

## **MEMORANDUM OF ASSOCIATION**

### **NAME AND PLACE**

- I a) the name of the association is “MANGO GROWERS FEDERATION OF TAMILNADU  
b) The office of the association shall be in the State of Tamilnadu.

### **DEFINITIONS**

II The definitions are the enumerated in the Bye Laws to this memorandum.

### **AIMS AND OBJECTS**

III The aims and objects for which the association is established are:

1. To make all out effort to make India and the State of Tamilnadu, a Horticulture economic power, and specifically in the crop of mango.
2. To develop high quality mango farms in the State of Tamilnadu for the production of mango, which in turn will act as hubs for developing commercial horticulture by adopting high-tech horticulture techniques
3. To represent on behalf of the mango growers of the State of Tamilnadu, to the Central and State government, the Planning Commission and other concerned authorities, and to nominate members to serve on any committee representing farmer groups in any government agency or otherwise.
4. To ensure association of progressive growers of mango for the improvement in the crop and marketing of the produce.
5. To help in the organization of Associations of mango growers in the various districts of the State of Tamil Nadu.
6. To create technology awareness about the introduction of new technologies/ concepts in the area of inputs, pre and post harvest and marketing by organizing seminars, workshops, exhibitions at the local, district, regional, state, national, international level for promotion of the mango.
7. To introduce post harvest technologies and strengthen the post harvest infrastructure right from the farm level to the market and if necessary create such infrastructure and markets to serve the farmer community and its members in particular.

8. To pool the produce of several farmers in an area and to improve linkage between producers and marketers and consumers in the process of marketing.
9. To increase producers share in consumer price. To help establish communication network for the speedy collection and dissemination of market information/data for its efficient and timely use. The association will act as a source for information including arrival, prices, import, export, etc
10. To network for resource mobilization with all other related agencies/organizations both of Govt of India and the Government of Tamilnadu, financial institutions, crop insurance agencies, private agencies engaged in the field of horticulture promotion as required for the crop of mango.
11. To adjudge disputes or controversies between Members of the association
12. To arbitrate in the settlement in the disputes arising out of commercial transactions between parties willing or agreeing to abide by the judgment and decision of the association.
13. To take all steps by lawful means which may be necessary for promotion, supporting, or opposing legislation or other action affecting aforesaid economic interests and in general to take the initiative to assist and to promote mango cultivation and trade.
14. To subscribe, to become a member of and co-operate with any other Association, whether incorporated or not whose objects are altogether or in point similar to those of this association and to procure from and communicate to any such Associations such information as may be likely to forward the objectives of this association.
15. To accept, receive, purchase, take on lease, or hire otherwise acquire any movable or immovable property or any rights or privileges necessary or convenient for the purpose of the association on such terms and conditions.
16. From time to time to borrow or raise moneys which may be required for the purpose of the association upon bonds, bills of exchange, promissory notes or other obligations or securities of the association or by mortgage or charge of the Association's property.
17. To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the association.
18. To construct or alter or keep in repair any buildings required or used by or for the association and to pull down or demolish any buildings not so required.
19. To establish and support or aid in the establishment and support of Associations, institutions, funds, trusts and other convenience calculated to benefit employees of the

association or the dependents or actions of such persons and grant ex-gratia payments and allowances to make payments towards insurance and other social welfare schemes.

20. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise that may seem conducive to the association objects or any of them and to obtain from any such Government or authority of rights, concessions and privileges, aid, grants, donations, financial or otherwise, which the association may think fit and desirable to obtain and to carry out exercises and comply with such arrangements, rights, privileges and concessions.
21. To set apart and create special fund with special objects and apply the same or any part thereof or the interests or income thereof or any part thereof for all or any of such special objects, special subject to the statutory regulations in force governing the working of the association from time to time.
22. To undertake or execute any trust the undertaking of which may seem to the association desirable either gratuitously or otherwise.
23. To have power to establish offices or agencies in India or any part thereof and in particular the State of Tamil Nadu
24. To do all such acts and things which may be conducive for the preservation, furtherance and expansion of production, trade, industry and manufacture of mango and its value added products in India and any part thereof and in particular the State of Tamil Nadu, or incidental to the attainment of the above objects or any of them.
25. The income and property of the association whensoever derived shall be applied solely towards the promotion of the objects of the association set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members of the association.
26. Provided that nothing herein shall prevent the payment in good faith or remuneration to any officer or servant of the association or to any Member of the association, in return to any services actually rendered to the association, not to prevent the payment of interest on money lent or the payment of reasonable and proper rent for premises demised or let by any member of the association but so that no Member of the Committee of the Management of the association shall be appointed to any salaried office of the association or any offices of the association paid by fees and that no remuneration or other benefit in moneys worth shall be given by the association to any Member of the Committee of the Management except repayment of out of pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the association.

27. Provided that the provision last aforesaid shall not be deemed to exclude any Member of the association from the benefit of any grant made for any furtherance of any of the objects of the association not the gratuitous distribution among of sold at a discount to Members of any books or other publications whether published by the association or otherwise relating to any of its objects.
28. And, to do all other incidental and usually necessary things that are needed for the attainment of the above objects.
29. The benefits of the association shall be open to all persons irrespective of caste, religion, sex, etc.
30. The association will not function with a profit motive.

**V THE NAMES, ADDRESSES, OCCUPATION AND DESIGNATIONS OF THE PRESENT MEMBERS OF THE GOVERNING COUNCIL TO WHOM THE MANAGEMENT OF THE ASSOCIATION IS ENTRUSTED AS REQUIRED UNDER SECTION 2 OF THE SOCIETIES REGISTRATION ACT, 1860 AS APPLICABLE TO THE STATE OF TAMILNADU ARE AS FOLLOVES:-**

**SL. NO NAME & ADRESS DESIGNATION OCCUPATION SIGNATURE**

1

2

3

4

5

6

7

8

9

10

11

12

**V. DESIROUS PERSONS; - We the undersigned are desirous of forming an association namely TAMILNADU MANGO GROWERS FEDERATION, under The Society Registration act, 1975 of Tamilnadu;**

**SL. NO NAME & ADRESS DESIGNATION OCCUPATION SIGNATURE**

1

2

3

4

5

6

7

8

9

10

11

12

## TAMILNADU MANGO GROWERS FEDERATION

Bye laws



### Introduction and Definitions

- 1.1 The name of the Association is TAMILNADU MANGO GROWERS FEDERATION The Address of the Registered Office of the Association is -----  
-----
- 1.2 a) The date of the formation of the Association is -----and registered on -----  
----- as S.No -----  
b) Registrar of the district whose jurisdiction the office of the Association is situated is Coimbatore.  
c) The business hours of the Association shall be from 10 A.M. to 6.00 P.M. on working days or as fixed by the Governing Council from time to time.
- 1.3 The objects and activities of the Association are enumerated in the aims and objects contained in the Memorandum of Association.
- 1.4 In the interpretation of the Memorandum of Association and the Bye Laws of the association, the following words and expressions shall have the meanings indicated against them, unless repugnant to the subject or context.
- a) ASSOCIATION: TAMILNADU MANGO GROWERS FEDERATION  
b) Memorandum : The Memorandum of Association.  
c) Bye Laws : The Bye Laws of the Association in force.  
d) Business : Any economic activity in the nature of trade, commerce, industry  
And rendering services.  
e) Act : The Tamil Nadu Societies Registration Act, 1975 (Act 27 of 1975)  
f) Rule(s) : The Tamil Nadu Societies Registration Rules, 1978.  
g) General Body : The Members whose names are contained in the Register of Members of the Association.  
h) Member : An Individual or entity who has been admitted to the membership of the Association and whose name is entered in the Register of Members.  
i) Council : The Governing Council of the Association as constituted by these Bye Laws.  
j) Officer Bearer : An individual elected / appointed to the posts of President or Vice President or Secretary or joint secretary or Treasurer, in accordance with the Bye Laws of the Association.  
k) Term of Office : The period from the conclusion of an Annul General Meeting till the conclusion of the following second Annul General Meeting, normally about 2 years.  
l) Year : The financial year of the Association is from 1<sup>st</sup> April to 31<sup>st</sup> March of next year.

m) State Association: TAMILNADU MANGO GROWERS FEDERATION.

1.5 In these Bye Laws, words indicating singular shall include plural number and vice versa, and words indicating masculine gender shall include feminine gender or appropriate gender, as the case may be.

### ***MEMBERSHIP***

2.1 The membership of the association is open to any progressive grower of mango who has attained the age of majority and fulfills the terms and conditions of association without discrimination of the religion, caste, color, sex but subject to the approval of the governing body. If the membership is refused to a certain grower or growers the reason of refusal shall be communicated to the grower(s) concerned.

2.2 This association at state level is initially formed by the individual growers as listed under clause V of the memorandum. These members in turn will initiate the formation of associations at district/zonal level within the State of Tamilnadu, and also may bring under its fold any such mango grower association already registered under the societies act, within the State of Tamilnadu. Subsequently the district/zonal/regional level associations registered within the State of Tamilnadu, will as per the decision of the governing body of each such association, nominate from amongst its governing council, an equal number of nominees from all district/zonal/regional associations, as stipulated time to time by the “TAMILNADU MANGO GROWERS FEDERATION “, and who will constitute as general body members of this association at the state level, i.e. “TAMILNADU MANGO GROWERS FEDERATION“. Such district/zonal/regional or any other mango grower association nominating its governing council members to the general body of the state association, i.e. “MANGO GROWERS ASSOCIATION OF TAMILNADU” shall necessarily amend such bylaws accepting the affiliation to the, State Association, and shall in future amend their bylaws on the directives of the State Association as and when may be required.

2.3 The formation of the district/ zonal / regional level associations within the State of Tamilnadu is expected to be completed within one year after which the general body of this association at the state level will be expanded.

### **Admission of members**

2.4 (a) All applicants should be mango growers. All applicants also should be governing council members in their respective district/zonal/ regional associations which are affiliated to the TAMILNADU MANGO GROWERS FEDERATION. The applications have to be further endorsed by the governing council of their respective associations in form of a resolution. The Governing Council may lay down further qualifications in addition to what is stipulated in these Bye Laws for Membership. The qualification for membership stipulated herein shall apply only to new admissions.

(b) The Governing Council shall prescribe the application form for membership, and the document to be furnished along with the application; and also the procedure of submitting the applications, its scrutiny and its recommendation or rejection.

(c) For the purpose of inviting, Scrutinizing and recommending applications for membership, the Governing Council may constitute a Committee, called Membership Committee consisting of its members.

(d) The Governing Council or the Membership Committee may require the personal appearance of the applicant.

(e) The names of the persons proposed for admission to membership shall be placed before the meeting of Governing Council for its decision. The applications for membership Committee should be reviewed by Office Bearers, who may issue suitable instructions to the Membership Committee on such review.

(f) The Governing Council may accept or reject the recommendations of the Membership Committee. The decision of the Governing Council shall be final in the matter of admission of members.

2.5 Person whose application for membership has been rejected is ineligible for consideration for membership for one year from the date of such rejection.

### **Register of Members**

2.6 A Register of the Members shall be maintained by the Association with such information as the Governing Council may specify. The Register shall be open to inspection by any member at such times and days as specified by Governing Council

### **Cessation of Membership**

2.7 A member shall cease to be a Member of the Association on the occurrence of the following:

(a) Resignation by the Member.

(b) Termination of membership by the Association.

(c) Expulsion from membership by the Association.

The person who ceases to be a Member shall continue to be liable to pay all the Subscription and other fees payable to the Association till the date of cessation of Membership.

2.8 **Resignation of Membership:** A Member who wishes to resign his membership shall submit a letter of resignation to the Association. The resignation shall take effect after its approval by the Governing Council.

2.9 **Termination of Membership:** The membership of a person will be terminated, if

(a) Where the member is an individual, or sole proprietor, if he dies or approaches a court for a declaration as an insolvent person.

- (b) Where member is a firm, the partnership is dissolved, or its approaches a Court for a declaration as insolvent.
- (c) Where member are is a society or a company it, a resolution is passed by a competent body of the society or company, or an on order is passed by a competent authority, closing or terminating the activities or the society / company or dissolving its organization.
- (d) Where member is an individual, if he is convicted of a crime involving moral turpitude.
- (e) Where the member is a firm, if any of the partners is convicted of an offence involving moral turpitude, and continues to be a partner.
- (f) If the member fails to pay subscription and other dues to the Association, three months from the due date.
- (g) The member fails to return to the Association any asset of the Association which he possesses without permission from the Association.
- (h) In case a member of this association, within a period of 12 months from the date of registration of the association, does not get elected to the governing council of an affiliated association at the district/zonal/regional level within the State of Tamilnadu will cease to be a member of the association at the state level.
- (i) In case the sponsoring association of the member withdraws his candidature/nomination.
- (j) In case the sponsoring association of the member withdraws affiliation, from the state association, or fails to settle affliction dues to the state association three months from the due date.
- (k) In case the Sponsoring association of the member fails to follow affiliation guidelines laid down by the state association.
- (l) In case the member has not attended three consecutive meetings of the general body without any intimation.

Reasons for the termination shall be communicated to the person concerned in writing.

2.10 Expulsion of a Member: A member can be expelled from the membership if his conduct and activities would bring disrepute to the Association, or if he works against the common interests of the members of the Association.

2.11 THE DECISION OF THE GENERAL BODY SHALL BE FINAL WITH RESPECT TO THE ADMISSION, CESSATION OR EXPULSION

**Readmission of person who ceased to be members**

2.12 (a) A person who has resigned his membership shall be eligible to be re-admitted as a member, provided he satisfies the other requirements of being admitted as a member.

(b) A person whose membership has been terminated shall be eligible to be re-admitted as a member after the expiry of a period of 3 years from the date of the termination provided that he satisfies the other requirements of being admitted as a member, and if the reasons for the termination earlier no longer exist.

### **RIGHTS AND PRIVILEGES OF MEMBERS:-**

Each and every member of the association shall have:

- 3.1 Right to vote in every meeting of the general body
- 3.2 Right to attend and participate in the meetings, functions and gatherings of the association
- 3.3 Right to inspect the book of accounts on payment of Rupees five hundred only for each inspection.

### **GOVERNING COUNCIL:-**

- 3.4 The affairs of the Association shall be managed by a Governing Council. The governing council shall consist of all members and office bearers i.e.
  - (a) President
  - (b) Vice-President
  - (c) Secretary
  - (d) Joint Secretary
  - (e) Treasurer
  - (f) Seven members, all-elected by the general body

The Governing Council will also authorize one of its office bearers or members to be the spokes person on behalf of the association. The Governing Body shall nominate one expert not necessarily from amongst the members of the association , as a member for technical advice and expert guidance. However, the expert member will not have the voting right.

- 3.5 The members of the governing Council shall be elected once in two years, and shall assume office at the conclusion of the annual general meeting which immediately follows their election.
- 3.6 The candidate, the proposer, and seconder for election for the vacancies to be filled should be members of the general body.
- 3.7 No member is eligible to be elected to the Governing Council if he, or his proposer, or seconder is in arrears of any subscription or any payment due to the Association, or is in possession of any asset of the Association without permission from the Association.
- 3.8 If any Governing Council member fails to attend three consecutive meetings of the Governing Council, without leave of absence, he shall be liable to be removed from the membership of the Governing Council, by the Governing Council after being given an opportunity to explain his absence.

### **Resignation of the Governing Council Member**

- 3.9 Any member of the Governing Council may submit his resignation from the office of the membership of Governing Council by submitting a letter to that effect to the President; the resignation shall take effect from the date of its acceptance by the Governing Council.

### **Suspension of any Governing Council Member**

3.10 Any member of the Governing Council may be suspended from his office by the Governing Council in a meeting with at least 2/3rds of the total strength of the governing council present and voting supporting the proposal.

The proposal for suspension along with the reasons for the proposal, should be signed by the President or at least 7 members of Governing Council, and should be circulated to all members of Governing Council at least 7 days before the meeting of Governing Council in which the proposal is to be considered.

The member should be given an opportunity to reply to the charges against him.

3.11 Quorum for a Governing Council meeting shall be 1/3rds.

### **Powers of the Governing Council**

3.12 Apart from the powers conferred on the Governing Council by these Bye Laws, the Governing Council shall have all the powers other than those required to be exercised by the members in a General Meeting, for the management of the activities of the Association for achieving the objectives of the Association. Without restricting the generality of such powers, the Governing Council shall have the power.

- (a) To make, vary and repeal rules for the regulation of the business of the Association and any Committee constituted by the Association, for the conduct of elections to the Governing Council and Office Bearers,
- (b) To appoint various Committees as may be necessary, and appoint and remove members of the Committees and to dissolve the Committees..
- (c) To determine and collect the charges for the various facilities and services offered by the Association.
- (d) To invest the funds of the Association and liquidate such investments.
- (e) To incur all expenses necessary for the activities of the Association.
- (f) To open bank accounts, authorize two or more of the officer Bearers to operate jointly the accounts and close them.
- (g) To institute conciliation, arbitration and legal proceedings, to defend the Association in any such proceedings and to arrive at settlements in such proceedings directly or with the assistance of authorities who are conducting the proceedings.
- (h) to offer arbitration and conciliation services to members and non-members in business disputes, to make the rules and terms for availing the services, to prescribe the procedures and rules for conduct of arbitration and conciliation proceedings, to constitute the panel of arbitrators and conciliators and to appoint the arbitrators and the conciliators in any dispute and to remove them.

i) To purchase or take on lease or otherwise acquire any immovable property for the Association and to sell properties whose monetary value is less than the limit fixed by the general body, if it becomes necessary in the interest of the Association.

j) to borrow money from banks and financial institutions and secure the re-payment of the money by such means upon such terms and conditions and in such manner as may be determined in mutual discussions between the Association and the lenders/investors, subject to the restrictions that may be laid down by the General Body.

k) to enter into arrangements with any organization anywhere in the world, organized for protection or better development of any branch of trade, industry or service, provided the object for which such association is or shall be formed is not inconsistent with the objects of the Association as defined in Memorandum of Association.

l) to do all other incidental and usually necessary things that are needed for the attainment of the objectives of the association and the day to day functioning of the association, subject to the restrictions laid down by the General body.

3.13 The decision of the governing council on any issue regarding the meaning of any of the clauses of the memorandum of association or any bye law is final till a decision is made by members in a general meeting.

### **Meetings of the governing council**

3.14 The Governing council shall meet at least once in two calendar months at the office of the Association, or at places as decided by the governing council or the President. The Secretary under the direction of the President shall issue the notices of such meetings.

3.15 The notices concerning the governing council shall be issued at least 7 days before the date of meeting. A meeting at a shorter notice can be called by the president in any emergency.

The secretary upon receiving a written requisition signed by at least 2/3rds members of the governing council shall convene a meeting of the governing council within 10 days of the receipt of such requisition. If the Secretary fails to do so, one or more of the requisitionists themselves shall be at liberty to convene the meeting of the governing council by sending a notice 7 days before the date of the meeting. The requisition must contain the matters to be discussed in the meeting and the meeting shall consider only those matters. The requisitioned meeting should be held only at the registered office of the Association. If a quorum is not present in the requisitioned meeting, the requisition should be considered as lapsed.

3.16 The proceedings of the governing council shall be duly recorded and be kept at the registered office of the Association, and shall be open to inspection by governing council members during office hours.

3.17 Any issue submitted to a governing council meeting shall be decided by a majority of votes. Every decision of the governing council shall be decided in the first instance by voice vote and the president/chairman of the meeting shall declare the decision. However, the president/chairman of the meeting may order poll on his volition, and shall order a poll if 5 or more members demand such a poll. The result of the poll, as declared by the president/chairman of the meeting and as entered in the minutes book recording the proceedings of the governing council shall be conclusive evidence of the fact.

3.18 All Acts, done by any meeting of the governing council or by any person acting as a member of the governing council, shall, notwithstanding that it may afterwards discovered that there was some defect in the appointment of any of such members of governing council or that any of them was disqualified to be a member of governing council be as valid as if every such member of the governing council had been duly appointed and was qualified to be a member of the governing council.

3.19 Save as or otherwise expressly provided in the Act, a resolution in writing signed by 75% of the members of the governing council or a committee thereof for the time being entitled to receive notice of a meeting of the governing council or a committee thereof, shall be as valid and effectual as if it had been passed at a meeting of the governing council or committee thereof, duly convened and held.

3.20 The president may invite members and non-members of the Association to any governing council meeting. However such invitees shall not participate in the voting in any issue in the meeting.

### **Quorum and Election of Office bearers and governing council**

4.1 a)The general Body shall elect in its annual meeting a President and all the office bearers and Governing Council members after two years by secret ballot papers. The quorum of the General Body shall be 1/3rds of the total strength.

b) A person appointed to an office may hold such an office for a maximum period of 2 terms continuously.

c) An office bearer will cease to hold office, as such, if he ceases to be a member of the authorized representative of a member or district/zone/regional association he was nominated by.

d) No person can be elected as an office bearer if he has completed 65 years of age or he is an active member of any political party.

### **Resignation of office by office Bearer**

4.2 a)Any office Bearer may resign his office by submitting a letter to the governing council and the resignation will come into effect from the date of acceptance of it by the governing council.

b) The Governing Council should elect a person to the vacancy so caused in the office of the office bearer. The person so elected shall continue in office only till the date the person whom he has succeeded would have been in office.

### **Removal of Office Bearer from his office**

4.3 The members of the Association in a general meeting may remove any office bearer from his office with the support of 2/3rds of the governing council members. The governing council shall elect a person to the vacancy so caused from amongst its members. The person so elected shall continue in office only till the date the person whom he has succeeded would have been in office.

### **Powers and Duties of the Office Bearers**

#### **President**

4.4 The president shall preside over all the meetings of the governing council and general meetings of members. He shall be an ex-official member of all committees and sub-committees of the Association. He shall lead all the delegations of the Association.

The President shall have apart from his personal vote, a casting vote in case of a tie in any voting in the Governing Council Meeting and General Meeting.

The President may place before the Governing Council Meeting and General Meeting any subject which is not dealt in these Bye Laws, and which he wants them to consider and give a decision.

The President may represent the Association before the government authorities, foreign delegations, trade bodies, public meetings, social events, media events, cultural functions and similar gatherings.

The President shall co-ordinate the activities of the Office Bearers and direct any of the Office Bearers to do such acts as he may think fit.

The President may authorize the Vice President to act on his behalf in his absence or in the case of his inability to act.

The President may direct any of the Office Bearers to act on behalf, or in the place of any other Office Bearer, in the absence such Office Bearer, or in the case of the inability of the said Office Bearers to perform his duties.

The President may authorize an expenditure on any item in the budget approved by the Annual General Meeting in excess of the amount budgeted up to an extent of 20%. The President may

authorize the expenditure on any item not budgeted for up to 10% of the total expenditure budget approved by the Annual General Meeting.

The President in consultation with other Office Bearers shall appoint employees of the Association, to entrust with them such work as may be necessary, remunerate them, promote them and terminate their services.

The President in consultation with other Office Bearers shall engage consultants, legal advisers, advocates, accountants, architects, engineers and other professionals and determine the terms of their engagement.

The President in consultation with other Office Bearers shall contract for such services as may be needed for the Association's activities.

### **Vice Presidents**

4.5 The Vice President shall attend to such duties as may be assigned to them by the President and Governing Council.

In the absence of the President, and in the absence of his direction as to who should substitute for him, the Vice President shall officiate in the place of the President.

### **Secretary**

4.6 The Secretary shall be in charge of the administration of the Association. Without restricting in any way the generality of the foregoing statement, they shall:

- (a) Convene all Governing Council and General Meetings.
- (b) Convene all meetings of members and non-members to deliberate on any matter.
- (c) Correspond for and on behalf of the Association.
- (d) Institute any legal action on behalf of the Association or defend Association in any legal action.
- (e) Incur any expenditure for and on behalf of the Association, as provided in the Budget or approved by the Governing Council.
- (f) Issue circulars, media statements, leaflets and publish other materials as may be warranted for meeting the objectives of the Association.
- (g) Keep in safe custody all the documents and records of the Association.
- (h) Supervise the day to day functioning of office of the Association.
- (i) Submit all statutory returns to various authorities.
- (j) Execute or sign, or certify documents on behalf of the Association with the authorization of the Governing Council, and
- (k) Maintain a record of the proceedings of the Governing Council and General Meetings.

In addition to the above, the Secretaries may be assigned additional Responsibilities by the President and Governing Council.

### **Joint Secretary**

4.7 The joint secretary shall assist the secretary in discharging his duties and shall attend to any such duty as may be assigned to them by the president and governing council. In Absence of the secretary, the joint secretary shall discharge all such duties of the Secretary.

## **Treasurer**

4,8The Treasurer shall be in charge of all assets of the Association and collect all revenues due to the Association and disburse all funds of the Association. Without affecting the generality of the above, the Treasurer shall:

- (a) ensure that proper records and accounts of all receipts and payments, and all Liabilities and assets of the Association are maintained.
- (b) ensure safe custody of all records and documents related to his functioning, and
- (c) Ensure all statutory payments to be made by the Association in respect of its activities are made on time and all statutory returns relating to them are submitted to the appropriate authorities.

## **ELECTIONS**

- 5.1 Elections for the office bearers and membership of the Governing Council shall be held on day of the Annual General Meeting. The elections should be conducted by secret ballot.
- 5.2 The Governing Council shall appoint not more than 3 persons to conduct the elections at least 30 days before the date of Annual General Meeting in which the newly elected President or Governing Council members are to assume their office. The persons so appointed shall be called Election Officer and they shall conduct the elections for the Governing Council members and the Office Bearers in a fair and transparent manner. The Election Officer should not be directly or indirectly associated with any of the candidates contesting the election nor should be a candidate in the election. The Election Officer should be provided all assistance and facilities by the Governing Council and the Association's Office for the conduct of the election. All expenses incurred by the Election Officer shall be reimbursed by the Association.
- 5.3 The Governing Council shall ensure that the elections are conducted in a fair and transparent manner, and for that purpose may prescribe the procedures of election and issue instructions to the Election Officer(s).
- 5.4 (a) For the election of the office bearers and Governing Council Members, the Election Officer(s) shall finalize a schedule for the various events for the election, and communicate the schedule to the members and invite nominations of the candidates for the Office for which the election is to be held, at **least 21** days before the date of election.
- 5.5 The Governing Council shall prescribe the format of the nomination forms and the quantum of fees to be remitted along with the nomination form. The nominations for election should be signed by the candidates, the proposer and seconders and should be accompanied by the receipt issued by the Association Office acknowledging the payment of fees prescribed for the nomination. The nomination for the office bearers and governing council members should be proposed by a member and seconded by at least 2 members of the general body.

- 5.6 All nominations must be in the name of the member, with the name of the Authorized Representative also being given where applicable.  
A member can contest only for one post. If a member is nominated for more than one post, all nominations would be rejected.
- 5.7 If the number of candidates validly nominated for any office be equal or less than the number of seats vacant, then, the said candidate(s) shall be declared as elected by the Election Officer(s). If there shall be more candidates than the seats vacant, an election shall be held. The election shall be by secret ballots and should offer adequate opportunity for all members to exercise their votes. The persons, who have received the largest number of votes, till the vacancies available are filled, shall be declared elected. The Election Officer(s) shall submit before the Annual General Meeting the list of names of the elected candidates, and the votes polled by all candidates.
- 5.8 The decisions of the Election Officer(s) so long they are not in contradiction of these Bye Laws, and the procedures lay down and the instructions given by the Governing Council are final and binding in all matters connected with the election process and the declaration of results.
- 5.9 The Association may destroy all or any records and documents relating to the election after a period **of six months** from the date of election.

## **ASSETS, FUNDS, ACCOUNTS & RECORDS**

- 6.1 The Association may collect Admission Fee, Subscription, affiliation and Special contributions from members. It may also levy charges from members and others for the services provided to them and for using the facilities offered by the Association. The admission fee and the annual subscription shall be increased by at least 10% in every three years.

### **Admission Fee**

- 6.2 The admission fee shall be a sum of Rs100/- payable at the time of admission by all members, and the Governing Council may prescribe any change in the admission fee payable by a member on admission, from time to time.

### **Annual Subscription**

- 6.3 All members shall pay an annual subscription of Rs1000/- . The annual subscription shall be payable on or before 30<sup>th</sup> April for each financial year of the Association and the Governing Council may prescribe any change in the subscription fee from time to time.

### **Additional Subscription**

6.4 all Members or any group of Members may be required to pay additional subscriptions in any year, before the date specified by the governing council or the general meeting for meeting any extra – ordinary expenses of the Association or for creating designated funds.

The governing council is authorized to levy the additional subscription up to 100% of the annual subscription

#### **Particulars to be furnished for determining the annual and additional subscription**

6.5 The members shall furnish such information and documents as may be required by the Association for determining the Annual subscription or the additional subscription.

If a member fails to provide the information sought by the Association, the treasurer may determine the amount of additional subscription. The amount determined by the treasurer shall be final and binding on the member.

6.6 The Association shall keep proper records and books of accounts with respect to

- a) All Sums of money received and disbursed, and
- b) The assets and liabilities.

6.7 The books of accounts and records shall be kept at the registered office

6.8 The financial year of the Association shall begin on the 1<sup>st</sup> day of April every year and end on the 31<sup>st</sup> day of March of the following year.

6.9 The Treasurer shall cause the preparation of the income and expenditure statement for each financial year and the balance sheet as on the last day of the financial year. These statements shall be audited and certified by the auditors, who shall append their report on them. These statements, signed by the president and treasurer, shall be placed before the governing council for its approval.

6.10 The treasurer shall prepare a budget for the income and expenditure and a budget for the capital expenditure for each year and get it approved by the governing council.

6.11 A copy of the income and expenditure statement for the previous financial year and balance sheet as on the last date of the financial year along with auditor's report there on and every document required by the law to be annexed or attached to these accounts statements and budget for income and expenditure and the budget for capital expenditure for the current financial year shall be sent to every member along with the notice of the annual general meeting.

6.12 At every annual general meeting the governing council shall seek the approval of the members for the income and expenditure statement for the financial year preceding the annual general meeting and the balance sheet of the assets and liabilities as on the last date of the

financial year. The governing council shall also seek the approval of the members in the annual general meeting for the income and expenditure and capital expenditure budgets for the current year. The governing council shall furnish such information as may be requested by the members, in this regard.

## **Auditors**

6.13 Every year the books of accounts of the Association and funds connected with or controlled by the Association shall be audited by one or more auditors.

The Association shall at each annual general meeting appoint one or more qualified chartered accountants as auditor or auditors to hold office from the conclusion of that meeting until the conclusion of the next annual general meeting. Subject to the appointment terms, the appointment, remuneration, rights and duties of the auditor or auditors shall be regulated by **section 16 of the act.**

All notices of, and other communications relating to any general meeting of the Association, which any member of the Association is entitled to have sent to him shall also be forwarded to the Auditors of the Association and the Auditors shall be entitled to attend any General Meeting which the member attends on any part of the business which concerns them as Auditors

The Auditor's Report shall be read before the members in the General Meeting and shall be open to inspection by any member of the Association.

6.14 The funds of the Association shall be invested only **in the assets specified by Section 11 (5) of the Income Tax Act, 1961.**

## ***GENERAL MEETING & OTHERS***

### **Annual General Meeting**

7.1 In addition to any other meetings, one General Meetings of the Members shall be held in each year in accordance with the provisions of Section 26 of the Act within and not later than six months after the close of the financial year of the Association. Such a General meeting shall be called the Annual General Meeting and shall be held at such time, date and place as may be decided by Governing Council having regard to the directions, if any, given in this respect by the Association in a General Meeting. All other meetings shall be called extra – ordinary General Meetings.

7.2 The business of an Annual General Meetings Shall be:

- a) To receive and adopt, the report of Governing Council on the activities of the Association in the previous financial year, the Income and Expenditure Account

- and Balance Sheet relating to the previous financial year certified by Auditors with the Auditor's report thereof;
- b) To record the names of the persons elected to the office of the President and to the membership of the Governing Council as reported by the Election Officer(s) in the years when elections are due.
  - c) To appoint an auditor/auditors to audit the accounts of the Association for the year concerned, submitted by the Governing Council, and
  - d) To consider the Annual budget Estimate of Income and Expenditure for the year concerned, submitted by the governing council, and
  - e) To consider such resolutions as may be included by the Governing Council in the agenda of business and such other resolutions as may be brought forward in accordance with these Bye Laws.

Except the subjects a,b,c and d listed above, all other business transacted at an Annual General Meeting and all business transacted at an Extra – ordinary General Meeting shall be deemed as special business.

### **Extra- Ordinary General Meeting**

7.3 The Governing Council may, whenever it thinks fit, and shall, upon a requisition made in writing by any **2/3rds or more members in accordance with the provisions of section 28 of the Act, call** for a general meeting of the Association on such date and time and place as may be determined by it . Such meeting shall be called as “Extra-ordinary General Meeting”. Any requisition by the Members shall state the object of the meeting proposed to be called and must be signed by the requisitioners and deposited at the office of the Association.

### **Notice**

7.4 (a) **Save as provided in Subsection (2) and (3) of section 26 of the Act, a General Meeting or Extra – ordinary General Meeting of the Association may be called by giving** a notice in writing of not less than twenty one days. The notice shall be given by post or otherwise. The date of posting or service or notice otherwise shall be excluded for the purpose of calculation of the 21 days.

Every notice of a meeting shall specify the place and the day and hour of the Meeting and shall contain a statement of the business to be transacted there at. The notice must also contain an explanatory statement regarding the special business, if any, to be transacted in the meeting.

(b) The accidental omission to give notice to or the non – receipt of notice by a member or other person to whom it should have been given shall not invalidate the proceedings of the meeting.

### **Quorum**

7.5 No business shall transacted at any General Meeting of the Association unless a quorum of 1/3rds of the total strength of members is present at the time when the meeting proceeds to take up business.

## **Adjournment of General and other Meetings**

7.6 If with in half an hour from the time appointed for any General Meeting a quorum be not present, the meeting if convened upon the requisition of members, shall be dissolved but in any other case it shall stand adjourned to the same day in the next week, at the same time and place.

If in the adjourned Meeting also, a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall constitute the quorum.

The chairman may adjourn any meeting for such duration as he thinks fit on the same day and same place, with the concurrence of the members present in the meeting but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from where the adjournment took place.

When a meeting is adjourned for thirty days or more, a notice of the adjourned meeting shall be given as in the case of original meeting.

Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **Minutes.**

7.7 The minutes of the General Meetings of the Association be kept at the registered office of Association and shall be signed by the person who chaired that meeting

Any such minute, if signed by the chairman of the meeting at which the proceedings were held shall be the conclusive evidence of the proceedings.

The books containing the minutes aforesaid shall, during business hours be open to the inspection of any member, free of charge. The members may obtain certified copy of the minutes by paying such charges as may be fixed by the Governing Council.

## **Indemnity**

7.8 The office bearers and Members of the Association shall be indemnified in respect of all acts done by them, for the Association, in good faith. No office bearer or members of the Association shall be liable for any act done by any other bearer or member of the Association.

## **Legal proceeding**

7.9 (a) Suits or legal proceedings by or against the Association may be instituted or taken in the name or the Secretary of the Association for the time being;

(b) The president may with the approval of the governing council authorize the secretary of the Association and or such other office bearers of the Association to sign and

execute agreements, deeds of sale, mortgage or documents for and on behalf of the Association.

### **Amendment, variation and recession of Bye Laws**

7.10 No Bye Laws shall be amended, varied and/or rescinded except with the consent of three fourths, of the voting strength of members voting at a meeting and with prior written approval from Mango growers Association of India. **The procedure laid down in section 12 of the act and other applicable statutory provisions/conditions shall be** followed for amending the memorandum and Bye Laws.

### **General**

7.11 The provisions **of the Tamil Nadu Societies Registration Act (27 of 1975)** shall apply to the extent not provided in these Bye Laws.

### **Dissolution of Association**

7.12 The Association may at any time be dissolved with the consent of 2/3rds of members entitled to vote and voting in a meeting specially convened for the purpose of which previous notice in writing has been given to all members specifying the intention to propose such a resolution, provided always that at such a meeting the quorum shall be 2/3rds of the voting strength of the members.

If upon dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to the some other institution or institutions having objects similar to the objects of the Association to be determined by the members of Association at or before the date of dissolution.

7.13 These Bye Laws should come in force from the date of registering the association under the societies act.

The Governing council and its members shall continue in office as governing council members for a tenure of two years from date of registration, Subject to the clauses in the byelaws, till new members of the governing council are elected and assume office.

The present office bearers shall continue to be in office for a tenure of two years from date of registration, Subject to the clauses in the byelaws. Till new office bearers are elected/ appointed and assume office.