



MEMORANDUM OF ASSOCIATION

1. The name of the Association is the **TEA RESEARCH ASSOCIATION**.
2. The registered office of the Association is situated at Calcutta.
3. The objects for which the Association is established are :-
 - a) To carry and promote research and other scientific work connected with the cultivation, production and processing of tea.
 - b) To accept grants of money and of land, buildings and equipment, donations, gifts, rights conferred, subscriptions and other assistance, with a view to promoting the objects of the Association, from the Government, the Tea Board, the Council of Scientific and Industrial Research and other public bodies, corporations, companies or persons for the purposes of the Association, on such conditions as may be agreed to.
 - c) To constitute, maintain and control branches of the Association in India and to modify or abolish the same.
 - d) To undertake and execute any trusts which may be conducive to any of the objects of the Association.
 - e) To provide funds towards all or any of the objects of the Association.
 - f) Any surplus funds not needed for immediate research work will be invested as per Section 11(5) of the Income Tax Act.
 - g) To enter into any agreement with any Association or organisation, Government local authority, Corporation, person, or any other body, for acquiring or taking over by way of lease, sub-lease, purchase, gift or otherwise, lands, buildings, fixtures, equipment, furniture, scientific records, experimental data, library and technical books, or properties movable or immovable of any kind, either tangible or intangible, or for giving aid or assistance on such terms and conditions as may be deemed expedient or reasonable for promoting the objects of the Association, and to construct, erect, alter, improve and maintain any building and to manage, develop, sell, demise, let mortgage, dispose of, turn to account or otherwise deal with all or part of the same, and any property, or invention process or patent right.
 - h) To employ the skilled workers and professional technical advisers and all the personnel necessary to carry out the objects of the Association and to pay therefore such remuneration as may be considered reasonable.
 - i) To pay all expenses, preliminary or incidental to the formation of the Association and its registration.



- j) To borrow or raise any money that may be required by the Association upon such terms as may be deemed advisable and in particular and with the approval of the Tea Board to secure the payment of any money borrowed, raised or owing, by the issue of debentures, bills of exchange, promissory notes, or other obligations or securities of the Association or mortgage or charge of all or any part of the property of the Association.
 - k) To establish, support, or aid in the establishment and support of Associations, Institutions, funds and trusts calculated to benefit employees or former employees of the Association or family or dependants of such persons, and to grant pensions and/or allowances to such persons.
 - l) To arrange for the registration and recognition of the Association.
 - m) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.
4. The income and property of the Association, wheresoever derived, shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, bonus or otherwise by way of profits, to any Member of the Association. Provided that nothing herein shall prevent the payment in good faith or reasonable and proper remuneration to any employee of the Association or to any Member of the Association, in return for any services rendered to the Association, or for any materials, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a reasonable rate on money lent or payment of a reasonable and proper rent for premises demised or let by any Member of the Association.

Provided further that, except the Director no Member of the Council of Management of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit shall be given by the Association to any Member of such Council of Management of this Association except by way of repayment of out-of-pocket-expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises, demised or let to the Association or any remuneration to any Member of the Council of Management in accordance with any recommendation by or with the approval of the Tea Board.

Provided also that nothing herein shall prevent any Member of the Association whether a Member of the Council of Management or not, from exercising any processes and making, using, acquiring and lending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention and patents resulting from the work of the Association.



5. Every founder and ordinary Member of the Association undertakes to contribute to the assets of the Association, in the event of the same 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 ceases to be a Member, and of the costs, charges and expenses of winding up and for the adjustment or the rights of the contributories amongst themselves such amount as may be required not exceeding his last annual subscription to the Association.
6. 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 amongst 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 the property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 thereof, such institution or institutions to be determined by the Members of the Association subject to the approval of the Tea Board at or before the time of dissolution.
7. Any addition, alteration, modification or removal of any clause in this Memorandum of Association or in these Rules and Regulations, or the dissolution of the Association shall be subject to prior approval of the Tea Board.
8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Association and of the property, credits and liabilities of the Association. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

The management of the affairs of the Association shall be entrusted to the Council of Management in accordance with the Rules and Regulations of the Association.

The names of the first Members of the Council of Management are :

A. S. Bam, Esq., I.C.S.
S. Banerjee, Esq.
S. G. B. Brown, Esq.
K. N. Channa, Esq.
B. C. Ghose, Esq.
N. G. Gokhale, Esq.
M. J. Griffiths, Esq.

P. Crombie Esq., M.B.E.
Sir Richard Duckworth, Bt.
H. K. FitzGerald, Esq.
P. A. Francis, Esq.
S. Prasad, Esq.
U. Narasingha Rao, Esq.
The Hon. S. P. Sinha



P. K. Kanoria, Esq.

B. L. Lahoty, Esq.

A. F. Macdonald, Esq.

R. Macintosh, Esq.

I.F.Morris, Esq., O.B.E.

A. N. Sircar, Esq.

D. B. Wallace, Esq.

M. C. Whear, Esq.

G. A. Whitaker, Esq.

Dr. S. Hussain Zaheer

We, the following persons are desirous of being formed into an Association in pursuance of the Memorandum of Association.

Name

Address

A. F. Macdonald, Esq.

Duncan Brothers & Co.Ltd.
31 Netaji Subhas Road
Calcutta

A. J. Cameron, Esq.

Williamson Magor Co.Ltd.
4 Mangoe Lane
Calcutta

A. N. Sircar, Esq.

James Finlay Co.Ltd.
2 Netaji Subhas Road
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B. L. Lahoty, Esq.

Krishna Behari Tea Co.Ltd.
161/1 Mahatma Gandhi Road
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C. R. F. Mackenzie, Esq.

McLeod & Co.Ltd.
3 Netaji Subhas Road
Calcutta

D. B. Wallace, Esq.

Shaw Wallace & Co. Ltd.
4 Bankshall Street
Calcutta

G. A. Whitaker, Esq.

Gillanders Arbuthnot & Co.Ltd.
8 Netaji Subhas Road
Calcutta

H. K. FitzGerald, Esq.

Balmer Lawrie & Co.Ltd.
21 Netaji Subhas Road
Calcutta

M. Massie Taylor, Esq.

Brooke Bond Estates India Ltd.
2 Metcalfe Street
Calcutta



I. F. Morris, Esq., O.B.E

Jardine Henderson Ltd.
4 Clive Row
Calcutta

M. L. Sharma, Esq.

Lukwah Tea Estate
1 & 2 Old Court House Corner
Calcutta

P. A. Francis, Esq.

Andrew Yule & Co. Ltd.
8 Clive Row
Calcutta

P. K. Bagla, Esq.

Silcoorie Tea Estate
1 & 2. Old Court House Corner
Calcutta

Sir Richard Duckworth. Bt

James Warren & Co.Ltd.
31 Chowringhee Road
Calcutta

S. K. Mullick, Esq.

Octavius Steel & Co.Ltd.
14 Old Court House Street
Calcutta

The Hon'ble S.P.Sinha

Macneill & Barry Ltd.
2 Fairlie Place
Calcutta

Subroto Ghosh, Esq.

Bijohnagar Tea Co.Ltd.
11 Government Place East
Calcutta

Dated the 30th day of December, 1963

Witness to the above

Signature

Sd/- E.I.BROWN

Asst. Secretary

Bengal Chamber of Commerce and Industry



RULES OF THE TEA RESEARCH ASSOCIATION

1. SHORT TITLE

These Rules may be called the "Rules of the Association".

2. INTERPRETATION

- "Association" means the Tea Research Association.
- "Council" means the Council of Management of the Association.
- "Committee" means the Executive Committee of the Association.
- "Chairman" means the Chairman of the Association.
- "Vice-Chairman" means the Vice-Chairman of the Association.
- "Additional Vice-Chairman" means the Additional Vice-Chairman of the Association".
- "Director" means the Director of the Association.
- "Secretary" means the Secretary of the Association.
- "Industry" means the Tea Industry.
- "C.S.I.R." means the Council of Scientific and Industrial Research.
- "Tea Board" means the Tea Board of India constituted under Tea Act, 1951.
- "Year" means the financial year.
- "Month" means English Calendar month.

3. MEMBERSHIP

There shall be the following classes of Members of the Association:

3.1. Ordinary Members

Ordinary Members shall be Proprietors, Partnership firms, Co-operative Societies registered under the Co-operative Societies Act and Companies within the meaning of the Companies Act, 1956, engaged in the production of tea.

3.2. Temporary Members

Temporary Members shall be Proprietors, Partnership Firms, Co-operative Societies registered under the Co-operative Societies Act and Companies within the meaning of the Companies Act, 1956 interested in planting tea. After expiry of the period of one year their membership may be renewed as a Temporary Member or they can be admitted as an ordinary Members at the discretion of the Council. Temporary Members will have no voting rights.



3.3. Associate Members¹

For the time being there shall be two categories of Associate Members as given in Rules 3.3.1 and 3.3.2 below. Associate members shall have no voting rights.

3.3.1. Firms, Proprietors, Partnerships, Companies, Co-operatives and Bodies engaged solely in the manufacture of tea (otherwise known as Bought Leaf Factories).

3.3.2. Proprietors, Partnership Firms, Co-operative Societies and Companies registered under the Companies Act, 1956, manufacturing agricultural machinery, agricultural chemicals and spraying equipment, tractors, etc. desirous of obtaining expert opinion and advice on development and usefulness of machines and other merchandise from the Association.

3.4. Honorary Members

Honorary Members shall be officials and other persons directly or indirectly connected with the Industry, who may be elected by the Council upon the proposal of any two Members of the Association. Honorary Members shall be entitled to receive the published report and to attend and speak at any General Meeting held during their membership and may, upon invitation of the Chairman or Vice-Chairman of the Council or Sub-Committee but will not have any voting right. The Honorary Members shall be members of the Association for such periods as may be specified at the time of their appointment.

4. APPLICATION FOR MEMBERSHIP

4.1. Application forms for Ordinary Membership, Temporary Membership and Associate Membership shall be in such form as may be prescribed from time to time by the Association. An Ordinary Member shall have to become Member in respect of all tea estates under their ownership/control and membership will not be allowed for part of the area under tea-cultivation.

4.2. The Council may at their absolute discretion reject any application for Membership without assigning any reason thereof. In the event of Membership being accepted, the proposed Member should sign a declaration agreeing to abide by the Rules of the Association as may be altered from time to time and shall pay such entrance fee

¹Amended on 27.09.04. Prior to amendment, Rule 3.3 read as follows:-

"Associate Members shall be Proprietors, Partnership Firms, Co-operative Societies and Companies registered under the Companies Act, 1956, manufacturing agricultural machinery, agricultural chemicals and spraying equipment, tractors, etc. desirous of obtaining expert opinion and advice on development and usefulness of machines and other merchandise from the Association. Associate members shall have no voting rights."



and subscriptions as may be determined by the Council from time to time. Only upon receiving such declaration and entrance fee and necessary subscriptions, the applicant will be treated as a Member of the Association.

5. REGISTER OF MEMBERS

The Association shall keep a Register of Members stating the names, addresses and occupation and the Register of Members shall be open to inspection by any Member on any working day. In the event of any change of address, the Members shall notify such address to the Secretary and the Register shall be corrected accordingly.

6. RESIGNATION

- 6.1. Any Ordinary Member may resign from the Association at any time on giving six clear calendar months' notice in writing to the Secretary of the Association of his intention to do so and such resignation shall take effect only after acceptance of the same by the *Executive Committee* on behalf of the Association.²
- 6.2. Any Associate Member may resign from the Association by giving notice of resignation in writing to the Secretary and such resignation shall take effect only after the acceptance of the same by the *Executive Committee* on behalf of the Association.³
- 6.3. Any Temporary Member or Honorary Member may resign by giving notice of resignation in writing to the Secretary and such resignation shall take effect after acceptance of the same by the *Executive Committee* on behalf of the Association.⁴

² Amended on 27.09.04. Prior to amendment, Rule 6.1 read as follows:-

"Any Ordinary Member may resign from the Association at any time on giving six clear calendar months' notice in writing to the Secretary of the Association of his intention to do so and such resignation shall take effect only after acceptance of the same by the Chairman on behalf of the Association and clearance of all the dues of the Member to the Association."

³ Amended on 27.09.04. Prior to amendment, Rule 6.2 read as follows:-

"Any Associate Member may resign from the Association by giving notice of resignation in writing to the Secretary of the Association and such resignation shall take effect only after acceptance of the same by the Chairman on behalf of the Association and clearance of all the dues of the Member to the Association."

⁴ Amended on 27.09.04. Prior to amendment, Rule 6.3 read as follows:-

"Any Temporary Member or Honorary Member may resign from the Association by giving notice of resignation in writing to the Secretary of the Association and such resignation shall take effect only after acceptance of the same by the Chairman on behalf of the Association."



7. REMOVAL & EXPULSION OF MEMBERS⁵

7.1. If in the opinion of the Council, a Member has committed breach of any of the Rules of the Association for time being in force or in the opinion of the Council has acted or continues to act in a manner detrimental to the interest of the Association and tea industry in general which renders him unfit for membership of the Association, the Council shall convene a Special General Meeting of the Association and submit to the said meeting a Resolution for expulsion of the said Member. The concerned Member shall be informed of the time and place of the said meeting at least 14 days in advance, and the nature of the complaints. At such meeting, the said Member shall be given an opportunity of being heard. If at such meeting a Resolution is passed by not less than three-fourths majority of the Members present in person, the concerned Member, shall upon the passing of such Resolution stand expelled from the Association and shall forthwith cease to be a Member of the Association.⁶

7.2. If in the opinion of the Council, any Member has utilised information on research work carried out by the Association, for his personal benefit or for some benefit other than the benefit of the Association, the Council of Management shall have authority to remove such a Member from the Association's Membership.⁷

⁵ Amended on 27.09.04. Prior to amendment, the Title of Rule 7 read as "Removal of Members"

⁶ Amended on 27.09.04. Prior to amendment, Rule 7.1 read as follows:-

"Any member may be removed from the Association for violation of any Rules of the Association by a Resolution passed by a majority of at least three-fourths of the Members present or voting at an Extraordinary General Meeting of the Association. For the purpose of counting of votes of the Members present the definition of Voting Rights as per Clause 14.1.1 will apply."

⁷ Amended on 27.09.04. Prior to amendment, Rule 7.2 read as follows:-

"If in the opinion of the Council, any Member has utilised information on research work carried out by the Association, for his personal benefit or for some benefit other than the benefit of the Association, the Association may by majority of two-third of its members, remove such a Member from the Association's Membership. Majority will be counted on the basis of Voting Rights as per clause 14.1.1."



8. SUBSCRIPTION

8.1. Annual Subscription

Ordinary Members, Associate Members and Temporary Members shall pay such annual subscriptions as may from time to time be determined by the Council. The annual subscription so determined shall be paid by Ordinary Members in quarterly instalments. *Members who pay subscription of each quarter within a period stipulated by the Council shall be offered a discount. Those who default in payment may be charged interest. The Council shall decide the rates of discount/interest from time to time.* Temporary Members and Associate Members will, however, pay the yearly subscription at a time within one month from the date of receiving the bill.⁸

8.2. Special Subscription

In addition to annual subscription, Ordinary Members, Associate Members and Temporary Members shall pay such special subscription to the Association as may from time to time be determined and within such period as may be fixed by the Council.

8.3. Default in Payment of Subscription

In the event of any subscription or special subscription payable by a Member to the Association under these Rules remain in arrears, for more than two quarters after the same is due, the Executive Committee shall be entitled to withdraw the facilities to which such Members are entitled by giving one months' notice but the liability of the Member to pay outstanding subscription dues will not cease.

8.4. Cessation of Membership

Without prejudice to the Rule 8.3, a member shall ipso facto cease to be a member of the Association on: -

- a) Ceasing to be engaged in the cultivation and/or production of tea; or*

⁸Amended on 27.09.04. Prior to amendment, Rule 8.1 read as follows:-

"Ordinary Members, Associate Members and Temporary Members shall pay such annual subscriptions as may from time to time be determined by the Council. The annual subscription so determined shall be paid by Ordinary Members in quarterly instalments and if any such instalment is not paid within one month from the date of the commencement of the quarter for which the instalment becomes due, the Council may charge interest on such unpaid instalment at such rate as the Council may from time to time decide. Temporary members and Associate Members will, however, pay the yearly subscription at a time within one month from the date of receiving the bill.



- b) Membership subscriptions and /or additional subscriptions have not been cleared for twelve months; or
- c) Being adjudicated insolvent or being a firm being dissolved or being a company or body corporate or being dissolved or wound up.⁹

8.5. For rejoining, after cessation/termination of ordinary Membership, Associate Membership or Temporary Membership, the Company shall be required to pay past dues with interest as per prescribed rate and waiver of such subscription or interest shall be subject to approval by the Executive Committee.¹⁰

9. RIGHTS OF MEMBERS

All Members shall be entitled to attend all General Meetings and Extra-ordinary General Meetings and shall be entitled to receive copies of the Reports and Proceedings of all General Meetings and Extra-ordinary General Meetings of the Association. However, only the Ordinary Members shall be entitled to vote at all such Meetings on the basis of Voting Rights as per clause 14.1.1 given hereinafter.¹¹

10. GENERAL MEETINGS

By order of the Chairman or in his absence by the Vice-Chairman, General Meetings shall be convened by the Secretary at such date, time and place as the Council may appoint.¹²

10.1. Notice for Meetings

Notice for meetings to any Member shall be given in the ordinary manner in which notices, are required to be given by post or otherwise, but an accidental omission or non-delivery or late delivery and such other causes shall not invalidate the proceedings of any meeting.

⁹ Rule 8.3 was inserted on 27.09.04

¹⁰ Rule 8.4 was inserted on 27.09.04

¹¹ Rule 9 was amended on 27.09.04 by addition of the words "on the basis of Voting Rights as per clause 14.1.1 given hereinafter."

¹² Amended on 27.09.04. Prior to amendment, Rule 10 read as follows:-

"By order of the Chairman, General Meetings shall be convened by the Secretary at such date, time and place as the Council may appoint."



10.2. Chairman of Meeting

The Chairman, or in his absence, the Vice-Chairman, or in the absence of the Chairman and Vice-Chairman, *the Additional Vice-Chairman shall preside at the meetings.*¹³

10.3. Quorum

Fifteen Members of the Association present shall be sufficient to form a quorum for any General Meeting, when the notice of the intention to hold such meeting had been given in the prescribed manner.

11. ANNUAL GENERAL MEETING

The Annual General Meeting of the Association shall be ordinarily held every year not later than six months of the close of the financial year of the Association and not less than 21 clear days notice will be given for such meetings. The meeting shall be held at the Registered Office of the Association or at such place in India as the Council may decide, subject to the provisions of the Act, for the purpose or transaction of the following business: -

- a) To consider the Annual Report of the Association and the audited statement of accounts for the year ending 31st March previous thereto.
- b) To elect the Chairman, Vice-Chairman and fifteen Members of the Council for the ensuing term, if such elections become due.
- c) To appoint an Auditor or Auditors for the ensuing year and to fix their remuneration.
- d) To consider and decide on any Resolution which may be duly submitted to the meeting as hereinafter provided.

No Resolution other than the Resolutions relating to the adoption of the Annual Report, the election of the Chairman, Vice-Chairman and Members of the Council when due, and the appointment of the Auditor or Auditors, shall be moved at the Annual General Meeting unless a notice in writing signed by the Members who propose and second it and setting out the Resolution is sent to the Secretary, and it reaches the Secretary ten days before the day appointed for holding such meeting.

¹³ Amended on 27.09.04. Prior to amendment, Rule 10.2 read as follows:-

"The Chairman, or in his absence, the Vice-Chairman shall preside at the meetings of the Association and in the absence of such Chairman and Vice-Chairman at such meetings, the Members present shall choose any Member of the Council, or in the absence of the Members of the Council, any Member present at the meeting to preside at that meeting."



12. EXTRA-ORDINARY GENERAL MEETING

Extra-Ordinary General Meeting may be called by the Council on giving fifteen clear days notice with a statement of the business for consideration to every Member.

13. EXTRA-ORDINARY GENERAL MEETING BY MEMBERS

Any twenty Members of the Association having voting rights other than Temporary Members, Nominated Members and Associate Members shall by a requisition in writing addressed to the Council and stating the reasons for the requisition require the Council to call a Meeting of the Members of the Association. On receipt of such requisition, the Council shall cause such Extra-Ordinary General Meeting to be called within 21 days from the date of receipt of such notice. If the Council shall refuse or neglect to call such Extra-Ordinary General Meeting to be held within the time aforesaid, the twenty signatories of the requisition shall have power themselves to call such Extra-Ordinary General Meeting to be held on such day as they themselves shall appoint and shall cause 21 days notice to be given to all Members of the Association. The quorum for an Extra-Ordinary General Meeting shall be fifteen Members present in person.¹⁴

14. RIGHTS OF MEMBERS

14.1. Voting Rights

14.1.1. All Ordinary Members of the Association shall have one vote for each rupee paid in annual subscription for the preceding financial year.

14.1.2. Any question submitted to the General Meeting shall be decided by a Majority of the votes of the Members present, provided that voting by proxy in favour of a Member of the Association shall be allowed. Where the votes are equally cast, the Chairman shall have a casting vote.

14.1.3. No Member shall be entitled to vote if his subscription is in arrears for over six months (i.e. two quarters).

14.2. Minutes of Meetings

Minutes shall be kept in a book provided for the purpose of all Meetings of the Association, which shall be open for inspection, by Members on any business day between the hours of 10 a.m. and 12 noon.

¹⁴ Amended on 27.09.04 by insertion of the words "having voting rights" between the words "...twenty Members of the Association" and the words "other than Temporary Members..."



14.3. Adjourned Meetings

14.3.1. If at a meeting quorum is not present within 15 minutes of the time for commencement of the meeting, the same shall stand adjourned to the same day next week at the same time and place. At such adjourned meeting, the Members present shall be competent to transact the business.

14.3.2. The Chairman of a General Meeting may with the consent of the Meeting adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

14.4. Access to information

No Member of the Association may ask for information or use any information already known to him except in strict accordance with conditions as may be made by the Council.

15. COUNCIL OF MANAGEMENT

15.1. Composition

The Management of the Association shall vest in the Council of Management and the Council of Management shall consist of: -

15.1.1. Chairman of the Association to be elected by Ordinary Members from amongst themselves.

15.1.2. Vice-Chairman of the Association to be elected by Ordinary Members from amongst themselves.

15.1.3. Fifteen representatives to be elected by Ordinary Members from amongst themselves and the Council would appoint one of these members as 'Additional Vice-Chairman'.

15.1.4. Four representatives of the Government of India to be nominated by the Ministry of Commerce of which Director (Research), Tea Board shall be one of the representatives.

15.1.5. Chairman of Tea Board or his nominee.

15.1.6. Financial Adviser and Chief Accounts Officer of Tea Board to be nominated by Tea Board.

15.1.7. One representative to be nominated by the Indian Tea Association.

15.1.8. The immediate past Chairman of the Council to be co-opted as a Member of the Council irrespective of any other representative of the same Member Company from which the immediate past Chairman was appointed being elected as a Member of the Council.

15.1.9. Three representatives to be co-opted by the Council from the small gardens (up to 200 Hectares).



15.1.10. Director of the Association but he shall have no voting right.

15.2. Tenure

The Chairman, Vice-Chairman, Additional Vice-Chairman, Elected Members, Nominated Members and Co-opted Members of the Council shall retire at the conclusion of three successive Annual General Meetings following the General Meeting of the Association at which they are appointed.

15.3. Procedure for Elections

At least 50 days before the date fixed for the Annual General Meeting, the Secretary shall issue the Circular to all eligible Ordinary Members inviting nominations for election of the Chairman, Vice-Chairman and fifteen members of the Council. The nominations must reach the Secretary within 15 days from the date of issue of the said circular. One Member can contest for any one of the elective post and nominate any officer not below the rank of general Manager and a Partner, in the case of a partnership firm. The nomination must be signed by the person authorised to sign on behalf of the Member. The Secretary, on receipt of such nomination shall send to all persons who have been nominated, a list of nominations received by him. The nomination can be withdrawn by the Member, if he so desires, within ten days of the last date fixed for receiving nomination. Withdrawal by fax/e-mail/telegrams shall not be accepted. The Secretary, within ten days from the last date of withdrawal of nomination, issue voting papers duly signed to the Members with 'Acknowledgement Due'. No duplicate voting paper shall be issued under any circumstances whatsoever. No voting paper shall be issued if there is no contest for any of the positions. Members shall return the voting papers in a sealed envelope to the Secretary within the time and date specified in the voting paper and the period shall not be less than fifteen days from the date of issue of the voting papers. All the voting papers received shall be kept in a ballot box and the latter shall be sealed after the expiry of the time mentioned in the voting paper. The ballot papers shall, thereafter, be placed before two 'Scrutinisers' appointed by the Council. The Scrutinisers shall work jointly and declare the results within five days from the last date of receipt of voting papers.¹⁵

¹⁵ Amended on 27.09.04. Prior to amendment, Rule 15.3 read as follows:-

"The Rules and procedure for election of Chairman, Vice-Chairman and Members of the Council shall be framed by the Council from time to time."



15.4. Vacancy

- 15.4.1.** On the resignation of a Member from the Association any person representing such a Member in the Council or in any Committee shall cease to be a Member of the Council, Committee or Sub-committee.
- 15.4.2.** If the representatives of a Member serving in the Council, Committee or Sub-Committee retires/resigns from the services of the organisation whom he was representing, his seat will be vacant.
- 15.4.3.** Nominated Members of the Council will cease to be Member of the Council on their ceasing to hold such office or appointment by virtue of which they have been appointed as such Members.
- 15.4.4.** Any elected or appointed Member who fails to attend three consecutive meetings of the Council without proper leave of absence shall cease to be member thereof.

15.5. Filling of Vacancy

- 15.5.1.** Any vacancy in the elected Membership of the Council including the Chairman and the Vice-Chairman shall be filled by the Council for the residue of the term.
- 15.5.2.** Any vacancy in the nominated Membership to the Council shall be filled by the appropriate nominating body.

15.6. Meeting of the Council

15.6.1. Presiding Authority

Every meeting of the Council shall be presided over by the Chairman, or in his absence by the Vice-Chairman, and in their absence, by the Additional Vice-Chairman.¹⁶

15.6.2. Quorum of Council

One-third Members of the Council, present shall constitute the Quorum of any meeting of the Council *one of which shall be the Chairman, Vice-Chairman or Additional Vice-Chairman.*¹⁷

15.6.3. Notice for Holding Meeting of Council

15.6.3.1. Not less than fifteen clear days notice of every meeting of the Council shall be given to each Member to his address in the register of Members.

¹⁶ Amended on 27.09.04. Prior to amendment, Rule 15.6.1 read as follows:-

"Every meeting of the Council shall be presided over by the Chairman, or in his absence by the Vice-Chairman, and in the absence of both, by a person chosen by the Members of the Council present from among themselves."

¹⁷ Amended on 27.09.04. Prior to amendment, Rule 15.6.2 read as follows:-

"One-third Members of the Council, present shall constitute the Quorum of any meeting of the Council."



15.6.3.2. The Chairman, *or in his absence the Vice-Chairman*, may himself call or by a requisition in writing signed by him require the Secretary to call a meeting of the Council at any time. For such meetings the Notice period of 15 days will not apply and such meetings will be called Emergent Meetings.¹⁸

15.6.4. Minimum Number of Meetings

The meeting of the Council shall be convened by the Secretary *as ordered by the Chairman or in his absence by the Vice-Chairman at least once in three months.*¹⁹

15.6.5. Question to be decided by Majority Vote

15.6.5.1. Each Member of the Council shall have one vote and if there shall be an equality of votes on any question to be decided by the Council, the Chairman of the meeting shall in addition have a casting vote.

15.6.5.2. Any business, except such as the Council may be general or special order direct to be placed before the meeting, may be carried out by circulation amongst all its Members and any Resolution so circulated and approved by the majority of the Members signing shall be as effectual and binding as if such Resolution had been passed at a meeting of the Council, provided that at least one-third of the Members of the Council have recorded their views on the Resolution.

16. FUNCTIONS AND POWERS OF THE COUNCIL

16.1. It shall be the function of the Council generally to carry out the objects of the Association as set forth in the Memorandum of the Association.

16.2. The Council shall have the management of all the affairs and funds of the Association and shall have authority to exercise all the powers of the Association subject to limitations laid down by Resolution passed at General Meeting and shall be responsible for the safe custody of the property of the Association.

16.3. Without prejudice to the general powers it is hereby expressly declared that the Council shall have the following powers, that is to say: -

¹⁸ Amended on 27.09.04 by insertion of the words ", or in his absence the Vice-Chairman," between the words "The Chairman" and the words "may himself..."

¹⁹ Amended on 27.09.04. Prior to amendment, Rule 15.6.4 read as follows:-

"The meeting of the Council shall be convened by the Secretary as often as considered necessary but, not more than six months shall elapse between two meetings."



- 16.3.1. The preparation and sanction of budget estimates, the sanctioning of expenditure and approved accounts.²⁰
- 16.3.2. To authorise the Executive Committee to take decisions regarding filling up of vacant posts, re-designation and with regard to promotion and transfer.²¹
- 16.3.3. To make recommendations to the Association for addition, variation, amendment or repeal of regulations for the administration and governance of the Association and for carrying its objects into effect.
- 16.3.4. To pay all expenses incurred in carrying out the objects of the Association.
- 16.3.5. To purchase or otherwise acquire for the Association any property, rights or privileges that the Association is authorised to acquire at such price, and generally on such terms and conditions as they think fit.
- 16.3.6. To borrow moneys, to sell, improve, manage and develop all or any part of the property and rights of the Association, to appoint by Resolution or by power, one or more of their Members to execute and register documents on behalf of the Council.
- 16.3.7. To secure the fulfilment of any contract or engagements entered into by the Association in such a manner as they may think fit.
- 16.3.8. To institute, defend, compound or abandon any legal proceedings by or against the Association or to otherwise concerning the affairs of the Association.
- 16.3.9. To refer any claim or demand by or against the Association to arbitration and observe and perform the Award.
- 16.3.10. To make and give receipts, releases and other discharges for money payable to the Association and for claims and demands of the Association.
- 16.3.11. To invest and deal with any of the moneys of the Association, not immediately required for the purposes thereof in such manner as they may think fit and proper and from time to time vary or realise such investments subject nevertheless to the provisions contained in the Memorandum of the Association.

²⁰ Amended on 27.09.04. Prior to amendment, Rule 16.3.1 read as follows:-

"The preparation and sanction of budget estimates, the sanctioning of expenditure and accounts and audit."

²¹ Amended on 27.09.04. Prior to amendment, Rule 16.3.2 read as follows:-

"To appoint and dismiss any Officer or Staff of the Association and to frame disciplinary rules and service rules of the Officers and Staff of the Association."



- 16.3.12.** To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as shall be requisite in relation to any of the matters aforesaid or otherwise for the purposes of the Association.
- 16.3.13.** To set up, constitute and organise local branches of the Association in such a manner and on such terms as may be considered necessary in the interest of the Association.
- 16.3.14.** To constitute *Executive Committee and other Committees and Sub-Committees* consisting of two or more persons and to vary the same and delegate to them such powers as may be considered necessary for the purpose. A *Committee* or *Sub-Committee* so constituted may co-opt persons, who are not Members of the Association.²²
- 16.3.15.** *To reimburse the travel and other expenses of any Member of the Council, Committees and Sub Committees as per norms set by the Council from time to time.*²³
- 16.3.16.** To provide for compliance with terms and conditions attached to the payment of the grants-in-aid.

17. EXECUTIVE COMMITTEE

17.1. Composition and Powers

An Executive Committee of the Association shall be constituted at the first meeting of the Council following the appointment of new Members of the Council and shall exercise such power as may from time to time be delegated by the Council. The Committee shall consist of:-

- a) Chairman
- b) Vice-Chairman
- c) Additional Vice-Chairman
- d) Four Elected Members of the Council to be elected by the Members of the Council.
- e) Two Nominated Members of the Council-out of six nominated Members under Rules 15.1.4, 15.1.5 and 15.1.6.
- f) One representative to be nominated by Indian Tea Association (I.T.A)

Meetings of the Executive Committee shall be convened by the Secretary as ordered by the Chairman or in his absence by the

²² Amended on 27.09.04. Prior to amendment, Rule 16.3.2 read as follows:-

"To constitute Sub-Committees consisting of two or more persons and to vary the same and delegate to them such powers as may be considered necessary for the purpose. A Sub-Committee so constituted may co-opt persons, who are not Members of the Association."

²³ Inserted on 27.09.04. Consequently Rule 16.3.15 has been renumbered as Rule 16.3.16.



Vice-Chairman. The decisions of the Committee will be placed before the Council from time to time for ratification.²⁴

17.2. Quorum

One-third Members of the Committee present shall constitute the quorum of any meeting of the Committee *one of which must be the Chairman, Vice-Chairman or Additional Vice-Chairman.*²⁵

17.3. Presiding Authority

The Chairman will be the Chairman of the Executive Committee. Each Member of the Committee shall have one vote and if there be equality of the vote on any question to be decided by the Committee, the Chairman of the meeting shall in addition have a casting vote.

17.4. Tenure

Members of the Committee shall retire at the conclusion of three successive Annual General Meetings following the Council meeting at which they are appointed.

17.5. Meeting of the Committee

Meetings of the Executive Committee shall ordinarily be held once a month and notice of meetings to Members shall be given in the ordinary manner not less than seven days before the time appointed for holding such meetings. However, to discuss urgent matters, meetings may be held at a shorter notice.

18. PRINCIPAL OFFICERS OF THE ASSOCIATION

*The Chairman, Vice-Chairman, Additional Vice-Chairman and also such other Member/ or Members of the Council, as may be authorised by the Council, shall be the 'Honorary Principal Officers' of the Association and shall be authorised to sign on behalf of the Association. Their travel and other expenses shall be reimbursed as per the norms set by the Association. The Director, Secretary and such other Senior Officer or Officers as may be authorised by the Council shall be the 'Principal Officers' of the Association.*²⁶

19. FUNCTIONS AND POWERS OF THE HONORARY PRINCIPAL OFFICERS²⁷

19.1. Chairman

The Chairman shall preside at all meetings of the Council, at all general meetings and lead all deputations. He shall preside at the

²⁴ This paragraph of Rule 17.1 has been inserted on 27.09.04.

²⁵ The words "one of which must be the Chairman, Vice-Chairman or Additional Vice-Chairman" have been added on 27.09.04 after the words ".....any meeting of the Committee"

²⁶ Amended on 27.09.04. Prior to amendment, Rule 18 read as follows:-
"The 'Principal Officer' of the Association shall be the Chairman, Vice-Chairman, Additional Vice-Chairman, Director, Secretary who are authorised to sign on behalf of the Association and also such other person or persons as may be authorised as such Principal Officer by the Council."

²⁷ Amended on 27.09.04. Previously Rule 19 related to "Undertakings" which has been made as Rule 21. Rule 20 and 21 related to "Functions and Powers of the Director" while Rule 21 related to "Secretary". Rules 20 and 21 have now been merged into Rule 20. The new Rule 19 has been inserted.



Annual General Meeting, Special General Meeting, Extraordinary General Meeting and may address the Members on such subject as he may deem proper; but such address shall not be taken to represent the views of the Association or the Council unless such representations is expressly indicated.

The Chairman shall also, at any time when he shall deem proper, communicate and shall make suggestions as may, in his opinion, tend to promote the prosperity, welfare and usefulness of the Association. The Chairman shall perform such other duties as may be incidental to the office of the Chairman.

19.2. Vice-Chairman

In absence of the Chairman, the Vice-Chairman shall have the power to perform the duties of the Chairman.

19.3. Additional Vice-Chairman

In absence of both the Chairman and the Vice-Chairman, the powers and duties of the Chairman shall be exercised and discharged by the Additional Vice-Chairman.

20. POWERS AND FUNCTIONS OF THE PRINCIPAL OFFICERS

20.1. Director

20.1.1. It shall be duty of the Director to direct, co-ordinate and exercise general supervision over all research activities of the Association. He shall prescribe the duties of the members of the Staff of the Association and shall exercise supervision and disciplinary control over them in accordance with the directions of the Council.

20.1.2. Subject to these Rules, the Director shall in all matters under his charge have such powers as may be given to him by the Executive Committee from time to time.

20.2. Secretary

The Secretary shall maintain records of proceedings of the Council and of the Committees and Sub-Committees and shall perform such other duties as the Executive Committee may, by general or special orders, direct.

21. UNDERTAKINGS

21.1. All Members of the Council, the Director, Secretary and other Officers of the Association shall, before taking charges, sign an undertaking to observe strict secrecy regarding all knowledge they may obtain in the exercise of their duties regarding progress and results of research. Provided that the Council may permit the publication of the results of research and the exchange of scientific information with scientific establishments and Associations on such conditions as may be decided from time to time. They shall undertake not to utilise such information for work other than the work of the Association.

Nothing in these Rules shall prevent discussion, disclosure of publication between Members of the Association and its Officers in the ordinary course of business or in the interest of the Association.



- 21.2. Every employee of the Association shall give a written undertaking that in consideration of his employment by the Association he shall assign to the Association all rights, patents and ownership in any discoveries, inventions, designs, techniques or other results arising in the course of his employment under the Association.

22. FUNDS OF THE ASSOCIATION

- 22.1. The funds of the Association will consist of the following:

22.1.1. Entrance fees, annual subscriptions and special subscriptions from Ordinary Members, Temporary Members and Associate Members.

22.1.2. Grants made by the Tea Board, CSIR, Central Government or any State Government.

22.1.3. Donations and contributions from other sources.

22.1.4. Fees and charges imposed by the Council for services rendered by it.

22.1.5. Income from investments.

22.2. Contribution or Donation from other sources either by Member or others shall at the discretion of the Council be kept in separate fund for the purpose of the Association and such fund will be controlled absolutely by a Committee to be appointed by the Council.

23. ACCOUNTS AND AUDIT

23.1. The Association shall maintain proper accounts and other relevant records and prepare an annual statement of accounts in such form as may be prescribed by an Auditor.

23.2. The accounts of the Association shall be audited annually by an Auditor and any expenditure incurred in connection with the audit of accounts of the Association shall be payable by the Association.

23.3. The Auditor shall have the right to demand the production of books, accounts, connected vouchers and other documents and papers and to inspect any of the offices of the Association.

23.4. The Association will furnish to the Tea Board on the 30th September or as soon thereafter as may be convenient, every year, a copy of the annual statement of accounts duly audited by the Auditors and certifying that the grants received from the Tea Board were spent for the purposes for which they were made.

24. REPORT

A draft of the report and the yearly accounts of the Association shall be prepared by the Council and placed before the Association at its General Meeting for consideration and approval. Copies thereof as finally approved by the Association shall be forwarded to the Registrar and be supplied to the Members of the Association and to the Tea Board for information.

25. AMENDMENTS

The Rules and Regulations of the Association may be amended in consultation with the Tea Board by the votes of three-fifths of the Members present at an Ordinary or an Extra-ordinary General Meeting of the Association.