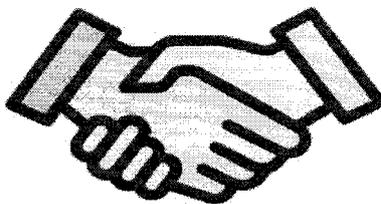


**BYE-LAWS
OF THE
NATIONAL CO-OPERATIVE EXPORTS LIMITED**

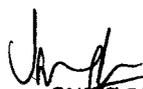


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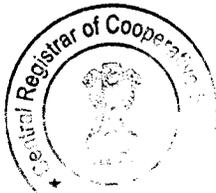
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Chapter-1: PRELIMINARY, DEFINITIONS & OBJECTS

1. Name of the Society.-

Name of the Society shall be the "National Co-operative Exports Limited" and in Hindi version as: "राष्ट्रीय सहकारी निर्यात लिमिटेड" (hereinafter it shall be referred to as the 'Society').

2. Principal place of business and registered office.-

(1) The principal place of business and the Registered Office of the Society shall be situated at:-

The Gujarat Co-operative Milk Marketing Federation (AMUL) Zonal Office, 24/ 1, D Block, Institutional Area, Janakpuri, New Delhi, Delhi 110058

(2) Any change in the address of the society shall be notified to the Central Registrar within 15 days of its change and also published in local newspaper and shall be made by an amendment of its bye-laws after following the procedures laid down in section 11 of the Multi-State Co-operative Societies Act, 2002.

3. Area of operation.-

The area of operation of the Society shall extend to whole of Union of India.

4. Definitions.-

The words/expressions appearing in these bye-laws shall have the following meaning unless otherwise provided:

- a) "Act" means the Multi-State Co-operative Societies Act, 2002, as amended from time to time;
- b) "Area of operation" means the area from which the persons can be admitted as members of the Society;
- c) "Board" means the Board of Directors or Governing Body of the Society to which the direction and control of the management of the affairs of the Society is entrusted;

"Bye-laws" means the Bye-laws of the Society for the time being in force which have been duly registered or deemed to have been registered under the Act in force and includes amendments thereto which have been duly registered or deemed to have been registered under the Act;



- e) "Central Registrar" means the Central Registrar of Co-operative Societies appointed by the Central Government in relation to the multi-State co-operative societies;
- f) "Chairperson" and "Vice-Chairperson" mean the elected persons by the Board of Directors among themselves;
- g) "Chief Executive" means Chief Executive or Managing Director, by whatever designation called, of the Society appointed under Section 51 of the Act;
- h) "Clause" or "sub-clause" means a clause or sub-clause of these bye-laws;
- i) "Co-operative Bank" means a co-operative Society or a multi-State co-operative Society which undertakes banking business;
- j) "co-operative or co-operative Society" means a co-operative society registered or deemed to be registered under any law relating to co-operative societies for the time being in force in any State or Union Territory and includes a State or apex, secondary or district and primary co-operative society;
- k) "Co-operative Principles" means the co-operative principles as specified in the First Schedule of the Multi-State Co-operative Societies Act, 2002;
- l) "Co-operative year" means the period from 1st April to 31st March;
- m) "Defaulter" means a member who has defaulted in payment of any kind of dues payable to the Society;
- n) "Delegate" means delegates elected or selected by each class of members for representing them on the smaller representative body of general body;
- o) "Federation" means a federation of co-operative societies registered under any law relating to co-operative societies for the time being in force and whose membership is available only to a co-operative society or a multi-State co-operative society;
- p) "General Body" means all members of the Society, and includes a smaller body consisting of delegates of members of the Society, if any, constituted in accordance with the provisions of sub-section (1) of section 38 of the Act;
- q) "General Meeting" means a meeting of the general body of the Society and includes special general meeting;
- r) "Member" means persons joining in the application for registration of the Society and includes a person admitted to membership after such registration in accordance with the provisions of the Act, rules and Bye laws of the Society and includes a nominal or associate member;
- s) "member co-operative" means a co-operative society or a multi-State co-operative society which is a member of the Society;
- t) "multi-State co-operative society" means a co-operative society with objects not confined to one State and registered or deemed to be



registered under the Multi-State Co-operative Societies Act, 2002 or under any law for the time being in force relating to such co-operatives societies;

- u) "National co-operative society" means a multi-State co-operative society specified in the Second Schedule to the Multi-State Co-operative Societies Act, 2002;
- v) "Nominal member" means a person who has been admitted as a nominal member or associate member under the bye-laws of the Society;
- w) "Officer" or "office bearer" means a President, Vice-President, Chairperson, Vice-chairperson, Chief Executive or Managing Director, Secretary, Manager, Members of the Board, Treasurer, Liquidator, an Administrator appointed under Sec.123 of the Act and includes any other person empowered under the Act or the rules or the Bye-laws to give direction in regard to the business of the Society;
- x) "Prescribed" means prescribed by the Multi-State Co-operative Societies Rules, 2002;
- y) "Regulations" means regulations of the Society on various matters as adopted by the Society and includes all subsequent amendments thereto;
- z) "Rules" means the Multi-State Co-operative Societies Rules, 2002, as amended from time to time; and
- aa) "Society" means the '**National Co-operative Exports Limited**' and in Hindi version as "राष्ट्रीय सहकारी निर्यात लिमिटेड" (hereinafter referred to as 'the Society'.

5. Objectives and functions.-

(1) Subject to the provisions of the Act, the principal object of the society shall be to promote and safeguard the economic interests of all its members by conducting its affairs in professional, democratic and autonomous manner; to undertake and promote exports through various activities including procurement, storage, processing, marketing, branding, labeling, packaging, certification, research & development, etc. of all types of goods and services including agri-produce, horticulture, dairy products, fisheries, handicrafts, handlooms, organic products, traditional medicines, spices, minor forest produce, processed food products including fruit pulp, juice, sugar, etc. produced by co-operatives and other related entities; to help in arranging finance, training and capacity building; to provide technical guidance; to develop and maintain market intelligence system; to implement related government schemes and undertake any such activities which will increase exports from the co-operative sector and other related entities; for attaining social and economic betterment of its members through self-help and mutual aid in accordance with the Co-operative Principles.



(2) Without prejudice to the generality of the provisions contained in sub-clause (1), the Society may undertake any or all of the following activities, but not limited to, namely:—

- (i) to ensure compliance of the co-operative principles;
- (ii) to act as an Umbrella Organization for working as Export Business House for goods and services of co-operatives and other related entities including G2G (Government to Government) trade with the support from all sectoral Ministries such as Ministry of Commerce and Industry and Ministry of External Affairs, etc. through their policies, schemes and agencies following 'Whole of Government Approach'; and to represent the co-operative export community at different forums;
- (iii) to identify markets, address trade barriers, organize trade fairs/ exhibitions/ buyer-seller meets, collect market intelligence abroad, get market access through trade agreements and G2G transactions with the special support of Ministry of Commerce and Industry and Ministry of External Affairs;
- (iv) to procure, process, trade and market goods and services either at its own or in collaboration with other Indian or foreign organizations or enterprises or export agencies;
- (v) to undertake grading, packaging, labeling, branding, certification, standardization, etc. of articles so produced by co-operatives or by farmers or producers enrolled as members in cooperatives in order to link the quality export grade finished product to international market;
- (vi) to set up collection centers, processing units, export grade integrated pack houses and storage units for storing goods by itself or in collaboration with any other cooperative or agency;
- (vii) to act as a warehousing agency under the Warehousing Act and own, construct and hire godowns, cold stores, temperature controlled warehouse, etc. for the storage of produce and goods;
- (viii) to undertake research and development and such other activities as are incidental and conducive to the development of cooperatives;
- (ix) to work for enhancing qualitative production of agriculture, horticulture, dairy, poultry, livestock, fisheries, forest produce, processed food & foodstuffs, sugar, textile, handloom & handicrafts, spices, leather, manures & fertilizers, nano-fertilizers, bio-stimulants, organic fertilizer, bio-pesticides, neem derivatives, pisciculture, sericulture, pesticides, insecticides, fungicides, any type of plant protection chemicals, herbal products, traditional medicines organic products, bio-technology, animal feed, aqua-farming, agriculture machinery, other goods



and services, etc. at all level of cooperatives and make a significant contribution to the country's foreign exchange earnings through exports of such goods;

- (x) to enter into contracts and to collaborate with any person or agency for purchases, production, manufacture and marketing of raw material, auxiliary product, packing material, finished product, by-product, and other waste product and also to enter into joint marketing and product exchange agreements with other cooperative institutions, Public Sector Undertakings or any other agency;
- (xi) to maintain logistic facilities of its own or in collaboration with any other organization in India or abroad for movement of goods by land, sea and air;
- (xii) to establish branch and/ or regional/ zonal offices, processing and packaging units and sales depot, etc. in India and abroad;
- (xiii) to provide commercially useful information and assist cooperatives in developing and enhancing their production and exports;
- (xiv) to offer professional advice to cooperatives in areas such as technology up-gradation, quality and design improvement, standards and specifications, product development, innovation, etc.;
- (xv) to organize visits of delegations abroad to explore overseas market opportunities;
- (xvi) to promote interaction between the cooperative exporting community and the Government both at the Central and State/ UT levels;
- (xvii) to build a statistical base and provide data on the exports of the cooperatives;
- (xviii) to provide a platform including information technology based interface and market intelligence to cooperatives to link global exports market for exporting their products;
- (xix) to encourage cooperatives to set up start-ups or start-up like mechanisms for exports by providing them required guidance and assistance;
- (xx) to provide technical guidance and support to cooperatives on value addition, branding, labeling, packaging, etc. of their products meant for export;
- (xxi) to set up NABL accredited labs for third party certification and for ensuring quality compliance, certification, standards and specifications, etc.;
- (xxii) to establish infrastructure for developing exports of cooperatives;
- (xxiii) to help and facilitate cooperatives in finding export markets for their products and services;




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- (xxiv) to provide specialized training and education on exports;
- (xxv) to take all possible steps for promotion of exports including setting up of dedicated institutions for conduct of exports awareness and capacity development activities for co-operative societies;
- (xxvi) to undertake business and promotional services on behalf of its member co-operatives if specifically required by or under the resolution of the general body or the board, or bye-laws of a member co-operative;
- (xxvii) to form partnerships within India and abroad for exports promotion by co-operatives;
- (xxviii) to develop and maintain market information systems including market intelligence, logo, branding, brand promotion, etc.;
- (xxix) to provide awareness on various government schemes and benefits from exports;
- (xxx) to facilitate and access Government schemes or Government sponsored support systems for the benefit of the member co-operatives;
- (xxxi) to provide policy advocacy, advisory functions and services on co-operatives;
- (xxxii) to act as an implementing agency for export promotion schemes of Government for passing on the benefits to member cooperatives;
- (xxxiii) to provide financial assistance and help in arranging finance to members;
- (xxxiv) to subscribe to the shares of other cooperatives, promote new co-operatives and invest in cooperatives; and
- (xxxv) to perform such other activity or do such acts in furtherance of the stated objects as are conducive or incidental thereto and which the Board from time to time may determine to perform or do.

(3) The society may receive subscription and accept grant of money, securities, endowments, and property of any kind from Central and State Governments and other public or private organizations, co-operatives and individuals, etc. on such terms as may deem expedient.

(4) The society may acquire, purchase, sell, exchange, lease, license, relinquish, hire or otherwise transfer all or any portion of the property, movable or immovable, which may be necessary or convenient for its purpose and build, construct, improve, alter, demolish and repair such buildings, works and constructions, as may be necessary, for carrying out the objects of the Society.




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- (5) The society may draw, make, accept, endorse and discount cheques, notes or other negotiable instruments in pursuit of its objectives.
- (6) The society may create administrative, technical, clerical and other posts and make appointments thereto, subject to the Bye-Laws and service regulations.
- (7) The society may provide for different classes of membership and specify the obligations, rights and privileges of such different members;
- (8) The Society may make Bye-Laws and Regulations on various matters, including service matters, for the conduct of its affairs and add, amend, vary or rescind them from time to time.



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Chapter-2: MEMBERSHIP, ELIGIBILITY, RIGHTS & LIABILITY

6. Membership.-

The Society shall have following types of membership:

- i) Ordinary Members; and
- ii) Nominal or associate members.

7. Ordinary Members.-

(1) No person shall be admitted as a member of the Society except the following, namely-

- a) any multi-State co-operative society or any co-operative society registered or deemed to be registered under any law relating to co-operative societies for the time being in force in any State or UT;
- b) the National Co-operative Development Corporation (NCDC) established under the National Co-operative Development Corporation Act, 1962 (26 of 1962);
- c) such class or classes of persons or associations of persons as may be permitted by the Central Registrar having regard to the nature and activities of the Society:

Provided that no person shall be admitted as member, unless the Board is satisfied, by enquiry or otherwise, that the applicant for membership is interested in export activities or beneficial to achieve the objectives and functions of the Society:

Provided further that no individual or a company, except the company specified under section 25 (1) (g) of the Act, shall be eligible to become ordinary member of the Society.

(2) No right of membership shall be exercisable until a person has made such payments to the Society in respect of membership or acquired such interest in the Society as may be specified by the Society in its bye-laws as per the provisions of the Act and rules.

(3) Every member shall pay an admission fee of ₹500/- or such amount as may be specified by the Board from time to time.




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8. Nominal or associate member.-

The Society may, in the interest of promotion of its business, admit any person, including cooperative banks, as nominal member or associate member in accordance with the provisions of the Multi-State Co-operative Societies Act on payment of a non-refundable fee of ₹1,00,000/- (Rupees One lakh only).

9. Application for membership.-

The application for membership of the Society shall be submitted by the applicant to the Chief Executive or Managing Director, by whatever designation called, of the Society in the form, if any, specified along with full value of shares and admission fee.

10. Disposal of application.-

The application for membership of the Society found complete in all respects shall be disposed of by the Board within a period of four months from the date of receipt thereof by the Society and the decision of the Board thereon shall be communicated to the applicant by Registered Post or through electronic mode within fifteen days of the date of decision.

11. Conditions to be complied with for membership.-

(1) No person shall be eligible for being or continue to be a member of the Society if:-

- a) the business of the member is not conducive to the co-operative exports promotion activities;

Explanation: For the purpose of this clause, the members who are already performing export activities may continue to perform them at their discretion and such activities would not be deemed to be non-conducive to the business of the Society.

- b) the person has not applied in writing in the form, if any, laid down by the Society or in the form specified by the Central Registrar, if any, for membership;
- c) the person has not fulfilled all other conditions of membership laid down in the Act or the rules or these bye-laws;
- d) the member incurs any disqualification laid down under the Act or the rules or these bye-laws for being a member of the Society;




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- e) the application for membership is not approved by the Board of the Society;
- f) the person, except in the case of members joining in for the application for registration of the Society, has not subscribed the minimum number of shares and paid full value thereof along with admission fee as specified in the bye-laws and/ or decided by the Board;
- g) in the case of a multi-State co-operative society or a co-operative society or a National co-operative society or body of persons whether incorporated or not, the application for membership is not accompanied by a resolution of the Board of such co-operative or authority letter from a competent authority of such organization, as the case may be, authorizing it to apply for such membership;
- h) the member has not attended last three consecutive general body meetings of the Society and such absence has not been condoned by the members in the general body meeting of the Society;
- i) the member has not used for two consecutive years any of the services provided by the Society;
- j) the member does not promote and protect the interests and objects of the Society; and
- k) the member has made any default in payment of any amount pertaining to share contributions, fee, subscriptions, if any, as decided by the Board from time to time to be paid to the Society under Bye Laws and has not cleared the amount even after 30 days notice for clearance of default.

(2) The Society shall not admit members within thirty days prior to the date of the meeting of its General Body.

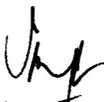
12. Cessation of membership.-

The membership of the Society may cease in case of-

- i) Resignation of the member, duly approved by the Board;
- ii) Cancellation of registration of the member co-operative;
- iii) Transfer of all the shares to another member of the Society.
- iv) Expulsion of member by the general body;
- v) Incurring any of the disqualifications of membership:

Provided that except in the case of sub-clauses (i), (ii) and (iii) of this clause, the cessation of membership shall not take effect unless the member concerned has been given a reasonable opportunity of being heard and making representation in the matter.




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13. Withdrawal or resignation from membership.-

- (1) A member may withdraw or resign from the membership of the Society after five years from the date on which it was admitted as a member and giving at least 3 months notice to the Board in writing and withdraw its share capital with the approval of the Board.
- (2) The approval shall not be given while such a member is indebted to the Society.
- (3) A member who withdraws or resigns from the membership will not be allowed to become a member again for a period of one year from the date of resignation unless the member repays the amount withdrawn by it from the Society.

14. Expulsion of a member.-

- (1) The Society may, by a resolution passed by a majority of not less than two thirds of the members present and voting at a general meeting held for the purpose, expel a member for acts, which are detrimental to the interest and proper working of the Society; or for making default in payment of dues as per the Byelaws for a continuous period of one year.
- (2) On expulsion, the person will cease to be a member of the Society. Such expulsion may involve forfeiture of shares at the sole discretion of the Society, provided that the member concerned shall not be expelled unless it has been given a reasonable opportunity of making representation in the matter. Pending expulsion by the General Body, the Board may suspend the member till the next General Body meeting.
- (3) No member of the Society who has been expelled shall be eligible for readmission as a member of the Society for a period of one year from the date of such expulsion.

15. Rights and duties of ordinary members.-

(1) **Rights of ordinary members:** Every ordinary member shall be entitled to exercise rights as a member from the date of admission as a member in the Society and shall have the following rights, namely:-

- i) Right to vote in the general body meeting;
- ii) Right to receive notice of general body meeting as per the byelaws;




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