

**★ MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

**THE INDIAN COMPANIES ACT VII 1913**

**THE COMPANIES ACT 1956**

**THE COMPANIES ACT 2013**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**The Indian Society Of Advertisers**

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★ Altered vide resolution passed by the members at their Annual General meeting held on 14<sup>th</sup> September, 2016 after obtaining approval under section 8 (4) (i) of the companies Act, 2013 by the Registrar of Companies Mumbai, Maharashtra dated 1<sup>st</sup> September, 2016.

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## ★ MEMORANDUM OF ASSOCIATION

1. The name of the company (hereafter called “The Society”) is The Indian Society of Advertisers.
2. The Registered Office of the Society will be in Mumbai within the jurisdiction of The Registrar of Companies, Maharashtra, Mumbai.
3. The objects for which the Society is established are:-
  - (a) To promote maintain and uphold sound ethical and economic principles of advertising, to encourage and promote Consensus among members on all subjects involving their common good, to secure appropriate action in the interests of members and to take constructive action in all important branches of advertising.
  - (b) To provide education to the members and/or general public on advertisement, publicity & allied matters, through conduct of seminars, workshops and to undertake dissemination of information as a knowledge sharing exercise.
  - (c) To formulate and promote laws and codes and standards of advertising practice wherever they may be required.
  - (d) To promote or oppose legislative and other measures affecting advertising, trademarks, merchandise marks and trade and business names and any other matters affecting the objects of the Society.
  - (e) To cooperate with, advise, petition or oppose any Local or other Authority or any Government department and to petition Government or any public or private associations or bodies on matters affecting the objects of the Society.
  - (f) To expose fraudulent or wasteful advertising propositions.
  - (g) To serve as a clearing-house of information on Advertising matters, and facilitate contact between Advertisers by meetings and exchanges of ideas, views and experience.
  - (h) To give assistance to Members who advertise overseas.
  - (i) To maintain good relations with all other organizations connected with Advertising as a whole, and cooperate with them for the benefit of the Advertiser.

- (j) To collect, publish and circulate statistics and information which may assist or promote the objects of the Society.
- (k) To publish in print or electronic media any newspapers, books, periodicals, pamphlets, leaflets, circulars or posters that may be considered desirable for the promotion of or carrying out of any of the objects of the Society.
- (l) To collect subscriptions and other payments from Members and to borrow or raise moneys required for the purposes of the Society upon such terms and in such manner and upon such securities as may be determined, and generally to obtain moneys for the objects of the Society in any lawful manner and to invest, apply or deal with the same in such manner as may be considered most desirable for giving effect to such objects.
- (m) To accept any bequest, devise, gift or donation whatsoever (whether of money or of property of any description) and to apply the same or the proceeds of sale or realization thereof for the purposes of the Society or to invest the same or such proceeds and apply the Income arising therefrom for any of the purposes of the Society.
- (n) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of or affiliate with any other Society, Institution, Association or Company whose objects are similar or in part similar to the objects of this Society or the establishment or promotion of which may be beneficial to this Society, provided that no subscription be paid to any such other Society, Institution, Association or Company out of the fund of this Society except bonafide in furtherance of the objects of this Society.
- (o) To amalgamate with any other Society, Institution, Association or Company having objects wholly or in part similar to the objects of this Society.
- (p) To purchase, take over or otherwise acquire and undertake all or any part of the property, assets, liabilities, and engagements of any one or more of the Societies, Institutions, Associations or Companies with which this Society is authorized to amalgamate.
- (q) To transfer all or any part of the property, assets, liabilities and engagements of this Society to any one or more of the Societies, Institutions, Associations or Companies with which this Society is authorised to amalgamate.
- (r) To purchase, take on lease or hire or otherwise acquire and to manage or assist in the management of any movable or immovable property or rights or privileges necessary or expedient for the furtherance of the objects of the Society.

- (s) To hire and employ secretaries, clerks, managers, servants and workmen and pay them and other workmen in return for services rendered to the Society, salaries, wages.
  - (t) To invest the money of the Society not immediately required, in such securities as may from time to time be determined, including any debentures, bonds or other securities issued by the Society.
  - (u) To borrow or raise money which may be required for the purposes of the Society upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Society, or by mortgage, or charge of the Society's property.
  - (v) To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Society, whether movable or immovable.
  - (w) To do all such things as are conducive or incidental to the attainment of these objects.
4. The objects of the Society extend to the whole of India.
- 5.(a) The income and property of the Society, whensoever derived, shall be applied solely for the promotion of its objects as set forth in this Memorandum.
- (b) No portion of the income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been members of the Society or to any one or more of them or to any person claiming through any one or more of them.
- (c) Except with the previous approval of the Central Government, no remuneration, or other benefit in money or moneys worth shall be given by the Society to any of its members, whether officers or servants of the Society 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 Society.
- (d) Except with the previous approval of the Central Government no member shall be appointed to any office under the Society which is remunerated by salary, fees, or in any other manner not excepted by sub clause(s).
- (e) Nothing in this clause shall prevent the payment by the Society in good faith of reasonable remuneration to any its officers or servants (not being members) or to any other person (not being a member) in return for any services actually rendered to the Society.
6. The Society shall not support with its funds or endeavor to impose on or procure to be observed by its members or others, any regulation or restriction which, if an object of the Society, would make it a Trade Union.

7. No alteration shall be made to this Memorandum of Association or to the Articles of Association of the Society which are for the time being in force, unless the alteration has been previously submitted to and approved by the Regional Director of the Company Law Board.
8. The liability of the members is limited.
9. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being, wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding Rs.5000.
10. If upon the winding up or dissolution of the Society 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 Society, but shall be given or transferred to some other Society, Institution, Association or Company (or to several Societies, Institutions, Associations or Companies) having objects similar or in part similar to the objects of this Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of clause 4 hereof, such Societies, institutions or Companies to be determined by the members of this Society at or before the time of dissolution, and in default thereof by such judge of the High Court of Judicature at Bombay or other judge as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
11. True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Society; 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 Society for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.
12. We, the several persons whose names and addresses are hereunder subscribed, are desirous of being formed into a Company in pursuance of the Memorandum of Association.

Name of Member.	Company.	Witness.
R. Ray, Publicity Manager, Bata Shoe Co., 30, Theatre Road, Calcutta.	Limited Co.	S. J. M. Stark, Advertising Manager, Imperial Tobacco Co. Ltd., Virginia House, Chowringhee, Calcutta.
Gangadhar Makheria, Secretary & Chief Accountant, Birla Bros. Ltd., 8, Royal Exchange, Calcutta.	Limited Co.	J. C. Gupta, Publicity Manager, Birla Bros. Ltd., 8, Royal Exchange, Calcutta.
P. H. Brown, Director, Corn Products Co. (India) Ltd., Waudby Road, Bombay 1.	Private Ltd. Co.	I. G. G. Iyer, Secretary, Corn Products Co. (India) Ltd., Waudby Road, Bombay 1.
P. Mohanlal, Director, Parle Products Manufacturing Co. Ltd., Thackarsey House, Ballard Estate, Bombay.	Private Ltd. Co.	R. R. Warier, Chief Accountant, Parle Products Manufacturing Co. Ltd., Ballard Estate, Bombay.
F. S. Mulla, Public Relations Officer, Tata Industries Ltd., Fort, Bombay.	Limited Co.	S. D. Masani, Assistant Secretary, Tata Industries Ltd., Fort, Bombay.
M. R. Bavier, Esq., General Manager, West End Watch Co., Horny Road, Bombay.	Private Co.	J. J. Nopper, Assistant Manager, West End Watch Co., Hornby Road, Bombay.
R. A. Haryott, Director, Glaxo Laboratories (India) Ltd., Worli, Bombay	Private Ltd. Co.	J. G. Kidd, Accountant, Glaxo Laboratories (India) Ltd., Worli, Bombay.
Lt. Col. J. D. Kothawala, Director, Polson Ltd., Mazagaon, Bombay	Limited Co.	Z. A. Vasi, Publicity Manager, Polson Ltd., Mazagaon, Bombay

Dated this 5th day of June 1952.

# ★ ARTICLES OF ASSOCIATION

## PRELIMINARY

1. In these Articles unless there be something in the subject or context inconsistent there with:-

“The Act” means the Companies Act, 2013 or any re-enactment or statutory Modification thereof for the time being in force.

“The Society” or “The Company” means: The Indian Society of Advertisers

“Member” means a member of the Society.

The Executive Council shall have all the powers and all the responsibilities given under law to the Board of Directors given to ‘Not-for-Profit Company.’

“Sub-Committee” means the members for the time being of a Sub-Committee constituted and acting in the manner prescribed by these Articles.

“Firm” includes an association of persons whether registered under any law for the time being in force or not. Words importing the singular number only include the plural number and vice, versa.

“Directors” includes those persons appointed as such for the time being of the company. The members of Executive Council shall also be known as Directors.

“Board” means Board of Directors of the Company which includes “The Executive Council”

“Seal” means the common seal of the company.

“Articles” means the Articles of Association of the company.

“Secretary” includes “Secretary General”

Every reference in these Articles, to the masculine shall include the feminine and the singular shall include the plural. Marginal notes shall not affect the construction of any Articles.

### **Number of Members**

2. For the purposes of registration the number of members of the Society is taken as 1000.
3. The Society is established for the purposes expressed in the Memorandum of Association.



# **MEMBERS**

## **Entrance & Subscription fees**

4. Every member shall at the time of admission pay such entrance fees, not exceeding Rs.5,000 and such annual subscription, not exceeding Rs.500,000, as may be fixed by the Executive Council from time to time either in general or by category of member(s) (which category(s) is to be defined by the Executive Council) and shall during the continuance of his membership duly pay all Annual Subscriptions, not exceeding as shall be fixed by the Executive Council from time to time
5. Each category of membership shall consist of those individual firms, joint stock companies or other corporations, who in the year immediately preceding the year in which the application for membership is made or membership is being continued, have spent a sum not exceeding the figure mentioned, against each category in article 4 above, on advertising, publicity and other services directly connected therewith.

## **Application for Membership**

6. Application for membership shall be made to the Executive Council directly. All applications shall include particulars of the category of membership in which the Applicant is entitled to be enrolled and all applications must be accompanied by the entrance fee and the first annual subscription.

## **Change of category Membership**

7. Each member shall at the time of paying his annual subscription give notice to the Society of the category of his or its expenditure on advertising, publicity and services directly connected therewith in his or its financial year immediately previous to the year in question so as to confirm or alter the category of membership to which such person is entitled in accordance with Article 4 and/or 5 hereof and in the event of any change (which shall be duly noted in the Register of Members) such person shall pay the annual subscription appropriate to the category of membership to which he or it is then entitled.

## **Corporate names**

8. Any firm, Joint Stock Company or other corporation eligible for membership may become a member of the Society in their conventional or corporate name.

## **Approval of Application**

## **Change In Type Of Membership Or Change Of Address Of Members**

9. Change in type of membership or change of address of the members shall be given by Registered Post A. D. and/or Email to the Company.

10. No person shall be enrolled as a member of the Society unless the application is approved by the Executive Council who may in their sole discretion and without assigning any reason therefore withhold such approval.

### **Financial Year**

- 11 (a) The financial year of the Society shall end on the 31st day of March in each year.
- (b) Renewal of Annual membership subscriptions will fall due on the first day of April every year. The new members shall in the year of their admission pay the Annual Subscription applicable to their category on the following basis:
- (i) Companies admitted as  
Members during the : Full amount  
Period 1st April to of Annual  
30th September Subscription
- (ii) Companies admitted as  
Members during : Half the  
the period 1st October amount of  
to 31st March Annual Subscription

### **Change of Member's name**

12. A firm shall cease to be a member upon any change being made in its conventional name if such change shall be occasioned by admission or retirement or death of a partner. A joint stock company shall cease to be a member or associate member upon any change being made in its corporate name, unless such change shall have been effected under the provisions of the Indian Companies Act or any similar statutory enactment. A corporation shall cease to be a member or associate member upon any change being made in its conventional or corporate name unless in the opinion of the Executive Council the change in the conventional or corporate name does not carry with it any change in its constitution or identity other than the change of name.

### **Re-admission of members:**

13. If a firm, Joint Stock Company or corporation which shall have ceased to be a member under Article 12 shall within 30 days thereafter apply for membership in its new name as a member it shall, if the application is duly approved by the Executive Council, not be called upon to pay an entrance fee. In any case in which there should be any doubt as to whether an entrance fee is payable under this Article the decision of the Executive Council shall be final.

### **Effect of War**

14. Any individual, firm, company or corporation being a member shall be deemed to be ineligible to continue as, and shall ipso facto cease to be a member if the individual, or in the case of a firm any partner or partners thereof, is or are a subject or subjects of a State which is at any time at war with Union of India and in the case of a company or corporation, if that company or corporation be incorporated or constituted under the laws of a State, which is at any time at war with the Union of India, or if the Central Government has declared or shall declare that company or corporation an enemy firm or has ordered or shall order that all its property shall vest in the Custodian of Enemy Property.

### **Insolvency of member**

15. A member being an individual shall cease to be a member if such member shall be declared an insolvent.

### **Effective winding up**

16. A member being a firm shall cease to be a member if the firm or all the partners thereof shall be adjudicated insolvent. A member being a company or corporation shall cease to be a member if an effective resolution shall be passed or an order made by a competent Court/Tribunal for the winding up of the company or corporation.

### **Expulsion of members**

17. A majority of three-fourths of the members present and entitled to vote at an Annual or Extraordinary General Meeting may by resolution expel any member. Any such person, firm, company or corporation shall from the passing of such a resolution, cease to be a member.

### **Effect of failure to pay subscription**

18. Any member whose subscription shall be three months in arrears and who shall not pay such arrears within one month after written notice calling for such payment shall be liable to cease as a member and his or its name shall be liable to be removed from the Register of Members. A member whose subscription is three months in arrears may not vote, and if he or it votes his or its vote shall not be counted.

### **Resignation of members**

19. Any member may withdraw from the Society by giving written notice to the Executive Secretary or to the Executive Council, and he or it shall be deemed to have ceased to be a member from the date of such notice.

### **Effect of termination of membership**

20. Any member who shall for any reason cease to be a member shall nevertheless remain liable for and shall pay to the Society all moneys which at the time of his or its ceasing to be a member may be due to the Society.

### **Register of Members**

21. The Executive Council shall cause to be kept in one or more books prescribed under the Act :
- (a) Names and addresses and the occupations, if any of the members.
  - (b) Date at which each individual, firm company or corporation was entered in the Register as a member.
  - (c) The category of membership of each member, and
  - (d) Date at which any individual, firm, company or corporation ceased to be a member.

### **Members to be bound by Articles**

22. Every member binds himself or itself to abide by these Articles and by any alteration or modification thereof that may be made in conformity with the provisions of the Act.

## **BORROWING POWERS**

23. The Executive Council may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Society.

### **Conditions on which money may be borrowed**

24. Subject to the provisions of Article 61 hereof, the Executive Council may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by the issue of debentures or stock of the Society charged upon all or any part of the property of the Society both present and future, Debentures, debenture stock and other securities may be made assignable free from any, equities between the Society and the person to whom the same may be issued.

## **PROCEEDINGS AT MEETINGS**

25. (1) Any General Meeting or Extra-Ordinary General Meeting, may be called by giving not less than Fourteen day's notice in writing.

- (2) A General Meeting may be called after giving shorter notice than that specified in sub-clause (1) hereof if, consent is accorded thereto, in the case of an Annual General Meeting by all the members entitled to vote thereat, and in the case of any other meeting by the members having not less than 95 per cent of the total voting power exercisable at that meeting.

Provided that where any member is entitled to vote only on some resolution or resolutions to be moved at the meeting and not on the others, those members shall be taken into account for the purposes of this sub-clause in respect of former resolution or resolutions and not in respect of the latter.

26. Notice of every meeting shall be given to the persons entitled to receive notice of the Meeting in the manner hereinafter provided. Every notice of a meeting shall specify the day, place and hour of meeting and the general nature of business to be transacted thereat.
27. The accidental omission to give any such notice as is specified in this Articles or the non-receipt of such notice by any of the members shall not invalidate any resolution passed at any such Meeting.
28. (1) All business to be transacted at an Annual General Meeting shall be deemed Special, with the exception of business relating to (i) the consideration of the accounts, Balance sheet and Income & Expenditure Account and the Reports of the Executive Council and of the Auditor's, (ii) the election of the members of the Executive Council in place of those retiring, and (iii) the appointment of, and the fixing of the remuneration of the Auditors. In the case of any meeting other than the Annual General Meeting all business shall be deemed Special.
- (2) Where any items of business to be transacted at a meeting are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business, including in particular the nature and extent of the interest, if any, therein of every Executive Council member and the manager, if any, and specifying where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected.
- (29) (1). The Executive Council may, whenever it thinks fit and shall, on a requisition made in writing by not less than one tenth or more of the total number of members of the Society entitled to vote as on the date of deposit of requisition, call an Extra-Ordinary General Meeting.

- (2) Any requisition so made shall state the object of the Meeting proposed to be called and must be signed by the requisitionists and deposited at the Registered Office of the Society, and may consist of several documents in like form, each signed by one or more requisitionists.
- (3) On deposit of any such valid requisition, the Executive Council shall forthwith proceed to call a General Meeting; if It does not proceed within 21 days from the date of the requisition being so deposited to call a Meeting for the consideration of those matters on a day not later than forty five days from the date of deposit of the requisition, the requisitionists or a majority of them may themselves call a Meeting, but in either case any Meeting so called shall be held within three months from the date of the deposit of the requisition.
- (4) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Executive Council duly to convene a Meeting shall be reimbursed to the requisitionists by the Society.

### **Quorum**

30. Five members entitled to vote, present, personally shall be a quorum for a General Meeting and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

The chairperson, if any, of the Executive Council shall preside as chairperson at every General meeting of the company. The Chairman will not have a casting vote at the general meeting.

### **When, if quorum not present, meeting to be dissolved and when to be adjourned**

31. If within half an hour after the time appointed for the Meeting, a quorum of members is not present, the Meeting, if called on requisition of members shall be dissolved but in any other case it shall stand adjourned to the same day in the following week at the same time and place; and if at such adjourned Meeting a quorum of members is not present, any five members entitled to vote present personally or by proxy shall be a quorum and may transact the business for which the Meeting was called.

### **The Chairman of General Meeting**

32. The Chairman of the Executive Council shall be entitled to take the chair at every General Meeting. If, at any Meeting the Chairman is not present within fifteen minutes after the time appointed for holding such Meeting or is unwilling to act, the members present shall elect any one of the Executive Council Members to be a Chairman of that Meeting.

### **Power to adjourn General Meeting**

33. The Chairman may with the consent of the Meeting, adjourn the 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 which the adjournment took place.

### **How questions to be decided at Meetings/Casting Vote**

34. Every question submitted to a General Meeting shall (except the election of the Executive Council) be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall both on a show of hands and on a poll have a casting vote.

### **What is to be the evidence of the passing of a resolution when poll not demanded**

35. At any General Meeting unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least five members present in person or by Authorised Representative and entitled to vote, a declaration by the Chairman that a resolution had been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of the proceedings of the Society shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

### **POLL**

36. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the Meeting directs and either at once, or after an interval or adjournment, or otherwise, the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.

### **Business may proceed notwithstanding demand of poll**

37. The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairman of a Meeting and a poll demanded on a question of adjournment shall be taken at the Meeting without adjournment.

### **VOTES OF MEMBERS**

38. Subject to the provisions of these Articles votes may be given either personally or by proxy. On a show of hands every person present who is either a member entitled to vote or a member or other person acting as proxy for member (or members) entitled to vote shall have one

vote only. Upon a poll every member present in person or by proxy shall have one vote. The instrument appointing a proxy shall be in writing signed by the appointer or his attorney duly authorised in writing. A proxy need not be a member of the Society. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of authority shall be deposited at the Registered Office of the Society not less than forty eight hours before the time of holding the Meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

## **MANAGEMENT AND ADMINISTRATION**

39. The general control of the affairs of Society and its administration and management shall be in the hands of an Executive Council which shall consist of not less than 12 and not more than 20 members.
40. The members of the Executive Council with the exception of the first Executive Council appointed by these Articles shall be elected annually and only members, or partners in, or persons holding a Senior Executive or Non Executive position in a firm registered as a member in its conventional name or any person being a responsible officer of any joint stock company or other corporation registered as a member in its corporate name, shall be eligible for election to the Executive Council.
41. The members of the Executive Council with the exception of the first members thereof appointed under these Articles shall be elected at the annual general meeting of the Society and shall retire annually but shall be eligible for re-election. In anticipation of the annual general meeting a circular shall be issued to all members of the Society requesting them to submit within 10 days the names of any members or duly qualified persons as hereinbefore provided who may be willing to accept office, if elected, as members of the Executive Council for the ensuing year. Thereafter a list of the names of all candidates for election to the Executive Council shall be sent to all members not less than 5 clear days before the date fixed for the Annual General Meeting.
42. At the Annual General Meeting a voting paper bearing the names of all candidates and stating the number of members of the Executive Council to be elected shall be given to each member or to his proxy duly appointed in the manner prescribed by these Articles.
43. Every member of the Society entitled to vote (or his proxy) shall do so by placing a cross against the name of any candidate for whom he, they or it desire to vote. No voter shall place a cross against more names than the number of members of the Executive Council to be elected. No voter shall give more than one vote to one candidate. The voting paper shall not be signed. In the event of any erasures obliterations or alterations on the voting paper or of an excessive number of votes purporting to have been given, the voting paper shall be deemed to have been defaced and no votes purporting to have been given shall be counted. If



any mistake be made in filling up a voting paper it may be exchanged for another before being handed to the Chairman of the meeting.

44. The voter (or his proxy) shall personally fill up and deliver the voting paper to the Chairman of the meeting.
45. The Chairman of the meeting shall at the meeting appoint scrutineers to count the votes.
46. At the conclusion of the voting the votes shall be counted by the scrutineers who shall make their report to the Chairman of the meeting. The Chairman of the meeting will hereupon announce the names of the successful candidates.
47. In the event of there being an equal number of votes in favour of two or more persons and in the event of the number of such persons exceeding the number of vacancies the result of the election shall be determined by lot drawn by the Secretary General in the presence of the Chairman of the meeting.
48. In the event of there being less than or an equal number of candidates for election to the number of vacancies the Chairman shall declare such candidates duly elected without the necessity of any voting taking place as hereinbefore provided.
49. The Executive Council shall have power at any time from time to time during the year of its office to appoint any qualified person to be a member of the Executive Council to fill up a casual vacancy which may occur or exist.
50. Any member of the Executive Council shall ipso facto vacate office if:-
  1. (a) he ceases to be employed by or ceases to be an officer of a company, corporation or firm or ceases to be a member of a firm, which company, corporation or firm at the date of his appointment as a member of the Executive Council, was a member of the Society.
  - (b) a company, corporation or firm of which he is an officer or by which he is employed or a firm of which he is a member ceases to be a member of the Society or if he himself being a Member of the Society ceases so to be.
  - (c) he applies to be adjudicated an insolvent or is adjudged an insolvent.
  - (d) he is found to be of unsound mind by a Court of competent jurisdiction.
  - (e) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months.

- (f) by notice in writing to the Society here signs his office.
  - (g) he is removed under the provisions of Article 51 hereof.
  - (h) he or any firm of which he is a partner or any private company of which he is a director without the sanction of the Society in general meeting accepts or holds any office for profit in the Society other than that of a legal or technical adviser.
  - (i) he absents himself from three consecutive meetings of the Executive Council or from all meetings of the Executive Council for a continuous period of three months whichever is longer without leave of absence.
  - (j) he acts in contravention of section 184 of the Act.
  - (k) he or any firm of which he is a partner, or any private company of which he is a director accepts a loan or any guarantee or security for a loan from the society in contravention of section 185 of the Act.
- (l) he becomes disqualified by on order of the Court under Section 164 of the Act., and
- (2) Notwithstanding anything in sub-clause (c), (e), and (l) of clause (1) above, the disqualification referred to in these sub- clauses shall not take effect --
- (a) for thirty days from the date of adjudication, sentence or order;
  - (b) where any appeal or petition is preferred within thirty days aforesaid against the adjudication sentence or order, until the expiry of seven days from the date on which such appeal or petition is disposed of; or
  - (c) where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence or order, and the appeal or petition, if allowed would result in the removal of the disqualification, until such further appeal or petition is disposed of.

51. The Society may by ordinary resolution remove any member of the Executive Council from office before the expiration of his period of office and may appoint another person in their place. A person so appointed shall be subject to retirement at the same time as if he had become a member of the Executive Council on the date on which the member in whose place he is appointed was last elected a member of the Executive Council.

A member of the Executive Council so removed will not be reappointed a member of the Executive Council by the Executive Council to fill a casual vacancy or otherwise.

52. The office of Chairman of the Executive Council shall be filled by the members of the Executive Council from among their own members and the person appointed Chairman shall hold office until the next annual general meeting of the Society. Such Chairman shall be entitled to preside at all meetings of the Executive Council.
53. The Executive Council may elect a Chairperson of its meetings and determine the period for which he is to hold office. The Chairperson so elected shall preside over the meetings of the Executive Council and shareholders (members). The Executive Council may elect Vice-chairmen from its members providing for such Vice-Chairmen to represent the ISA in each region / geographical area in the Country.
54. The Executive Council shall also elect from their own members an honorary treasurer.
55. The Executive Council shall meet at such times as they may deem advisable and shall subject to these Articles, make such regulations as they may think proper as to the summoning and holding of meetings and for the transaction of business at such meetings. The Executive Council shall meet minimum four times in every year in such manner as prescribed under the Companies Act and that not more than one hundred and twenty days shall intervene between two consecutive Executive Council Meetings.
56. (1) The quorum for the meeting of the Executive Council shall be twenty five percent of its total strength (any fraction contained in that one fourth being rounded up to one) or two members whichever would be higher.
- (2) If a Meeting of the Executive Council cannot be held for want of a quorum, then the meeting shall stand adjourned to such day, time and place as the Executive Council member or members present at the meeting may fix but not later than two weeks from the date for which the original meeting had been convened.
57. The Chairman, or in his absence any of the Vice-Chairmen, shall be entitled to act as chairman of a meeting. In the event of there being more than one Vice-chairman present the Executive Council shall appoint one of them to be Chairman and in the absence of the Chairman and all of the Vice-Chairman the Executive Council shall elect their own Chairman. The Chairman of a meeting of the Executive Council shall have an original and in the case of equality a casting vote.
58. Without prejudice to the general powers conferred on the Executive Council, by Article 61 the Executive Council shall have the following management and administration powers:
- (a) To appoint (not necessarily from their own number) any sub-committees and such sub-committees may be permanent or temporary for such special purpose as the Executive Council may determine. It is expressly provided that the members of such sub-committees need not be persons qualified to be members of the Executive Council

- (b) To delegate, subject to such conditions as they think fit, any of their powers to sub-committees, and to make, vary and repeal bye-laws or rules for the regulation of the proceedings of sub-committees.
- (c) To make, vary and repeal bye-laws or rules for the regulation of the business of the Society or any of its Regional Branches and of its Committees including Regional Committees.
- (d) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Society.
- (e) From time to time to appoint, and at their pleasure to remove or suspend, such secretaries, officers, clerks, attorneys, agents and servants, for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and to fix their salaries, wages, commission or emoluments and to require security in such instances and to such amount as they may think fit.
- (f) To purchase all movable articles and things which may from time to time be required by the Society and to pay for the same in cash or otherwise as may be deemed expedient.
- (g) To purchase, take on lease or otherwise acquire any land, building, houses, or otherwise immovable property as may be required or, deemed expedient for the purposes of the Society and to dispose of or sell the same.
- (h) To undertake on behalf of the Society the payment of all rent and the performance of all covenants, conditions and agreements contained in or reserved by any deed or contract to which the Society may be a party, or which may have been assigned to the Society, to insure and keep insured, if deemed expedient, all or any of the buildings, articles or other property of the Society, to insure against the consequential loss through fire, of the Society's revenue and/or standing charges, to execute all deeds, agreements, contract, receipts and other documents that may be necessary or expedient for the purposes of the Society.
- (i) To commence, institute, prosecute and defend all such actions and suits as may be deemed necessary or expedient on the part of the Society and to compromise or submit to arbitration the same actions and suits as the Executive Council in their discretion may think fit.
- (j) To make and give receipts and other discharges for money payable to the Society and for the claims and demands of the Society.

- (k) To determine the manner in which bills; notes, receipts, acceptances, endorsements; cheques, releases, contracts and documents shall be signed or executed by or on behalf of the Society.
- (l) To establish and support or aid in the establishment and support of associations, institutions, funds or trusts, calculated to benefit employees or ex-employees of the Society or the dependents of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe, donate or guarantee money from any charitable, patriotic or benevolent purpose or for any exhibition or for any public, general or useful object.
- (m) To invest and deal with any of the moneys of the Society not immediately required for the purpose thereof upon such securities and in such manner as they may think fit and from time to time to vary or realize such investments.
- (n) From time to time at their discretion to raise or borrow any sum or sums of money for or the purposes, of the Society and to secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or debenture stock of the Society, charged upon the property and assets of the Society (both present and future).
- (o) To enter into arrangements upon such terms and subject to such conditions as the Executive Council may deem desirable for working in connection with any Association with like objects, that may apply to be allowed to work in connection with the Society, provided the objects for which such Association is or shall be formed are not inconsistent with the objects of the Society as defined in its Memorandum of Association.
- (p) To make such bye-laws as the Executive Council may consider expedient for the regulation of the joint working of the business of any Association connected with the Society, for the purpose of defining the terms and conditions of the joint working of the business of such Association or as may from time to time be agreed upon between such Association and the Executive Council.

59. The Executive Council shall not except with the consent of the Society in General Meeting:

- (a) sell, lease, or otherwise dispose of the whole, or substantially the whole of the undertaking of the Society, or where, the Society owns more than one undertaking, of the whole or substantially the whole of all such undertakings;
- (b) remit, or give time for repayment, if any, debt due, by a Member of the Executive Council;

- (c) invest otherwise than in authorized securities, the sale proceeds resulting from the acquisition of any such undertaking as is referred to in sub-clause (a) above, or of any premises or properties used for any such under-taking and without which such under-taking cannot be carried on or can be Carried on only with difficulty or only after a considerable time;
- (d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Society will exceed the aggregate of the free reserves, that is to say, reserves not set apart for any specific purpose;
- (e) contribute to charitable and other funds not directly relating to the business of the Society or the welfare of its employees.

#### **60. ELECTION OF THE EXECUTIVE COUNCIL:**

- (i). The election of the Executive Council members shall be by members physically present by show of hands or such other method as may be prescribed under Companies Act. Casual vacancy of an office bearer or a member of the Executive Council caused due to death, resignation or any other reason whatsoever shall be filled up by the Executive Council by co-option.
- (ii) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles
- (iii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
- (iv) If the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board.
- (v) The Board may appoint a person, not being a person holding any alternate directorship for any other director in the company and who is otherwise not disqualified to act as a director, to act as an alternate director for a director during his absence for a period of not less than three months from India and provisions of section 161 of the Act shall apply in this regard.
- (vi) The Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law or of any agreement.

## **POWERS OF THE EXECUTIVE COUNCIL/BOARD**

61. Subject to the provisions of the Act and these articles the control of the company be vested in the Executive Council who shall be entitled to exercise such powers and do all such acts and things as the company is authorised to exercise and do. Provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act or by these Articles or otherwise, to be exercised or done by the company in general meeting, provided further that in exercising any such power or doing any such act or thing the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in Memorandum of the company or in these Articles or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

## **MINUTES OF THE MEETINGS**

62. Minutes of the meeting shall be prepared / written in such manner and maintained in such form as may be prescribed by the Act from time to time.

## **ALTERATION OF ARTICLES**

63. No article shall be made, altered or repealed and no new article shall be added or made unless the proposal to make, alter, repeal such article or articles has previously been submitted to and approved by the Regional Director, Company Law Board as required under the Memorandum of Association and under the Companies Act 2013 and thereafter unless the same is passed by the  $\frac{3}{4}$  the majority of members of the Company present and voting at a General Meeting of the Company. 14 days clear notice shall be given of any such resolution giving full particulars of the proposed resolution, full particulars of alterations, repeals or additions shall come into force on and from the date of the General Meeting accepting the same or from such date as the General Meeting may resolve.

## **ACCOUNTS**

### **EXECUTIVE COUNCIL TO KEEP ACCOUNTS**

64. The Executive Council shall cause true accounts to be kept of all sums of money received and expended by the Society and the matters in respect whereof such receipt and expenditure take place, and of the assets and liabilities of the Society.

### **BOOKS OF ACCOUNT**

65. The books of account of the Society shall be kept at the Registered Office of the Society or at such other place as the Executive Council may think fit.

## **INSPECTION OF ACCOUNTS AND BOOKS**

66. The Executive Council shall from time to time determine whether and to what extent and at what time and place and under what conditions and regulations, the accounts and books of the Society or any of them shall be open to the inspection of the members, and no member shall have any right of inspecting any account or book or document of the Society except as conferred by law, or authorized by the Executive Council or by a resolution of the Society in General Meeting.

## **AUDIT**

### **AUDIT OF ACCOUNTS**

67. Once at least in every year and at intervals of not more than fifteen months the accounts of the Society shall be examined and the correctness of the accounts and Balance Sheet ascertained by one or more Auditor or Auditors.

### **APPOINTMENT OF AUDITORS**

68. The appointment, remuneration, rights, powers and duties of the Society's of Auditor or Auditors shall be regulated in accordance with the provisions of the Act.

## **THE SEAL**

### **The Seal custody and use**

69. The Executive Council 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 Council shall provide for safe custody of the seal for time being, and the seal shall be used by the authority given in the presence of the Chairperson or Secretary and some other person appointed by the Executive Council for the purpose.

## **INDEMNITY**

### **INDEMNITY OF EXECUTIVE COUNCIL, OFFICIAL AND OFFICERS**

70. No member of the Executive Council, or other official or officer of the Society shall be liable for the acts, receipts or default of any other official and member official or officer, or for joining in officers any receipt or other act for conformity or for any loss or expense happening to the Society through the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested or for any loss or damage from the bankruptcy, insolvency or tortuous act of any person with whom any moneys securities or effects shall be deposited or for any other loss or damage whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own willful act or default.