



MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**The Southern India Engineering
Manufacturers' Association**



THE INDIAN COMPANIES ACT, 1913

A Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION OF

The Southern India Engineering Manufacturer's Association

NAME

- I. The Name of the Company is "The Southern India Engineering Manufacturers' Association".

REGISTERED OFFICE

- II. The Registered Office of the Association shall be situated in the State of Tamil Nadu.

OBJECTS

- III. The Objects for which the Association is established are:
 1. To encourage and maintain an organization to create a spirit of co-operation amongst all members engaged in the manufacture of engineering products and in allied industry.
 2. To encourage friendly feeling and unanimity amongst the engineering manufacturers. On all subjects connected with their common good.
 3. To develop healthy co-operation among the members and to eliminate unhealthy competition and to safeguard and protect the interest of the indigenous engineering industry in all possible ways.
 4. To provide a medium through which the collective views of the engineering manufacturers may be brought to the notice of the Government.
 5. To watch, support, protect, extend and defend the rights of the members of the Association and to procure for their benefit such advantages and concession as may be necessary for their business.
 6. To further mutual assistance on technical and industrial problems and to make representations to government departments and officials on inspection, production, specification, material and such like matters pertaining to the industry.
 7. To protect the interest of the members against any monopolistic combine of suppliers of raw materials to the engineering industry.
 8. To take all necessary steps to enable these industries, to acquire raw materials required by them at the most favorable or at concessional rates

- and to negotiate with the local and foreign suppliers of such raw materials for their procurement.
9. To secure facilities for transport either by sea, rail, road or air for the movement of the raw materials and the finished products of these industries.
 10. To promote co-operation between engineering manufacturers to effect joint purchase of raw materials, machinery plant, buildings and to effect joint sale of the products of the members of the Association.
 11. To arrange for and assist members in the purchase and sale of machinery, equipment, stores, components and raw materials and in entering into technical collaboration and in acquiring technical know-how.
 12. To buy, sell import, export, distribute and deal in machinery, equipment, stores components and raw materials of all types required for the engineering and allied industries in the interest of the engineering industries and with a view to achieve the primary object.
 13. To increase the amount and improve the quality of engineering service to the public.
 14. To promote the standardization of engineering products.
 15. To conduct researches in pure and applied engineering Sciences and to lay down suitable specification for the manufacture and maintenance of finished engineering products as well as for the raw materials in their manufacture, where necessary, either directly or in consultation with other government or public bodies and to start laboratories and other technical research institutes for the said purpose.
 16. To develop the growth and maintain the efficiency of the engineering and allied industries.
 17. To collect and circulate statistics and other information relating to trade commerce and engineering industries.
 18. To encourage, assist and extend knowledge and information connected with, trade commerce and engineering industries whether by establishment and promotion of lectures, discussion or correspondence, by holding conferences, by forming libraries, by publication of newspapers, periodicals or journals, books and maps or any other publication as may seem conducive to any of the objects of the Association or by foundation and endowment of professorship of scholarship or any encouraging research work or howsoever otherwise.

19. To enlist the services of experts and to have at its disposal expert advice on matters relating to engineering industry.
20. To promote an advance commercial and technical education and such study of different branches of arts and sciences, as may tend to develop trade commerce and engineering industry and also to establish and maintain such Institutions for instructing and training persons connected with engineering trade and commerce of its members.
21. To urge or oppose legislation and other measures and to procure change of law and practice affecting trade, commerce and industries in general and engineering and allied industries in particular in India.
22. To communicate with industrial association, chamber of commerce and other commercial, industrial or public bodies within or without India and to concert and promote measures for protection of trade, commerce and Industries and firms engaged therein.
23. To establish just and equitable principles in trade and impose any restrictive conditions on the conduct of engineering trade and business which may be necessary to achieve any or all objects of the Association.
24. To consider and take any action which may be deemed appropriate on any matters of commercial and trade practice in the interest of members.
25. To form a code or codes of practice to simplify and facilitate transaction of business.
26. To regulate, if necessary the sale prices of various types of engineering products manufactured by the members and to take all necessary steps for enforcing these rights.
27. If necessary to pool and realize the products of engineering industries and to fix price and divide business between and for the benefit of its members.
28. To start organization for the purchase and sale of engineering products and accessories and other allied products, establish markets, syndicates and boards with such power as may be through fit in the interest of the engineering industry and with a view to achieve the primary object.
29. To adopt such means of making known the products of the Association as may seem expedient and in particular by advertising in the press by circular, by purchase and exhibition of work of interest, by publication of books and periodicals or any other kind of literature and by granting prizes, rewards and donation.

30. To do all or any of the above things in any part of the world as principals agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise or either alone or in conjunction with others.
31. To guide by practical means the development of any movement for wide spread use of engineering and allied products.
32. To introduce and maintain a form of agreement mutually acceptable to both producers and consumers of engineering products and accessories.
33. To arbitrate in the settlement of disputes arising out of commercial transactions between parties willing or agreeing to abide by the judgment and decision of the arbitration tribunal of the Association in accordance with the Indian Arbitration Act.
34. To settle controversies between the members of the Association.
35. To regulate terms and conditions of employment in the factories and to promote good relations between employers and employees.
36. To organize establish and start separate department or departments of the Association for the purpose of research work, sale and purchase, import and export of engineering products and accessories and for such other purposes as are mentioned in the objects of the Association.
37. To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property which may be deemed necessary or convenient for any of the purposes of the Association and to enter into other contracts and engagements.
38. To accept any bequest, gift, donation or subscription towards or to accumulate and to provide a fund or an endowment and to invest the same and apply the income arising there from or to resort to the Capital thereof for any of the objects of the Association.
39. To sell, import, manage, develop, exchange, lease or let, under lease or sublet, mortgage, dispose of turn to account or otherwise to deal with all or any part of the property of the Association.
40. To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instrument and to buy sell and hold Government of India promissory notes, port trust, municipal debentures and other securities.
41. To invest money and the property of the Association no immediately required for the purpose of its business in such securities or in such manner as may from time to time be determined.

42. To grant pensions, allowances, gratuities and bonuses to the employees of the Association or the dependents of such person.
43. To employ such staff as may be considered necessary and to establish, undertake, superintend, administer and to contribute to a provident or benevolent fund for the servants of the Association or their dependents.
44. To enter into any arrangements with any government authorities, municipal local or otherwise that may seem conducive of such Association's objects or any of them and to obtain from any such governmental authorities any rights, privileges and concessions that the Association may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
45. To construct, maintain and alter any building or works necessary or convenient for the purpose of the Association.
46. To borrow or raise any money required for the purpose of the Association upon such terms and in such manner and such securities as may be determined and in particular by the issue of debentures charged upon all or any of the property of the Association.
47. To affiliate, get affiliated, admit to membership aid and to receive aid from any other society, association, company, corporation, firm, partnership or person promoting or formed or intended to promote any of the objects of the Association and to subscribe to or aid any such Society, Association, Company, Corporate, Firm Partnership or Person with a view to obtaining any advantage or benefit for the purpose of the Association and to subscribe to any fund or society as may be considered deserving from time to time.
48. To subscribe, to become a member and co-operate with any other Association whether incorporated or not whose objects are altogether or in part similar to those of this Association such information as may be likely to forward the objects of this Association.
49. To form trust, combinations or syndicates between its members or outsiders engaged in similar trade for the protection of Engineering industries.
50. To do all such other things as may be conducive to development of trade, commerce and industries or incidental to attainment of the above objects or any of them.

AND it is hereby declared that the term "Engineering Manufacturers" shall mean manufacturers of engineering products, manufacturers of machinery, equipment and accessories for the manufacture of engineering

products and providers of design, pattern, drawings, tools fixtures and services, operating a factory.

AND the intention is that object specified in each paragraph of this clause shall, except where otherwise limited or restricted by reference to or inference from the term of any other paragraph or the name of the Association.

Provide always that nothing herein contained shall authorize the Association to do anything which would or might constitute it a trade union.

IV The object of this Association Shall extend to the whole of India.

V The Income and property of the Association whensoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit to persons who at any time are have been members of the Association or to any of them or to any person claiming through any of them provided that nothing herein contained shall prevent the gratuitous distribution among or sale at a discount to subscribers of the funds of the Association of any books or publications whether published by the Company otherwise relating to all or any of its objects as set forth above or the payment in good faith of remuneration to any officers or servants of the Association or to any member Association, provided further that no member of the council of management or of the governing body (Managing Committee) of the Association shall be appointed to any salaried officer of the Association or to any officer of the Association paid by fees and that no remuneration shall be given by the Association to any member of such council or governing body except repayment of out-of pocket expenses and interest on money lent or rent for premises demised to the Association.

VI The fifth paragraph of this memorandum is a condition on which a licence is granted by the Government to the Association in pursuance of section 26 of the Indian Companies Act, 1913.

VII The liability of the members is limited, but if any Member of the Association is paid or receives any dividend bonus or profit in contravention of the terms of the fifth paragraph of this Memorandum, his liability shall be unlimited.

VIII Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceased to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required, not exceeding rupees one hundred only or in case of his liability

becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of the Memorandum.

IX If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given to transferred to some other institution or Institutions having objects similar to the objects of the Association to be determined by the members of the Association at or before the time of dissolution and in default thereof by such Judge of the High Court of Judicature at Madras as may have or acquire Jurisdiction in the matter or any other High Court of any other State where principal office of the Association might be situated for the time being

X True accounts shall be kept of the sums of money received and expended or other property or rights of the Association and the matter in respect of which such receipts and expenditure takes place and of the property, credits and liabilities of the Association and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being these accounts shall be open to the inspection of the members. Once atleast in every year the accounts of the Association shall be examined and the correctness of the Balance Sheet and Income and Expenditure account ascertained by one or more properly qualified Auditor or Auditors.

We, the several persons whose names and address are subscribed are desirous of being formed into an Association in pursuance of this Memorandum of Association:-

S.No.	Names	Addresses of Description of Subscribers	signatures
1	D.GOVINDARAJULU	Engineer, Kamala Villa No. 4, Blackstone Road, Red Fields, Coimbatore.	(sd.)D.Govindarajulu
2	N. DURAISWAMY	Director-in-charge, Dhandayuthapani Foundry Ltd., 2/228, Papanaickenpalayam,, Coimbatore.	(sd.) N. Duraiswamy
3	S. KONDASWAMY	Merchant & Partner, M/s. Subbiah Foundry, 2/109, Sirukaliammankoil Street, Papanaickenpalayam Coimbatore	(sd.)S. Kondaswamy

4	R.RANGASWAMY	Partner, Vijaya Foundry, 2/222, Dhandapani Street, Papanaiickenpalayam Coimbatore.	(sd.)R. Rangaswamy
5	A. SOMASUNDARAM	Mg. Partner, Everest Engineering Works 6/7, Gandhipuram Street No.7, Coimbatore	(sd.) A. Somasundaram
6	T.K. CHANDRA MOULI	(Prop.) Auto Electrical Re- Construction Works, (T.K.C. Mouli & Sons Engineers) Crosscut Road, Coimbatore	(sd.) T.K. Chandramouli
7	D. BALASUNDARAM	Engineer, Rose Cottage, Avinashi Road, Coimbatore	(sd.) D. Balasundaram

Place : Coimbatore

Date : this twenty second day of October, 1952.

Witness to the above signatories:

Address: (sd.) P.S. Gopalakrishnan,
P.S. Gopalakrishnan, B.A., A.C.A.,
Chartered Accountant,
Upstairs of Bank of Baroda Ltd.,
Big Bazaar Street,
Coimbatore

-TRUE COPY-

Memorandum of Association was constituted as approved by the Regional Director, Department of Company Affairs, Chennai vide File No. 2/M-2896/2003 dated 30-12-2003 and adopted by the members by the Special Resolution in the Extra-Ordinary General Meeting held on 18th February 2004.

(Sd.) G. Rajendran
President, SIEMA

THE INDIAN COMPANIES ACT, 1913

ARTICLES OF ASSOCIATION OF

The Southern India Engineering Manufacturer's Association

(A Company Limited by Guarantee)

INTERPRETATION

1.1 In these Articles

- a) "The Association" means The Southern India Engineering Manufacturers' Association.
- b) "The Articles" means the Articles of Association of the Association.
- c) "Bye-Laws" means the Bye-Laws as existing, from time to time, and framed accordance with these Articles.
- d) "The Act" means the companies Act, 1956.
- e) "The Seal" means the common seal of the Association.
- f) "Co-opted Members" means members co-opted to the Managing Committee as members of Managing Committee.
- g) "Managing Committee" means the Managing Committee of the Association in management for the time being.
- h) "Firm" means the partners of the firm jointly and severally.
- i) "Members" means the members of the Association whose names shall have been duly entered in the Register of Association and who have not ceased to be members by virtue of any of the provisions of these Articles.
- j) "Month" means calendar month.

- k) "The Office" means the registered office for the time being of the Association, presently at 8/4 Race Course, Coimbatore – 641 018, Tamil Nadu.
- l) "Financial Year" means the year commencing from 1st of April and ending with 31st of March in the following year.
- m) "Register" means the Register of members to be kept pursuant to Section 150 of the Companies Act, 1956.
- n) "Term of Officer". The term of office for an office bearer is from date of his election in the first meeting of the Managing Committee till the conclusion of the next Annual General Meeting. This is about one year.
- o) "Year" means the calendar year.
- p) Words importing persons include firms, companies, corporations, undertakings, trusts and societies wherever the context admits.
- q) Words importing singular include plural and vice versa wherever the context admits.
- r) Words importing masculine gender include female gender also wherever the context admits.
- s) The words not defined here will have the meaning assigned to them under the Companies Act, 1956.

1.2 The Association is established for the purpose expressed in the Memorandum of Association.

1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof, in force at the date on which Articles become binding on the Association.

MEMBERSHIP

2.1 The maximum number of members of the Association shall be five hundred.

2.2 The Association shall have three classes of membership namely, Life Membership, General Membership and Associate Membership.

2.3 Any individual, firm, company, corporation, undertaking, trust, society or body corporate engaged in any branch of engineering manufacture and meeting such conditions regarding eligibility as may be stipulated by the

Association in a General Meeting by a Special Resolution and as may be in force on the date of admission of the member, shall be eligible to become a member of the Association.

- 2.4 A Member of the Association shall subscribe to and undertake faithfully to abide by these Articles and other rules as may be laid down from time to time by the Association.
- 2.5 Every application for admission as a member of the Association shall be in the form prescribed by the Managing Committee and shall be submitted to the President. The application shall be proposed by a member and seconded by another member of the Association. Such an application duly signed by the applicant, proposer and the seconder shall be presented to the Managing Committee by the President. The proposer and seconder should not have any amount due to the Association, either as subscription or as any other payment, on the date of signing of such application.
- 2.6 Those applicants for membership from the states of Andhra Pradesh, Karnataka, Kerala, Pondicherry and Tamil Nadu shall be eligible to be admitted to only Life Membership or General Membership. The applicants from the states other than Andhra Pradesh, Karnataka, Kerala, Pondicherry and Tamil Nadu are eligible to be admitted only to Associate Membership.
- 2.7 All applicants for membership should have registration(s) with the appropriate statutory and/or tax authorities. The Managing Committee may lay down further qualifications in addition to the eligibility criteria laid down by the General Body for admission to the membership. The qualifications stipulated herein shall apply only to admissions made after the date specified by the General Body while incorporating this Article.
- 2.8 The Managing Committee shall prescribe the application form for membership, and the documents to be furnished along with the application; and also the procedure of submitting the application, its scrutiny and its approval or rejection.
- 2.9 No person shall become a member unless he is admitted by the Managing Committee. The decision of the Managing Committee in this matter shall be by secret ballot and by simple majority. The Managing Committee shall be under no obligation to state any reason for rejection of any application for membership.
- 2.10 In case the application is rejected, the rejected applicant shall have a right to appeal to the General Body of the members of the Association for a review of the Managing Committee's decision within 30 days of the date of receipt of the communication conveying the decision of the Managing

Committee. The decision of the General Body on such an appeal shall be final.

- 2.11 Any change in the name of a member, whether individual, firm, trust, society, company or body corporate, without any basic change in ownership or management of the business shall not affect the membership and transfer of membership to the new name shall be automatically effected upon such change being notified by the member to the President. In such cases, the question as to whether any basic change in the ownership or management of the business is involved shall be decided by the Managing Committee and its decision shall be final.
- 2.12 Person whose application for membership has been rejected is ineligible for consideration for membership for one year from the date of such rejection.
- 2.13 The Members of the Association, other than Associate Members, shall be placed in any of the following three categories.

Investment in Plant & Machinery (Rs. In lakhs)

Category	Manufacturing Enterprise	Service Enterprise
A (Micro)	Equal to or less than Rs.25 lakhs	Equal to or less than Rs. 10 lakhs
B (Small)	More than Rs. 25 lakhs but less than or equal to Rs. 500 lakhs	More than Rs. 10 lakhs but less than or equal to Rs. 200 lakhs
C (Medium)	More than Rs. 500 lakhs	More than Rs. 200 lakhs

The Categorization shall be done on the basis of the quantum of investment in the plant and machinery in the Member's establishment.

The General Body of the Association shall prescribe, from time to time, the range of investment applicable to each category of Members, by a Special Resolution.

- 2.14 The members shall furnish to the Association such information as may be called for placing them in the above categories. In the absence of any such information from a member, the Association may place the member in any of the three categories on the basis of its own judgment.
- 2.15 Every member shall nominate one person as his Authorized Representative to exercise the rights and privileges of the membership. The Authorized Representative should be a real person. The name and other particulars of Authorized Representative should be registered with the Association in the form prescribed by it. Authorized Representative may be changed by the member. However if the Authorized

Representative is elected/ appointed to any office of the Association, he can't be changed during his tenure of the office. If the membership is an individual, or sole proprietorship, the Authorized Representative may be the individual member or sole proprietor or a senior executive of the member's organization. In case of a partnership, the Authorized Representative may be one of the partners or a senior executive of the firm. In case of a trust, the Authorized Representative may be any of the trustees or a senior executive of the Trust. In case of a company, the Authorized Representative may be a director or a senior executive of the company.

The Authorized Representative is eligible to exercise all the rights and privileges of the membership, including voting in any election, and being elected to the Managing Committee and to any office of the Association. He is eligible to participate in the General meetings of the members, speak and vote in these meetings. He is eligible to propose and second any candidate for election to the Managing Committee.

The Authorized Representative shall not deemed to be a proxy of the member.

The Managing Committee may require a member to change his Authorized Representative, and may deny such member his membership rights till that requirement is completed.

- 2.16 If a complaint shall be made to the Managing Committee against any member, the Managing Committee shall investigate such complaint, and after giving an opportunity of hearing to the member, may reprimand the member, or refer the matter to the General Meeting of the Association recommending reprimand or expulsion. A member may be expelled by the General Meeting of the Association and such expulsion shall require a resolution supported by not less than two-thirds of the members of the Association, present and voting. The power of expulsion is exercisable where a member acts against the interest of the Association and/or to uphold the objects and principles of the Association and/or to preserve its good name.
- 2.17 A member may resign from the Association by giving two months notice in writing, to the President, of his intention to do so and upon the expiration of the notice period such member shall cease to be a member of the Association, although this will not affect his liability to pay any sum or sums due to the Association. No resignation shall be accepted unless the member resigning shall have paid all sums due to the Association as on the date of such resignation.
- 2.18 A member shall be deemed to have ceased to be a member:

- a) In the case of an individual, if he files a petition for insolvency or is adjudged to be an insolvent.
 - b) In the case of a firm, if it is dissolved: and
 - c) In the case of a company or body corporate or society, if it is dissolved or goes into liquidation.
 - d) In the event of such member being not actively engaged at any time as an engineering manufacturer within the scope of the objectives of the Association, provided that this provision shall not apply to members, who pursuant to an order of the Government of India or any Agency thereof or any State Government or otherwise, have temporarily discontinued their operations within the scope of the Association.
- 2.19 The Association shall duly keep and maintain a Register of Members and Register of Authorised Representatives in accordance with the provisions of Section 150 of the Act and if applicable, shall also keep and maintain an Index of members as required by Section 151 of the Act. These registers shall contain such additional information as may be specified by the Managing Committee.

GENERAL MEETINGS

- 3.1 All General meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 3.2 The Managing Committee may, whenever it thinks fit, call an Extraordinary General Meeting.
- 3.3 The Managing Committee shall, upon requisition made in writing by not less than one-fifth of the members of the Association call an Extraordinary General Meeting. A meeting convened by requisition shall be fixed for a date not later than thirty days from the date of requisition. The requisition shall specify the business of the meeting and only business so specified shall be considered at the meeting. If the Managing Committee does not convene the meeting within thirty days from the date of requisition, the requisitionists may themselves convene the meeting by causing to be circulated to all members of the Association, a notice containing the date, time, venue and business of the meeting.
- 3.4 (a) The ordinary business of the Annual General meeting in each year shall be
 - i To receive and consider the Managing Committee's report.

- ii To receive and consider the accounts of, and auditor's report for the preceding official year.
 - iii To receive and consider the budgets for income and expenditure and capital expenditure.
 - iv To elect the members of the Managing Committee for the vacant posts.
 - v To appoint an Auditor or Auditors and to fix his or their remuneration.
 - vi To transact any other business which under these Articles ought be transacted at an Annual general meeting for which notice has been given to members as required by these Articles.
- (b) All business other than those referred to in Article 3.4(a) transacted at an Annual General Meeting shall be deemed special, provided that such special business shall not be brought before the meeting unless notice thereof has been given to the members before the date of such meeting.
- 3.5 The Association shall, on requisition in writing of not less than one twentieth of its members given by notice to the Association atleast 10 clear days before the date notified for the Annual General Meeting, circulate to the members any resolution of which notice is given by the members, atleast 5 clear days before the date notified for the Annual General Meeting.
- 3.6 Only members of their Authorized Representative are entitled to attend, speak and vote at the General Meetings. A proxy attending the meeting can only vote at the meeting.
- 3.7 An Extra-ordinary General Meeting convened in accordance of Articles 3.2 and 3.3 shall not consider any subjects which are required by these Articles to be considered at an Annual General Meeting.
- 3.8 a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to take up the business of the meeting.
- b) Save as herein otherwise provided, twenty or one-fifth of the members of Association, whichever is less present in person and entitled to vote shall be quorum for a General Meeting.
- 3.9 a) If within half an hour from the time appointed for holding the meeting a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved.

- b) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Managing Committee may determine. If the adjourned meeting is held later than 7 days, a fresh notice of the meeting, specifying the date, time and venue and the business to be considered should be sent to all members.
 - c) If at the adjourned meeting a quorum is not present within half an hour from time appointed for the meeting, the members present shall be a quorum.
- 3.10 The President of the Managing Committee shall preside as chairman at every general meeting of the Association.
- 3.11 If there is no such President, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman of the meeting, the Managing Committee Members present shall elect one of their numbers to be chairman of the meeting. If no Managing Committee Member is willing to act as chairman or if no Managing Committee Member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be the chairman of the meeting.
- 3.12
- a) The chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
 - b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
 - d) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 3.13 At any General meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is ordered by the Chairman of the Meeting or demanded by atleast five members having the right to vote on the resolution. A poll may be so ordered or demanded, as the case may be, before or on the declaration of the result of the voting on show of hands. Unless a poll is so ordered or demanded, a declaration of the President that a resolution, has on show of hands, been carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book maintained for recording the proceedings of the

Meetings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of votes cast in favour of or against the resolution.

- 3.14 A resolution put to vote in any General Meeting shall be declared to have been passed if a majority of the members support it, unless as higher proportion of votes has been prescribed for any subject by these Articles or the Act.
- 3.15 In the case of equality votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 3.16 Every resolution, which has been duly passed according to these Articles at any General meeting shall be binding upon all the members of the Association.
- 3.17 Any business other than that upon which a poll had been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

- 3.18 On show of hands and on poll every member other than Associate Members shall have one vote. The Associate Member is not eligible to vote in General Meetings.
- 3.19 A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll vote by proxy.
- 3.20 No member shall be entitled to vote at any General meeting unless all sums presently payable by him to the Association have been paid.
 - a) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.
 - b) Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

MANAGING COMMITTEE

- 4.1 The Board of Directors of the Association shall be called as Managing Committee. A member of the Managing Committee shall have the rights

and responsibilities of a director under the Act subject to the provisions of these Articles.

4.2 The administration and management of the affairs of the Association shall be vested in the Managing Committee.

4.3 a) The Managing Committee shall consist of not more than 18 elected members and 4 co-opted members and the immediate Past President (Ex-officio)

b) The number of Managing Committee Members to be elected by each category of the Members be as follows from the ensuing Annual General Meeting, and that the vacancies in the Managing Committee that arise in the ensuing Annual General Meetings be filled up in accordance with these numbers.

Category	Number of Managing Committee Members to be elected
A	6 members
B	8 members
C	4 members

c) Members of the Managing Committee shall not receive any remuneration from the Association.

d) The member of the Managing Committee shall be inducted at the Annual General Meeting. At each Annual General Meeting one half of the members of the time being of the Managing Committee in office elected by each category of members of the number nearest one half, shall retire and subject to other provisions of these Articles, such retiring members shall be eligible for reelection. The members of the Managing Committee to retire at each Annual General meeting shall be those who have been longest in office since their last election, but as between persons who were elected on the same day, those who are to retire shall be determined by an agreement among themselves or by lot.

e) The Managing Committee shall appoint not more than 2 Election Officer(s) to conduct the elections to the Managing Committee. The Election Officer shall finalise a schedule for the election in consultation with the Managing Committee specifying the dates for filing nominations, their scrutiny, withdrawal, and voting. The Managing Committee shall ensure that the elections are conducted in a fair and transparent manner, and offer all assistance to the Election Officers as may be required. The Managing Committee may lay down the rules and procedures for conducting the elections.

- f) At least 14 days before the Annual General Meeting in which the newly elected members of the Managing Committee are to be inducted, the President shall send a notice to every member informing him about the forthcoming election of members of the Managing Committee and requesting him or nominations for election.
- g) Each member to whom such notice as aforesaid has been sent may communicate his proposal to stand for election to the Managing Committee membership in writing to the Election Officer, at least 10 days before the date of the Annual General Meeting. Such proposals shall have to be proposed by a member and seconded by another member of the association before submitting to the election Officer. The candidate, proposer and seconder should belong to the category of members, which is to elect its representative. The names of retiring members of the Managing Committee who are eligible for re-election may also be proposed.
- h) No member of the Association who has not been on the Register of Members of continuously atleast for period of two years prior to the date of the Annual General Meeting in which the election is to take place, or has not paid his subscription in full including the arrears and any other money due to the Association from the member atleast 10 days before the date of such election shall be eligible to be elected as a member of the Managing Committee, or to propose or to second the name of any member for election to the Managing Committee. The Associate Members shall not be eligible to be elected or propose or second any candidate for election to election to the Managing Committee.
- i) The Election Officer on receipt of the written nominations/proposals shall make out a list of names validity proposed and seconded and notify 8 days before the date of election on the Notice Board of the Association for the information of the members. After giving a period or 3 days for withdrawal(s) of nominations, the Election Officer shall put up the final list of nominations on the notice board of the Association atleast 4 days before the date of election.
- j) The election shall be held on the day of the Annual General Meeting or the day before of the Annual General Meeting. Members eligible to vote in the election shall elect Managing Committee members from amongst the persons whose names appear in final list prepared and duly notified by the Election officer. The Election Officer shall conduct the election if necessary with the assistance of one or two members of the Association who are not members of Managing Committee or candidates or proposers or seconders of the candidates for election and announce the results thereof at the ensuing Annual General Meeting. The persons declared as

successful candidates by the Election Officer shall be inducted as Managing Committee Members at ensuring the Annual General Meeting.

- k) No member of the Association who has not been on the Register of members continuously at least for a period of 12 months prior to the date of the election, or has not paid his subscription in full including arrears and any other payment due to the Association from the member at least 10 days before the date of the election, shall be eligible to vote in the election. The Associate Members shall not be eligible to vote in the elections.
 - l) The Managing Committee may fill up any vacancies in the Managing Committee caused by death, resignation or otherwise by co-option from among the members of the Association who have the requisite qualification to be elected to the vacancy. All such co-opted members shall retire at the next Annual General Meeting. Members of the Managing Committee co-opted under this Article are not to be counted for the ceiling for co-opted members fixed by Articles 4.3(a).
 - m) The Managing Committee may, at its discretion, co-opted from among the members of the Association not more than four persons who are experts in the field on engineering manufacture to serve on the Managing Committee till the conclusion of the Annual General Meeting. A member co-opted under this Article shall not be eligible to be elected as an office bearer.
- 4.4 The power the Managing Committee may be exercised notwithstanding any vacancy in the Managing Committee or among the office bearers and no act done by the Managing Committee shall be questioned merely by the reason of the existence of a vacancy or any defect in the constitution of the Managing Committee.

4.5 Power of the Managing Committee

Apart from the powers conferred on the Managing Committee by the Articles, the Managing Committee shall have all the powers other than those required to be exercised by the members in a General Meeting, for the management of the activities of the Association for achieving the objectives of the Association. Without restricting the generality of such powers, the Managing Committee shall have the power:

- a) To make, vary and repeal rules for the regulation of the business of the Association and any committee constituted by the Association, for the conduct of elections to the Managing Committee and Office Bearers, and for availing the services of the Association by members and non-members.

- b) To appoint committees as may be necessary, and appoint and remove members of the committees and to dissolve such committees.
- c) To determine and collect the charges for various facilities and services offered by the Association.
- d) To invest the funds of the Association and liquidate such investments.
- e) To incur all expenses necessary for the activities of the Association.
- f) To open bank accounts, authorize two or more persons jointly to operate the accounts and close them.
- g) To institute conciliation, arbitration and legal proceedings, to defend the Association in any such proceedings and to arrive at settlements in such proceedings directly or with the assistance of authorities who are conducting the proceedings.
- h) To offer arbitration and conciliation services to members and non-members in business disputes, to make the rules and terms for availing the services, to prescribe the procedures and rules for conduct of arbitration and conciliation proceedings, to constitute the panel of arbitrators and conciliators and to appoint the arbitrators and the conciliators in any dispute and to remove them.
- i) To purchase or take on lease or otherwise acquire any immovable property for the Association and to sell properties whose monetary value is within the limited fixed by the General Body, if it becomes necessary in the interests of the Association.
- j) To borrow money from banks and financial institutions and secure the re-payment of the money by such means upon such terms and conditions and in such manner as may be determined in mutual discussions between the Association and the lenders/investors, subject to the restrictions that may be laid down by the General Body.
- k) To appoint employees, legal advisers, solicitors and technical experts, architects and other professionals to the Association in the matters relating to the affairs of the Association and its members.
- l) To subscribe to, to become a member of, and co-operate with, any other Association, whether incorporated or not, whose objects are altogether or in part similar to those of this Association and to procure from and to communicate to any such association such

information as may likely to further the objects of this Association or as the Managing Committee thinks fit.

- 4.6 The Managing Committee shall meet atleast once in every two calendar months at a place and time as may be determined by the President. The notice convening the meeting and the particulars of matters to be considered in the meeting, shall be sent to the members of the Managing Committee atleast before 4 days before the date of the meeting. A meeting of the Managing Committee can be called at a short notice, provided all members of the Committee consent to the same. The President shall call a meeting of the Managing Committee within 5 days of the receipt of a written requisition in this behalf from not less than one third of the members of the Managing Committee then in officer. If the President does not convene the Managing Committee Meeting within 5 days, the requisitions may themselves convene the meeting.
- 4.7 The quorum for the Managing Committee meeting shall be one third of the member of the Managing Committee or the number nearest to one third being not less than five, whichever is higher.
- 4.8 Subject to the provisions in section 193 of the Companies Act, minutes of all proceedings of the Managing Committee shall be made and shall be entered or cause to be entered regularly by the President in a Minutes Book to be kept by him and shall be signed by the Chairman of the meeting or of the succeeding meeting. Minutes of all such meetings shall be recorded in English and/or Tamil.
- 4.9 A minute of each meeting of the Managing Committee embodying all decisions taken by the Managing Committee at their meeting shall be circulated to all the members of the Association by the Secretary within 10 days of the meeting.
- 4.10 If any member of the Managing Committee is absent from the meeting for more than three consecutive meetings without leave of absence, such a member may be removed by the Managing Committee from his place in the Managing Committee.
- 4.11 At every meeting of the Managing Committee, the President or in his absence one of the Vice Presidents shall preside. In the absence of the President and the Vice Presidents, the Managing Committee shall elect one of the other members of the Managing Committee to preside over the meeting.
- 4.12 Matters considered at any Managing Committee meeting shall be decided by a majority of votes of those who are personally present and entitled to vote. Each member of the Managing Committee shall have one vote on all matters before the Managing Committee. In case of an equality of votes, the person presiding over the meeting shall have a second or casting vote.

- 4.13 a) A resolution may be passed by circulation without a meeting of the Managing Committee and it shall be as valid as a resolution duly passed at a meeting of the Managing Committee, provided that the matters that are required to be considered only at a meeting by the act, or these Articles shall not be decided by a circular resolution.
- b) A resolution shall be deemed to have been duly passed by circulation if the resolution has been circulated in draft with necessary papers if any, to all members of the Managing Committee and has been approved by a majority provided that the total number of replies received from the members is not less than that required for a quorum of a meeting of the Managing Committee under Article 4.7.

MANAGING COMMITTEE

- 5.1 a) The Association will have the following office bearers

A President
Three Vice Presidents

- b) The Office Bearers shall be elected by the Managing Committee from among its members, excluding those co-opted under the provisions of Article 4.3(l) and 4.3 (m), at its first meeting after the conclusion of an Annual General Meeting, to hold office till the conclusion of the next Annual General Meeting of the Association. For being eligible for election as an Office-bearer, the candidate should have been a member of the Managing Committee atleast for two years in the preceding six years.
- c) No person may be elected to the office of President for more than two terms in succession. A partial term arising out of causal vacancy shall not be counted for the ceiling of two terms under this Article.
- d) Any causal vacancy in the offices of the office Bears shall be filled by the Managing Committee in the same manner as an election under Article 5.1(b). the person so elected shall hold office till the conclusion of the next Annual General Meeting.
- e) An office bearer may be removed from his office by the Managing Committee in a meeting by a resolution supported by not less than two thirds of the entire members, then in office, of the Managing Committee.

- 5.2 All the amending provisions under the Articles adopted hereby relating to the election and constitution of Managing Committee and Office Bearers, shall not affect the validity of election to the Managing Committee (called earlier as Executive Committee) and Office Bearers, effected prior to the approval of these amendments to Articles by the Central Government and its subsequent adoption by the General Meeting.
- 5.3 The President shall be the Chief Executive of the Association and shall have the rights and responsibilities of the Chairman and Managing Director of a company, subject to the provisions of these Articles. The General body or the Managing Committee may assign specific responsibilities and powers to the various office bearers.

FUNDS

- 6.1 The Managing Committee shall have power to set up branches of the Association in any part within the territory of the Indian Union and these Articles of Association and bye-Laws made there under shall apply, mutatis mutandis, to any branch so set up by the Managing Committee.
- 6.2 The funds of the Association, as shall not be required for current year's expenses, may at the discretion of the Managing Committee, be invested in any investments for the time being authorized by the Income Tax Act, 1961, for the investment of the funds of an income tax exempt charitable organization, in accordance with Section 11(5) of the Income Tax Act, 1961 and such investments shall not be sold or dealt with, except with the permission of the Managing Committee.
- 6.3 The funds of the Association shall be deposited in one or more accounts in scheduled bank(s). The said bank accounts should be operated jointly by 2 persons, one of whom must be an office bearer, from among three persons, authorized in this behalf by the Managing Committee.
- 6.4 Admission Fee and the Annual Subscription for the Members be fixed as follows from 1-4-2009.

a) Life Members

- i) Admission fee would be 20 times of the ruling subscription of the respective category**
- ii) No Annual subscription**

b) **General Members**

Category	Admission Fee	Annual Subscription For Manufacturing Enterprise Rs.	Annual Subscription for Service Enterprise Rs.
A	1500	1000	5000
B	4500	2500	5000
C	7500	5500	5000

c) **Associate members:**

Admission fee Rs. 7,500/- and Annual Subscription Rs. 5,000/- irrespective of the value of the investment in Plant & Machinery.

d) In fixing the admission fee and the annual subscription, the General Body may take into consideration.

(i) The category of membership,

(ii) The quantum and nature of the revenues of the members, and

(iii) The investment in plant and machinery in the member's establishment.

e) The annual subscription for each financial year of the Association shall be payable by the members before the expiry of two calendar months after the commencement of the financial year and in case of new members, the admission fee and the annual subscription shall be payable along with the application for membership.

f) A member shall furnish the Association, from time to time, such information as may be required for determining the admission fee and the annual subscription payable by him. In the absence of a response from the member, the Managing Committee, from the information available to it may decide the admission fee and annual subscription payable by that member. The decision of the Managing Committee on this matter is final and shall not be questioned by the member or others.

g) If an applicant to membership is not admitted, admission fee and the annual subscription paid by him along with the application shall be refundable to him.

h) A member in default to payment of annual subscription shall be liable to be removed from membership at the discretion of the Managing

Committee where the default continues for a period of more than three months after the due date.

- i) The Managing Committee is empowered to collect Additional Subscription as may be decided from time to time, not exceeding 100% of the annual subscription, in any year from any or all members, for meeting expenses incurred by the Association in efforts for attending to requirements of a section of the members, or all of them, and such Additional Subscription shall be payable within 30 days of the date of receipt of the notice of demand of it. The phrase Annual Subscription in Articles 6.5 (e) and 6.5(g) shall be deemed to include and mean the Additional Subscription also.
 - j) When a new member is admitted, if the remaining part of the financial year of the Association is less than six months, then the amount of annual subscription payable by him for that year shall be 50% of the annual subscription specified in article 6.5 (b).
- 6.5 The annual subscription income should meet at least 30% (Thirty percent) of the recurring revenue expenditure of the Association. Any deficit in this regard in one year may be carried forward to be made up in the subsequent year: however no such deficit shall be carried forward for more than one year.

BOOKS AND DOCUMENTS

- 6.6 The books and documents of the Association shall be kept in accordance with Section 209 of the Act, with proper records and books of accounts, with respect to
- a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place.
 - b) The assets and liabilities of the Association.
- 6.7 The books of account shall be kept at the Registered office or at such other place in India as the Managing Committee may decide, and when the Managing Committee so decides, the Association shall, within seven days of the decision, file with the Registrar of Companies a notice in writing giving the full address of that other place.
- 6.8 The Managing Committee shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Association, or any of them, shall be open to inspection of members not being members of the Managing Committee, and no member not being a member of the Managing Committee, shall have any right of inspecting any account or

book documents of the Association, except as conferred by law of authorized by the Committee.

- 6.9 The Books of accounts of the Association relating to the period of not less than 10 years immediately proceeding the current year together with the vouchers relevant to any entry in such books of accounts shall be preserved in good order.

BALANCE SHEET AND ACCOUNTS

- 6.10 At every Annual General Meeting, the Managing Committee shall lay before the Meeting a Balance Sheet and Income and Expenditure Account for the financial year which was ended made up in accordance with the provisions of the Act.
- 6.11 A copy of every Balance Sheet (including the Income and Expenditure Account, Auditors Report and every documents required by law to be annexed or attached to the Balance Sheet) shall, not less than fourteen days before the Meeting, be sent to every member or other person to whom the same is required to be sent under Section 219 of the Act.
- 6.12 Before each Annual General Meeting, the Managing Committee shall place statements of the budgeted income and expenditure and the capital expenditure and source of funds for such expenditure for the current year for its consideration and approval. Such statements shall be sent to every member, along with the Annual Accounts of the financial year which has concluded.

AUDIT

- 6.13 Once at least in every year, the books of account of the Association shall be examined by one or more Auditor and Auditors.
- 6.14 The Association shall at each Annual General Meeting appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General meeting and, shall, within seven days of the appointment, give intimation thereof, to every Auditor so appointed, unless he is or they are a retiring Auditor or Auditors who has been reappointed. The appointment, remuneration, rights and duties of the Auditor or Auditors shall be regulated by Section 224 to 227 of the Act.
- 6.15 No auditor or auditing firm shall be appointed as auditors of the Association for more than 3 years in succession.
- 6.16 All notices of, and other communications relating to, any general meeting of the Association, which any member of the Association is entitled to have sent to him, shall also be forwarded to the Auditor of the Association, and the Auditor shall be entitled to attend any general meeting and to be

heard at any general meeting which he attends on any part of the business which concerns him as Auditor.

SERVICE OF NOTICE

- 6.17 A notice or other document may be given by the Association to its members in accordance with the provisions of Section 53 of the Act.
- 6.18 At least clear fourteen days before the date of any General meeting, a notice specifying the place and hour of meeting and the general nature of the business to be conducted there at shall be posted in the premises of the Association and such notice may also be advertised in one or more of the daily newspapers circulating in Coimbatore city. A notice of such meeting shall also be sent by post to the address of every member of the Association registered under Article 2.19, atleast fourteen clear days before the date of such meeting

ALTERATION OF ARTICLES

- 6.19 These articles shall not be altered, varied, modified, remade, rescinded, cancelled or added to, without the sanction of special resolution of the Association passed by a majority of not less than three-fourths of the members present and entitled to vote and voting at the meeting at which such resolution is proposed, and unless the alteration has been previously submitted to and approved by the Regional Director, Department of Company Affairs, Government of India.

THE SEAL

- 6.20 The Managing Committee shall provide for the safe custody of the Seal.
- 6.21 The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Managing Committee and except in the presence of two members of the Managing Committee and the person in whose presence the Seal of Association is Affixed in accordance with this Article shall sign every instrument to which the Seal is so affixed.

INDEMNITY

- 6.22 Subject to the provisions of the Companies Act, 1956 every member of the Managing Committee, the office manager and other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Managing Committee, out of the funds of the Association, to pay all costs, losses and expenses (including traveling expenses) which any such member of the Managing Committee, office manager, officer or servant of the Association may incur or become liable to by reason of any contract entered into, or act, or thing properly and

lawfully done by him as such member of the Managing Committee, office manager or officer or servant of the Association or in any way in the discharge of his duties and the amount for which such indemnity is provided shall immediately attach a lien on the property of the Association and have priority as between the members over all other claims.

- 6.23 No member of the Managing Committee, office manager or other officer or servant of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of the Managing Committee, office manager or officer or servant of the Association, or for joining in any receipt or other act for conformity, or for any loss of expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Managing Committee for on behalf of the Association, or for the insufficiency or for the deficiency or any security in or upon which any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person with whom moneys, securities or effects shall be deposited, or for any loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through his own dishonesty, willful negligence or fraud.
- 6.24 The Association may be wound up by an Extra-Ordinary General Meeting of the Association convened on the recommendation of the Managing Committee, or on requisition of not less than one-fourth of the members, and a meeting to dissolve the Association must be composed of not less than three-fourths of votes of the members of the Association and the resolution upon the dissolution shall not be effective unless passed by a majority consisting of three-fourths of votes of the members present and entitled to vote and voting at such Extra-Ordinary General Meeting of the Association, and the provisions contained in chapter III of part VII of the Companies Act, 1956 relating to voluntary winding up, shall apply to such winding up subject to the provisions of Clause IX of the Memorandum of Association of the Association.

IN WITNESS WHERE OF, We, the subscribers of the memorandum of Association of the Southern India Engineering Manufacturer's Association, hereby set and subscribe these presents of even date with the said Memorandum as the Articles of Association of the Association.

S.No.	Names	Addresses of Description of Subscribers	signatures
1	D.GOVINDARAJULU	Engineer, Kamala Villa No. 4, Blackstone Road, Red Fields, Coimbatore.	(sd.)D.Govindarajulu
2	N. DURAISWAMY	Director-in-charge, Dhandayuthapani Foundry Ltd., 2/228,Papanaickenpalayam Coimbatore.	(sd.) N. Duraiswamy
3	S. KONDASWAMY	Merchant & Partner, M/s. Subbiah Foundry, 2/109, Sirukaliammankoil Street, Papanaickenpalayam Coimbatore	(sd.)S. Kondaswamy
4	R.RANGASWAMY	Partner, Vijaya Foundry, 2/222, Dhandapani Street, Papanaickenpalayam Coimbatore.	(sd.)R. Rangaswamy
5	A. SOMASUNDARAM	Mg. Partner, Everest Engineering Works 6/7, Gandhipuram Street No.7, Coimbatore	(sd.) A. Somasundaram
6	T.K. CHANDRA MOULI	(Prop.) Auto Electrical Re- Construction Works, (T.K.C. Mouli & Sons Engineers) Crosscut Road, Coimbatore	(sd.) T.K. Chandramouli
7	D. BALASUNDARAM	Engineer, Rose Cottage, Avinashi Road, Coimbatore	(sd.) D. Balasundaram

Place: Coimbatore

Dated: this twenty second day of October, 1952.

Witness to the above signatories:

Address: (sd.) P.S. Gopalakrishnan,
P.S. Gopalakrishnan B.A., A.C.A, Chartered Accountant,
Upstairs of Bank of Baroda Ltd., Big Bazaar Street, Coimbatore

-TRUE COPY-

Articles of Association was constituted as approved by the Regional Director, Department of Company Affairs, Chennai vide File No. 2/M-2896/2003 dated 30-12-2003 and adopted by the members by the Special Resolution in the Extra-ordinary General Meeting held on 18th February 2004.