

STATEMENT OF CHANGES IN ARTICLES OF ASSOCIATION

Clause	Existing Text	Proposed Text (as per Draft AoA with DoC inputs)
Definitions	"Act" means the Companies Act, 1956 and includes any statutory modification or re-enactment thereof, for the time being in force.	"Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof, for the time being in force.
Foreign Trade Policy	The provisions of these articles shall be subject to those of the Export-Import Policy, as notified by the Central Government from time to time read together with the Companies Act, 1956.	The provisions of these articles shall be subject to those of the Foreign Trade Policy and Handbook of Procedures, as notified by the Central Government from time to time read together with the Companies Act, 2013.
Membership (Ordinary Eligibility)	An associate member, or the entity represented by him, shall automatically become an ordinary member after completion of one year of associate membership subject to achievement of exports as per clause (b), unless he declines the ordinary membership in writing in which case he will continue as an associate member till he chooses to. He, or the entity represented by him, must have, to his or its credit, exports in the year in respect of the product of not less than the amount mentioned below : (i) MSME Rs. 30 Lakhs (ii) Others Rs. 50 Lakhs	A person shall be eligible as an Ordinary member of the Council, on meeting the following requirements, namely: The person or the entity represented by the person, must have been an Associate member of the Council for at least two years; and 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: 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) Others: Above Rs.1 Crore
Right to Vote	Only an Ordinary Member shall have the right to vote at, or to offer self as a candidate at elections to various positions in the Council.	(a) Ordinary Members shall have the right to vote. (b) Associate Members having completed 3

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		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				
Eligibility for filing Nominations (Contestants)	<p>Only an Ordinary Member shall have the right to vote at, or to offer self as a candidate at elections to various positions in the Council.</p> <p>A candidate for election to any position in the Council must satisfy the following conditions, namely:</p> <p>He, or the entity represented by him, must have, to his or its credit, during the one financial year immediately preceding, exports of the products of not less than the amount mentioned below :</p> <table><tr><td>(i) MSME</td><td>Rs. 60 lakhs</td></tr><tr><td>(ii) Others</td><td>Rs. 2 Crore</td></tr></table> <p>(b) No member whose subscription is outstanding on the first day of October of the year preceding to the year of election shall be entitled to contest or vote for any elective post</p>	(i) MSME	Rs. 60 lakhs	(ii) Others	Rs. 2 Crore	<p>(a) Only an Ordinary Member shall be eligible as a candidate for elections to various positions in the Council.</p> <p>(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 engineering products/services of not less than the amount mentioned below:</p> <p>(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)</p> <p>(ii) Others: Above Rs.2.5 Crore.</p> <p>(c) Where a Working Committee Member is contesting for election as Vice- Chairperson, the person or the entity represented by the person must have minimum average exports of Rs. 2.5 Crore of the engineering products/services, or such higher limit as may be prescribed by the Council, to its credit during the two financial years immediately preceding the election.</p>
(i) MSME	Rs. 60 lakhs					
(ii) Others	Rs. 2 Crore					

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		<p>(d) A certificate issued by a Chartered Accountant shall be required for the purposes of paragraph (b), (c) and (d) of this Article.</p> <p>(e) No member whose subscription or other dues or charges payable by them to the Council on 30th June in the year of voting shall be entitled to contest or vote for any elective post.</p>
Composition of the Working Committee	<p>(1) The Working Committee shall have the following members:</p> <p>(a) One representative elected from each of the Panel of groups of engineering products or export services, constituted/reconstituted by the Working Committee, from time to time, under these Articles provided that the total number of such Panels shall at no time be less than 35 and not more than 50.</p> <p>(b) Chairman, Senior Vice Chairman and a Vice Chairman elected out of the panel representatives mentioned above.</p> <p>(c) Persons nominated by Government, not exceeding four in number.</p> <p>(d) Past Chairmen of the Council shall be permanent special invitee to the meetings of the Working Committee who shall not have any voting rights.</p> <p>(e) Executive Director of the Council will be Ex-Officio member of the Committee without voting rights.</p> <p>(2) Subject to the provision of clause (1), the number of members of the Committee shall be laid down by rules made by the Committee.</p>	<p>Chairperson and Vice-Chairperson of the Working Committee</p> <p>(a) The Chairperson shall be elevated from the position of Vice-Chairperson on being endorsed by the Committee. The Chairperson:</p> <p>(i) shall hold office for a period of two years and shall retire accordingly;</p> <p>(ii) shall not be eligible for re-election at the next election in the same Council;</p> <p>(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 Chairperson;</p> <p>(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 Working Committee. The resolution regarding No Confidence will be put to vote on the same pattern of direct elections as enumerated in Article 9.1.</p> <p>(b) The Vice-Chairperson of the Committee shall be elected</p>

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		<p>by the Council and shall hold office for a term of two years and;</p> <p>(i) on completion of the term of two years, the Vice-Chairperson shall be endorsed by the Working 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;</p> <p>(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;</p> <p>(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;</p> <p>(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 Working 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 Working Committee.</p>
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		<p>24.2. Composition of the Working Committee</p> <p>(a) The Working Committee shall be elected by the Council. The Working Committee members shall have a maximum of two terms of three years each followed by a cooling off period of two years;</p> <p>(b) The Working Committee shall be composed of the following:</p> <p>(i) One representative elected from each of the Panel of groups of engineering products or export services, constituted/reconstituted by the Working Committee, from time to time, under these Articles provided that the total number of such Panels shall at no time be less than 35 and not more than 50;</p> <p>(ii) Chairman, Vice Chairman and a Deputy Chairman elected out of the Panel representatives mentioned above;</p> <p>(iii) Persons nominated by Government, not exceeding four in number;</p> <p>(iv) Past Chairmen of the Council shall be permanent special invitee to the meetings of the Working Committee who shall not have any voting rights;</p> <p>(v) Executive Director of the Council will be Ex-Officio member of the Committee without voting rights;</p> <p>(vi) Since the members of the Working Committee assume office only after an approved process of election, additional reservations, if required for</p>
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		<p>MSMEs, Women entrepreneurs, Startups, Young entrepreneurs or from North East/Hill regions would be as nominated or as co-opted as may be required. The Council may also write to the Government to nominate such nominated/co-opted members, if required;</p> <p>(c) Subject to paragraph (a), the number of members of the Working Committee shall be in accordance with the rules made by the Working Committee;</p> <p>(d) More than one member from any firm/entity shall not be eligible to be an elected member in the same Working Committee in any capacity.</p> <p>24.3. Co-opted Members (a) The Working 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. A co-opted member shall have no voting right.</p> <p>24.4. 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</p>
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		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.
Conduct of Elections	Elections managed internally by Working Committee by appointment of an independent Election Authority	Appointment of Election Authority by Working Committee; Govt. Observer mandatory; Scrutinizer for e-voting.
Vice Chairman	<p>There shall be a Senior Vice-Chairman and a Vice-Chairman of the Council. The Sr. Vice Chairman of the Council shall be elected from the panel members of the Working Committee by all Ordinary members of the Council who are eligible to cast vote, irrespective of sub divisions of panels. On retirement of the Chairman after completion of his term of two years, the Senior Vice-Chairman shall be endorsed by the Working Committee to succeed the Chairman unless he is unwilling to accept Chairmanship or he has incurred any of the disqualifications enumerated in article 9 with regard to membership of the Council or in article 20 with regard to membership of the Working Committee. After retirement from Sr. Vice-Chairmanship, he may come back in the Council after being elected as a Working Committee member. However, he shall be eligible to contest the election of Sr. Vice Chairmanship at least after a gap of 4 years from his date of retirement as the Sr. Vice Chairman.</p> <p>The Vice Chairman of the Council shall be elected from the panel representatives by the members of the newly constituted Working Committee.</p> <p>The Senior Vice-Chairman, shall, in the absence of the Chairman and</p>	Now there shall be only one Vice Chairman, who shall be routinely endorsed to the post of Chairman on completion of the term of the Chairman.

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	<p>subject to delegations made by the Chairman in this regard, have the power to perform the duties of the Chairman.</p> <p>The Sr. Vice-Chairman and the Vice-Chairman may also perform any other functions that may be entrusted to him by the Chairman.</p>	
Retirement of Elected Members	<p>The Members of the Working Committee as mentioned in Article 18.2 (except the Chairman, Sr. Vice-Chairman, Vice-Chairman and 5 members of the Committee of Administration) shall be liable to retire by rotation as hereinafter provided.</p> <p>(b) The members as per Clause 18.2(c) are not liable to retire by rotation.</p> <p>(i) The term of office of members of the Working Committee who are nominated by the Central Government shall be co-terminus with the term of the Working Committee.</p> <p>Provided that, if a member is nominated during the term of the Working Committee his term of office shall be such as the Central Government may specify.</p> <p>(ii) The Central Government may, at any time, require such a nominee to relinquish his office and may appoint another person in his place.</p> <p>(c) The Chairman, Sr. Vice-Chairman, Vice-Chairman, 5 members of the Committee of Administration, Regional Chairmen shall hold office for a period of 2 years and would retire at every alternate AGM.</p> <p>(d) On retirement of the Chairman after completion of his term of two years, the Senior Vice-Chairman shall be endorsed by the Committee to succeed the Chairman, unless he is unwilling to</p>	<p>One third of the elected members shall retire annually, but shall be eligible for re- election, as per laid down procedure.</p> <p>(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 Working Committee will retire first).</p> <p>(c) Election process of the retiring members may be started three months before the AGM of that year.</p> <p>(d) There shall be a "cooling off" period of two years after two consecutive terms of the elected member of Working Committee.</p> <p>(e) The Members of the Working Committee as mentioned in Article 24.2 (except the Chairman, Vice-Chairman and 5 members of the Committee of Administration) shall be liable to retire by rotation as hereinafter provided.</p> <p>(f) The Chairman, Vice-Chairman, 5 members of the Committee of Administration, Regional Chairmen shall hold office for a period of 2 years and would retire at every alternate AGM.</p> <p>(g) On retirement of the Chairman after completion of his term of two years, the Vice-Chairman shall be endorsed by the Committee to succeed the Chairman,</p>

	<p>accept Chairmanship or he has incurred any of the disqualifications enumerated in the Articles. All Working Committee members can offer their candidature for election for the post of Sr. Vice Chairmanship, except a Chairman or a Sr. Vice Chairman till a gap of at least 4 years from their date of retirement as Chairman or Sr. Vice Chairman. The Sr. Vice Chairman of the Council shall be elected by all Ordinary members of the Council who are eligible to cast vote, irrespective of sub divisions of panels.</p> <p>(e) The Vice Chairman and the 5 members of the Committee of Administration of the Council shall be elected from the panel representatives by the members of the newly constituted Working Committee.</p> <p>(f) One-third of the members as per Clause 18.2 (a) shall be liable to retire by rotation at every Annual General Meeting or if their number is not three or multiple of three, the number nearest to one-third shall retire and the retiring members shall be eligible for renomination. The members to retire will be those who have been longest in office and as between persons who have become members on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot by Election Authority.</p> <p>(g) The term of the Sr. Vice-Chairman and Vice-Chairman would be guided by article 19.2.</p>	<p>unless he is unwilling to accept Chairmanship or he has incurred any of the disqualifications enumerated in the Articles. All Working Committee members can offer their candidature for election for the post of Vice-Chairmanship, except a Chairman or a Vice-Chairman till a gap of at least 4 years from their date of retirement as Chairman or Vice-Chairman. The Vice-Chairman of the Council shall be elected by all Ordinary and eligible Associate members of the Council, who are eligible to cast vote, irrespective of sub-divisions of the panels.</p> <p>(h) The 5 members of the Committee of Administration of the Council shall be elected from the members of the newly constituted Working Committee;</p> <p>(i) If a Member gets elected to Vice-Chairperson in their second term of Working Committee and eligible to succeed the post of Chairperson on completion of their Term, they shall be deemed member of the Working Committee during the Member's period as Chairperson of the Council. Note: The provision under 24.5 (d) shall be effective from 01.04.2025 to give sufficient time to the Councils for implementing the revised guidelines.</p>
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