or opposing legislation or their action affecting the interests of trade, commerce and industry by and Government, Central, State or otherwise or any Department thereof or by and local body or any public or semi-public body or officer and in general to take the initiative and/or join in taking any action to secure protection and develop trade, commerce and industry in all respects.
29. To move the authorities concerned for sending writing Instruments Delegation to foreign countries in the interest of the writing instruments trade and industry and to provide facilities to such delegation.
30. To move the authorities concerned to adopt a strict policy in the import of writing instruments goods from foreign countries and to give facilities for the growth of the indiginous industry.
31. To publish an official journal of the Company giving prominence to its aims, objects and activities for the spread of knowledge and information relating to the writing instruments trade and industry generally and to print and publish any advertisement, newspapers, periodicals, books, lectures or leaflets that may be deemed desirable.

32. To prosecute, appear in, defend or compromise or give up all and every manner of proceeding, civil, criminal or administrative or any arbitration or inquiry or proceedings before any commission for the protection or assistance of any members of the Company or for otherwise furthering the purposes of the Company or any of them.
33. To sell, improve, manage, develop, lease, mortgage, charge, hypothecate, dispose of or otherwise deal with all or and of the property, rights or privileges of the Company.
34. To take any gift or property whether subject to any trust or not for any one or more of the objects of the Company.
35. To take any such steps by personal or written appeals or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscription or otherwise.
36. To borrow or raise or secure the payment of money which may be required for the purposes of the Company in such manner as the Company may think fit, and in particular by the issue of promissory notes, bonds, debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property, both present and future and to purchase, redeem and pay off such securities or in such manner as the Company may think fit.
37. To invest and otherwise deal with the moneys of the Company in such manner as may from time to time be determined by the Committee and to open and operate current or fixed deposit accounts with any Banks.
38. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, railway receipts, warrants debentures and other negotiable or transferable instruments or securities.
39. To consider and formulate opinions, proposals and actions upon all questions connected with trade, commerce and

industry and initiate or support necessary action in connection therewith.

40. To establish just and equitable principles in pursuit of trade, commerce and industry.
41. To make representations to all Central or State Governments or local or public or semi-public authorities, executives or legislative on any matter directly or indirectly affecting trade, commerce and industry.
42. To undertake enquiries and actions for securing redress for legitimate grievances in any branch of trade, commerce and industry as also all such other actions as may be conducive to the expansion of Indian trade, commerce and industry or incidental to the attainment of the above objects.
43. To establish a fund or funds for carrying out any one or more of the objects of the Company.
44. To establish a Trust or Trusts and/or appoint Trustees thereof from time to time and vest the funds and/or the surplus income and/or any property of the Company in the Trustees who shall hold and deal with the funds, surplus income or property of the Company in such manner as the Managing Committee of the Company may decide.
45. To undertake by arbitration the settlement of commercial disputes and also to provide for arbitration in respect of disputes arising in the course of trade, commerce and industry and to secure the services of expert technical and other personal for that purpose, if necessary or desirable.
46. To sponsor, undertake, establish and execute any trusts, endowments and/or funds for the purpose of providing relief on occasions of national calamities like earthquakes, fire, tornados and floods or for other purposes which may seem to the Company desirable and which may be considered charitable.
47. To subscribe to, become a member of and co-operate with, to

aid or to receive aid from any other society or association whether incorporated or not, whose objects are wholly or partly identical with or similar to those of the organisation and procure from and to communicate to any such society or association such information as may be likely to benefit the objects of the Company.

48. To make and from time to time alter, revoke re-enact and enforce rules and bye-laws for the benefit of and binding on the Company and/or its members, and in so far as may be requisite or expedient, to apply for statutory powers for the making, passing and endorsement or rules or bye-laws binding upon those interested in the writing instruments trade and industry.

(C) OTHER OBJECTS - NIL

IV. The objects of the company extend to the whole of India.

- V. 1) The Income and property of the company whatsoever derived shall be applied solely for the promotion of its objection set forth in this Memorandum.
- 2) No portion of the income or property aforesaid shall be paid or transferred, directly or indirectly by way of dividend bonus or otherwise by way of profit, to persons, who at any time are or have been members of the company or to any are or more of them or to any person claiming through any one or more of them.
- 3) (Except with the previous approval of the Central Govt. no remuneration) or other benefit in money or moneys worth shall be given be the company to any of its members, whether officers or servants of the company or not except payment of out of pocket expenses; reasonable and proper interest on money lent, or reasonable and proper rent on precises let to the company.
- 4) (Except with the previous approval of the Central Government no member) shall be appointed to any office under the company which is remunerated by salary, fees, or in any other manner not excepted by sub-clause (3).

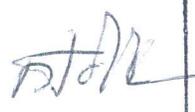
- 5) Nothing in the clause shall prevent the payment by the company in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being a member) in return for any services actually rendered to the company.
  - VI. No alteration shall be made to this memorandum of association or to the Articles of Association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved to the (Regional Director); department of Company affairs Bombay.
  - VII. The liability of the members is limited.
  - VIII. Each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year afterwards for payment of the debts or liabilities of the company contracted before ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding a sum of Rs. one.
  - IX. True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place and of the property credits and liabilities of the company and subject to any reasonable restrictions as to the time and manner of inspecting the office that may be imposed in accordance with the regulation of the company for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the company shall be examined and the correctness of the balance sheet and the income and expenditure account ascertained to one or more properly qualified auditor or auditors.
  - X. If upon a winding up or dissolution of the company, remains, after the satisfaction of all the debts and liability and property whatsoever, the same shall not be distributed amongst the members of the company that but shall be given or transferred to such other company having this acts similar to the objects of the company, to be determined by the others of the company at or before the time of dissolution of in default Judicature that has or may acquire jurisdiction of, by the High Court in the matter.
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We, the several persons, whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a Company in pursuance to this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Names, address description and of occupation of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, Address and description of Witness
<p>Mr. Trikamlal K Shah 241/3 Jawahar Nagar Goregaon West Bombay 400 062.</p>		T. K. Shah	
<p>Kantilal Jugrajji 101, @ FRIENDS Co-op Housing Society N.S. Road nos J.V.D.S. Juhu Bombay-56</p>		Kantilal	
<p>Anantaji H. Gullhi Chandra Vinay South Pond Road Vile Parle West Bombay - 56</p>		<u>Anantaji</u>	
<p>Sulendra Anand 403 Riya Palace 4th Cross Lane Lokhandwala Complex Andheri (W) Bombay</p>		Sulendra Anand	
<p>400053 Total ....</p>			

Bombay :

We, the several persons, whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a Company in pursuance to this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Names, address description and of occupation of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, Address and description of Witness
Krichanlal R. Kulkarni 74 Jawahar Nagar Goregaon (W) Bombay 62			
Bhupinder J. Gandhi 601, Kumbhat 15th Rd. Khar Bombay 52			
H. P. JOTI 12 A MUMBAI SHAW COOP STREET 212, S V RD BOMBAY 56			
Vinod Chand Jangalpet 165 Jawahar Nagar Colaba Bombay			
<b>Total ....</b>			

Bombay :

ARTICLES OF ASSOCIATION

OF

**WRITING INSTRUMENTS MANUFACTURERS'  
ORGANISATION (INDIA)**

1. Interpretation :

In the interpretation of these Articles, the following words and expressions shall have the following meanings, unless repugnant to the subject or context :

- (a) The Company shall mean the Writing Instruments Manufacturers' Organisation (India).
- (b) These Articles mean and include the Articles of Association of the Company from time to time in force.
- (c) Managing Committee shall mean the Managing Committee of the Company.
- (d) Rules and Regulations mean and include Rules and Regulations of the Company from time to time in force.

- (e) Member of the Managing Committee shall be deemed to include the President and Vice-Presidents of Regional Offices in India and other Committee members of the Company.
- (f) Secretary means the Jt. Secretary/Hon. Secretary.
- (g) In writing or written shall include words printed typewritten, lithographed or reproduced in any manner in a visible form.
- (h) Words indicating singular number shall include the plural number and vice versa.
- (i) Act means the Companies Act, 1956 or any statutory modifications or re-enactment thereof for the time being in force.
- (j) Section means the relevant section of the Act.
- (k) Seal means the common seal of the Company.

## 2. Membership :

The number of members with which the organisation proposes to be registered is 100 but the Managing Committee may, from time to time, whenever the Company or the business of Company requires it, register and increase of members.

There shall be two classes of members :

1. Ordinary Members.
2. Life Members.

## 3. Eligibility for Membership of the Company :

- (a) Any individual, firm association or a body corporate incorporated under any law or regulation for the time being in force interested directly or indirectly in trade, commerce and industry, profession and vocation shall be eligible to become an ordinary member and/or life members as the case may be, provided that, such individual, firm,

association or body corporate is either domiciled or has a place of business in India.

- (b) The Managing Committee shall have powers to enrol as Honorary persons of the Company distinguished Indians and such other persons who may have rendered special services to the country in general and/or industry and commerce in particular.
- (c) The applicant shall sign and forward an application form for membership as may be prescribed from time to time by the Managing Committee alongwith any prescribed fee and the Managing Committee shall be the sole judge as to the eligibility or otherwise of an applicant for membership of the Company under this Article and they shall not be bound to assign any reason whatsoever for their decision, which shall be final and conclusive against the applicant.

Explanation : Every member whose name is included in the Register of Members and continues to be a member on the date of registration of the Company as a company, shall ipso facto become a member of the company and shall be entitled to all the benefits under and shall be bound by these Articles of Association, so long as he continues to be a member.

4. The name of not more than one person each of whom shall be a Director, Proprietor, Partner, Manager or other principal officer nominated as the representative of the applicant. Failure to give or disclose fully and of the mentioned in the prescribed form shall entitle the Committee at its absolute discretion to refuse, suspend or terminate membership. Every application shall be submitted to the Hon./Jt. Secretary to the Committee with the least possible delay. The Committee shall have absolute power and discretion, to accept or reject any application without being bound to give any reason.

5. General Body Meetings :

All general body meetings other than annual general body meetings shall be called extra ordinary and/or special general body meetings.

The Company may, whenever it think fit, call an extraordinary and/or Special General Body Meeting.

- (a) If at any time there are no committee members capable of

acting, who are sufficient in number to form quorum, members of the Company may call an extraordinary general body meeting in the same manner as early as possible, as that in which such a meeting may be called by the Company.

(b) For calling any meeting members must be given 21 days time.

6. Disqualified for membership not eligible for six months :

A person, company, factory, institution whose application for admission as a member is rejected, shall not be eligible for admission again until after the expiration of six calendar months from such failure to secure admission.

7. Proceedings at General Meetings :

- (1) No business shall be transacted at any general meeting unless a quorum of members are present at the time when the meeting proceeds to business.
- (2) Save as herein otherwise provided, five members present in person shall be a quorum.
- (3) If within half an hour from the time appointed for holding the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved.
- (4) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day at such other time and place as the Company may determine.
- (5) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (6) The President, if any, of the Company shall preside as president at every general meeting of the Company.
- (7) If there is no such President, or if he is not present within fifteen minute, after the time appointed for holding the meeting, or is

unwilling to act as President of the meeting, the members present shall elect one of their member to be president of the meeting.

- (8) The President may, with consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (9) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (10) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (11) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (12) In the case of an equality of votes, whether on a show of hands or on a poll, the President of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
- (13) Any business, other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

8. Subscription :

Each ordinary member shall pay in advance his or its annual subscription at such rates as may from time to time be fixed by the Managing Committee and as approved by the members in General Meeting.

Each Member who wants to be a member shall pay entrance fee at such rates as specified may from time to time be fixed by the Members in General Meetings.

Any individual, firm or body corporate incorporated under any law or regulation can join as Life Member on payment prescribed by the Managing

Committee the proceeds of which will be credited to a Fund which shall not be expend on revenue account but the interest whereof shall be taken to revenue account. Such Life Member shall be exempted from payment of any annual subscription.

A sole proprietary concern, shall be deemed to be an individual.

9. Failure to pay Subscription :

If any member shall fail to pay his one annual subscription within three calendar months after the same shall have become due, the Secretary shall send a Registered Notice to such member requiring the member to pay subscription within a prescribed period of seven days and if payment of the subscription be not made within such period then such member shall cease to be a member of the Company. Such member, however, may be re-admitted at any time within six months then next ensuing on assigning to Committee reasons which he considers satisfactory for failure to pay the subscription, and on payment of arrears of penalty if any.

10. Enrolment-Rights and Privileges of Member :

Members can only be enrolled in the name under which they carry on their business of manufacturing activities and shall for all purposes of the Company be represented by the members themselves personally or by any one of the respective persons nominated as their representatives in their applications for membership. Every such nominee shall be entitled to exercise all or any of the rights and privileges of Membership as regards attendance and voting at meetings and otherwise generally as effectually as the member represented by him. The nomination made in an application for Membership may subsequently be altered from time to time by a notice in writing to the Secretary but every such alteration shall be subject to the prior sanction of the Committee.

11. Register of Members :

The Company shall cause to be kept a Register in which shall be entered (a) the name under which each member carried on business of trade (b) the name of names of the person or persons nominated as representation by the member in his or their application and designation (c) the address given in the application. Every member shall forthwith notify to the Secretary any change of address and such altered addresses and the name of any substituted nominee appointed by a Member sanctioned by the Committee shall immediately be entered in the Register. The address so registered shall be the registered address of the Member.

## 12. Warning, Suspension of Member :

In the event of any question arising respecting the conduct of a member, a meeting of the Committee shall be convened to enquire into the matter at which such member may be invited to attend. If in the opinion of the Committee for which the Committee shall not be bound to assign any reasons, a member has been found guilty of conduct detrimental or prejudicial to the interest of the Company or thereof, he may be cautioned, suspended but no member except by the vote of at least three fourths of the members of the Committee. Any member suspended as aforesaid shall be entitled within 21 days of receiving notice of suspension to appeal to the Company in writing and the organisation shall upon such appeal have power to cancel such suspension or to reinstate the member by vote at its next General Meeting provided that such member shall not in the even of his suspension being cancelled or being reinstated be entitled to claim any compensation or damages for suspension from membership in the meanwhile. If any member so removed from membership in the meanwhile. If any member so removed from membership shall be an officer bearer his office shall be ipso facto vacated. No member suspended under this Article shall be entitled to repayment or refund of his entrance fee or subscription already paid or any part thereof.

## 13. Termination of Membership :

- (a) The member tenders his resignation in writing to the Committee giving three months notice.
- (b) The member is found guilty by a competent court of an offence involving in the opinion of the Committee gross civil or criminal misconduct.
- (c) The member shall be adjudged insolvent or be wound up. A member ceasing to be a member of the Company shall forfeit all right to or claim upon the Company its property and funds.
- (d) On closing the manufacturing activities of writing instruments or parts thereof.

Any member who shall by any means cease to be a member shall nevertheless remain liable for and shall pay to the Company all moneys which at the time of such member ceasing to be a member may be due from such member of the Company.

## 14. Privileges of Members :

A member of the Company shall be entitled :

- (a) To obtain publications of the Company, at such charges as may be determined by the Managing Committee.
- (b) To the free use of the Company Library.
- (c) To vote at all meetings of the Company or on any matter referred to the General Body of Members by circular.
- (d) To be elected as an office-bearer of the Company.

Explanation : Only one authorised representatives of a firm, or association or body corporate being an ordinary and/or life member shall be entitled to exercise the rights and privileges conferred upon a member.

## 15. Eligibility :

- (1) The Secretary shall maintain a Register of Members of the Company containing names of individual members and of individuals who may be representing, for the time being, any member or members of the Company, whether associations, firms or limited company. A partnership firm may nominate any of its partners, a limited company may nominate any of its Director or senior executives and an Association may nominate any of its office bearers or any member of its Managing Committee to be its representative. All changes in the names of representatives, individual members and their addresses etc., shall have to be notified in writing, to the Secretary for purposes of election to the Managing Committee. A list prepared on the basis of this Register will be called the electoral roll of the Company and shall be deemed as such not only for purposes of the election to the Managing Committee but also for purposes of elections of representatives of the Company on various public bodies. For purposes of election to the Managing Committee only those whose names are thus registered shall be entitled to vote, but in a case where it becomes impossible for a person so registered as the representative of any partnership fir, limited company or association to vote on the day of election by reason of his absence or likelihood of absence from his principal place of business or head office or

registered office, as the case may be, or due to illness or other unforeseen event, in that event such partnership firm shall be entitled to nominate another partner, such limited company shall be entitled to nominate another director or senior executives and such association shall be entitled to nominate any other office bearer or member of its Managing Committee, to vote on its behalf, provided, however, that such nomination is received by the office.

- (a) in the case of a partnership firm, body-corporate or association having its principal place of business or head office or registered office in Greater Bombay, by an intimation in writing on their official letter-head to the organisation, at least 3 days before the day of the election.
  - (b) in the case of member residing in mofussil area by an intimation in writing, at least 10 days before the day of the election.
  - (c) in a case of a proprietary or individual firm, the person registered as the representatives shall have to come in person to vote and no nomination shall be permitted.
- (2) For purposes of other elections the Secretary shall ask for any changes in the names of representatives, addresses, etc., as provided in the rules relating to those elections and all such changes or additions or alterations or deletions will be notified in writing to the members within the time specified in the rules for those elections. No member shall however be entitled to vote unless he continues to be and is a member on the date of election. The elected individual will be considered to be personally elected as representing the particular member, and on such member ceasing to be a member for any reason, the seat of the elected member shall be deemed to be vacated.
  - (3) Any member of a firm or its representatives, being on that account a member or a representative of a member of the organisation on severing the partnership or connection with the firm, will no longer be a member of the Company.
  - (4) An individual representing any member of the organisation whether as association, firm or body corporate shall ipso facto cease to be the representative of such member on his being

convicted of an offence under the Indian Penal Code involving moral turpitude.

- (5) The Electrical Roll for purposes of the Annual Election to the Managing Committee shall be prepared, printed and published at the office of the Company on or before 31st March in each year. Printed copy of such electoral roll shall be kept open for inspection of members at the office of the Company during office hours and those members who desire to have a copy of the same, may so intimate to the Company before 28th February and a copy thereof shall be supplied to the member on payment of price as fixed by the Managing Committee of the Company from time to time.
- (6) For the purposes of this Articles, the term "member" shall not include Honorary Persons. The Secretary shall maintain a separate list of such Honorary Members.

16. Meetings of Members :

- (1) There shall be a General Meeting of Members, which shall be called the Annual General Meeting within three months of the 31st March when the official year of the Company closes to transact the following business :
  - (a) To receive the Annual Report of the Managing Committee and the Audited Statement of Accounts of the Company.
  - (b) To declare the Office-bearers and the Members of the Managing Committee of the Company.
  - (c) To appoint an Auditor for the ensuing year.
  - (d) To transact such other business only as the Managing Committee may deem necessary and of which the Secretary, under the directions of the managing Committee (whose decision in that behalf shall be final and conclusive) shall have given notice to the General Body of Members by post or otherwise of three days before the date of the meeting.
- (2) The meeting shall be held during the course of the year in addition to

the Annual General Meeting, one ordinary General Meeting when a resume of the work done during the previous half year will be given to Members who shall be entitled to discuss matters relating to the same thereat.

- (3) An Extraordinary General Meeting of the Members may also be called whenever the Managing Committee think fit and the managing Committee shall call such Meeting on the requisition in writing by such member or members who have at the date of deposit of the requisition not less than one-tenth of the total voting power of all the members having at the said date a right to vote stating the object of the meeting and the text of the resolution to be moved thereat. The business of such Meeting shall be confined to the business for which it has been convened.
- (4) Any General Meeting, whether ordinary or extraordinary may be called by giving not less than 14 days notice in writing to members specifying therein the day, place, hour and objects of the meeting provided a general meeting may be called after giving shorter notice than that specified herein above if consent is accorded thereto by all the members entitled to vote thereat.
- (5) The term 'member' in this Article shall not include an Honorary persons.

(Explanation : In computing the number of days for the purpose of giving notice under this Article the day on which the notice is issued and the day of the meeting shall be excluded).

17. Managing Committee :

1. President
2. Vice-President (from every region)
3. Hon. Secretary or Joint Secretary
4. Hon. Treasurer
5. Seven Elected Members.

Co-opted Member :

The Committee on election shall have power at their absolute discretion to co-opt not more than one member.

18. Election to Managing Committee :

- (a) Election of President Vice-Presidents, Hon./Jt. Secretary/Hon. Treasurer and Committee Members shall take place at General Body Meeting.
- (b) Such of the members as shall have obtained the biggest number of votes at the Annual General Meeting shall be deemed to have been elected in order of the votes obtained by them. But in the event of any one or more of such elected Members refusing to serve on the Committee the Member or Members who has or have obtained the next highest number of votes shall be deemed to have been duly elected in his or their place.
- (c) The Secretary shall before the 31st March circulate to the members a list showing the attendance of members of the Managing Committee at their meetings during the year and invite nominations for election to the office of President, Vice-President and members of the Managing Committee. Within fourteen days of the receipt thereof, nominations for Presidentship, Vice-Presidentship and Members of the Managing Committee duly proposed, seconded and signed by the nominee shall be send to the Secretary, and if any member desires to withdraw his nominations, he may do so within four days from the expiry of the said period of fourteen days. The Managing Committee shall before the Annual General Meeting, fix a day which shall be prior to that meeting, for the election of the members of the Managing Committee to fill in the vacancies caused by the retirement of members the President and Vice-President. The Secretary shall prepare and publish a list of nominations received by him, and shall circulate the same amongst the member of the organisation along with the intimation of the date fixed for the election of the Managing Committee at least three clear days before the date of the election.
- (d) The Managing Committee shall appoint two scrutineers, who must be members of the Company but shall not be candidates for election.
- (e) Canvassing of any nature, whether oral or in writing, shall not be carried on by any person or persons other than the candidate or his

election agent on the day of the election at the premises of the Company or inside any enclosure or mandap erected for the purpose of the election. For purposes of this provision each candidate shall be entitled to nominate one election agent whose name shall have been communicated to the Secretary, in writing, at least one day before the date of the election.

- (f) On the day of the election the ballot box will remain open for six hours. The actual hours of polling within the said six hours may be fixed by the Managing Committee but the same shall not be ordinarily changed from year to year. The Managing Committee may, however, at their discretion, make any change therein under special circumstances of which they shall be sole judges. The voting papers shall be supplied to the members or their registered representatives who shall fill these up and place them in the ballot box. The President and the Vice-President shall be elected from among the nominations received for the Presidentship and Vice-Presidentship respectively, and members shall be elected from amongst the nominations received for membership to the Managing Committee. Votes recorded for a candidate for Presidentship or Vice-Presidentship will be ipso facto recorded for his election as a member of the Managing Committee. The President and Vice-President shall be ex-officio members of the Managing Committee. The counterfoils of these voting papers shall be signed by members or their registered representatives and shall remain with Secretary or an officer of the Company appointed by him. The Scrutineers shall seal the ballot box as also the package containing the signed counterfoils of the voting papers at the end of the polling on the day of the election. The Scrutineers, in consultation with Secretary, shall fix the same day on which the election takes place or the next working day for opening the ballot box and the result of the scrutiny, as declared by the Scrutineers shall be final and conclusive and shall be put up on the Notice Board of the Company over the signature of the Secretary.
- (g) This procedure will not apply in the case of the Members residing in mofussil area and who have not their offices in Greater Bombay.
- (h) Voting papers shall be sent by post to the Members residing in mofussil area and Association Members who have not their offices in Greater Bombay seven clear days before the date of election. The voting will be carried on in the following manner :
- (i) Big and small printed envelopes addressed to the Secretary of the Company will be sent to the members residing in mofussil area and

who do not have their offices in Bombay with voting papers. Members will enclose their voting papers in the small envelope and then enclose both these envelopes and a letter duly signed stating that the voting paper is sent by them a big envelope, and shall sent the same by post directly addressed to the Secretary or deliver the same in person to the Secretary who shall place the same in a separate ballot box provided for the purposes. This ballot box shall be opened by the Scrutineers with the Secretary along with the ballot box for the local members on the day of scrutiny, and all the voting papers will be scrutinised together.

- (j) The President, Vice-President and the Candidates standing for election will be allowed to be present at the time of scrutiny and counting of votes if they choose to do so.
- (k) No member shall be entitled to vote at any general meeting unless all the dues are paid upto date.
- (l) Any individual who is an ordinary member of the Company or an Authorised representative of such member shall be eligible to stand and be nominated for election to the office of the Member of the Committee at an Ordinary General Meeting in accordance with these Articles of Company and the Rules that may be framed and prescribed for election by the Committee from time to time.
- (m) Each member of the Company entitled to vote shall cast his vote in person. No member can cast more than one vote in favour of one candidate even if the number of seats vacant may be more than one.
- (n) All elected members of the Committee shall retire in the manner and at the time hereinafter mentioned but shall be deemed to continue in office until their successors are appointed and take the charge.
- (o) Every retiring member shall be eligible for re-election.
- (p) At the first general meeting of the Company after the whole of the members of the Committee shall retire from office. Such retiring members will be eligible for re-election.

- (q) All Committee members and President elected at the First General Meeting will hold office for three years from the date of election.

19. Power of the Committee :

- (a) The Committee shall manage the business of the Company and shall be entitled to exercise all such powers of the Company except as regards alteration of Rules as are not by the Companies Act, 1956 or any statutory modification thereof for the time being in force or by these articles required to be exercised by the Company in general meeting, subject nevertheless to any regulation of these articles to the provisions of the said Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act if done in good faith of the Committee which would have been valid if that regulation had not been made.
- (b) The principal business of the Ordinary General Meeting shall be to receive and adopt the report of the Committee as also Auditor's report and the accounts of the previous financial year, and to appoint Auditors and fix their remuneration.
- (c) To transact any other business which may be brought forward by the Committee or by any member with the permission of the Chairman or which may have been duly notified and placed on the Agenda by the Committee as hereinafter provided. Such General Meetings shall be called Ordinary General Meetings and all other general meetings shall be called 'Extra Ordinary General Meetings'. The Secretary shall notify in writing the time and place of every general meeting to every member at least 21 days previously specifying the place, day and hour of the meeting and in case of special business the general nature of such business.

20. Vacancy on the Managing Committee :

- (1) The Managing Committee shall fill up any casual vacancy of an ordinary member thereof by death or otherwise occurring during the year.
- (2) Non-attendance of a member of the Managing Committee without the previous permission of the Managing Committee at meetings of the Managing Committee for three times consecutively will be considered

a disqualification for his membership of the Managing Committee and his office shall be considered vacant for the purposes of this Article.

- (3) The Secretary will send a reminder of this Article to the member if he has absented himself for two times without the required permission.

21. Rules of the Managing Committee :

The Managing Committee may, from time to time, frame its own rules for the purpose of regulating its proceedings which may be amended or altered or revised as it may deem expedient from time to time.

22. Secretary :

For the purpose of the Annual Election of Office-bearers of the Company and for other elections for electing representatives of the Company on Public and Semi-Public Bodies, the Secretary or in his absence any other person performing the functions of the Secretary shall act as the Returning Officer whose decision on all issues pertaining to the Elections will be binding and final. He shall be in charge of all arrangements connected with such Elections.

23. Accounts of the Organisation :

The Managing Committee shall cause accounts of the Company to be kept and all receipts and funds shall be paid into such bank or banks as may be selected by it. Such accounts shall be regularly audited at the close of the year by auditors who shall be qualified for the purpose and adopted at the Annual General Meeting.

24. Meetings of the Managing Committee :

The Managing Committee shall meet at least once a month to dispose of all communications and references and consider all matters which may be on the agenda.

25. Minute Book :

The Managing Committee shall keep or cause to be kept regular books in which the minutes of its own proceedings as well as minutes of the General Meetings shall be regularly recorded. Such minutes shall be open for inspection, during the usual business hours, by any member of the Company on his giving at least 24 hours notice to the Secretary of the Company

and such member shall be entitled to take such extracts there from as he may think fit.

26. Committees :

- (1) At the Commencement of each financial year of the Company, the Managing Committee shall be entitled to appoint Committees consisting of persons who are members or their representatives as also persons other than members as the Managing Committee may deem proper for specific subjects or branches of activities. The Committees so framed shall make Reports to the Managing Committee on matters referred to them for their opinion and the Managing Committee shall, upon receipt of such Reports, take such decision thereon as the Managing Committee may deem fit.
- (2) The Managing Committee may, at their discretion, from time to time, appoint Committees consisting of persons who are members or their representatives as also persons other than members to consider and report upon such subject matters as they deem expedient. The Managing Committee and/or the Committee shall have the power to invite persons other than members to the meetings of the Committees to consult them and take their advice in such matters as may be deemed necessary.

27. Resignation :

Any member desire to resign shall give written notice to the Secretary, but such resignation shall be effective only on and from the date the same has been accepted by the Managing Committee.

28. Ceaser of Membership :

A member shall ipso facto, cease to be a member of the organisation if :

- (a) in the case of a member being an individual, he dies or is adjudged as insolvent.
- (b) in the case of a member being a firm it is dissolved or such firm is adjudicated insolvent.
- (c) in the case of a member being a body corporate or association, an

order may by a competent Court for winding up the body corporate or association except for re-constitution.

- (d) such member fails to pay subscription within 3 months from the date of the same becoming due and if the same is not paid within one month after the receipt of a written notice requesting the member to make payment of the same.

Provided that the Managing Committee may, on an application made by any person ceasing to be a member under this clause readmit such person on such conditions as they think fit.

Explanation : A firm shall not cease to be a member of the organisation by reason only of a change by the death or retirement of a partner or partners or by reason only of a mere change in the name of the firm without affecting materially the composition of the partners of the firms. The decision of the Managing Committee as to whether a member has ceased to be a member of the Company or not under this Article shall be final and conclusive.

29. Change in the name of Membership :

The Managing Committee shall have power to grant any request for change in the name of a member in such manner as they deem fit.

30. Equality of Votes :

In the case of equality of votes recorded for the election of the President or Vice-President or both. The Managing Committee will invite a second ballot as to who shall be elected. In the case of equality of votes recorded for members of the Managing Committee lot will be drawn and the election be declared in favour of the member who draws the lot.

The Company may establish and maintain branches either autonomous or affiliated to the Company at such places in India and on such terms as the Committee of the Company may deem suitable or expedient and control and regulate the policy, work and business of any such branches by rules, regulations or bye-laws from time to time to be made or varied by the Committee and to federate with other Company, bodies, corporations, firms or persons having objects altogether or in part similar to those of the Company on such terms and conditions as the Committee may deem fit.

31. President and Chairman :

The President shall preside at the meeting of the Committee. If at any meeting of the Committee the President be not present within thirty minutes of the time notified, the Committee may ask any of the Vice Presidents of the Company if present to preside, failing which the Committee may elect as Chairman any other of the members of the Committee present except the Honorary Treasurer.

32. Calling of Extra-Ordinary General Meeting on Requisition :

- (a) The Committee may call an Extra Ordinary General Meeting whenever in their opinion any question of urgent importance shall arise and shall be bound to do so on receiving a written requisition signed by atleast one third of the members of the Company notifying the object for which Extra-ordinary General Meeting is to be called transacted at an Extra-ordinary General Meeting, other than that for which meeting has been called.
- (b) If the Committee does not proceed to call a Meeting within 21 days from the date of the receipt of the requisition the requisitionists may themselves call the meeting, and such meeting shall be convened in the same manner as nearly as possible as that in which meetings are to be called by the Committee, but any meeting so called shall not be held after three months from the date of such receipt.

33. Duties of Hon./Jt. Secretary and Honorary Treasurer :

- (a) The Secretary shall devote himself entirely to the business and affairs of the Company. He shall have charge of all correspondence and shall keep an account of the funds of the Company and funds connected with and in any way controlled by the Company. He shall keep accurate Minutes of all the meetings of the Company and of the Committee. He shall have care of rooms, furniture, library, documents and other articles belonging to the Company. He shall give notices of all meetings of the Company or the Committee. He shall duly notify members of their election, nomination or appointment, shall countersign all cheques signed by the President or by any Member or Members of the Committee duly authorised in this behalf, shall collect all monies due to the Company and shall faithfully execute the decisions of the Committee. He shall prepare an Annual Report of the Company under the guidance of the Committee and generally perform all such duties as are incidental to his office.

- (b) The Hon. Treasurer shall keep all the accounts of the Company in such a manner as the Company may from time to time prescribe. The Hon. Treasurer shall have kept ready and submit to the Committee for their approval the Auditor's Report for the preceding year and upon approval thereof by the Committee he shall have them completed and ready for the Annual General Meeting. He shall have a copy of the Report Balance Sheet and Auditor's Report open for inspection at the office of the organisation one week before the ordinary Annual General Meeting.
- (c) The Hon. Treasurer shall have the power to collect and receive subscriptions and other contributions and to pass receipts for the same and to make disbursements in connection with the maintenance and conduct of the office of the Company which maintenance and conduct shall be under the control management of the Committee.
- (d) The Annual Balance Sheet previous to being laid before the General Meeting shall be certified to be correct upon an audit of the account of the Company by one or more Auditors appointed by the members at the preceding Annual General Meeting. The first Auditor or Auditors shall be appointed and his or their remuneration fixed by the Committee.
- (e) No member of the Committee or paid employee of the Company shall act as an Auditor.

#### 34. Borrowing :

If at any time the Company in General Meeting shall pass a resolution authorising the Managing Committee to borrow money the Managing Committee shall thereupon be empowered to borrow for the purposes of the Company such amount of money either at one time or from time to time and at such rate of interest and in such form and manner and upon such security including debentures as shall be specified in such resolution and thereupon the Trustees shall at the direction of the Managing Committee make all such dispositions of the Company property or any part thereof and enter into such agreement in relation thereto as the Managing Committee may deem proper for giving security for such loans and interest. All members of the Company whether voting on such resolution or not, and all persons being the members of the Company after the passing of such resolution shall be deemed to have accepted to the same as if they had voted in favour of such resolution.

## 35. Funds of the Organisation :

All moneys or funds of the Company shall be primarily paid into the hands of the Secretary who shall deposit the same into an account to be opened with any bank that may be approved by the Managing Committee in the name of the Company. All cheques on that account shall be signed by any of the two persons out of the President, the Vice-President, Jt./Hon. Secretary or Hon. Treasurer.

## 36. Indemnity :

The Managing Committee, the Office-bearers and the Members of the Managing Committee shall be indemnified in respect of all acts done by them for the Company in good faith and no Office-bearer or Member of the Managing Committee shall be liable for any act done by another office bearer or Member of the Managing Committee.

## 37. Alteration in Articles :

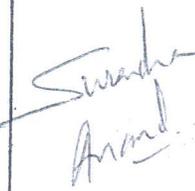
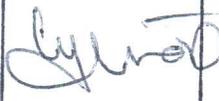
Printed copies of these articles shall be forwarded to all members and no alteration of addition shall be made therein or thereto save and except by a majority of three-fourths of the members of the Company present at a General Meeting specially convened for the purpose by a notice issued at least 14 clear days before the holding of such a meeting and in which all the terms of proposed alterations or additions shall have been clearly set forth with the prior approval of Central Government.

## 38. Power to frame Rules and Regulations :

The Managing Committee shall have power to frame from time to time such Rules and Regulations as they think necessary for the purpose of managing the affairs of the Company which under these articles they are empowered to do and to alter, add to or amend the same from time to time.

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We, the several persons, whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a Company in pursuance to these Articles of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Names, address description and of occupation of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, Address and description of Witness
Kamal Jugsay 101, Friends Coop. Hsg. Secty. BLD. No. 3 Road Nos. J.V.D.S. JUHU BOMBAY-8		Kamal	
SURENDRA S. ANAND 403 RIYA PALACE 4th CROSS LANE LOKHANDWALA GATE ANDHERI (W) BOMBAY-400053			
Bhupinder S. Gauthi 601, Rudra 15th Rd. Khera Bombay - 52			
NIRMAL CHAND JUDHAT RATHOD 165 JAWAHAR NAGAR GOREGAON BOMBAY (W)			
Total ....			

Bombay :

We, the several persons, whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a Company in pursuance to these Articles of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Names, address description and of occupation of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, Address and description of Witness
TRIKAMIAL K. SHAH 2/13 Jawahar Nagar Road No. 15 Goregam (w) Bombay 62			
12 A MODU BHOTA COOP STREET 212, S V RD ANCHOLI WTD BOMBAY 58			
Anantlal H. Goulli Chandra Vinay South Pond Road Vile Parle West Bombay 56			
Krishanlal R. Kulkarni 41, Jawahar Nagar Goregam (w) Bombay 62			
Total ....			

Bombay :