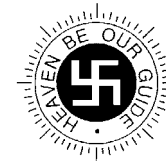


Memorandum of Association and Rules and Regulations

Amended and Adopted by

**Extra-Ordinary General Meeting
held on 27-5-2014**



**THE CHAMBER OF
TAX CONSULTANTS**

3, Rewa Chambers, Ground Floor,
31, New Marine Lines, Mumbai-400 020.
Tel.: 2200 1787 / 2209 0423 / 2200 2455
E-mail : office@ctconline.org • Website : www.ctconline.org

MEMORANDUM OF ASSOCIATION OF THE CHAMBER OF TAX CONSULTANTS

1. The name of the Society is “The Chamber of Tax Consultants”.
2. The registered office of The Chamber of Tax Consultants (hereinafter referred to as “the Chamber”) shall be situated in the State of Maharashtra.
3. The aims, objects and powers of the Chamber are:
 - (i) to spread education in matters relating to tax laws and other laws and accountancy; and allied subjects of professional interest;
 - (ii) to help in better equipping tax consultants and other professionals for discharging their obligations in the administration and compliance of tax laws and other laws for the benefit of the entire community;
 - (iii) to carry on activities for the extension of knowledge in the fields of tax laws and other laws, accountancy and allied subjects of professionals interest;
 - (iv) and generally to do all acts and undertake all activities necessary, conducive, incidental or ancillary to attain the above-mentioned objects and more particularly:
 - (a) to maintain and raise the standards of professional competence by instituting schemes of instruction in tax laws and other laws, accountancy and allied subjects of professional interest by conducting courses, including diploma course and certificate courses, conferences, debates, seminars, symposia, lectures, study tours and study circle meetings,
 - (b) to establish libraries and reading rooms and to arrange for circulation and publication of books, journals, bulletins, judgments and any other material and/or disseminate such information through electronic or any other medium,

- (c) to provide opportunities to members of the profession of tax consultants and other professionals for acquisition and dissemination of knowledge and information connected with the profession,
- (d) to organise activities jointly with any other association, society or institution and to become a member thereof, to negotiate and enter into arrangements with other institutions, Government, municipal or local authority or any other authority that may seem conducive to all or any of the objects the Chamber,
- (e) to make representations to any government or non-government authority, committees, commissions and study teams, or at conferences or similar gatherings,
- (f) to provide an organisation, and to design and arrange activities, with a view to maintain and raise standards of professional ethics and etiquette of persons practising in the field of tax laws and other laws to safeguard, preserve and protect the rights and privileges of such persons and to promote and strive for the recognition, prestige and dignity of the profession, as well as of the courts, tribunals and similar institutions,
- (fa) to endeavour for upholding the privileges, honour, dignity, prestige, independence, unity and solidarity of the members of the profession of tax laws and other laws,
- (faa) to set up and administer code of professional conduct, discipline, ethics and etiquette for the members of the Chamber,
- (g) to promote and to encourage professional and fraternal relations and unity for the benefit of the members of the Chamber,
- (h) to sponsor, suggest, and represent on any legislation relating to tax laws or other laws or

- for the economic or social betterment of all and professionals in particular,
- (i) to arrange for and grant free legal aid to the public in deserving cases,
- (j) to educate professionals, the tax administrators, other law administrators and the public about their responsibilities and duties and to promote understanding and goodwill amongst them,
- (k) to induce better and voluntary compliance of tax laws and other laws by the public and to strive for equitable and just administration of tax laws and other laws,
- (l) to seek representation and appear before the tax other law enforcement authorities, tribunals and courts in matters of public interest and in cases of importance to professionals and assesseees in general, including taking up and pursuing public interest litigations,
- (m) to promote and help in the teaching, study, research and understanding of tax and other laws, including undertaking research projects, and to help and encourage students engaged in legal and allied studies by conducting courses and granting scholarships, freeships or stipends,
- (ma) to institute and to establish scholarships, grants, prizes and rewards,
- (maa) to honour, felicitate, recognise, in any suitable manner, the persons who have contributed substantially to the growth and development of the Chamber in particular or the profession in general.
- (n) to purchase, to take on lease or on hire basis or to acquire, receive, hold and maintain any movable property or immovable property, rights or privilege as may be necessary or convenient for working of the Chamber or for the advancement of the objects

of the Chamber, including for use as office of the Chamber, study room, library or lecture room and to improve and develop such property,

- (na) to sell, assign, mortgage, lease, exchange and otherwise transfer or dispose of, turn to account or otherwise deal with in any manner all or any property, movable or immovable, of the Chamber as may be necessary or convenient for working of the Chamber or for the advancement of the objects of the Chamber,
- (o) to collect and/or to contribute, to make donations or give financial or other charitable assistance for furtherance of the objects of the Chamber or for maintaining the good name of the Chamber, and
- (p) to raise funds or receive and accept donations, gifts, grants, contributions or assistance, and
- (q) to render help and provide facilities to the members in discharge of their professional duties, including furnishing information and opinion about specific matters and queries raised by them on such terms as may be decided from time-to-time.



THE CHAMBER OF TAX CONSULTANTS MUMBAI

RULES AND REGULATIONS

1. DEFINITIONS

Unless the context otherwise requires:

- (i) “Chamber” means The Chamber of Tax Consultants;
- (ii) “Associate Member” means any person admitted as an associate member under Rule 4;
- (iii) “Honorary Member” means any person invited as an Honorary Member under Rule 2;
- (iv) “Member” means any person admitted as a life member or ordinary member under Rule 3;
- (v) “Newsletter” means any periodic communication issued/sent by the Chamber, whether by post or through electronic media;
- (vi) “Student Member” means any person admitted as a student member under Rule 4;
- (vii) “tax consultant” means an individual having educational qualification to practice tax laws or any branch of accountancy or as a company secretary;
- (viii) “tax laws” means all direct and indirect tax laws as in force from time-to-time;

2. HONORARY MEMBERSHIP

Any person of eminence in the field of tax laws who subscribes to the objects of the Chamber may, by the affirmative vote of two-thirds of the members of the Managing Council, be invited to be an Honorary Member. An Honorary Member so invited shall have all the rights of a member, save and except the right to vote and the right to be elected to any office in the Chamber. Honorary members shall be governed by policies adopted by Managing Council from time-to-time.

3. CLASSES OF MEMBERSHIP AND ELIGIBILITY

- (i) Any tax consultant may be enrolled as a member of the Chamber.
- (ii) The Chamber shall have the following classes of membership:
 - (a) Life Membership
 - (b) Ordinary Membership
- (iii)
 - (a) Any person eligible to become a member of the Chamber may, on making an application in such form and giving such particulars as may be prescribed, duly proposed and seconded by existing members and on payment of the prescribed fee, be admitted as a life member of the Chamber.
 - (b) Any person eligible to become a member of the Chamber may, on making an application in such form and giving such particulars as may be prescribed, duly proposed and seconded by existing members and on payment of the prescribed fee, be admitted as an ordinary member of the Chamber.
 - (c) Such person, as referred to in clause (a) or (b), shall be deemed to be a member of the Chamber from the date his application is approved by the Managing Council or from such date as the Managing Council may decide by a resolution. Provided, however, that the Managing Council may decline to grant membership to an applicant and the decision of the Managing Council in this regard shall be final.

4. ASSOCIATE MEMBER/STUDENT MEMBER

- (i) Any person, body, whether incorporated or not, Limited Liability Partnership, firm, association, trust or institution, who/which subscribes to, or sympathises with, the objects of the Chamber may be admitted as an associate member, subject to such guidelines as may be decided by the Managing Council from time to time.
- (ii) Any person pursuing any course leading to the educational qualification as a tax consultant may be admitted as a student member, subject to such guidelines as may be decided by the Managing Council from time to time.

- (iii) Managing Council may formulate guidelines for Associate Member and Student Member from time to time including, but not limited to, concerning the following:-
 - (a) Their admission;
 - (b) Their rights, privileges and obligations;
 - (c) Fees and annual subscription payable;
 - (d) Cessation and expulsion; and
 - (e) Any other matter concerning them.

Provided, however, that Associate Member/Student Member shall not have:

- (i) right to vote,
- (ii) right to participate in administration,
- (iii) right to be a member of the Managing Council,
- (iv) right to attend general meeting, and
- (v) such other rights as may be decided by the Managing Council from time to time.

5. FEES AND SUBSCRIPTION

- (i) The Managing Council shall have power to determine by, resolution passed by affirmative vote of two-thirds of its members, the fees, charges, contributions and subscriptions including additional/special fees or subscription, payable for furtherance of the objects of the Chamber.
- (ii) Life members shall not be liable to pay annual membership subscription.
- (iii) It is hereby clarified that in case of a life member, subscription to the Chamber's Journal shall be at a rate lower than the normal rate of subscription. Such lower rate shall be decided by the Managing Council from time to time. Subscription to the Chamber's journal shall be optional.
- (iv) Annual membership subscription shall be payable by the 30th day of April of every year. Provided, however, that the Managing Council may extend the last date by a resolution.

6. RULES GOVERNING MEMBERS OF THE CHAMBER

- (i) A member of the Chamber once admitted shall be duty bound:
- (a) to follow and observe all rules and regulations as well as all the policies, criteria and guidelines framed thereunder that are for the time being in force,
 - (b) to pay all his dues to the Chamber regularly and punctually,
 - (c) to abide by the code of conduct and the code of ethics which may be adopted by the Chamber and which are for the time being in force,
 - (d) not to do, or cause to be done, any act which is injurious to the credit, welfare, reputation or interest of the Chamber, and
 - (e) not to act in a manner derogatory to, or not in keeping with, the aims and objects of the Chamber.
- (ii) If a member has any grievance against the working of the Chamber, its office bearers or a member of the Managing Council, he shall communicate his grievance to the President, who, if he considers necessary to do so, shall give opportunity of being heard to the parties involved and the President then shall recommend such action, in consultation with the office bearers, other than the Office-bearer in relation to whom the grievance is expressed, as he deems fit and shall report to the Managing Council accordingly. If there is any grievance against the President, the same shall be communicated to the Managing Council. In no circumstances a member shall express his grievances publicly or in an undignified manner or language or in a manner which will affect the working, good name and reputation of the Chamber or affect prejudicially the person against whom the complaint is made.

7. CESSATION OF MEMBERSHIP

Membership of a member of the Chamber shall cease in the following circumstances.

- (i) upon his death;
- (ii) if he is disqualified to practice by the authority/body governing his profession for the period of his disqualification.
- (iii) if he has tendered his resignation by a notice in writing, on acceptance by the Managing Council;

- (iv) if he fails to pay any dues in terms of Rule 5(i) and the Managing Council has passed a resolution removing such member's name from the membership of the Chamber;
- (v) if he has been expelled under Rule 8.

Provided that for sub-Rule (iv), the Managing Council may, on a request made in writing by the person who has ceased to be a member under these sub-Rule, continue such person as a member on expiry of the period of disqualification or on payment of the arrears as the case may be and on such other conditions as it may deem fit.

8. DISCIPLINARY ACTIONS

- (i) If a member is found guilty of being in breach of the term of the Rule 6(i) or if, in the opinion of the Managing Council, he has acted or has caused to be done any act for which some disciplinary action is required, including, but not limiting, where such member is guilty of conduct not becoming a professional, such member shall be liable for such disciplinary actions as the Managing Council may deem fit to take in terms of sub-Rule (v).
- (ii) For this purpose, a specially convened or a regular, Managing Council meeting, a specific agenda for this purpose shall be incorporated. The Managing Council may, in turn, form a sub-committee to deal with the matter, which shall report to the Managing Council after conducting out such enquiry as it may deem fit.
- (iii) If the Managing Council decides to take further step in the matter against the concerned member, he shall be given a notice of the proposal for the disciplinary action proposed to be taken against him, not less than 14 days before the meeting at which such disciplinary action is proposed to be taken. Such notice shall be dispatched at the address of such member registered with the Chamber.
- (iv) The concerned member, at such meeting, shall have an opportunity of making such oral or written submission as he may deem fit.
- (v) After taking into consideration such representation, if any, the Managing Council, by a majority vote of not less two-thirds of its members, shall decide to take such course of action and/or pass such resolution as it may at its absolute discretion deem fit, including, but not limiting, to a) expel the member, b) terminate

membership of the member, c) reprimand/censure such member, or d) otherwise take such action as the Managing Council may deem fit.

- (vi) The decision of the Managing Council in this regard shall be final and binding.
- (vii) In case of a resolution of the Managing Council expelling or terminating membership of a member of above sub-Rule (v), upon such resolution being passed, the concerned member shall cease to be a member of the Chamber and shall vacate forthwith any office or post, including membership of any committee, and shall have no claim against the Chamber or the Managing Council whatsoever, but shall be liable to pay to the Chamber all monies then due and payable by him to the Chamber.
- (viii) The Managing Council may formulate policy or guideline in this regard.

9. MANAGING COUNCIL

The Chamber shall have a Managing Council consisting of the President and other members elected under Rule 10, the immediate past president, the Editor of the Journal and the members co-opted under Rule 12(ii)(d).

10. ELECTION OF THE PRESIDENT AND MEMBERS OF MANAGING COUNCIL

(i) Holding of Election

The members of the Chamber shall, on any day within a period of 60 days before the Annual General Meeting, as fixed by the Managing Council (hereinafter referred to as the "Election Day"), elect a President and fourteen members to the Managing Council to hold office for a term beginning from the conclusion of the Annual General Meeting till the conclusion of the next Annual General Meeting.

Provided that any member who has held office as President for the two immediately preceding terms shall not be entitled to file nomination for that office.

(ii) Eligibility criteria for contesting the election

Only a member of the Chamber shall be eligible to contest election to the above posts; provided the concerned member

[hereinafter referred to as 'the candidate'] fulfils the following criteria:

- (a) The candidate has completed at least two full years as a member of the Chamber: Provided that this criterion will not be applicable to a candidate for the post of President.
- (b) The candidate is not in arrears of any dues of the Chamber.
- (c) The candidate has properly and completely filled the prescribed nomination form, giving truly and fully the prescribed particulars, and has submitted the form within the time prescribed for submitting such nomination form.
- (d) The candidate has been nominated by any two members of the Chamber, each of whom has completed two full years as a member of the Chamber and is not in arrears of any dues of the Chamber and who has not proposed more than three candidates.
- (e) The candidate has abided by and fulfilled all other eligibility criteria and all other rules, policies, guidelines and code of conduct as may be prescribed and laid down by the Managing Council in this regard.
- (f) The candidate for the post of President has completed ten years of post qualification experience relating to tax laws or any branch of accountancy or company secretarial practice.

(iii) Constitution of Election Committee

An Election Committee, consisting of three members being past presidents or other senior members of the Chamber, shall be appointed each year by the Managing Council to scrutinise the nominations, declare the list of valid nominations, make arrangements for holding elections, prepare and declare the results and carry out such other functions as necessary or expedient to have fair, smooth and peaceful elections.

(iv) Procedure for holding elections

- (a) A notice declaring the elections giving the date and the place of the elections shall be announced in not less than 21 days before the Election Day. Any accidental omission to give such a notice to any member or non-receipt of the same by any member shall not invalidate the elections.

- (b) Nominations for the election of the President and the members of the Managing Council shall be invited so as to reach the office of the Chamber at least ten days before the Election Day. A candidate shall be entitled to withdraw his candidature at any time before 5 days of the Election Day by a notice in writing addressed to the Election Committee.

For the purpose of this Rule, if the notice in writing is sent through electronic mail at the email address of the Chamber, the same shall be followed by a letter submitted to that effect at the office of the Chamber within 2 days thereafter.

- (c) The Election Committee shall scrutinise all the nomination forms as regards their correctness, completeness as well as their compliance with the rules and regulations as well as the criteria and the policies for the time being in force.
- (d) Within three days of the last date of withdrawal of the nomination

* if there is no election, the Election Committee shall report accordingly and a circular to this effect shall be put on the notice board of the Chamber and on the Website of the Chamber, followed by intimation to that effect in Newsletter.

* if there is election, the Election Committee shall circulate the details regarding the nominations to all the members of the Chamber, either through the Website of the Chamber and the Newsletter of the Chamber or by sending a circular to that effect at the registered address of the members. Any accidental omission to give such a notice to any member or non-receipt of the same by any member shall not invalidate the elections.

- (e) If, before or after the details so circulated, the Election Committee finds any candidate guilty of any breach of any rules, policies, guidelines or code of conduct as prescribed in ii(e), for the candidate for the time being in force, it shall rescind and cancel the nomination form of such candidate.
- (f) If, after circulation of the details in terms of clause (d) above, if there arises no need to hold either or both the elections due to withdrawal or otherwise, then the Election

Committee shall report accordingly and a circular to this effect shall be put on the notice board of Chamber as well as on the Website of the Chamber.

- (g) On the Election Day, every member present and otherwise eligible shall have one vote. A member who is in arrears of his dues to the Chamber shall not be entitled to vote.
- (h) The result of election shall be declared in the next newsletter, Journal and posted on the notice board / website. The results shall also be announced at the forthcoming Annual General Meeting.

(v) Filling up casual vacancy due to Resignation and otherwise

- (a) The President, Vice-President, Secretary, Treasurer or any member of the Managing Council may tender his resignation from such post by a notice in writing giving his reasons for resignation.

For the purpose of this Rule, if the notice in writing is sent through electronic mail at the e-mail address of the Chamber, the same shall be followed by a letter submitted to that effect at the office of the Chamber within two days thereafter.

- (b) The said communication shall be placed before the next meeting of the Managing Council and the resignation shall become effective from the date of the resignation being accepted by the Managing Council or from such date as may be specified by the Managing Council.
- (c) Upon such resignation becoming effective or in case of a casual vacancy, arising for any other reason, in a case concerning President, the Managing Council shall be entitled to appoint, out of its members, President up to the date of the next Annual General Meeting provided such person has fulfilled eligibility criteria. Further, such person shall be eligible for re-election. In case of any other Managing Council member, the Managing Council may co-opt any member on the Council to fill the place. Such co-opted member shall hold membership of the Managing Council till the date of next Annual General Meeting and shall be

eligible for re-election. Filling up of such casual vacancy shall be by way of nomination.

11. OFFICE BEARERS

- (i) The President, Vice-President, two Joint Secretaries and the Treasurer shall be office bearers of the Chamber. Provided, however, that no office bearer shall hold same post for more than two consecutive years.
- (ii) An office bearer shall not simultaneously hold position as an office bearer in any other professional organisation having same or similar objects to that of the Chamber, without the permission of the Managing Council.
- (iii) A member aspiring to hold the position of an office bearer of the Chamber shall disclose in writing other positions held by him in such other organisation to the President, before his election as office bearer of the Chamber. In case of President, he shall make such disclosure before the first Managing Council meeting held after his appointment.
- (iv) A member, while he is an office-bearer of the Chamber, shall not simultaneously hold a position in such other organisation, which is lower than the one held in the Chamber. Decision of the President, or in a case involving President, decision of the Managing Council, on the point as to whether the position is lower or not will be final.
- (v) If an office-bearer of the Chamber, during his tenure as such office-bearer, accepts any position in such other organisation in contravention of the above provisions, the President shall, after taking into account the opinion of the Managing Council, or in a case involving President, the Managing Council shall have the power to require the said member to vacate either of the positions.
- (vi) The Editor of the journal of the Chamber shall not hold office of Editor of any other journal of such other professional organisation during his term as Editor of the Chamber's journal without permission of the Managing Council.

12. FIRST MEETING OF THE MANAGING COUNCIL

- (i) The President shall, within fifteen days of the date of the annual general meeting, call the first meeting of the managing council.

- (ii) The agenda of first meeting of the Managing Council shall be:
 - (a) To read and approve the minutes of the last annual general meeting or extraordinary general meeting;
 - (b) To read, confirm and adopt the minutes of the previous Managing Council Meeting,
 - (c) To elect Vice-President, two Joint Secretaries and Treasurer from among the elected members of the Managing Council;
 - (d) To co-opt not exceeding nine members to Managing Council; and
Provided further that if the number of members elected is less than fourteen, the Managing Council may, by co-option, bring its strength to fourteen.
 - (e) To appoint Editor; and
 - (f) To appoint various committees and their Chairmen in accordance with the guidelines in this regard.

13. SECOND MEETING OF THE MANAGING COUNCIL

In the second meeting of the Managing Council, apart from other agenda, each committee, constituted under Rule 12, shall present detailed annual plan – activity wise and budget wise – concerning it and the office-bearers shall likewise prepare, on that basis, annual plan for the Chamber.

14. LAST MEETING OF THE MANAGING COUNCIL

In the last meeting of the Managing Council, apart from other agenda, performance of each committee as well as of the Chamber as a whole shall be evaluated in terms of the annual plans prepared as per Rule 13.

15. FUNCTIONS OF THE MANAGING COUNCIL

- (i) The management and affairs of the Chamber shall be vested in the Managing Council. The day to day management shall be looked after by the office-bearers. The Managing Council shall exercise all such powers and do all such acts and things as are incidental or conducive to the attainment of the objects of the Chamber.
- (ii) It shall be duty and responsibility of the Managing Council to ensure that all actions and activities of the Chamber including

finance and accounting are conducted and undertaken in conformity and accordance with all applicable laws, rules and regulations and the Chamber complies all applicable laws, rules and regulations.

(iii) Without prejudice to the generality of the foregoing, it is hereby declared that the Managing Council shall have the following powers, that is to say:

- (a) to purchase or otherwise acquire and/or to sell for the Chamber any property, movable or immovable, or any rights;
- (b) to borrow or raise monies or to secure the payment of money in such manner as it may deemed fit, or creating charge on properties of the Chamber, which may be required for the purposes of the Chamber upon such terms as to security and otherwise as it thinks fit;

Provided that no immovable property of the Chamber shall be sold, charged or otherwise encumbered or no money will be raised or borrowed or no charge shall be created on any properties of the Chamber, without the sanction of three-fourth of the members of the Managing Council accorded at a meeting of the Managing Council convened therefore;

- (c) to invest and to deal with any monies of the Chamber not immediately required for the purposes thereof in such manner as it may deem fit and from time to time to vary or realise such investments;
- (d) to raise and set aside any funds of the Chamber for the purpose of acquiring any property or for any other purpose and to accumulate the income arising therefrom;
- (e) to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and to do all such acts, deeds and things in the name and on behalf of the Chamber as it may consider expedient for or in relation to any of the matter aforesaid or otherwise for the purpose of the Chamber;

- (f) to receive donations general or specific, made towards fulfilment of the objects of the Chamber;
- (g) to appoint any committee from amongst its members or from amongst other members of the Chamber and to delegate to them such functions as it deems fit, provided that every committee, so appointed by the Managing Council, shall have at least one of the office bearers as an ex-officio member;
- (h) to institute, defend, compound or abandon any legal proceedings by or against the Chamber or otherwise concerning the affairs of the Chamber;
- (i) to deal with any matter concerning breach of any of the rules and regulations of the Chamber including criteria, policies and guidelines framed thereunder, breach of code of conduct or ethics as adopted by the Chamber, and to take such action as it may deem fit;
- (j) to frame policies, rules and regulations, guidelines or criteria for any purpose or activity of the Chamber, including conduct of the election to the office of President and Managing Council members, for formation of various committees, for organising various programmes and activities to be undertaken by the Chamber, for formation of branch, chapter or affiliation and generally for the conduct and management of the affairs of the Chamber and also to prescribe forms, registers, etc. for that purpose; and
- (k) to appoint or employ any person or persons that may be required for the purpose of carrying out the objects and functions of the Chamber and to pay to them or to other persons salaries, wages, gratuity, Provident Fund, pensions, commission, stipend, honorariums, fees and other emoluments.

(iv) The Managing Council may, by a resolution, sanction formation of a branch or a chapter of the Chamber in any area where, in its opinion, the number of the members residing or practising is such as to justify formation of a branch or a chapter.

16. MEETING OF THE MANAGING COUNCIL

- (i) A meeting of the Managing Council shall normally be called at least once in two months.
- (ii) The President on his own motion may, or the Joint Secretaries upon a request in writing made by any three members of the Managing Council shall, call a meeting of the Managing Council.
- (iii) Notice of every meeting of the Managing Council stating the general particulars of the business to be transacted at the meeting shall be sent to each member of the Managing Council at least seven days before the meeting. Any urgent meeting may be called by a shorter notice, by recording reasons for the same.
- (iv) The minutes of every meeting of the Managing Council shall be kept by the Joint Secretaries and shall be approved at the succeeding meeting.
- (v) Business of the Chamber shall be ordinarily conducted at a meeting of the Managing Council. Provided, however, that the President or, in his absence, the Vice-President, may in any case of emergency or exceptional circumstances circulate papers among the Managing Council members for obtaining their views. No decision, however, shall be taken by such circulation, save and except as provided in Rule 17.
- (vi) Unless provided otherwise, all decisions at the Managing Council meeting shall be taken by a majority of votes. In case of equality of votes, the President shall have a casting vote in addition to his vote in his capacity as a member of the Managing Council.
- (vii) On a resolution being passed in this behalf, a member of the Managing Council or of any Committee, who, without leave, absents himself from three consecutive meetings shall cease to be a member of the Managing Council or the Committees, as the case may be.

17. CIRCULAR RESOLUTIONS

Resolution of the Managing Council may also be passed by circular. A circular resolution approved and signed by three-fourths of the members of the Managing Council shall be deemed to be a resolution passed at a meeting of the Managing Council and the same shall be recorded in the minutes of the immediate subsequent meeting.

18. FUNCTIONS OF THE OFFICE-BEARERS

Without generality of the overall duty and responsibility to conduct and manage the affairs of the Chamber in accordance with the Rules and Regulations and towards fulfilment of the objects of the Chamber, the following shall be the functions of the respective Office Bearers :—

- (i) The President shall exercise general supervision over the affairs of the Chamber and shall preside over, conduct and regulate all meetings of the general body and the Managing Council and his ruling on all matters including any point of order or as to the results of voting shall be final and conclusive. The President shall have a casting vote in case of equality of votes on any issues.
- (ii) The Vice-President shall assist the President and in his absence exercise all his powers.
- (iii) The Joint Secretaries shall be responsible for convening all meetings and for managing the day to day affairs of the Chamber.
- (iv) The Treasurer shall maintain all records and accounts of the Chamber and look after and manage the financial matters of the Chamber and get the annual accounts prepared and audited.

19. ANNUAL GENERAL MEETING

- (i) The Chamber shall in each year hold an Annual General Meeting. The Annual General Meeting shall be held within six months of the close of the accounting year at such time, place and date as the Managing Council may determine;

Provided, however, that if the Annual General Meeting cannot be so held within six months due to any unavoidable circumstance, it shall be convened as early as possible after the expiry of six months.

- (ii) The business of the Annual General Meeting shall be :
 - (a) To read and adopt the minutes of the last annual general meeting and of extraordinary general meeting,
 - (b) to consider the annual report of the Managing Council,
 - (c) to consider and adopt the annual audited accounts,
 - (d) to appoint Auditors and fix their honorarium,

- (e) to announce the results of the elections, and
 - (f) to consider and undertake any other specific business as specified in the agenda.
- (iii) The Auditors shall have the right to attend and to be heard at any General Meeting on any part of the business which concerns them as Auditors.

20. EXTRAORDINARY GENERAL MEETING

The Managing Council may, whenever it thinks fit, call an Extraordinary General Meeting and shall do so on a requisition made in writing either by the President or by not less than seventy-five members of the Chamber who are entitled to vote at a General Meeting. Such requisition shall specify the object and the agenda of the Meeting proposed to be called. On receipt of such requisition, the Managing Council shall within one month convene such meeting, failing which the President or the requisitionists, as the case may be, may convene the meeting within twenty-one days of the expiration of the month and the cost of holding such meeting shall be defrayed from the funds of the Chamber. The Extraordinary General Meeting so convened shall not transact any business other than that for which the meeting has been convened.

21. CONDUCT OF GENERAL MEETING

- (i) A notice convening a General Meeting shall state the date, time and place thereof and the purpose for which it is convened and shall be sent to the registered address of the members of the Chamber not less than twenty one days (fourteen days in case of Extraordinary Meeting) before the date of the meeting. Any accidental omission to give such a notice to any member or non-receipt of the same by any member shall not invalidate the proceedings of the General Meeting.
- (ii) Each member present and otherwise eligible to vote shall have one vote at any meeting of the Chamber, the member who is in arrears of his dues to the Chamber shall not be eligible to vote. In the case of votes being divided equally, the Chairman of the meeting shall have a casting vote.
- (iii) Every motion before a General Meeting shall be decided by a show of hands unless a ballot is demanded by at least five members before or immediately after the declaration of the result

of the voting by show of hands. A ballot shall be taken in such manner as the Chairman directs and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.

- (iv) In the event of any dispute or objection regarding the holding or conduct of any General Meeting, the decision of the Chairman of the meeting shall be final and binding.

22. QUORUM

Seven members present shall constitute the quorum for a meeting of the Managing Council and twenty members present shall constitute the quorum for a General Meeting. If there is no quorum, the meeting (except Extraordinary General Meeting) shall stand adjourned for half an hour and if at such adjourned meeting seven or twenty members, as the case may be, are not present, the members present shall constitute the quorum and may transact the business for which the meeting is called.

23. CHAIRMAN OF GENERAL MEETING

- (i) The President of the Chamber shall take the Chair at every General Meeting. If the office of President is vacant or if at any meeting the President is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the Chair then the Vice-President shall be entitled to take the Chair and failing him, the members present shall elect a member of the Managing Council as Chairman and if no member of the Managing Council is present or if all the member of the Managing Council decline to take the Chair, then the members present shall elect one of their members to be Chairman of the meeting.
- (ii) No business shall be conducted at any General Meeting before a Chairman is so elected.

24. MINUTES OF GENERAL MEETING

- (i) The Chamber shall maintain minutes of all General Meetings, including Extraordinary General Meeting, in register kept specifically for that purpose.
- (ii) The minutes of any General Meeting, shall be approved at the first meeting of the Managing Council held thereafter and shall be read and adopted at the next annual general meeting.

25. NOTICE TO MEMBERS

Any notice required to be given to a member shall be given either by sending it to his registered address with the Chamber or at his option, at his e-mail address provided to the Chamber. However, general notices concerning all members can be given through the Newsletter and the official website of the Chamber.

26. BOOKS OF ACCOUNT

- (i) Proper books of account and records shall be maintained and shall be audited by the auditor appointed. The books of account shall be open for inspection by any member of the Managing Council during normal office hours.
- (ii) The books of account shall be kept at the registered office of the Chamber or at such other place or places as the Managing Council may decide.

27. STATEMENTS OF POLICIES AND GUIDELINES

A separate register shall be maintained incorporating a copy of each Statement of Policies or Guidelines, Code of Conduct, Code of Ethics or Criteria, as the case may be, passed and approved by the Managing Council from time to time, including any modification or substitution thereof. Each such Statement shall incorporate the date of its approval, signature of the office bearers and such other details as the Managing Council may decide to incorporate.

28. PAST PRESIDENT ADVISORY BOARD [“PPAB”]

- (i) A Board consisting of all the Past Presidents shall function as advisory body to the Managing Council.
- (ii) Immediate Past President or, on his failure for any reason, the previous immediate Past President, shall be Convenor of the Board.
- (iii) The President, on behalf of the Managing Council, shall make reference to, and seek advice of, the PPAB in the following matters –
 - (a) Amendment in Memorandum of Association and Rules and Regulations.
 - (b) Matters relating to Code of Conduct and Code of Ethics concerning the members.
 - (c) Matters relating to disciplinary actions against any member.

- (iv) Notwithstanding sub–Rule (iii), the President may, on his own or on behalf of the Managing Council, make reference to, and seek advice of, the PPAB on any matter concerning the Chamber.
- (v) The PPAB, upon receipt of such reference, shall hold such meetings and conduct its affairs in such manner as it may deem fit. Thereafter, it shall give its opinion and advice, addressed to the President.
- (vi) The PPAB may, on its own, call its meetings and give such opinion and advice to the President and/or the Managing Council, as the case may be, as it may deem fit touching upon any issue concerning the Chamber.
- (vii) The President, or the Managing Council, as the case may be, shall thereupon take such decision or adopt such course of action as he, or the Council, as the case may be, decide.
Provided, however, that if the President, or the Managing Council, as the case may be, decide to take decision or adopt course of action not consistent with the opinion and advice of the PPAB, he or the Council, as the case may be, shall record the reasons to do so.
- (viii) The PPAB shall have sole power to regulate its affairs.

29. REPEAL OF EARLIER CONSTITUTION

- (i) Notwithstanding the repeal of the earlier Constitution of the Chamber, the members already enrolled as on the date on which the present Memorandum and Rules come into force shall be deemed to have been duly enrolled as members under the present Memorandum and Rules and the membership of any Patron Members already enrolled shall be continued under the same designation.
- (ii) The repeal of the earlier Constitution shall not affect anything done or any actions or decision taken or deemed to have been taken under and in pursuance of any provision of the said Constitution and the same shall have effect under the present Memorandum and Rules, unless otherwise provided hereinbefore or unless otherwise decided to the contrary.

30. AMENDMENT OF RULES AND REGULATIONS

Subject to Rule 28, any or all of the Rules and Regulations, may be amended, altered, deleted or added to by a resolution passed at a General Meeting of the Chamber, by three-fourths majority of the members present and voting.

31. AMENDMENT OF MEMORANDUM OF ASSOCIATION

Subject to Rule 28, the Chamber may alter, extend or abridge its objects as contained in the Memorandum of Association or change its name or amalgamate itself wholly or partially with any other society in accordance with the provisions of section 12 of the Societies Registration Act, 1860 and in accordance with the applicable laws.

32. POWER TO REMOVE DIFFICULTIES

If any difficulty arises in giving effect to the provisions of any clause of the memorandum or to any Rules and Regulations or as to the interpretation thereof, the decision of the Managing Council shall be final.

