



MEMORANDUM OF ASSOCIATION OF CONFEDERATION OF INDIAN IT ASSOCIATIONS

(A Private Company Limited by Shares licensed u/s 25 of the Companies Act, 1956)

1. The Name of the Company is “**CONFEDERATION OF INDIAN IT ASSOCIATIONS**”.
2. The Registered office of the Company will be situated in the State of West Bengal.
3. The objects for which the Company is established are:-

A. The Main Objects to be pursued by the Company on its incorporation are :

- (i) To promote and protect the interests of member Organisations and facilitate Information and Communication Technology (ICT) trade and industry and not for the purpose of profit.
- (ii) To foster fraternity, cooperation and common understanding amongst individuals, firms, associations and bodies corporate connected with Information and Communication Technology (ICT) in particular and other related industries in general with a view to promote collective thinking and adopting common policies.

B. Objects incidental or ancillary to the attainment of the main objects:

- (i) To make representations and negotiate matters with the Central or State Governments, Foreign Governments, Financial Institutions, Local Bodies, Chambers of Commerce, Municipal and Local Boards or any other private or public authorities with a view to promote the interests of IT trade.
- (ii) To promote, support or oppose legislation or other measures taken by the Central or any State Governments or Quasi Government institutions in matters affecting IT trade to regulate terms and conditions of employment in the trade.
- (iii) To write, compile and/or cause together with necessary information, data in respect of various social and educational analysis and to collect, tabulate prepare, edit and/or cause to edit, print, cause to print, issue and cause to circulate and to publish bulletins, journals, books, reports, periodicals and other literatures, booklets including research and working papers with a view to propagate knowledge on any of the matters relevant to or falling within the purview of the main objects of the company.
- (iv) To establish for the purpose of attainment of the main objects and/or co-operate with research bodies, newspaper, societies, chambers of commerce, research, educational professional and management institutes and associations, universities, schools and institutions providing for study on to Management, commerce,

arts, economic and social and other subjects and to ensure learning in all areas of education, management, economic, physical and social sciences.

(v) To arbitrate in the matter of settlement of disputes and controversies between members of the Company and also between the members and other parties related directly or indirectly with the IT trade, including other merchants, transporters, manufacturers, commission agents, suppliers of public utilities, Government, Quasi Government or Local Bodies.

(vi) To collect, collate, preserve and circulate statistics and other information in the best interest of members and for the promotion of IT trade through circulars, newsletters, newspapers and other moods of advertisements and publicity, journals, books and periodicals.

(vii) To organise seminars, lectures, meetings and conferences and to hold trade fairs and exhibitions, in India and overseas, for the promotion of IT trade in India.

(viii) To make, alter, revoke, re-enact and enforce rules and regulations for the benefit of and binding upon the Company and/or its Members and, it considered expedient, to empower the making passing and enforcement of rules, and regulations binding upon those engaged in IT trade.

(ix) To commerce, prosecute, defend, appear in, compromise, withdraw or give up, partly or fully, and kind of proceedings, whether civil, criminal or administrative, or any arbitration or enquiry or proceedings before any Court of Law, Commission of Enquiry, Government or Local Body for the assistance and protection of the interests of the Members of the Company, in particular and furthering the interest of the trade in general.

(x) To acquire, purchase, construct, take on lease, or accept as gift, or in exchange or otherwise acquire any moveable or immovable property, rights and privileges which may be deemed necessary or convenient for any of the purposes of promoting the Company's objects.

(xi) To sell, improve, manage, develop, mortgage, charge, pledge, hypothecate, dispose off or otherwise deal with all or any of the property, rights or privileges of the Company and to construct, maintain, keep in repair and alter any building or property for the purposes of the Company and to pull down or demolish any building or property not required for the purpose of the Company.

(xii) To procure funds for the company in the form of grants, donations for general and specific purposes, subscriptions form Members in the form of Association Fee and contributions, subscriptions and advertisements for the trade circulars, newsletters, journals and magazines, etc. and as may be deemed expedient, form time to time.

(xiii) To invest and otherwise deal with the money of the Company out of surplus funds not immediately required, in such manner as may, from time to time, be determined by the Committee and to operate current or fixed deposit accounts with any Scheduled Bank/s or Government Financial Institutions or Government Securities.

(xiv) To donate or contribute to charitable or benevolent or useful objects of a public nature.

(xv) To establish and maintain branches in **any** parts of India and to promote or affiliate with other autonomous bodies with aims and objectives similar to that of the Company.

(xvi) To enact laws, bye-laws or pass resolutions of the Confederation to protect and increase the trade interests in relation to members and to ensure compliance.

(xvii) Subject to sections 391 to 394 of the Companies Act, to merge or amalgamate with any Company, Association or Institution having its objects similar to those of the Company and, or such amalgamation or merger, to transfer all or part of the property, assets and liabilities of the Company to such amalgamated or merged entity.

(xviii) Subject to the provisions of the Companies Act, 1956, to sell, improve, manage, develop, exchange or sublet, mortgage, dispose of or otherwise deal with all or any part of the property of the Company.

(xix) To make, alter, revoke, enact and re-enforce rules & regulations for the benefit of the Company and/or its members and to empower the making, passing and enforcement of rules and regulations binding upon those engaged in trade & commerce.

(xx) To do all such other lawful acts and things as may be deemed incidental or conducive to attainment of all or any of the above objects. Provided that the Company 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 Company, would make it a Trade Union in common parlance.

(xxi) To carry on research & development in relation to and for the purpose of the company for any systematic or intensive study carried out in the field of Information, Communications & Technology with the object of using result thereof for the benefit of members, social or humanities with routine data collection, efficiency surveys on management studies

& market research in connection with and incidental to above objects of the company.

C. Other Objects : NIL

Provide that the company 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 to the company would make it a Trade Union.

4. The objects of the Company shall extend to the whole of India.

5. The restrictions on application of income & properties of the Company.

- i. The income and property of the Company shall be applied solely for the attainment and promotion of the objects of the Company as set forth in this Memorandum of Association.
 - ii. No portion of the Income or property aforesaid shall be paid to 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 Company or to any one or more of them or to any person claiming through any one or more of them.
 - iii. 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 Company to any of its members, whether officers or servants of the Company or not, except payment of out of pocket expenses, reasonable and proper interest on money lent or reasonable and proper rent on premises let to the Company.
 - iv. Except with the previous approval of the Central Government, no member shall be appointed to any office under the Company which is remunerated by salary, fees or any other manner not excepted by Clause 3 above.
 - v. Nothing in this Clause shall prevent the Company, in good faith, to pay a reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being a member) in return for any services actually rendered to the Company.
6. No alteration shall be made to this Memorandum of Association or to the Articles of Association of the Company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Regional Director, Department of Company Affairs, Kolkata.
7. The liability of members is limited.
8. Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member and the costs charges and expense of winding-up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding Rs. 1.000/=(one thousand).
9. True Accounts shall be maintained of all sums of money received and expended by the Company, and the properties and assets and debts and liabilities of the Company. Such Accounts shall be open to inspection by the Members subject to reasonable restrictions as to the time and regulations of the Company. The Accounts shall be examined, at least, once in a year by one or more qualified Auditor/s and he /they shall ascertain the correctness of the Balance Sheet and the Income & Expenditure Account and submit his/their report to the Members of the Company.

10. If, upon winding up or dissolution of the Company, there remains any surplus of funds, after the satisfaction of all debts and liabilities, the same shall not be available for distribution among the Members but shall be given or transferred to such other company or institution or organization, having its objects similar to those of the Company, as may be determined by the Members of the Company at or before the time of dissolution or, in default thereof, of the High Court of Judicature that has or may acquire jurisdiction in the matter.

THE COMPANIES ACT, 1956

(Public Company Licensed under Section 25 of the Companies Act, 1956 having no Share Capital)

ARTICLES OF ASSOCIATION OF CONFEDERATION OF INDIAN IT ASSOCIATIONS

1. Except as modified or altered by the following Articles, the regulations contained in Articles of Association prescribed under Table 'C' in Schedule I to the Companies Act, 1956, shall apply to this Company so far as the circumstances of the case permit.

2.1 In these Articles, unless the context is otherwise inconsistent therewith:

2.2 The Company means the **CONFEDERATION OF INDIAN IT ASSOCIATIONS**

2.2 Member means a member of the Company for the time being.

2.3 Committee or Executive Committee means the Executive Committee of the Company constituted under the Articles of Association.

2.4 President, Vice-Presidents, Honorary General Secretary, Joint Secretary, Treasurer and Joint Treasurer mean the respective Office-bearers who have been duly elected, nominated or appointed from time to time under the Articles of Association of the Company.

2.5 Register' means the Register of Members of the Company.

2.6 'Seal' means the Official Seal of the Company.

2.7 'Representative' is a person authorized by the Member.

2.8 'Special Invitee' is a person authorized and named as 'Special Invitee' by the Executive

Committee.

2.9 'Year' means the financial year of Company commencing from the 1st day of April and ending with the 31st day of the following March.

2.10 'Annual General Meeting' abbreviated as 'AGM' and 'Extra Ordinary General Meeting' abbreviated as 'EGM' mean the meeting of the members of the Company as convened and held under the Articles of Association of the Company.

2.11. 'He' or 'His' shall mean and include 'She' or 'Her' and plurals shall mean and include singular and vice Versa.

2.12 Writing & written shall include printed, type-written, lithographic, computer generated or reproduced in any manner in a visibly presentable form.

OFFICE

3. The Registered Office of the Company will be situated at 37, Shakespeare Sarani, S. B. Tower, 1st Floor, Kolkata -700 017. or at any other place **within the city of Kolkata**, as may be decided by the Executive Committee.

MEMBERSHIP

4. The Company shall consist of unlimited number of members.

4.1. Trade Societies, Samities, Associations, **Trust & Federations**, by which ever name called **Related to Information & Communication Technology Industry only**, situated anywhere in the India and having at least 20 members on its rolls, shall be eligible for admission as members of the Company.

4.2. The signatories to the Memorandum of Association, as authorized by their respective trade associations, shall represent the first members of the Company. The first members of the Company shall be:

Name of the Trade Association

Represented by :

1. Computer Association of Eastern India

BALASUBRAMANIAM HARI

2. ---Do---

PAWAN KUMAR JAJODIA

- | | | |
|----|--|-----------------------|
| 3 | ---Do--- | RAJIV KUMAR PODDAR |
| 4. | Information Technology Association of Orissa | MANOJ LALANI |
| 5. | Bihar IT Association | NAVIN KUMAR GUPTA |
| 6. | North East Computer Traders Association | RANJAN KUMAR DAS |
| 7. | ---Do--- | RAJESH KUMAR AGARWALA |

4.3 Membership may be granted on making on application to the Executive Committee of the Company in the prescribed form, duly proposed and seconded by two existing members of the Company and after the Executive Committee considers the applicant fit for

membership of the Company. The decision of the Executive Committee in this regard shall be final in all respects and the Executive Committee is not bound to give any reason or explanation for its acceptance or rejection of an application.

4.4 The Company provides for the position of any individual of high standing as a PATRON for furthering and achieving the object of the Company. A PATRON shall have no voting rights, unless he also enjoys representative capacity otherwise.

It is further provided that an individual of eminence, who in the opinion of the Executive Committee has rendered or is likely to render, contribute from his expertise to the furtherance of the cause of trade may be conferred HONORARY MEMBERSHIP of the Company.

4.5 Representation at the Company

Each Member Organisation will be represented at the Company through its respective member / s, which will be duly communicated to the Company as follows:

20	to 25	Members	1	Representative
26	to 50	Members	2	Representative
51	to 75	Members	3	Representative
76	to 100	Members	4	Representative
101	to 125	Members	5	Representative
126	to 150	Members	6	Representative

151 to 175 Members 7 Representative

176 to 200 Members 8 Representative

AND SO ON RESPECTIVELY

4.5A Each Member Organisation will be represented at the Company as per ratio given above but founder member who take membership on or before 31st January, 2012 have privilege to get 3 extra Representative in General Body.

Each such representative shall constitute the **General Body** of the Company. For all practical purposes, the Company will recognize only those Representatives who are named as such in the records of the Company. In case, the Member Organisation wishes to change the Representatives, this should be communication to the Company, in writing, at least 30 days before the AGM.

4.5B Each Member Organisation will be entitled to nominate representative for election and or selection (as the case may be) as mentioned in clause no 7 herein below for the Executive Committee through its respective member / s, subject to limit mentioned as follows:

20 to 50 Members 1 Representative

51 to 100 Members 2 Representative

101 to 200 Members 3 Representative

Above 200 Members 4 Representative

The Nominated Representative name will be duly communicated to the Company by the Member.

4.6 Cessation of Membership :

A Member shall cease to be a member in the event of any of the following:

4.6.1 Member Organisation sends in its resignation in writing;

4.6.2 Member Organisation winds up its operations;

4.6.3 Member Organisation is declared bankrupt or insolvent;

4.6.4 Member organization fails to pay Annual Subscription within four months of the due date, in spite of a notice given by Registered Post at its registered address.

4.6.5 Member Organisation is removed from Membership for acting contrary to the aims and objectives of the Company, but only other the Member has been given a reasonable opportunity of being heard. However, the Executive Committee's decision in this regard shall be final.

4.6.6 Where a Member ceases to be a Member of the Company, for what ever reason, it shall remain liable for and shall pay any subscription or other dues to the Company, at the time of cessation of membership.

REGISTER OF MEMBERS

5. The Company shall maintain, at its Registered Office, a Register of its Members and it shall be open for inspection by the Members at any time during office hours with prior intimation. The Register shall record therein the following:

- (a) The name and address of the Member Organisation and its membership strength as at 1st April of each year.
- (b) The date of admission to membership of Company.
- (c) The number and names and address of its Representative / Representatives authorized to attend General Meeting and participate in all activities.
- (d) Date and details of alteration in the names of Representative / Representatives
- (e) Date of cessation as Member
- (f) Any other information which is considered necessary to be recorded in the Register.

5.1 All entries / alterations must be recorded within 15 days of receipt of information, and such information shall be duly placed before the Executive Committee at its forthcoming meeting.

5.2 The Register of Members will be closed for alterations for 30 days prior to the holding of any General Meeting.

ADMISSION FEE & ANNUAL SUBSCRIPTION

6. Unless otherwise decided by the Company in a General Meeting, the Admission Fee and Annual Subscription shall be as follows:

Admission Fee: Rs.21,000 up to 31st January, 2012 and 25,000 after 31st January, 2012.

Annual Subscription Rs.300 per member as on 31st March in roll of the Member Associations.

6.1 Admission Fee and Subscription for the first year is payable along with the application form for Membership, in case of not being granted Membership the Admission Fee and Subscription Fee shall be refunded.

6.2 Admission Fee shall be capitalized and can only be utilized, if required, after prior approval of the General Body.

6.3 Members who have not paid their Annual Subscription and/or any other dues in terms of clause 4.6.4 shall not be eligible to attend any Meetings or to make any kind of representations or participation and all service to them are liable to be suspended. They also cannot propose or second in any application for new members.

6.4 Members, who join the Company within 31st January, 2012 will be considered as Founder Members

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6.5 Annual subscription becomes payable within the 30th day of April of each year for the current financial year. Members joining during the year after September will pay 50 % of annual subscription.

EXECUTIVE COMMITTEE

7. The Executive Committee shall be elected by the Members of the General Body of the Company every Alternate Annual General Meeting,. The Election of the PRESIDENT And 15 Executive Committee Members of the Company shall be held biennially.

7.1 The First Executive Committee shall be:

President : Mr. BALASUBRAMANIAM HARI

Vice President : Mr. NAVIN KUMAR GUPTA

Vice President : Mr. MANOJ LALANI

Honorary General Secretary : Mr. RAJIV KUMAR PODDAR

Joint Secretary : Mr. RAJESH KUMAR AGARWALA

Treasurer: Mr. PAWAN KUMAR JAJODIA

Joint Treasurer : Mr. RANJAN KUMAR DAS

7.2 Rest of 14 (as the case may be) members of First Executive Committee will be Nominated in its First Meeting to be held after incorporation of this Association.

7.3 The First Executive Committee shall be in Office till the end of the Second Annual General Meeting of the Company.

7.4 The Executive Committee shall within 30 days of its first meeting elect out of members two Vice President one Honorary General Secretary, one Joint Secretary, one Treasurer and one Joint Treasurer or keep some posts vacant, to be occupied later as it deems fit.

7.5 The Retiring President & Honorary General Secretary shall be Ex-Officio member of the next Executive Committee

7.6 The Executive Committee shall consist of not less than 21 members and not more than 30 members including office bearer at any given time

7.7 The President shall co-opt three executive members from amongst the members of the company. Executive Committee will co-opt one or two members as may become necessary to the Executive Committee in place of the immediate President and/or Honorary General Secretary getting elected as on Executive Committee member. The loosing candidates in last election can not be co-opted. The Executive Committee may co-opt nine more executive members from amongst the members of the company.

7.8 An office-bearer cannot hold office of the Company for more than two consecutive terms for the same office.

7.9 Member Organisation offering its candidate for election to the office of the President must ensure the candidate has previously held the post of such office bearer in his own Association prior to such offer.

7.10 The term Office Bearers shall include President, Vice-Presidents, Honorary General Secretary, Joint Secretary, Treasurer and Joint Treasurer

7.11 The Executive Committee shall have the power to appoint a Member from amongst the Members of the General Body to fill up casual vacancies in the Executive Committee which may arise for what ever reason.

FUNCTIONS OF THE EXECUTIVE COMMITTEE

8.1 The new Executive Committee shall take office at the close of the said AGM and it shall continue to do so till the end of the Two year term culminating in the AGM of the year.

8.2 The Executive Committee may appoint Standing Committee/s Panels & Cells from amongst the members of the General Body for particular purposes as may be considered necessary, from time to time.

8.3 Ordinarily, the Executive Committee shall meet at least once in 3 months to transact the business of the Company.

8.4 One third of the total strength of the Executive Committee at any given time shall form the quorum of the Executive Committee.

8.5 A Member of the Executive Committee shall cease to be a Member of the Executive Committee in case of continuous absence of 3 consecutive meeting of the Executive Committee without any intimation in Writing.

8.6 The Executive Committee shall perform all the Executive duties and carry on all the work of the Company and for that purpose its functions in general will be :-

a) To defray all necessary expenses for maintenance of office establishment and any legal imposts/ liabilities contracted in the due process of law.

b) To appoint, suspend or dismiss the Office Secretary and such officers & staff as may be found necessary for the proper conduct of the business of the Company on such remuneration as may appear expedient to the Committee. The Committee may take any such action as may be deemed necessary.

c) To present memorandum and representations to the Central and State Governments and other bodies' official, semi-official and non official, concerning any subject relating to trade and industry and to receive and send delegations.

- d) To take such steps as the Committee may consider expedient for giving effect to the Resolutions passed at the General Meeting of the Company.
- e) To exercise generally all powers and functions of the Company not hereby exclusively conferred upon the General Meeting.
- f) To make, issue, vary and repeal such Standing orders and/or bye-laws for the furtherance of the purposes for which the Company is established and for carrying on its business, as the Committee may from time to time consider necessary, provided such standing orders and/or bye-laws shall not be repugnant to the rules and regulations of the Company.
- g) Form Cell and to delegate such powers to such Cells and other persons and on such terms and conditions as the Committee may consider expedient, and to revoke, repeal, add to and alter such delegation of work, powers and functions as the Committee may from time to time think expedient.
- h) To deal, on behalf of the Member-Companies, with Government, Semi- Government, Undertakings Public or Private Bodies or any other institutions.
- i) To establish and maintain zonal offices of the Company anywhere in India.
- j) To borrow or raise money or secure funds in such manner as the Executive Committee shall think fit, from time to time.
- k) To fill any vacancy in the Executive Committee by co-option at any time of the year.
- l) To invite any person as Special Invitee in the Executive Committee meeting, Annual General Meeting or any other meetings.

PRESIDENT

9.1 The President shall be the Executive head in overall charge, will guide and supervise the activities of the Company and shall preside over Executive Committee Meeting, Annual General Meetings and Extra Ordinary General Meeting. The President shall have a casting vote in case of tie in addition to his vote as a Committee Member.

9.2 In the absence of the President, one of the Vice Presidents, or in their absence or unwillingness any of the Committee members, as the other members of the Executive Committee may elect, shall chair the Meetings. The Chairman so appointed shall be entitled to a casting vote in the event of tie.

9.3 The President is empowered to defray moneys to the extent of Rs. 20,000/- the Honorary General Secretary and/or Treasurer to the extent of Rs. 10,000/- each, between two consecutive Executive Committee meetings which may be ratified in the subsequent Committee meeting.

HONORARY GENERAL SECRETARY

10.1 The Honorary General Secretary shall work under the guidance of the President.

10.2 He shall keep a true record of the proceedings of the meetings of the Company, General and Committee Meetings and maintain a Minute Book for that purpose.

10.3 Have care and custody of the papers, assets, library, documents, securities and all belongings of the Company.

10.4 Have charge of all correspondence.

10.5 Give notice of all General Meetings and Meetings of the Executive Committee and those of their Committees.

10.6 Institute, prosecute, defend suits, other proceedings in which the Company may be connected and for that purpose to sign and verify plaints and do all that is necessary for the purpose of all suits or proceedings in which the Company may be concerned or interested.

10.7 Prepare or draft notes, memoranda, reports, statements, accounts, during the course of business and affairs of the Company.

10.8 Incur any expenditure sanctioned by the Committee.

10.9 Maintain the Register of members.

10.10 Have power to fine, suspend, dismiss any employee of the Company in consultation with the President.

10.11 Have power to perform all such duties as are incidental to his office and/or as assigned by the

Executive Committee or the President.

10.12 He shall be jointly responsible with the Treasurer for the funds of the Company.

JOINT SECRETARIES

11. The Joint Secretary shall assist the Honorary General Secretary and perform all the duties, as assigned to them by the Executive Committee/ President or the Honorary General Secretary.

TREASURER

12.1 He shall keep all accounts of the Company and realise all dues of the Company and make disbursements in accordance with the instructions of the Committee.

12.2 Keep or cause to be kept proper accounts of the funds of the Company and of all money in any way connected or controlled by the Company in such form and manner as may be prescribed by the Committee.

12.3 Grant receipts for moneys on behalf of the Company.

12.4 Collect all dues of the Company and deposit the money thus collected, in the bank forthwith.

JOINT TREASURER

13. The Joint Treasurer shall assist the Treasurer and perform all the duties, as assigned to them by the Executive Committee, President or the Honorary General Secretary.

DIRECTORS

13.1 The First Directors of the company are subscriber to the Memorandum of Association.

GENERAL MEETINGS

14.1 Honorary General Secretary or any other designated officer must issue 30 days clear Notice. For every General Meeting the Notice must specify the date, time and venue of the Meeting and also give the

Agenda of the Meeting and Explanatory Statements for special business, if any, to be discussed as provided by the law. The notice should be sent to the members under receipt or under Certificate of Posting. Accidental non-receipt of notice will not invalidate the meeting.

14.2 A General Meeting of the Company, called the Annual General Meeting, must be held every year within six months of the close of the financial year to consider the following agenda :

a) To read, approve and adopt the Minutes of the last Annual General Meeting. b) To read the Annual Report and the audited statement of accounts of the Company.

c) To conduct & declare the result of the Election of the President and the Executive Committee, in the year it is due.

d) To appoint Auditors and to fix their remuneration.

e) To consider and resolve any other special matter for which proper Notice has been circulated.

14.3 An Extra Ordinary General Meeting may be convened of the instance of the Executive Committee for considering additions / alterations to the Articles or Association / Rules and Regulations of the Company All Resolutions at EGMs are Special Resolutions and shall be carried only if it is accepted by two-third of the Members present at the meeting.

14.4 The President and, in his absence, one of the Vice Presidents, shall be Chairman of the Meeting in the absence of all the Vice Presidents, the Chairman may be elected by the Members from amongst the Members present.

14.5 The Quorum of the General Meeting shall be 20% of the General Body Members of good standing on roll.

14.6 If the Quorum is not complete within 30 minutes of the time specified in the Notice, the Meeting shall stand adjourned to such date, time and venue as the Members present may determine.

14.7 Any adjourned meeting shall discuss only the Agenda / unfinished Agenda of the earlier meeting. No quorum is necessary for any such adjourned meeting.

14.8 The Minutes of the General Meetings shall be circulated to the Members within 60 days of the date of such meetings.

Election Procedure

15. For holding the General Elections of the Company the Executive Committee shall appoint a Chairman Election Committee. Nomination papers inviting nominations for the election of President and 15

members of the Executive Committee shall be sent to all the members at least 30 days before the date fixed for election.

15.1 The Chairman of the Election Committee may take four more members from amongst members of the Company and the Secretary will be the ex-officio member of this Election Committee.

15.2 Executive Committee shall be elected only at Annual General Meetings. The Election of the PRESIDENT And 15 Executive Committee Members of the Company shall be held biennially.

15.3 Each Nomination must contain the consent of the Member to be elected to the particular post of the Executive Committee and that such nomination should be proposed by the parent association of the candidate in standing.

15.4 Nominations, duly sealed and complete in all respects, must reach the **Chairman of the Election Committee** at the Registered Office **of the Company** at least 14 days before the holding of the AGM. The nominations shall be deposited in a box specially kept for the said purpose in the Regd. office of the Company. The box will be opened in the Executive Committee meeting for scrutiny and further necessary action.

15.5 Withdrawals of candidature must reach the **Chairman of the Election Committee** at least 10 days before the holding of the AGM.

15.6 In case more nominations are received than the numbers available for a particular post, voting shall be done by secret ballot at the Annual General Meeting. Counterfoils of Ballot Papers shall be made serially numbered and shall show separately the places in which votes for each candidate seeking election are to be marked. Each ballot Paper shall bear the stamp of the Company and shall be signed by the Chairman of the Election Committee..

15.7 Election will be conducted under the independent charge of **Chairman** Election Committee appointed for the said purpose by the Executive Committee of the Company.

15.8 Ballot Papers shall be available for collection against signature at the Polling Centre, duly signed by the Chairman of the Election Committee. After completing the ballot paper the members will deposit them in the ballot box.

15.9 The Election Committee shall at the close of voting, open the Ballot box, count the votes polled, and record the names of the winning Candidates.

15.10 The Election results will be announced by the CHAIRMAN of the Election Committee at the AGM.

REQUISITION MEETING

16. On a requisition in writing of at least one-fourth of the total number of the General Body members of good standing on the rolls, the Executive Committee shall at the earliest opportunity convene a Requisitioned General Meeting. If on receipt of such requisition, the Committee does not within 21 days from the date of a valid requisition in regard to any matters, proceed duly the date of the deposit of the requisition, the meeting may be called by requisitionists themselves and the resolution thereof be sent to the Executive Committee which shall be binding on the Company. Such resolution shall be sent to the Executive Committee within 3 working days by registered with A/D post.

FUNDS AND ACCOUNTS

17.1 All money and funds of the Company shall primarily be under the control of the Honorary Treasurer, Honorary General Secretary, being in charge of the general administration, shall also have access to it. All funds shall be deposited in Current/Savings Deposit or Fixed Deposit Accounts in Scheduled Bank/s, which will be approved by the Executive Committee. The Bank Accounts shall be operated jointly by any of the following two persons namely President, Honorary General Secretary and Treasurer.

17.2 The Honorary General Secretary or Treasurer shall maintain a cash balance in hand as decided by the Executive Committee from time to time meet the day to day expenses of the Company.

17.3 Proper Accounts shall be maintained by the Treasurer for all money received and expended and of all the property and assets and credits and liabilities of the Company. Books of Accounts and records shall be maintained at the Registered Office of the Company. The Accounts of the Company shall be open to inspection by the Members but only prior information to the Honorary General Secretary. Special Funds can be created for specific purposes as decided by the Executive Committee from time to time for the furtherance of the objectives of the Company. The Accounts shall be audited once a year and a Report on the same shall be submitted to the Members.

AUDIT

18. The Accounts of the Company shall be audited by a firm of Chartered Accountants who shall be appointed by the Members at the Annual General Meetings. The first Auditor, however, shall be appointed by the Executive Committee. The Auditor shall submit his Report to the Members of the Company.

COMPANY SEAL

19. The Common Seal of the Company shall be in the custody of the Honorary General

Secretary.

SUIT & LEGAL PROCEEDINGS

20. All suits and legal proceedings by or against the Company shall be in the name of the Secretary or a competent legal office designated by the Executive Committee.

WINDING UP

21. The Company may be wound up in a General Meeting by a Special resolution to that effect by the Members of the Company. The said meeting shall also decide the manner of disbursement of the funds and assets of the Company after meeting all liabilities.

X We, the several persons, whose names, descriptions, addresses and occupations are subscribed hereunder, are desirous of being formed into a Company not for profit, in pursuance to this Memorandum of association.

Name

Address

Occupation

Witness

1. COMPUTER ASSOCIATION OF EASTERN INDIA

Represented by:

(i) Balasubramaniam Hari

S/o. Late R. S. Mani

(ii) Pawan Kumar Jajodia

S/o. Late K. D. Jajodia

(iii) Rajiv Kumar Poddar

S/o. Kishan Lal Poddar

2. INFORMATION TECHNOLOGY ASSOCIATION OF ORISSA

Represented by:

(i) Manoj Lalani

S/o. Hanuman Mal Lalani

3. BIHAR IT ASSOCIATION

Represented by:

(i) Navin Kumar Gupta

S/o. Late Raghbir Singh Gupta

4. NORTH EAST COMPUTER TRADERS ASSOCIATION

Represented by:

(i) Ranjan Kumar Das

S/o. Durgeswar Das

(ii) Rajesh Kumar Agarwala

S/o. Laxmi Narayan Agarwala

By : Rajiv K Poddar