

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
THE INDO-AMERICAN CHAMBER OF COMMERCE

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MEMORANDUM OF ASSOCIATION
OF
The Indo-American Chamber of Commerce

1. The name of the Company (hereinafter referred to as the Association) is the INDO-AMERICAN CHAMBER OF COMMERCE.
2. The registered office of the Association will be situated in the State of Maharashtra.
- 3 The objects for which the Association is established are :

(A)The main objects of the Association to be pursued by the Association on its incorporation are :

- (1) To further the development of commerce and the setting up of industries between India and the United States.
- (2) To promote the mutual interests of India and the United States and generally to encourage and facilitate the transaction of business between them in both directions.
- (3) To aid and promote the establishment of Companies based on collaboration between parties in India and the United States.
- (4) To collect and disseminate statistics and relevant information and to undertake and carry out and/or assist and collaborate in carrying out research and/or study pertaining to the commercial and industrial relations between India and the United States.
- (5) To promote and protect the trade, commerce and manufactures of its members and in particular the trade, commerce and manufactures of Indo-American collaboration companies.
- (6) To establish a forum for discussion and deliberation of matters and problems relating to the mutual interests of Members, by organizing seminars, conferences and meetings in India and the United States.
- (7) To make representations to Government in regard to legislative and other measures affecting trade, commerce and manufactures of its Members and the establishment of Indo-American collaboration companies.

(B) The objects incidental or ancillary to the attainment of the main objects are :

- (1) To mediate in any differences between Members of the Association and/or between a Member and a non-member.
- (2) To arbitrate and settle disputes arising out of commercial transactions between parties willing to abide by the judgement and decision of the Association.
- (3) To communicate with Chambers of Commerce and other mercantile bodies in India and throughout the world and concert and promote measures for the protection of trade, commerce and manufactures of its Members and especially Indo-American collaboration companies.
- (4) To acquire by purchase, take on lease or otherwise, lands and buildings and all other property movable and immovable which the Association for the purposes thereof, may from time to time think proper to acquire.
- (5) To sell, improve, manage, develop, exchange, lease or let under lease, sublet, mortgage, dispose of, turn to account or otherwise deal with, all or any part of the property of the Association.
- (6) To construct upon any premises acquired for the purpose of the Association any building or buildings for the purposes of the Association and to alter, add to, or remove any building upon such premises.
- (7) To accept donations and gifts and to borrow or raise any moneys required for the purposes of the Association upon such terms and in such manner and on such securities as may be determined, and in particular by the issue of debentures or debenture stock charged upon all or any of the property of the Association.
- (8) To subscribe to, become a member of, and cooperate with any other Association, whether incorporated or not, whose objects are altogether or in part similar to those of this Association and to procure from and communicate to any such Association such information as may be likely to forward the objects of this Association.
- (9) To establish and support, or aid in the establishment and support of associations, institutions, funds or trusts calculated to benefit employees or ex-employees of the Association or the dependants or connections Of such persons and to grant pensions and allowances, to make payments towards insurance, and to subscribe, donate or guarantee money for any charitable, patriotic or benevolent purposes or for any exhibition or for any public, general or useful object.

(10) To do all such other things as may be necessary for or incidental or conducive to the extension of trade, commerce or manufacture, or the attainment of the above objects or any of them.

(11) Political discussions shall be excluded.

(C) Other objects ; None.

Provided that the Association shall not support with its funds or endeavour to impose on or procure to be observed by its Members or others any regulation or restriction which if an object of the Association would make it a trade union.

4 ~~The objects of the Association shall extend to the territories comprised in the Union of India~~

Corrections: The objects of the Association extend to the territories comprised in the Union of India and the United States of America. (Passed in the EGM on Tuesday, March 30, 1999)

5 (1) The income and property of the Association whensoever derived shall be applied solely for the promotion of its objects as set forth in this Memorandum.

(2) No portion of the income or property aforesaid shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit to persons who, at any time, are or have been Members of the Association or to any one or more of them or to only persons claiming through any one or more of them.

(3) Nothing herein contained shall be construed to enable the Association to carry on any commercial activity or any activity with a view to earn any profits. However, the Association shall be entitled to reimburse itself for the actual expenses incurred by it (including the maintenance, cost of overheads) ~~where, in any year, any surplus is left after deducting all the expenditure, as aforesaid, the expenditure to be incurred in the year immediately following shall first be met from out of the surplus of the previous year.~~

(whole paragraph deleted by passing a special resolution in the 18th AGM on Saturday, May 9, 1987)

(4) Except with the previous approval of the Central Government no remuneration or other benefit in money or money's worth shall be given by the Association to any of its Members, whether officers or servants of the Association or not, except payment of out-of-pocket expenses, reasonable and proper interests on money lent, or reasonable and proper rent on premises let to the Association.

(5) Except with the previous approval of the Central Government no

Members shall be appointed to any office under the Association which is remunerated by salary, fees or in any other manner not excepted by sub-clause 4.

- (6) Nothing in this clause shall prevent the payment by the Association in good faith of reasonable remuneration to any of its officers or servants (not being Members) or to any other persons (not being a Member), in return for any services actually rendered to the Association.

The above sub-clauses (5) and (6) are subject, however, to the limitation that such activity should not be carried on for profit.

- 6 No alteration shall be made to this Memorandum of Association or to the regulations contained in the Articles of Association which are for the time being in force, unless the alteration has been previously submitted to and approval by the Central Government.
- 7 Clauses 5 and 6 contain the conditions on which a license is granted by the Central Government to the Association in pursuance of section 25 of the Companies Act, 1956.
- 8 The liability of the members is limited.
- 9 Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up during the time he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceased to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Rs. 100/- (Rupees One hundred only).
- 10 True accounts shall be kept of all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place and of the property credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and the manner of inspecting the same that may be imposed in accordance With the regulations of the Association a for the time being in force the accounts shall be open to inspection of the Members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the Balance Sheet, and Income & Expenditure Account ascertained by one or more properly qualified auditor or auditors.
11. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects, similar to the objects of the Association, to be determined by the members of the Association at or before the time of dissolution and in default thereof by such Judge of the High Court of Judicature at Bombay as may have or acquire jurisdiction in the matter.

12. We, the several persons whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

NAME & ADDRESS	DESCRIPTION & OCCUPATION	WITNESS TO THE SIGNATURE OF THE SUBSCRIBERS
1. Shantanu Laxman Kirloskar of Lakaki, Poona-16 by his constituted attorney Balwant Kalidas Kirloskar Sd/- B.K. Kirloskar	Son of Laxman Kashinath Kirloskar, Industrialist	Arvind Shantaram Pinge Of 273, Tardeo Road Bombay-7 Son of S.R. Pinge Service Sd/- A.S. Pinge
2. A.M.M. Arunachalam Arunachalam of 3, Chittaranjan Road Teynampet, Madras-18 Constituted attorney Govind Guno Desai Sd/- G. Desai	Son of Dewan Bahadur A.M. Murugappa Chettiar Industrialist	Balkrishna Wani of Lavanya, Sitladevi Temple Road, Bombay-16 Son of Hiralal Wani, Advocate Sd/- B.H. Wani
3. Ambalal Kilachand 95, Nepean Sea Road Bombay-6 by his constituted attorney Rajnikant A.Kilachand Sd/- R.A. Kilachand	Son of Kilachand Devchand Industrialist	Arvind Shantaram Pinge Of 273, Tardeo Road Bombay-7, Son of S.R. Pinge, Service. Sd/- A.S. Pinge
4. Harish Mahindra 65, Nepean Seas Road Bombay-6	Son of Jagdish Chandra Mahindra, Industrialist	Arvind Shantaram Pinge Of 273, Tardeo Road Bombay-7. Son of S.R. Pinge, Service Sd/- A.S. Pinge
5. Har Prashad Nanda 12, Jor Bagh New Delhi-3 by his Constituted attorney Govind Guno Desai Sd/-G. Desai	Son of B.I.Nanda, Business	Balkrishna Wani of Lavanya, Sitladevi Temple Road, Bombay-16 Son of Hiralal Wani, Advocate. Sd/- B.H. Wani
6. Frederick Fales Richardson of Sorrento Mt. Pleasant Road, Bombay-6 Sd/- F.F. Richardson	Son of Arthur Berry Richardson Executive	Arvind Shantaram Pinge Of 273, Tardeo Road Bombay-7. Son of S.R. Pinge, Service Sd/- A.S. Pinge

- | | | |
|--|--|---|
| <p>7. John Oris Sims
11-E, Navaroz
Apartment, B. Desai
Road, Bombay-26
by his constituted
attorney Richard
Morrison.
Sd/- Richard Morrison</p> | <p>Son of John Sims, Banking
Executive</p> | <p>Arvind Shantaram Pinge
Of 273, Tardeo Road,
Bombay-7. Son of
S.R. Pinge, Service
Sd/- A.S. Pinge</p> |
|--|--|---|

Dated this 19th day of October 1968

ARTICLES OF ASSOCIATION OF THE INDO-AMERICAN CHAMBER OF COMMERCE

- | | |
|---|--|
| <p>1. No regulations contained in Table 'C', in the First Schedule to the Companies Act, 1956, or in corresponding Schedule to any previous Companies Act, shall apply to this Chamber except so far as expressly incorporated herein, but the regulations for the management of the Chamber and for the observance of the Members thereof and their representatives, shall, subject to any exercise of the statutory powers of the Chamber with reference to the repeal or alteration, or addition to its regulations by Special Resolution, as prescribed by the said Companies Act, 1956 be such as are contained in these Articles.</p> | <p>Table 'C' not to apply but Chamber to be governed by these Articles</p> |
|---|--|

INTERPRETATION

- | | |
|---|-------------------------------|
| <p>2. In these Articles, unless there be something in the subject or context inconsistent therewith :</p> | <p>Interpretation clause.</p> |
|---|-------------------------------|

'Act' means The Companies Act, 1956, or any statutory modification or reenactment thereof for the time being in force.

"Chamber" means "The Indo-American Chamber of Commerce" incorporated under Section 25 of the Companies Act, 1956.

"Executive Council" means the all-India Council of the Chamber for the time being elected in the manner prescribed by these Articles.

"Region" means such State or States of India or parts thereof, as Executive Council may from time to time determine to constitute into a Region.

"Regional Council" means the Council of the Chamber in a region of India for the time being elected in the manner prescribed by these Articles.

"Branch" means such area or areas within a region as the Executive Council from time to time may determine to constitute into a Branch.

“Branch Committee” means the Committee of a Branch for the time being elected in the manner prescribed by these Articles.

“General Meeting” means a General Meeting of all the Members of the Chamber held in accordance with the provisions of Sections 166, 167 and 169 of the Act and of these Articles and any adjourned holding thereof.

“In writing” and “written” include printing, lithography and other modes of representing or reproducing words in a visible form.

Marginal Notes and Catch Lines. The Marginal notes and catch lines contained in these Articles shall not affect the construction thereof.

“American Corporation” shall mean and include a Corporation incorporated in the United States of America and/or affiliated or subsidiary wherever incorporated of such United State Corporation.

“Affiliate of an American Corporation” shall mean an Indian Corporation in which an American Corporation holds not less than twenty-six (26) per cent of the equity shares.

“Indian Corporation”, shall mean and include a Corporation incorporated in India and/or any affiliated or subsidiary wherever incorporated of such Indian Corporation.

“Member” means a Member of the Chamber for the time being.

“Month” means a calendar month.

“Office” means the Registered Office for the time being of the Chamber.

“Officers” shall include the President, members of the Executive Council, Executive Secretary, Secretary, Deputy Secretary, Assistant Secretaries and Auditors.

“Persons” include corporations and firms as well as individuals.

“President” means the president of the Chamber for the time being.

“Regional President” means the President of a Regional Council for the time being.

“Register of Members” means a Register of Members to be kept pursuant to the Act.

“Registrar” means the Registrar of Companies.

“Representative” shall mean any individual nominated by a Member in accordance with these Articles.

“Rules and Regulations” shall mean the rules and regulations of the Chamber for the time being in force.

“Seal” means the Common Seal for the time being of the

Chamber.

"Secretary" shall include the Executive Secretary, Secretary, Deputy Secretary and the Assistant Secretaries for the time being of the Chamber.

Singular number - words importing the singular number include the plural number and vice versa.

"Year" means the Gregorian Calendar year.

Save as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context, bear the same meaning in these Articles.

MEMBERS OF THE CHAMBER

Number of Members	3	For the purpose of registration the number of Members of the Chamber shall be limited to 1,000 but the Executive Council may from time to time register an increase in the number of Members.
Classes of Members	4	<p>There shall be five (%) classes of Members as follows: <i>(altered in the EGM on Friday, April 24, 1992)</i></p> <p>(1) Ordinary Members: All Indian and American Citizens, firms and corporations interested in the objects of the Chamber shall be eligible for Ordinary Membership and shall have full voting rights ; on the payment of an annual subscription as follows (%) of (Rs. 2000/-) (2500/- (#)) W.e.f. April 1, 2003 Rs. 5,000/- for turnover upto Rs.5.00 crores per year and Rs. 7,500 for turnover exceeding Rs. 5.00 crore per year (@) w.e.f. April 1,2008: (%)</p> <p>For Indian Companies:</p> <p>Category A: Sole Proprietorship and Consultants: Rs. 5000/- with turnover upto Rs. 5 crores per annum</p> <p>Category B: Rs. 10,000/- per annum for companies with turnover of less than Rs. 20 crores</p> <p>Category C: Rs.15,000/- per annum for companies with turnover between Rs. 20 crores and Rs.100 crores</p> <p>Category D: Rs. 25,000/- per annum for companies with turnover of over Rs. 100 crores</p> <p>For American Companies: Corporate - US \$ 1000</p>

Individuals – US \$ 500 (%) Provided that an applicant admitted as an Ordinary Member of the Chamber during the second half of any year shall pay the subscription fee of **(Rs. 1000/-)**

(Rs. 1250/- (#)) w.e.f. April 1, 2003 Rs. 2,500/- for turnover upto Rs. 5.00 crores per year and Rs. 3,750 for turnover exceeding Rs. 5.00 crores for that year

- (2) Additional Members : All individual executives of Indian or American firms or corporations who are Ordinary members of the Chamber shall be eligible For Additional Membership on annual subscription fee of ~~(Rs.250)~~ **(Rs.500/- (*)** **(Rs. 625/- (#))** **(Rs. 2,500/- (@))** **Rs. 3000/- (%)** provided that an applicant admitted as an Additional Member during the second half of any year shall pay subscription fee of **(Rs. 125/-)** **(Rs. 250/- (*)** **(Rs. 325 (#))** **(Rs. 1250/- (@))** **Rs. 1500/- (%)** only for that year. An Additional Member shall be entitled to the same rights and privileges as an Ordinary Member including the right to hold an office on a Regional Council or a Committee of the Chamber but he shall not have the right to vote or to be a Member of the Executive Council or to hold the office of the Regional President. Provided that this provision will not in any way affect the right of the Additional Member to vote on behalf of his firm, or corporation when so specifically authorised.

- (3) Associate Members : All Indian or American citizens, Firms or corporations ~~engaged in commerce, industry, agriculture, consultancy service, engineering, law or accountancy~~
(Deleted by a special resolution passed at the 18th AGM on Saturday, May 9, 1987) and interested in the objects of the Chamber Shall be eligible for Associate Membership. An Associate Member shall enjoy all rights and privileges of an Ordinary Member including the right to hold an office on a Regional Council or a Committee of the Chamber but he shall not have the right to vote or to be a Member of the Executive Council or to hold the office of Regional President. The annual subscription fee for an Associate Member shall be **(Rs. 750/-)** **(Rs. 1000/- (*)** **(Rs. 1250/- (#))**; provided that an applicant admitted as an Associate Member during the second half of any year shall pay **(Rs.**

375/-) (Rs. 500/- (*) (Rs. 625/- (#)) only for that year.

~~W.e.f. April 1, 2003 the annual subscription payable by Associate members will be Rs. 5,000/- for turnover upto Rs.5.00 crores per year and Rs. 7,500 for turnover exceeding Rs. 5.00 crore per year. An applicant admitted as an Ordinary Member of the Chamber during the second half of any year shall pay the subscription fee of Rs. 2,500/- for turnover upto Rs. 5.00 crores per year and Rs. 3,750 for turnover exceeding Rs. 5.00 crores for that year. (@) (%) This para is completely deleted as this class of membership is no more applicable (%)~~

- (4) Association Members: All Associations representing the manufacturers, traders or exporters of specific industries or trades or exports shall be eligible for Association Membership. An Association Member shall enjoy all rights and privileges of an Ordinary Member including the right to nominate a representative to hold an office on a Regional Council or a Committee of the Chamber, but shall not have the right to vote or to be a Member of the Executive Council or to hold the office of the Regional President. The annual subscription to be paid by an Association Members shall be **(Rs. 1000/-) (Rs. 1250/- (#)) Rs. 10,000/- (%)** However, if an Association Member is admitted during the second half of the year, it shall pay the subscription of **(Rs. 500/-) (Rs. 625/- (#)) Rs. 5,000/- (%)** for that year.

(*) altered by passing a special resolution at the 18th AGM on Saturday, May 9, 1987

(#) altered by passing a special resolution at the EGM on Thursday, February 15, 1990

(@) altered by passing a special resolution in the 33rd AGM on August 23, 2002

(%) altered by passing a special resolution at the EGM on Friday, March 07, 2008

- (5) Honorary Members: Upon nomination, persons of distinction, Persons who are eminently qualified to support and contribute to the objects of the Chamber, Chamber of Commerce Boards of Trade

and similar organisations, may be elected Honorary Members by a majority of votes of the Executive Council, and who upon acceptance, shall be Honorary Members For the year eligible for re-election in each succeeding year. Chamber of Commerce, Board of Trade and similar organisations shall be entitled to name its President to be an Honorary Member in its or their respective place. Honorary Members shall enjoy all the rights and privileges of Ordinary Members, save that they shall have no vote. Honorary Members shall be exempted from all dues and fees.

In the case of Members not resident in India, the Chamber May levy such further charge or fee towards mailing Expenses as may be determined by the Executive Council from time to time.

- (6) **Patron Members: All Indian and American citizens, firms And corporations interested in the objects of the Chamber Shall be eligible to become Patron Members on the payment ~~Rs. 50,000/-~~ ~~Rs. 1,00,000/-~~ onetime payment of Rs. 2,00,000/- (or US \$6,000) for a period of 10 years or Rs. 5,00,000/- (or US \$ 15,000) for lifetime. (%) or such higher amount as the Executive Council may determine from time to time and, all such Patron Members shall enjoy all the rights and privileges of Ordinary Members for all times, including the right to vote.**

(This clause was added by passing a special resolution on April 24 1992).

"The subscription rate/s for all or any of the above mentioned classes or categories of membership may from time to time be altered by a Special Resolution in that behalf passed at a General Meeting or Special General Meeting of the Chamber.

(This clause was added by passing a special resolution at the 18th AGM on Saturday, May 9, 1987)

Mode of Election 5

Upon receipt of an application in writing for election as a Member in any of the categories set forth, the Secretary shall bring it before the Executive Council at the next meeting and the candidate may be elected to Membership at such meeting provided that:

- (1) The candidates shall have made an application in writing, proposed and seconded by Ordinary Members, provided that in the case of Additional Members, such an application need only be proposed by the Ordinary Member whose executive is proposed for Additional Membership.
- (2) Two-thirds of the votes of the Members of the Executive Council actually present and voting in the Meeting shall be required for the election of any member. Such election together with the payment of the proper subscription fees shall constitute membership.
- (3) The Executive Council shall decide all questions which may arise as to the eligibility or otherwise of any candidate for admission as a Member of the Chamber in any of the categories set forth in Article 3 and the Executive Council's decision on these questions shall be final.

Resignation

6. Any Member may resign from membership of the Chamber Provided that not less than one month's notice is given in writing to the Secretary of his or its intention to do so.

Cancellation of Election in certain cases

7. In the event of any candidate for election as a Member being elected and it appearing subsequently at any time to the satisfaction of the Executive Council that any statement or omission in the proposal form was misleading or incorrect in any material particulars the Executive Council may cancel the election and the Members shall thereupon cease to be a Member but he may be proposed again. Where the Executive Council cancels the election of a member in the circumstances mentioned above, the subscription which might have already been paid by such member shall not be refunded.

Insolvency of member who is an individual

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

Insolvency of member who is a firm, corporation or association

9. A Member being a firm shall cease to be a Member if the firm shall be adjudicated insolvent. A Member being a corporation shall cease to be a Member if an effective resolution shall be passed or an order made by the competent court for the winding up of the corporation. An Association Member shall cease to be a Member, if the Association ceases to exist or is dissolved for any reason whatsoever.

Expulsion of Members	<p>10. A majority of 3/4th of the Members present and Entitled to vote at an Annual or Extra Ordinary General Meeting of the Chamber may by a resolution expel any Member.</p> <p><i>(Whole paragraph deleted – passed in the EGM on Friday, April 24, 1992)</i></p>
Eligibility of expelled Members for re-election	<p>11. A Member expelled under the last preceding article shall be eligible for re-election after the expiry of one year from the date of expulsion.</p>
Removal of Members due to arrears of subscription	<p>12. (A) Any Member whose subscription or any other dues shall be in arrears for three months and who has not paid such arrears within one month after written notice calling for such payment shall, as the discretion of the Executive Council cease to be a Member and his name shall be removed by the Executive Council from the Register of Members.</p>
Cessation of Additional Membership	<p>(B) In addition to any other methods prescribed herein, an Additional Member shall cease to be such a Member either upon leaving the service of the Ordinary Member whose executive he was or upon receipt by the Secretary of a letter from such Ordinary Member Terminating such Additional Membership.</p>
Liability of out - going Member	<p>13. Any Member who shall for any reason cease to be a member shall nevertheless remain liable for and shall pay to the Chamber all moneys which at the time of ceasing to be the member may be due from him to the Chamber or for any amount to which any Member may become liable under Clause 9 of the Memorandum.</p>
Nomination of Representative	<p>14. (A) Any Member being a firm, association or a corporation shall nominate such person it thinks fit to represent it at General Meetings of the Chamber. A person nominated as aforesaid shall be entitled to exercise the same rights and powers on behalf of the Member which he represents as the Member could exercise.</p> <p>(B) A Member nominating a person as aforesaid shall be entitled to change/withdraw/substitute the nomination by addressing a letter to that effect to the Secretary.</p> <p>(C) In the case of an Association Member, in the absence of a valid nomination, the President or the Chief Executive shall be deemed to be a representative. However in the event of any dispute or disagreement arising among the members of any Association which is a Member, the</p>

Executive Council shall have the exclusive right to determine the person who shall also be entitled not to recognise any other person or persons as nominee.

REGISTER OF MEMBERS

Register of Members 15. A Register of Members shall be kept in which shall set forth the names, occupation, nationality (in the case of a Company or Corporation the place of registration) and addresses of the Members for the time being and the date on which such Member was elected as a Member and the date at which any Member ceased to be a Member.

THE EXECUTIVE COUNCIL

Members of the
Executive Council

16. The Chamber shall have an Executive Council consisting of not more than ~~(24)~~ **30** Members elected by the Ordinary & **Patron Members** not more than 5 members co-opted by the Executive Council, the immediate Past President and other ex-officio members as prescribed in these Articles.

***Deletion: ~~(24)~~ 30
(Amended by passing a special resolution at the
18th AGM on Saturday, May 9, 1987)***

***Addition: Patron Members
(Added in the EGM on April 24, 1992)***

The first Members of the Executive Council were :

Mr. S.L. Kirloskar
Mr. A.M.M. Arunachalam
Mr. E.G.A. Bathon
Mr. J.J. Bhabha
Mr. R.E.O. Carey
Mr. Maxwell Collins

Mr. E.F. Gerold, Jr.
 Mr. Vaugham C. Hill
 Mr. Ambalal Kilachand
 Mr. Harish Mahindra
 Mr. K.S. Narayanan
 Mr. H.P. Nanda
 Mr. V.P. Punj
 Mr. F.F. Richardson
 Mr. Keith C. Roy
 Mr. John O. Sims
 Mr. Navroz B. Vakil

President
 of Chamber

17. The Members of the Executive Council shall elect one of their number to be the President of the Chamber. The term of office of the President shall be ordinarily for a period of one year commencing from the date of his election until the conclusion of the next Annual General Meeting.

The President shall be the ex-officio Chairman of the Meeting of the Executive Council, but if the President is not present, one of the Executive Vice-Presidents, being elected as hereinafter provided, shall be the Chairman of the meeting. In the event of both the President and the Executive Vice-Presidents being absent, the members of the Executive Council present shall Choose one among them to be the Chairman of the meeting.

President to alternate between an Indian citizen and an American citizen or a foreign citizen resident in India or a representative of an Indian affiliate of an American corporation in India.

18. ~~The office of the President shall alternate between an American citizen or a foreign citizen or foreign citizen resident in India being available and willing at the time, an Indian Citizen representing an American corporation or an affiliate of an American corporation shall be eligible for the office of the President~~

Corrections:

The office of the President may alternate between An American citizen or a foreign citizen resident in India and an Indian citizen. In the event of no American citizen or foreign citizen resident in India being available and willing at the time, an Indian citizen representing an American Corporation or an affiliate of an American Corporation shall be eligible for the office of the President.

(Passed at the EGM on Tuesday, March 30, 1999)

One of the last retiring Executive Vice-Presidents shall, if proposed for the office of the President be elected the President of the Chamber for the following term subject to the requirement of citizenship as aforesaid.

Alternate Member	19	Subject to Section 313 of the Act, the Executive Council may appoint a person as an alternate member of the Executive Council to act for a Member of the Executive Council (hereinafter called "the Original Member") during his absence for a period of not less than three months from India. An Alternate Member appointed under this article shall vacate the office if and when the Original Member returns to India.
Power to fill in Vacancy and to make addition to Executive Council	20 :20	The Executive Council shall have power at any time and from time to time to appoint any other qualified person to be a Member thereof, either to fill in a casual vacancy or as an addition to the Executive Council, but so that the total number of the Members of the Executive Council shall not at any time exceed the maximum fixed under Article 16. The continuing Members of the Executive Council may act notwithstanding any vacancy in that body, but if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Executive Council, the continuing Members not being less than two may act for purposes of increasing the number of Members to that fixed for the quorum or of summoning a General Meeting, but for no other purpose.
Executive Vice-Presidents	21	The Executive Council shall appoint two of its Members to be Executive Vice-Presidents of the Chamber, at least one of whom shall be an American citizen or a foreign citizen resident in India. In the event of no American citizen or foreign citizen resident in India being available and willing at the time, an Indian citizen representing an American corporation or an affiliate of an American Corporation shall be eligible for the office of the Executive Vice President.
Transitional provisions for election to the Executive Council	22	<p>(A) At the first Annual General Meeting held next after the date of the General Meeting at which these alterations in the Articles of Association of the Chamber are adopted and at every subsequent Annual General Meeting, one-third of such of the Members of the Executive Council for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then, the number nearest to one-third, shall retire from office.</p> <p>(B) The members of the Executive Council to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became members of the Executive Council on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.</p>

(C) At the Annual General Meeting at which a Member of the Executive Council retires as aforesaid, the Chamber may fill up the vacancy by appointing the retiring member of the Executive Council or some other member thereto.

(D) If the place of the retiring member of the Executive Council is not so filled up and the meeting has not expressly resolved not to fill vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place.

(E) If at the adjourned Meeting also, the place of the retiring Member of the Executive Council is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring member of the Executive Council shall be deemed to have been reappointed at the adjourned meeting, unless ;

(i) at the meeting or at the previous meeting a resolution for the reappointment of such member of the Executive Council has been put to the meeting and lost ;

(ii) the retiring member of the Executive Council, has by notice in writing addressed to the Chamber or its Executive Council, expressed his unwillingness to be so re-appointed;

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

(iv) a resolution whether special or ordinary, is required for his appointment or reappointment in virtue of any provisions of the Act.

(F) All non-elected Members of the Executive Council shall, however, retire at each Annual General Meeting.

Election
of members of
Executive Council

23 Members of the Executive Council shall be elected in the manner hereinafter specified in Articles 43 & 48.

Tenure of office of
Executive Council

24 The new Executive Council shall take office on the conclusion of the Annual General Meeting and shall continue to act until the conclusion of the next Succeeding Annual General Meeting.

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| Filling up vacancy in the office of President | 25 | If any vacancy shall occur in any year in the office of the President, the Executive Council shall elect an Executive Vice-President, or if neither of the Executive Vice-Presidents is able to take the position, then any Member of the Executive Council, as President to hold the office until the expiry of the period for which the vacating President would have held the office if it had not been vacated as aforesaid. The provisions of Article 18 shall apply to such gentlemen as they applied to the vacating President. |
| Powers of Executive Council | 26 | The business of the Chamber shall be managed by the Executive Council which shall be entitled to exercise all such powers of the Chamber and do all such acts and things as are not by statute or by the Memorandum or by the Articles of the Chamber Required to be exercised in General Meeting subject nevertheless to the provisions contained in any Statute or in the Memorandum or Articles of the Chamber, or in any Regulations not inconsistent Therewith and duly made thereunder, including Regulations made by the Chamber in General Meeting but no regulations made by the Chamber in General Meeting shall invalidate any prior act of the Executive Council which would have been valid if that regulation had not been made. |
| Power of Attorney | 27 | The Executive Council may at any time, and from time to time by power of attorney under the Common Seal of the Chamber appoint any person to be the attorney of the Chamber for such period and subject to such conditions as the Executive Council may from time to time think fit; and any such appointment may, if Executive Council think fit, be made in favour of the members or any of the members of any local board or establishment as aforesaid, or in favour of any company or of the members, directors, nominees, or managers of any company, association or firm, or in favour of any fluctuating body of persons whether nominated directly or indirectly by the Executive Council and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Executive Council think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him. |

REGIONAL COUNCILS

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| Regional Councils | 28 | <p>The Executive Council shall determine from time to time whether shall be a Regional Council of the Chamber for and at different regions in India. Initially, there shall be a Regional Council at New Delhi, Bombay, Calcutta and Madras.</p> <p><u>Corrections:</u></p> <p>The Executive Council shall determine from time</p> |
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to time whether there shall be a Regional Council of the Chamber at different regions in India and the United States.

(Passed at the EGM on Tuesday, March 30, 1999)

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| Number of members | 29 | The number of Members of a Regional Council shall be such as may from time to time determined by the Executive Council , and shall be elected in the manner hereinafter specified on Articles 43 & 48. |
| Regional Presidents and Vice-Presidents | 30 | The Members of the Regional Council shall elect one of their number to be the regional president and two of their numbers to be the vice-presidents of the Regional Council. The Regional president, Vice Presidents and other members of a regional council shall hold office from the conclusion of the Annual General Meeting of the chamber held immediately after their election and until the conclusion of the succeeding annual general meeting of the Chamber but shall be eligible for re-election. the president of a regional council shall be an ex-officio member of the Executive Council and shall as such enjoy all the rights and privileges of a member of the Executive Council. |
| Power to fill casual Vacancy and to make additions | 31. | (A) A Regional Council shall have power at any time and from time to time to appoint any other qualified persons to be a Member thereof either to fill a casual vacancy or as an addition to the Regional Council but so that the total number of the Members of the Regional Council shall not at any time exceed the maximum fixed by the Executive Council under Article 29. The continuing Members of a Regional Council may act notwithstanding any vacancy in that body, but if and so long as their number is reduced below quorum fixed by these Articles for a meeting of the Regional Council the Continuing Members not being less than two may act for the purpose of increasing the number of Members to that fixed for the quorum but for no other purpose. |
| Power of co-optation | | (B) The Regional Council shall have powers at any time and from time to time to appoint a person as a co-opted Member of the Regional Council; provided the number of such co-opted Members shall not at any time exceed 3. |

BRANCH COMMITTEES

Branch
Committees

- 32.(A) The Executive Council may determine from time to time whether there shall be Branch or Branches within a Region. The activities of the Branch shall be managed by a Branch Committee which shall have such number of members as may from time to time be determined by the Executive Council and shall be elected in the manner hereinafter specified in Articles 43 & 48.
- (B) The members of the Branch Committee shall elect one of their member to be the Chairman and two of their member to be the Vice Chairmen of the Branch Committee. The Chairman of the Branch Committee shall be an ex-officio member of the Regional Council for that Region and shall as such enjoy all the Rights and privileges of a Member of the Regional Council. To the extent that it is no inconsistent with the provisions herein contained, a Branch Committee shall *mutatis mutandis* enjoy the same powers and be subject to the same rules vis-à-vis the Branch as a Regional Council enjoys vis-à-vis the Region.

PROCEEDINGS OF EXECUTIVE COUNCIL/REGIONAL COUNCIL/BRANCH COMMITTEE

Meetings of
Executive Council,
Regional Council,
and Branch
Committee

33. The Executive Council, a Regional Council and a Branch Committee may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

When meetings
To be convened

34. Not less than 20 per cent of the Members of the Executive Council for the time being and not less than 10 per cent of the Members of a Regional Council or a Branch Committee for the time being as the case may be, may at any time and the Secretary upon the request of such members, shall convene a Meeting of the Executive Council, a Regional Council or a Branch Committee, as the case may be, by giving a notice in writing to every Member of the Executive Council, or a Regional Council or a Branch Committee as the case may be, for the time being in India at his usual address in India.

Quorum

35. One-fourth of the total strength of the Executive Council or a Regional Council or a Branch Committee or two members, whichever is higher shall form a quorum for the transaction of business of the Executive Council, or a Regional Council or a Branch Committee as the case may be. If a meeting of the Executive Council, or a Regional Council or a Branch Committee cannot be held for want of quorum then Section 288(1) of the Act

shall not apply and the meeting shall stand dissolved.

Questions
at meetings How
decided

36. Questions arising at any meeting of the Executive Council, or a Regional Council or a Branch Committee, shall be decided by a majority of votes. in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

Powers of
Executive Council,
Regional Council
& Branch
Committee
meetings

37. A meeting of the Executive Council, or a Regional Council or a Branch Committee at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions which by the Articles are for the time being vested in or exercisable by the Executive Council, a Regional Council or a Branch Committee.

Powers
of Delegation

38. (A) The Executive Council may delegate any of its powers to a Committee or Committees of the Executive Council consisting of such members of its body as it thinks fit and it may from time to time revoke such delegation and discharge any such Committee of the Executive Council either wholly or in part, but every Committee of the Executive Council so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Executive Council. All acts done by any such Committee of the Executive Council in conformity with such regulations and in fulfilment of the purposes of their appointment shall have the like force and effect as if done by the Executive Council.

(B) A Regional Council and a Branch Committee shall have *mutatis mutandis* the same powers of delegation as the Executive Council.

Meetings of
Committee how to
be governed

39. The meetings and proceedings of any such Committee of the Executive Council or a Regional Council or a Branch Committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the Meetings and proceedings of the Executive Council or a Regional Council or Branch Committee as the case may be so far as the same are applicable thereto and are not superseded by any regulations made by the Executive Council or a Regional Council or a Branch Committee as the case may be under the last preceding Article.

Resolution
by circular

40. A resolution shall be as valid and effectual as if it had been Passed at a meeting of the Executive Council, or a Regional Council or a Branch Committee or a committee of the Executive Council, or a Regional Council or a Branch Committee as the case may be, duly called and constituted if a draft thereof in writing has been

circulated together with the necessary papers if any, to all the Members of the Executive Council, or the Regional Council or the Branch Committee or any Committee thereof respectively as the case may be, then in India not being less in number than the quorum fixed for a meeting of the Executive Council or a Regional Council or a Branch Committee or a Committee at their respective usual addresses in India, and has been approved by such of them, as are then in India or by a majority of such of them as are entitled to Vote on the resolution.

Acts of Executive Council or Regional Council Or Branch Committee or Committee valid Notwithstanding subsequently discovered defect in appointment

41 All acts done by any meeting of the Executive Council or a Regional Council or a Branch Committee or by a committee thereof, or by any person acting as a Member thereof shall, notwithstanding that it shall Afterwards be discovered that there was some defect in The appointment or continuance in office of any such member or persons acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote or that the appointment of any of them had been terminated by virtue of any provision contained in the Act or in these articles, be as valid as if every such person had been duly appointed or had duly continued in office or was qualified or had continued to be such member or had been entitled to vote or his appointment had not been terminated; provided that nothing in this Article shall be deemed to give validity to any act done by a Member of the Executive Council or a Regional Council or a Branch Committee after his appointment has been shown to The Chamber to be invalid or to have terminated.

Minutes to be conclusive evidence

42 Minutes of any meeting of the Executive Council or a Regional Council or a Branch Committee or any Committee of the Executive Council or a Regional Council or a Branch Committee if purporting to be Signed by the Chairman as the case may be of such Meeting or by the Chairman of the next succeeding Meeting, shall be conclusive evidence of the Proceedings recorded therein.

ELECTION OF EXECUTIVE COUNCIL/REGIONAL COUNCIL/BRANCH COMMITTEE

The Electorate

43(A) All Members of the Chamber having a right to vote shall be entitled to vote at elections of the members to the Executive Council. Only members who have the right to vote and are resident in the Region and/or in a Branch or Branches, if any within a Region, to whose Council elections are to be held shall be entitled to vote at elections of members to the concerned Regional Council. Only members who have the right to vote and are resident in the Branch to whose Committee

elections are to be held shall be entitled to vote at elections of members to the Branch Committee.

- (B) For the purpose of this Article a Member being a Firm, association or corporation shall be deemed to reside at the place where the person nominated by it under Article 14 ordinarily resides or in the absence of such nomination, at the place where it has its principal place of business or registered office.

The Candidates

- 44 The election of the members to the Executive Council, the Regional Councils and the Branch Committees, shall be from amongst the candidates nominated in the manner hereinafter specified:

- (a) There shall be a Nominating Committee consisting of the President and the Executive Vice-Presidents of the Chamber and all the Regional Presidents for the time being.

- (b) Not later than one month before the date on which the notice of the Annual General Meeting is to be sent out, the Nominating Committee shall nominate a number of persons not being less than the number of persons not being less than the number of seats to be filled on the Executive Council of the Chamber, after obtaining the consent of the persons to be nominated.

- (c) The Nominating Committee shall nominate a number of persons not being less than the number of seats to be filled on the Regional Council or Branch Committee as the case may be, after obtaining the consent of the persons to be nominated.

- (d) The persons to be nominated as above shall be selected, in the case of elections to the Executive Council, from amongst all the Ordinary Members of the Chamber and, in the case of elections to the Regional Council or Branch Committee, from amongst the members who are Resident in the Region or Branch to whose Council or Branch the election is to be held.

- (e) A list of members nominated by the Nominating Committee shall be circulated, in the case of elections to the Executive Council, to all the members of the Chamber, not less than 21 days before the date on which the notice of the next annual general meeting is to be sent out; and in the case of elections to a Regional Council or a Branch Committee, to the members resident in the region or branch for whose Council/committee the election is to be held.

- (f) The members to whom the aforesaid list is circulated may within seven days from the date on which such list is circulated, nominate any additional candidates for such elections, provided that such additional candidates have given their consent in writing, and are proposed

and seconded by Ordinary Members of the Chamber with not less than five years standing, and provided further that no Ordinary Member shall propose and/or second more than two additional candidates in any one election. The list of such additional candidates with their consent and duly proposed and seconded shall be returned to the Secretary within the aforesaid period of seven days.

- (g) All members of the Executive Regional Council and the Branch Committee due to retire at the Annual General Meeting immediately following the elections shall be eligible to be nominated.
- (h) In the case of elections to the Executive Council, the valid additional nominations received under the preceding paragraph shall be added on separately to the list nominated by the Nominating Committee and a ballot paper containing both, each being set out in alphabetical order shall be sent out to the members entitled to vote thereon under the provisions of Article 43, along with the Notice convening the next Annual General Meeting of the Chamber.
- (i) In the case of elections to a Regional Council or a Branch Committee, the valid additional nominations received under paragraph (f) above shall be added on separately to the list nominated by the Nominating Committee and a ballot paper containing both, each being set out in alphabetical order, shall be sent to the Members entitled to vote thereon under the provisions of Article 43.

Ballot

- 45 (A) The election of members to the Executive Council from amongst members nominated as above shall be by ballot held at the Annual General Meeting of the Chamber.
- (B) The election of members to the Regional Council and the Branch Committee, from amongst the members nominated as above, shall be by ballot held in accordance with the rules specified under Article 46 hereunder.

Rules for ballot

- 46 The following rules shall be observed with respect to Ballots for election of the members of a Regional Council and a Branch Committee.
- (a) Thirty days interval shall be allowed between the opening and the closing of the ballot.
- (b) Votes shall be received up to 3 p.m. on the day fixed for the closing of the ballot.
- (c) Voting shall be by secret ballot. The members shall

put their ballot papers in a sealed blank cover, put this cover into another sealed cover, sign it and shall hand it over or send by post to the Secretary at the Registered Office of the Chamber. The Secretary, on receipt of the ballot papers in sealed covers, shall deposit them in a ballot box provided for the purpose. No vote by proxy shall be allowed.

- (d) After 3 p.m. on the fixed date for the closing of the ballot in each case the ballot box shall be opened by the Secretary in the presence of a Scrutineer appointed by the Nominating Committee and the Scrutineer shall count the votes.
- (e) The Scrutineer shall prepare and sign and hand to the Committee a list of the result of the ballot showing the names of the candidates with the votes cast in favour of each, setting out the names in order beginning with the name of the candidate who has received the greatest number of votes. The person securing the highest number of votes shall be declared first to be elected and then the person securing the next highest number of votes and so on until all the seats required to be filled in the elections in question are filled.
- (f) The decision of the Scrutineer as to the validity of any vote shall be final.
- (g) The death or withdrawal of a candidate before or during the ballot shall not affect the validity of any votes.

Eligibility to be President, a Regional President, a Chairman, a Member of the Executive Council, Regional Council and Branch Committee

47 Any member, any partner or person holding authority in writing from a firm registered as a Member in its own name, any person being a responsible authorised officer of a company or other body corporate registered as a Member in its corporate name, and any member or principal Officer of any Association which is an Association Member under Article 4 (4) shall, subject to the provisions contained in these Articles, be eligible for election as a President, a Member of The Executive Council, a Regional President, a Member of the Regional Council, a Chairman or a Member of the Branch Committee or a Committee appointed by the Executive Council or a Regional Council or a Branch Committee. A person so elected, however, shall cease to hold such office if he ceases to be a Member or an officer of the firm, Association or body corporate registered in pursuance of these Articles as a member of the Chamber, or if the Firm, Association or body corporate of which is a member or Officer, ceases to be a Member of the Chamber.

No two members
From the same
firm

48 During the tenure of office as President of a member of the Executive Council, or a Regional President or a Member of the Regional Council, or a Chairman or a Member of the Branch Committee by any partner in or a Person holding a power of attorney or authority from a firm registered as a Member in its own name, or during the tenure of office as President or a Member of the Executive Council, or as Regional President or a member of the Regional Council, or as Chairman or a Member of the Branch Committee by any person being an officer of a company, association or other body registered as a Member in its corporate name, no other partner or Person representing the same firm, company, association or corporation as the case may be, shall be eligible for election or nomination as a member of the Executive Council, or a Regional Council or a Branch Committee, except as an Alternate Member to the other partner or person representing such firm, company, association or Corporation in terms of Article 19, or as the case may be.

SECRETARY

Secretary

49. The Executive Council may from time to time appoint for such term at such remuneration and upon such conditions as it thinks fit a person (here- in-after called "the Executive Secretary") generally to exercise such authority and perform and execute such functions and duties as may from time to time be delegated to him by the Executive Council or under these Articles. The Executive Council may also appoint one or more Secretaries and one or more Deputy Secretaries and Assistant Secretaries and may delegate to them such functions and powers as it may think fit.

~~If any Secretary-General is appointed by the Chamber, he shall be deemed to be an Executive Secretary within the meaning of this article.~~

Corrections:

An "Executive Secretary" so appointed and exercising such powers and performing and executing such functions and duties as aforesaid, may be accorded and called by any other suitable designation or title as may from time to time be thought fit by the Executive Council.

(substituted by passing a special resolution at the AGM on Saturday, May 9, 1987)

GENERAL MEETINGS

General Meetings	50	<p>The General Meetings of the Chamber shall be of two kinds namely</p> <p>(a) Annual General Meetings</p> <p>(b) Extraordinary General Meetings</p> <p>All General Meetings other than Annual General Meetings Shall be called Extraordinary General Meetings.</p>
Annual General Meeting	51	<p>Subject to Section 166(1) of the Act, the Chamber shall in each year hold a General Meeting as its Annual general Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Chamber and that of the next. The Annual General Meeting shall be held at such time and place as may be decided upon before hand by the Executive Council having regard to the directions if any, given in this regard by the Chamber in General Meeting. There shall be included in the Agenda for every Annual General Meeting the following matters that is to say :</p> <p>(A) The approval and passing of the Accounts of the Chamber, consideration of the Report of the Auditors thereon, and a Report of the Chamber's proceedings submitted by the Executive Council.</p> <p>(B) The election of Members of the Executive Council.</p> <p>(C) The appointment of Auditors and the fixing of their remuneration.</p> <p>(D) Any other business requiring to be conducted at the Annual General Meeting.</p>
Extraordinary General Meeting	52	<p>The Executive Council may, whenever it thinks fit call an Extraordinary General Meeting. If at any time there are not within India, Members of the Executive Council capable of acting who are sufficient in number to form a quorum, any Member of the Executive Council may call an Extraordinary General Meeting in the same manner as nearly as possible, as that in which such a meeting may be called by the Executive Council at such time and place as he may determine.</p>
Meeting requisition	by 53	<p>The Executive Council shall, on requisition of such member or members of the Chamber as is specified in sub-section (4) of Section 169 of the Act, forthwith proceed duly to call an Extraordinary General Meeting of the Chamber and in respect of any such requisition and of any meeting to be called pursuant thereto, all the other provisions of section 169 of the Act or any statutory modification thereof for the time being shall apply.</p>
Quorum	54	<p>Five members present in person and entitled to vote shall be a quorum for a General Meeting.</p>
If quorum not	55	<p>If at the expiration of half an hour from the time appointed</p>

present Meeting to be Dissolved or adjourned		for holding a General Meeting, a quorum shall not be present, the meeting shall stand adjourned to the same day and in the next week at the same time and place, or to such other day and at such other time and place as the Executive Council may determine, and if at such adjourned meeting a quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the Members present and entitled to vote shall be a quorum, and may transact the business for which the meeting was called.
Chairman of General Meetings	56	The President shall be entitled to take the chair at every General Meeting. If there is no such President or if at any Meeting he shall not be present within 15 minutes of the time appointed for holding such meeting, one of the Executive Vice Presidents shall be the Chairman and if there is no President and any of the Executive Vice Presidents, the Members present and entitled to vote shall elect another Member of the Executive Council as Chairman and if no Member of The Executive Council be present or if all the Members Of the Executive Council present decline to take the Chair then the members present and entitled to vote shall elect one of the members to be Chairman.
Votes of Members	57	Every member other than an Additional member Associate Member and Honorary Member and Association Member shall have one vote. All votes may be given personally or by Proxy. In the case of equality of votes, the Chairman of the Meeting shall be entitled to a second or casting vote. Save as herein otherwise provided a vote shall in the first instance be taken by a show of hands and then by a poll if duly demanded.
Restrictions on voting	58	No member shall be entitled to vote at any General Meeting unless all subscription fees payable by him or by the company, firm or association that he represents, to the Chamber have been paid.
Instruction of Proxy to be in writing	59	The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if appointer is a Corporation either under seal or under the hand of an officer or attorney duly authorised.
Instrument of proxy To be deposited at The office	60	The instrument appointing a proxy shall be deposited at the registered office of the Chamber not less than 48 hours before the time for holding the meeting or adjourned meeting at which the Person named in the instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.
Form of proxy	61	Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in any of the form set out in Schedule IX of the Act.

ACCOUNTS

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| Executive Council
To keep true
account | 62 | The Executive Council shall cause proper books of accounts to be kept of the transactions of the Chamber and of the assets and liabilities thereof, which books of accounts shall be kept at the Registered Office of the Chamber, provided that all or any of the books of accounts may be kept at such other place in India Secretary shall within seven days of the decision, file with the Registrar a notice in writing giving the full address of that other place. |
| Inspection of
registers etc. by
Members. | 63 | Subject to Section 163 of the Act, the Executive Council shall, from time to time, determine whether and to what extent and at what times and places and under what conditions and regulations the registers, indexes, returns and copies of certificates and documents or any one or more of them shall be open to the inspection of the members (not being Members of the Executive Council) and no member (not being a Member of the Executive Council) shall have any right of inspecting the registers, Indexes, returns and copies of Certificates and Documents or any one or more of them except as Conferred by law or authorized by the Executive Council or by the Chamber in General Meeting. |
| Annual Accounts
and Balance
Sheets | 64 | The Executive Council shall, from time to time in accordance with sections 210, 211, 215, 216 and 217 of the Act cause to be prepared and to be laid before the members in General Meeting such Balance Sheets, accounts and reports as are required by those sections. |
| Account shall Be
sent to each
Member | 65 | A copy of every Income and Expenditure Account and Balance Sheet, duly audited (including the Auditors' Report and every other document required by law to be annexed or attached to the Balance Sheet) shall at least 21 days before the meeting at which the same are to be laid before the Members, be sent to the members of the Chamber, and to all persons entitled to receive notices of General Meetings of the Chamber. |
| Accounts to be
audited | 66 | Once at least in every year the account of the Chamber shall be examined and the correctness of the Income and Expenditure account and Balance Sheet ascertained by an auditor or auditors. |
| Auditors | 67 | Auditors shall be appointed and their remuneration and Duties regulated in accordance with Sections 224 to 233 of the Act. |

NOTICES

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| Service of documents or notices on members | 68 | <p>(1) A document or notice may be served or given by the Chamber on any Member or any officer thereof either Personally or by sending it by post to him or to the Registered address or (if he has no registered address) to the address if any supplied by him or it to the Chamber for serving documents or notices on him or it.</p> <p>(2) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing preparing and posting a letter containing the document or notice provided that where a Member has intimated to the Chamber in advance that documents or notices should be sent to him or it under a certificate of posting or by Registered post with or without acknowledgment due and has deposited with the Chamber a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent, in the Manner intimated by the member, and unless the contrary is proved, such service shall be deemed to have been effected in the case of Notice of a meeting at the expiration of forty eight hours after the letter containing the document or notice is posted and in any other Case, at the time at which the letter would be Delivered in the ordinary course of post.</p> |
| To whom documents Or notice must be given. | 69. | Documents or notices of every General Meeting shall be served or given in the manner hereinbefore authorised on or to every member and the auditor or auditors for the time being of the Chamber. |
| Seal | 70 | The Executive Council shall provide a Common Seal for the purpose of the Chamber and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe Custody of the Seal for the time being and it shall not be used except by the authority of the Executive Council and in the presence of the President or two members of the Executive Council. |
| Deeds etc., how executed | 71. | Every deed, bond contract or other instrument sealed with Common Seal of the Chamber and signed by the President or two Members of the Executive Council shall be deemed to be duly executed. |

INDEMNITY

Right to indemnity To members of Executive Council

72. Save and except in so far as the provisions of this Article shall be avoided by Section 201 of the act, the Members of Executive Council Auditors, Executive Secretary, Secretaries and other officers or servants for the time being of the Chamber and Trustee (if any) for the time being, acting in relation to any of the affairs of the Chamber and every one of them and every one of their heirs, executors and administrators Shall be indemnified and secured harmless out of the assets and profits of the Chamber from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or Administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts except such (if any) as they shall incur or sustain Through or by their own willful neglect or default respectively , and none of them shall be answerable for the acts, receipts, neglect or defaults of the other or others, of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Chamber shall or may be lodged or deposited for Safe Custody, or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Chamber shall be placed out or invested or for any other loss, misfortune or damage which may happen in execution of their respective offices or trusts or in relation thereto except when the same shall happen by or through their own willful neglect or default, respectively.

73. We, the several persons whose names and addresses are subscribed, and desirous of being formed Into an Association in pursuance of these Articles of Association.

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| 1. Shantanu Laxman Kirloskar of Lakaki, Poona-16 by his constituted attorney Balwant Kalidas Kirloskar
Sd/- B.K. Kirloskar | Son of Laxman Kashinath Kirloskar, Industrialist | Arvind Shantaram Pinge
Of 273, Tardeo Road
Bombay-7
Son of S.R. Pinge
Service
Sd/- A.S. Pinge |
| 4. A.M.M. Arunachalam Arunachalam of 3, Chittaranjan Road Teynampet, Madras-18
Constituted attorney Govind Guno Desai
Sd/- G. Desai | Son of Dewan Bahadur A.M. Murugappa Chettiar
Industrialist | Balkrishna Wani of
Lavanya, Sitladevi
Temple Road, Bombay-16
Son of Hiralal Wani,
Advocate
Sd/- B.H. Wani |

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|---|---|---|
| 5. Ambalal Kilachand
95, Nepean Sea Road
Bombay-6 by his
constituted attorney
Rajnikant A.
Kilachand
Sd/- R.A. Kilachand | Son of Kilachand
Devchand Industrialist | Arvind Shantaram Pinge
Of 273, Tardeo Road
Bombay-7, Son of S.R.
Pinge, Service.
Sd/- A.S. Pinge |
| 8. Harish Mahindra
65, Nepean Seas Road
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Mahindra, Industrialist | Arvind Shantaram Pinge
Of 273, Tardeo Road
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Pinge, Service
Sd/- A.S. Pinge |
| 9. Har Prashad Nanda
12, Jor Bagh
New Delhi-3 by his
Constituted attorney
Govind Guno Desai
Sd/-G. Desai | Son of B.I.Nanda,
Business | Balkrishna Wani of
Lavanya, Sitladevi
Temple Road, Bombay-16
Son of Hiralal Wani,
Advocate.
Sd/- B.H. Wani |
| 10. Frederick Fales
Richardson of Sorrento
Mt. Pleasant Road,
Bombay-6
Sd/- F.F. Richardson | Son of Arthur Berry
Richardson Executive | Arvind Shantaram Pinge
Of 273, Tardeo Road
Bombay-7. Son of S.R.
Pinge, Service
Sd/- A.S. Pinge |
| 11. John Oris Sims
11-E, Navaroz
Apartment, B. Desai
Road, Bombay-26
by his constituted
attorney Richard
Morrison.
Sd/- Richard Morrison | Son of John Sims, Banking
Executive | Arvind Shantaram Pinge
Of 273, Tardeo Road,
Bombay-7. Son of
S.R. Pinge, Service
Sd/- A.S. Pinge |

Dated this 19th day of October 1968