

The Companies Act, 1956
MEMORANDUM OF ASSOCIATION
OF THE
FEDERATION OF INDIAN MINERAL INDUSTRIES
NEW DELHI
(Limited by guarantee and not having a share Capital)

Name

1. The name of the Company (hereinafter called the Federation) is the “**FEDERATION OF INDIAN MINERAL INDUSTRIES**”.
2. The Registered office of the Federation will be situated in the Union Territory of Delhi.

Objects

3. The objects of the Federation to be pursued by it on its incorporation are:

(i) Main objects

- a) To advance and promote, by legitimate and constitutional means, the commercial and economic interest of industrialists, producers, traders and exporters of minerals and mineral ores and industries related thereto or based thereupon.
- b) To encourage friendly feeling and unanimity among the mineral community and mining Association on all subjects connected with the mineral industry and trade & commerce.
- c) To secure better prospects, terms and conditions for its members in respect of their trade relating to minerals and mineral ores and other related products.
- d) To procure for mineowners and mineral exporters, better tax facilities, benefit of tax credits or such other benefits as announced by the Government from time to time, in respect of minerals and mineral ores and other related products.
- e) To take all steps by lawful means, which may be necessary for promoting, supporting and making representation in respect of any approved legislation or other actions affecting the interests of mineowners, exporters of minerals and mineral ores and other related products.
- f) To provide ready means for arbitration for settlement of disputes between mining proprietors and to act as arbitrator in any dispute between a member and a purchaser of minerals when both the parties are willing for such an arbitration.
- g) To secure better and adequate transport and other facilities from Railways and Port authorities and such other Government institutions.

- h) To take such action as may be called for or as may be practicable in all labour matters affecting industries represented by the members.

(ii) Objects Incidental to main objects

- a) To take organised action on all questions mentioned above and to make representation to various authorities on matters connected with mineral industry and trade.
- b) To attain those advantages by united action which each member may not be able to accomplish in his individual capacity.
- c) To procure by lawful means, from the Government and Governmental agencies, corporations or companies, favourable rules, regulations, laws, activities, terms and conditions in respect of trade of minerals and mineral ores.
- d) To collect and disseminate statistical and other information relating to mineral industry and trade and to make efforts for the spread of commercial and economic knowledge.
- e) To have power to establish offices or agencies within and outside India or appoint agents there for realisation of above objects of the Federation directly or indirectly.
- f) To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise that may seem conducive to the Federation's objects or any of them and to obtain from any such government or authority all rights, concessions and privileges which the Federation may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(iii) Other objects

- a) To borrow or raise money which may be required from time to time for the purpose of the Federation upon bonds debentures, bills of exchange, promissory notes or other obligations or securities of the Federation or by mortgage or charge of the Federation property.
- b) To construct or alter or keep in repair any buildings required or used by or for the Federation and to pull down or demolish any buildings not so required.
- c) To accept, receive, purchase, take on lease or hire or otherwise acquire any movable or immovable property or any rights or privileges necessary or convenient for the purposes of the Federation at such terms and conditions as may be thought fit or expedient.
- d) To invest the money and other properties of the Federation not immediately required for the purpose of its business in such securities and in such manners as may, from time to time, be determined by the Managing Committee of the Federation.

- e) To sell, improve, manage, develop, lease, mortgage, dispose off or otherwise deal with all or part of the property of the Federation.
- f) To subscribe, to become a member of, or otherwise cooperate with any mining Association or other organisation whose objects are altogether or in part similar to those of the Federation.
- g) To remunerate any person or company for service rendered or to be rendered in placing or assisting to place or guaranteeing placing of any debentures or other securities of the Federation.
- h) To take or otherwise acquire and hold shares in any other Association or Company having objects altogether or in part similar to those of the Federation.
- i) To do generally all other things incidental to the attainment of the above objects of the Federation directly or indirectly, provided that the Federation shall not support with its funds or endeavour to impose on or procure to be observed by its members or others, any regulation or restriction which if an object of the Company would make it a trade union.

4. The objects of the Federation extend to the whole of India.

5. (i) The income and property of the Federation, whensoever derived shall be applied solely for the promotion of its objects as set forth in this Memorandum.

(ii) No portion of the income or property aforesaid shall be paid or transferred, directly by way of dividend bonus or otherwise by way of profit, to persons who, at any time are, or have been, members of the Federation or to any one or more of them or to any persons claiming through any one or more of them.

(iii) Except with the previous approval of Central Government, no remuneration or other benefit in money or money's worth shall be given by the Federation to any of its members, whether officers or servants of the Federation or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises lent to the Federation.

(iv) Except with the previous approval of the Central Government, no member shall be appointed to any office under the Federation which is remunerated by salary, fees, or any other manner not excepted by sub-clause (iii) of this clause.

(v) Nothing in this clause shall prevent the payment by the Federation in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being a member) in return for any service actually rendered to the Federation.

6. True accounts shall be kept of all sums of money received and expended by the Federation and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Federation, and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Federation for the time being in force, the accounts shall be open to the inspection of the members.

7. No alteration shall be made to this Memorandum of Association or to the Articles of Association of the Federation which are for the time being in force unless the alteration has been previously submitted to and approved by the Central Government.

8. The liability of the members is limited.

9. Each member undertakes to contribute to the assets of the Federation in the event of its being wound up while he is a member within one year after he ceases to be a member, for payment of the debts and liabilities of the Federation contracted before he ceases to be a member and the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one hundred rupees.

10. If upon winding up or dissolution of the Federation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be distributed amongst the members of the Federation but shall be given or transferred to such other mining Association or Associations having objects similar to the objects of this Federation to be determined by the members of the Federation at or before the time of dissolution or in default thereof the High Court of Judicature that have or may acquire jurisdiction in that matter.

ARTICLES OF ASSOCIATION
OF THE
FEDERATION OF INDIAN MINERAL INDUSTRIES
NEW DELHI

Interpretation

1. In these Articles, the following words and expression shall have the following meanings, unless repugnant to the subject or context:

- I. "the Act" means the Companies Act, 1956.
- II. "the Federation" means the Federation of Indian Mineral Industries.
- III. "these Articles" means and includes these Articles of Association and the Rules and Regulations of the Federation from time to time in force.
- IV. "Member" means a member of the Federation for the time being or where the context permits a representative of any Member.
- V. "the Managing Committee" shall mean the Managing Committee of the Federation.
- VI. "Members of the Managing Committee" shall be deemed to include the President, the Vice-Presidents, all Chairmen of the Standing Committees and the Secretary General of the Federation.
- VII. "Standing Committee" shall mean the Standing Committee for a specific mineral as hereinafter provided.
- VIII. "Tribunal" means the Tribunal appointed by the Managing Committee under these Articles.
- IX. "Person" means and includes an individual, a body corporate, a partnership firm or any other Association.
- X. "the Secretary" means the Secretary to the Federation duly appointed according to these Articles.
- XI. "the Seal" means the Common seal of the Federation.

Members

2. The number of members with which the Federation proposes to be registered is 100, but the Managing Committee may, from time to time, whenever the Federation or the business of the Federation requires it, register an increase of members.

3. There shall be three classes of Members :

- (i) Individual Members
- (ii) Association Members
- (iii) Honorary Members

- I. Any Individual, firm or body corporate engaged or interested in mining or mineral trade or the marketing of minerals and mineral ores or any other commodity or products relating thereto or based thereupon shall be eligible to become an Individual Member of the Federation.
- II. Any Mining Association or other Chamber representing regional interest of any mineral industry or trade or connected with any mineral based industry shall be eligible to become an Association Member.
- III. Persons distinguished for the public services or eminent in mineral industry or trade or concerned with any mineral based industry or otherwise interested in the aims and objects of the Federation, may be admitted as Honorary Members. Honorary Members shall be exempt from paying any subscription and shall not be entitled to vote in any meeting of the Federation nor shall they be eligible to serve on the Committee nor shall they participate in any election held by the Federation.

Application for Membership

- 4. (a) An application for membership for any class shall be made to the Secretary of the Federation in the form prescribed by the Managing Committee from time to time and accompanied by the prescribed subscription and admission fees.
 - (b) An application shall be placed before the Managing Committee at their next meeting for consideration.
 - (c) The Managing Committee shall decide any question that may arise as to the eligibility or otherwise of any application-for admission as a member of the Federation and their decision shall be final and they shall not be bound to assign any reason for their action.
 - (d) On an applicant being admitted to membership, it will be deemed to have agreed to abide by or be subject to the rules and regulations and bye-laws and standing orders of the Federation that may come into force from time to time.
5. Except as hereinafter provided a firm shall not cease to be a member by reason only of a change in the constitution of the firm occasioned by the admission, retirement or death of a partner, provided the business of the firm is continued in the conventional name in which such firm was elected as a member.
6. A firm, joint stock company or other Corporation shall ipso-facto cease to be a member of the Federation upon any change being made in conventional or corporate name of the firm, company or corporation.

Resignation

7. Any member may resign from the Federation by giving one month's notice in writing to the Secretary of his intention to do so and upon expiry of the period of notice such member shall cease to be a member of the Federation but he shall be liable for the subscription for the current year and all other arrears.

Disqualification of Members

8. A member shall cease to be a member of the Federation

- a) In case a member is an individual, if he is an undischarged insolvent or if he is adjudged by a competent court to be of unsound mind or if he is convicted of an offence involving moral turpitude.
- b) In case of a firm, if it is dissolved or adjudged insolvent or the partners are convicted of offence involving moral turpitude.
- c) In case of Association, if it is wound up.
- d) On his or its failure to pay the annual subscription of the Federation for two consecutive years inspite of a final notice being given under orders of the Managing Committee.

Subscription

- 9 (a) There shall be an admission fee of Rs. 15,000/- or such sum as may be prescribed from time to time which will be payable by each individual and association member at the time of applying for the membership of the Federation.
- (b) Each individual member shall pay to the Federation an annual subscription on the basis of the turnover as prescribed below or on such other basis as may be decided by the Managing Committee from time to time.

Annual Turnover	Annual Subscription
Upto & including Rs. 50 lakhs	Rs. 20,000/-
Above Rs. 50 lakhs & upto and including Rs. 1 crore	Rs. 30,000/-
Above Rs. 1 crore & upto and including Rs. 25 crores	Rs. 50,000/-
Above Rs. 25 crores & upto and including Rs. 50 crores	Rs. 60,000/-
Above Rs. 50 crores & upto and including Rs. 100 crores	Rs. 70,000/-
Above Rs. 100 crores and upto and including Rs. 200 crores	Rs. 80,000/-
Above Rs. 200 crores and upto and including Rs. 500 crores	Rs. 1,00,000/-
Above Rs. 500 crores	Rs. 1,50,000/-

- (c) Each Association member shall pay to the Federation an annual subscription of Rs. 20,000/- or such sum as may be decided by the Managing Committee from time to time.

10. The annual subscription will be payable in full and in advance in each year. The year will mean the financial year i.e. 1 April to 31 March. For those enrolling as members between 1st October and 31st March, the initial subscription payable will be half of the regular annual subscription. No such reduction will be allowed to the Association Members.

11. Any member whose subscription shall be in arrears before the holding of the General Meeting shall not be entitled to vote in any General Meeting or exercise the rights and privileges of membership unless he pays all the arrears in full.

Termination of membership

12. If in the opinion of majority of the members of the Managing Committee present, membership of any individual or Association is considered (for reasons which they shall not be bound to disclose) to be detrimental to the interest of the Federation, the membership of such a member may be terminated by a resolution passed by not less than two thirds of the members of the Federation entitled to vote and present at an Annual or an Extra-Ordinary General Meeting of the Federation provided that the consideration of the termination of such a member forms part of the Agenda of such a meeting. On the passing of such a resolution, the person concerned shall cease to be a member of the Federation.

Rights and Privileges of Members

13. Subject to the restrictions or modifications which may be brought from time to time, every member will be entitled to the following rights and privileges.

- a) To obtain a copy of Annual Report and accounts.
- b) To obtain other publications of the Federation either free of cost or at such rates as the Managing Committee may from time to time decide
- c) To have the access to free use of the library during office hours.
- d) To be present and discuss and vote at any General Meeting.

Register of Members

14. A register of members shall be maintained in which shall be entered such information about the members as may be decided from time to time, and subject to the provision of section 150 of the Companies Act, 1956.

Managing Committee

15. The affairs of the Federation shall be managed by a Managing Committee consisting of the following members not exceeding sixty-five in number.

- I. A President
- II. Two Vice-Presidents
- III. All Chairmen and Vice Chairmen of the Standing Committees as hereinafter provided.
- IV. Not more than ten members elected from amongst the Association members.
- V. Not more than forty members elected from amongst the Individual members.
- VI. Not more than four co-opted members as hereinafter stated.
- VII. A Secretary General to be nominated or appointed by the Managing Committee on such terms as it may decided.

16. The Managing Committee shall be deemed to be duly constituted and to be entitled to carry on their functions inspite of any vacancy or vacancies in their composition.

Co-option

17. The Managing Committee shall have power to co-opt not more than two members on to the Managing Committee. In selecting Members for cooption, the Managing Committee will take into account inclusion of persons whose services may be considered useful and necessary.

Ex-Officio Member

18. The immediate past President of the Federation will be an ex-officio member of the Managing Committee for a period of one year after his retirement provided he continues to be a member of the Federation.

Standing Committees

19. (a) In order to more efficiently and intensively study and advise on the problems connected with specific minerals and industries based thereupon, the Managing Committee shall have powers to constitute separate Standing Committees for various minerals and industries relating thereto or based thereupon.

(b) The strength of each Standing Committee shall not exceed fifty members including its Chairman and Vice-Chairman, who shall be elected every year by the elected members of that Standing Committee from amongst themselves at a meeting.

(c) The Managing Committee shall frame rules and procedures from time to time for conducting the business of Standing Committees.

Delegation of powers of Sub-Committees

20. The Managing Committee can appoint, from time to time, sub-committees and delegate such powers and functions; generally or specifically to any such subcommittees. The Managing Committee shall also have power to include in any such sub-committees persons who are not members of the Committee.

Term of Office

21. Except Secretary General, all office bearers of the Managing Committee and those of the Standing Committees shall retire every year at the Annual General Meeting, but will be eligible for re-election

Qualifications of candidates for election

22. A member - whether Individual or Association shall be entitled to nominate such person for election to the Managing Committee and or of the Standing Committee as possess the following qualifications:

- I. In case of a Company, he is a director of the Company or is duly authorised responsible representative of that Company.
- II. In case of a firm, he is a proprietor or partner of that firm or is a duly authorised responsible representative of that firm.
- III. In case of an Association, he is duly authorised nominee of that Association.

Election of Office-bearers

23. (a) Except Secretary General, all office-bearers of the Managing Committee or those of the Standing Committees shall be elected every year by all Members present and entitled to vote at the Annual General Meeting and due regard shall be given for proper and reasonable representation to the various areas.

(b) The election of all office-bearers (except the post of Secretary General), shall be determined by a majority of the votes and shall be held in the manner prescribed in these Articles as hereunder:

- I. At least 30 days before the date of Annual General Meeting the Secretary shall issue a notice to all the members inviting nominations for various posts of office-bearers.
- II. The notice will specifically mention the date by which the nomination papers must be received by him.
- III. Every candidate for election will be proposed by one Member and seconded by another. The nomination paper must be signed by the candidate himself or by his authorised representative.
- IV. A candidate may withdraw his nomination paper by intimation in writing addressed to the Secretary on any day previous the day of election at the time of the meeting.
- V. All nomination papers received in the office upto the appointed date will be scrutinized by the Committee which shall consist of the President and two members nominated by the President.
- VI. A valid list of the candidates will be given to all the members of the Federation present at the Annual General Meeting. Each copy of the list will bear the signature

of the President or Secretary of the Federation and will itself serve as the official voting paper.

- VII. The member will vote for one person in each category excepting in the category in which more than one person are to be elected, he will vote for as many persons as prescribed giving his order of preference.
- VIII. All voting papers will be scrutinized and tabulated by a Committee appointed by the President for the purpose.
- IX. The Secretary will submit the copy of the list to the President with the number of votes secured by each.
- X. For the post for which only one candidate is to be elected, he who has secured the highest number of votes will be declared elected.
- XI. For the post for which more than one candidates are to be elected, an equal number of top most candidates (according to the number of votes obtained) will be declared elected.
- XII. A voting paper shall not be valid if:
 - (a) the name or identity of the person exercising the vote is given in the voting paper, or
 - (b) a person casts more votes than he is entitled to

Objection to the election

- 24.(a) If a member challenges the validity of the election of any particular member of the Managing Committee or that of the Standing Committee, he shall notify his objections to the Secretary of the Federation, such notice to reach the Secretary within fourteen clear days from the declaration of the result of the election at the Annual General Meeting.
- (b) Such objections will be considered and decided by a Tribunal consisting of the three persons selected as stated in the next sub-clause
- (c) The Managing Committee shall, before the Annual General Meeting takes place every year, select a panel of the five persons (whether members of the Committee or not) three of whom will, in the order of priority in which the names are set forth in the list by Managing Committee, constitute the Tribunal for the purpose of adjudicating on the objection.
- (d) A person who is interested in the adjudication will not serve on such Tribunal. The President (or, if he is himself interested in the election, the Vice-President) will decide whether a person is so interested or not.
- (e) The Tribunal will elect its own Chairman and will decided the objection upon taking of evidence or in a summary manner and adopt such procedure and meet at such place as

it may think fit. If the members of the Tribunal cannot agree upon a place, it will meet at the office of the Federation. The decision of the Tribunal shall be by the opinion of the majority of its members. In case one members be absent and there be a division of opinion the decision of the Chairman of the Tribunal shall prevail.

- (f) The Tribunal shall have the power to up-hold or set aside the election.
- (g) In the event of the election being set aside by the Tribunal, a vacancy shall be deemed to have happened. Such vacancy may be filled under Article 25 of the Articles of the Federation provided however, that a person whose election has been found to be irregular may be nominated by the Committee under that Article if he is otherwise qualified.
- (h) The decision of the Tribunal shall be final and binding on all parties concerned.

25. The Managing Committee shall have the power to fill up any vacancy which may arise in their number or that in any Standing Committee from death, resignation or otherwise.

President

- 26 (a) The President shall be the executive head of the Federation. At all annual or Extra-Ordinary General Meetings of the Federation, he shall preside and control the business of the meeting. In the event of his absence or unwillingness to preside, one of the Vice-president's will preside and in the event of the Vice-President's absence or unwillingness to preside, the meeting shall nominate a Chairman from amongst the members present for the time being.

Vice-Presidents

- (b) If the President be absent from India or be unable to perform the duties of the President, owing to illness or otherwise, a Vice-President nominated by the President shall perform the functions of the President and in his absence the other Vice-President.

Secretary General

- 27 (a) The Managing Committee shall nominate or appoint a person not necessarily a member of the Federation to the post of Secretary General.
- (b) Subject to the control of the Managing Committee, the Secretary General shall have the powers to supervise and control day-to-day management and affairs of the Federation. The Managing Committee of the Federation may also from time to time entrust to and confer upon the Secretary General for the time being such powers and authorities as the Committee may think fit and from time to time revoke, withdraw, alter or vary all or any of such powers and authorities.

Secretary

28. The duties of the Secretary shall be to work under the control of the President and the Secretary General and to keep fair minutes and record of all proceedings of the Federation and

of which the Secretary shall be the custodian, and to perform such other duties as may be assigned to him from time to time

Meetings of the Managing Committee

- 29.(i) Meetings of the Managing Committee will be held at least once in three months or as often as possible at the office of the Federation or at such other place and at such times as may be fixed by the President. The President shall cause a meeting to be called, if so requested, by at least three members of the Managing Committee.
- (ii) Ten days clear notice will be given for a Managing Committee meeting.
- (iii) Any five members shall constitute the quorum for the meeting of the Managing Committee.
- (iv) The President shall preside and control the business of the meeting. In the event of his absence or unwillingness to preside, any of the two Vice-Presidents will preside and in the event of the Vice-President's absence or unwillingness to preside, the meeting shall nominate a Chairman from amongst the members present for the time being.
- (v) The usual business of the Managing Committee will be based on the Agenda mentioned in the notice. Nevertheless, any other item by the permission of the President may be taken up for discussion.
- (vi) Every issue will be decided by a majority of votes of members present and entitled to vote and in the case of tie, the President will have the casting vote.
- (vii) The President may, when he thinks fit, ascertain the opinion of the members of the Managing Committee by the issue of a circular and act in accordance with the views of the majority of the members of the Committee as so ascertained.
- (viii) The President will have the right to invite any person who may or may not be a member of the Federation to attend the meeting and take part in the deliberations, if the President feels his advice would be desirable in any matter before the Committee.
- (ix) The Secretary shall record the minutes in the Minutes Book and the same shall be circulated among members and signed by the President as confirmed at a subsequent meeting of the Committee.
- (x) The Minutes Book shall be open for inspection to any member of Federation during office hours.
- (xi) Any order or resolution passed at one meeting of the Managing Committee shall not be rescinded at a subsequent meeting unless due notice is previously given of such intention nor shall any such order or resolution be altered, rescinded or added to without such notice.

Powers of Managing Committee

30. The Managing Committee shall have the power:

- a) to perform all executive duties to carry on the work of the Federation.
- b) to take offices for the use of the Federation, to defray all necessary expenses and to appoint a Secretary, Deputy Secretary and such other staff as may be found necessary for the proper conduct of the business of the Federation with monthly salaries or otherwise and subject to the provisions of these Articles to arrange their own meetings and to regulate their own proceedings to manage and superintend the affairs of the Federation and act in its name, to take such steps as they may consider necessary or expedient for giving effect to the resolutions passed at the General Meetings of the Federation and generally to exercise all powers and functions of the Federation not hereby exclusively conferred upon the General Meeting of the Federation.
- c) to make, issue, vary and repeal such Standing orders for the furtherance of the purpose for which the Federation is established and for carrying on its business, provided such standing orders be not repugnant to the Memorandum of Association and these Articles.
- d) to present Annual Report and a Statement of accounts of the Federation duly certified by the Auditors at the Annual General Meeting of the Federation; and
- e) to authorise members and/or office-bearers to undertake special assignments on behalf of the Federation and to reimburse the expenses incurred for such assignments.

31. Notwithstanding anything contained in Article 30, the Managing Committee shall have the power to create such offices and post with such powers and responsibilities and duties on such terms and conditions and for such periods as may be deemed appropriate by them.

Annual General Meeting

32. (i) There shall be Annual General Meeting of the Federation every year to be held either at the registered office of the Federation or at some other place within the city in which the registered office of the Federation is situated, on such date and time as may be fixed by the Managing Committee, subject to the provisions of Section 116 of the Companies Act, 1956, Sub-Clause 2.
- (ii) 30 days clear notice will be given by the Secretary for the Annual General Meeting to the members.

33. The Managing Committee shall issue a programme of business for the Annual General Meeting, hereinafter referred to as the Agenda, which shall include the following:

- a) To receive the Annual Report of the Managing Committee and Statement of Accounts of the Federation (duly certified by the Auditors) for the previous year and to adopt the same.

- b) To hold the election of the office-bearers and the members of the Managing Committee of the Federation as provided for in Article 22 of these Articles and to receive the scrutineer's report in connection therewith.
- c) To appoint an auditor to audit the accounts of the Federation and to fix his remuneration.
- d) To consider such resolutions as may be included by the Managing Committee in the programme of business.
- e) To consider such other subjects as may be included by the Managing Committee in the programme of business.

Submission of Resolutions

- 34.(a) Any resolution which a member wishes to introduce for discussion at the Annual General Meeting must be sent to the Secretary at least 15 days before the meeting duly signed by the member concerned and with such explanations and references to sources of information on the particular topics referred to therein as he may deem likely to promote full and fair consideration of the matters in question.
- (b) The Managing Committee shall on receipt of resolutions arrange to classify the same. After considering them, they will select and, if necessary, re-draft the resolutions to be included in the Agenda.
 - (c) The Secretary shall sent to every member not less than seven days before the Annual General Meeting one copy of the Agenda and list of resolutions as selected by the Managing Committee.
 - (d) The Managing Committee will also make arrangements for the selection of speakers in support of the resolutions.
 - (e) Members will be free to move any amendments in the draft of the resolution in the light of the discussions that may take place at the Annual General Meeting.
 - (f) In the event of any resolution of similar purport having been discussed and rejected by the Federation at the two preceding consecutive Annual General Meetings, it shall not be competent for any member to propose a like resolution until after the next Annual General Meeting.

Extra-Ordinary General Meeting

35. (i) An Extra-Ordinary General Meeting of the Federation may be convened by the Managing Committee of its own accord or on the requisition of such number of members as hold, at the date of deposit of the requisition, at least one tenth of the total voting power of all the members having at the said date a right to vote in regard to that matter. The requisition shall be addressed to the Secretary of the Federation specifying the objects for which the Meeting is to be convened. On receipt of such resolution, the President shall cause a meeting to be convened within forty-five days of the receipt of the requisition at such place as may be fixed by him. The Secretary shall give at least 21

days notice and no other business shall be transacted at such Extra-Ordinary General Meeting than that stated in the notice.

- (ii) If the President does not within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters on a day not later than forty-five days from the date of the receipt of requisition, the meeting may be called by the requisitionists themselves, by such of the requisitionists as represent not less than one-tenth of the voting power of all the members of the Federation, referred to in sub-clause (i) above.

Length of Notice for Calling Meeting

36. A General Meeting may be called after giving shorter notice than that specified in Article 32, if consent is accorded thereto :

- I. in the case of an Annual General Meeting by all the members entitled to vote there at; and
- II. in the case of any other meeting, by members of the Federation having not less than 95 per cent of the total voting power exercisable at that meeting.

Quorum at General Meeting

37. Seven members present and entitled to vote shall constitute the quorum for a General Meeting.

Adjournment

38. If within half an hour from the time appointed for a General Meeting a quorum be not present, the meeting shall stand adjourned to such day as with the consent of the meeting the President may fix, and notice of such adjournment shall not necessarily be given. At the adjourned meeting, the members present for the time being shall constitute a quorum.

Questions how Decided

39. At all General Meetings of the Federation whether Annual or Extra-Ordinary questions shall ordinarily, but subject to the provisions of Article 40 of the Articles of the Federation, be determined by a majority of the members present and voting but no action shall be taken by the Federation, in its collective capacity, except on the resolutions carried by a majority of two-third of the votes given thereupon.

40. At all General Meetings - whether Annual or Extra-Ordinary, in case of a tie of votes, the President shall exercise a casting vote.

Proxy

- 41.(i) Subject to provisions of these Article, votes may be given either personally or by proxy.
- (ii) Every proxy shall be appointed in writing under the hand of the appointer or his attorney. Every instrument of proxy shall be attested by at least one witness. Only such person shall be appointed as a proxy who is a member and is qualified to vote.

Funds and Withdrawals

42.(a) All subscriptions and other moneys of the Federation shall be paid to its credit at some banks named by the Managing Committee. Withdrawals from the Federation's bank account(s) shall be made only by cheque which shall be signed jointly by any two of the following 5 persons :

- (i) President
- (ii) Vice-President
- (iii) Secretary-General
- (iv) Secretary
- (v) Special Advisor

(b) Money not required for the current expenditure of the Federation and all properties of the Federation may be held and dealt with in such a manner as the Managing Committee may from time to time decide.

Audit

43. Once at least in every year the accounts of the Federation shall be audited and the correctness of the Balance Sheet and Income and Expenditure accounts ascertained by properly qualified Auditor or Auditors appointed for the purpose at the Annual General Meeting of the Federation.

Indemnity for acts done in good faith

44. The Committee, the office-bearers and the members of the Managing Committee shall be indemnified in respect of all acts done by them for the Federation in good faith; and no office-bearer or member of the Committee shall be liable for any act done by any other office-bearers or members of the Managing Committee.

Legal Proceedings

45. Suits or legal proceedings by or against the Federation may be instituted or taken in the name of the Secretary-General or Secretary of the Federation for the time being.

Alteration in Articles of Association

46. These articles shall be printed and copies of the same forwarded to all members and no alteration or addition shall be made therein or thereto unless notice of the same has been given first to the Managing Committee which will send them on to the General Meeting for final decision unless a majority of the members present have voted against them. Further such alteration will not come into force unless the same has been previously submitted to and approved by the Central Government.

Seal

47.(i) The Managing Committee shall provide a Common Seal for the Federation and shall arrange for its safe custody.

- (ii) The Seal of the Federation shall not be used except by the authority of the Managing Committee and except in the presence of at least two members of the Managing Committee and of the Secretary or such other person as the Managing Committee may appoint for the purpose and those two members of the Managing Committee and the Secretary or other person as aforesaid, shall sign over instrument to which the Seal of the Federation is affixed in their presence.

RULES FOR CONDUCTING THE BUSINESS OF THE STANDING COMMITTEES

Pursuant to Article 19(c) of the Articles of Association of the Federation, the Managing Committee hereby frame the following rules and procedures for conducting the business of the Standing Committees.

- I. The meeting of the Standing Committee shall be held at least once in three months or as often as circumstances necessitate, at the office of the Federation or at such other place and at such times as may be fixed by the Chairman or the Standing Committee. The Chairman shall cause meeting to be called, if so requested, by at least three members of the Standing Committee.
- II. Ten days clear notice will be given for a Standing Committee meeting. Emergent meeting may be called at shorter notice.
- III. Three members present shall constitute a quorum for the meeting. In the absence of a quorum within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to such date as the Chairman may fix with the consent of the meeting. In the case of a postponed meeting or an emergent meeting, the quorum shall not apply.
- IV. The chairman or Vice-Chairman shall preside and control the business of the meeting in the event of their absence or unwillingness to preside, the meeting shall nominate a Chairman from amongst the members present for the time being.
- V. The usual business of the Standing Committee meeting will be based on the Agenda mentioned in the notice. Nevertheless, any other item may be taken up for discussion by the permission of the Chairman.
- VI. Every issue will be decided by a majority of votes of members present and, in the case of a tie, the Chairman's decision shall be final.
- VII. The Chairman may, when he thinks fit, ascertain the option of the members of Standing Committee by the issue of a circular and act in accordance with views of the majority of the members of the Committee as so ascertained.
- VIII. The Chairman will have the right to invite any person, who may or may not be a member of the Federation to attend the meeting and take part in the deliberations, if the Chairman feels his advice would be desirable in any matter before the Committee.
- IX. The minute of the meeting shall be recorded in the Minutes Book and the same shall be circulated among members and signed by the Chairman as confirmed at the next meeting of the Committee.
- X. Any decision taken at one meeting of the Standing Committee shall not be altered or rescinded at subsequent meeting unless due notice is previously given of such intention..

APPLICATION FORM

[For Individual Members : an individual,
firm or body corporate - Article 3(i)]

The Secretary,
Federation of Indian Mineral Industries,
New Delhi

Subject: **APPLICATION FOR INDIVIDUAL MEMBERSHIP OF THE FEDERATION**

Dear Sir,

I am/We are desirous of enrolling myself/ourselves as an Individual Member of the Federation of Indian Mineral Industries and agree to abide by the Rules and Regulations of the Federation, on admission. The necessary details are given below:

1. Name (in which membership is desired).....
.....
.....

2. Full Address.....
.....
.....

3. Telephone No..... 4. Fax No.

5. E-mail:

6. Mineowner(s) :
Mining lease (s) held with address(es).....

7. Mineral exporters/traders:
Exports/trade turnover for the last 3 years

8. Production/exports of ferro-alloys/refractories/
cement or other processed mineral product(s).....

9. Production/trade/exports of metal (s)

10. Consultants - area (s) of consultancy

11. Machinery manufacturers :
types of equipments, etc.

I am/We are forwarding herewith a cheque for Rs. being the admission fee of Rs. 15000/- according to Article 9(a) and annual subscription which in my/our opinion is payable according to Article 9(b) of the Constitution, and/or the Rules framed thereunder. My/our turnover during the preceding year was Rs. (Rupees).

I/We shall be thankful if you kindly place this application before the Managing Committee of the Federation for consideration.

I/We nominate Mr. as my/our representative and he will represent me/us until further notice. All communications intended for my/our concern should be forwarded to him.

Yours faithfully,

(Signature of the Candidate)

Cheque No
Amount
Date

I/We sponsor for the membership of FIMI.

(Signature of Member)

- N.B.
1. The receipt of an application will be immediately acknowledged by the Secretary and the applicant intimated of his provisional admission.
 2. The membership will be final only when the Managing Committee confirms it.
 3. On the rejection of an application by the Managing Committee the total amount paid by way of annual subscription will be refunded.

APPLICATION FORM

[For Association Members : mining associations and chambers representing regional or product interest]

The Secretary,
Federation of Indian Mineral Industries,
New Delhi.

Dear Sir,

My Committee has directed me to apply that

(Association/Chamber) be admitted as an Association Member of the Federation of Indian Mineral Industries. A copy of the Rules and Regulations of my Association/Chamber is enclosed for your information.

I also beg to supply the other information on the points noted below:

- 1. Full Address
- 2. Telegraphic Address
- 3. Telephone No.....
- 4. E-mail:
- 5. That the Association/Chamber represents the interest set forth in the adjoining column
.....
- 6. Number of subscribing members on the Members Register
- 7. Complete list of members with their postal address.

I am/We are forwarding herewith a cheque for Rs. 35000/- being the admission fee of Rs. 15000/- according to Article 9(a) and annual subscription of Rs. 20000/- according to Article 9(c) of the Constitution, and/or the Rules framed thereunder payable by an Association Member.

I shall be thankful if you kindly place this application before the Managing Committee of the Federation at its next meeting with a view to admit this organisation to the membership of the Federation.

Yours faithfully,

Secretary
(Name of the Association/Chamber)

- N.B.: 1. The receipt of an application will be immediately acknowledged by the Secretary and the applicant intimated of its provisional admission.
2. The membership will be final only when the Managing Committee confirms it.
3. On the rejection of an application by the Managing Committee the total amount paid by way of annual subscription will be immediately refunded.