

Amendments of the Articles of Association of the Council – Statement of Changes

Existing	Proposed
<p>17.2 <u>Elections to the Working Committee and Election Authority</u></p> <p>(a) Elections to the Working Committee (in respect of seats of elected members falling vacant) shall be conducted every year, before the expiry of the term of the retiring members</p> <p>(b) The Working Committee, in consultation with the Government, shall appoint any individual, firm or institution, as the Election Authority, to conduct the elections to the Working Committee and the Committee of Administration.</p>	<p>17.2 <u>Elections to the Working Committee and Election Authority</u></p> <p>(a) Elections to the Working Committee (in respect of seats of elected members falling vacant) shall be conducted every year, before the expiry of the term of the retiring members.</p> <p>(b) The Working Committee shall appoint an individual, firm or institution, as the Election Authority / Scrutinizer to conduct the elections to the Working Committee.</p>
<p>19.1 <u>Chairman’s term of office</u></p> <p>The Chairman shall hold office for a period of two years and shall retire accordingly.</p>	<p>19.1 <u>Chairman of the Council</u></p> <p>The Chairman shall hold office for a period of two years and shall retire accordingly. Thereafter, he may come back in the Council after being elected as a Working Committee member. He shall however be eligible to contest the election of the Sr. Vice Chairman at least after a gap of 4 years from his date of retirement as the Chairman.</p>
<p>19.2 <u>Vice-Chairmen of the Committee</u></p> <p>(a) There shall be a Senior Vice-Chairman and a Vice-Chairman of the Council.</p> <p>(b) 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 accept Chairmanship or he has incurred any of the disqualifications enumerated in article 9 regard to membership of the Council or article 20 regard to membership of the Working Committee.</p>	<p>19.2 <u>Vice-Chairmen of the Committee</u></p> <p>(a) There shall be a Senior Vice-Chairman and a Vice-Chairman of the Council.</p> <p>(b) 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</p>

- (c) Similarly the Vice-chairman shall be endorsed by the Committee to succeed the Senior Vice-chairman unless he is unwilling to accept Sr. Vice-Chairmanship or he has incurred any of the disqualifications enumerated in article 9 regard to membership of the Council or article 20 regard to membership of the Working Committee and election would only be held for the post of Vice-Chairman.
- (d) The Senior Vice-Chairman, shall, in the absence of the Chairman and subject to delegations made by the Chairman in this regard, have the power to perform the duties of the Chairman.
- (e) The Sr. Vice-Chairman and the Vice-Chairman may also perform any other functions that may be entrusted to him by the Chairman.

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.

- (c) The Vice Chairman of the Council shall be elected from the panel representatives by the members of the newly constituted Working Committee.
- (d) The Senior Vice-Chairman, shall, in the absence of the Chairman and subject to delegations made by the Chairman in this regard, have the power to perform the duties of the Chairman.
- (e) The Sr. Vice-Chairman and the Vice-Chairman may also perform any other functions that may be entrusted to him by the Chairman.

24.1 Casual vacancies

- (a) If there arises a casual vacancy in the office of any member of the Working Committee (other than members who are nominated or co-opted), it shall be filled up by the Working Committee. Provided that when the vacancy is for a period not exceeding six months, the Committee may, if it so chooses, 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 in the Working Committee; (except for the position of Chairman, Sr. Vice Chairman, Vice Chairman, 5 elected members of the Committee of Administration and Regional Chairmen) shall hold office only till the conclusion of the next AGM.
- (c) In the case of Chairman's post falling vacant,

24.1 Casual vacancies

- (a) If there arises a casual vacancy in the office of any member of the Working Committee (other than members who are nominated or co-opted), it shall be filled up by the Working Committee. Provided that when the vacancy is for a period not exceeding six months, the Committee may, if it so chooses, 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 in the Working Committee; (except for the position of Chairman, Sr. Vice Chairman, Vice Chairman, 5 elected members of the Committee of Administration and Regional Chairmen) shall hold office only till the conclusion of the next AGM.
- (c) In the case of Chairman's post falling vacant, the Senior Vice Chairman will take over as Chairman of

<p>the Senior Vice Chairman will take over as Chairman of the Council for the remainder of the term of the Chairman whose post has fallen vacant. However, he will be eligible for being endorsed for the next term as the Chairman since he has not completed his full term as Chairman.</p> <p>(d) In the case of Sr. Vice Chairman's post falling vacant, the Vice Chairman will take over as Sr. Vice Chairman of the Council for the remainder of the term of the Sr. Vice Chairman whose post has fallen vacant. However, he will be eligible for being endorsed for the next term as the Sr. Vice Chairman since he has not completed his full term as Sr. Vice Chairman.</p> <p>(e) In the eventuality of the Vice Chairman's post falling vacant, the vacancy will be allowed to remain till such time that the next elections are due.</p> <p>(f) If the posts of any of the 5 elected members of the Committee of Administration fall vacant, the same need not be filled up till the next election is due. However, the Chairman may nominate a member from amongst the Working Committee members to the Committee of Administration but the said member will not have any voting right.</p> <p>(g) In the case of the Regional Chairman's post falling vacant, the same may be filled up by the Working Committee in the same process as original Regional Chairman was elected.</p>	<p>the Council for the remainder of the term of the Chairman whose post has fallen vacant. However, he will be eligible for being endorsed for the next term as the Chairman since he has not completed his full term as Chairman.</p> <p>(d) In the eventuality of the Sr. Vice Chairman's post falling vacant, the said vacancy will forthwith be filled up by holding fresh election for the said post.</p> <p>(e) In the eventuality of the Vice Chairman's post falling vacant, the said vacancy will forthwith be filled up by the Working Committee.</p> <p>(f) If the posts of any of the 5 elected members of the Committee of Administration fall vacant, the same need not be filled up till the next election is due. However, the Chairman may nominate a member from amongst the Working Committee members to the Committee of Administration but the said member will not have any voting right.</p> <p>(g) In the case of the Regional Chairman's post falling vacant, the same may be filled up by the Working Committee in the same process as original Regional Chairman was elected.</p>
<p>26.2. <u>Regional Chairmen</u></p> <p>(a) Regional Chairmen shall be ex-officio members of the Committee of Administration.</p> <p>(b) Their election shall be held by the newly constituted Working Committee after elections of Chairman, Vice Chairmen and 5 members of the Committee of Administration are over and shall be regulated by the Rules to be made by the Working Committee.</p>	<p>26.2. <u>Regional Chairmen</u></p> <p>(a) Regional Chairmen shall be ex-officio members of the Committee of Administration.</p> <p>(b) Their election shall be held by the newly constituted Working Committee. The Regional Chairmen shall be elected from the panel representatives, other than the Chairman, Sr. Vice Chairman, Vice Chairman and the 5 elected members of the Committee of Administration.</p> <p>(c) Since the Regional Chairman, being a member of</p>

(c) Since the Regional Chairman, being a member of the Working Committee is already having voting right regarding all matters placed before the Working Committee, no separate voting power as a Regional Chairman is exercisable.

the Working Committee is already having voting right regarding all matters placed before the Working Committee, no separate voting power as a Regional Chairman is exercisable.

27. RETIREMENT OF ELECTED MEMBERS

27. RETIREMENT OF ELECTED MEMBERS

(a) 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.

(a) 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.

(b)The members as per Clause 18.2(c) are not liable to retire by rotation.

(b)The members as per Clause 18.2(c) are not liable to retire by rotation.

(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.

(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.

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.

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.

(ii) The Central Government may, at any time, require such a nominee to relinquish his office and may appoint another person in his place.

(ii) The Central Government may, at any time, require such a nominee to relinquish his office and may appoint another person in his place.

(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. Their election would be made by the newly constituted Working Committee after filling in the vacancies caused by retirement etc.

(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.

(d) 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

(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 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

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.

(e) The term of the Sr. Vice-Chairman and Vice-Chairman would be guided by article 19.2.

Ordinary members of the Council who are eligible to cast vote, irrespective of sub divisions of panels.

(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.

(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.

(g) The term of the Sr. Vice-Chairman and Vice-Chairman would be guided by article 19.2.

30. COMMITTEE OF ADMINISTRATION
30.2 Retirement:-

(a) The Chairman, 5 elected members of the Committee of Administration and Regional Chairmen shall hold office for a period of 2 years and would retire at every alternate AGM.

(b) The Senior Vice Chairman shall hold office for a term of 2 years and immediately thereafter succeed the Chairman unless he is unwilling to accept Chairmanship or he has incurred any of the disqualifications enumerated in article 9 regard to membership of the Council or article 20 regard to membership of the Working Committee. In case the Senior Vice Chairman does not succeed the Chairman for reasons stated above, the Vice Chairman would in such circumstances succeed the Chairman. The Senior Vice Chairman, however, after having held office for the term of two years, in case unwilling to accept the Chairmanship, would cease to continue with his post. As such, subsequently, election would be held for the posts of both Senior Vice-Chairman and Vice-Chairman.

30. COMMITTEE OF ADMINISTRATION
30.2 Retirement:-

(a) The Chairman, Vice Chairman, 5 elected members of the Committee of Administration and the Regional Chairmen shall hold office for a period of 2 years and would retire at every alternate AGM.

(b) The Senior Vice Chairman shall hold office for a term of 2 years and immediately thereafter 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. In case the Senior Vice Chairman does not succeed the Chairman for reasons stated above or is unwilling to accept the Chairmanship, he would cease to continue with his post.

<p>(c) The Vice Chairman shall hold office for a term of 2 years and immediately thereafter succeed the Senior Vice Chairman unless he is unwilling to accept Senior Vice Chairmanship or he has incurred any of the disqualifications enumerated in article 9 regard to membership of the Council or article 20 regard to membership of the Working Committee. In case the Vice Chairman does not succeed the Senior Vice Chairman for reasons stated above, the said Vice-Chairman, after having held office for the term of two years, in case unwilling to accept the Senior Vice Chairmanship, would cease to continue with his post. As such, subsequently, election would be held for the posts of both Senior Vice-Chairman and Vice-Chairman.</p>	
<p>43. <u>TRANSITIONAL PERIOD</u></p> <p>(i) To facilitate a smoother transition from the present Articles of Association the following transitional arrangements would be made:</p> <p>a) Before obtaining the requisite approval from the Central Government and general members as per the provision of the Companies Act the present system of electing two Vice-Chairmen would be continued.</p> <p>b) After obtaining the requisite approval as aforesaid, one of the two present Vice Chairmen shall be endorsed by the Working Committee as the Senior Vice Chairman. After completion of the tenure of the present Chairman, such Senior Vice Chairman would 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 regard to membership of the Council or article 20 regard to membership of the Working Committee. Similarly the Vice-chairman shall be endorsed by the Committee to succeed Senior Vice-chairman.</p> <p>c) Election would thereafter be held only for the position of the Vice-chairman.</p>	<p>43. <u>TRANSITIONAL PERIOD</u></p> <p>(i) To facilitate a smoother transition from the present Articles of Association the following transitional arrangements would be made:</p> <p>(a) The existing Chairman of the Council, 5 members of the Committee of Administration and the Regional Chairmen appointed / elected under the present Articles of Association would continue to remain in their respective posts and would retire accordingly at the end of their term.</p> <p>(b) After obtaining the requisite approval from the Central Government and general members as per the provision of the Companies Act with regard to the amendments, elections would be held for the posts of Sr. Vice Chairman and the Vice Chairman in terms of the Articles of Association, as amended but they would retire with the existing Chairman of the Council.</p> <p>(c) All other existing Working Committee members appointed / elected under the present Articles of Association would continue to remain in their posts and would retire accordingly at the end of their term.</p> <p>(d) For the purpose of this clause “present Articles of Association” would mean the Articles of Association before the revised articles are adopted.</p> <p>(e) In order to effect a smooth transition from the position prevailing before the adoption of these articles</p>

d) Existing Regional Committees and Regional chairmen would continue till the new Regional Committee and Regional Chairman is appointed under these Articles. Upon obtaining the requisite approval from the Central Government and general members as per the provision of the Companies Act. the new Regional Chairmen from each Region would be elected as per the provisions of these Articles by the newly constituted Working Committee. Accordingly the two new Deputy Regional Chairmen and the new Regional committees would also be nominated by the Working Committee

e) Before obtaining the requisite approval from the Central Government and general members as per the provision of the Companies Act the present system of electing representatives from the Associate members in place of those retiring would be continued. All representatives of the Associate members elected as per the present Articles of Association would continue to remain as members of the Working Committee as per their respective terms defined in the present Articles of Association and would retire accordingly.

f) For the purpose of this clause “present Articles of Association” would mean the Articles of Association before the revised articles are adopted.

g) In order to effect a smooth transition from the position prevailing before the adoption of these articles to the position resulting from the application of these articles, the Working Committee may propose to the Central Government to make such additions to, or modification in these articles as it may consider appropriate during a period of three years from the date those Articles shall come into force.

to the position resulting from the application of these articles, the Working Committee may propose to the Central Government to make such additions to, or modification in these articles as it may consider appropriate during a period of three years from the date those Articles shall come into force.