

Share Capital

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- (a) Authorised share capital of the federation will be Rupees Ten Crores divided into One lakh shares of Rupees One thousand each.
- (b) Each cooperative sugar factory in Uttaranchal registered under U.P.Coop. Societies Act.1965 or under Uttaranchal Sahakari Samiti Adhiniyam 2003 and granted a letter of intent by Govt. of India, shall purchase atleast one share linked for One lakh quintal of sugarcane crushed subject to the maximum laid down hereunder.
- (c) Each Sugar Factory in the State of Uttaranchal, which is in operation on the date of commencement of these Byelaws, may purchase to a maximum of five fully paid up shares for each one lakh quintal of sugar cane crushed or part there of calculated on the basis of its average cane crushed during the past three cane seasons.
- (d) Each sugar Factory of cooperative Sector which is commissioned after the commencement of these Byelaws, may purchase maximum five shares for each One lakh Qtl or part there of the sugar cane crushed calculated on the basis of their crush in the 1st and 2nd season accordingly to triennial average provided that the shares initially purchased before its commissioning shall be reckoned in determining the total number of shares to be purchased.
- (e) The Share purchased by the state Govt of Uttaranchal shall be fully paid up.
- (f) Without prejudice to the provisions for section 25 of the Act concerning to liability of past member and estate of deceased member and for charge and set off u/s-41 of the Act in respect of shares or interest of members in the capital of the federation the shares held by the State Govt may be reduced. Redemption of shares by the State Govt may be redeemed. Redemption of Shares shall only be made with the concurrence of the State govt.
- (g) A share certificate bearing distinctive number shall be issued to the member concerned for every share subscribed and shall be signed by the person or authority especially authorised by the committee of management of the federation.

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(h) In case of loss or destruction of a share certificate duplicate copy may be issued in payment of Rupees one hundred only.

Liabilities:

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- (A) The financial liability of member sugar factory shall be limited to the amount of subscription, contribution, supervision fee and for the unpaid share capital amount of principal State partnership fund.
- (B) The liability of State Govt of Uttaranchal shall be limited to the extent of face value of the share held by it.
- (C) In the event of dissolution of the federation the net Surplus amount shall be carried out after paying off all loans and liabilities that include share money deposits, salaries, allowances, obligatory payments to staff and others and such surplus amount shall be distributed among the member cooperative. Such payable amount shall be calculated prorate of the average subscription paid during the three years immediately preceding the year of dissolution.

Funds

12. The funds of the federations may be raised by one or more of the following modes :

- (a) Entrance fee
- (b) Share capital
- (c) Annual Subscription, contributions
- (d) Supervision or technical Aid fee
- (e) Loans, advances and deposits from members and Non members including state Govt and within Maximum credit limit approved by the General Body of the Federation.
- (f) Subsidies, grants and financial assistance from state of Uttaranchal and Govt. of India.
- (g) Approved donations
- (h) Business commissions earned on supplies and sales,

General Body

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13. The General body of the federation shall consist of the following :

- (i) One delegate each from all member Sugar Mills of Uttaranchal - Four.
- (ii) State Govt. nominees : eight including the Chairman and shall hold the membership at the pleasure of the State govt.
- (iii) Delegation of delegates to the federation by member Sugar factories or member Co-operative shall be made as per Act, Rules and Byelaws.

The final authority of the federation shall vest in the General body consisted of the delegates from member factories and member societies and Nominees of the State Govt.

Each delegate of the General body shall have one vote to be exercised in person only except that the nominees of the State Govt in terms of byelaw 13(iii) shall not vote in the matter of election of any office bearer or delegate of the federation.

14. Meetings of General Body :

There will be two type of meetings of the General body ;

- A) Annual General Meeting
- B) Other General Meetings, and the same will be held at the Head Quarter of the federation.

- A) **Annual General Meeting** : (1) A meeting of the General body of the Federation (here in after referred to as the annual general meeting) shall be held, once in a Co-operative year as soon as may be after the annual financial returns have been submitted and the accounts audited but not later than last day of December unless the Registrar allows the extension of time for the reason to be recorded for such enhancement of time beyond this last day of December. The following subjects and purposes will be dealt.
 - (a) Approval of the programme of the activities of the federation prepared by the committee of management for the ensuing Cooperative year.
 - (b) The Election of Executive committee or Board of Directors of the federation if due within the provisions of election rules framed under the Act and Rules.

- (c) Consideration of Balance sheet and the annual Report for the previous Cooperative year unless the audit has not been completed within the period specified in Rules.
 - (d) Consideration in a prescribed manner of the audit Certificate and the audit Report for previous cooperative year unless the audit has not been completed within the prescribed period.
 - (e) Fixation of the Maximum liability of the federation for the ensuing cooperative year.
 - (f) Disposal of the net profits.
 - (g) Consideration of the budget for the ensuing cooperative year.
 - (h) Consideration of the any other matter as may be brought before it in accordance with byelaws.
- (ii) Not-with standing any thing contained in Section 31(A) of the Coop.Act, it shall be the duty of the Chief Executive Officer and in the absence of Chief Executive Officer ,the Chairman of the Committee of management to call the annual General meeting in accordance with the provisions of the byelaws, failing of which the Registrar or any person duly authorised by him in this behalf, may call the annual general meeting.

Other General Meeting :

- (1) The Committee of management or Board through the Chief Executive Officer of the federation may as often as may be necessary for the transaction of business of the federation call a general meeting of the general body of the federation (to be called special or extra ordinary general meeting) within one month after the receipt of the requisition in writing from the Registrar or from at least one fifth of the members of the general body of the federation. In default of the committee or management to call a meeting the Registrar or any person duly authorised by him in this behalf shall have the Power to call the extra ordinary or special general meeting at such place and time as he may direct.
15. The agenda of such a extra ordinary or special general meeting, shall contain a statement of the objects for which such meeting is being requisitioned and all general norms provided for the meetings of the federation shall follow.
16. A notice of fifteen days for the Annual or ordinary general meeting and thirty days for the extra-ordinary general meeting


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for amendments in the Byelaws shall be given to the members with a copy to the Registrar, specifying the venue, date, time and the business to be transacted there at.

- 17. The quorum for the general body meeting shall be one third of the members constituting the general body. If the quorum is not completed, the meeting shall be adjourned to 16th day (counted from the date of adjournment included) at the time and place given in the Agenda notice of the earlier adjourned meeting and shall not take the issues beyond the contents of previous agenda. The quorum for adjourned meeting shall be one sixth of the members of the general body.
- 18. The Supremacy of the decisions within the frame work of Act, Rules & Byelaws made by the general body referred in sub para A and B bylaw No. 14 shall prevail upon all committee or Administrative decisions.
- 19. Where the annual general meeting has in any year been held before the accounts have been audited, the consideration and approval of the matter mentioned in sub clauses C and D of Bylaw No. 14 shall be taken up in the next Annual general meeting.
- 20. Procedure of Meetings :

- (a) The subjects for consideration in all types of meetings shall be taken up in order of the items of the Agenda unless the majority present in the meeting agrees to shift the items in view of urgency of matter, if any.
- (b) All the decisions as per the Agenda or by instant resolution, shall be passed by a majority of votes as defined in bylaw No. Seventeen. The presiding officer shall have a casting or a second vote . The voting may be at show of hands unless otherwise specified by Act, Rules and Byelaws.
- (c) The business agenda if cannot be transacted on the fixed day of meeting, it may be postponed for next date with the consent of other members present or by the chairman.
- (d) The minutes and other proceedings of all type of meetings shall be recorded in the Proceeding book and at the foot of the resolutions passed, shall be

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signed by the chairman and Chief Executive Officer of the federation.

21. (a) The meetings shall be presided over by the chairman and in absence of the Chairman, the Vice Chairman or in absence of both, the member elected by the majority of members, but the none will preside over the meeting if one has his personal interest in any of the items of this Agenda.

(b) The presiding officer shall conduct this proceedings of the meeting in such a manner as may be conducive , expeditious and satisfactory disposal of business.

(c) The meetings should be held keeping in view principles of Cooperation and equal participation of members in the conduct of business of the federation.

22. Committee of Management :

There shall be Ten members of the committee of management.

- (i) Secretary, Cane Development & Sugar Industries, Uttaranchal shall be the Ex Officio Chairman.
- ii) Addl. Secy. Sugar Industries & Cane Development, Uttaranchal as ex officio Chief Executive Officer member.
- iii) Addl. Secretary, Finance, Uttaranchal.
- iv) Nominee of the Cane Commissioner, Uttaranchal.
- v) Four members shall be elected from amongst the delegates of the member sugar factories.
- vi) Non-official Govt. Nominee from Cooperative Sector. provided that member of Govt. Nominees shall be determined in relation to share participation of the Govt.

23. Terms of Committee of Management.

(a) The term of committee of management of elected members shall be five years including the Cooperative year of their election.

(b) No person shall be eligible to be elected or Co-opted as member of the Committee of

management after holding two consecutive terms whether full or part.

- (c) Where a period of three full cooperative years has elapsed since the termination of his previous term of membership of the committee of management, the delegate from the member Coop.Sugar Mill or any other cooperative will be eligible for election to the committee of management.
- (d) A nominated member of the committee of management shall hold office during the pleasure of the authority which nominated him.
- (e) An ex-officio member of the Committee of management shall continue on the committee of management as long as one holds the office by virtue of which he or she appointed or nominated as such member.

- 24 (a) With the concurrence of managing committee the Chief Executive Officer of the federation may invite two persons, who may be technical experts of sugar sector or otherwise helpful in this working of the federation .
- (b) The Co-Option of the member due, to any vacancy accruing in the committee of management shall be filled up among those who are qualified for the membership of the committee of management and only for the un expired period of the term.
- (c) The co-opted members shall have the same rights and duties as their predecessors.

25 The legal position of Ex-officio members in the committee of management shall not be changed in case of replacement due to any reason.

26 No person shall be eligible to be or to continue as member of the committee of management who has contracted any of the disqualifications laid down in the Act-rules and Byelaws for the members of the committee of management. A defeated Candidate for the committee of management shall not become a member by cooption or nomination.

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There shall be a minute book for the proceedings of all meetings of the federation viz General body and management committee or Board of Directors etc. All proceedings shall be recorded in the minutes book duly signed by chairman and Chief Executive Officer of the federation. Any note of dissent by a member, shall be recorded in the minutes book.

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(a) The meeting of the committee of management shall be held as often as is necessary. Any three members of the committee of management may ask for requisition of the meeting. The meeting will be held at the head quarters of the Federation.

(b) At least Seven days notice shall be given for holding the regular meeting. For an emergent meeting called for specific purpose to be mentioned in the agenda of the notice and shall require four day notice.

(c) Members requisitioning a meeting shall give a statement of the objects for which the meeting is being requisitioned by them.

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(a) One third of the total number of members of the committee of management out of which two must be elected members shall constitute the quorum.

(b) For meeting of sub-committee constituted in pursuance of byelaw 30 [vii] one half quorum and seven days notice shall be necessary.

(c) The chairman or in his absence a member elected by the members present in the meeting shall preside over the meeting.

30. The duties and Functions of the committee of Management shall be:-

(i) To admit members.

(ii) To raise funds as prescribed under these byelaws.

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- (iv) To appoint Joint Chief Executive Officer(s), Asstt. Chief Executive Officer(s) or Technical persons or any other staff and fix their scale of pay and allowances and their conditions of service in accordance with the provisions of the Act and service Regulation framed there under.
- (v) To determine the rate of annual subscription to be paid by the member factories in accordance with the provisions of Byelaw 10.
- (vi) To undertake investigation for promotion and organisation of cooperative sugar factories in the State and to organize seminars and symposia for the benefit of members.
- (vii) To advise member cooperative sugar factories on :
 - (a) The selection of machinery on the basis of the recommendation of the State Advisory committee constituted by the State Government.
 - (b) Selection of sites for establishment of sugar factories and
 - (c) Appointment of supervisory and technical staff within provision of Section 121,122 of this Act.
- (vi) To appoint sub-committees for specific purposes conducive to members and Federations interest with not more than five members.
- (vii) To advise member factories on matters relating to insurance, finance and production
- (viii) To run workshops, research laboratories etc and to undertake other business related to sugar industry and to purchase necessary sites etc. for the same.
- (ix) To advise, guide and supervise the working of the member sugar factories.
- (x) To arrange for publication of market intelligence and periodic bulletins, news letter etc, pertaining to the sugar industry of sugarcane problems.

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- (xi) To call for the periodic returns, as may be prescribed, from member cooperative sugar factories.
- (xii) To represent the member cooperative sugar factories in Government or other bodies, committees, commissions of enquiry, when required through delegates of the Federation and for the purpose depute representatives to conferences and meetings convened by the Government or any associations connected with sugar industry.
- (xiii) To sanction expenditure on establishment and other activities, capital and contingent expenditures.
- (xiv) To prepare the annual budget of income and expenditure for the consideration of the General Body.
- (xv) To convene meeting of the General Body.
- (xvi) To appoint, transfer, suspend, remove, dismiss or otherwise punish employees of the Federation and to prescribe their terms and conditions of service in accordance with the regulations framed under section 121 and 122 of the Act, and to take similar action in respect of employees of member factories, if so assigned by Government.
- (xvii) To sanction investment of funds of the Federation in accordance with the provisions of the Rules.
- (xviii) To establish and administer the principal state partnership fund and to operate upon it and to utilize the said fund in accordance with the terms and conditions as may be laid down by State Government in this behalf.
- (xix) Through any member of the committee of management, or officer, or employee of the Federation or any other person specially authorised, to institute, conduct, defend, compromise, refer to arbitration or abandon legal proceedings by or against the Federation or committee of management or officer or employee of the Federation save as provided in section 70.

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- (xx) To undertake or arrange to purchase in bulk on indent basis or otherwise equipments, chemicals, gunny bags, limestone, fuel lubricants and other requirements of member factories and also to arrange for the sale of sugar or any byproducts and articles.
- (xxi) To purchase sugar machinery and other requirement of the member sugar mills and to enter into contract on their behalf.
- (xxii) To set up organisation for the manufacture of sugar factories.
- (xxiii) To set up printing press for the benefit of member sugar factories.
- (xxiv) To fix the scale of traveling allowance of members of committee of management, delegates and employees of the Federation in accordance with Rules framed under the Act.
- (xxv) To establish a provident fund, a medical aid fund and any other benevolent fund for the employees of the Federation and to extend, subject to any limitations laid down in the Rules, these benefits to the employees.
- (xxvi) Generally to carry on the business of the Federation and to do such other acts and transact such other business as are necessary to carry out the objects of the Federation.
- (xxvii) To delegate any of the powers and duties to the Chairman, Vice Chairman, Chief Executive Officer or Joint. Chief Executive Officer(s) of the Federation.

Chairman :

31. The Secretary, Cane Development & Sugar Industries Uttaranchal, shall be the ex-officio chairman of the Federation.

32. The Chairman shall be the chief controlling and supervising officer of the Federation and shall preside over all the meetings of General Body or committee of management. The chairman shall also see that the business of the Federation is being carried on sound lines.

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The Secretary : Chief Executive Officer

33. Additional Secretary, Cane Development and Sugar Industries, Govt. of Uttaranchal shall be the Chief Executive Officer as provided under sec. 31-A of the Uttaranchal Coop Societies Act, 2003 and shall have such duties and responsibilities as may be determined by the committee of management from time to time. Subject to the above, the duties of the Chief Executive Officer who may be assisted by Secretary/ies, Assistant Secretary/ies as and when necessary shall be :-

(a) To carry on the correspondence and to maintain all books, accounts and register prescribed in the rules and to arrange for submission of returns and statements of the Registrar :-

- (i) To have general control over the administration of the Society.
- (ii) To convene meeting of the committee of management and the General Body.
- (iii) To receive all moneys and securities on behalf of the society and to make arrangements for the proper maintenance and custody of cash balance, and other properties of the society.
- (iv) To endorse and transfer promissory notes, government and other securities and to endorse, sign, negotiate cheques and other negotiable instruments on behalf of the Society.
- (v) To be responsible for the general conduct, supervision and management of the day to day business affairs of the society.
- (vi) To sign all deposit receipts and operate the accounts of the Federation with banks.
- (vii) To sign all bonds and agreement in favour of the Society.
- (viii) To create, subject to provisions contained in the budget of the society class III and class IV post for a period of three months and to make, as appointing authority recruitment there to through the Board as provided in the regulations framed by the State government in exercise of the powers under sub-section (2) of Sec.122.

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- (ix) To determine the powers, duties and responsibilities of the employees of the Society.
- (x) To institute, conduct, defend, compound or abandon any suit or legal proceedings by or against the Federation or otherwise and also to compound and allow time for payment or satisfaction of any claim or demand by or against the Federation.
- (xi) Subject to the regulations, if any, which may be framed by the Committee of Management to enter into negotiations and sanction contracts upto the value of Rs.5 Lakhs each during the construction phase and upto the value of Rs.2.5 lakhs each thereafter and to do all such acts, deeds and things in the name and on behalf of the society in relation to any of the matters aforesaid for the purpose of the Society.
- (xii) To delegate all or any of the powers, authorities and directions vested in him to any employee or employees of any society, subject to the ultimate control and authority being retained by him.

34. In the absence of the Chief Executive Officer as provided in Bye-Law 30 (iv), the committee of management may appoint any person to carry on the duties of the Chief Executive Officer.

Contributory Provident Fund :

35. Contributory Provident Fund :- The federation shall establish a contributory provident fund under the provisions of section 63 of the Uttaranchal Cooperative Societies Act, 2003 for its employees which shall be administered by Rules and Regulations framed under Section 121 or 122.

Amendments

36. Amendments :- An amendment in the Bye-law, including substitution of the entire set of bye-laws by new bye-laws, may be made by a resolution

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passed by the votes of at least two thirds of the members of the general body, present at the Special General Meeting called for the purpose, by giving thirty days notice to the members who shall also be supplied with a copy of the proposed amendments/s. A quorum of at least one third of the total number of members of the General Body shall be required for such a meeting provided that if the requisite quorum cannot be obtained at a meeting, the Registrar may direct the Federation to call another meeting at which required quorum will be reduced to one fifth and also to inform the members in writing of the fact.

Service of Notice

37. Service of Notice :- Where in these byelaws, it is provided that a written notice or order shall be given to member, service by registered post at the last known place of residence or business shall be deemed as sufficient service of such notice or order except where otherwise provided by or under the Act.

Miscellaneous

38. Miscellaneous :- Where any doubt arises with regard to the construction of any byelaw/byelaws, the same shall be referred to the Registrar, Cane Cooperative societies Uttaranchal for advice and his opinion within the frame work of Act, Rules and Byelaws shall be final.

39. In the event of conflict in the byelaws of the member cooperative sugar factory and the federation, the provisions of byelaws of the Federation shall prevail.

40. The Federation shall be a body corporate by the name "Uttaranchal Cooperative Sugar Factories Federation Ltd.," having perpetual succession and a common seal with power to acquire and hold property both moveable and immoveable, and shall by the said name sue or be sued, save as expressly provided in Sections 110 and 113 of the Act.

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41. The federation may affiliate itself to the National Federation of Cooperative sugar factories, any Zonal Federation or to any other organisation that may be set up to promote and fulfill the objects for which the Federation stands.

42. The Federation may exercise all functions and powers of an apex society and of Federal Authority with the approval of the State Government under Section 123.

43. Notwithstanding any vacancy in the committee of Management or any defect in the qualifications of a member, the decision of the committee of Management shall be final.

44. Certified copies of any one or more documents on request in writing and against payment of fee prescribed in the Rules thereof, may be supplied to any member within one week of deposit of the requisite fee.

45. The annual accounts of the Federation will be completed within one month of the close of the financial year and shall be submitted as per Rules, to the authorities specified.

46. There shall be a compulsory annual Audit of the accounts of the federation by the Authority as specified by the state Govt and the annual accounts will be testified by such Audit authorities.

47. Election of delegates, and members of managing committee, vice chairman and other office bearers shall be held as per the provisions of Act, Rules and Byelaws of the federation.

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48. Due to major share participation of the State Govt of Uttaranchal the Chairman and Chief Executive Officer shall be the ex officio authority of the federation.

49. The law with regard to inquiry, inspection surcharge, privileges amendment, state aid, settlement of disputes, execution and appeals winding up and dissolution and offences and all other provisions of the Uttaranchal Sahakari Samiti Adhiniyam 2003 and Rules shall prevail over and above all the provisions of the Bylaws of the federation.

50. In view of the provisions of the preamble of the Uttaranchal Sahakari Samiti Adhiniyam 2003 the Uttaranchal Coop Sugar Federation shall be at liberty to have mutual business partnership with private and public and other Corporate bodies, subject to the approval the State Govt.

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(S.C. Sharma)
G.N. Sirangany

(Signature) (R.K. Agarwal) G
Hardeh

(Signature) (V.K. Verma) G
Bairpur

(Signature) (P.K. Malasi) G
Gadarpur

(Signature) (Vinod Sharma)
Addl Secy, Cane
& Sugar Indus
Uttaranchal Govt