BIDADI INDUSTRIES ASSOCIATION

Let's Strive Together...

MEMORANDUM OF ASSOCIATION AND BYE LAWS

Volume - IV

GOVERNMENT OF KARNATAKA

(DEPARTMENT OF CO-OPERATION]

Office of the Deputy Registrar of Co- operative Societies, 1st Floor, Spruti Bhavan. Ramanagar District, Ramanagar

Registration No :DRS/RNR/RGN/VOL15/435/2011-12 Date: 21st October, 2011

REGISTRATION CERTIFICATE

Under the Karnataka Societies Registration Act, 1960 (Karnataka Act No.17 of 1960), **M/s. BIDADI INDUSTRIES ASSOCIATION**, PLOT NO.I, BIDADI INDUSTRIAL AREA - 562109, RAMANAGAR DISTRICT has been registered as an Association.

Registration fees of Rs. 500/- (Rupees Five hundred only) has been paid.

The attested copy of this registration certificate has been issued under my signature and seal on this 21st day of October, 2011.

D.B.Lingamaiah
Deputy Registrar of Co-operative Societies,
Ramanagar District, Ramanagar

ಕರ್ನಾಟಕ ಸರ್ಕಾರ

Government of Karnataka

ಸಹಕಾರ ಇಲಾಖೆ

Department of Cooperative Societies

Office of the District Registrar of Societies/ಸಹಕಾರ ಸಂಘಗಳ ಉಪ ನಿಬಂಧಕರ ಕಛೇರಿ:DRCS

Registration No/ನೋಂದಣಿ ಸಂಖ್ಯೆ:DRS/RNR/RJN/435/2011-12 Date/ದಿನಾಂಕ:31/12/2021
AMR No/ಎಎಂಆರ್ ಸಂಖ್ಯೆ:DR/R/Bye law/V-15/109-10/01/2021-22

Certificate of Registration of Amendment/ತಿದ್ದುಪಡಿ ಅನುಮೋದನೆ ಪ್ರಮಾಣ

As per Section 10 of Karnataka Registration Act 1960, the President/Secretary of M/S BIDADI INDUSTRIES ASSOCIATION PLOT NO 1, BIDADI INDUSTRIAL AREABIDADI INDUSTRIAL AREA BIDADI, RAMANAGARA TALUK AND DISTRICT RAMANAGARA KARNATAKA Society has submitted a proposal for registration of amendment.The Rules and Regulations is amended and registered.Amendment fees Rupees 250 is paid.Given under my signature and office seal on the 31/12/2021.

ಕರ್ನಾಟಕ ಸಂಘಗಳ ನೋಂದಣಿ ಕಾಯ್ದೆ ೧೯೬೦ ರ ಕಲಂ ೧೦ ಪ್ರಕರಣಗಳ ಮೇರೆಗೆ ತಿದ್ದುಪಡಿ ಮಾಡಲು ದಿನಾಂಕ : 31/12/2021 M/S BIDADI INDUSTRIES ASSOCIATION PLOT NO 1, BIDADI INDUSTRIAL A R E A BIDADI INDUSTRIAL AREA BIDADI, RAMANAGARA TALUK AND DISTRICT RAMANAGARA KARNATAKA (ಸಂಘದ ಹೆಸರು ಮತ್ತು ವಿಳಾಸ) ಅಧ್ಯಕ್ಷರು /ಕಾರ್ಯದರ್ಶಿ ಪ್ರಸ್ತಾವನೆ ಸಲ್ಲಿಸಿರುತ್ತಾರೆ / ಸದರಿ ದಸ್ತಾವೇಜುಗಳನ್ನು ಅಂದರೆ, ನಿಯಮ ನಿಬಂಧನೆಗಳು (Rules and Regulation). ತಿದ್ದುಪಡಿ ಶುಲ್ಕ ರೂ 250 (ಅಂಕಿ) ಪಾವತಿಸಲಾಗಿದೆ. 31/12/2021 ದಿನಾಂಕದಂದು ನನ್ನ ಸ್ವಸಹಿ ಮತ್ತು ಕಛೇರಿ ಮುದ್ರೆಯೊಂದಿಗೆ ನೀಡಲ್ಪಟ್ಟಿದೆ.

DRCS - Ramnagar
District Registrar of Societies/ಸಂಘದ ಜಿಲ್ಲಾ ನೋಂದಾಣಾಧಿಕಾರಿಗಳು
District/ಜಿಲ್ಲೆ RAMANAGARA

Bidadi Industries Association

Plot No. CA-2, Bidadi Industrial Area, Phase -1,
Ramanagara District, Karnataka State, India, PIN -562109

MEMORANDUM OF ASSOCIATION

1. Background:

(a) The "BIDADI INDUSTRIES ASSOCIATION" [hereinafter referred to as the "Association"] has been registered under the Karnataka Societies Registration Act,1960, at the office of the Registrar of Societies, Ramanagara District, on 21st October 2011 and having registration No. DRS/RNR/RGN/VOL15/435/2011-12.

(b) Based on the recommendation of Executive Council and as approved in 8th and 9th General Meetings and as approved by Registrar of Societies vide their letter No. DR/R/Bye law/V-15/109-10/01/2021-22 dated 31.12.2021, following amendments to "BYELAWS OF ASSOCIATION," have been made.

2. Address:

The office of the Association shall be situated at Plot No. CA-2,Bidadi Industrial Area, Phase-1, Ramanagara District, PIN: 562 109, Karnataka State, India. It may be shifted to such other place within Ramanagar District as may be decided by the Executive Council.

3. Area of Operation:

The area of operation of the Association shall be confined to the Bidadi Industrial Area in the Ramanagar District of State of Karnataka and other adjoining industrial areas, including any expansions and inclusions in future as may be decided by the Association [hereinafter referred to as 'Area of Operation'].

4. Objectives & Purpose:

The objectives and purpose for which the Association is established are:

a) To serve as a common forum to provide needed services, with non-profit intent, to the members.

b) To consider the problems and difficulties confronting industries with a view to finding solutions and take representation to the public bodies & authorities concerned to seek necessary relief.

c) To urge or oppose by lawful means legislation and other measures and to secure changes in law and practice affecting the Area of Operation, wherever deemed necessary.

d) To undertake maintenance, upkeep, development, beautification, improvement, addition of amenities and infrastructure facilities to the Area of Operation including its adjoining areas and approach roads.

e) To consider general administration of the Area of Operation so specified under any such Acts which maybe proclaimed by the Government/Other Bodies or through any Resolution / Authorization.

f) To work with the Local Bodies, State and Central Governments to facilitate policies conducive for the growth of member industries of the Association.

g) To enhance infrastructure facilities, for usage of the members of the Association in the Area of Operation.

h) To promote education, science, literature, fine arts and sports.

i) To instruct and diffuse knowledge relating to commerce, industry, science & technology and any other useful topics.

j) To enhance and improve the technical knowledge of persons engaged in industry by adopting suitable measures and to institute and establish suitable scholarships, grants and awards to aid such measures.

k) To arrange/hold conferences, seminars, exhibitions or any other suitable activity from time to time to create awakening and to focus popular attention to promote matters affecting trade, commerce and industry.

l) To undertake Social, Welfare, Road Safety and Environmental oriented activities with a view to involve in the social upliftment of villages and schools or spread the awareness amongst the public.

m) To utilize the income, derived from the subscriptions from the members of the Association or monies received as Grants from the Government, Statutory Bodies, recognized agencies or donations received from its members or well-wishers or by any other legal means, for purchase of any property or properties in the name of the Association, to put up construction of office and commercial buildings thereon. To rent, lease, sell or transfer such property and apply the income derived from such transaction solely for the purpose and objectives of the Association set forth herein.

n) To undertake studies, surveys, research projects and to bring out and publish for sale, private circulation or free distribution, books, newspapers, periodicals, pamphlets, technical directories or any publications and in this regard engage the services of experts or technicians, subscribe magazines on technical, economic, business subjects etc.

o) To sponsor or to send study, trade and survey teams within the country or abroad.

p) To promote charitable and social causes.

q) To do generally all such lawful acts and deeds incidental and conducive to or connected with or necessary in the interests of the Association or for attainment of the aforesaid objectives of the Association directly or indirectly.

5. Income and Property:

a) The income and property of the Association shall be applied solely towards the promotion and objects of the Association as set forth in the Memorandum and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise to the members of the Association.

b) No remuneration or benefit in money or money's worth, shall be given by the Association to any of its members, who would render services on honorarium except payment of out of pocket expenses, reasonable and proper interest on money lent or reasonable and proper rent on premises lent to the Association. However, the Association can employ executives and support members on payment of regular remuneration for handling its administrative and other assigned activities.

6. Authorization:

The Secretary is hereby authorized to correspond with the Registrar of Societies in Karnataka and in the absence of the Secretary, any other person authorized by the Executive Council.

7. Subscribers:

The following persons, desirous of forming this Association, are subscribing to this Memorandum of the Association:

S.N	Name	Age	Address	Signature
1	**K Srikanth**	53	133,3rd Main, 5th Cross, 3rd Phase, 6th Block, Banashankari 3rd Stage, Bangalore -560085	
2	**V Narasimhan**	48	31/C4, 1st Stage, 2nd Phase, Manjunatha Nagar, Bangalore - 560 010	
3	**Narasimha Bhat D K**	53	No 113, 5th Cross, Teachers Colony, 2nd Phase, Kadrenahalli Cross, BSK II Stage, Bangalore -560070	
4	**P R Shubhakar**	46	Flat # 3, Paresh Apartments, 4th Main, Malleshwaram, Bangalore- 560 003	
5	**Shashikant Kurtakoti**	50	404, 4th A Main Road, Kalyan Nagar, Nagarbhavi, Bangalore -560 072	
6	**Sagar Agarwal**	50	A-405, Wilson Manor Apartment, Wilson Garden, 13th Cross, Bangalore - 560 027.	
7	**Vinod R Jakati**	45	301, F Block, 20th Main, 10th Cross, Sahakar Nagar, Bangalore - 560 097	
8	**Roopak Sharma**	39	828, 2-C, Golden Terrace Apartments, Ideal Home Layout, R R Nagar, 21st Cross, 1st Phase, Bangalore -560098	
9	**Rakesh Kumar Agarwal**	40	55-E, 15th Main Road, Industrial & Commerce Layout, Vijaya Nagar, Bangalore - 560040	
Witness to the above signatures :				
1	**Shreenivasa P Gotur**	39	No-58, Gruhalakshmi Colony, First Stage, Basaveshwar Nagar, Bangalore - 560 079	
2	**N Ramesh**	56	60/6, First Floor, Deepak Mansion, 2nd Main, Shrinivas Nagar, Bangalore- 85	

Bidadi Industries Association

Plot No. CA-2, Bidadi Industrial Area, Phase -1,
Ramanagara District, Karnataka State, India, PIN -562109

BYE LAWS OF ASSOCIATION

1. Name of the Association:

Name of the Association is 'BIDADI INDUSTRIES ASSOCIATION'.

2. Definitions:

In these bye laws, unless there is anything in the subject or context in consistent there with:

a) "Area of Operation" means the Bidadi Industrial Area in the Ramanagar District and other adjoining industrial areas, including any expansions and inclusions in future as may be decided by the Association.

b) Association means the 'BIDADI INDUSTRIES ASSOCIATION'.

c) 'Bye Laws' means these rules and any amendments thereto, for regulation of the subjects contained here under and for governance of the Association generally.

d) "Executive Council' means the Executive Council of the Association whose members are duly elected by the General Body of the Association for the purpose of managing the affairs of the Association, who shall hold office for two (2) years. However the subscribers to the Memorandum of the Association shall automatically constitute the first Executive Council and shall hold office for the initial period of three (3) years commencing from the date of registration of the Association.

e) 'Financial year' means the period of 12 months commencing from 1st day April of a year and ending on 31st day of March of the following year. However, the first financial year of the Association shall be for the period commencing from the date of registration of the Association and ending on the ensuing 31st day of March.

f) "General Body" means body of all the members of the Association.

g) 'Member' means a Company or Association or Firm which has been accepted as a member of the Association and whose membership fees are not in arrears and includes a person who is the authorized representative of such a Company or Association or Firm if the situation so warrants and wherever necessary for interpretation of these bye laws.

h) Office means the registered office of the Association and shall include any other branch/branches of the Association.

i) 'Rules' mean the clauses under the Rules and Regulations of the Association and amendments thereto, which the Association adopts from time to time for its administration, fund management, audit and all other required processes.

j) 'Register' means the register of members of the Association.

3. Address:

The address of the Association shall be Plot No. CA-2, Bidadi Industrial Area, Phase-1, Ramanagara District, Karnataka, India, PIN: 562 109. The address may be changed to such other place as may be decided by the Association from time to time.

4. Working hours:

The working hours of the Association, including working days and holidays in a financial year, shall be as decided and fixed by the Executive Council from time to time.

5. Application for Membership;

a) Every application for membership shall be made in writing to the Secretary in the prescribed form, along with the subscription and Admission fee.

b) Upon the receipt of the application for membership, the Secretary shall place such application for membership before the Executive Council and a decision to accept or reject such application shall be taken by the Executive Council at its next meeting. Executive Council may record reasons in writing for rejection of any application for membership.

c) The Executive Council may, at its sole discretion, and without otherwise being obliged to state reasons, by not less than three fourths majority of its members present and voting at a meeting, reject an application and such rejection shall be final and in no circumstance be called in question.

d) If the application is accepted by the Executive Council, the Secretary shall notify the applicant accordingly.

e) If the application is rejected, the subscription paid if any, shall be refunded forthwith to the applicant without any interest.

f) In the event of sale, merger or takeover of a Member by a new business entity, the membership would continue under the existing conditions if there is no change in the constitution and legal character of the Member. Otherwise, such business entity will be considered as anew eligible candidate for admission to the Association and the admission process shall take place accordingly. The decision of the Executive Council in this matter is final.

6. Membership :

a) The membership of the Association shall be open to all the industrial and business units located in the Area of Operation of the Association, including any expansion and inclusion of adjoining areas to it as may further be determined by Association.

b) The Admission Fee for the membership of the Association shall be initially onetime payment of Rs. 10,000/- [Rupees Ten thousand only], which shall be non refundable. Admission fee can be revised by the Executive Council from time to time.

c) "The Annual Subscription Fee shall be calculated based on extent of built up area and vacant land held by the Member company in the Area of Operation of the Association, for members of the Association as follows"

   i. **Category 1:** Members whose factory/industrial units/offices fall within the KIADB Bidadi Industrial Area in Ramanagara District, located in all its phases and sectors; and including other adjoining industrial areas and expansions /additions in future, to the Area of Operations as may be decided by the Executive Council.

Extent of Property Holding	Annual Subscription Fees
Built up area	Rs. 0.50 per Square Feet
Vacant land	Rs. 0.30 per Square Feet

In addition, Members are required to pay Security Cess or any other Cess as determined by Executive Council from time to time.

   ii. **Category 2 :** Members whose business and commercial establishments, units, shops and such like (other than factory /industrial units/offices) falling within the Area of Operations, other than those covered under Category 1 above.

Extent of Property Holding	Annual Subscription Fees
Upto 2,000 Square feet	Rs. 2,500
5,000 Square feet	Rs. 5,000
10,000 Square feet	Rs. 7,500
Above.10,000 Square feet	Rs.10,000

rounding off the land area has to be done as per conventional practice.

However, the Executive Council reserves the right to revise the Annual Subscription Fee and due date from time to time. If Executive Council does not revise the amount & due date with in March 31st of respective financial year, then March 31st of that financial year would be the due date for payment of fees as mentioned in above table. Membership fees in full are payable for the financial year irrespective of the date of admission of Member to the Association.

iii. **Category 3: 'Associate Member':**

Individuals, Companies, firms, proprietorship, societies, trusts or any other forms of organizations who in the discretion of the Executive Council can be admitted as Members but could not be brought under Category 1 or Category 2 of Membership, on payment of one time non-refundable Admission Fee of Rs. 10,000/-, which is valid for a period of up to 5 years from the date of member's admission. The member's admission will be determined by the Executive Council, from time to time. Associate Members are not entitled to vote at General Body Meetings or stand for election to the Executive Council / office Bearers of the Association. They however, can be inducted as members of various Sub-Committees that may be formed for the efficient functioning of the Association

d) Any member who delays payment of the Annual Subscription Fee shall be liable to pay interest at the prevailing prime lending rate of State Bank of India. If any member fails to make payment of the Annual Subscription Fee beyond a period of twelve months from due date, the Executive Council can remove such member from membership of the Association, apart from taking such other steps as may be decided by the Association, including recovering such dues from defaulting members. However, the candidate may be considered as a fresh member upon his/her/it giving fresh application for membership, along with the prescribed fee as applicable to a fresh candidate".

e) Any member may resign from the Association by giving not less than one calendar months' notice in writing to the Secretary of the intention of such member to resign, subject to acceptance of the same by the Executive Council.

f) Admission Fee and Subscription Fee, once paid, shall not be transferable or refundable on resignation, cessation or suspension of membership.

7. List of Members:

A list of all the Members of the Association shall be maintained in a register and made available at the Office of the Association for inspection by any Member of the Association.

8. General Meetings:

a) There shall be held an Annual General Meeting of the members of the Association within six months of the close of every Financial Year of the Association to transact the following business:

   i. To receive and approve the minutes of the previous Annual General Meeting.

ii. To receive and adopt the Annual Report of the Association for the previous year and audited statement of accounts and balance sheet of the Association.

iii. To elect 9 [Nine] members of the Executive Council with a term until the next election of the Executive Council, once in 2 [Two] years.

iv. To appoint the Auditors for the next year and to authorize the Executive Council to fix their remuneration.

v. To consider any other business or subject which may be approved and placed by the Executive Council.

b) Special General Body Meetings: The President may, whenever he deems fit, or shall, on the decision of the Executive Council, or, upon the requisition in writing, made by not less than one-third (l/3rd) of the members, arrange to convene a Special General Body Meeting of the Association to consider such subjects that need consideration and decision by the General Body and are so notified. Any special matter of urgency which could not be discussed at the General Body Meetings can be brought before Special General Body Meeting. Any such requisition by the members to convene a Special General Body Meeting shall be addressed to the President and shall state the objects of the meeting proposed to be called, supported by a motion duly signed by the required number of member, along with all necessary documents, shall be submitted to the President or left at the Office of the Association and acknowledged.

c) Chairman for General Body Meetings: The President, or in his absence, the Vice-President shall preside at all Meetings. If the President and the Vice-President are absent, the Members present shall elect one amongst themselves to be the Chairman for that Meeting. The Chairman of the Meeting shall have a casting vote right.

d) **Quorum:** The quorum for a Meeting of the General Body shall be Twenty Five percent or one-fourth [25% or l/4th] of the registered Members on the record date. If within 30 minutes of the time specified for the General Body Meeting, the quorum is not present, the meeting shall, (i) in case the meeting so convened is at the requisition of Members, the Meeting shall stand dissolved, and (ii) in any other case, stand adjourned to the next week at the same day, time and venue as specified in the notice convening the Meeting and the Member/s present at the adjourned shall constitute the valid quorum.

Every member of the association who has been allotted and by KIADB (including members holding lease rights as Sub-lessee form the Original allotted of KIADB Land) shall have one (1) Vote in all General Body Meetings. The voting shall take place by Show of Hands or by Ballots or by Postal Ballots. Other Members who are eligible to attend the General Body Meeting shall not have any right to vote or to participate in the discussion of Resolution proposed in the General Body Meeting.

Voting : All decisions shall be taken by show of hands or by ballot as may be determined by the Chairman of the Meeting. In case of emergencies and where it is not expedient to hold a general meeting with physical presence of the members, any agenda which can be decided by members in a regular meeting with their physical presence can be put to vote by postal ballot. In both types of decision making process, in case of a tie, the Chairman of the Meeting shall have a casting Vote.

Notice : Twenty one [21] days clear notice in writing, shall be given of any General Body Meeting specifying the place, date and time of the meeting and the business to be transacted.

Authorized Representative: Every member entitled to attend the Annual / Special General Body Meetings of the Association and vote shall be entitled to send a representative who shall be the Authorized Representative on behalf of the Member Industry. Such an Authorized Representative shall be identified and evidenced by a letter in writing signed by the CEO/ Authorized

Signatory of the Company nominating the person wherein the name and designation of the Authorized Representative shall be clearly mentioned and the signature of the Authorized Representative shall be duly attested in the letter of authorization. Only such an Authorized Representative shall be empowered to participate in the General Body Meetings and Vote as a Member.

9. Management of the affairs of the Association:

The general management and control of the affairs of the Association shall vest in Executive Council. The affairs of the Association shall be managed by the Executive Council which may exercise all such powers of the Association as are not expressly restricted and are not required by the rules to be exercised by the Association in General Meetings. The Executive Council may delegate any of their powers to Sub-Committee consisting of such members of the Association as they may deem fit. The Executive Council may frame Rules for the purpose of conducting or regulating their proceedings, processes, activities, etc and may amend or revise the same as and when deemed fit.

10. Executive Council :

a) The Executive Council shall consist of the following office bearers, who represent their respective employers who are the members of the Association, termed as First Executive Council, who are subscribers to the Memorandum of the Association, who will serve the office for the first three (3)years commencing from the date of registration of the Association.

   a. President
   b. Vice-President
   c. Secretary
   d. Treasurer
   e. Nine other Executive Council
   f. Immediate past President of the Association
   g. Immediate past Secretary of the Association
   h. President shall have a right to co-opt five (5) persons depending on circumstances for such need. (Such five persons can be representatives of members of the Association or non-members).

b) **Executive Council :** The first Executive Council, including the co-opted Members shall have a term of three (3) years from the date of registration. Thereafter, the Executive Council shall be elected by the Members of the Association at the Annual General Body Meetings and each of them shall have a term of two (2) years. The retiring Executive Council members shall be eligible for re-election. Only representative of the Members, who have been allotted land by KIADB are eligible to contest election for Office Bearers and Executive Council. The Member's representative who intends to contest elections should ensure that his organisation must have been a Member of the Association uninterruptedly for a minimum period of 4 years as on the date of filing the nomination.

Further, for a candidate to contest for the post of “President” she/he should be a representative of a Member i) who has held the membership of the Association for a minimum period of 6 years in the immediate past and ii) Representative of the member, in his individual capacity, should have been part of the Executive Council for a minimum of 2 years and should not have held the position of President continuously for more than 10 years. After a gap of 2 years, a candidate who had been President continuously for 10 years in the past is eligible to contest again for the position of the President.

For a candidate to contest for the post of Vice President/Secretary/Treasurer she/he should be a representative of a Member i) who has held the membership of the Association for a minimum period of 4 years in the immediate past and ii) Representative of the member, in his individual capacity, should have been part of the Executive Council for a minimum of 2 years and should not have held the position of Vice President/Secretary/Treasurer continuously for more than 10 years. After a gap of 2 years, a candidate who had been a Vice President/Secretary/Treasurer continuously for 10 years in the past is eligible to contest again for the position of the Vice President/Secretary/Treasurer.

No member of the Association shall be entitled to nominate for election to the Executive Council more than one representative.

The positions of President, Vice President, Secretary and Treasurer shall be filled by the Executive Council through an election process in the event of more than one candidate contesting for such positions. The desirable qualities of such contesting candidates shall be made known to the candidates well in advance through a well laid documented process.

<u>Note:</u> The above amendments will take effect from 01st April, 2021 for elections to be held thereafter.

c) The election to the Executive Council shall be held every two years at the Annual General Body Meetings of the Association.

d) In case of contest to the elective posts, the voting shall be by ecret ballot.

e) In the event of a tie in respect of contestants to the members of the Executive Council, the Returning Officer shall be entrusted with powers to carry out a second preferential election for such members only.

f) The existing / incumbent team of Executive Council shall continue to be in office till the next team of Executive Councils constituted by the Association.

g) **Sub-Committees:** The Executive Council of the Association is empowered to constitute Sub-Committees based on the requirement and representatives of such sub-committee can be representative of a Member or otherwise, as it may deem expedient for any general or special purpose connected with the Objectives of the Association.

The Executive Council shall have power to nominate a new member from the existing Members of the Association to fill casual vacancy of any Sub-Committee.

Such Sub-Committee will not have voting rights and recommendations of sub-committees should be submitted to Executive Council for final decision.

h) **Advisory Committee:**

The Executive Council of the Association is authorized and empowered to appoint Advisory Committee and issue necessary guidelines to the Advisory Committee so constituted, to assist and advice the Executive Council and Office Bearers of the Association in all important matters related to the Association.

The Advisory Committee shall consist of current Office Bearers and immediate past President, Vice-President, Secretary and Treasurer and any other such past EC Member to be nominated with the consent of the President of the Association.

The term of such Advisory Committee shall be decided by President in consultation with Executive Council and the same shall be binding on the Advisory Committee.

11. Procedure for Election :

a) The election for each of the position of office bearers and other nine (9) members of Executive Council shall be held every two years, through a system of Ballot Paper and Secret Voting, during the General Body Meeting of the Association.

b) The Notice for election will be sent to all the members Twenty-one (21) days prior to the Annual/Extraordinary General Body Meeting.

c) The Executive Council shall make arrangement for conducting elections of the Association, including nominating an appropriate person or authority for acting as the Returning Officer.

d) The Returning Officer, along with any Three Office Bearers, will finalize the Ballot Paper in accordance with the guidelines given. If any discrepancies prevail, the same will be resolved through voting by the Executive Council.

e) Natural persons shall contest the elections as a nominee of Members of the Association, for the posts in Executive Council and other office bearers, if any. The nominee person shall be competent to contract as per Indian Contract Act, 1872 and shall not suffer from any disqualifications specified under these bye laws or under any applicable laws and regulations.

f) Nomination of any office bearers shall be in writing duly proposed by any one (1) Member of the Association and seconded by any one (1) other Member of the Association, with the nominee confirming also in writing his/her willingness to act as an office bearer if elected. Nominations, to be valid, must be delivered to the office of the Association on or before the time notified by the Executive Council.

g) **Election :**

The Executive Council members shall elect in its meeting to be convened as soon as possible but not later than thirty days after the Executive Council Members' elections at the Annual General Body Meeting, the President, the Vice President, the Secretary and the Treasurer to hold office for the new term till the next elections of the Executive Council.

The immediate past President, Vice President, Secretary and Treasurer shall act as caretaker President, Vice President, Secretary and Treasurer till the new incumbents for the respective positions are elected by the newly elected Executive Council.

12. Casual Vacancy:

a) The Members of the Association can replace their representatives in the Executive Council or any other committee or office of the Association, by other persons who are eligible and are not suffering from any disqualifications to hold such positions as per the byelaws. Such replacements may arise due to resignation, transfer, change in job profile of the replaced person under the employment of the Member organization, death, or in response to the request / demand by the Association or Executive Council. If the concerned Member fails or refuses to make such replacements of its representatives, and if such person is disqualified to hold any particular posts as per these bye laws, his/her vacated position will be treated as casual vacancy and dealt with appropriately as per these bye laws.

b) An office bearer of the Executive Council can resign from his post by sending a formal resignation letter to the Executive Council and it shall be effective from the date of approval indicated by the Executive Council and shall be subject to any conditions imposed hereon.

c) The President may, in consultation with other members of the Executive Council, fill any casual vacancy arising as a result of the resignation, vacation or termination of office for any reason of any elected Office Bearers, with representatives of a suitable member of the Association, from or after the date of such resignation, vacation or termination, for the remaining term of the office be are against whose casual vacancy such appointments have been made. In the event of vacation of office of the President, the Vice-President shall fill such post with the approval of the Executive Council.

13. Co-option & Invitation:

a) Executive Council shall invite immediate past President and the Secretary of the Association as members of Executive Council and both the members shall be in office without any voting powers, for a term of Two years coinciding with the incumbent Executive Council.

b) President will have the right to co-opt five (5) persons from time to time, in consultation with Executive Council, who can be Members or nonmembers of the Association, to serve on the Executive Council as Coopted Office Bearers for a term coinciding with the incumbent Executive Council, provided that the maximum number referred to in Article 10 hereof be not exceeding thereby. A co-opted Office Bearer can be removed from office any time by a simple majority of the Executive Council. A co-opted Office Bearer may participate in the Committee Meetings which he / she attends but shall have no voting rights.

14. Vacation/Termination of office of Executive Council Members & termination of Membership of Members of the Association:

[A] The office of Executive Council members shall ipso facto be vacated / terminated:

a) If he or she is employed by or holds any office of profit under the Association.

b) If he or she becomes a bankrupt person, or insolvent or apparently insolvent or makes any arrangement or compromise with his or her creditors generally; or

c) If he or she becomes prohibited from being an office bearer / Executive Council member by reason of any order made under the Karnataka Societies Registration Act 1960 and every statutory modification and re enactment thereof for the time being in force.

d) If he or she becomes of unsound mind as certified by two medical practitioners; or

e) If he or she becomes incapable, for medical reasons, off unfiling the duties of his or her office and such incapacity as certified by two medical practitioners; or

f) If he or she absents himself/herself for three (3)consecutive meetings without leave of absence; or

g) If he or she conducts himself/herself in such a manner that is considered unbecoming and detrimental to the standing and functioning of the Association in the majority opinion of the Executive Council; or

h) If by notice in writing to the Executive Council he or she resigns his or her office;

i) If the representing company replaces him/her for any reasons including any change in his/her roles & responsibility or due to his/her resignation from the company; or

j) If he or she demises; or

h) If he/she is convicted for any criminal offense involving moral turpitude or heinous nature; or

i) If he/she is charged under economic offences by the representing company or any authority; or

[B] TERMINATION OF MEMBERSHIP:

A Member of the Association shall cease to be a Member onthe happening of any of the following events.

a) On its voluntary resignation.

b) On its failure to pay the dues of the Association, including subscription fees, in spite of final notice being given under orders of Executive Council.

c) On the Executive Council finding by three fourths majority that the Member has ceased the business or has ceased to represent the factory, or, the member is working to the detriment of interest of the Association by avoiding will fully to give such information as the committee demands from member from time to time for the furtherance of the Association's objectives.

d) If on the recommendation of the Executive Council, after giving the member and opportunity to explain at a general meeting of the Association a majority of three fourths of the members present there at, decide that a member has been acting in derogation of the Association.

e) On vacation of the unit occupied in the Bidadi Industrial Area or other Areas of Operation.

f) If the Member becomes defunct and if land is taken back by KIADB or ceases to operate in the Area of Operation for whatsoever reason,

15. Powers and Duties of the Executive Council:

The powers and duties of the Executive Council are:

a) To ensure and promote the primary aim and objectives of the Association.

b) To fix up duties of the Office Bearers,

c) To appoint sub-committee/s.

d) To implement the resolutions and consensus of the General Body.

e) To arrange for audit of accounts of the Association by the Auditor/s appointed by the General Body.

f) To consider the draft of the Annual Report and Statement of Accounts of the Association for submission to the Annual General Meeting.

g) To place proposals before the General Body for approval.

h) To approve the applications for membership.

i) To formulate Budget for each financial year.

j) To raise funds, and appoint salaried and non-salariedofficers and other employees in the interest of the Association.

k) To frame service rules governing pay, grades, leave, advances, PF, Gratuity and other facilities for the benefit of the staff of the Association.

l) To appoint sub-committees for the purpose of enquiry or consultation with the power to co-opt.

m) To raise funds for furtherance of the objectives set forth in the Memorandum of Association by way of Grants, loans, debentures, bills of exchange, promissory notes and other obligations of security or by mortgage or charge of Association's property.

n) To perform all executive duties and carry on the work of the Association.

o) To receive, in addition to the fee and subscriptions, gifts or donations made to the Association either for promotion of the objectives in general or for any particular purpose concerned with the objects.

p) To determine the payment to be made by a member for any special work or service undertaken by the Association and to receive such payments.

q) To frame or amend rules for conducting the affairs of the Associations and administration of its functions.

r) To fill up the casual vacancies occurring in Executive Council between Annual General Body Meetings.

s) To arrange for the publication of journals, documents, pamphlets etc., as may be considered fit for the furtherance of its objectives. The Executive Council shall have powers to fix the price as also the rates of advertisement from time to time.

t) And generally to exercise all such powers not specifically provided, not inconsistent with these rules as may be necessary in emergent cases in the name of the Association subject to approval of the General Body.

16. Functions of Office Bearers:

A. President:

The President shall be in overall charge of the Association and preside over the General Body and Executive Council meetings. All the policies and programs shall be formulated and implemented through him/her.

B. Vice President:

The Vice President shall act for the President in his / her absence and perform the routine functions, besides presiding over the meeting. He/She will generally assist the President.

C. Secretary :

The Secretary shall be the Chief Executive of the Association and shall discharge the duties as shown below:

i) Shall call for all the meetings of the Executive Council as and when deemed necessary and the General and Special Body asper the rules with the previous approval of the President and maintain a minute's book and record all the proceedings of the meetings in English.

ii) Shall be the correspondent of the Association and shall be incharge of the office with all the records of the Association.

iii) Shall be the custodian of all the Articles and belongings, both moveable and immoveable of the Association.

iv) Shall keep or cause to be kept minutes of the proceedings of the Executive Council meetings as also the meetings of the General Body. Such minutes shall be open for inspection during office hours by any member of the Association who shall give at least twenty four hours notice to the Secretary and such member shall be entitled to take such extracts therefrom as he may require.

D. Treasurer:

The Treasurer shall be in charge of all funds of the Association, disbursement and maintenance of funds, preparation of Income and Expenditure Account and Balance Sheet, to get the Books of Accounts audited and certified by the Association's appointed Auditors. The Treasurer shall operate the Association's bank accounts jointly with the President or Vice President or the Secretary. The Executive Council may frame Rules for management of funds of the Association and operation of bank accounts.

17. Other Functions, duties and responsibilities of the Executive Council:

a) To bring within its fold industries, companies and persons and acknowledge any industrial activity within the Area of Operation with a view to coordinate their efforts to improve business interests, to foster mutual co-operation amongst themselves, acknowledge any industry, trade and commerce and to establish close contact amongst themselves for the common public good within the frame work of the bye laws.

b) To watch over and safeguard and protect the interests of industry in general. To take, necessary measures to promote the well being of the industrial community of Bangalore and to devise ways and means of promoting their interests.

c) To study the legislative, executive and other actions of the Union and State Government as well as the Municipalities and other Local Authorities affecting industries in general. To study their effects on industrial development of the members in its jurisdiction and to take such action as may be deemed necessary and advisable.

d) To communicate with other associations / authorities, organizations and individual parties within and outside Bangalore to concert and promote measures for the furthering of industry and general interest of the members.

e) To purchase, take on lease, hire or otherwise acquire any moveable or immoveable property or any rights or privilege necessary or convenient for the purpose of fulfilling the objects of the Association.

f) From time to time borrow or raise monies which may be required for the purpose of the Association or receive money on deposit with or without interest and at such time or times in such amounts as may be thought fit.

g) To improve, manage, develop, lease or let under lease or sublet the moveable/immoveable property and assets of the Association; to sell or otherwise dispose off movable and immovable properly duly approved by the General Body.

h) To facilitate development of new industries and the extension and expansion of the existing ones as well as to promote and sponsor industrial estates and to take up other and all such action as may be necessary or incidental to the attainment of the above objects.

i) To help, the settlement of controversies or disputes arising among or between members and or non-members wherever the parties are willing to or agree to abide by the decision of the Association by referring such matters to conciliation or arbitration and for that purpose to assist in the formulation, development and maintenance of appropriate machinery for conciliation and arbitration.

j) To marshal public opinion, originate and urge improvements in the law of the land pertaining to the business interests of the members and support alterations therein and to work in improving administration as might beneficially affect the interests of the members and to initiate/participate in public interest litigations wherever necessary.

k) To elevate and improve the technical knowledge of persons engaged in industries by adopting suitable measures and to institute and establish suitable scholarships, grants and awards to aid such measures.

l) To charge fee for subscriptions or such other fees as lawfully allowed by law and statutory / administrative authorities and to collect or raise funds as they may be required for the purpose of the Association.

m) To invest the monies of the Association not immediately required upon in such Government / Scheduled Bank in such a manner as may from time to time be determined.

18. Meetings of Executive Council :

a) The Executive Council shall meet at least once in every three calendar months, any more frequently if there is any business to consider and the Secretary shall convene such meetings in consultation with the President of the Association.

b) The Executive Council in its meeting shall consider all questions affecting business that may be of interest and circulate any information which may be of use and beneficial to the meeting.

c) "The quorum for a meeting of the Executive Council shall be one third (1/3rd) of the office bearers who are in office and eligible to vote in its meetings. Any fraction arrived at by such calculation shall be rounded off to the next higher number. If the quorum is not present, the meeting shall be reconvened by the Secretary on any other appropriate day and time within the same quarter of the calendar suitable to all office bearers of the Executive Council".

19. Funds of the Association:

a) The corpus and funds of the Association can consist of following:

(i) Admission fees &subscription fees

(ii) Contributions from Members

(iii) Donations from other body corporates and individuals

(iv) Grants from government and statutory authorities

(v) Incomes received from leasing, selling, mortgaging properties of the Association or by rendering service to any person

(vi) Loans from banks and other financial institutions

(vii) Any other source as may be approved by Executive Council

b) All monies and funds of the Association shall be received by the Secretary or Treasurer, who shall deposit the same into the account in the name of the Association with a scheduled bank to be approved by the Executive Council. All the cheques shall be signed by the Treasurer jointly with the President or the Vice President or Secretary.

20. Investment:

The funds of the Association, surplus or otherwise, which are not required immediately for achieving the objects of the Association, shall be invested.

a) In any nationalized/scheduled banks, financial institutions or co-operative societies.

b) In postal savings accounts.

c) In any securities specified in Section 20 of the Indian Trusts Act,1882

d) In any other manner as may be determined by Executive Council.

21. Accounts & Audit:

a) The Treasurer shall keep proper books of account with respect to all sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure takes place, and of all the Assets and Liabilities of the Association.

b) The books of the accounts of the Association, along with other registers and documents shall be kept in the head office of the Association.

c) The Association shall comply with the provisions of Section12 & 13 of the Karnataka Societies Registration Act, 1960 and the rules framed there under, apart from applicable financial statutes, in respect of preparation of receipts & payments account, income & expenditure account, Balance Sheet, etc., and filing of Annual List of governing body/Executive Council with the Registrar and the procedure for amalgamation of the Association with any other Association.

d) The accounts of the Association shall be audited at least once in a year by a qualified independent Auditor, who shall be a Chartered. Accountant, qualified to act as auditors of Companies under the Companies Act, 1956 and duly appointed by the General Body. They shall have access to all documents, books and accounts of the Association and all vouchers related thereto and shall upon verification sign the same as found to be correct, duly vouched and in accordance with the law or shall specifically report to the Association in what respects they find them incorrect, un-vouched and not in accordance with law.

e) The statement of receipts & payments account, income & expenditure account, Assets and Liabilities and the Balance Sheet of the Association drawn up by the Treasurer and approved by Executive Council shall be duly audited and placed before Annual General Body meetings for confirmation. The Balance Sheet of the Association shall be signed by President, Vice President, Secretary and Treasurer.

22. Amendment of Memorandum of Association, Bye laws,Rules & Regulations:

a) The change of Name, objects or other clauses of the Memorandum of Association or bye laws of the Association, subject to bye law 8(E) appearing above, may be altered or amended at an Annual General Meeting or a Special General body Meeting, by a 2/3rd vote of the members attending. Such alteration or amendment shall be governed by the provisions of Karnataka Societies Registration Act, 1960.

b) The Executive Council is empowered to frame, amend or vary, from time to time, the rules and regulations to conduct, regulate and govern the affairs of the Association.

23. Amalgamation:

Regarding Amalgamation of the Association, Section 21 of the Karnataka Societies Registration Act, 1960 shall be followed.

24. Dissolution:

In case of dissolution of the Association, the provisions of Section 22 and 23 of the Karnataka Societies Registration Act, 1960 shall be followed. Upon the winding up or dissolution of the association and after the satisfaction of all its debts, if there is any property whatsoever remaining in balance, the same shall not be paid to or distributed amongst the members of the Association, but shall be given or transferred to some other Association, Institution or Institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and properties amongst its members.

25. Other matters:

a) The Association shall sue and be sued in the name of the Secretary or President of the Association. The documents required to be executed by the Association shall be signed by the Secretary or President of the Association.

b) All communications to the Association shall be addressed to the President or the Secretary at the Office / Address of the Association.

c) For the things and matters and which have not been specifically provided for herein above, the provisions of the Karnataka Societies Registration Act, 1960 and the rules made there under shall apply.

d) If there is any confusion or differences of opinion about interpretation of the Memorandum, Bye laws and Rules of the Association, the guiding principles of applicable laws shall be resorted for clarification. If there is any inconsistency between the provisions of Memorandum, Bye laws and Rules of the Association and the provisions of the Karnataka Societies Registration Act, 1960 and the rules made there under, the latter shall prevail.

Subscribers:

The following persons, desirous of forming this Association are subscribing to this by laws of the Associations:-

S.N	Name	Age	Address	Signature
1	K Srikanth	53	133,3rd Main, 5th Cross, 3rd Phase, 6th Block, Banashankari 3rd Stage, Bangalore -560085	
2	V Narasimhan	48	31/C4, 1st Stage, 2nd Phase, Manjunatha Nagar, Bangalore - 560 010	
3	Narasimha Bhat D K	53	No 113, 5th Cross, Teachers Colony, 2nd Phase, Kadrenahalli Cross, BSK II Stage, Bangalore -560070	
4	P R Shubhakar	46	Flat # 3, Paresh Apartments, 4th Main, Malleshwaram, Bangalore- 560 003	
5	Shashikant Kurtakoti	50	404, 4th A Main Road, Kalyan Nagar, Nagarbhavi, Bangalore -560 072	
6	Sagar Agarwal	50	A-405, Wilson Manor Apartment, Wilson Garden, 13th Cross, Bangalore - 560 027.	
7	Vinod R Jakati	45	301, F Block, 20th Main, 10th Cross, Sahakar Nagar, Bangalore - 560 097	
8	Roopak Sharma	39	828, 2-C, Golden Terrace Apartments, Ideal Home Layout, R R Nagar, 21st Cross, 1st Phase, Bangalore -560098	
9	Rakesh Kumar Agarwal	40	55-E, 15th Main Road, Industrial & Commerce Layout, Vijaya Nagar, Bangalore - 560040	
Witness to the above signatures :				
1	Shreenivasa P Gotur	39	No-58, Gruhalakshmi Colony, First Stage, Basaveshwar Nagar, Bangalore - 560 079	
2	N Ramesh	56	60/6, First Floor, Deepak Mansion, 2nd Main, Shrinivas Nagar, Bangalore- 85	

Bidadi Industries Association

Plot No:1, Bidadi Industrial Area -562109,
Ramanagara District, Karnataka State, India

LIST OF EXECUTIVE COMMITTEE MEMBERS FOR THE YEAR: 2011-12

S.N.	Name	Age (Yrs)	Occupation	Designation	Photo	Signature
1	**K Srikanth** 133,3rd Main,5th Cross, 3rd Phase, 6th Block, Banashankari 3rd Stage, Bangalore -560085	53	**Senior Vice President – External Affairs & Corporate Social Responsibility, Corporate Governance & Legal Divisions,** Toyota Kirloskar Motor Private Limited, Plot No .1, Bidadi Industrial Area, Ramanagara District, Karnataka State, PIN:562109	President		
2	**V Narasimhan** 31/C4, 1ST Stage, 2nd Phase, Manjunatha Nagar, Bangalore -560 010	58	**General Manager – Marketing** Innovative Film City Plot No . 24, 26, Bidadi Industrial Area, Ramanagara District, Karnataka State, PIN:562109	Vice President		
3	**Narasimha Bhat D K** No 113, 5th Cross, Teachers Colony, 2nd Phase, Kadrenahalli Cross, BSK 2nd Stage, Bangalore -560070	53	**Vice President** Toyota Techno Park Private Limited, Plot No .20, Bidadi Industrial Area, Ramanagara District, Karnataka State, PIN:562109	Secretary		
4	**P R Shubhakar** Flat # 3, Paresh Apartments, 4th Main, Malleshwaram, Bangalore – 560 003	46	**General Manager – Corp. Finance & Company Secretary.** Ingersoll Rand International (India) Ltd, Plot No .35, Bidadi Industrial Area, Ramanagara District, Karnataka State, PIN:562109	Treasurer		
5	**Shashikanth Kurthkoti** 404, 4th A Mainroad, Kalyan Nagar, Nagarbhavi, Bangalore -560 072	50	**Deputy General Manager – Finance** Toyota Kirloskar Auto Parts Pvt Ltd, Plot No .21, Bidadi Industrial Area, Ramanagara District, Karnataka State, PIN:562109	Executive Committee Member		
6	**Sagar Agarwal** A-405, Wilson Manor Apartment, Wilson Garden, 13th Cross, Bangalore-560 027	50	**Vice President- Finance & Company Secretary** Transystem Logistics India Private Limited, No .20, Bidadi Industrial Area, Ramanagara District, Karnataka State, PIN:562109	Executive Committee Member		
7	**Vinod R Jakati** 301, F Block, 20TH Main, 10th Cross, Sahakar Nagar, Bangalore – 560 097	45	**Factory – HR Manager** Hindustan Coca-cola Beverages Pvt Ltd, Plot No .18, Bidadi Industrial Area, Ramanagara District, Karnataka State, PIN:562109	Executive Committee Member		
8	**Roopak Sharma** 828, 2-C, Golden Terrace Apartments, Ideal Home Layout, R R Nagar, 21st Cross, 1st Phase, Bangalore -560098	39	**AVP– Operations** Motherson Automotive Technologies & Engineering ......, Plot No .11, 2nd phase, Sector 1, Bidadi Industrial Area, Ramanagara District, Karnataka State, PIN:562109	Executive Committee Member		
9	**Rakesh Kumar Agarwal** 55-E, 15th Main Road, Industrial & Commerce Layout, Vijaya Nagar, Bangalore - 560040	40	**Managing Director** Paramount Nutritions India Pvt Ltd, Plot No 22A, 22B, Bidadi Industrial Area, Ramanagara District, Karnataka State, PIN:562109	Executive Committee Member		

Summary of amendments carried out in this edition from 3rd edition:

Sl. No.	Article No.
01.	MoA : Clause No. 2
02.	Bye Laws of AssociationClauseNo.3
03.	6 (c) of Bye Laws of Association
04.	10 B of Bye Laws of Association
05.	10 G of Bye Laws of Association
06.	10 H of Bye Laws of Association
07.	11 g of Bye Laws of Association
08.	In Memorandum of Association : 1. Clause No. 1(b) In Bye laws of Association : 2. Clause No.9, line 2 3. Clause No.10 B, line 6 4. Clause No.11 e, line 2 & 3 5. Clause No.12 b, line 1, 3 & 4 6. Clause No.12 c, line 11 7. Clause No. 14 [B] b, 3 8. Clause No.14 [B] c), line 1 9. Clause No.14 [B] d), line 1 10. Clause No. 21 e, line 4
09.	In Byelaws of Association : 1. Clause No.6 c), line 1, Para 2, line 2 & 6 2. Clause No.6 d), line 1, 2, 4 & 5 3. Clause No.6 f), line 1 4. Clause No.14 [B] b) line 2 5. Clause No.17 l, line 1 6. Clause No.19 (i)