

**UGANDA SMALL SCALE
INDUSTRIES ASSOCIATION
(USSIA)**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

Uganda Small Scale Industries Association
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THE COMPANIES ACT

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

UGANDA SMALL SCALE
INDUSTRIES ASSOCIATION

THE CONSTITUTION
OF THE
UGANDA SMALL SCALE INDUSTRIES ASSOCIATION

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

1. The name of the organisation hereinafter called 'The Association' is "UGANDA SMALL SCALE INDUSTRIES ASSOCIATION".
2. The Headquarters of the Association will be situated in Uganda.
3. The objects for which the Association is established are:-
 - a) To provide a forum for full and free discussion of all matters connected with the setting up and operations of small scale and cottage industries in Uganda.
 - b) To promote and encourage industries developments and the interest of small scale and cottage industries in the country.
 - c) To encourage efficiency and promote high ethical standards of business among its members.
 - d) To act as a go-between the Government and small scale and cottage industries and in particular make representation to the Government of Uganda and to other authorities or bodies on matters affecting the interests and objects of the Association and of its members.
 - e) Where possible to assist members in the purchase and importation of goods and materials required for their industries.
 - f) Where possible to assist members in securing finance required for the operation of their industries.
 - g) To promote the export of the products of members industries.

- h) To promote and encourage market and other surveys and the collections and dissemination amongst its members of statistical and other information and advice on all matters concerning their interests.
 - i) To purchase, take on lease or exchange , hire or otherwise acquire real or personal property and rights or privileges in any part of the world which the Association may think necessary or for the promotion of its objects and to construct, maintain and alter any buildings or erections and necessary, convenient or fitted for the work of the Association.
 - j) To sell, let, mortgage, dispose of all or any of the property of assets of the Association as may be thought expedient with a view to furthering its objects.
 - k) To establish and develop Departments / Zones of the Association as may from time to time prove desirable and in particular establish Zones and/or desks to cater for the special needs of marginalized groups especially the women, youth and the disabled.
 - l) To unite the members in the bonds of friendship, good fellowship and mutual understanding.
 - m) To affiliate and cooperate with organisations in Uganda or elsewhere having similar objects.
 - n) To collaborate with Government of Uganda and with other organisations in surveying the requirements of small scale and cottage industries for skilled and specialist personnel and to promote, assist and advise in the promotion of schemes for the training of personnel whether locally or overseas.
 - o) To undertake such other activities and provide such other services as may advance the objects of the Association.
4. The income and property of the Association, when-so-ever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise howsoever by way of profit to the members of the Association. Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding the Bank rate charged on overdrafts on money lent to the Association.
5. No addition, alterations or amendment shall be made to or in this Memorandum of Association or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Association in General Meeting and by the Registrar of Companies.

6. The liability of the members is limited as follows:-

Each member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Association contracted before he ceased to be a member, and of the costs, charges and expenses of winding up, such amount as may be determined by the Board in addition to such annual subscriptions as may be due and unpaid by him.

7. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members of the Association at or before the time of dissolution.

ARTICLES OF ASSOCIATION

OF THE

UGANDA SMALL SCALE INDUSTRIES ASSOCIATION

1. In these Articles the words standing in the first column of the Table hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

<u>1</u> Words	<u>2</u> Meaning
The Act	The Companies Act of Uganda 1958, revised 1964, and every statutory modification or re-enactment thereof for the time being in force.
The presents:	These Articles of Association and the regulations of the Association from time to time in force.
Clause:	Section of the Memorandum of Association of this Association.
The Association:	The Uganda Small Scale Industries Association.
The Zone:	Any Branch of the Uganda Small Scale Industries Association.
The Board of Governors:	The Board of Governors of the Association for the time being.
The Chairman:	The Chairman for the time being of either the Board of Governors and the Executive Committee.
The Vice-Chairman:	The Vice-Chairman for the time being of either the Board of Governors or the Executive Committee.
The Office:	The Headquarters of the Association.
The Seal:	The Common Seal of the Association.
Month:	Calendar Month.

- In writing: Written, printed or lithographed or partly another and other modes or representing or reproducing works in visible form.
- Importing: The singular member shall include plural member and vice versa.
- Importing: The masculine gender only shall include the feminine gender and words Importing Persons: shall include corporations.

Subject as aforesaid any words or expressions defined in Act or any statutory modifications thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

MEMBERSHIP

2. Only Companies, Partnerships and individuals who operate small scale and cottage industries under registered business names, and on good business lines shall be eligible for the membership of the Association.
3. (a) The industries of persons who subscribe to the Memorandum and Articles of Association are recognized as members and are required to pay membership fees and annual subscriptions as provided for in Articles 10 hereof.
- (b) Subsequent prospective members shall apply in writing on the forms prescribed by the Board and nobody shall be admitted to membership of the Association until his application has been approved by the Membership Committee. Where Zones exist, application forms will be submitted through the Zonal Executive Committee.
- (c) Every such member shall, within 90 days of approval of his application by the Membership Committee pay the prescribed entrance fee and annual subscription for the current year.
- (d) A prospective member whose application is rejected by the Membership Committee may appeal to the Board, whose decision shall be final, provided that such members shall have a chance to re-apply for membership after one year.
4. Every member industry shall be represented by one person who shall be entitled to attend all General Meetings of the Association and vote on decisions taken thereat. Copies of the Memorandum and Articles of Association shall be issued to members.

CESSATION OF MEMBERSHIP

5. A member of the Association shall cease to be a member.
 - a) if such a member resigns by giving to the Board six months' notice in writing of his intention to resign and has paid the subscriptions for that year.
 - b) if such a member ceases to operate a small scale or cottage industry; and
 - c) if such a member is disqualified from being a member under the presents of these Articles.
 - d) if such a member acts against the interest of the Association;
 - e) if such a member fails to observe the regulations of the Association prescribed by the Board under these Articles;
 - f) if such a member is declared bankrupt or insolvent; and
 - g) if such a member or the members representatives in case of a company, or partnership become of unsound mind.
6. Any member may be excluded from the membership of the Association by two-thirds majority of the members of the Board voting at a Special Board Meeting at which not less than two-thirds of the total number of members of the Board shall be present; **PROVIDED** such member shall have fourteen days' notice sent to him of the Board's meeting and he shall be entitled to attend the meeting and be heard in defense but shall not be entitled to be present at the voting or take part in the proceedings otherwise than as the Board shall permit.
7. The Board shall have power by majority vote to suspend any member from membership for reasonable cause and for any period not exceeding three months. During the period of suspension, the member forfeits all rights and privileges except that of appeal provided for in Article 8 hereof.

RIGHT OF APPEAL

8. A member whose membership has been terminated or suspended shall have the right to appeal to a General Meeting which shall decide the matter without any further recourse. A member wishing to appeal shall lodge his application with Executive Secretary in writing within thirty days from the date of the written notice suspending or terminating his membership. Within thirty days after the receipt of the application, a General Meeting shall be called to consider the issue and its decision shall be final.
9. A member whose membership has been terminated may re-apply for membership after twelve months from date of the letter terminating his membership.

The Board may re-admit such a member if there is sufficient evidence to show that the member is genuinely penitent and the likelihood of his committing the same fault is remote. The same fees and dues paid by a fresh applicant for membership of the Association shall apply.

FINANCE

10. The funds of the Association will be raised from:

- a) Application fees which shall be the amount as determined by the Board and approved by the Annual General Meeting (AGM) in a given year.
- b) Membership fees which shall be the amount determined by the Board and approved by the Annual General Meeting (AGM).
- c) Annual Subscriptions and other funds generated as prescribed by the Board of Governors from time to time with approval of the Annual General Meeting (AGM), shall be applied as follows:-
 - (i) A Percentage of the Subscription and other funds generated to be submitted to the Secretariat
 - (ii) A Percentage of the Subscription and other funds generated to remain at the zone
 - (iii) A Percentage of the Subscription and other funds generated to cater for the Women's Desk Activities at the Secretariat
 - (iv) A Percentage of the Subscription and other funds generated to cater for the Women's Desk Activities at the Zone.
 - (v) Any other party will benefit from the subscription and other funds generated after the Board's decision and approval by the AGM.
- d) Commission and fees charged by the Association for special services rendered to members.
- e) Donations and gifts received from members and other individuals and bodies. And any other funds which may be raised in accordance with the objects of the Association.

11. Annual Subscriptions shall become due and payable on 1st January, in each year and shall be paid within 90 days of the due date. At the expiry of the 90 days two requests for payment shall be sent to the defaulting member and if after three months from the date of the first letter, subscriptions are not received by the Treasurer, such a member shall be excluded from the membership of the Association unless the Board considers there to be extenuating circumstances. The first subscription paid by any firm admitted to membership of the Association shall be the full amount for the period to cover the whole year.
12. Zonal plans and budgets for the following year shall be forwarded to the Secretariat (National Headquarters of the Association), by the end of October of each year, for them to be incorporated in the national budget for the New Year.

ORGANISATION OF THE ASSOCIATION

General Meeting

13. The supreme authority of the Association shall be vested in a General Meeting of all the members entitled to attend General Meetings.

General Meetings

14. The first General Meeting of the Association shall be held within a period of three months after the registration of the Association and approval of the Memorandum and Articles of Association by the Registrar of Companies. A Steering Committee appointed by the subscribers to these presents shall be responsible for convening the meeting.
15. An Annual General Meeting of the Association shall be held once in every calendar year as its Annual General Meeting before 30th June at such place as may be determined by the Board.
16. All other General Meetings apart from the above shall be called 'Extra Ordinary Meetings'.
17. Extra-ordinary Meetings may be called by the Board of Governors whenever they think fit and or on requisition of not less than one quarter of the members, and such requisition shall state the agenda for the meeting and shall be signed by the requisitionists and deposited at the office of the Association. and any additional documents shall be signed by one or more requisitionists.
18. Subject to the provisions of the Act relating to the special resolutions, twenty-one days' notice specifying the place and day and the hour of the meeting and in case of special business, the nature of such business shall be given in the manner here-in-after mentioned to such members of the Association as are entitled to receive notice from the Association; **PROVIDED** that the accidental omissions to give notices of a meeting to, or the non-receipt of such notice by, any member shall not

invalidate any resolution passed, or proceedings held at any meeting where a prescribed quorum attended.

PROCEEDINGS AT THE ANNUAL GENERAL MEETING

19. The business of the first Annual General Meeting shall be election of the Board of Governors and the Executive Committee and the Hon. Secretary. The post of the Hon. Secretary will cease after the appointment of the Executive Secretary.
20. The Business transacted at an Annual General Meeting shall include:-
 - a) Confirmation of Minutes of previous General Meeting.
 - b) Matters arising from the Minutes.
 - c) Consideration of the reports of the Board of Governors and of the Auditors.
 - d) Consideration of the Accounts and Balance Sheet.
 - e) Any special business of which notice has been given.
 - f) Appointment of Auditors and fixing of their remuneration.
 - g) Election of Board of Governors and the Executive Committee.
21. No business shall be transacted at any General Meeting unless a quorum is present. Save as herein otherwise provided the quorum shall be one-third of the members eligible to attend personally present or represented by proxy.
22. If within an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to another date at the time and place appointed by the Chairman or Vice-Chairman within one month from the date the meeting is adjourned, and if at such adjourned meeting a quorum is not present within half of an hour from the time appointed for holding the meeting, the members present shall be a quorum. Fourteen days' notice specifying date, place and time of the meeting shall be given in respect of an adjourned meeting.
23. With the consent of any meeting at which a quorum is present, the Chairman of the Meeting may adjourn a meeting from time to time and from place to place, as the Meeting shall determine. When a Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

24. The Chairman of the Board of Governors shall preside at all General Meetings of the Association, and in absence of such Chairman, within fifteen minutes after the appointed time, the Vice Chairman shall chair the said meeting; PROVIDED that in absence of the Vice Chairman, any member of the Board present shall chair and in their absence, any member of the Executive Committee present shall chair.
25. At all General Meetings a motion put to the vote of the meeting shall be decided by secret ballot or by any other procedure to be decided upon by the members whose results shall be conclusive evidence of the meeting's decision thereof, and an entry to that effect shall be made in the Minute Book of the Association. **PROVIDED** and it is hereby agreed that if before or upon the declaration of the results, there is need to prove the proportion of the votes recorded in favour of or against such a motion, a poll shall be demanded by the Chairman of the meeting or by at least three members present in person or by proxy and entitled to vote and representing not less than one-tenth of the total voting rights of all the members.
26. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
27. If a poll is demanded in a manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairman of the Meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. No poll shall be demanded on the election of a Chairman of a meeting or any question of adjournment.
29. In the case of any equality of votes, the Chairman shall have a casting vote.
30. No member shall be entitled to vote at any General Meeting unless all dues for the financial year have been paid to the Association.
31. Voting by proxy shall be allowed. The instrument appointing a proxy shall be on a form provided by the Board which shall be completed and signed by the appointer or his attorney duly authorized in writing or if the appointer be a corporation, either under its common seal or under the hand of an officer or attorney so authorized. A proxy need not be a member of the Association.

ZONES AND ZONAL COMMITTEES

32. Uganda will be divided into Zonal Areas for the purposes of running the Association. In each of the Zonal Area, there shall be a Zone of the Association, with a Zonal Committee having the powers and duties set out herein below.
33. The particular duties of a Zonal Committee shall be:-

- a) To stimulate, assist and co-ordinate the activities of members of the Association in their areas.
 - b) To see that information required by the Executive Committee and the Board of Governors is immediately gathered and submitted.
 - c) To carry out a survey of the needs of members in its area and submit the same to the Board of Governors through the Association's Executive Committee.
 - d) To prepare and submit to the Board of Governors through the Executive Committee, not later than 1st April in each year, the annual report of the work of the Association in the Zonal area during the past calendar year, together with audited accounts and Balance Sheet in respect of same period.
 - e) To keep Minutes of all Meetings of the Zone and the Zonal Committee, and send copies thereof to the Board of Governors, as soon as possible.
 - f) To prepare and submit annual estimates of the expenses of the Zone to the Annual General Meeting of the Zone first, and then to the Board of Governors.
 - g) To exercise such powers and carry out all such duties as may be required by these presents or by the Executive Committee and the Board of Governors.
34. Each Zone of the Association shall have at least twenty members of the Association in a given Zonal Area and members desiring that a Zone be formed in their area shall send an application to the Board of Directors for their approval.
35. The Executive Committee shall convene the First General Meeting of a Zone soon after the Zone has been established by the Board for the purpose of electing a Zonal Committee consisting of a Chairman, Hon. Secretary, Hon. Treasurer and four other members. Thereafter an Annual General Meeting shall be held not later than 30th March at a place to be fixed by the Zonal Committee provided that the Zone shall hold its first Annual General Meeting within eighteen months of its establishment.
36. All Zonal elections shall be held within three months before the stipulated date of election of the Board of Governors.
37. Each Zone shall at its Annual General Meeting elect its Chairman to represent the Zone on the Board. The members so elected shall hold office for 3 years and not exceeding 2 terms. A Zonal Committee may fill a vacancy in its representation resulting from any causes, for the unexpired term for which the former member was elected, or may appoint a deputy to attend any meeting of the Board of Governors.
38. All members of the Association resident within the Zonal Area shall be entitled to attend any General Meeting and each member present shall have a right to vote.

39. One-third of the total members of the Association within a Zonal Area shall constitute a quorum.
40. The business transacted at an Annual General Meeting of a Zone shall include; the consideration and approval of a Report on the work of the Association within the Zones together with audited accounts and Balance Sheet for the past calendar year and election of Zonal committee members.
41. Members of the Zonal Committee Shall hold office for a 3 year term. All members of the Zonal committee are eligible for re-election for the 2nd term of office.
42. The Zonal Committee shall have power to fill vacancies in its membership to co-opt persons for any purpose and to appoint advisory sub-committees, whether consisting of members of the Zonal Committee not consisting entirely of members of the Zonal Committee, unless authorized by a resolution of the Zone.
43. Meetings of the Zonal Committee shall be held at least once every two months and five members shall form a quorum.
44. Zones shall be subject to the terms of the Memorandum and Articles of the Association and shall be established to further the objects of the Association stated in Clause 3 of the Memorandum of Association. Where the objects are purely of local significance in nature and content, Zones may act on their own behalf **PROVIDED** always that the Board of Governors shall be kept informed in writing. In all other matters, Zones shall act through and with the authority of the Board of Governors.

BOARD OF GOVERNORS

45. There shall be established a body to be known as the “Board of Governors” which shall be the governing body of the Association.
46. The Board of Governors will be composed of the Chairman, the Vice Chairman, the Hon. Treasurer, Zonal Chairmen, the Women’s Desk Chairperson, and eleven other members representing the eleven industrial groupings plus the Executive Secretary as an Ex-Officio member.
47. The Board of Governors shall be elected every three years through an Electoral College, and no member shall serve for more than 2 terms of 3 years unless the Annual General Meeting decides otherwise.
48. The Electoral College shall consist of the Out-going National Executive Committee members, Zonal Chairpersons and Zonal Women representatives.

49. After electing the Board of Governors and the National Executive Committee, the Annual General Meeting shall convene within one month to confirm the Board and elect the 11 industrial representatives (who complete the formation of the Board).
50. When the Board of Governors is not in session its functions shall be carried out by the Executive Committee particulars and duties of which are contained in Articles 66 and 68 hereof. (i.e. the powers are reverting from the Executive Secretary to the Executive Committee)

PROCEEDINGS OF THE BOARD OF GOVERNORS

51. The Board of Governors shall meet not less than three times a year at times to be decided by the Chairman in consultation with the Executive Committee. On the requisition of eight members of the Board of Governors, the Executive Secretary shall at any time summon a meeting of the Board of Governors.
52. Notices of meetings of the Board, along with a detailed Agenda of business to be transacted shall be sent to all members at least 21 days before the date of the meeting. A member of the board who is absent from Uganda shall not be entitled to notice of a meeting.
53. One-third of the members of the Board shall constitute a quorum. a meeting of the Board at which a quorum is present shall be competent to exercise all powers under regulations of the Association. Questions arising at any meeting of the Board shall be decided by a majority of votes. Each member shall be entitled to one vote. In case of equality of votes the Chairman shall have a casting vote.
54. Except where the procedure is specifically laid down in these presents, the usual accepted rules of procedure at meetings shall apply to discussions during meetings of the Association.

DUTIES OF THE BOARD OF GOVERNORS

55. The Board of Governors is charged with governing and administering the affairs of the Association in accordance with the objects laid down in Clause 3 of the Memorandum of Association and directions given by the Association in a General Meeting.

56. In addition to powers charged with the Board of Governors as laid down in Clause 3 of the Memorandum of Association and Article 55 above, the duties of the Board shall be:-
- a) drawing and formulating of policy to be submitted to the General Meeting for approval; and
 - b) pending the approval of the General Meeting, the Board of Governors shall have power and responsibility to discipline and/or suspend any officer of the Association.
57. The Board of Governors may at any time or times, set up other standing committees and special committees and may subject as herein before provided delegate to such standing or special committees such powers and duties as the Board may think fit, and may appoint to any standing or special committee, thus constituted persons possessing in the opinion of the Board specialised knowledge and experience whether from among members of the Board or the Association or not. The Board may dissolve any standing or special committee thus formed at any time.
58. The Board may, from time to time, make repeal or amend rules for the conduct of the affairs of the Association and its Zones. Any rule prescribed by the Board may be replaced or varied by a resolution passed at an extra-ordinary general meeting, provided that any such repeal or variation shall not invalidate any action taken by the Board prior to the passing of the resolution to repeal or vary the rules.
59. The Board of Governors may dissolve the Zonal Committee of a Zone and pass over responsibility for management of the affairs of the Zone to the Executive Committee, pending arrangements for the reconstruction and for the election of another Zonal Committee if it is satisfied that:-
- a) the Zone has ceased to function properly;
 - b) and/or a request for re-organisation has been received from at least one-third of the paid-up members of the Association in that Zone;
 - c) and/or there has been violation of the Memorandum and Articles of Association; and/or
 - d) the Zone has failed, after due notice, to carry out its duties.
60. Provided that before the Board of Governors dissolve the Committee, an opportunity shall be given to the members of the Committee to make their defence. The Board may dissolve any Zone at its discretion **PROVIDED** that an appeal may be made to an Extra-Ordinary General Meeting in the manner hereunder described, namely:-

- a) Notice of appeal in writing shall be lodged with the Executive Secretary either by the Chairman of the aggrieved Zone and/or by not less than twelve members of the Zone within 30 days of the date of the letter advising the Zone of its dissolution.
 - b) On receipt of a proper notice of appeal satisfying the conditions in Sub-Articles(a) above, the Executive Secretary shall convene an Extra-Ordinary General Meeting in accordance with the presents of these Articles.
 - c) The decision of the Extra-Ordinary General Meeting shall be final.
61. All acts bona fide by any meeting of the Board or of any Committee of the Board or by any person acting as member of the Board, shall not withstanding it be afterwards discovered that there was some defects, in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been only appointed and was qualified to be a member of the Board.
62. The Board shall cause proper Minutes to be made of the proceedings of all meetings of the Association and/or the Board and of the Committees of the Board and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of next succeeding meeting, shall be conclusive evidence without further proof of the facts therein stated.
63. A resolution in writing signed by all the members for the time being of the Board, or of any Committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors or of any such Committee duly convened and constituted.
64. Every member of the Board or other officers or servants of the Association shall be indemnified by the Association against all costs, losses and expenses which he may incur or for which he may become liable by reasons of any act or omission in the discharge of his duties unless the same happens through his own negligence, default breach of duty or breach of trust.

EXECUTIVE COMMITTEE

65. The Executive Committee appointed by the General Meeting under Article 19 hereof shall be the Administrative organ of the Association, and shall consist of the Chairman, Vice-Chairman, Executive Secretary and the Hon. Treasurer as ex-officio members and six other members. All members of the Executive Committee shall be eligible for re-election.

66. Election of the Executive Committee shall be every three years through an Electoral College which shall be constituted in accordance with Article 48 hereinabove, and no member shall serve for more than 2 terms of 3 years unless the Annual General Meeting decides otherwise.
67. The Executive Committee shall meet, so far as practicable, at least once in every two months, at time and place to be fixed by the Chairman. The Chairman at his discretion may call a special meeting of the Committee at any time, and shall do so on the requisition of three of its members or as may be delegated by the Board of Governors. In particular the Executive Committee will carry out as applicable duties listed under Articles 33 and 71 hereof.
68. The Chairman of the Executive Committee, shall preside at the meetings of the Executive Committee, or in his absence the Vice-Chairman of the Executive Committee, or in absence of both of them, such member of the Committee as the members present may appoint from amongst themselves.
69. The quorum of the Executive Committee shall be five members. Questions arising at any meeting shall be decided by a majority of votes, and in case of equality of votes the matter being voted upon shall be dropped but may be re-introduced for further discussion and voting at any future meeting after the immediate next meeting.

DUTIES OF THE EXECUTIVE COMMITTEE

70. The Executive Committee shall have powers in consultation with the Board of Governors, to create committees and sub-committees, including a finance sub-committee, appoint members to serve on the said sub-committees and define their terms of reference and quorum as it shall deem fit. PROVIDED that persons who are not members of the Executive Committee may be co-opted to serve on, and the Executive Committee shall have powers to dissolve any committee or sub-committee.
71. The Executive Committee shall administer the affairs of the Association and act for the Board on all matters concerning the activities of the Association, in accordance with the Articles of Association and the regulations made thereunder and in particular it shall:-
 - a) Before the end of the calendar year estimate, with the assistance of the Hon. Treasurer and the Finance Sub-Committee, the expenditure and income of the Board, for its own purposes together with the amount to be granted to each Division for the forth coming financial year.
 - b) With the notice calling the first meeting of the Board in the year, send the Budget for the forthcoming year which shall contain a Statement in summary form, setting out Budget of each Division.

- c) Prepare annual Report on the work of the Association for the previous calendar year including a complete and itemised account of income and expenditure, together with a certified Balance Sheet duly audited and shall submit the same to the Board for consideration before the Annual General Meeting of the Association.
72. The Executive Committee shall have overriding powers over all matters concerning Zones, Desks and other entities of the Association, to ensure that this Constitution is adhered to and in particular shall ensure that elections at all levels are held during the stipulated time, following laid down procedures and in a fair and equitable manner.
73. The Executive Committee shall appoint junior employees both permanent and temporary, create for them terms of employment, job descriptions; fix salaries and other emoluments, and at its discretion suspend or discharge them from their duties.
74. The Executive Committee shall be charged with the day-to-day management of the Association's affairs and shall plan for, execute, supervise and evaluate its policies and programs, have power to bind the Association in contract, borrow, or otherwise raise funds on behalf of the Club, institute or defend any legal action in the Association's name, engage staff and dismiss them where deemed necessary and settle any claim by or against the Association.
75. The Executive Committee may formulate orders, rules, regulations and or by-laws not being in consistence with the Articles, as may be deemed necessary for the better running and management of the Association and in accordance with powers vested in it by these articles, PROVIDED that such regulations when made shall be laid before the General Meeting for their approval without prejudice to their application in the interim period.

WOMEN'S DESK

76. There shall be a women's desk which will be an integral body within the Association and will cater exclusively for the interests of women entrepreneurs in industrial development. The desk shall have an elected chairperson, secretary and treasurer. All women members will be eligible to the women's desk membership.

FORMATION OF ASSOCIATED ENTITIES

77. The National Executive Committee shall on behalf of the Association, form any company, club or entity as it may deem necessary for the better carrying out of the objectives of the Association, upon approval by the Board of Governors and the General Meeting.

OFFICERS AND EMPLOYEES OF THE ASSOCIATION

78. The following Officers shall be elected by the General Meeting shall be eligible for re-election:-
- a) The Chairman;
 - b) The Vice-Chairman;
 - c) The Hon. Treasurer; and
 - d) The Women's Desk Chairperson
79. The Chairman of the Board of Governors shall preside at all General Meetings and meetings of the Board and Executive Committee, and perform all duties incidental to his office. In his absence the Vice-Chairman shall perform his duties.
80. The Hon. Treasurer shall advise the Association on all questions of policy affecting the finances of the Association. He shall consider the policy of the Association with regard to the raising of funds and acceptance of donations, with a view to ensuring that the policy of the Association is in accordance with the Memorandum and Articles of Association. He shall supervise the preparation of the Annual Budget and shall advise on the investment of any surplus funds.
81. The other officers of the Association shall discharge the duties which ordinarily and properly belong to the offices which they respectively hold and shall also perform such duties as may be assigned to them by the Executive Committee.
82. No remuneration shall be paid to any officer elected under Article 78 hereof but this shall not prevent an elected officer from receiving a reasonable allowance for services rendered and a refund of reasonable out-of-pocket expenses, incurred in the discharge of his duties.
83. The Executive Secretary of the Association shall be appointed by the Board of Governors for such term and at such remuneration and upon such conditions as they may think fit.
84. The Executive Secretary shall be the Chief Executive Officer of the Association and shall be responsible for recording Minutes of General Meetings, Board of Governors and the Executive Committee Meeting, except where matters touching him personally and in which he has vested interest are being discussed. The Board of Governors of the Executive Committee may ask any other salaried officer of

the Association to record minutes of meetings referred to above and shall make arrangements for the recording of minutes of other committees. The other Senior employees of the Association shall be appointed by the Board of Governors which will also determine their terms and conditions of service.

ACCOUNTS AND AUDIT

85. The Executive Committee shall cause proper and sufficient Books of Accounts to be kept in such manner as to give a true and fair view of the state of the Association's affairs and to explain its transaction with respect to:-
- a) The Assets and Liabilities of the Association.
 - b) The sums of money received and expended by the Association and the matter in respect of which such receipt and expenditures took place.
 - c) All sales and purchases of goods by the Association.
86. The Books of Accounts shall be kept at the office or at such other place or places as the Executive Committee and the Board of Governors may decide.
87. The Financial year of the Association shall run from 1st January to 31st December.
88. Once at least in every year the Accounts of the Association shall be examined and the correctness of the income and expenditure accounts and Balance Sheet ascertained by the appointed Auditors.

BANKING

89. The Association shall have such banks and accounts as recommended by the Executive Committee and approved by the Annual General Meeting, and the said account or accounts, shall be opened and maintained as it shall think fit. The Association's bank accounts shall be signed by the national chairman and national treasurer at the national level, and at the zones the signatories shall be the zone chairman, zone secretary and zone treasurer.

AUDITORS

90. There shall be Auditors of the Association who shall be chosen by the Executive Committee subject to approval of the Annual General Meeting.
91. The Auditors duties shall be regulated in accordance with the Act, members of the Board treated as Directors mentioned in the Act.

MISCELLANEOUS

92. The Board shall cause a Register of members to be maintained and in which shall be entered the name, address and type of industry operated and date of admission and cessation of every member.
93. A notice may be served by the Association upon any member either personally or by sending it through the Post in a prepaid letter, addressed to such member at his registered address, as appearing in the Registrar of members.
94. Any notice, if served by post, shall be deemed to have been served on the day on which the letter containing the same was put in the Post, and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter.

SEAL

95. The Board shall provide for the safe custody of the SEAL, which shall only be used by the authority of a resolution of the Board, and every instrument to which the Seal shall be affixed shall be signed by the Chairman or Vice-Chairman or Hon. Treasurer and shall be countersigned by the Executive Secretary or some other member of the Executive Committee appointed for that purpose.
96. Other documents, like Cheques, Bills of Exchange, etc., shall be signed for the Association by the persons appointed by the Board of Governors from time to time.

BORROWING

97. The Executive Committee may, subject to Article 100 on approval of the Board, exercise the powers of the Association and may borrow money, mortgage or charge its undertaking, properly or part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligations of the Association.

TRUSTEES AND PROPERTY

98. The Board shall appoint, not less than three and not more than five trustees and shall fill any vacancy as soon as possible after such vacancy occurs. Trustees shall not be members of the Board and are to be confirmed by the Annual General Meeting.

99. Each Trustee so appointed shall hold office for life, unless he shall resign, cease to be a member of the Association, become insolvent or of an unsound mind or become unable to act owing to absence or for any other reason or be removed from office by two-thirds majority of members of the Board at a Board Meeting, provided notice of the vote proposed to remove such Trustee shall have been given in the notice convening the meeting. Such vote must be taken by ballot.
100. All lands and buildings movable and immovable property acquired by the Association or its Division shall be vested in the Trustees appointed in Article 98 above who shall have powers to institute and defend action on behalf of the Association and to pass transfer of and mortgage the Association's property when authorized thereto by the Board for such amount and on such conditions as the Board shall direct.
- a) All movable and immovable properties acquired by the Association, nationally or at zonal level will be managed and owned by the Apex Body of the National Organisation.
 - b) The Zonal properties will be co-managed by the zonal leaders together with the Apex Body of the Association. However, the zone in question will have the majority shares in terms of benefits accruing from the said properties.
 - c) All the land titles and any other documentation related to the properties will be kept at the Secretariat.

AMENDMENTS

101. Clauses and Articles of the Memorandum and Articles of Association may be amended, altered or revoked by the resolution passed by a majority of not less than two-thirds by the members present, in person or by proxy at General Meeting duly convened for the purpose **PROVIDED** that notice convening the meeting specifies the proposed alteration and provided that not less than three-quarters of the members entitled to attend and vote are present at such meeting. If such quorum is not present the meeting shall stand adjourned for one month. If at the adjourned meeting the special quorum is not present then the resolution shall be considered carried by a simple majority of those attended and voting in person or by proxy.

WINDING UP OR DISSOLUTION

102. The Association may be dissolved by a resolution passed at a General Meeting called for the purpose and of which due notice has been given specifying such resolution; subject to the provisions of Article 101 concerning quorum, adjournment and majority. The provisions of Clauses 6 and 7 of the Memorandum of Association relating to the Winding-Up or Dissolution of the Association shall have effect and be observed as if the same were repeated in full in these Articles.