

MEMORANDUM
&
ARTICLES OF ASSOCIATION
(Amended on 23rd September, 2024)

Of

**THE PLASTICS EXPORT PROMOTION
COUNCIL**



Certificate of Incorporation

No. 9601 of 1955-56

I hereby certify that

The Plastics Export Promotion Council

*is this day incorporated under the Indian Companies Act, **VII** of 1913,
and that the Company is limited.*

*Given under my hand at **Bombay** this **Fifteenth**
day of **July** One thousand nine hundred and **Fifty-five**.*

Seal

M. V. Varerkar,
Registrar of Companies
Bombay

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

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,
~~BOMBAY~~. MUMBAI.

In the matter of THE PLASTICS AND LINOLEUMS EXPORT PROMOTION
COUNCIL.

I hereby approve and signify in writing under Section 21 of the Companies Act, 1956 (Act of 1956) read with the Government of India, Department of Company Affairs, Notification No. G. S. R. 507E dated the 24th June 1985 the change of name of the Company :

from THE PLASTICS AND LINOLEUMS EXPORT PROMOTION COUNCIL

to THE PLASTICS EXPORT PROMOTION COUNCIL

and I hereby certify that THE PLASTICS AND LINOLEUMS EXPORT PROMOTION COUNCIL which was originally incorporated on Fifteenth

day of July, 1955 under the Companies Act, ~~1956~~ ^{VII of 1913} and under the name

PLASTICS EXPORT PROMOTION COUNCIL having

duly passed the necessary resolution in terms of section 21 ~~/22 XXXXXXXXXXXXX~~ of

the Companies Act, 1956 the name of the said Company is this day changed to

THE PLASTICS EXPORT PROMOTION COUNCIL * and this

certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at ~~BOMBAY~~ ^{MUMBAI} this Twenty third
day of September one thousand nine hundred ninety seven.

* vide Regional Director's
approval granted by his letter
No. RD:8(25)(8)7/97/4680
dated 05-09-1997.

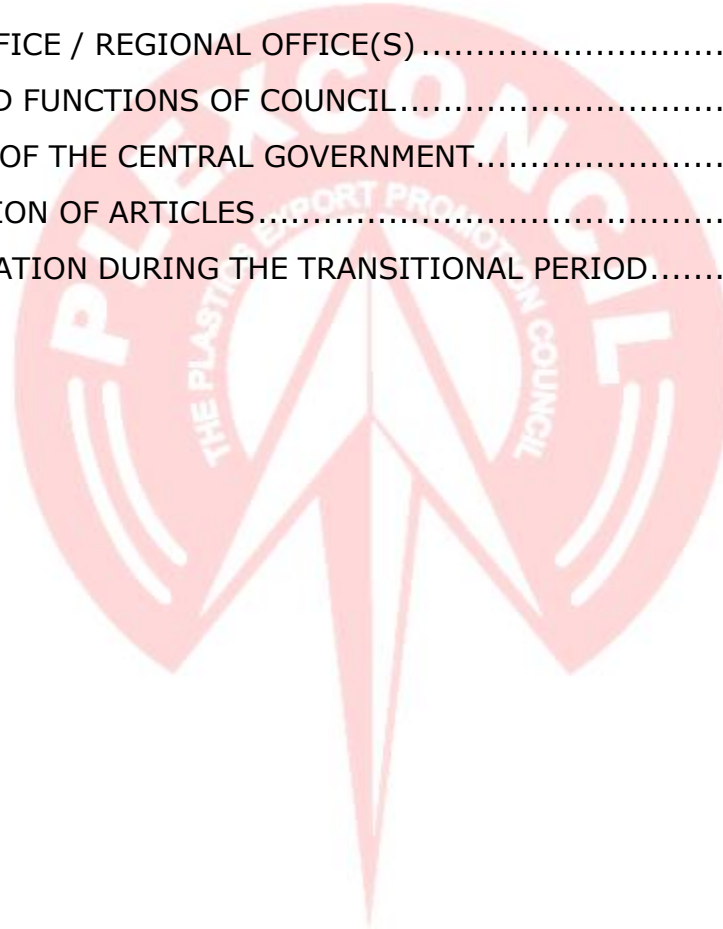
(T. Amarnath)
Addl. Registrar of Companies.
Maharashtra, ~~BOMBAY~~
MUMBAI.



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Bye Laws

Article 1. DEFINITIONS AND INTERPRETATION

1.1. Definitions:

In these Articles, unless the context otherwise requires:

- (a) "Act" means the Companies Act, 2013 or Societies Registration Act, 1860, or any other Act including¹ the rules and regulations, subsequent amendment, modification or re-enactment under which the Council is registered;
- (b) "Article" means an article forming part of these Articles;
- (c) "Auditors" means persons appointed, as such, for the time-being, by the Council;
- (d) "Chairperson" means the Chairperson of the Council;
- (e) "Committee of Administration" (CoA) means the Committee of Administration of the Council, constituted, as such, under these Articles and henceforth referred to as the "Committee";
- (f) "Council" means the Export Promotion Councils (EPCs) and the Federation of Indian Export Organisations (FIEO);
- (g) "Director General" means the Director General (DG) of the Council and includes any officer of the Council performing secretarial functions;
- (h) "Export Promotion Council" means organizations of exporters, set up with the objective to promote and develop Indian exports. Each Council is responsible for promotion of a particular group of products/projects/services as given in Appendix 2T of ANF;
- (i) "Executive Director" means the Executive Director (ED) of the Council and includes any officer of the Council performing secretarial functions;
- (j) "Extraordinary general meeting" means an extra-ordinary general meeting of the members of the Council other than its Annual General Meeting (AGM) referred to in Article 31.2;
- (k) "FIEO" means the Federation of Indian Export Organisations;
- (l) "General meeting" means a general meeting of the members of the Council;
- (m) "Member" means a member of the Council;
- (n) "MSME" means micro, small and medium enterprise as defined in the Micro, Small and Medium Enterprises Development Act, 2006 including its subsequent amendment, modification, re-enactment, or successor;
- (o) "Office" means the registered office for the time being, of the Council;
- (p) "Panel" means a panel of the Council, wherever constituted under these Articles;
- (q) "Prescribed" means prescribed by the Committee; by virtue of a power conferred by these Articles;
- (r) "Product" means any goods or services in regard to which the Council has been recognized for the time being by the Central Government; under the

¹ The definition also includes guidelines, notifications and exceptions issued by the relevant ministry/department from time to time.

- relevant provisions of the Export-Import policy of the Central Government;
as in force for the time being;
- (s) "Regional Committee" means a Regional Committee constituted under these Articles;
 - (t) "Regional Chairperson" means a Regional Chairperson holding office under these Articles;
 - (u) "Rules" means the rules of the Council for the time being in force, made under these Articles or under any enactment for the time being in force;
 - (v) "Secretary" means the Secretary of the Council and includes any officer of the Council performing secretarial functions;
 - (w) "Startup" means an entity as defined under G.S.R 127(E) issued by the Ministry of Commerce and Industry (Department of Promotion of Industry and Internal Trade) or its subsequent amendment, modification, re-enactment or successor(s) policies;
 - (x) "Vice-Chairperson" means Vice-Chairperson of the Council.

1.2. Applicability

These byelaws shall be applicable as model guidelines for all EPCs and the FIEO.

1.3. Certificate

For the purpose of determining whether an industry is a Micro, Small or Medium Enterprises, the MSME certificate issued by the Ministry of Micro Small and Medium Enterprises shall be conclusive. For a startup, the certificate issued by the Department for Promotion of Industry and Internal Trade (DPIIT) shall be conclusive.

1.4. Words Defined in the Companies Act, 2013/Societies Registration Act, 1860

Words and expressions used and not defined in these Articles, but defined in the Act have the meanings respectively assigned to them in the Act.

1.5. General Clauses Act to Apply

The General Clauses Act, 1897 applies for the interpretation of these Articles as it applies for the interpretation of an Act of Parliament.

1.6. Repugnancy

Where, in relation to a Council to which an Act applies, there is a repugnancy between the provisions of these Articles and the provisions of that Act, the provisions of that Act shall to the extent of the repugnancy overrule the provisions of these Articles.

Article 2. ARTICLES SUBJECT TO FOREIGN TRADE POLICY

The provisions of these Articles shall be subject to those of the Foreign Trade Policy under ITC(HS) Classification/Central Product Classification (CPC) and Handbook of Procedures, as notified by the Central Government from time to time.

Article 3. CATEGORIES OF MEMBERS AND ELIGIBILITY OF MEMBERSHIP

3.1. Categories of members of the Council

The Council shall have the following categories of members, namely:

- (a) Associate members;
- (b) Ordinary members.

3.2. Eligibility for Associate Membership

A person shall be eligible for admission to the Council as an Associate member on receiving the Importer - Exporter Code (IEC) from the Directorate General of Foreign Trade (DGFT), Government of India, in respect of the product with which the Council is concerned.

3.3. Eligibility for Ordinary Membership

A person shall be eligible for admission to the Council as an Ordinary member of the Council, on meeting the following requirements, namely:

- (a) The person or the entity represented by the person, must have been an Associate member of the Council for at least two years; and
- (b) The person or the entity represented by the person must have to its credit during the two immediately preceding financial years average exports in respect of the product of not less than the amount mentioned below:
 - (i) Micro, Small, Medium Enterprises (MSMEs): Rs. 25 Lakh - Rs. 1 Crore (Micro Enterprises- Rs. 25 Lakhs, Small Enterprises -Rs. 50 lakh and Medium Enterprises- Rs. 1 crore)
 - (ii) Others: Above Rs.1 Crore

Note: In order to obviate the necessity of updation / revision of the eligibility criteria, the export criteria as prescribed above shall be automatically enhanced by 10% after every 5 years.

3.4. Conversion to Associate Membership

If the average exports of a product by an Ordinary Member is below the pecuniary limits mentioned in clause(b) of Article 3.3, during the immediately preceding two financial years, the Committee may, after giving the Member reasonable opportunity of being heard, convert the Ordinary membership to an Associate

membership, unless specifically exempted.

Article 4. ELIGIBILITY FOR ELECTIONS

4.1. Right to Vote

- (a) Ordinary members shall have the right to vote.
- (b) Associate members having completed 3 continuous years, and not fulfilling the eligibility criteria for Ordinary Member, however, having average exports of Rs. 2.5 Lakhs to their credit during the preceding three financial years, shall also have the right to vote.

4.2. Eligibility to Contest in Elections

- (a) Only an Ordinary Member shall be eligible as a candidate for elections to various positions in the Council.
- (b) The person or the entity represented by the person must have to its credit during the two financial years immediately preceding the election, the average exports of the products of not less than the amount mentioned below:
 - (i) Micro, Small, Medium Enterprises (MSMEs): Rs.50 Lakh - Rs.2.5 Crore (Micro Enterprises- Rs. 50 Lakhs, Small Enterprises -Rs. 1 crore and Medium Enterprises- Rs. 2.5 crore)
 - (ii) Others: Above Rs.2.5 Crore.
- (c) If applicable, where a person is contesting for election as Regional Chairperson, the person or the entity represented by the person must have minimum average exports of Rs. 2.5 crores of the product, or such higher limit as may be prescribed by the Council, to its credit during the two financial years immediately preceding the election.
- (d) Where a CoA member is contesting for election as Chairperson or Vice-Chairperson, the person or the entity represented by the person must have minimum average exports of Rs. 2.5 crores of the product, or such higher limit as may be prescribed by the Council, to its credit during the two financial years immediately preceding the election.
- (e) A certificate issued by a Chartered Accountant shall be required for the purposes of paragraph (b), (c) and (d) of this Article.

Article 5. APPLICATION FOR MEMBERSHIP

5.1 Form of application

Online Application for membership of the Council as a member shall be made to the Council in the prescribed application form on a common digital platform of DGFT (URL: <https://www.dgft.gov.in/CP/?opt=e-rcmc>).

5.2 Accompaniments

The application for membership shall be sent to the Council, along with requisite documents which may include the following:

- (a) a copy of the active IEC number by the applicant;
- (b) a certificate of financial soundness from the applicant's bankers;
- (c) proof of payment of the prescribed fee which, along with any other payments to the Council, shall be through online mode only, as per Income-tax Rules, 1962; and
- (d) name and contact details of person representing the organisation.

5.3 Decision on the application

- (a) The Committee or any authority designated by the Committee shall take a decision on the application for membership within 45 days from the receipt of a properly completed application, and the Committee's decision shall be final.
- (b) In case, a decision is taken by a designated authority, the same shall be ratified by the Committee in its first subsequent meeting.
- (c) The decision of the Committee whether of acceptance or rejection of the application, shall be communicated to the applicant along with reasons, in writing.

5.4 Commencement of membership

Where the application for membership is accepted by the Committee, the membership of the applicant shall commence from the beginning of the financial year during which the application is accepted.

Article 6. FEES FOR MEMBERSHIP

- (a) Members (other than nominated, co-opted and institutional members), shall pay such entrance fee and annual fee and any other fee as may be prescribed by the Committee.
- (b) The Council may grant a concession in entrance / annual fee for members such as women entrepreneurs, startups, young entrepreneurs (less than 40 years of age as on 31st March of the year of election), or North Eastern/Hill Regions.

Article 7. RESIGNATION BY MEMBERS

- (a) A member of the Council may resign by giving to the DG/ED/Secretary a notice in writing of their intention to do so and shall thereupon cease to be a member either immediately or from such date as may be mentioned in the notice in this regard.
- (b) A member who has resigned shall nevertheless continue to be liable to the Council for all amounts due from that member to the Council and for any other liability, which the member might have incurred towards the Council.

(c) Entrance fee/Annual fee once paid shall not be refunded on resignation.

Article 8. DISQUALIFICATIONS FOR MEMBERSHIP OF COUNCIL

8.1 Disqualification

(a) A person shall be disqualified for being, or for continuing as a member of the Council, if:

- (i) found to be of unsound mind by a competent court;
- (ii) adjudicated as, or applies to be adjudicated as, an insolvent;
- (iii) convicted by a court of an offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months;
- (iv) they or any firm in which they are a partner or any company of which they are a Director, commits a violation of relevant sections of the Act;
- (v) they become disqualified by an order of the court or tribunal under relevant sections of the Act;
- (vi) they cease to be a member of the entity which they represent, or such entity ceases to be a member of the Council;
- (vii) their name is removed from the Register of Members under Article 8.2; or
- (viii) convicted of the offence dealing with related party transactions under the relevant sections of the Act; at any time during the last preceding five years.

(b) A person shall be disqualified from reapplying for membership, if:

- (i) a period of five years has not elapsed from the date of expiry of the sentence;
- (ii) they have been convicted of any offence and have served a period of seven years or more.

8.2 Removal by the Committee

The Committee or any other Committees designated by the Council may, after giving a member reasonable opportunity of being heard, remove the name of that member from the Register of Members, either for a specified period or indefinitely, if the Member:

- (a) has violated any condition for membership; or
- (b) has been in arrears in regard to the payment of membership fee or of any other amounts due from the member to the Council for more than six months; or
- (c) has been found guilty of disorderly conduct at meetings of the Council or of the Committee; or
- (d) has been found guilty of conduct unbecoming of a member; or
- (e) has become disqualified under Article 8.1.

Article 9. CONDUCT OF ELECTIONS

Article 9.1 Method of conducting election:

In order to make the Council participative in nature and for better governance and transparency, the Council, as registering authority, shall adhere to the following criteria for conducting elections:

- (a) Election of the Committee and also for the post of Vice-Chairperson/Chairperson of the Committee shall be conducted through e-voting, as provided for in the relevant Act or the Foreign Trade Policy.
- (b) A reputed agency may be appointed by the Council to conduct the election in a free and fair manner.²
- (c) Observer(s) for the election(s) for the post of Committee of Administration and for Vice-Chairperson/Chairperson will be deputed by the Government from the Department of Commerce, DGFT or any other Ministry/Department/Organisation as may be decided by the Government.
- (d) The CoA shall appoint one or more scrutiniser, who may be Chartered Accountant in practice, Cost Accountant in practice, or Company Secretary in practice or an Advocate, or any other person who is not in employment of the Council and is a person of repute who, in the opinion of the CoA members can scrutinise the voting and remote e-voting process in a fair and transparent manner.
- (e) The provisions under this article shall be subject to the provisions of the relevant Act, Rules, Regulations, Foreign Trade Policy (FTP) and instructions, guidelines, advisories issued by Government of India from time to time.

9.2. Duty of Council

- (a) It shall be the responsibility of the Council to ensure that elections to various posts in the Councils are held timely in a free and fair manner and as prescribed under Article 9.
- (b) Elected members shall automatically retire on completion of their tenure.

9.3 Failure to hold elections

If a Council fails to ensure timely elections as provided in Article 9, the Central Government may after giving it a reasonable opportunity of being heard, direct the Committee to hold a fresh election and may make such interim arrangements as may be necessary for that purpose.

9.4 Mode of conducting elections

The following matters shall be provided for by rules to be made by the Council namely:

- a) The tenure of members elected to various posts in the Council except as otherwise provided in these Articles;

² For the purposes of this paragraph 'agency' means the National Securities Depository Limited, the Central Depository Services (India) Limited or any other entity approved by the Ministry of Corporate Affairs

- b) Mode of conducting elections except as otherwise provided in these Articles.

Article 10. REPRESENTATION OF FIRMS

- (a) Any firm, which is a member of this Council, shall by consent of all partners authorize any one of its partners to act as its representative at any meeting of the Council or of the Committee.
- (b) In the absence of any such authority in the case of any firm, any one partner whose name has been registered in the records of the Council shall be entitled to act as a representative of the firm at any meeting of the Council or of the Committee.
- (c) Any Company or Co-operative Society or other Corporation which is a member of the Council shall, by a resolution of its Directors (or of any persons in the position of Directors) authorize any of its Directors or any person in the position of Directors to act as its representative at any meeting of the Council or of the Committee.
- (d) A sole proprietary firm or Hindu Undivided Family firm shall be represented by its proprietor or Karta as the case may be.
- (e) A person authorized to represent an entity by or under clause (a), (b) (c) or (d) of this Article shall thereupon be entitled to exercise the same rights and powers on behalf of the member whom the person represents, as if it were an individual member of the Council, of the same class as the firm, company, society, or other corporation, as the case may be.
- (f) Any authority granted under clause (a) or (c) of this article shall be effective, only on expiry of seven days from the date on which it is lodged with the Council.

11. PRIVILEGES OF MEMBERS

11.1 Ordinary Members

Without prejudice to any other rights conferred on Ordinary Members by the Memorandum of Association of the Council, but subject to the other provisions of these Articles, Ordinary Members shall have the following rights and privileges, namely:

- (a) right to stand as a candidate, and to vote at the election of the members of the Committee and the right to vote on all matters brought before a meeting of the Council, provided there are no arrears of subscription or other dues or charges payable by them to the Council on 30th June in the year of voting;
- (b) right to requisition a meeting as provided for in these Articles;
- (c) right to receive the annual reports of the Committee, on payment of the prescribed fee;
- (d) right to receive publications of the Council, on the conditions prescribed by the respective Councils; and
- (e) right to use all such facilities as may be made available to such members by the Council from time to time on the conditions prescribed by the respective Councils.

11.2 Associate Members

Without prejudice to any other rights conferred on Associate Members by the Memorandum of Association of the Council, such Associate Members shall have the following rights and privileges namely:

- (a) right to receive the Annual Reports of the Committee on payment of the prescribed fee;
- (b) right to receive the publications of the Council on conditions prescribed by the respective Councils;
- (c) right to use all such facilities as may be made available from time to time by the Committee on the conditions prescribed by the respective Councils;
- (d) shall have the right to vote at the election of the members of the Committee and also on all matters brought before the General meetings of the Council, provided that Associate Members satisfy the conditions laid down under Article 4.1(b) and provided that there are no arrears of subscription or other dues or charges payable by them to the Council on 30th June in the year of voting.

11.3 Nominated, Co-opted and Institutional Members

A nominated/ co-opted/ institutional member shall have no right to vote.

Article 12. VOTING

12.1 Persons Who Can Vote

- (a) Ordinary Members and Associate Members (satisfying the conditions laid down under Article 4.1(b)), or their authorized representatives, shall alone be entitled to vote at general meetings, including annual general meetings and extra-ordinary general meetings, of the Council.
- (b) Every such member shall have only one vote.
- (c) The Chairperson shall have, in addition, a casting vote.

12.2. Validity of Vote(s)

- (a) No objection shall be taken to the validity of any vote cast at a meeting, except at the meeting at which such vote was tendered and every vote not disallowed at such meeting shall be deemed to be valid for all the purposes of such meeting.
- (b) The Chairperson of a meeting shall be the sole judge of the validity of every vote tendered at such meeting.

Article 13. SUSPENSION OF PRIVILEGES

If a Member (Ordinary or Associate) fails to pay the annual subscription by the 30th June of every year for which it has become due then:

- a) the member shall not be entitled to exercise any right or privilege as such Member and
- b) the Committee may suspend the membership, and such suspension shall remain operative until the member pays the arrears and the Committee accepts in writing such arrears and restores the membership after revoking the suspension.

Article 14. CHANGE IN INTERNAL CONSTITUTION TO BE REPORTED

Where there is a change in the constitution of an entity which is a member of the Council or a change in its authorized business activities, the change should be reported by the entity to the Committee within three months.

Article 15. REGISTER OF MEMBERS

The Council shall keep a Register of Members (Ordinary, Associate, Co-opted, Nominated and Institutional) which will contain the following particulars of its members, namely:

- (a) the name, email address, postal address and occupation of the member;
- (b) registered office address, contact details, IEC/PAN/GST/TIN/CIN/DIN of the member applying, as applicable;
- (c) the class of membership of such member, if any;
- (d) the date on which each member was entered in the register; and
- (e) the date on which the person ceases to be a member.

Article 16. COMMITTEE OF ADMINISTRATION (CoA)

- a) The Council shall have a Committee of Administration to perform the functions assigned to it by these Articles.
- b) The composition of the Committee shall be as provided in Article 24.

Article 17. DISQUALIFICATIONS FOR MEMBERSHIP OF THE COMMITTEE

- a) A person shall be disqualified for being, or for continuing as, a Member of the Committee, if they become subject to any of the disqualification enumerated in Article 8.1 in regard to the membership of the Council.
- b) Before declaring a Member to be disqualified, the Committee shall give them a reasonable opportunity of being heard and shall follow such procedure as may be prescribed.

Article 18. VACANCIES

18.1 Casual Vacancies

- (a) If there arises a casual vacancy in the office of any member of the Committee (other than members who are nominated or co-opted) it shall be filled up by the Committee and shall be subject to approval by members in the next general meeting. Provided that when the vacancy is for a period not exceeding two months, the Committee may decide not to fill up the vacancy, so long as the number of vacancies so left unfilled does not exceed three.
- (b) A person appointed to fill up a casual vacancy shall hold office only for the remainder of the term of the original member.

18.2 Overseas Visits

If the Chairperson or Vice-Chairperson desires to go out of India, they shall intimate to the DG/ED/ Secretary the date of their expected return to India.

Article 19. REGIONAL CHAIRPERSON

- (a) As applicable, there may be Regional Chairperson(s). They shall be ex-officio member(s) of the Committee of Administration.
- (b) There may be more than one Regional Chairperson as per the functional requirement of the Council.
- (c) Their election shall be held along with elections to the Committee and shall be regulated by rules to be made by the Committee.

Article 20. FUNCTIONS OF THE COMMITTEE OF ADMINISTRATION

20.1 The Functions of the CoA

Functions of the CoA shall be as follows:

- (a) to administer the general affairs of the Council;
- (b) to determine what work shall be undertaken by the Council and to arrange for the conduct of such work;
- (c) to receive and deal with reports and recommendations of various Sub Committee(s) (where such Committee(s) has/ have been constituted);
- (d) to arrange for the publication of reports and other documents issued by the Council;
- (e) to collaborate in related activities with other Export Promotion Councils in India and similar bodies in foreign countries and with international organization working in the field;
- (f) to control the finances of the Council;
- (g) to control the staff of the Council;
- (h) to take steps to conduct timely elections to various posts contemplated by these rules;

- (i) to make rules from time to time for the proper conduct and management of the affairs of the Council including matters which are to be prescribed under these Articles;
- (j) to do all such other lawful acts as would be conducive to the interests of the Council.

Article 21. REGIONAL COMMITTEES

21.1 Formation of Regional Committee

- (a) The Committee of Administration may form a Regional Committee for each Region, except where the products with which the Council is concerned are mainly confined to one region.
- (b) The geographical extent of such region shall be determined by the CoA.
- (c) The Regional Committee(s) shall consist of the following:
 - (i) the Regional Chairperson(s); and
 - (ii) such other number of members as may be nominated by the CoA.

21.2 Functions of Regional Committees

- (a) Each Regional Committee shall function under the general control, supervision and direction of the Committee.
- (b) Each such Committee shall:
 - i. take steps to stimulate exports of the product from its region and
 - ii. perform such other functions as the Committee may lay down from time to time.

Article 22. PANELS

- (a) The Committee may from time to time constitute panels to perform such functions as the Committee may lay down.
- (b) The composition of the Panel may be decided by the committee.

Article 23. SEAL

- (a) The Council shall have a Seal and shall provide for its safe custody;
- (b) The Seal of the Council shall not be affixed to any document except under the general or specific authority of the Committee and shall also not be affixed to any instrument except in the presence of two members of the Committee or such other persons as the Committee may authorize for the purpose. The two members or other persons as authorized by the committee shall sign every legal instrument to which the seal of the Council is so affixed in their presence.

Article 24. COMPOSITION OF THE COMMITTEE

24.1 Chairperson and Vice Chairperson of the Committee

(a) The Chairperson shall be elected by the Council or elevated from the position of vice chairperson on being endorsed by the committee. The Chairperson:

- i. shall hold office for a period of two years and shall retire accordingly;
- ii. shall not be eligible for re-election at the next election in the same Council;
- iii. shall be eligible for re-election as Vice-Chairperson/Chairperson as the case may be, in the same Council, only after a cooling off period of not less than four years from the date of demitting/vacating office as the Chairperson³;
- iv. can be removed by a "No Confidence Vote". Such resolution shall be passed by not less than two third of the Members of the Committee. The resolution regarding No Confidence will be put to vote on the same pattern of direct elections as enumerated in Article 9.1.

(b) The Vice-Chairperson of the Committee shall be elected by the Council and shall hold office for a term of two years and;

- i. on completion of the term of two years, the Vice-Chairperson shall be endorsed by the Committee to succeed the Chairperson on completion of the Chairperson's term, unless the Vice-Chairperson is unwilling to accept Chairpersonship or the Vice-Chairperson has incurred any of the disqualifications enumerated in Article 8.1 regarding membership of the Council;
- ii. in the event of the post of Vice-Chairperson falling vacant due to any of the circumstances, the post shall be filled up as per the procedure laid down;
- iii. shall be eligible for re-election as Vice-Chairperson in the same Council, only after the gap of four years from the date from which the Vice-Chairperson has last held office as a Chairperson or Vice-Chairperson, whichever is later;
- iv. can be removed by a No Confidence Vote. Such resolution shall be passed by not less than two third of the Members of the Committee. The resolution regarding No Confidence, shall be put to vote on the same pattern of direct elections as enumerated in Article 9.1.

Notwithstanding the provision mentioned at 24.1(b)(i) above, the Council may also consider direct elections for the post of Chairperson by adopting a resolution with 2/3 majority of the Committee of Administration.

24.2 Composition of the Committee

a) The Committee of Administration shall be elected by the Council. The CoA members shall have a maximum of two terms of three years each followed by a cooling off period of two years.

³ For example, if the term of Chairperson expires on 31st March 2023, he/she shall be eligible for contesting for election for the post of Chairperson/Vice Chairperson not before 1st April, 2027.

- b) The Committee of Administration shall be composed of the following:
 - i. Elected members with a minimum of twelve (excluding the Regional Chairpersons).
 - ii. Nominated members not exceeding three (for COA with a size up to 20 members) or five (for COA with a size of beyond 20 members), from the prescribed categories as per Article 24.3(c).
- c) Subject to paragraph (a), the number of members of the Committee shall be in accordance with the rules made by the Committee.
- d) More than one member from any firm/entity shall not be eligible to be an elected member in the same COA in any capacity.

24.3 Reservation

- a) At least one third of the seats for the elected members of the Committee shall be reserved for representatives of MSMEs.
- b) In addition, at least one third of the seats for elected members of the Committee shall be reserved for exporters who fall within the category of export houses, trading houses, star-trading houses and entities granted similar status for the purpose of the Foreign Trade Policy that is in force at the time.
- c) At least three seats (for COA with a size up to 20 members) or five seats (for COA with a size of beyond 20 members), shall be reserved for categories of women entrepreneurs (minimum one), startups, young entrepreneurs (less than 40 years of age as on 31st March of the year of election); or North Eastern/Hill Regions to ensure their suitable representation in the Committee.
- d) For the purposes of reservation as stated in paragraph (c), at least one seat shall be reserved for a woman entrepreneur.
- e) if the categories mentioned in (a), (b) and (c) are represented/elected through either of the above or overlapping categories, this will be sufficient for meeting the requirements mentioned under these provisions.
- f) Where any seat reserved under clause (c) of this Article cannot be filled up by candidates of that reserved category through election process, the Department of Commerce, in consultation with the respective Councils, shall nominate suitable representatives of the respective categories.
- g) The Council shall send a report to the Department of Commerce within 45 days after conclusion of election process.

24.4 Co-opted Members

- a) The Committee may co-opt such members, as it considers necessary from Central Government/State Government/Banking Institutions/Star Houses etc. for the efficient conduct of its business in relation to specific types of activities.

24.5 Other Provisions for Nominated / Co-opted Members

- (a) The term of office of members of the Committee who are nominated by the Central Government shall be co-terminus with the term of the Committee. Provided that, if a member is nominated during the term of the Committee, its

- term of office shall be such as the Central Government may specify.
- (b) The Central Government may, at any time, require such a nominee to relinquish its office and may appoint another person in its place.

24.6 Retirement of Elected Members

- a) One third of the elected members shall retire annually, but shall be eligible for re-election, as per laid down procedure.
- b) For the purpose of para (a), the names of the members who shall retire, shall be determined by lot/in accordance with the seniority (long serving members of COA will retire first).
- c) Election process of the retiring members may be started three months before the AGM of that year.
- d) There shall be a "cooling off" period of two years after two consecutive terms of the elected member of CoA.
- e) If a Member gets elected to Vice-Chairperson in their second term of COA and eligible to succeed the post of Chairperson on completion of their Term, they shall be deemed member of the COA during the Member's period as Chairperson of the Council.

Note: The provision under 24.6(d) shall be effective from 01.04.2025 to give sufficient time to the Councils for implementing the revised guidelines.

24.7 Elections of the Committee and Returning Officer

- (a) Elections to the Committee (in respect of seats of elected members falling vacant) shall be conducted annually, well before the expiry of the term of the retiring members.
- (b) The Committee shall appoint a returning officer for conducting elections.

24.8 Rules

The Committee shall make provisions regarding the elections to the offices of the Chairperson and Vice-Chairperson on matters not provided for, in these Articles/byelaws.

Article 25. CHAIRPERSON OF THE COMMITTEE

The Chairperson of the CoA shall ordinarily be the Chairperson of the Council and shall be responsible for the proper functioning of the Council.

Article 26. VICE-CHAIRPERSON OF THE COMMITTEE

- (a) The Vice-Chairperson shall, in the absence of the Chairperson, have the power to perform the duties of the Chairperson.
- (b) The Vice-Chairperson shall also perform any other functions that may be

entrusted to them by the Chairperson.

Article 27. REMUNERATION

Members of the Committee shall not be entitled to any remuneration for attending its meetings or for any other function performed by them as such members.

Article 28. POWERS OF THE COMMITTEE

- (a) The CoA shall be the Managing Body of the Council and in addition to the powers and authorities conferred by statute or by these Articles, may exercise all such powers and do all such acts and things as shall, by statute or by these Articles be directed or authorized to be done by the Council in a general meeting.
- (b) Such acts of the Committee as are not regulated by statute or by these Articles, shall be subject to such regulations or directions as may from time to time be decided upon or given at any annual or extra-ordinary general meeting of the Council.

Provided that no such regulation or direction shall invalidate any prior act of the Committee which would have been valid, if the regulation or direction had not been made or given.

Article 29. RESOLUTION BY CIRCULATION

- (a) Any business which may be necessary for the Committee to transact may, if the Chairperson so directs, be carried out by circulation of papers through electronic and / or physical means among all its members and any resolution so circulated and approved by the majority of such members shall be effectual and binding as the resolution passed at a meeting of the Committee, provided that at least the number of members who constitute the quorum of the Committee have recorded their views on the resolution.
- (b) When any business is so referred by circulation to the members of the Committee, a period of not less than five working days shall be allowed for the receipt of replies from such members, such period being reckoned from the date on which the notice of the business is issued.
- (c) If a resolution is circulated, the result of the circulation shall be communicated through electronic and / or physical means to all the members of the Committee and shall be recorded in the minutes of the next meeting of the Committee.
- (d) All such resolutions / important documents shall be immediately uploaded on the website of the Council.
- (e) Notwithstanding paragraph (d), nothing in this article shall be construed to require the Council to disclose any information which is confidential in nature.

Article 30. DIRECTOR GENERAL (DG), EXECUTIVE DIRECTOR (ED), SECRETARY, OFFICERS AND OTHER EMPLOYEES

30.1 Director General / Executive Director

- (a) There shall be a Director General (DG) /Executive Director (ED) of the Council, who shall be under the control and direction of the Committee.
- (b) They shall be the overall in-charge of the administration of the Council and shall supervise the work of all officers of the Council.
- (c) If required, the Council may have a Secretary who shall work under the administrative control of the Director General / Executive Director.

30.2 Secretary, if appointed

- (a) The Secretary shall have charge of all correspondence and shall keep an account of the funds of the Council and of funds connected with, or in any way controlled by, the Council.
- (b) The Secretary shall keep the approved minutes of all the meetings of the Council and of the Committee.
- (c) The Secretary shall issue the notice of all meetings of the Council and of the Committee.
- (d) The Secretary shall duly notify members of their appointment, countersign all cheques signed by the Chairperson or by any member or members of the Committee duly authorized in this behalf and shall collect all moneys due to the Council.
- (e) The Secretary shall prepare an Annual Report of the Council.
- (f) The Secretary shall generally perform all such functions as are incidental to their office or as may be assigned to them by the Committee or Director General / Executive Director, from time to time.

30.3 Officers

The officers of the Council including the Secretary (if appointed) shall devote themselves entirely to such business and affairs of the Council as may be assigned to them by the competent authority.

30.4 Rules regarding Employees

The Committee may, in respect of all employees of the Council, make rules to regulate the following matters namely;

- (a) conditions of service;
- (b) appointment, promotion and dismissal;
- (c) grant of pay, leave, allowances, pensions, gratuities and compassionate allowances; provided that the grant of leave and allowances to Government Servants whose services have been lent or transferred to the Council shall be decided with the prior approval of the competent authority to sanction their transfer to the Council;

- (d) payment of travelling allowances; and
- (e) the establishment and maintenance of a Provident Fund and other funds for the welfare of the employees.

30.5 Internal resources

At least 50 percent of the internal resources of the Council, except those derived from Government grants, shall be utilized for development and export promotion activities including market studies, dissemination of trade information, buyer-seller meets, participation in trade fairs in India and outside India.

Article 31. GENERAL MEETINGS

31.1 General Meetings of the Council

- (a) A general meeting of the Council shall be held within eighteen months of the incorporation of the Council and thereafter at least once in every calendar year on such date, (not being more than fifteen months after the preceding general meeting) and at such places as the CoA may consider convenient for the dispatch of business.
- (b) At the general meeting, a report of the activities of the Committee for the year under review and the yearly audited accounts including a statement of income and expenditure and a Balance Sheet made until the date not earlier than the date of the meeting by more than six months shall be submitted.
- (c) Such meeting shall be called an Annual General Meeting (AGM) and all other general meetings of the Council shall be called extra•ordinary general meetings (EGM).
- (d) The CoA may, whenever it deems fit, call an Extra•ordinary general meeting under sub-section (1) on requisition from not less than one-fifth of the total number of members with voting rights on the said date.
- (e) Such meetings shall be held in the same manner in which the AGM is called and held by the CoA.

31.2 Annual General Meeting

- (a) The Council shall hold an Annual General Meeting in accordance with the provisions of the Act.
- (b) The Annual General Meeting shall be held at any time during business hours on a day (not being a public holiday) decided by the Committee.
- (c) The notice calling the meeting shall specify it as the Annual General Meeting.

31.3 Business for the Annual General Meetings (AGM)

The business to be transacted at an AGM of the Council shall be:

- (a) to receive and consider the accounts and the report of the Committee and the auditors;

- (b) to present output and outcome of the activities of the Council for the preceding year (including a report of the total exports of the product under their basket for the preceding year and targets and objectives of the Council for the subsequent year(s));
- (c) to place on record the names of the Committee members; and
- (d) to appoint and fix the remuneration of the auditors.

31.4 Notice of the AGM

- (a) With regard to every AGM of the Council, not less than fourteen clear days' notice to the members, specifying the place, date and time of meeting, shall be given. Agenda of the meeting shall be circulated sufficiently in advance of the meeting.
- (b) A notice may be given to members through electronic and / or physical mode at the registered email / postal address.
- (c) Where a notice is sent by post, the service shall be deemed to have been affected at the expiry of 48 hours after it is posted.
- (d) The non-receipt of any notice of meeting by any member, shall not invalidate any proceedings of any meeting or any resolution passed at any meeting, subject to the condition that such notice was sent / received at the registered postal/email address.

31.5 Requisition for Extra-ordinary General Meeting

- (a) The Committee shall call a meeting if so, requested by the members.
- (b) The request referred to in paragraph (a) shall:
 - i. be in writing;
 - ii. set forth the reasons for the meeting; and
 - iii. be signed by one-fifth of all the members having voting rights.
- (c) The Committee shall call for a meeting, by sending a notice, within 21 days of the receipt of the request mentioned in paragraph (a).
- (d) The Committee shall have the liberty to determine the date and time for the meeting.

31.6 No Right to Remuneration

Members of the Council shall not be entitled to any remuneration for attending its meeting or for performing any other functions as such members.

Article 32. PROCEDURE OF MEETINGS OF THE COUNCIL

32.1 Quorum

- (a) No business shall be transacted at any general meeting, unless the requisite quorum is present at the commencement of the business.
- (b) The quorum for a general meeting shall be as per relevant section of the Companies Act, 2013 or as per the Societies Registration Act 1860 as applicable.

- (c) The members of the quorum include Ordinary and eligible Associate members of the Council.

32.2 Venue and Mode of Meeting

- (a) Every Annual General Meeting of the Council shall be held in the city in which the registered office of the Council is situated or at any such place as may be decided by the Committee.
- (b) The Council can also hold a meeting through hybrid means or video conferencing or other audio-visual means, if permissible under the relevant Act, which are capable of recording and recognizing the participation of the members and of recording and storing the proceedings of such meetings along with date and time.

32.3 Dismissal and Adjournment of a Meeting

- (a) If after the expiration of half an hour from the time appointed for holding an Annual General Meeting of the Council, the quorum is not present then:
- (i) If the meeting is convened by or upon the requisition of the members it shall stand dissolved;
 - (ii) In any other case the meeting shall stand adjourned to the same day after one week (if that day is not a public holiday) at the same time and place or to such other day, time and place (in the same city) as the Committee may determine.
- (b) If, in any such adjourned meeting quorum is not present at the expiration of half an hour from the time appointed for holding the meeting then the members present shall constitute the quorum and may transact the business for which the meeting was called.

32.4 Chairperson

- a) Chairperson of the Council shall be entitled to take the chair at every General Meeting of the Council.
- b) if there is no Chairperson or if they are not present within 15 minutes from the time appointed for holding such meeting or if they are unwilling to act then the Vice-Chairperson of the Council, who is present and willing, shall preside.
- c) If the Vice-Chairperson is not present and willing, the members of the Committee who are present may, choose one of the members of the Committee present in the meeting, to preside over the meeting.
- d) If no Member of the Committee is willing to take the chair, the eligible Members of the Council who are present shall elect one of the Ordinary Members to be the Chairperson of the meeting of the Council.

32.5 Voting on Resolution

- (a) At any General Meeting, a resolution put to vote at the meeting shall be decided on a show of hands unless a poll by secret ballot is ordered under clause (b) of this Article.

- (b) A poll by secret ballot (before or on the declaration of the result of voting on any resolution by show of hands)-
- i. May be ordered to be taken by the Chairperson of the meeting, by their own notion;
 - ii. Shall be ordered by the Chairperson, if it is demanded by at least five members having the right to vote on the resolution and present in person or by their authorized representative.

32.6 Voting by show of hands

At any general meeting, a resolution put to the vote at the meeting shall be decided by a show of hands, unless a poll (before or on the declaration of the result of the show of hands) is demanded by the Chairperson or such members as provided in the relevant section of the Act, and unless a poll is so demanded, a declaration by the Chairperson that the resolution has, on a show of hands, been carried unanimously or by a particular majority, or lost, shall be conclusive and an entry, to that effect, in the books of the proceedings of the meetings of the Council and signed by the Chairperson shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor or against that resolution.

32.7 Minutes of the Meeting

An entry in the Minute Book of the Council in regard to any resolution moved at a meeting shall be conclusive evidence of the fact that the resolution was:

- (a) passed unanimously; or
- (b) adopted by majority; or
- (c) defeated, as the case may be.

Article 33. PROCEEDINGS AT MEETINGS OF THE COUNCIL

33.1 Business and Quorum

No business shall be transacted at any meeting of the Council, unless the quorum laid down in Article 32.1 is present at the commencement of the business and if no such quorum is present within half an hour of the meeting, then the provisions of Article 32.3 shall apply.

33.2 Conduct of meeting: who to preside

The provisions of article 32.4 shall apply regarding presiding over the meetings of the Council.

33.3 Authority to Adjourn

- a) The Chairperson of a meeting of the Council may, with the consent of the

- members present in the meeting, adjourn the meeting, from time to time; but no business shall be transacted at any such adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b) No notice of the adjourned meeting shall be necessary, unless the meeting is adjourned for more than ten days.

Article 34. PROCEDURE OF THE MEETING OF THE COMMITTEE

- (a) The Chairperson of the Council shall, when present, preside over all the meetings of the Committee;
- (b) If the Chairperson is not present at any meeting of the Committee, the Vice-Chairperson shall preside over the meeting;
- (c) In the absence of the Chairperson and Vice-Chairperson, the members of the Committee present at the meeting shall elect one from amongst themselves to be the Chairperson of that particular meeting;
- (d) At least four meetings of the Committee shall be held every year;
- (e) The Chairperson may themselves require the Secretary to call a meeting of the Committee at any time;
- (f) If a requisition in writing is made to the Chairperson by not less than one-fifth of the members of Committee having voting rights on the date of requisition but with a minimum of three, the Chairperson shall require the Secretary to call a meeting of the Committee within a reasonable time, which shall not exceed 15 days;
- (g) Not less than seven clear days' notice of every meeting of the Committee shall be given to each member of the Committee;
- (h) At any meeting of the Committee, "either eight or twenty five percent of its total strength whichever is less" of the total strength of the Committee (as then constituted) shall be the quorum;
- (i) Each member of the Committee, including the Chairperson shall have one vote and in-case of tie the Chairperson shall, in addition to their own vote, have a casting vote.
- (j) There shall be no proxy at meetings of the Committee.
- (k) The Committee shall meet at such times, as may be considered advisable, and may make such rules, as are considered necessary, as to the summoning and holding, of the meetings of the Committee, and for the transaction of business at such meetings.
- (l) The records of the proceedings of the Committee shall be open for examination by the members of the Committee.

Article 35. VOTING

- a) At any meeting of the Council, every eligible member present shall be entitled to one vote. In the event of an equality votes, the Chairperson shall have a casting vote in addition to the their own.
- b) No person other than an eligible member shall be entitled to vote at the meeting of the Council and no member shall nominate any other person to vote on their behalf except as otherwise provided in these Articles.

Article 36. MINUTES OF THE MEETINGS OF THE COUNCIL

Minutes of the meetings of the Council shall be maintained in the manner prescribed in the relevant Act.

Article 37. BOOKS AND DOCUMENTS

37.1 Books of Accounts

- a) The Committee shall maintain proper Books of Accounts with respect to:
 - i. all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure took place;
 - ii. all sales and purchases of goods by the Council; and
 - iii. the assets and liabilities of the Council.
- b) The Books of Accounts shall be kept at the Registered Office of the Council or at such other place(s) as may be decided by the Committee.

37.2 Inspection of Accounts

- a) The Books of Accounts shall be open for inspection by the members of the Committee during the office hours.
- b) The Committee shall, from time to time frame rules to determine the conditions under which the accounts and books of the Council shall be open for inspection by the members of the Council.
- c) Notwithstanding para (b), no Member of the Council shall have any right to inspect any account or book or document of the Council, except as provided by law or authorized by the Committee or by a resolution of the Council in a general meeting.
- d) The accounts and books of the Council shall be open for inspection by an officer duly authorized by the Central Government for ascertaining or verifying the income and expenditure of the Council or for such purposes as may, by agreement between the Council and the Central Government, be specified in this regard.

37.3 Balance Sheet and Report

A printed copy of the audited Income and Expenditure Account and Balance Sheet of the Council, together with the report of the Auditor and of the Committee, shall be:

- a) circulated through electronic and / or physical mode at the registered email / postal address of every member, at least fourteen days prior to the AGM of the Council;
- b) kept at the registered office of the Council for the inspection of members during a period of at least fourteen days before the AGM; and
- c) after the Balance Sheet and Income and Expenditure Account have been laid before the members in the AGM, three copies of the Balance Sheet signed by the DG/ Executive Director or Secretary, shall (in the case of a

Council incorporated under the Act) be filed with the competent authority as required by the Act.

Article 38. AUDITORS

- (a) Auditors shall be appointed at the AGM of the Council.
- (b) The rights and duties of the auditors shall be regulated in accordance with the provisions of the Act.
- (c) Any casual vacancy in the office of the Auditor may be filled by the Committee.

Article 39. BUDGET

- (a) The Committee shall annually prepare a Budget for the ensuing year and shall submit it to the Council on or before such date as may be determined by the Committee.
- (b) No expenditure shall be incurred until the Budget is sanctioned by the Committee.
- (c) The budget shall be in such form as the Committee may direct from time to time.
- (d) Supplementary estimates of expenditure shall be submitted for the sanction of the Committee on the date as may be specified by the Committee.

Article 40. EXPENDITURE

- (a) Subject to the provisions of these Articles and the rules framed there under, the Committee may:
 - i. incur such expenditure as it may deem fit and write off any sums.
 - ii. delegate to the Chairperson or DG or Executive Director or other officer(s) of the Council, such financial powers as it may consider expedient.
- (b) The Committee may, subject to control of the Council, and the Council may, subject to the provisions of these Articles, incur expenditure outside India, subject to the provisions of any law for the time being in force.

Article 41. CUSTODY AND DISBURSEMENT OF FUNDS

- (a) The Committee shall make rules for the custody and disbursement of funds of the Council;
- (b) The Accounts of the Council shall be opened in a Scheduled Bank, and all funds at the disposal of the Council, with the exception of petty cash and imprest, shall be paid into such Account.

Article 42. INVESTMENT OF FUNDS

The funds of the Council, which are not required for current expenditure may be placed in fixed deposit with any scheduled bank or may be invested in any security in which trust property may lawfully be invested under Section 20 of the Indian Trusts Act, 1882, subject to such instructions as may be issued from time to time by the Department of Public Enterprises, Government of India, with reference to investments.

Article 43. HEAD OFFICE / REGIONAL OFFICE(S)

43.1. Head Office: The Council shall have a Head Office.

43.2. The Regional Office(s): - The Council may have one or more Regional Office(s) as per the requirement.

43.3. Official Website:

(a) Council shall have an official website which shall be regularly updated/ maintained. The Council shall endeavour to make available its Mission and Vision document and all the important developments on the website.

(b) The Council shall have an official email ID which will be widely circulated to the members. The Council shall endeavour to circulate the information/ documents with its Members electronically in terms of e-governance policy of the Government of India.

Article 44. ROLE AND FUNCTIONS OF COUNCIL

44.1 Basic Role

Council shall work in association with the Government to facilitate country's exports through diversification of products and markets, adhering to standards and quality.

44.2 Duties of Council

(a) The Council shall, from time to time, obtain from its members, proposals for export and then prepare an integrated action plan for:

- i. the promotion of exports,
- ii. the generation of production for exports,
- iii. the setting of exports targets generally and also in relation to specific countries and commodities,
- iv. the signing of MoUs/ agreements, foreign collaborations with partner agencies,
- v. imparting export-oriented training programme to the member exporters, and
- vi. giving wide publicity for creating awareness among exporters about trade developments, Government policies and opportunities available.

- (b) Such plans shall be prepared for every financial year or such longer or shorter period, as may be considered desirable in the circumstances by the Council.
- (c) The Council shall make all possible efforts to secure prompt execution of such plans.

Article 45. POWERS OF THE CENTRAL GOVERNMENT

45.1 Power to give directions

- (a) The Central Government shall have the power to give directions to the Council(s) as to the performance of its function, where that Government considers such directions to be necessary:
 - i. in the interests of national security, or
 - ii. in the interests of the national economy; or
 - iii. otherwise in the public interest.
- (b) The Central Government shall also have power to call for such reports, returns and other information with respect to the property and affairs of the Council, the conduct of its business and other matters connected with the performance of its functions, as the Central Government may consider necessary.
- (c) The Council shall be bound to comply with all directions issued by the Central Government under paragraph (a) or (b) of Article 45.1 and all provisions contained in the Export-Import Policy of the Central Government for the time being in force.
- (d) The Council(s) not following the provisions contained in para 2.78 of the Handbook of Procedures 2023 and other guidelines of Foreign Trade Policy shall be ineligible to issue Registration-Cum-Membership Certificate (RCMC) and also shall be ineligible to get grants under Market Access Initiative (MAI) Scheme or any other benefits from the Government of India.

45.2. General power to modify:

The Central Government may at any time direct, by an order in writing, that the provisions of these Articles shall stand modified in such manner as the Central Government may direct as in relation to Councils in general or in relation to a group of Councils or a particular Council where such a direction appears to be necessary in public interest.

45.3 Foreign Collaboration

All agreements between the Council and any foreign collaborator shall require prior approval of the Central Government.

Article 46. ALTERATION OF ARTICLES

No addition to, modification or deletion of, any of these Articles shall be made without the prior approval of the Central Government. However, the Councils may carry out any alteration, extension or abridgement in their bye-laws which are consistent with the provisions of these Articles.

Article 47. MODIFICATION DURING THE TRANSITIONAL PERIOD

To promote a smooth transition from the position prevailing before the adoption of these Articles, to the position resulting from the application of these Articles, the Committee may make such additions to, or modification in these Articles, subject to prior approval of the Central Government. But no such power shall be exercised after the expiry of two years from such adoption.

