



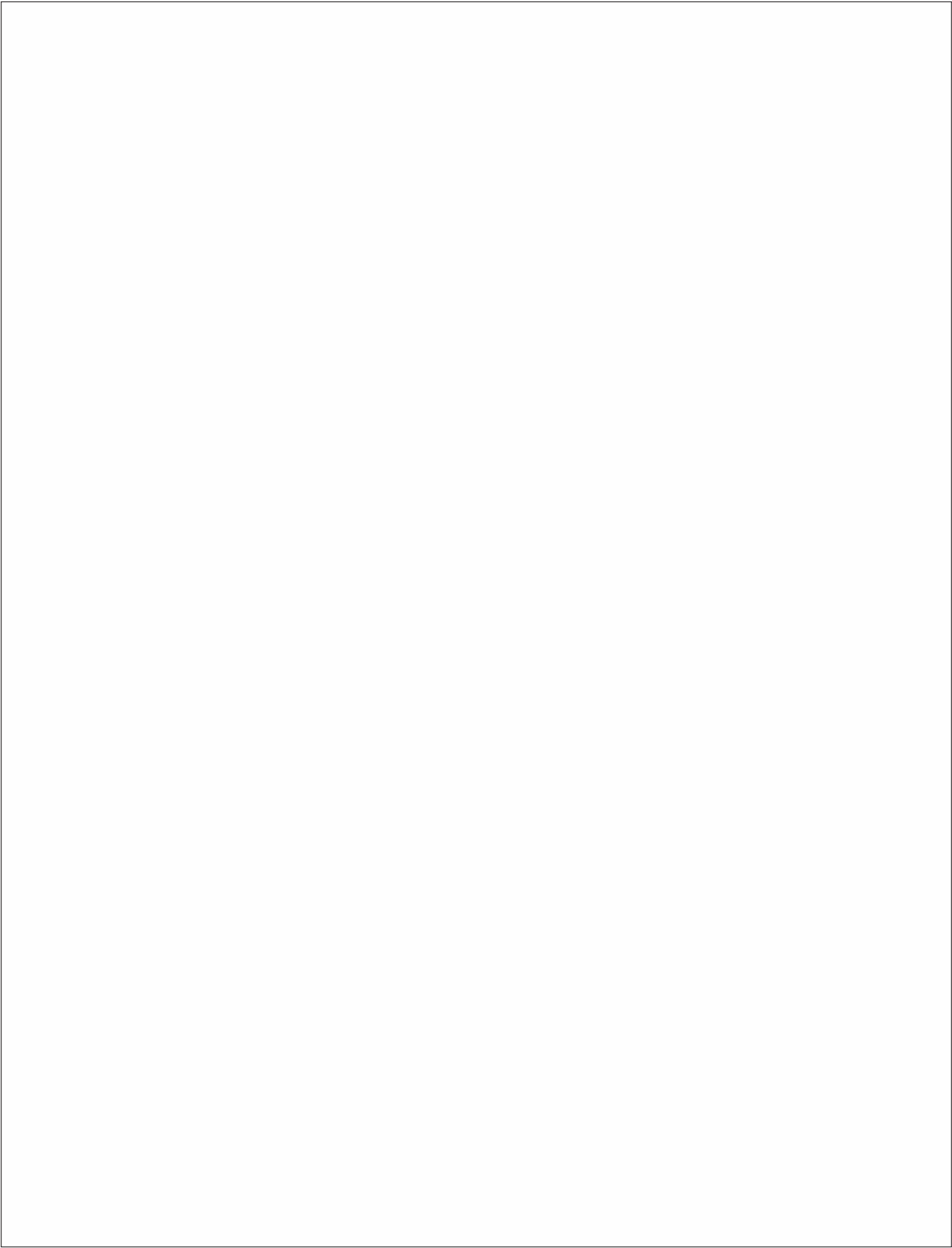
**APPAREL EXPORT PROMOTION COUNCIL**

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION**

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प्रारूप० आई० आर०  
Form I. R.  
निगमन का प्रमाण-पत्र  
CERTIFICATE OF INCORPORATION

ता०.....८८७७..... का सं० SAKA-१८९९.....  
No.....६८७७..... of 19.....७७-७८.....

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज अपरेल्स एक्सपोर्ट प्रमोशन काउन्सिल .....

कम्पनी अधिनियम १९५६ (१९५६ का १) के अधीन नियमित की गई है और यह  
कम्पनी प्रिसेमित है।

I hereby certify that APPARELS EXPORT PROMOTION COUNCIL

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and  
that the company is limited.

मेरे हस्ताक्षर से आज ता० ..... ३ फाल्गुन, १८९९..... को दिया गया।

Given under my hand at New Delhi.....this Twenty Second  
day of ..... FEBRUARY ..... One Thousand Nine Hundred and SEVENTY-EIGHT.

Sd/-

(हो० कुमार)

कम्पनी का रजिस्ट्रार

Registrar of Companies  
DELHI & HARYANA

**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME**

**COMPANY NO. 8877**

In the Office of the REGISTRAR OF COMPANIES, DELHI & HARYANA  
Under the Companies Act, 1956 (1 of 1956)

IN THE MATTER OF **APPARELS EXPORT PROMOTION COUNCIL**

I hereby certify that **Apparels Export Promotion Council**  
which was originally incorporated on 22nd ..... day of February .....  
1978 under the Companies act 1956 and under the name **Apparels Export  
Promotion Council**.

Having duly passed the necessary resolution in terms of Section 21 of Companies  
Act, 1956 and the approval of the Central Government signified in writing  
having been accorded thereto in the Ministry of Law, Justice & Company Affairs  
(Company Law Board) Regional Director, Northern Region, Kanpur Endt  
letter No. 2560—D/3684 .....

dated 20-6-84 the name of the said Company is this day changed to  
**APPAREL EXPORT PROMOTION COUNCIL** .....  
and this Certificate is issued pursuant to Section 23 (1) of the said Act

Given under my hand at New Delhi this 5th  
day of July, 1984 (One thousand nine hundred & Eighty Four).



Sd/-  
(B. M. ANAND)  
ASST REGISTRAR OF COMPANIES  
DELHI & HARYANA

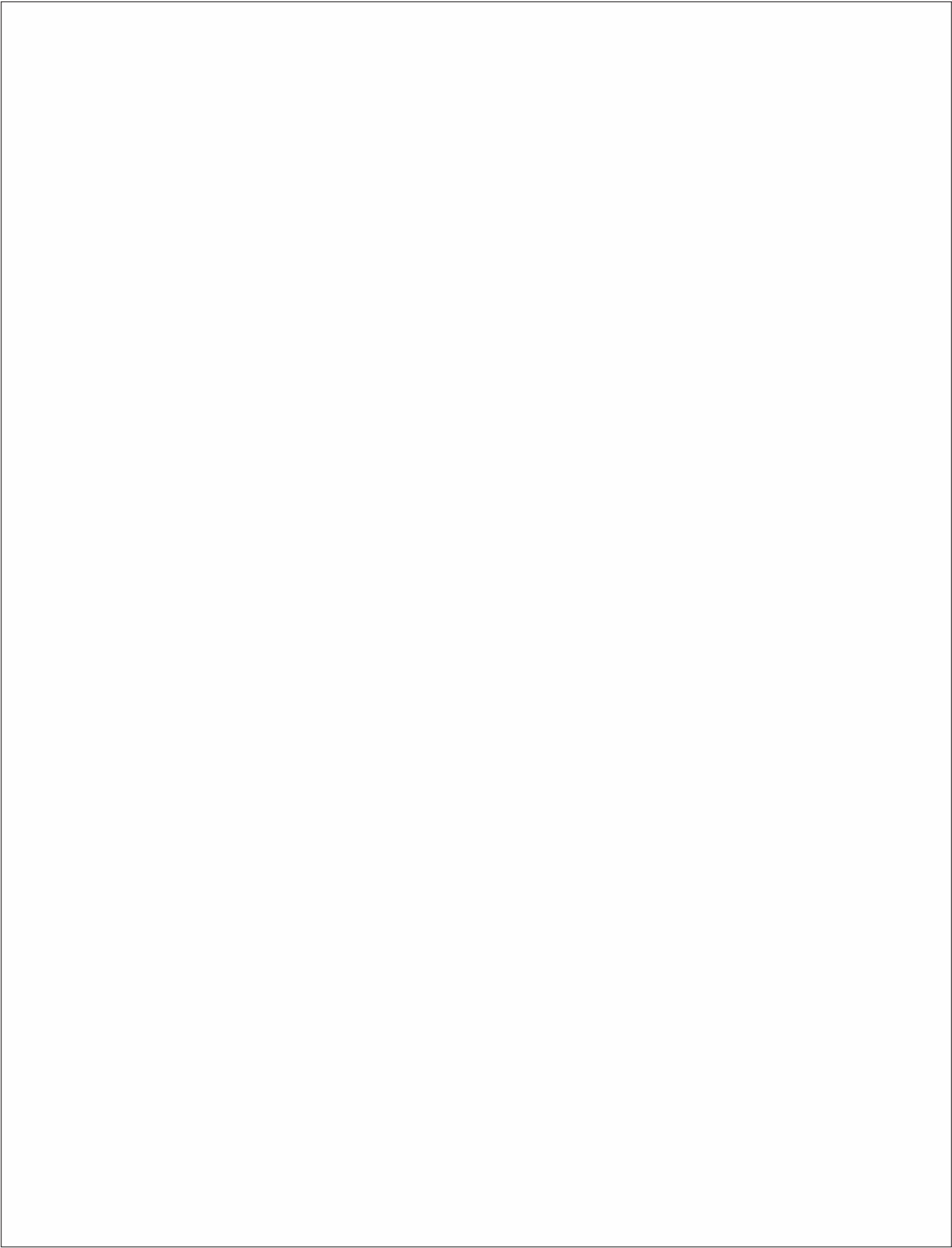
# **Apparel Export Promotion Council**

(As approved by the Ministry of Commerce, Government of India)

A Company Licensed under Section 8 of the Companies Act, 2013

**(As Amended up to 16.10.2021)**

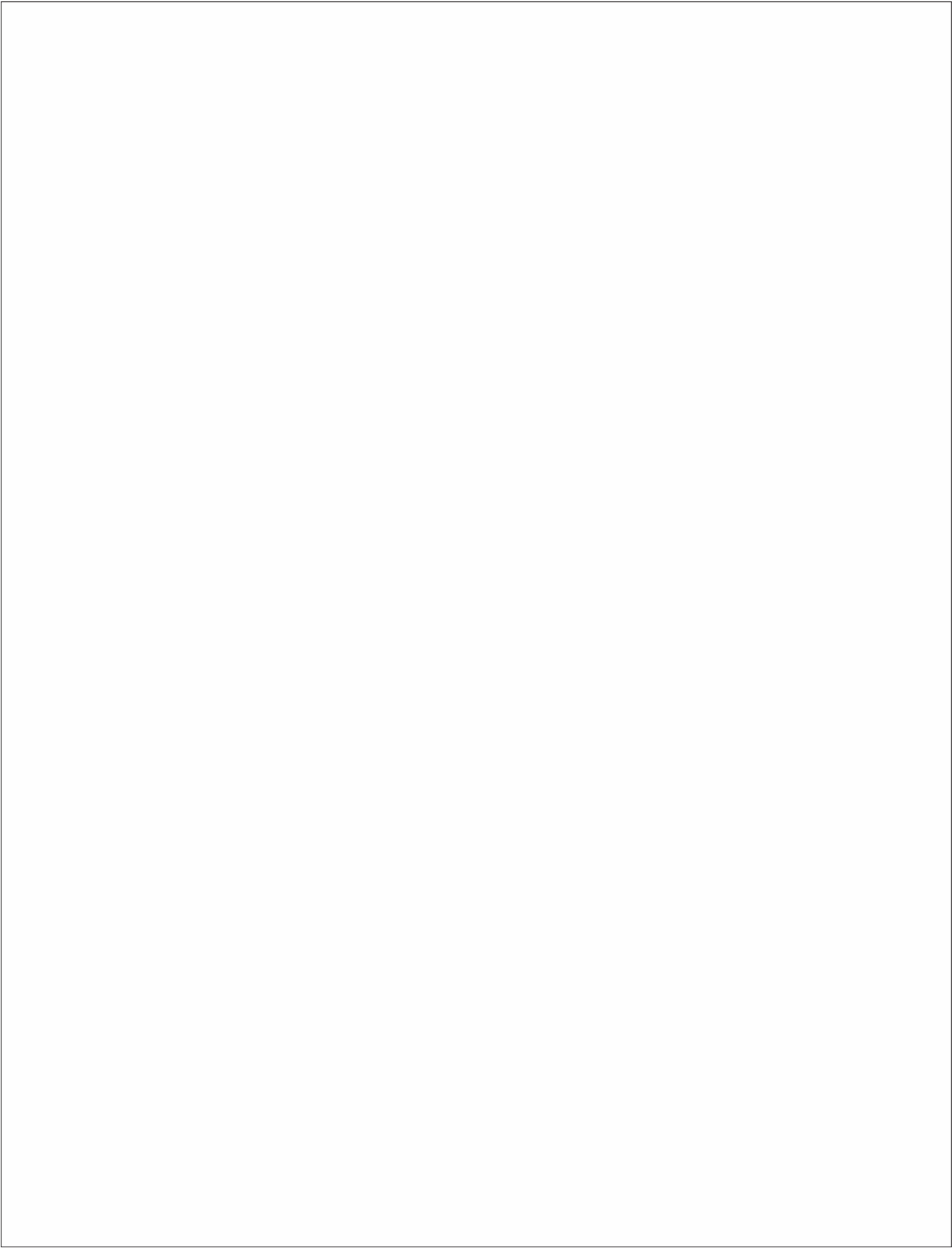
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MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
**APPAREL EXPORT PROMOTION COUNCIL**

(As approved by the Ministry of Commerce, Government of India)

A Company Licensed under Section 8 of the Companies Act, 2013.





## Genesis and Formation

# APPAREL EXPORT PROMOTION COUNCIL

## A NOTABLE ACHIEVEMENT FOR THE GARMENT INDUSTRY

With the formation of the Apparel Export Promotion Council, the garment Industry in our Country enters into a new era of further progress and development in its exports. The new Council will be a very important addition to 18 other export promotion councils contributing their share in the export promotion of different items. In the economic history of our country the formation of this Council is a most timely step to boost the exports of readymade garments.

Garment exports which amounted to only a few lakhs of rupees per year before 10 years, now has reached the significant figure of 250 crores per year. Up till now Cotton Textiles Export Promotion Council was handling the export promotion work of garments, but now as the garment industry has reached a stature and maturity and has achieved the target of 250 crores, the leaders of the garment industry thought that it would be in the best interests of the garment industry to have a separate export promotion council. Two leading organizations of readymade garments, CLOTHING MANUFACTURERS ASSOCIATION OF INDIA, BOMBAY and GARMENTS EXPORTERS ASSOCIATION, NEW DELHI took a lead in this matter and formed a special ad-hoc committee of the following Members:

Mr. P.N. Amersey (M/s Milton's Ltd., Bombay)  
President, Clothing Mfrs. Assn. Of India.

Mr. Vijay Mehta (M/s Intercraft Pvt. Ltd., New Delhi)  
President, Garment Exporters Association

Mr. B.P. Singh (M/s Singh Export Corporation, New Delhi)  
Ex-president, Garments Exporters Association

Smt. Premila Wagle (M/s Paville Fashions Pvt. Ltd., Bombay)  
Vice-President, Clothing Mfrs. Assn. of India.

Mr. S.L. Shah (M/s Hiralal Gulabchand, Bombay)  
Hon. Gen. Secretary, Clothing Mfrs. Assn. of India.

Mr. N. F. Mogrelia (M/s Zoro Garments Pvt. Ltd., Madras)

Mr. N.K. Banthia (M/s Magnum Enterprises, Calcutta)

Mr. B. Ramadorai (Chief Executive, M/s Handloom and Handicrafts Export Corporation, New Delhi).

The idea of forming a separate export promotion council for the garment industry caught the imagination of the garment exporters all over the country but the actual formation was not an easy task. It was full of various hurdles at various stages. There was some unexpected impediments also but still, however, the promoters achieved this herculean task with great sacrifice and concentrated efforts on their part. There were number of meetings and

discussions with the Hon'ble Commerce Minister, Mr. Mohan Dharia, Secretaries of the commerce Industry, Dr. Rau, Mr. B.L. Das, Mr. A. Ramchandran and other officers of the Commerce Ministry and number of meetings were held with the Regional Director, Company Law Board, Kanpur and Registrar of Companies, New Delhi and the task was accomplished with determination, zeal and devotion, for which the garment industry in our Country shall always owe deep sense of gratitude to the Promoters.

The garment industry also owes its sincere gratitude to the Hon'ble Commerce Minister, Sh. Mohan Dharia who is a great champion of small industries for making an announcement in this House of Parliament for the formation of this Council on 1<sup>st</sup> July, 1977. This Council also owes its existence to the initial financial grants made by Clothing Manufacturers Association of India, Bombay and Garments Exporters Association, New Delhi. It is an all India autonomous body and its Memorandum and Articles of Association has been approved by the Ministry of Commerce, Government of India.

The development of Exports of garments achieves three fold task:

- i) Earning foreign exchange for the Country;
- ii) Providing employment;
- iii) Encouraging tourism:

During the course of discussions for a separate Council, the Commerce Minister. Mr. Dharia had suggested that there should be a federation of all garments Associations which should look after the Home front as well as exports of garments. This suggestion was welcomed by the leaders of garment industry and an organization named, 'Indian Garment Manufacturers Federation', was formed in August 1977. Let us hope this Federation will ultimately prove a great platform for the unity of all garment interests in the Country.

The formation of this Council is a test and a challenge for the garment exporters. Let us hope that the national task of doubling the present exports of garments from this Country will be achieved within a few years and to use the words of the leading Industrialist of Bombay, Mr. Naval H. Tata "All future exports of fabrics from this country will be in the form of garments only."

Prof. J.J. Desai  
Secretary  
Indian Garments Manufacturers Federations  
&  
Acting Secretary  
Apparel Export Promotion Council

(This preamble is not a part of the Memorandum & Articles of Association)

# MEMORANDUM OF ASSOCIATION OF Apparel Export Promotion Council

- |      |  |                          |
|------|--|--------------------------|
| I.   | The name of the Company is, ' <b>APPAREL EXPORT PROMOTION COUNCIL</b> '<br>(Hereinafter referred to as the "Council"). | <b>Name</b>              |
| II.  | The registered Office of the Company shall be situated in the Union Territory of Delhi.                                | <b>Registered Office</b> |
| III. | The object for which the Company is established are:   | <b>Objects</b>           |
- A. MAIN OBJECTS:**
- (1) To promote, advance, increase, develop export of all types of readymade garments, excluding, woollen knitwear and garments of leather, jute and hemp.
  - (2) To undertake all export promotion measures, particularly to undertake market research, quota distribution and allocation, to find out the tariff and other restrictive practices of importing countries, to find out the product range and export prices of garments of other countries, to develop new designs and patterns of garments, to undertake marketing in individual foreign markets, to send trade delegations and missions to foreign countries as well as to survey export potential of readymade garments from the country.
  - (3) To appoint representative, agents or correspondents in foreign markets for the purpose of continuously and regularly reporting the markets prices, market preferences and latest fashions and designs prevalent in the foreign countries.
  - (4) To conduct propaganda and publicity regularly and continuously so as to bring to the notice of the importers and the public in foreign countries the advantages of trade and commerce with India and to create a liking for the various types of garments markets for the purpose of continuously and regularly reporting to manufacturers, traders and exporters of garments.
  - (5) To assist members, especially, in the small scale sector by giving assistance in the matter of understanding and implementation of the drawback, rules and procedures, import licence facilities provided and how to apply for the facilities.
  - (6) To establish design centres, to evolve improved design and patterns and garments suitable for export, to improve the qualities and

standards of the fabrics and garments by importing technical know how, to encourage export production of quality garments and to undertake necessary research in fashions, designs and techniques and to encourage manufacture of garments for exports.

- (7) To undertake training of workers and technical personnel, to improve the skill of workers engaged in garment manufacturing in India and to assist in the technological base of the garment industry.
- (8) To obtain from members of the Council and to prepare for the council as a whole, action plans for promotion of exports, development of export markets, generation of production for exports, setting of export targets generally and in relation to specific countries and commodities on an annual basis and for such medium and longer terms as may be considered desirable and to ensure/ undertake execution of such plans.

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

- (1) To assist and give guidance to the Members of the Council for registration with various authorities, about banking, requirement & procedures thereto and also for other procedural aspects in various fields inclusive of documentation relating to export and related matters.
- (2) To co-operate with government and other various organizations in the country and abroad with a view to further promotion of exports of readymade garments.
- (3) To establish, if necessary, export promotion offices and show rooms in any part of the world.
- (4) To open offices and show rooms in leading cities of India and overseas.
- (5) To organize and participate in trade fairs, exhibitions and shows for the promotion of readymade garments in India and all parts of the world, so as to maximize the exports of readymade garments from India.
- (6) To establish marketing consortiums so as to ensure maximum price realization to Indian exporters of readymade garments.
- (7) To discharge quota residual matters arising from garment export entitlement policy, if any & as may be extended from time to time by Ministry of Textiles.
- (8) To depute the Members or other officers of the council and / or their agents and / or representatives for survey of garments intended for export to foreign countries as a result of any dispute between the parties.
- (9) To lay down standards and quality of packing in respect of garments

intended for export and to formulate inspection procedures whenever necessary.

- (10) To enquire and investigate into complaints received from foreign importers or Indian exporters in respect of the quality, description or other particulars of garments exported from India or the non-performance or non-observance of the terms and conditions of contract relating to such exports and other connected matters and advising the manufacturers or exporters of readymade garments regarding the methods to be adopted to obviate such complaints of similar nature in future.
- (11) To make recommendations as may be necessary or expedient to government and public bodies, like, Chambers of Commerce where the Council on investigation of a complaint received by it is satisfied about its genuineness that the same has been caused by the willful or negligent act or acts of the manufacturer or the exporters of the goods as the case may be.
- (12) To facilitate of holding arbitration by such official of the council, member of the Executive Committee as may be so appointed by the Chairman for settling all disputes and differences of all concerned, whosoever, so agrees for such settlement by arbitration through the facilitation of Council.
- (13) To enunciate just and adequate principles governing the export trade in readymade garments and to set up a code of practices for the general guidance of exporters and manufacturers and further to simplify transactions relating to exports of such readymade garments.
- (14) To advice or represent to government, local authorities, public bodies on, the policies adopted by them in relation to the control on industry or commerce and other measures, including, direct and indirect taxation, provided that, such advice or representation shall be only in so far as such policies or measures have a bearing directly, or otherwise on the export of readymade garments.
- (15) To provide and / or made arrangements in any country for the establishment of museums, show rooms emporia and other agencies or methods of advertising for the proper conduct of publicity for Indian readymade garments or for the purpose of achieving any of the objects specified in this memorandum. To establish and maintain in India collections, libraries and compilations of literature and to translate, compile, collect, publish, lend or sell any literature connected with this trade.
- (16) To prepare, edit, print, publish, issue, acquire, and circulate books, pamphlets, papers, periodicals, gazettes, circulars and other literary, undertakings and to impart education by setting up & running vocational, technical, research and allied institution(s) for education, set up training

schools, colleges etc. in the field having a bearing upon industry, trade or commerce, especially, relating to garments and exports.

- (17) To secure good relations between the members of the Council.
- (18) To collect, classify and circulate statistics and other information regarding any trade, commerce and industry in relation to the main objects and make attempts, pursue, to do and carry on all acts required for social uplifting the standards of living of families employed in the industry, trade or commerce, especially, relating to garments and exports & all activities related thereto.
- (19) To arbitrate in the settlement of dispute arising of commercial transactions between parties willing or agreeing to abide by the award and to make regulations for settlement of claims in which the Members are involved.
- (20) To purchase or acquire by any other mean, all type of movable or immovable property(s) or to acquire any other interest whatsoever those may be in the name of the Council with all rights, privileges and benefits related thereto, for its own use or for its optimum utilization any of such property(s) for gain or without any consideration or on subsidized basis for use by any of the institution / bodies of any nature may be company incorporated under the Companies Act, Society, Partnership or any other such constitute or body under the aegis of Council on such terms as may be decided by committee.
- (21)
  - (i) To draw, make, accept, endorse, discount and execute negotiable instruments.
  - (ii) To deposit or invest the money of the Council in any banks, and/ or securities approved in this behalf by the Union Government. To open, maintain & operate bank account(s) in bank(s) overseas.
  - (iii) To collect funds or subscriptions from the Members as may be specified in the Articles of Association.
- (22) To remunerate any person or company for services rendered or to be rendered, on or about the formation of the Company or the acquisition of property by the Company, or the conduct of its business.
- (23) To subscribe to, become a member of, or be a affiliated to, and co-operate with any other company or Chambers of Commerce or Federation or an Association, whether incorporated or not whose objects are altogether or in part similar to those of the Council, and to procure from and communicate to any such Company such information as may be likely to forward the objects of the Council.
- (24) To effect all such insurance in relation to the properties of the Council

and the carrying on of its business or objects and any risk incidental thereto as may seem expedient.

- (25) To adopt such means of making known the activities and services of the Council as may seem expedient, and in particular, by advertising in the press, by circulars, by purchase and exhibition, by publication of books and periodicals and by granting prizes, rewards and donations.
- (26) To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Council or the dependents or connections of such persons, and to grant pensions and allowances, and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibitions, or for any public or usable object.
- (27) And generally to do all other lawful things as are incidental of conducive to the attainment of the above objects or any of them, provided that, the Council shall not support with its funds or endeavour or impose on, or procure to be observed by its Members or others, any regulations or restrictions which would make it a trade union.

**C. OTHER OBJECTS:- NIL**

- IV. The objects of the Council extend to the territories comprised within or without the Union of India. **Territorial**
- V. (1) The Income and Property of the Council whensoever derived shall be applied solely for the promotion of its objects as set forth in this Memorandum. **Income and Property**
- (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 had been Members of the Council or to anyone or more of them or to any persons claiming through anyone or more of them.
- (3) Except with the previous approval of the Central Government, the remuneration or other benefit in money or money's worth shall be given by the Council to any of its Members (whether officers or servants of the Council or not) except, payment of out-of-pocket expenses, reasonable and proper interest on money lent or reasonable and proper rent on premises let to the Council.
- (4) Except with the previous approval of the Central Government, no Member shall be appointed to any office under the Council which is remunerated by salary, fees or in another manner, not excepted, by sub-class (3) above.

- (5) Nothing in this clause shall prevent the payment by the Council in good faith of reasonable remuneration to any of its officers or servants (not being Member) or to any other person (not being Member) in return for any services actually rendered to the Council.

- |       |   |   |
|-------|---|---|
| VI.   | No alteration shall be made to this Memorandum of Association or to the Articles of Association of the Council which are for the time being in force unless the alteration has been previously submitted to, and approved by the Central Government.  | Alteration of the Memorandum and the Articles |
| VII.  | The liability of the Members is limited.  | Limited liability                             |
| VIII. | Each Member, undertakes to contribute to the assets of the council, 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 Council contracted before he ceases to be a Member and of the costs, charges and expenses of winding-up, and for adjustment of the right of the contributories amongst themselves, such amount, as may be required, not exceeding, a sum of Rs. 500/-.  | Guarantee                                     |
| IX.   | True accounts shall be kept of all sums of money received and expended by the Council and the matters in respect of which such receipt and expenditure take place and of the property, credits and liabilities of the Council and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Council 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 Council shall be examined and the correctness of the Balance Sheet and the Income and Expenditure Account ascertained by one or more properly qualified Auditor or Auditors. | Accounts                                      |
| X.    | If upon a winding-up or dissolution of the Council, there remains after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the Members of the Council but shall be given or transferred to such other company having objects similar to the objects of this Council, to be determined by the Members, of the Council at or before the time of dissolution or in default thereof, by the High Court of Judicature that has acquired or may acquire jurisdiction in the matter.  | Winding up                                    |
| XI.   | We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a Council Not For Profit, in pursuance of this Memorandum of Association.  | Association                                   |



## NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS

S. No.	Name and Description	Address	Occupation	Signature	Witness to signatures of all Subscribers
1.	Shri Purshotam Amersey S/o Nandial Amersey	M/s Milton's Ltd. Mathuradas Mills Compound, Lower Parel Bombay 400013 (President, Clothing Manufacturers Association of India, Bombay).	Business	Sd/-	<p style="text-align: center;">Sd/-</p> <p style="text-align: center;">I witness the Signature of all the Subscribers Prof. J.J. Desai (Son of J.J. Desai) Secretary, Indian Garments Manufacturers Federation, C-3, Commerce Centre, Tardeo Main Road, Bombay-400004</p>
2.	Shri Vijay Mehta S/o Shiv Nath Mehta	M/s Intercrafts (P) Ltd. 16A, Industrial Area, Phase -II, Naraina, New Delhi (President Garments Exporters Association, New Delhi)	Business	Sd/-	
3.	Shri Bhajan Pratap Singh S/o Pratap Singh	M/s Singh Export Corporation C -12, Safdarjang Development Area, Community Centre, New Delhi-110016	Business	Sd/-	
4.	Shri Shantilal Liladhar Shah S/o Liladhar M. Shah	M/s Hiralal Gulabchand 40/41, Ashok Chambers, 56, Broach Street, Bombay-400009	Business	Sd/-	
5.	Smt. Premila Wagle W/o Nityanand Wagle	M/s. Paville Fashions Pvt. Ltd. 1, Forbes Street, Bombay-400023.	Business	Sd/-	
6.	Shri Nariman Mogrelia S/o Framroz Mogrelia	M/s Zoro Garments Pvt. Ltd., 1/43, Broadway, Madras - 600001	Business	Sd/-	
7.	Shri Nirmal Banthia S/o Dhanraj Banthia	M/s Magnum Enterprises, 11, Carmac Street, Calcutta-700017	Business	Sd/-	
8.	Shri B. Ramadorai S/o K. Balasubramaniam	Commissioner-cum-Secretary to Government Irrigation and Power Department, Bhubaneswar (Orissa)	Government Officer	Sd/-	

Date New Delhi the 12<sup>th</sup> January, 1978.

# ARTICLES OF ASSOCIATION OF APPAREL EXPORT PROMOTION COUNCIL

(A Company licensed under Section 8 of the Companies Act, 2013)

1. In the interpretation of these Articles, the following words and expressions shall have the following meaning, unless repugnant, to the subject or context. **Definitions**
- (The Company means the, 'Apparel Export Promotion Council', hereinafter referred to as the "Council").
- (a) "Member" means a Member for the time being whose name is entered in the Register of members of the Council.
  - (b) "The Act" means the Companies Act, 2013, or any statutory modification or re-enactment thereof for the time being in force
  - (c) "The Articles" means and include the Articles of Association of the Council from time to time in force.
  - (d) "Authorised Representative" means a person appointed/registered as such under Article 7.
  - (e) "The Committee" means Executive Committee of the Council for the time being constituted under these Articles and shall mean the Board of the Council within the meaning of section 2(10) of the Act.
  - (f) "General Meeting" means a meeting of the Members.
  - (g) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provisions contained in the Act and the Articles, hereinafter.
  - (h) "Extraordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.
  - (i) "Month" means a calendar month.
  - (j) Deleted
  - (k) "Office" means the Registered Office for the time being of the Council.
  - (l) "Person" shall include an Individual, a Firm or a Society and/or a Statutory Organisation.

- (m) "Place of Business" means the Registered Office of the Company incorporated under the Companies Act, 1956 or any change therein whether made under that Act or under the Companies Act, 2013.
- (n) "India" means the territory of India as deemed from time to time in the Constitution of India.
- (o) "Secretary" means the Secretary appointed as such by the Executive Committee and shall include as Acting Secretary.
- (p) "Government" means the Central or State Government as the case may be.
- (q) "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.
- (r) "The Register" means the Register of Members kept as required by Section 88 of the Act.
- (s) "Bye-Laws, Rules and Regulation" means the Bye-Laws, Rules and Regulations of the Council from time to time in force.
- (t) "The Council" means the "Apparel Export Promotion Council"
- (u) "Exporter of Garments" means a person who exports garments/apparel.
- (v) "Firm" means a firm as defined under the Indian Partnership Act, 1932.
- (w) "Chairman" means the Chairman of the Council. **Chairman**
- (x) "Auditors" means person appointed, as such, for the time being, by the Council. **Auditors**
- (y) "Prescribed" means prescribed by the Committee by virtue of a power conferred by these articles. **Prescribed**
- (z) Words and expressions used and not defined in these articles, but defined in the Act, shall have the meanings respectively assigned to hem by the Act. **Words not defined in the Companies Act**
- (aa) The General Clauses Act, 1897 applies for the interpretation of these articles, as it applies for the interpretation of an Act of Parliament. **General Clauses Act to Apply**
- (ab) "Secretary General" means the Secretary General appointed as such by the Executive Committee. **Secretary General**
- (ac) "Financial Statement" shall have the same meaning as defined in section 2(40) of the Act.
- (ad) "Voting by electronic means" includes "remote e-voting" and voting at the General Meeting through an electronic voting system, which may be the same as used for remote e-voting.

- (ae) "Remote e-voting" means the facility of casting votes by a member using an electronic voting system from a place other than venue of a General Meeting.
2. (a) The Regulations contained in Table H of the schedule I to the Companies Act, 2013 shall apply to the Council except to the extent they are expressly or impliedly excluded or modified by the these Articles. **Table H**
- (b) The provisions of these articles wherever applicable shall be subject to those of the Export Import Policy, as notified by the Central Govt. from time to time. **Export Import Policy**
- (c) The Council shall from time to time frame rules and regulations and/or bye-laws. The Council shall have powers to amend, withdraw, rescind any rules hich may be in force at any time. **Forming of Rules and Regulations, Bye Laws**
3. The Council shall grant registration for availing export entitlement, benefits and other facilities, in accordance with the policy of the Central Govt., as may be prescribed by the concerned authorities from time to time on payment of such registration, annual and other charges as may be decided by the Executive Committee of the Council from time to time. Such exporters registered with the Council shall be called as Registered Exporters. **Registration of Exporters**

#### **MEMBERS**

4. (a) The Number of Members with which the Council proposes to be registered is unlimited. **Membership**
- (b) Applications for Membership shall be made on the prescribed form and shall be submitted to the Committee who shall decide all questions relating to eligibility for Membership of any applicant and their decision shall be final and they shall not be bound to assign any reason for their action.
- (c) Notwithstanding the provisions of sub-clause (a) to this clause the signatories to the Memorandum of Association shall be the first Members of the Council on registration thereof.
5. (a) Any person who is exporter of garments whether manufacturer exporter or merchant exporter or otherwise actually exporting garments, is eligible to become member of Council on making written application and subject to meeting all requirements of Act, Article, Bye-laws, Regulations or such other directions/ requirements as may be prescribed / framed by the Committee from time to time.. **Eligibility**
- (b) Deleted

#### **MEMBERSHIP SUBSCRIPTION**

6. (a) Member shall pay admission fee of Rs. 1000 (Rupees one thousand only) and shall further pay minimum annual subscription **Membership Subscription**

of Rs. 1000 (Rupees one thousand only) or such amount as may be prescribed by the Executive Committee from time to time.

(b) Deleted.

7. As prescribed as per Section 113 of the Act 2013 a member of the Council being a firm, company, corporation or society for the time being shall be entitled to appoint a representative in the manner laid down below, with the power to remove any representative so appointed and on a vacancy being caused for any reason, whether by resignation, death or removal or otherwise, to appoint another person as his representative. **Authorized Representative**
- (i) The representative of a firm shall be one of its partners and he shall be authorized by the firm with the consent of all partners.
  - (ii) In case the case of proprietary concern, the representative shall be proprietor only.
  - (iii) In case of Hindu Undivided Family (HUF), the representative shall be Karta only.
  - (iv) The representative of a company, corporation or co-operative society or a society registered under the Societies Registration Act shall be anyone of the directors or in the post of director of the company & corporation or governor or member or holding such like position of the executive committee of the cooperative society or society registered under society registration act. Such representative shall be duly authorized to act as a representative by the resolution of the Board of Directors/Executive Committee/Managing Committee as the case may be of such companies, corporation, member of the co-operative society & society etc.
- (a) A representative of the Member for the time being shall be entitled to attend the meeting of the Council, form quorum and exercise right of vote on behalf of a Member. A member shall be entitled to withdraw and / or rescind appointment of such representative and for this purpose the member shall give a notice in writing to the Secretary of the Council conveying such intention. The appointment so made shall stand cancelled immediately on receipt of such notice in writing by the Secretary of the Council without notice to the Representative.
- (b) The Committee shall be entitled to frame rules and regulations and/or bye-laws for appointment of authorized representative.
8. (a) A member shall cease to be a Member : **Cessation from Membership**
- (i) If the Member voluntarily resigns in writing to the Secretary of the Council, provided that, such Member shall vacate office only after the acceptance of the resignation by the Committee;

- (ii) If a Member applies to the adjudicated insolvent or has been adjudicated insolvent by a competent Court of law;
  - (iii) If he is convicted by a Court of any offence involving misconduct and moral turpitude;
  - (iv) If a Member being a Partnership Firm, the Partnership is dissolved subject to be applicability of Article 14;
  - (v) If a Member being a Body Corporate a resolution is passed for its winding-up or an order for winding-up is made by a Court of competent jurisdiction;
  - (vi) On failure to pay any dues, except penalties to the Council within thirty days after a notice in writing calling upon the Members to pay the dues is served on the Member. The Committee shall have power to waive this condition subject to its satisfaction that cessation of Membership on this account would cause hardship to defaulting Member;
  - (vii) If a Member is ceases to be a member under Article 9;
  - (viii) If a Member is found to be of unsound mind by a court of Competent jurisdiction.
- (b) Membership of Member shall stand suspended for the duration for which he has been de-registered; **Suspension from Membership**
  - (c) Executive Committee may remove the name of the member from register of members: **Removal from Membership**
    - (i) if it intentionally violates, to the satisfaction of Committee of any of the condition/ requirement for grant of membership as may be prescribed from time to time by the Committee.
    - (ii) Deleted
    - (iii) Has ceased to have the qualifications required for membership as may be prescribed by the Committee from time to time.
    - (iv) If export performance of such members during the 3 previous years is less than the amount as may be prescribed by the Executive Committee from time to time. Executive Committee preferably do so every year in June / July by pursuing the record of Council to find prima facie whether the such members has failed to meet export target and then may take action.

Provided, no such action shall be taken without giving show cause notice and providing opportunity of being heard to the concerned Member.

Provided further that the Executive Committee may review its order passed under this clause on motion made by such members so applies

within a period of 45 days of communication of such decision or on its own motion and pass any appropriate order while reviewing, confirming, varying and / or modifying the decision. Provided, further if an exporter could not cause a motion for review within 45 days as above said, on its showing sufficient cause of not doing so, Executive Committee can extend further the period, not exceeding 45 days.

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| 9.  | A Member is required to pay annual subscription for a particular year on or before 31st May of such year. However, subscription can be received subsequently by the Council in any case subject to satisfaction of committee that payment could not be made in time unintentionally or beyond its control but with additional charges of such amount as may be decided by the Committee in each case but not exceeding 2 times of the annual subscription. In any case if yet the subscription is not made within the time as above, such member shall cease to be member and would not be entitled to any benefit whatsoever otherwise a member is entitled to the same. Similarly the above said provision shall apply to existing defaulters whether existing member or not.  | <b>Payment of Annual Subscription</b>            |
| 10. | Persons ceasing to be Member under Articles 8 and 9 shall not be eligible to become Members at any time in future unless the Executive Committee shall otherwise determine.  | <b>Executive Committee to decide Eligibility</b> |
| 11. | A person ceasing to be Member under any of the provisions of this Articles shall forfeit all rights of and claims upon the Council and its property and funds, but he shall, nevertheless remain, liable for and shall pay to the Council all money which at the time of his ceasing to be a Member may become due to the Council from such person.  | <b>Liability of a Member</b>                     |
| 12. | The rights and privileges of the Members shall be as per the Act, the Articles and the bye-laws/regulation, as may be framed by the Committee, from time to time.  | <b>Rights &amp; Privileges</b>                   |
| 13. | <p>(a) A register of Members shall be kept and maintained as per Section 88 of Act and rules made there under in this behalf, which shall set forth such details (including any change therein) of every Member of the Council for the time being and all changes in Membership from time to time as may be required by provisions of the Act or rules made there under in this behalf. An Index of the names of the Members shall also be kept unless the Register of Members is in such form as to constitute an Index.</p> <p>(b) Any person other than a member may inspect the register and indices maintained pursuant to section 88 and copies of returns prepared pursuant to section 92 of the Act, which shall be kept for inspection, as per rules made thereunder, for two hours i.e. 11 AM to 1 AM on each business day, on payment of Rs 50/- (Rupees Fifty) for each inspection and of Rs 10/- (Rupees Ten) for each page or part thereof for providing copies of such registers.</p> | <b>Register of Members</b>                       |
| 14. | A firm shall not cease to be Member of the Council by reason only of a change in its constitution by death or retirement of a partner or by admission of   | <b>Change in Constitution</b>                    |

a new partner, provided, the business of such firm is continued in the same name, nor by reason only of a mere change in the name of the firm without affecting substantially the composition of partners of the firm. The decision of the Executive Committee as to whether such firm has ceased to be a Member of the Council or not under this regulation shall be final and conclusive. The Membership is not transferable.

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| 15. | Apart from and without prejudice to any other rights and privileges conferred on members, either by the Memorandum of Association or by the Articles of Association of the Council or by the Act, the Members shall have the following rights and privileges;  | <b>Other Rights &amp; Privileges</b> |
|     | <ul style="list-style-type: none"> <li>(i) The right to receive a copy of the Memorandum and Articles of Association of the Council within seven days of written request on payment of the sum of Rupees One for each copy.</li> <li>(ii) The right to receive the notice of General Meetings of the Council.</li> <li>(iii) The right to receive the Annual Accounts and Reports of the Council.</li> <li>(iv) The right to receive the publications of the Council on the terms and conditions fixed by the Committee.</li> <li>(v) The right to use all such facilities as may be made available from time to time on the conditions laid down by the Committee.</li> </ul> |                                      |

#### **BORROWING POWERS**

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| 16. | Subject to the provision of Section 179 and 180 of the Act and of these Articles, the Executive Committee may, from time to time at its discretions, by the resolution passed at a Meeting of the Committee borrow monies or to grant loans or secure the payment of any sum or sums of money for the Council. | <b>Borrowing Powers</b> |
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#### **MORTGAGE**

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| 17. | The payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions and upon such securities in all respects as the Executive Committee may think fit.  | <b>Mortgage</b>            |
| 18. | The Executive Committee shall cause a proper Register of Charges in prescribed form and such register shall be kept and maintained in accordance with the provisions of Section 85 of the Act and rule made there under in this behalf, of all mortgages and charges specifically, affecting the property of the Council and shall cause the requirements of Section 77 to 85 and Chapter VI of the Act in that behalf to be duly complied with, so far as, they required to be complied with the Executive Committee. | <b>Register of Charges</b> |



## **ANNUAL GENERAL MEETING**

19. Subject to the provisions of Section 96 and 129 of the Act, the Council shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held within six months from date of closing of each Financial Year, provided that, not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred up on the Registrar to extend the time within which any Annual General Meeting may be held.

**Annual  
General  
Meeting**

The Council may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting. Every Member shall be entitled to attend in person only.

Provided further that the time, date and place of each annual general meeting are decided upon before-hand by the board of directors having regard to the directions, if any, given in this regard by the company in its general meeting.

The Auditors of the Council shall, unless otherwise exempted by the Council, attend every General Meeting either himself or through his authorized representative, who shall also be qualified to be an auditor shall have right to be heard at such meeting on any of the business which concerns him as Auditor. At every Annual General Meeting of the Council, there shall be laid on the table the Executive Committee's Report and Financial Statements.

All General Meetings other than Annual General Meeting shall be called Extraordinary General Meetings.

## **EXTRAORDINARY GENERAL MEETINGS**

20. The Executive Committee may whenever it thinks fit call an Extraordinary General Meetings.
21. (a) The Executive Committee shall on the requisition of Members of the council having not less than one-tenth of the total voting power of all the Member having at the said date a right to vote in regard to the matter, forthwith proceed to call an Extraordinary General Meeting of the Council and the provision of Section 100 of the Act (including, the provisions below) shall be applicable
- (b) The requisition shall set out all the matters for consideration of which the meetings is to be called and shall be signed by the requisitionist and shall be deposited at the Registered Office of the Council.
- (c) The requisition may consist of several documents in like forms to be signed by one or more requisitionists.
- (d) Where two or more distinct matters are specified in the requisition the

**Extraordinary  
General  
Meetings**

**Requisition  
of Meeting**

provisions of sub-clause (a) above shall apply separately in regard to each matter and the requisitions shall accordingly be valid only in respect of those matters in regard to which the condition specified in the sub-clause is fulfilled.

- (e) If the Executive Committee does not within 21 days from the date of deposit of a valid requisition in regard to any other matters proceed to call a meeting for the consideration of these matters on a day not later than 45 days from the date of the deposit of the requisition, the meeting may be called by the requisitionists themselves or by such of the requisitionists as represent one-tenth of the total voting power of all the Members of the Council having at the said date a right to vote in regard to that matter.
  - (f) A meeting called under sub-clause (e) above by the requisitionists or any of them shall be called in the same manner, as soon as possible, as that in which meetings are called by the Executive Committee but shall not be held after the expiration of three months from the date of the deposit of the requisition. Nothing contained herein shall be deemed to prevent the meeting duly commenced before the expiry of three months aforesaid from being adjourned to some date after the expiry of the period.
  - (g) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Executive Committee duly to call a meeting shall be repaid to the requisitionists by the Council.
22. (a) A General Meeting of the Council may be called by giving not less than 14 days notice in writing or may be called by a shorter notice as provided in Section 101 of the Companies Act, 2013. **Notice**
- (b) Notice of every meeting of the council shall be given to the every member of the council, legal representative of any deceased member or the assignee of an insolvent member, the auditor or auditors of the company and every member of the Executive Committee
23. (a) Every notice of a meeting of the Council shall specify the place, date day and hour of the meeting and shall contain such other details as required under the law for the time being in force including a statement of the business to be transacted thereat. **Content of Notice**
- (b) No General Meeting, Annual or Extraordinary Meetings shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notices upon which it was convened. **Meeting not a transact other business**

#### **CHAIRMAN**

24. (a) There shall be one Chairman and one Vice-Chairman of the Council. The tenure of Chairman/Vice-Chairman shall not be more than 2 years. **Chairman and Vice-chairman**
- The election of Chairman of the Council shall be via Vice-Chairman route.
- Any member having held the post of Chairman or Vice-Chairman may

come back in the same office as Vice-Chairman after a gap of not less than 4 years.

Wherever Executive Committee members are elected from their respective regions and once the full Executive Committee is in place, those members of the Executive committee who wish to offer themselves for the post of Vice-Chairman may do so. E-voting for the post of Vice-Chairman shall be done by all the members eligible to vote, irrespective of regions.

Vice-Chairman so elected through E-Voting, shall become Chairman after the present Chairman complete his term and will have tenure as prescribed above unless he declines to accept the post of Chairman or he is removed from the post of Vice-Chairman by a no-confidence vote of not less than the two third of the Executive Members. The resolution regarding no confidence will also be put to vote on the same pattern of direct elections as followed during the time of election to the post of Vice-Chairman.

In the event of the post of Chairman/ Vice-Chairman falling vacant due to any of the circumstances, the post shall be filled up as prescribed herein.

The Executive Committee may nominate regional heads, one from each region, except from the region of Chairman & Vice Chairman.

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| (b) The Chairman and in his absence elected Vice-Chairman shall be the Executive Head of the Council. At all meetings, whether General or Extraordinary and at the Executive Committee Meetings of the Council the, Chairman shall preside and control the business of the meetings. In his absence or his unwillingness to preside, Vice-Chairman present shall preside. | <b>Chairman and in his absence Vice-Chairman to preside</b>        |
| (c) If the Chairman is out of India or notifies to Vice-Chairman or the Secretary that he will be unable to perform the duties of the Chairman owing to illness or otherwise, Vice-Chairman of the Council, shall perform the functions of the Chairman.  | <b>When Chairman unable to perform duties</b>                      |
| (d) If the Vice-Chairman also notifies to the Secretary that he will be unable to perform the duties of the Chairman, the Executive Committee shall nominate one from amongst themselves to perform the functions of the Chairman.  | <b>When Vice-Chairman unable to perform duties</b>                 |
| (e) The Chairman, Vice-Chairman and other Executive Committee members, shall hold office without remuneration for the period they re so elected.  | <b>Chairman/ Vice-Chairman to hold office without remuneration</b> |
| (f) Deleted   |  |
| (g) If there will be vacancy in the Office of the Chairman due to resignation, death, removal or otherwise, the Vice-Chairman of the Council shall automatically become the Chairman of the Council, for a maximum period of two years from the date of his appointment as the Chairman.  | <b>Casual vacancy in office of chairman</b>                        |

The new Chairman is appointed via the Vice Chairman route as prescribed in (a) above.

The election to the post of Vice Chairman should be held at the earliest (within three months from the date of vacancy) through e-voting.

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| (h) If there occurs a vacancy in the Office of the Vice Chairman due to resignation, death, removal or otherwise, the Chairman shall have the additional charge of the Vice Chairman till the new Vice Chairman is appointed within period of two months from the date of vacancy via electronic voting as stated above. | <b>Casual<br/>vacancy in<br/>office of<br/>vice-chairman</b> |
| (i) The election to the post of Vice chairman would be through electronic voting by all members eligible to vote.  | <b>Vice- chairman<br/>election through<br/>e-voting.</b>     |

## NOTICE

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| 25. (a) A document which expression for this shall be deemed to include and shall include any notice, requisition, process or any other document may be served or sent by the Council on or to any Member either personally or at his registered address or (if, he has no registered address in India) to the address, if any, within India supplied by him to the Council for giving of notices.   | <b>Notice</b>   |
| (b) Where a document is sent by post :   | <b>Service of the<br/>Notice</b>                                |
| (i) Service there of shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the notice provided that where a Member has indicated to the Council in advance that documents should be sent to him under a Certificate of Posting or Registered Post with or without Acknowledgment. Due and has deposited with the Council a sum sufficient to defray the expenses of doing so, service of documents shall not be deemed to be effected unless it is sent in the manner indicated by the Member,<br>and |   |
| (ii) Such services shall be deemed to have been effected (a) in case of the notice of meeting at the expiration of 48 hours after the letter containing the Notice is posted and (b) in any other case at the time at which the letter containing the Notice would be delivered in the ordinary course of post.  | <b>Service of<br/>Notice when<br/>deemed to<br/>be effected</b> |
| 26. Subject to the provisions of the Act and rules made thereunder, any document required to be served or sent by the Council on or to Members and so expressly provided for by these Regulations shall be deemed to be served or sent if advertised once in one daily English and one daily Vernacular newspaper circulating in the neighbourhood of the Registered Office of the Council.  | <b>Service of<br/>Notice by<br/>Advertisement</b>               |
| 27. The accidental omission to give notice of any meeting to or non receipt of any notice by any Member shall not violate the proceeding at the Meeting.   | <b>Accidental<br/>omission</b>                                  |
| 28. Any notice to be given by the Council shall be signed by the Chairman or the Vice-Chairman or by the Secretary or by such persons as the Executive   | <b>Signing of<br/>Notice</b>                                    |

Committee may appoint. The signature to any notice to be given by the Council may be written, printed or digitally signed.

#### **PROCEEDINGS AT THE GENERAL MEETINGS OF THE COUNCIL**

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| 29. Quorum of the General meeting shall be as per the section 103 of the Act. No business shall be transacted at any General Meeting unless the quorum requisite is present at the commencement of the business.  | <b>Quorum</b>  |
| 30. (a) Every General Meeting of the Council shall be held in the City in which the Registered Office of the Council is situated.   | <b>Place for Holding of General Meeting</b>                    |
| (b) If, after the expiration of half an hour from the time appointed for holding a meeting of the Council, a quorum is not present, the meeting, if convened by or upon the requisitions of the Members, shall stand dissolved but in any other case shall stand adjourned to the same day in the next week, if that day is not a National holiday, at the same time and place or to such other day and at such other time and place in the city in which Registered Office of the Council is situated, as the Executive Committee may determine, and if, in such adjourned meeting quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the Members present, shall constitute quorum and may transact the business for which the meeting was called. | <b>Adjournment/ Dissolution, in case Quorum is not Present</b> |
| 31. The Chairman of the Council shall be entitled to take the Chair at every General Meeting, or if there have been no such Chairman or if at any Meeting he is not present within 15 minutes from the time appointed for holding such meeting or he is not willing to act, the Vice-Chairman present and willing to preside as Chairman of such meeting or in case of his absence or refusal, the Members of the Executive Committee present may choose, through consensus or by majority, one of the Members of the Executive Committee to act as the Chairman. If there be no Member of the Executive Committee willing to take the Chair, the Members present shall elect, through consensus or by majority, one of the Members to be the Chairman  | <b>Chairman to take Chair</b>                                  |
| 32. (a) No business shall be discussed at any General Meeting unless the election of the Chairman is effected while the Chair is vacant.  | <b>No business to be discussed while Chair is Vacant</b>       |
| (b) If a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Articles. The Chairman so elected on show of hands, shall exercise all the powers of Chairman.  |  |
| (c) If some other person is elected as a Chairman as a result of the poll, he shall be the Chairman of the meeting.   |  |
| 33. The Chairman with the consent of the meeting may adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from  | <b>Chairman with consent may adjourn Meeting</b>               |

which the adjournment took place. It shall not be necessary to give any notice of the adjourned meeting unless the meeting is adjourned for more than ten days.

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| 34. | a) The Council shall provide voting by electronic means, wherever required, in accordance with the applicable laws for the time being in force.   | <b>Resolution to be decided by e-voting</b>                                |
|     | b) The Election to the post of Executive Committee Members would be through Electronic Voting.  | Voting for Executive Committee members through e-voting                    |
|     | c) Voting through proxy is not permitted as per section 105 of the act.   | Proxy not permitted for voting   |
|     | d) In respect of the resolutions for which remote e-voting facility has been provided, the Chairman shall, at the general meeting at the end of discussion on the resolutions on which voting is to be held, allow voting as applicable with the assistance of the Scrutinizer, by applicable means for all those members who are present in person only at the general meeting but have not casted their votes by availing the remote e-voting facility. |  |
|     | Subject to the provisions of the Act, any resolution can be carried out unanimously or by majority or may be lost and an entry to that effect in the Minutes Book of the Council shall be conclusive evidence of the said fact without proof of the number or proportion of the votes recorded in favour or against that resolution.  | <b>Minutes to be conclusive evidence</b>                                   |
| 35. | Subject to the provisions of the Act, the Committee shall appoint one or more Scrutinizers as per the provisions of the Act and rules made thereunder, in this behalf, who, in the opinion of the Committee can scrutinize the voting and remote e-voting process in a fair and transparent manner.   | <b>Appointment of Scrutinizer</b>  |
| 36. | Any poll duly demanded on the election of a Chairman of meeting or on any question of adjournment shall be taken at the meeting forthwith.  | Poll on election of Chairman or adjournment to be taken forth with         |
| 37. | Demand for poll on any question shall be in terms of section 109 of the Companies Act 2013.   | <b>Demand for Poll not to prevent transaction of other business</b>        |
| 38. | In the case of equality of votes, the Chairman of the meeting shall have a second or casting vote in addition to his own vote for which he was entitled as a Member.  | <b>Chairman Entitled to a Casting Vote</b>                                 |
| 39. | Subject to the provisions of the Act, only a Member shall be entitled to attend and vote at any meeting of the Council.   | Only Member Authorised Representative in person entitle to attend and vote |
| 40. | (a) The Council shall cause Minutes of all proceedings of every General Meeting to be kept by making, within 30 days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered.  | <b>Minutes of Proceedings, how to be kept</b>                              |
|     | (b) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the  |  |

aforesaid period of 30 days or in the event of the death or inability of the Chairman within that period by a member of the Committee duly authorized by the Committee for the purpose.

- (c) In no case the proceedings of a meeting shall be attached to any such books as aforesaid by pasting or otherwise.
- (d) The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- (e) All appointments of Officers made at any of the meetings will be recorded in the Minutes.
- (f) Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the meeting (a) is, or could reasonably be regarded as defamatory of any person or (b) is, irrelevant or immaterial to the proceedings, or (c) is detrimental to the interest of the Council. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the Minutes on the aforesaid grounds.
- (g) Any such Minutes shall be evidence of the proceedings recorded thereon.
- (h) The book containing the Minutes of proceedings of General Meetings shall be kept at the Registered Office of the Council and shall be kept open for inspection by Members without charge for two hours i.e. 11 AM to 1 AM on each business day.

#### **VOTES OF MEMBERS**

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| 41. | (a) Unless disqualified by any of the provision of these Articles or act, all Members shall be entitled to vote at every General Meeting, through e voting. Every such Member present in person and entitled to vote, shall have one vote. | <b>Each Member to have one vote</b>    |
|     | (b) The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a Poll shall be the sole judge of the Validity of every vote tendered at such Poll.  | <b>Chairman sole Judge of Validity</b> |
|     | (c) Voting through proxy is not permitted as per section 105 of the act.   | <b>Right to appoint Proxy</b>          |

#### **EXECUTIVE COMMITTEE**

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| 42. | (a) For the purpose of managing the affairs of the Council, there shall be an Executive Committee. The number of members of the Executive Committee shall not be more than 32 (including the Chairman and the Vice Chairman), elected by the Council or nominated by the Executive Committee, as herein provided in Article 45. | <b>Executive Committee</b> |
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- (b) The Executive Committee may not resign notwithstanding any vacancy so long as its number is not reduced below 10.
43. The Members of the Council shall, from time to time through e-voting, elect the following office bearers/elected heads. **Office Bearers/  
Elected heads**
- i) Vice Chairman who shall become Chairman after completion of tenure of present Chairman.
  - ii) Vice Chairman of the Council shall be elected, from elected executive committee members, who wish to offer themselves to the post of Vice Chairman.
- Casual vacancy or vacancies, which may occur amongst such office bearers / elected heads, shall be filled as per Article 24.
- Chairman and Vice Chairman shall be elected head of the Council.
44. An individual shall not be eligible to contest the election for the membership of the Executive Committee unless he/she is contesting for election in his/her individual capacity as a member. In regard to eligibility of a particular Director/ Partner/Karta/Trustee of a member contesting for membership as not being member in his /her individual capacity shall be eligible to contest as per Election Rules, as may be framed by the Executive Committee from time to time. **Member only  
eligible to  
seek election**
45. The Executive Committee shall consist of the following:-
- Nine Members from Western Region that is from Maharashtra, Gujarat, Madhya Pradesh, Chhattisgarh, Goa, Daman & Diu and Dadra & Nagar Haveli. **Composition  
of Executive  
Committee**
- Nine Members from the Northern Region that is from Delhi, Rajasthan, Haryana, Punjab, Uttar Pradesh, Uttarakhand, Himachal Pradesh, Jammu & Kashmir and Chandigarh.
- Nine Members from Southern Region that is from Tamil Nadu, Karnataka, Kerala, Andhra Pradesh, Pondicherry and Telangana.
- One Member from Eastern Region that is from West Bengal, Andaman and Nicobar Island, Arunachal Pradesh, Assam, Bihar, Jharkhand, Manipur, Meghalaya, Mizoram, Nagaland, Orissa, Tripura and Sikkim.
- Four Co-opted Members as provided in Article 50.
46. The Executive Committee for the time being shall hold office till the next Annual General Meeting subject to the provisions, as contained, in Article 48. **Executive  
Committee to  
hold office till  
next Annual  
General Meeting**
47. At every General Meeting every Member present in person shall have one



vote. Subject to allocation of the seats as provided in Article 45, all Members present in person at every Annual General Meeting shall have right to vote on all resolutions for electing Members of the Executive Committee through E voting.

**Members shall have right to vote on all resolutions**

Subject to the number of vacancies arising in the Executive Committee from any Region, on the counting of votes, only those candidates from respective Regions (as contemplated in Article 45 or in a ratio thereof) who have secured the maximum number of votes shall stand elected.

**Candidates with maximum number of votes shall stand elected**

For the purpose of the Annual Election of Executive Committee Members of the Council and/or other election for electing representatives of the council on public and semi public bodies, the Secretary or in his absence any other person performing the function of the Secretary shall be in charge of all arrangements connected with such elections.

**Secretary to be in-charge**

## **ELIGIBILITY**

48. Only Members who have paid their subscription till the year in which election are held and remain so on the day of the election, shall be eligible to stand and/or vote for election to the Executive Committee and /or propose for such election through electronic means.

**Member who have paid subscription only eligible**

The Executive Committee may frame Rules for Election procedure for holding election of Members of Executive Committee and shall also be entitled to make any amendments therein from time to time.

The first Executive Committee shall consist of the following:

**First Executive Committee**

Nine Members from Western Region,

Nine Members from Northern Region,

Six Members from Southern Region,

Three Members from Eastern Region, and

Four Government Nominees.

The first Committee will be nominated by the Ad-hoc Committee of the Promoters immediately within a month or so after the registration on the above mentioned basis. The first Committee shall remain in office till the new Committee is elected at the Annual General Meeting held within 18 months after the date of incorporation. The proportion of Members or their representatives on the Executive Committee elected from different regions could be changed by the General Meeting of the Council if the Development of other region necessitates the change.

49. (a) Subject to, the Provisions of Section 152 of the Act, at the conclusion of every succeeding Annual General Meeting after the first Annual General Meeting, one third of the Members of the Executive Committee shall retire from office

**One-third to retire**

and will be succeeded by the new Members elected the Council, in accordance with these Articles. The Members of the Executive Committee shall remain in office till the new Committee is elected.

- (b) A retiring Member or Members of the Executive Committee shall be eligible for re-election or re-nomination.
  - (c) The Executive Committee may frame rules with regard to all matters pertaining to the election of the Chairman and Vice-Chairman.
  - (d) The Executive Committee Members to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment but as between persons who become Members of the Executive Committee on the same day, those who are to retire shall, in default of, and subject to any agreement among themselves, be determined by lot.
50. Subject to the provision of Section 161 of Companies Act 2013, after the conclusion of ensuing succeeding Annual General Meeting subsequent to the first Annual General Meeting, immediate Past Chairman of the Council shall be co-opted as a member of the Executive Committee (if otherwise such member continued to be members because of tenure of election). In addition, the Committee shall nominate three members to the Executive Committee as co-opted Members among the Members of the Council, one from each region except the region of the chairman. However, in the situation if the past chairman continues to be member of Executive Committee because of tenure as elected member, than in such situation, irrespective of region of chairman, one member shall be co-opted from each of four regions. For cooption experience, knowledge and qualifications to make useful contribution of such member be the relevant factor for cooption to the satisfaction of committee. The co-opted members will have equal right of voting.
- Committee to Co-opt**
51. (a) If at any meeting at which election of the members of the Executive Committee ought to take place, the places of the vacating Members of the Executive Committee are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place or, if that day is a National holiday, till the succeeding day which is not a holiday at the same time and place.
- Meeting to stand adjourned if vacancy not filled up**
- (b) If at the adjourned meeting also the places of the vacating Members of the Executive Committee are not filled up, the vacating Members of the Executive Committee or such of them as have not and their places filled up shall be deemed to have been elected at the adjourned meeting unless:
- Retiring members deemed to be elected, if Vacancy not otherwise, filled up at adjourned meeting**
- (I) at that meeting or the previous meeting, a resolution for appointment of such Members has been put to meeting and is lost,
- (ii) the retiring Member has by notice in writing addressed to the Council expressed unwillingness to be so reappointed.

(iii) he has not qualified or is disqualified for appointment.

(iv) Section 164 of the Act is not applicable to the case.

52. The office of a Member of an Executive Committee shall become vacant.

**Vacation of  
Notice**

(a) if he resigns his office by a notice in writing;

(b) Deleted

(c) Deleted

(d) Deleted

(e) If he or any firm of which he is a partner or any Company or Corporation of which he is a Director without sanction of the Company accepts or holds any office of profit under Council other than of a Legal Advisor or Banker;

(f) Deleted

(g) If he ceases to be authorised representative with the firm or Company which he represents, unless, he is an authorised representative with any other Firm or company which is a Member;

(h) If he has been suspended, removed or ceased to be a Member of the Council under Articles 8 and 9.

(i) Deleted

(j) Deleted

(k) Deleted

(l) If he incurs any of the disqualifications as provided in section 167 or any other applicable provisions of the Act or rule made there under, if any, in this behalf.

53. Any casual vacancy occurring in the Members of the Executive Committee by death, resignation, or otherwise, may be filled up by the Committee from amongst Members from the respective regions as per Article 45, but any person so chosen shall retain his office only, as long as, the vacating Member would have retained the same, if no vacancy had occurred.

**Casual  
Vacancy in  
Executive  
Committee**

54. (a) If there will be vacancy in the Office of the Chairman due to resignation, death, removal or otherwise, the Vice-Chairman of the Council shall automatically become the Chairman of the Council, for a maximum period of two years from the date of his appointment as the Chairman.

**Casual  
Vacancy in  
Office of the  
Chairman**

(b) The new Chairman is appointed via the Vice Chairman route as prescribed in (a) above.

The election to the post of Vice Chairman should be held at the earliest (within three months from the date of vacancy) through e-voting.

55. If there occurs a vacancy in the Office of the Vice Chairman due to resignation, death, removal or otherwise, the Chairman shall have the additional charge of the Vice Chairman till the new Vice Chairman is appointed within period of two months from the date of vacancy via electronic voting as stated above.

Casual  
Vacancy in  
office of  
Vice-Chairman

56. Deleted

## **FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEE**

57. Subject to the provisions of the Act, the Committee may exercise all such powers of the Council, including power to frame, modify, and/or rescind, bye-laws, rules and regulation and do all such acts and things as are not contrary to the Act or any other law or by the memorandum or by the Articles of Association of the Council required to be exercised by the Council in General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other Act and to such regulations being not inconsistent with the aforesaid Articles or provisions as may be prescribed by the Council in General Meeting, but no requisition made by the Council in general Meeting shall invalidate any prior Act of the Committee which would have been valid, if the Articles had not been made. Provided that, subject to the provisions of the section 180 of the Act, the Committee, shall not except with the consent of the Council by way of special resolution in General Meeting:-

Powers of  
the Executive  
Committee

- (a) sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Council or where the Council owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

- (aa) Any disposal/sale /lease/ transfer of assets created out of Central Government grant shall require prior specific approval of the Ministry of Textiles.

- (b) invest, otherwise than, in trust securities or banks the amount of compensation received by it as a result of any merger or amalgamation

## **FUNCTIONS OF THE COMMITTEE**

58. The functions of the Committee shall be as follows:
- (a) to administer the general affairs of the Council.
  - (b) to determine what work shall be undertaken and to arrange for the conduct of such work.
  - (c) to receive and deal with reports and recommendations of Sub Committees.

Functions of  
Executive  
Committee

- (d) to arrange for the publication of reports and other documents issued by the Council.
- (e) to collaborate with kindred activities of other Export Promotion Councils in India, foreign countries and with international organizations working in the field.
- (f) to control the finances of the Council.
- (g) to control the staff of the council.
- (h) to make, alter, and repeal, from time to time, all such bye laws as may be deemed necessary or expedient for the proper conduct and management of the Council.
- (i) to provide a Seal of the Council and also provide for its safe custody.
- (j) to do all such other lawful acts as would be conducive to the interests of the Council.

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| 59. | <p>The Registered Office shall be at New Delhi or such other place as may be Changed from time to time.</p> <p>The Executive Committee may meet together for the dispatch of business from time to time. At least four such meetings shall be held in every year and not more than one hundred and twenty days shall intervene between two consecutive meetings. The Executive Committee may adjourn or otherwise regulate the meetings and proceedings as it may deem fit.</p> <p>The provision of this article shall not be deemed to be contravened merely by the reason of the fact that a meeting of the Executive Committee which has been called in compliance with the terms herein mentioned could not be held for want of a quorum. The Executive Committee may hold its meetings at any place in India and may open its branches or functional Offices at other places.</p> | <p><b>Registered Office</b></p> <p><b>Meeting of Executive Committee</b></p> |
| 60. | <p>The Secretary under the direction of the Chairman shall convene a meeting of the Executive Committee by giving at least 7 days previous notice to each Member of the Executive Committee and specify in such notice the statement of the business to be transacted. The meeting may, however, also consider other matters which in the opinion of the Chairman demand immediate consideration. Subject to the provision of section 173, an urgent meeting of the Executive Committee may at discretion of the Chairman be convened by giving 72 hours notice. If a requisition in writing is made to the Chairman by not less than 1/4th of the members of the Committee having voting rights on the date of requisition, the Chairman shall require the Secretary to call a meeting of the Committee within a reasonable time, which shall not exceed 15 days.</p>                 | <p><b>Period and content of Notice</b></p>                                   |
| 61. | <p>Subject to the provision of the Act and other applicable provisions (if any) of the Act or rules thereof, the quorum for meeting of the Committee shall be either 8 members or twenty five per cent of its total strength whichever is less.</p>  | <p><b>Quorum</b></p>   |

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| 62.     | The Chairman or in his absence the Vice chairman for the time being of the Council present shall preside at all meetings of the Committee, and if, at such meeting, such chairman or Vice-chairman, shall not be present within fifteen minutes after the time appointed for holding the same, the members present shall choose one of their Members, through consensus or by majority, to be Chairman of the Meeting.   | <b>Chairman<br/>to Preside</b>                   |
| 63.     | Subject to the provisions of the Act, question arising at any meeting of Executive Committee shall be, unless required to be passed unanimously or any specific majority under the Act or rules, be determined by a majority of votes of the members of the Executive Committee present and in case of an equality of votes, the chairman of the Executive Committee, shall have a second or casting vote.   | <b>Majority to<br/>Decide</b>                    |
| 64.     | Subject to the provisions of the Act, the committee may delegate or divide/ bifurcate any of its powers to Sub-Committees consisting of such member or members of their body as it thinks fit and it may from time to time revoke and discharge any such committee either wholly or in part and either as to persons or purposes. Every Sub-Committee so formed shall in the exercise of the power as delegated or divided/bifurcated, conform to any regulation that may from time to time be imposed on it by the committee. All such acts done by any such Sub-Committee in the conformity with such regulation and in fulfilment of the purposes of their appointment, but not otherwise, shall have the force and effect as it, done by the Executive Committee               | <b>Delegation<br/>to Sub-<br/>Committees</b>     |
| 65.     | The meetings and proceedings of any sub-committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the committee so far as the same are applicable there to and are not superseded by any regulations made by the committee under the last proceeding clause.   | <b>Proceeding of<br/>Sub-<br/>Committees</b>     |
| 66. (a) | Subject to the provisions of Section 175 and 179 of the Act or any rules made there under, if any, any business, which may be necessary for the Committee to transact, may, if the Chairman so directs be carried out by circulation of papers among all its members of the committee and any resolution so circulated and approved by the majority of such members shall be as effectual and binding, as if the resolution had been passed at the meeting of the committee, provided that the resolution has been approved by a majority of members of the committee for the time being in India Provided that Matters referred to in clauses (d), (e) and (f) of sub- section (3) of section 179 of the Act, may be decided by the Board by circulation instead of at a meeting. | <b>Resolution<br/>by Circulation</b>             |
| b)      | When any business is so referred by circulation to the members of the committee, a period of not less than three clear days shall be allowed for the receipt of replies from such members, such period will be reckoned from the date on which the notice of the business is issued.   |  |
| 67.     | Subject to the provisions of the Act, out-of-pocket expenses and other travelling expenses shall be payable to the Members of the Committee  | <b>Payment of<br/>out of pocket<br/>expenses</b> |

or Sub-Committee for attending the meeting thereof as may be determined by the Committee, from time to time.

68. All acts done by any meeting of the Executive Committee or by the Sub-Committee or by any person as a Member of the Committee or a Sub-Committee shall, notwithstanding that, it shall be afterwards discovered that there was some defect in the appointments of the Member or person acting as aforesaid or that they or any of them were or was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee or Sub-Committee and no action can be taken against such person for any act having been done by him as a member of the Committee or and of Sub-Committee.
69. (a) The Committee shall cause minutes of all proceedings of every meeting of the committee and of every sub-committee thereof along with the date of entry to be kept by making within 30 days of the conclusion of every such meeting, entries thereof in books kept with consecutively numbered pages.
- (b) Each page of every such book shall be initialed or signed. The last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
- (c) In no case the minutes of proceedings of meeting shall be attached to any such book or aforesaid by pasting or otherwise.
- (d) Minutes of each meeting shall contain a fair and correct summary of the proceedings thereof.
- (e) All appointments of officers made at any of the meetings of aforesaid shall be included in the minutes of meeting.
- (f) The minutes shall also contain:
- (i) The name of the Members of the Committee present at the meeting, and
- (ii) In the case of each resolution passed at the meeting, the names of the Members of the committee, if any, dissenting from, or not concurring in the resolution.
- (g) Nothing contained in sub-clause (a) to (f) shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the chairman of the Meeting:
- (i) is or could reasonably be regarded as defamatory of any person.
- (ii) is detrimental to the interests of the Council.

**Detect in  
appointment  
not to invalidate  
any act done**

**Minutes of the  
Meeting**

**Discretion  
of Chairman**



The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the agenda as well as in the minutes on the grounds specified in the sub-clause.

(h) Minutes of meeting kept in accordance with the aforesaid provision shall be evidence of the proceedings recorded therein. **Minutes to be evidence**

## REGISTERS

70. The Committee shall cause to be kept at the Registered Office of the Council a register containing the particulars of the Members of the Committee and other persons as mentioned in Section 170 of the Act and rules made there under in this behalf, if any, and shall, otherwise, comply with the provisions of the said section in all respects. **Committee members register**

## BOOKS AND DOCUMENTS

71. The Committee shall keep at the office or at such other places in India, as the Committee thinks fit, proper Books of Accounts, in accordance with the provisions of the Act and rules made thereunder with respect to: **Books of account**

(a) all sums of money received and expended by the Council and the matters in respect of which the receipts and expenditure take place;

(b) all sales and purchase of goods by the Council:

(c) the assets and liabilities of the Council:

Where the Committee decides to keep all or any of the Books of Account at any place other than the office of the Council, the Council shall within seven days of the decision, file with the Register, a notice in writing giving the full address of the other place. **Place to keep books of account**

The Council shall preserve in good order the Books of Accounts relating to a period not less than Eight financial years preceding the current financial year.

When the Council has a Branch Office, whether in or outside India, the Council shall be deemed to have complied with this article if proper Books of Account relating to the transactions effected at the Branch Office are kept at that office and proper summarized returns made up to date at intervals of not more than three months are sent by Branch Office to the Council at the Registered Office or other place in India at which the Council is doing business. **Branch Accounts**

72. Subject to the provisions of the Companies Act, the Executive Committee shall, from time to time, determine and at what time and place and/or regulations the Accounts and Books of the Council or any of them shall be open to the inspection of members during business hours by giving prior notice. No member shall have any right of inspecting any account or books or documents of the Council, except, as conferred by law. **Inspections of Members**



However the Council's Accounts and books of accounts pertaining to expenditure incurred by it out of the Govt. grants shall be opened for inspection by an official duly authorized by the Ministry of Textiles.

#### **ACCOUNTS AND BALANCE SHEETS**

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| 73.  | The committee shall from time to time in accordance with Section 129 and 134 of the Act and rules made there under in this behalf, if any, cause to be prepared and to be laid before the Council in Annual General Meeting such Balance Sheets, Profits and Loss Accounts for Income and Expenditure Accounts and Reports as are required by the Act.  | Statements of Accounts to be laid at general meeting         |
| 74.  | Subject to the provisions of the Act, every Balance Sheet shall be in the form set out in Part-I of Schedule-III of the Act or as near thereto as circumstances admit.  | Balance Sheet to be in prescribed form                       |
| 75.  | The Income and Expenditure Account shall give a true and fair view of the excess of Income over Expenditure or excess of Expenditure over Income and show under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the expenses of establishment, salaries and other like matters. | Income and Expenditure account to give a true & fair view    |
| <p>Every item shall be brought into account and in case where any item of expenditure which may in fairness be distributed over several years has been incurred in anyone year, the whole amount of such item shall be stated and further the reason why only a portion of such expenditure charged against the income of the year shall be stated, unless, the members of the Council in General meeting determine otherwise.</p> |   |  |
| 76.  | The Auditor's Report shall be attached to every financial statement.  | Annexure to balance sheet                                    |
| 77.  | Financial statement laid before the Council in General Meeting shall have attached to it, a report of the Executive Committee with respect of the state of Council's affairs.   | Report of executive committee to be attached                 |
| 78.  | A printed copy of audited financial statement together with the Auditor's and Executive Committee's report shall, at least, 14 days previous to the meeting to be sent to every Member of the council and all other persons so entitled through any means as may be permitted under the Act and Rules thereof.  | Balance Sheet to be sent to members 14 days prior to meeting |
| 79.  | After the financial statement have been laid before the Council at its Annual General Meeting copies thereof shall be filed with the Registrar of Companies, in accordance with the Provision of Section 137 of the Act and rules made thereunder.  | Filing of balance sheet                                      |

#### **MAINTENANCE AND PUBLICATION OF ACCOUNT AND AUDIT**

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|-----|---|------------------|
| 80. | The accounts of the Council shall be audited every year by Auditors appointed in this behalf and such Auditors shall disallow any items | Audit of account |
|-----|---|------------------|

which in their opinion have been spent, otherwise, than for the purposes for which the Council has been constituted or which is not, in accordance with these Articles of Association or the rules made thereunder.

#### **AUDIT**

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|-----|--|---|
| 81. | Auditors shall be appointed and their rights and duties regulated in accordance with the provisions of the Act.  | <b>Auditors to be governed by the act</b>                   |
| 82. | Every account of the Council when audited and approved by a General meeting shall be conclusive.   | <b>Account approved at General meeting to be conclusive</b> |
| 83. | A certified true copy of the Accounts and the Auditor's Report shall be forwarded to the Union Government.   | <b>copies to be forwarded to Central Govt.</b>              |
| 84. | The Auditors shall have the right of access at all time to the Books of Accounts of the Council and shall be entitled to require from the Executive Committee & the officers of the Council such information and explanation, as may be necessary for the due performance of their duties as Auditors. | <b>Right of auditors</b>                                    |

#### **CUSTODY AND DISBURSEMENT OF FUNDS**

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|-----|---|--|
| 85. | The Council shall make bye-laws for the custody and disbursement of funds provided that:  | <b>Custody and disbursement of funds</b> |
|     | (a) The Accounts of the Council should be kept in a Schedule Bank(s), chosen by the Executive Committee and all moneys at the disposal of the Council, with the exception of, petty cash and imprest, shall be deposited into such accounts.  |  |
|     | (b) The funds not required for current expenditure may be placed in fixed deposits with any bank, financial institutions and Govt. bonds.   |  |
| 86. | Notwithstanding any provision contained herein, the Council shall subject to the provision of the memorandum, be at liberty to open Branch Office, whether at any place or places in India and/or outside India, for carrying on business or activity of the Council and to appoint any officer or officers to be incharge of a Branch Office, shall subject to any limitation that may be imposed from time to time by the Executive Committee or the Council or the Secretary be at liberty to open a bank account in the name of the Council in respect of such Branch office under his charges and to operate upon the same and to sign cheques and to do all other acts necessary for the purpose of such account. | <b>Branch offices</b>                    |

#### **SECRECY CLAUSE**

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| 87. | Subject to the provisions of the Act, no Member shall be entitled to require any information respecting any details of Council's business or any matter which is or may be in the nature of trade secret, or secret information which | <b>Secrecy</b> |
|-----|---|----------------|

may relate to the conduct of business of the Council and which in the opinion of the Committee members, it will be in expedient in the interests of the members of the Council to communicate to the public, nor any Member will be entitled to know the details of the trade documents submitted to the Council by another Member.

## **APPOINTMENT OF SECRETARY, OFFICERS AND OTHER EMPLOYEES**

88 Deleted

88 (a) There shall be a Secretary General of the Council who shall function as the Chief Executive Officer of the Council and report to the Chairman of the Council. The Secretary General shall be appointed by the Executive Committee.

**Appointment of Secretary General**

88 (b) There shall be a Secretary, including ex-officio Secretary, and other officers for running the affairs of the Council, as may be determined by the Executive Committee from time to time.

**Appointment of Secretary and Others**

89 The executives and employees of the Council shall be appointed by the Committee in terms of the Council's Service Rules and Regulations, subject to condition that prior approval of the Central Government shall be obtained in case a Government employee is appointed to any such post.

**Appointment of Executives & Employees**

90 The Secretary shall devote himself faithfully to the business and affairs of the Council. He shall have charge of all correspondence and shall keep an account of the funds of the Council and funds connected with activity in any way controlled by the Council. He shall keep accurate minutes of all the meetings of the Council and of the Executive Committee. He shall be in charge of the rooms, furniture, library, document and other articles belonging to the Council or the committee. He shall give notice of all meetings of the Council or their appointments, shall unless, otherwise, decided by Executive Committee, countersign all cheques signed by the Chairman or any member or Members of the Executive Committee, duly authorized in this behalf, and shall collect moneys due to the Council. He shall prepare an Annual Report of the Council, under guidance of the Executive Committee, and generally perform all such duties as are incidental to his office.

**Duties of Secretary**

91. The Executive Committee shall in respect of the executives and employees appointed by the Executive Committee of the Council make bye-laws to regulate:-

**Executive Committee regulate terms and conditions of service**

- (a) The conditions of service,
- (b) The appointment, promotion and dismissal,
- (c) The grant of pay, leave allowance, pensions, gratuities and compensatory allowance,
- (d) Grant of advance of loans the establishment and maintenance of provident fund, Provided that no such condition of service shall be applicable to Central Government employees appointed on deputation to the Council

and such deputationist executive shall be governed by applicable rules, regulations and guidelines of the Central Government..

## **THE SEAL**

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| 92. | The Committee shall provide a Common Seal for the Purpose of the Company, and shall have power, from time to time, to destroy the same and substitute a new Seal, in lieu thereof, and the Committee shall provide for the safe custody of the Seal for the time being and the Seal shall never be used , except by the authority of the Committee or a Sub-Committee, thereof, previously given and in the presence of the Chairman or the Secretary or some other person appointed by the Committee for the purpose. | <b>Common Seal</b>         |
| 93. | Every deed or other instrument to which the seal of Council is required to be affixed shall, unless the same is executed by duly constituted attorney, be signed by the Chairman or the Secretary or by some other person appointed by the Committee for the purpose.  | <b>Deeds, how executed</b> |

## **DOCUMENTS AND NOTICES**

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|-----|---|---|
| 94. | <p>(a) A document or notice may be served or given by the Council on any Member either personally or by sending it by post or by any other means as may be allowed under the Act or rules, to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Council for serving documents or notices on him.</p> <p>(b) Subject to the provisions of the Act, where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the documents or notice, provided that where a Member has intimated to the Company in advance that documents or notice should be sent to him under a Certificate of Posting or by Registered Post with or without Acknowledgement Due and has deposited with the Council a sum sufficient to defray be effected unless it is sent in the manner intimated by the Member and such services shall be deemed to have been effected in the case of a notice of a meeting at the expiry of forty-eight hours after the letter would be delivered in the ordinary course of postal business.</p> | <b>Service of documents and notice</b>                |
| 95. | A documents or notice advertised in a newspaper circulating in Mumbai, Delhi or in the concerned region shall be deemed to be duly served or sent on the day which the advertisement appears on to every member who has no registered address in India and has not supplied to the Council an address within India for the serving of documents of the sending of notices to him.   | <b>Service through advertisement</b>                  |
| 96. | Documents or notices of every General Meeting shall be served or given in the same manner herein before authorized on or to every Member of the Council entitle to receive notices of General Meeting except to Members who (having no registered address within India) have not supplied to the Council  | <b>Documents or notice to be sent to every member</b> |

an address within India for the giving of notice of them and also to the Auditor or Auditors for the time being of the Council.

97. Any documents or notice to be served or given by the Council may be signed by the Secretary or by some person duly authorized by the Committee for such purposes and the signature thereto may be written, printed or lithographed.
- Document or notice; how to be served**

## INDEMNITY

98. Subject to provisions of the Act, no Member of the Committee or a Sub-Committee thereof, Secretary or other officer of the Council or any person employed as an Auditor shall be liable for the acts, receipts, neglects or defaults of any other member or Members of the Sub-Committee or Officer or for any loss or expenses happening to the Council through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Council or for the insufficiency or deficiency of any securities in or upon which any of the moneys of the Council shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment or for any other loss, damages or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto.
- Member of the committee etc. not responsible for acts of others**
99. The committee shall be the sole authority for the interpretation of these Articles and of the Bye-laws and Regulations made thereunder, and the decision of the Committee upon any question of interpretation or upon any matter affecting the Council and not provided for in any of these Articles or by Bye-laws and Regulations made thereunder shall be final and binding on the Members.
- Committee sole authority for interpretation**
100. No change, alteration or modification shall be made in any of the articles without the concurrence the administrative Ministry, Government of India and Central Government under the Act and rules thereof.
- Any Alteration to have approval of Central Government**
101. The Central Government shall have power give directions to the Council in matters involving Apparel Export Promotion.
102. (i) Council shall from time to time on the recommendation of the Committee and suggestions of the trade shall prepare an action plan for :
- (a) The promotion of exports.
- (b) The setting of exports targets generally and also in relation to specific countries. The export targets shall be set in consultation and or as per the targets set by the concerned Administrative Ministry, Govt. of India.
- (ii) Such plans shall be prepared for every financial year or for such longer

or shorter period as may be considered desirable in the circumstances by the Council.

(iii) The Council shall make all possible efforts to secure prompt execution of such plans.

103. Where in relation to a Council to which the Companies Act, 2013 (or any other previous company law) applies, if there is a repugnancy between the provisions of these articles and the provisions of that Act, the provisions of "The Act" shall to the extent of the repugnancy overrule the provisions of these articles. **Repugnancy to the Act**

We, the several person whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a Council not for profit in pursuance of this Article of Association

## NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS

S. No.	Name and Description	Address	Occupation	Signature	Witness to signatures of all Subscribers
1.	Shri Purshotam Amersey S/o Nandial Amersey	M/s Milton's Ltd Mathuradas Mills Compound, Lower Parel Bombay-400013 (President, Clothing Manufacturers Associati on of India, Bombay).	Business	Sd/-	<p style="text-align: center;">Sd/-</p> <p style="text-align: center;">I witness the Signature of all the Subscribers Prof.J.J. Desai(Son of J.J. Desai) Secretary, Indian Garments Manufacturers Federation, C-3, Commerce Centre, Tardeo Main road, Bombay-400004</p>
2.	Shri Vijay Mehta S/o Shiv Nath Mehta	M/s Intercrafts(P)Ltd. 16A, Industrial Area, Phase-II, Naraina, New Delhi (President Garments Exporters Association, New Delhi)	Business	Sd/-	
3.	Shri Bhajan Pratap Singh S/o Pratap Singh	M/s Singh Export Corporation C-12, Safdarjang Development Area, Community Center, New Delhi-110016.	Business	Sd/-	
4.	Shri Shantilal Liladhar Shah S/o Liladhar M. Shah	M/s Hiralal Gulabchand 40/41, Ashok chambers, 56, Broach Street, Bombay-400009.	Business	Sd/-	

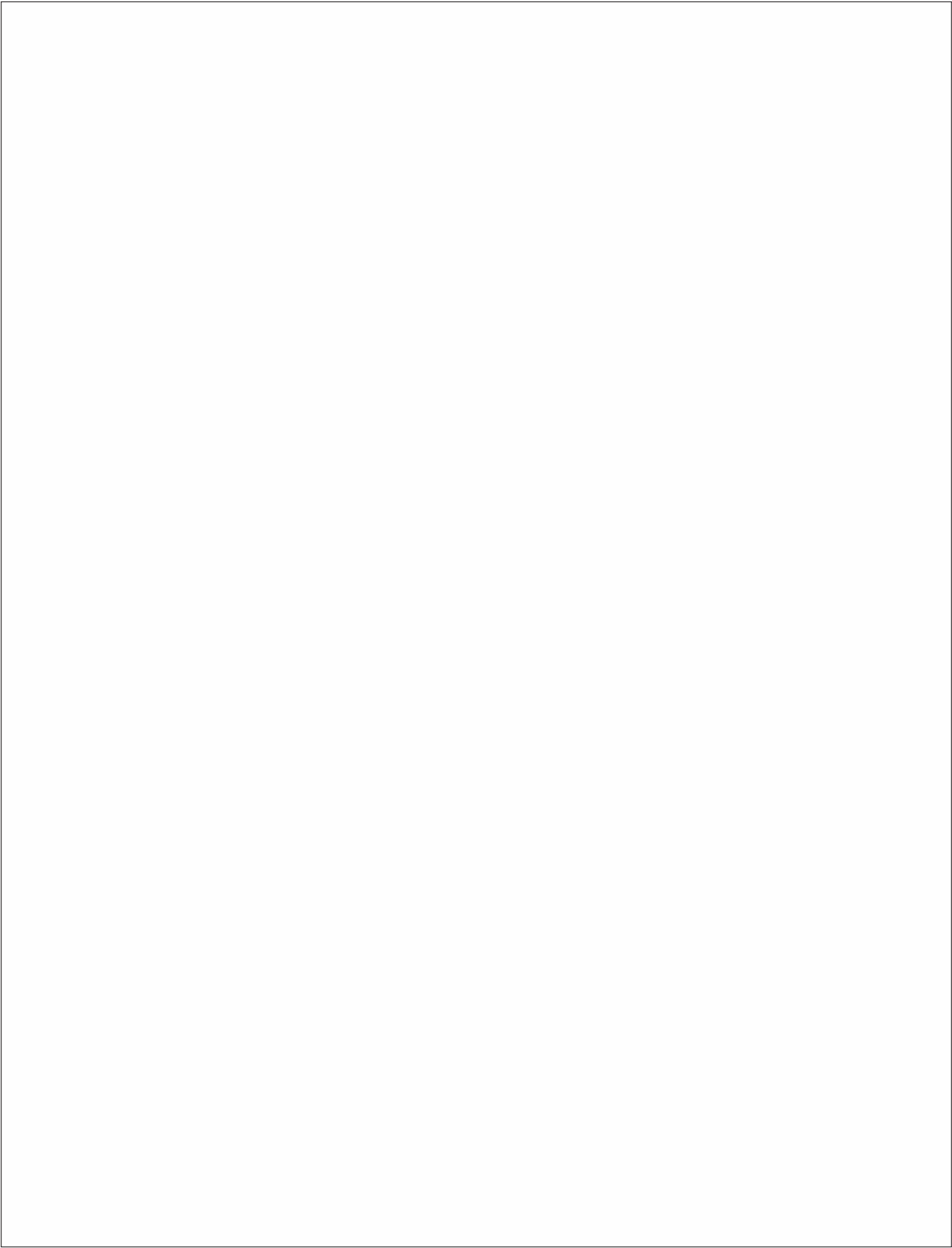
S. No.	Name and Description	Address	Occupation	Signature	Witness to signatures of all Subscribers
5.	Smt. Premila Wagle W/o Nityanand Wagle	M/s Paville Fasions Pvt. Ltd. 1, Forbes Street, Bombay - 400023.	Business	Sd/-	Sd/- I witness the Signature of all the Subscribers Prof.J.J. Desai(Son of J.J. Desai) Secretary, Indian Garments Manufacturers Federation, C-3, Commerce Centre, Tardeo Main road, Bombay-400004
6.	Shri Nariman Mogrelia S/o Framroz Mogrelia	M/s Zoro Garments Pvt. Ltd. 1/43, Broadway, Madras 600001	Business	Sd/-	
7.	Shri Nirmal Banthia S/o Dhanraj Banthia	M/s Magnum Enterprises, 11, Carmac Street, Calcutta 700017.	Business	Sd/-	
8.	Shri B.Ramadorai S/o K. Balasubramaniam	Commissioner-cum-Secretary to Government Irrigation and Power Department, Bhuvaneshwar (Orissa)	Government Officer	Sd/-	

Date New Delhi the 12<sup>th</sup> January, 1978.



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## **APPAREL EXPORT PROMOTION COUNCIL**

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