

INDIAN COMPANIES ACT, 2013

(ARTICLES OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL)

OF

TELEMATICS ASSOCIATION OF INDIA

1. The regulations contained in Table "H" in Schedule I in the Companies Act, 2013, shall apply to the Association if not otherwise provided for in the following regulations of the Association.

INTERPRETATION

2. In these regulations —

(a) "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and any previous Company Law, so far as may be applicable.

(a) (i) "public company" in terms of Section 2(71) of Companies Act 2013 means a company which is not a private company;

(b) "Articles" means these Articles of Association of the Company or as altered from time to time

(c) "Associate Company", in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.

Explanation.—For the purposes of this clause, "significant influence" means control of at least twenty per cent of total share capital, or of business decisions under an agreement;

(d) "Board of Directors" or "Board", means the collective body of the directors of the Company and shall include a Committee thereof

(e) "Company" means **TELEMATICS ASSOCIATION OF INDIA**.

(f) "Control" shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.

(g) “Depositories Act” means the Depositories Act, 1996, or any statutory modification or re-enactment thereof, for the time being in force.

(h) “Depository” means a depository as defined under Section 2(1)(e) of the Depositories Act.

(i) “Director” means a member of the Board appointed in accordance with these Articles, including any additional and/or alternate director.

(j) “Debenture” includes Debenture stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not

(k) “Document” includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.

(l) “General Meeting” means a general meeting of the Shareholders of the Company, whether an annual general meeting or an extraordinary general meeting

(m) “Independent Director” shall have the meaning ascribed to it in the Act

(n) “Key Managerial Personnel” means the Chief Executive officer or the managing director or the manager; the company secretary; whole-time director; Chief Financial Officer; and such other officer as may be notified from time to time in the Rules.

(o) “Ordinary & Special Resolution” shall have the meanings assigned to these terms by Section 114 of the Act.

(p) “Promoter” means a person—

(a) who has been named as such in a prospectus or is identified by the company in the annual return referred to in Section 92; or

(b) who has control over the affairs of the Company, directly or indirectly whether as a shareholder, director or otherwise; or

(c) in accordance with whose advice, directions or instructions the Board of Directors of the Company is accustomed to act:

Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity;

(q) “Rules” means the applicable rules for the time being in force as prescribed under relevant Sections of the Act

(r) “Seal” means the Common Seal of the Company.

(s) “Secretary” is a Key Managerial Person appointed by the Directors to perform any of the duties of a Company Secretary.

(t) “The office” means the Registered Office for the time being of the Company.

Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

Reference in these articles to any provision of the Act shall, where the context so admits, be construed as a reference by any statute for the time being in force.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or Rules, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

The Regulations contained in Table F in Schedule 1 to the Companies Act, 2013 shall not apply to the Company and the Regulations herein contained shall be the regulations for the

management of the Company and for the observance of its members and their representatives.

They shall be binding on the company and its members as if they are the terms of an agreement between them.

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

Words	Meaning
The Act	Companies Act, 2013

The Association	TELEMATICS ASSOCIATION OF INDIA
The Executive Committee	The Executive Committee of the Association for the time being.
These Articles	These Articles of Association and the regulations of the Association for the time being in force.
The Member	The Patron / Ordinary Members for the time being of the Association whose names shall have been duly entered in the Register of members and who have not ceased to be members by virtue of any of the provisions of these Articles but does not include Honorary Members, the latter class of Members shall not be deemed to be members of the Association within the meaning of Companies Act, 2013.
The Register	The Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013
The Seal	The common seal of the Association.
The Bye-laws	The Bye-laws as existing from time to time, and framed in accordance with these Articles and/or as framed and varied by the Executive Committee under the power contained in these, Articles.
The Office	The Registered Office for the time being of the Association.
Month	Financial Month.
Year	Financial Year.

Words importing the singular number only shall include the plural number.
Words importing persons shall include individuals, firms, corporations.

- 4.** The number of members with which the Association propose to be registered is 7, but the Executive Committee may, from time to time, register an increase of members, and the number of members shall be unlimited.

5. MEMBERS

5.1. There shall be the following five classes of members

- 5.1.1. Ordinary Members
- 5.1.2. Patron Members
- 5.1.3. Honorary Members
- 5.1.4. Associate Members
- 5.1.5. Affiliate Members
- 5.1.6. Individual Members

- 5.2. Any firm, company or corporation, operating in India which primarily as embedded design house / manufacturer of Vehicle Tracking System, AIS 140, IoT devices, any other government mandated telematics devices for telematics applications shall be eligible to become Ordinary Member.
- 5.3. Any firm, company or corporation, operating in India which primarily as embedded design house / manufacturer of Vehicle Tracking System, AIS 140, IoT devices, any other government mandated telematics devices for telematics applications and willing to contribute Rs.1,00,000 shall be eligible to become Patron Member with lifetime membership having same rights and duties as that of ordinary members.
- 5.4. Any firm, company or corporation based in India, having facilities / operations in India, directly or indirectly connected to the telematics industry, but do not fulfil the eligibility criteria of Ordinary Members shall be eligible to become an Associate Member.
- 5.5. Any Society, Association registered in India shall be eligible to become an Affiliate Member.
- 5.6. Individual such as professionals, practicing experts and students etc. can apply for Individual Membership of the Association.
- 5.7. The subscribers of the Memorandum and such other persons as the Executive Committee shall admit to membership shall be the members of the Association.
- 6.** The rights and privileges of membership may, in the case of a firm elected in their conventional name as a member of the Association, be exercised by any partner in such firm or by such person authorised by power of attorney or letter of procuracy or otherwise to the satisfaction of the Executive Committee to sign the name of the firm or to sign such names per procuracy and may in the case of a joint stock company or other corporation elected in their corporate name as a member of the Association, be exercised by a Director, Manager, Secretary or any other responsible officer of the company or corporation or a person authorised by power of attorney to exercise the same or any other person who in the opinion of the Executive Committee is competent to exercise the same on behalf of the company or corporation, subject, nevertheless, to the following reservations, namely :-
- 6.1. The representatives of a firm, joint-stock company or other corporation entitled to exercise the rights and privileges of

membership must have their names registered in the books of the Association in order to exercise the aforesaid rights and privileges.

- 6.2. For each act of exercising the rights and privileges of membership by a firm, company or other corporation member, only one representative shall vote.
 - 6.3. Associate Members may attend any such meeting of Executive Committee to which they may be invited or any ordinary or special meeting of the Association and may take part in the discussion but shall not have a right to vote at such meeting/s nor shall have any right to be elected to the Executive Committee of the Association.
 - 6.4. Affiliate Members shall have the right to participate in the Seminars, Workshops, Conventions, Meetings and other similar programs of the Association but shall neither have right to vote at any meeting of the Association or any of its Committees nor shall have any right to be elected to the Executive Committee of the Association.
 - 6.5. Individual Members shall have the right to participate in the Seminars, Workshops, Conventions, and other similar programs of the Association but shall neither have right to participate or vote at any meeting of the Association or any of its Committee nor shall have any right to be elected to the Executive Committee of the Association.
- 7.** Every Applicant for admission as Patron or Ordinary Member or Associate Member or Affiliate Member shall be proposed by one Ordinary Member and seconded by another Ordinary Member. The application for Membership of every such candidate shall be made in writing and contain such particulars as may be required by the Executive Committee from time to time.

And the application of every applicant for admission as an Individual Member shall be approved by the Secretary / Regional Secretary or Director of the Association. The application of every such candidate shall be made in writing and contain such particulars as may be required by the Secretariat from time to time. The Membership of the Individual Members will be valid for one year or till 31st March of the financial year in which they became individual member.

The Executive Committee is empowered to prescribe procedure and make regulations for admission and may in its discretion either admit or reject any candidate for membership of the Association and shall not be bound to give reasons for any rejection of such candidate.

8. ENTRANCE FEE, SUBSCRIPTION AND VOTING POWER

- 8.1. Every Applicant for membership shall pay an Entrance Fee as specified below :

Class	Entrance Fee (In Rupees)
Ordinary Members	5000
Patron Members	100000 (Entrance + Lifetime Subscription)
Associate Members	10000
Affiliate Members	6000
Individual Members	1000

In the event of any application for membership of Patron or Ordinary or Associate or Affiliate Member being refused, the amount so paid will be forthwith returned to the candidate. Each member shall also pay an annual subscription at the beginning of each financial year, at the rates prescribed by the Executive Committee from time to time.

In the event of any Application for membership of Individual Member being refused, the amount so paid will be forthwith returned to the candidate. Each Member shall also pay an Annual Subscription at the beginning of each financial year, at the rates prescribed by the Secretary of the Association from time to time.

8.2. Should a member's annual subscription remain unpaid for two months after due date, such member shall be reminded by registered letter, sent to the last known address of such member in India. If the amount due still remains unpaid after the expiration of 30 days from the date of posting such a registered letter, he shall be deemed to be a defaulter and shall cease to be a member of the Association. Upon an application for re-admission, the Executive Committee if so deem fit may re-admit the member on the following terms & conditions:

8.2.1. He would be liable to clear all arrears of subscription owing by him to the association.

8.2.2. If he pays, along with Annual Subscription, 50% of admission fee provided he seeks re-admission within a period of six months of cessation of membership else he will be required to pay full admission fee.

8.3. In all matters to be determined by the votes of the members, the number of votes to which such member shall be entitled shall be one.

9. A majority of three-fourths of the votes of the members present and entitled to vote and voting at an Annual or Special General Meeting may, by a resolution, remove from the list of members the name of any member, or refuse to confirm his or their provisional election made by the Executive Committee. Any such person, firm, company or corporation

shall, from the passing of such resolution, cease to be a member of the Association or from being entitled to exercise the rights and privileges of membership, as the case may be. Such person, firm, company or corporation shall nevertheless remain liable for all arrears of subscription and other sums owing by him to the Association.

10. Every member shall register with the Secretary the correct address to which all communications shall be addressed.
11. The Executive Committee may, if they think fit, elect Honorary Members of the Association. Honorary members elected under this rule may attend any meeting of the Executive Committee to which they may be invited or any Ordinary or Special Meeting of the Association and may take part in any discussion but shall not vote on any resolution placed before the Association.

Board of Directors

12. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.
KONARK CHUKKAPALLY
AMONCHIT SURIYA KIRAN
SOUMYA KANTI ACHARYA
MANDEEPSINGH AMARJEETSINGH KHANGURA
RAJESH VAIDYA
RANI CHATURVEDI
SUNILKUMAR
13. i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-
 - (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - (b) in connection with the business of the company.
14. The Board may pay all expenses incurred in getting up and registering the company.
15. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
16. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise

executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

17. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

18. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

RESIGNATION

19. A member may resign from the Association by giving one calendar months' notice in writing to the Secretary of his intention to do so, and upon the expiration of the notice such member shall cease to be a member of the Association, although this will not affect his liability to pay any sum or sums due to the Association.

CESSATION OF MEMBERSHIP

20. A member shall ipso facto cease to be a member of the Association :

20.1. In case a member is an individual, if he is an undischarged insolvent or shall make a composition or scheme of arrangement under the Insolvency Act, or if he is adjudged by a competent Court to be of unsound mind, or if he is convicted of an offence involving moral turpitude;

20.2. In case a member is a firm, if it is dissolved or adjudged insolvent or shall make a composition or scheme of arrangement under the Insolvency Act, or the partners as such are convicted of an offence involving moral turpitude;

20.3. In case a member is a company, if it goes into liquidation.

ADMINISTRATION AND MANAGEMENT

21. The Administration and management of the affairs and concerns of the Association shall vest in the Executive Committee.

22. There shall be the following officers of the Association, namely, a President, a Vice- President and Members of the Executive Committee who shall act without remuneration. **Association shall also appoint as a**

paid employee an officer designated as Secretary / Director General as an Ex-Officio member of the Association.

In addition there shall also be other paid managerial personnel categorized and designated as an Executive Director, Deputy Executive Directors, Senior Directors, Directors and Regional Secretaries who shall not be members as may be decided upon from time to time by the Executive Committee.

23. The Executive Committee shall consist of not more than (12) **twelve** members. The Constitution of the Executive Committee shall be as follows:

23.1. Not more than eight members, consisting of two from Northern, two from Southern, two from Western Region and two from Eastern Region, to be elected by all members in general on all India basis.

23.2. Not more than three members to be elected by all members in general on all India basis.

23.3. The Chairman of the Eastern, Northern, Southern and Western Regional Offices by election or nominations.

23.4. The President of the retiring Executive Committee (The immediate past President).

23.5. Secretary/Director General of TELEMATICS ASSOCIATION OF INDIA as an Ex-Officio Member of the Association to look after the statutory compliances required under Companies Act, Income Tax Act and any other applicable Act. Secretary/Director General shall be accountable to Executive Committee and that Secretary/Director General shall have no right to vote for or against any resolution passed in the Executive Committee or General Body Meeting.

24. The members of the First Committee shall be:

Representative	Company Name
Amonchit Suriyakiran	M2C LLP
Soumya Kanti Achrya	eTrans Solutions Pvt. Ltd.,
Konarch Ch	Volty IoT Solutions Pvt Ltd.
Rajesh Vaidya	Blackbox GPS Technology(OPC) Pvt. Ltd.
Khangura Mandeep Singh A	Pointer Telocation India Pvt Ltd
Sunil Kumar SK	ITRIANGLE INFOTECH PVT LTD
Rani Chaturvedi	Miracle ITES Pvt. Ltd

25. The President, the Vice-President, and the members of the Executive Committee shall retire at each Annual General Meeting but shall be eligible for re-election, provided that the Executive Committee for any

year shall continue to hold office until a new Executive Committee has been elected.

26. At each annual General Meeting there shall be elected not more than 11 persons as per Item Nos. 15.1 and 15.2 of Article No. 15 from amongst the members of the Association, under rule expressly framed in this behalf by the Executive Committee and approved by the members of the Association in General Meeting.

27. The Executive Committee thus elected shall choose from among them the President and the Vice-President of the Association and may co-opt not more than four persons as members of the Executive Committee.

28. Vacancy

28.1. Any vacancy occurring in the office of the President, Vice-President or an Ordinary member of the Committee during the interval between two Annual General Meetings shall be filled up by the Executive Committee in such manner as they may decide and every person appointed to fill a vacancy shall retire at the next ensuing Annual General Meeting.

28.2. The power of the Executive Committee may be exercised notwithstanding any vacancy in their body, and no act done by the Executive Committee shall be questioned merely by reason of the existence of a vacancy or any defect in the constitution of the Executive Committee.

AUDITORS

29. Auditors shall be appointed at the General Meeting each year. Any casual vacancy in the office of Auditors may be filled by the Committee.

EXECUTIVE COMMITTEE

30. The Executive Committee shall meet at such times and in such places as they think proper and may pass such resolutions as they think proper as to the summoning and holding of meetings of the Executive Committee and for the transaction of business at such meetings.

31. Two members of the Executive Committee or one fourth of its total strength (any fraction contained in that one-fourth being rounded off as one), whichever is higher, shall form a quorum for the transaction of business; provided, however, that any resolution passed at a meeting of the Executive Committee at which only the requisite minimum number of Committee members were present shall be reconsidered by the Executive Committee at its next meeting if so demanded in writing by any member

within 20 days of the circulation of the minutes where such resolutions are recorded.

- 32.** Minutes of each meeting of the Executive Committee embodying all decisions taken by the Executive Committee at their meeting shall be circulated to all the members of the Association by the Secretary within 30 days of the meeting.
- 33.** If any member of the Executive Committee absents himself from three consecutive meetings of the Executive Committee, or from all meetings of the Executive Committee, for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Executive Committee, such a member shall be deemed to have vacated his place on the Executive Committee.
- 34.** In the event of the absence of the President, he shall appoint the Vice-President to undertake the office of President during his absence.
- 35.** At every meeting of the Executive Committee, the President or, in his absence, the Vice-President, shall preside. In the absence of the President and the Vice-President, the Executive Committee shall elect one of their members to preside at the Meeting. Each member of the Executive Committee shall have one vote on all matters before the Executive Committee, and, in the event of an equality of votes, the President shall have a second or casting vote. Questions arising at any meeting of the Executive committee shall be determined by a majority of votes of the members present.
- 36.** The Executive Committee shall be the governing body of the Association, and in addition to the powers and authorities by Statute or by these Articles and/or the Bye-laws, if any, expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association as a Company limited by guarantee, and which are not by these Articles or Statute and/or the Bye-laws, if any, expressly directed to be done by the Association in General Meeting but subject nevertheless as to such acts and things as are not regulated by Statute, by these Articles of Association, and/or the Bye-laws, if any, to such regulation or direction as may from time to time be determined upon or given at any Ordinary or Special General Meeting of the Association, provided that no such regulation or direction shall invalidate any prior act of the Committee which would have been valid if the regulation or direction had not been made or given. Any decision of the Committee under these Articles or the Bye laws, if any, shall be final, and no appeal shall lie against the same.

37. Without prejudice to the general powers conferred by Article 28 hereof, the Executive Committee shall have power;

37.1. To appoint any Departmental Committee or Sub-committee of the members of the Executive Committee and/or of the members the Association and such Departmental Committee or Sub-Committee may be permanent or temporary or for such special purposes as the Executive Committee may determine. The President and Secretary of the Association shall be ex-officio members of all such Committees or Sub-Committees appointed by the Executive Committee.

37.2. To delegate, subject to such conditions as they think fit, any of their powers to Departmental Committees or Sub-Committees, and to make, vary and repeal Bye-laws or rules for the regulation of the proceedings of Departmental Committees or Sub-Committees.

37.3. To make such Bye-laws (not being inconsistent with these Articles) from time to time for the management of the Association as they shall think proper, and from time to time amend or cancel any Bye-laws for the time being in force, and to appoint and dismiss the servants of the Association.

REGIONAL OFFICES

38. The Executive Committee shall have power to set up Regional Offices in any part of India, and these Articles of Association, and any Bye-laws made thereunder, shall apply, mutatis mutandis to any Regional Office, so set up by the Executive Committee. A Regional Office shall be in the charge of a Chairman who shall be elected by the respected Regional members under Bye-laws framed in that behalf by the Executive Committee.

GENERAL MEETINGS

39. A General Meeting shall be held within eighteen months of the incorporation of the Association, and thereafter once at least in a year at such time, not being more than six months after the expiry of the financial year in which the preceding General Meeting was held, at such places in the Indian Union as the Executive Committee may consider convenient for the despatch of business, at which a report of the proceedings of the Executive Committee for the year under review (copies of which shall be circulated amongst the members at least fourteen days prior to the date fixed for the holding of the General Meeting to which they are to be submitted) and the yearly audited accounts including a statement of income and expenditure and balance sheet made up to a date not earlier than the date of the meeting by more than six months,

shall be submitted. Such meeting shall be called the Annual General Meetings; all other meetings shall be called Extraordinary General Meetings.

- 40.** The Executive Committee may, whenever they think fit, and shall upon requisition made by not less than one-tenth of the total voting power of the all members having at the said date a right to vote, convene an Extraordinary General Meeting. A meeting convened by requisition shall be fixed for a date not later than 45 days from the date of deposit of the requisition. The requisition shall specify the object of the meeting, and only the business so specified shall be discussed at the meeting.
- 41.** Clear fourteen days at least before the date of any General Meeting of notice specifying the place and hour of meeting and the general nature of the business to be conducted their at shall be posted in the premises of the Association. A notice of such meeting shall also be sent by post to the address of every member register under Article 9 at least fourteen days before the date of such meeting. Provided that in the case of an Extraordinary General Meeting called under Article 31, no notice shall be advertised, but notice thereof shall be sent by post to the address of every member register under Article 9, fourteen clear days at least before the date of such meeting.
- 42.** The business of an Annual General Meeting shall be to receive and pass the accounts for the preceding financial year which shall be held to run from the 1st January to 31st December, to elect an Executive Committee and to consider or transact any other business which under these articles ought to be transacted at an Annual General Meeting. All other business shall be deemed special; but no special business shall be brought forward unless notice thereof shall have been given to the Secretary at least ten days before the date of such meeting.
- 43.** All members of the Association are entitled to attend and speak at General Meeting but only members who are personally present are entitled to vote at General Meeting and voting by proxy shall not be permitted.
- 44.** When it is proposed to pass a Special Resolution, Extraordinary General Meeting may be called by giving not less than clear fourteen days' notice in writing specifying the intention to propose the resolution as a Special Resolution; provided that, if all the members entitled to attend and vote at any such meeting so agree, a resolution may be proposed and passed as a Special Resolution of which less than fourteen days' notice has been given.

- 45.** Five members present in person and entitled to vote shall be quorum for any General Meeting. At every General Meeting, the President, or in his absence the Vice-President, or in the absence of the said two officers, one of the other members of the Executive Committee present, shall be Chairman.
- 46.** If within half an hour from the time appointed for a General Meeting a quorum is not present, the meeting if convened upon requisition shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and, if at Such adjourned meeting a quorum is not present, those members who are present, shall be a quorum, and may transact the business for which the meeting was called.
- 47.** The Chairman of a General Meeting may, with the consent of the meeting adjourn the same from time to time and 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.
- 48.** At all the General Meetings a resolution put to the vote of the Meeting shall be decided by a majority of the votes of the Members present and entitled to vote and voting at such meeting, and a declaration by the Chairman of the meeting that a resolution has been carried or has not been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the Minutes Book of the Association shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the case of equality of votes, the Chairman shall have a casting vote in addition to the vote to which he is entitled as a member.
- 49.** No amendment shall be made which may prove to be repugnant to the provisions of Section 2(15), 11, 12, 12A, 13 and 80G of the Income Tax Act, 1961 as amended from time to time.

FUNDS

- 50.** The funds of the Association shall be kept deposited in such Bank/s and securities as specified under the Income Tax Act and that such part thereof as shall not be required for current expenses may, at the discretion of the Executive Committee be invested in any investment/s as permitted by the law/s for the time being. No investment shall be transposed except with the permission of the Executive Committee.

The accounts with the banks shall be operated upon by means of cheques signed by:

50.1. Any two persons jointly among the signatories specially authorized in this regard by the Executive Committee from time to time and

50.2. At least one of the two persons as mentioned in (a) above shall be the **Secretary & Director General or Executive Director or Deputy Executive Director or Senior Director or Director or the Regional Secretary** of the Association.

Any cheque received by the Association may be endorsed by the **Secretary & Director General or Executive Director or Deputy Executive Director or Senior Director, or Director or the Regional Secretary** in favour of the bank to be credited to the account of the Association.

THE SEAL

51.The Association shall have a Common Seal, and the Executive Committee shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Executive Committee previously given in the presence of the President or the Vice-President who shall sign every instrument to which the Seal is affixed, and every such instrument shall be countersigned by the Secretary provided, nevertheless, that any instrument bearing the Seal of the Association and issued for valuable consideration shall be binding on the Association notwithstanding any irregularity touching the authority of the Executive Committee to issue the same.

INDEMNITY

52.Every member of the Executive Committee, the Secretary and other Officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Executive Committee out of the funds of the Association to pay, all costs, losses and expenses (including travelling expenses) which any such member of the Executive Committee, Secretary, Officer or servant of the Association may incur, or become liable to, by reason of any contract entered into, or act or things properly and lawfully done, by him as such member of the Executive Committee, Secretary or Officer or servant of the Association, or in any way, in the discharge of his duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association and have priority as between members over all other claims.

53.No member of the Executive Committee, Secretary or other Officer or servant of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of the Executive Committee, Secretary or Officer or servant of the Association, or for joining in any receipt or other act for conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of the title to any property acquired by order of the Executive Committee for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen in execution of the duties of his office, or in relation thereto, unless the same shall happen through his own dishonesty.

DISSOLUTION

54.The Association may be dissolved by Extraordinary General Meeting of the Association convened on the recommendation of the Executive Committee or on requisition of not less than one-fourth of the member and a meeting to dissolve the Association must be composed of not less than three-fourths of the members of the Association present, and the resolution upon the dissolution shall not be effective unless passed by a majority consisting of three-fourths of the votes of the members present and entitled to vote and voting at such Extraordinary General Meeting of the Association.

Rules and procedure governing the election of the Executive Committee prescribed under Article 18 of the Articles of Association

1. At least two months before the date of the Annual General Meeting, the Secretary shall issue a notice inviting the members to communicate the names of their representatives whom they desire to nominate for election as members of the Executive Committee of the Association. The members shall within 15 days from the date of the notice write to the Secretary intimating such names provided always that each member shall be entitled to nominate only one representative of the firm or of the company as the case may be.
2. No member or candidate shall be eligible to vote and/or to stand for election as a member of the Executive Committee unless the member company or member firm has paid the annual subscription for the year.

3. Only individuals shall be entitled to be nominated as candidates for election. In case of a firm it can nominate any of its partner and in case of a company it can nominate any of its whole time working employee - Managing Director, Director, Executive Director, Chief Executive Officer or Equivalent Position. The nomination paper should accompany an authorization duly signed by the Chairman or Managing Director or Managing Partner bearing seal of the firm or of the company as the case may be.
4. A candidate nominated, may withdraw his candidature by notice in writing to the Secretary. Such notice shall be signed by the candidate himself or by member firm or company who nominated him and shall be sent to the Secretary so as to be received by him within the date specified.
5. After the expiry of the time for filing nominations specified, the Secretary shall notify to the candidates for election and the respective members that nominated them, the list of all nomination received stating the date within which nominations may be withdrawn. The date so specified shall be the seventh day from the date of the notice and it shall be the last date for withdrawal of candidature.
6. The Secretary shall enter the names of all persons finally standing for election in the voting paper in five distinct groups - one group representing the small-scale sector and 4 regional groups according to the geographical region to which each candidate belongs.
The voting paper pre-numbered with hologram of TELEMATICS ASSOCIATION OF INDIA logo bearing the seal of the Association and the signature of the Secretary or Finance Head shall be sent by Registered Post with acknowledgement due / Speed Post / Courier (within, ten days of the last day for withdrawal of nominations) to the members with instruction to vote for not more than 25 candidates, subject however, to a minimum of 4 candidates from the Northern Region, 4 from the Southern Region, 4 from the Western Region, 2 from the Eastern Region and a maximum of 3 candidates from the Small Scale Sector Group.
7. The members shall return the voting papers to the Secretary within clear 15 days from the date of the issue of the voting paper, after which no voting papers shall be deemed received. The voting paper should be returned in a closed envelope super scribed with the words "VOTING PAPER" for identification purposes.
The voting paper be signed and stamped by member company's or firm's authorized, representative (Chairman or Managing Director or Managing Partner as the case may be) only and should give complete particulars as to his/her name, designation and address.
In case the original voting paper is misplaced / lost / not received, a duplicate voting paper shall be issued to the member company on receipt

- of the undertaking from the company to the effect that the original voting paper if found / received, shall be returned to the association.
8. If nominations fall short of the numbers specified, the election process undertaken will be deemed withdrawn and a fresh election procedure with the approval of the Executive Committee shall be undertaken.
 9. Non-receipt of a circular / nomination / voting papers in regard to election from the office of the Association shall under no circumstances would invalidate the election.
 10. On receipt of the voting papers, the statutory auditors appointed by the Executive Committee of the Association as scrutineers, shall carry out independent scrutiny of voting papers and declaring of the election result.
 11. The candidates who have secured the largest number of votes for election as members of the Committee shall be deemed to have been elected, provided that no more than four candidates who have polled the largest number of votes in each of the three regional groups, viz., Northern, Western and Southern and two from Eastern Region shall be first elected. From the Small-Scale Sector Group only three candidates who have secured the largest number of votes shall be deemed to have been elected. In the event of a tie, the scrutineers shall determine, by drawing lots, as to who shall be deemed to have been elected. No person except the scrutineers and such assistants as they may need shall be present at the time of the scrutiny.
 12. The scrutineers shall make a report declaring who are deemed to have been elected and such report shall be published by the Secretary at least clear seven days before the date of the Annual General Meeting and shall be placed for confirmation at the Annual General Meeting.

BYE-LAWS GOVERNING REGIONAL OFFICES

1. Preamble:

In exercise of the powers conferred on them by Article 29 read with Article 30 of the Articles of Association, the Executive Committee of the Association make the following Bye-laws which shall broadly govern the constitution, scope, functions, etc. of the Regional Offices.

2. Number of Regional Offices:

The number of Regional Offices for the time being shall be four; one each for the Eastern Region, the Western Region, the Northern Region and Southern Region.

3. Territorial Jurisdiction :

The territorial jurisdiction of the four Regional Offices for the time being is as set out below:

- 3.1. Eastern Region comprising the States of West Bengal, Bihar, Orissa, Assam, Arunachal Pradesh, Nagaland, Meghalaya, Mizoram, Tripura, Manipur, Andaman and Nicobar Islands.
- 3.2. Western Region comprising the States of Madhya Pradesh, Gujarat, Maharashtra, Goa, Daman and Diu, Dadra & Nagar Haveli.
- 3.3. Northern Region comprising the States of Jammu & Kashmir, Punjab, Haryana, Chandigarh, Himachal Pradesh, Uttar Pradesh. Delhi and Rajasthan.
- 3.4. Southern Region comprising the States of Tamil Nadu, Andhra Pradesh, Karnataka, Kerala, Pondicherry and Lakshadweep.

4. Regional Chairman:

The respective regional members of the Association shall elect a Regional Chairman as per the Bye-laws governing the election of Regional Chairman as per Article 30 of the Articles of Association and Bye-laws framed in that behalf.

5. Regional Committee:

The Regional Chairman may constitute a Regional Committee of not more than 4 members from the respective region.

6. Term of Office:

The term of office of the Regional Committee shall be coterminous with that of the Executive Committee of the Association.

7. Meetings:

The Regional Committee may meet as often as necessary within its territorial jurisdiction; it shall not hold meetings outside its territorial jurisdiction.

8. Powers of the Regional Committee:

A Regional Committee can act only on regional problems or problems of a local nature which have no repercussions outside the regional sphere of activity. The decisions of the Regional Committee are invariably subject to approval by the Executive Committee and will be deemed to have no sanction until such approval is sought and obtained. It is obligatory on the Regional Committee to generally keep the Executive Committee informed of all its deliberations and decisions.

9. Finances:

No financial commitments shall be made by the Regional Committee without the prior consent of the Executive Committee.

10. Re-appointment, Dissolution, etc.:

The Executive Committee may by resolution re-appoint, reshuffle or dissolve a Regional Committee as it thinks appropriate without disclosing the reasons therefor.

11. Interpretation:

The opinion of the Executive Committee on the interpretation of these, bye-laws shall be final and any matter pertaining to Regional Offices not included in or provided for in these Bye-laws shall rest solely with the Executive Committee and their decision thereon shall be final.

12. Amendments

These Bye-laws shall not be abridged, added to or otherwise amended except by a resolution of the Executive Committee.

Rules and Procedures governing the election of Regional Chairmen prescribed under Article 30 of the Articles of Association

1. At least two months before the date of the Annual General Meeting, the Secretary shall issue a notice inviting the regional members to communicate the names of their representatives whom they desire to nominate for election by the respective regional members of the Association as Regional Chairman. The members shall within 15 days from the date of the notice write to the Secretary intimating such names provided a member for such candidature shall not be qualified to contest in the election to the Executive Committee.
2. No member or candidate shall be eligible to vote and/or to stand for election as a member of the Regional Chairman unless the member company or member firm has paid the annual subscription for the year.
3. Only individuals may be nominated as candidates for election. In case of a firm it can nominate any of its partner and in case of a company it can nominate any of its whole time working employee - Managing Director, Director, Executive Director, Chief Executive Officer or Equivalent Position. The nomination paper should accompany an authorization duly signed by the Chairman or Managing Director or Managing Partner bearing seal of the firm or of the company as the case may be.
4. A candidate nominated, may withdraw his candidature by notice in writing to the Secretary. Such notice shall be signed by the candidate himself or by member firm or Member Company who nominated him and shall be sent to the Secretary so as to be received by him within the date specified.
5. After the expiry of the time for filing nominations specified, the Secretary shall notify to the candidates for election and the respective members that nominated them, the list of all nominations received stating the date

within which nominations may be withdrawn. The date so specified shall be the seventh day from the date of the notice and it shall be the last date for withdrawal of candidature.

6. The Secretary shall enter the names of all persons finally standing for election in the respective regional voting paper.

The voting paper pre-numbered with hologram of **TELEMATICS ASSOCIATION OF INDIA** logo bearing the Seal of the Association and the signature of the Secretary or Finance Head shall be sent by Registered Post with acknowledgement due / Speed Post / Courier (within, ten days of the last day for withdrawal of nominations) to the members with instructions to vote for any one of the candidates contesting for Regional Chairmanship.

7. The members shall return the voting papers to the Secretary within clear 15 days from the date of the issue of the voting paper, after which no voting papers shall be deemed received. The voting paper should be returned in a closed envelope super scribed with the words "VOTING PAPER" for identification purposes.

The voting paper be signed and stamped by member company's or firm's authorized, representative (Chairman or Managing Director or Managing Partner as the case may be) only and should give complete particulars as to his / her name, designation and address.

In case the original voting paper is misplaced / lost / not received, a duplicate voting paper shall be issued to the member company on receipt of the undertaking from the company to the effect that the original voting paper if found / received, shall be returned to the association.

8. If only one nomination has been received from a region, the candidate shall be deemed to have been elected. If no nomination is received from a region, the Executive Committee shall nominate a member from that region as Chairman of the Region, who shall be deemed to have been elected.
9. Non-receipt of a circular / nomination / voting papers in regard to election from the office of the Association shall under no circumstances would invalidate the election.
10. On receipt of the voting papers, the statutory auditors appointed by the Executive Committee of the Association as scrutineers, shall carry out independent scrutiny of voting papers and declaring of the election result.
11. The candidate who has secured the largest number of votes shall be deemed to have been elected. In the event of a tie, the scrutineers shall determine, by drawing lots, as to who shall be deemed to have been elected.
12. The scrutineers shall make a report declaring who are deemed to have been elected and such report shall be published by the Secretary at least

clear seven days before the date of the Annual General Meeting and shall be placed for confirmation at the Annual General Meeting.

Guiding Principles for the working of Panels as adopted by the Executive Committee

1. Each Panel at its first Meeting will elect a Convener who will thereafter call a meeting of the Panel at such time and place as he thinks fit.
2. The President of the Association or his nominee will preside over all panel meetings.
3. The Association's secretariat will provide secretarial assistance to the Panels. However, the Panels have the option to do their own secretarial work, but final processing will be invariably done by the Association's secretariat.
4. While the Panels will function largely as autonomous bodies, the Executive Committee of the Association will exercise overall supervision over their working and Panel decisions will be invariably subject to review by the Executive Committee.