

MEMORANDUM OF ASSOCIATION
OF
THE UNITED PLANTERS' ASSOCIATION OF SOUTHERN INDIA

NAME

1. The name of the Association is THE UNITED PLANTERS' ASSOCIATION OF SOUTHERN INDIA, hereinafter referred to as the UPASI.

OBJECTS

2. The objects for which the UPASI is established are:
 - (a) To promote trade, commerce and industry and aid its development;
To undertake scientific research on all aspects relating to plantation crops.
 - (b) To promote, diffuse and disseminate knowledge relating to planting and the plantation and spices industry;
 - (c) To promote scientific knowledge of the cultivation and processing of plantation and spice crops;
 - (d) To promote united or concerted action among members in all matters affecting the general or common interests of members and to promote and protect in all parts of the world the interests of the various planting industries carried on in Southern India;
 - (e) To collect, classify, circulate and publish statistics and other information relating to production, distribution, finance, employment conditions and any other matters affecting the planting industries of Southern India; and to present in whatever manner necessary the true facts relating to the planting industries so as to promote public understanding and appreciation of matters pertaining to those industries;
 - (f) To subscribe to and become a member of and co-operate with any other association whose objects are altogether or in part similar to those of the UPASI;
 - (g) To encourage the payment of equitable rates of wages and salaries and the provision of fair conditions of service and to establish just and equitable principles in dealings between members and employees;

- (h) To represent or assist in any way any member or members in, or in any proceedings arising out of, any industrial dispute or apprehended industrial dispute with any trade union or body of employees or with any employee, subject, however, to the provisions of any law for the time being in force in respect of any litigation, negotiation, arbitration or legal proceedings;
- (i) To undertake by negotiation, conference or otherwise the settlement of disputes between members and between member and employees and to arbitrate in the settlement of such disputes between parties willing and agreeing to abide by the judgment of the UPASI or of any arbitrator or arbitrators nominated by the UPASI;
- (j) To establish and support or aid in the establishment and support of associations, institutions, funds, trust and schemes for the provision of benefits for and general welfare of employees of members of the UPASI;
- (k) To establish, manage or assist in any manner a Fund for the relief of distressed planters or former planters in Southern India or their distressed dependants;
- (l) To purchase, take on lease, or hire or otherwise acquire any movable or immovable property or any rights or privileges necessary or convenient for the objects of the UPASI; and to construct, alter and keep in repair any buildings required or used by or for the UPASI and to pull down or demolish any buildings not so required;
- (m) To sell, improve, manage, develop, lease, mortgage, charge, exchange, dispose of or otherwise deal with all or any part of the property and assets of the UPASI;
- (n) To borrow or raise any money required for the purpose of the UPASI, and to lend money to such persons or companies, and upon such terms as may seem expedient;
- (o) To invest and deal with moneys of the UPASI in such manner as may from time to time be determined;

Provided that in respect of receipts by way of subscription/contribution to research, any surplus funds not needed for immediate research work shall be invested in deposits of nationalized banks, Government Securities or such other Securities as may be permitted by the appropriate authority from time to time.

- (p) To establish, undertake or execute any trusts for the furtherance of any of the objects, the undertaking of which may seem to the UPASI desirable either gratuitously or otherwise;
- (q) To assign to any member or class of members any preferential, special or qualified rights or privileges over or as compared with any other members;
- (r) To do all such other lawful things as may be incidental or conducive to the attainment of the above objects or any of them but not to carry on any activity for profit or gain;
- (s) To apply the receipts of the UPASI solely towards the promotion of the objects stated above and no part of its property or receipts shall be used for any other purpose; and
- (t) To invest and/or accumulate the surplus receipts for any specific objects or purpose of the Association for any period.

**BYE-LAWS
OF
THE UNITED PLANTERS' ASSOCIATION OF SOUTHERN INDIA**

DEFINITIONS

1. In the Bye-laws unless the context requires otherwise the expression:-
- (a) 'Commodity' means any planted and cultivated crop of tea, coffee, rubber or any spice.
 - (b) 'Estate' means any land in Southern India, that is to say any land in India South of 20° latitude, which is cultivated for the production of tea, rubber, coffee or a spice as defined in these Bye-laws.
 - (c) 'Executive Officers of the UPASI' means employees appointed as officers by the Executive Committee and this expression or words referring to the holder of a particular office of the UPASI include employees acting or authorized to act in such office.
 - (d) 'Financial Year' means twelve calendar months commencing on the first day of April and ending on the 31st day of March.
 - (e) 'Industry-wide' refers in the case of a particular commodity, to matters, which affect or which the Executive Committee constituted under the Bye-laws considered likely to affect the interest of all members of a commodity section of the UPASI or all Planting Members of the UPASI.
 - (f) 'In writing' means written, printed, typed, lithographed or visibly expressed in all or any of these or other modes of representing or reproducing words.
 - (g) 'Member Officers of the UPASI' means the President and Trustees of the UPASI and the Chairman and Members of Committees constituted under or in pursuance of these Bye-laws.
 - (h) 'Owner' shall include trustee, liquidator, mortgagee or lessee in possession of an estate.
 - (i) 'Planted area' means all areas planted with one or more commodities, including field, roads and drains; provided that in the case of commodities, for which there is a production, marketing or other Board, 'Planted area' shall mean not less than the area registered in the books of the appropriate Board.

- (j) 'Planting Association' means an Association Member of the UPASI the members of which include Estate or Small Grower Members of the UPASI possessing more than fifty per cent of the Association's total planted acreage.
- (k) 'Person' and words denoting persons shall be deemed to include firms, companies, corporations, associations and Hindu undivided families.
- (l) 'Prescribed' means prescribed by the Executive Committee.
- (m) 'Register' means the Register of Members of the UPASI kept as provided by these Bye-laws.
- (n) 'Special business' means any business to be considered at a general meeting of the UPASI other than the normal recurring business of Annual General and Budget meetings.
- (o) 'Spices' means the commodities commonly known as spices as may be prescribed from time to time.
- (p) 'Urgent proposition' means a proposition upon any special business or urgent importance, which is not specified in the notice convening a meeting under these Bye-laws.
- (q) Words imparting the singular number only shall include the plural number and vice versa.

MEMBERSHIP

2. (1) Membership of the UPASI shall be one of the following classes:-

- (i) Estate Members
- (ii) Small Grower Members.
- (iii) Association Members
- (iv) Firm Members
- (v) Retired Planter Members
- (vi) Honorary Life Members

(2) (i) Members in Classes (i), (ii) and (iii) shall be referred to collectively as 'Planting Members'.

(ii) Members in Classes (i), (ii), (iii) and (iv) shall be referred to collectively as 'Ordinary Members'.

(iii) Members in Classes (i) to (vi) shall be referred to collectively as 'Members'.

(3) The following persons, companies, firms, Hindu undivided families, corporations or associations, subject (save as hereinafter provided) to their agreeing to conform with these Bye-laws or such other Bye-law as the UPASI may from time to time hereinafter adopt, shall be eligible for membership of the UPASI in the respective class assigned to each namely:-

- (i) Estate Member:- Any owner in possession of an estate.
- (ii) Small Grower Member:- Any member in possession of an estate comprising not more than twenty hectares of tea, coffee, rubber or spices.
- (iii) Association Member:- Any Planting Association in South India or other Associations in India whether incorporated or unincorporated having objects altogether or in part similar to those of UPASI.
- (iv) Firm Member:- Any Plantation or any company, firm or corporation or association not being eligible for membership as a Planting Member having or desirous of having regular business connections with members.
- (v) Retired Planter Member:- Any person who having retired from planting in Southern India, has been a member of the UPASI or has been employed as a planter by a Member or past Member of the UPASI.

Provided further that every person seeking admission with effect from 1st April 2004 as Retired Planter Member falling under Clause (v) of Bye Law 2(1) shall pay a one-time life membership subscription of Rs 1000 irrespective of the rate of annual subscription adopted by the Budget General Meeting from time to time. Retired Planter Members on the roll of UPASI prior to 1st April 2004 can also opt for such life subscription at any point of time.

- (vi) Honorary Life Member:- Any person who has rendered outstanding service to the UPASI but is not otherwise eligible to be an Ordinary Member of the UPASI.

ELECTION OF MEMBERS

3. (1) Every applicant for membership of the UPASI shall submit an application substantially in the form set out in the First Schedule annexed to these Bye-laws either through the Secretary of his Association which is an Association Member of the UPASI, or directly to the Deputy President or Secretary General or Secretary of the UPASI, and shall become a member of the class for which he applies and is qualified on being elected by the Executive Committee and upon his name being entered in the Register of Members.

Every such application for election as Planting Member or Firm Member shall be signed by a Proposer and a Secunder each of whom shall be a Member or representative of a Member, in accordance with Bye-law 10.

(2) The Executive Committee shall decide any question which may arise as to the eligibility and suitability or otherwise under these Bye-laws of any candidate for admission as a member or as a member of any particular class, and in the case of Planting Members shall consult the appropriate State Planters' Association and the Committee's decision shall be final.

(3) The Executive Committee may elect any person eligible under Bye-Law 2 (3) (vi) to be an Honorary Life Member.

(4) Applications for membership of the UPASI from States where the Bye-laws of the State Planters' Associations provided that members of such State Planters' Association shall also be members of the UPASI, shall be admitted to membership of the UPASI only if they become members of the State Planters' Associations and continue to be members of such State Planters' Associations during the period of their membership of the UPASI.

REGISTER OF MEMBERS

4. (1) The Deputy President or Secretary General or Secretary shall keep at the office of the UPASI a book to be called "The Register of Members of the United Planters' Association of Southern India" referred to in these Bye-laws as the Register of Members.
- (2) The Register shall be divided into as many sections as there are classes of members and in each section the Deputy President or Secretary General or Secretary shall ensure that the following particulars relating to each Member of that class shall be duly entered:-
- (i) The Registered Number of the Members.
 - (ii) The date on which the Member was admitted as a Member.
 - (iii) The name of the Member.
 - (iv) The address to which notices to Members as required under these Bye-laws must be sent, hereinafter referred to as the "Members' Registered Address".
 - (v) The name and address of the estate or estates of which the Member is in possession and the planted area or areas thereof of each different commodity.

- (vi) The name of any Association or Associations being Members of the UPASI of which he is also a member and the planted area of each commodity covered by such membership in respect of each Association Member.
- (vii) The number of votes, if any, to which the Member is entitled in the event of a poll, in respect of each commodity and in respect of all commodities as prescribed in Bye-law 8 (4).
- (viii) A reference to the folio in the Register of Members' Representatives, which shall be maintained as a separate part of the Register of Members to record the name and address of the representative or representatives of the member nominated or deemed to be nominated in the terms of Bye-law 10.
- (ix) Any changes in any of the above particulars.
- (x) The date on which any Member ceased to be a Member.

NOTICES TO MEMBERS

5. (1) Every Ordinary Member shall notify the Deputy President or Secretary General or Secretary of the UPASI of an address in India to which may be sent any notice required by these Bye-laws to be given to the Member, and shall notify any change of such address.
- (2) Any notice required by these Bye-laws to be given to a Member may be given by the Deputy President or Secretary General or Secretary to him either by direct delivery or by sending it to him or his representative at the address registered under this Bye-law or Bye-law 10.
- (3) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter, postcard, envelope or wrapper containing the notice and, unless the contrary is proved, to have been effected when the notice was put in the Post Office.

IDENTIFICATION OF PLANTING MEMBERS WITH COMMODITIES

6. For the purpose of identifying the separate rights and obligations under these Bye-laws of Planting Members subscribing to the UPASI in respect of a planted area of Tea, Coffee, Rubber or Spices respectively, such members shall be classified in four sections (in these Bye-law referred to as 'Commodity Sections') comprising and consisting of all Planting Members subscribing, viz:-

- (i) in respect of Tea ... The Tea Section
- (ii) in respect of Coffee ... The Coffee Section
- (iii) in respect of Rubber ... The Rubber Section
- (iv) in respect of Spices ... The Spices Section

SERVICES TO MEMBERS

7. Subject to Bye-law 13 and to any Regulations or resolutions passed by the Executive Committee:-

- (1) Estate Members:- Every Estate Member shall be entitled to avail himself of all the services provided by the UPASI. Every Estate Member shall also be entitled to receive a copy of the Year Book of the UPASI, the annual report of the Executive Committee, and the minutes of all General Meetings of the UPASI.
- (2) Small Grower Members:- Every Small Grower Member shall be entitled to avail himself of all the services of the UPASI which are available to an Estate Member except those provided in sub-clauses (6) and (7) hereof and he shall also not be entitled to be represented by an officer of the UPASI in industrial, arbitration or other proceedings; provided however, that a Small Grower Member may, at any time, avail himself of the right to be so represented on his paying such fee as may be prescribed. Every Small Grower Member shall also be entitled to receive on request a copy of the annual report of the Executive Committee and the minutes of the UPASI General Meetings.
- (3) Association Members:- Every Association Member shall be entitled to avail itself of the general advisory services of the UPASI but shall not call upon such advisory services for matters concerning only non-members of the UPASI. Every Association Member shall also be entitled to a copy of the Year Book of the UPASI, the annual report of the Executive Committee of the UPASI and of the minutes of every General Meeting of the UPASI and in addition, every Planting Association Member shall be entitled to receive an extract of the proceedings of the various Committees of the UPASI as may be decided from time to time by the Committee concerned, and to a copy of every UPASI decision, recommendation or advisory communication sent to any class or section of UPASI Members who are also members of such Planting Associations.
- (4) Firm Members:- Every Firm Member shall be entitled to avail itself of the general services of the UPASI, but shall not ordinarily be entitled to avail itself of the research and labour advisory services of the UPASI. It shall also be entitled to receive a copy of the minutes and or reports of proceedings of the General Meetings of the UPASI, and a free copy of the Year Book of the UPASI.

- (5) Retired Planter Members and Honorary Life Members:- Every Retired Planter Member and every Honorary Life Member shall be entitled to receive free of charge a copy of the Year Book of the UPASI, and such other publications of the UPASI as the Executive Committee may from time to time decide.
- (6) All Estate Members subscribing to UPASI in respect of planted areas of tea and such other members or classes of members as may from time to time be approved by the Tea Committee shall be entitled to avail themselves of the service and advice of the UPASI Tea Research Institute subject to such conditions as the Committee may from time to time decide.
- (7) All Estate Members subscribing to UPASI in respect of planted areas of coffee, rubber and spices and such other members or class of members as may from time to time be approved by the concerned Commodity Committee shall be entitled to avail themselves of research and extension services of the UPASI in respect of coffee, rubber or spices as and when provided, subject to such conditions as the Committee may, from time to time, decide.

RIGHTS OF MEMBERS

- (8) (1) Every Member of the UPASI shall have the right to attend every General Meeting of the UPASI and, subject to the provisions of Bye-law 13, shall have such right to vote, or demand a poll there at as expressly provided in Bye-law 25.
- (2) Every Ordinary Member shall have the right to appoint one or more representatives to represent him in the UPASI as provided in Bye-law 10.
- (3) Every Member who has a right, to vote at a General Meeting of the UPASI may, subject to person or by one only of his representatives attending the General Meeting.
- (4) In the event of a poll being demanded at a General Meeting on a proposition on which a member is entitled to vote, he shall be entitled to record his votes according to the following scale, viz:-
- (i) Estate Members and Small Grower Members:-
- (a) When the planted area as recorded in the Register of Members in respect of the Members does not exceed 400 hectares; one vote for every 4 hectares.

- (b) When such planted area exceeds 400 hectares but does not exceed 800 hectares; one hundred votes plus one additional vote for every 10 hectares in excess of 400 hectares; and
- (c) When such planted area exceeds 800 hectares; one hundred and forty votes plus one additional vote for every 20 hectares in excess of 800 hectares.

Provided that in the case of a poll on a proposition which concerns only one commodity section, the number of votes to which any member shall be entitled in accordance with the preceding scale shall be calculated on the planted area of the commodity or commodities concerned as recorded against his name in the Register of Members.

(ii) Association Members and Firm Members:-

- (a) At a General Meeting of the UPASI every Association Member shall be entitled to ten votes
- (b) At any General Meeting of the UPASI every Firm Member shall be entitled to ten votes

(5) No member or representative of a member in arrears of subscription for the preceding financial year(s) shall be eligible for voting.

(6) No member or representative of a member in arrears of subscription for the preceding financial year(s) shall be eligible for proposing and seconding the new application.

MEMBERS' OBLIGATIONS

9. (1) Every member shall be bound under penalty of expulsion from membership of UPASI to pay the subscription or subscriptions and to abide by the Bye-law appropriate to his class of membership and any future additions, alterations or amendments thereto

(2) The obligations of a member shall be equally binding upon each of his representatives, agents, superintendents, and/or managers of estates who shall be instructed and authorized accordingly.

(3) A 'Planting Member' shall not commit or connive at any unfair labour practice against another member.

Explanation:- The expression 'unfair labour practice' shall include the following acts and any others which may hereafter be notified by the Executive Committee to be an unfair labour practice.

- (i) crimping or enticing any employee to leave the service of another member;
- (ii) offering employment to any person who is on strike against or locked out from the service of any other member.

REPRESENTATION

10. (1) Subject to the provisions of Bye-law 12:-

- (i) every Estate Member, Association Member and Firm Member shall be entitled to be represented in the UPASI by not more than three representatives each of whom shall be either the member himself or a partner, director, or responsible officer employed by the Member, or another Member, or a representative of another Member, provided that every Estate Member with estates in more than one South Indian State shall be entitled to be so represented by one additional such representative for every State in which the Member's estates are situated;
- (ii) every Small Grower Member shall be entitled to be represented in the UPASI by the Small Grower Member himself or a representative nominated in accordance with the preceding of this sub-clause; and
- (iii) a Retired Planter Member or Honorary Life Member may only be represented by the member himself.

(2) Whenever a Member desires to nominate one or more representatives to represent him in the UPASI in accordance with Sub-Clause (1) of this Bye-law, he shall notify his nomination in the form, set out in the Second Schedule to these Bye-laws and such nomination shall be entered immediately upon receipt by the Deputy President or Secretary General or Secretary under paragraph (viii) of sub-clause (2) of Bye-law 4. A nomination of the same representative may be signed by any number of Members.

(3) Upon such registration, a representative shall have all the rights of attendance and, where validly authorized by the Members, of voting at General Meetings; provided that in case more than one representatives of a member attends a General Meeting of the UPASI on behalf of any Member, of the vote of any such Member shall be given by only one representative to be chosen by such Member.

(4) Nominations of one or more representatives by a Member may at any time be cancelled by that Member or substituted by another nomination notified in writing by the Member to the Deputy President or Secretary General or Secretary and the Deputy President or Secretary General or Secretary shall amend the register of Members' Representatives accordingly, and such change shall there upon become effective.

SUBSCRIPTIONS

11.(1) Until otherwise determined by a resolution of the UPASI in General Meeting, each Member shall be liable to pay to the UPASI by way of subscription for the expenses of the UPASI annually on the first day of April or on such other date or dates as the Executive Committee shall determine the sum or sums hereinafter set out (in these Bye-laws referred to as 'subscription') viz:-

- (i) Estate Members:- A subscription at such rate per planted area of each commodity as shall be determined to be payable in accordance with the provisions of Bye-law 34.
- (ii) Other Members:- Members in classes (ii) to (iv) under Bye-law 2 (1) shall pay the subscription at such rate or rates as shall be recommended by the Executive Committee and adopted by the Budget General Meeting.

Provided, however, that the Executive Committee may, in special circumstances, waive the subscription to such extent and for such period as deemed necessary, subject to such conditions as may be prescribed.

(2) The subscription of Estate Members shall be payable on the planted area of each commodity of the member as at the first day of each financial year, or in the case of a new member, as at the day on which he becomes a member; and no adjustment shall be made in respect of subscriptions due for that year, whether the subscription has already been paid or not, on account of any increase or decrease in the planted area of such member during the course of that financial year.

(3) Where a new member joins the UPASI during the second, third or fourth quarter of the financial year, the Executive Committee may in their discretion waive payment of one, two or three quarters of the year's subscription respectively.

RESIGNATION, SUSPENSION AND CESSATION OF MEMBERSHIP

12. (1) Any member of whatever class may resign from the UPASI on giving not less than one year's notice in writing to the Deputy President or Secretary General or Secretary of his intention so to do, such notice to expire only at the end of the financial year of the UPASI next following and upon the expiration of the notice such member shall cease to be a member. Any former member who shall have so resigned may nevertheless apply for re-election as a member of the UPASI, and if re-elected the provisions of these Bye-laws relating to election of new members shall apply.

(2) Any member of whatever class, whose subscription or any part or installment thereof is in arrear for more than three months, shall be liable at the discretion of the Executive Committee to lose all or any benefit of membership of the UPASI until such subscription is paid, but such arrears shall be a debt due to, and shall be recoverable as such by the UPASI.

(3) The Executive Committee, at its discretion may consider any member of whatever class, whose subscription or any part of installment thereof is in arrears for more than one year, to have ceased to be a member of the UPASI. As and when such a decision is taken by the Executive Committee, it shall be communicated to the concerned member; provided that such member may be re-elected as a member of the UPASI upon such terms as to payment of such arrears or otherwise as the Executive Committee may think fit.

(4) Any member who shall in any manner cease to be a member shall nevertheless remain liable for and shall pay to the UPASI all monies which at the time of the cessation of his membership may be due from such member to the UPASI.

(5) A member being a person or firm shall cease to be a member of the UPASI if adjudged insolvent. A member being a company or corporation shall cease to be a member if an effective resolution shall be passed by such company or corporation, or an order be made by a competent Court, for the winding up of the company or corporation.

(6) If it should appear to the Executive Committee that any member of whatever class has not conformed with these Bye-laws or with any Regulations framed hereunder, or that he has been guilty of any conduct prejudicial to the interest of the UPASI, the Committee may call upon him for an explanation, and failing a satisfactory reply, the Committee shall have power to suspend all his rights and privileges as a member of the UPASI and the rights and privileges of such members shall remain suspended until the next General Meeting of the UPASI, which shall determine whether such suspension shall continue, and if so, for what period, and shall have power by passing a resolution by not less than three-fourths of the members and representatives present and voting at such meeting to order the expulsion of such member from the UPASI and upon such order being duly made by the General Meeting the member shall cease to be a member and shall forfeit all rights to the Association's benefits, support or assistance in any manner; and such order shall be final and binding.

MEMBER OFFICERS

13. (1) Any Ordinary Member or representative of a Member shall be eligible for election as a Member Officer of the UPASI, subject to the provisions of these Bye-laws.
- (2) The incoming President of the UPASI shall, if present, be formally installed as the not President by the Chairman of the meeting immediately before the conclusion of the Annual General Meeting at which the new President was elected, and he shall assume office as from the conclusion of such Annual General Meeting.
- (3) The duration of all Member Officers elected or co-opted under these Bye-laws shall be from the time of assumption of office as provided in the preceding sub-clause (2) or from such later date as they may be elected or co-opted until the conclusion of the next Annual General Meeting of the UPASI.
- (4) No member or representative of a member in arrears of subscription for the preceding financial year(s) as on 31st March of the year shall be eligible to be elected or co-opted or nominated as a Member Officer of the UPASI or to be nominated as a Member-in-Waiting or shall be eligible to propose or second a person to be elected as a Member Officer of UPASI.
- (5) No Member Officer of the UPASI shall as such be entitled to any salary out of UPASI funds unless and until otherwise decided by a General Meeting of the UPASI. Provided that the Executive Committee may at its discretion sanction such entertainment and/or clerical allowance to the President or Chairman of such Committees as the Executive Committee may consider just and proper.
- (6) Every Member Officer and duly appointed representative of the UPASI shall be indemnified out the funds of the UPASI or Commodity Section on behalf of which he is a Member Officer or representative in respect of all traveling and other expenditure reasonably and properly incurred and not otherwise recoverable by him in or about the affairs of the UPASI or of such Commodity Section.

ATTAINMENT OF OBJECTS

14. The objects for which the UPASI is constituted shall be carried out by:-
- (a) The UPASI in General Meeting, the President and the Vice President of the UPASI, and an Executive Committee constituted as hereinafter provided; and

(b) Three State Planters' Associations which unless and until otherwise determined by the UPASI in General Meeting or by the State Planters' Associations concerned shall be, in the case of –

- (i) Karnataka ... The Karnataka Planters' Association
- (ii) Kerala ... The Association of Planters of Kerala
- (iii) Tamil Nadu ... The Planters' Association of Tamil Nadu.

THE PRESIDENT & THE VICE PRESIDENT

15. (1) The President and the Vice President of the UPASI shall be elected annually by the Ordinary Members at the Annual General Meeting of the UPASI. If the President be unable to continue in office upto the end of his year of office, the Vice President shall become the President in his place.
- (2) The President shall whenever present preside at all General Meetings of the UPASI and of the Executive Committee, of which he shall be the Chairman, and the Vice President shall be the Vice Chairman.
- (3) In addition to the powers conferred on him by these Bye-laws, the President shall be entitled to call a meeting or meetings of any group, section or class of Members for which no separate provision is made in these Bye-laws.
- (4) During any temporary absence or incapacity of the President his powers and duties under these Bye-laws shall vest in the Vice President of the UPASI, or if he be not available, the Executive Committee shall appoint a member or representative of a member to be Vice President for the time being.
- (5) The President and Vice President shall be ex-officio members of every Committee constituted under these Bye-laws.

CONSTITUTION OF EXECUTIVE COMMITTEE

16. (1) The Executive Committee shall be constituted from members of the UPASI as follows:-

- (i) The President, and the Vice President elected at the Annual General Meeting;
- (ii) Not more than fourteen representatives elected by postal ballot at least fourteen days before the date of the Annual General Meeting of whom, not more than five, three and three shall represent the members of the Tea, Coffee and Rubber commodity sections respectively, one shall represent Spices and two shall represent members having any commodity represent members having any commodity above 20 but below 100 hectares, in such manner as may be prescribed;

Provided that no member shall have more than one elected representative on the Executive Committee.

- (iii) Four representatives of small grower members elected by postal ballot at least fourteen days before the date of Annual General Meeting, of whom one each shall represent the Tea, Coffee, Rubber and Spices Commodity sections, in such manner as may be prescribed.
- (iv) Six representatives (Estate Members or Small Grower Members) elected or nominated annually by the State Planters' Associations of Karnataka, Kerala and Tamil Nadu, two from each State.

(2) The Executive Committee may co-opt as its Members.

- (i) one or more persons with legal qualifications as it may deem necessary;
- (ii) one or more persons at any one time for a particular or special purpose and for such period as the Committee may determine.

(3) Except where provision to the contrary is made in these Bye-laws, the Executive Committee may:

- (a) elect a Chairman for any meeting of the Committee if the Chairman of the Committee is absent from the meeting;
- (b) fill any casual vacancy in the office of Chairman or in the Committee occurring through death, resignation or another cause; provided that where the member vacating office is a representative of a State Planters' Association the person appointed to fill the vacancy shall have been duly approved for the purpose by the State Planters' Association concerned.

(4) Any member of the Executive Committee who for any reason shall have been absent from three consecutive meetings of the Committee without obtaining leave of absence shall be deemed to have resigned his membership of the Committee, but may nevertheless be reappointed by the Committee to fill the vacancy thereby created.

17. Every member of the Executive Committee except the President, the Vice President and the co-opted members shall nominate another member or representative of a member as his member-in-waiting, provided however that in the case of a member of the Committee representing a State Planters' Association, his member-in-waiting shall be a member elected by the State Planters' Association.

Every member-in-waiting shall be entitled to get copies of all correspondence, minutes, etc. for members of the Committee and if the member of the Committee is unable to attend a meeting his member-in-waiting shall be entitled to attend in his place and to exercise all the rights and privileges of the member in respect of such meeting.

APPOINTMENT OF OTHER COMMITTEES

18. (1) (i) The Executive Committee shall appoint annually four Standing Commodity Committees to be known as the Tea Committee, the Coffee Committee, the Rubber Committee and the Spices Committee, and shall delegate to each of such Committees such powers as the Executive Committee may, from time to time, decide. The Executive Committee may at any time revoke all or any of the powers which it has delegated to a Commodity Committee.

Provided, however, that any decision of the Commodity Committee having industry-wide implications shall before becoming effective be referred to the Executive Committee for confirmation. Should any question arise as to whether such a subject has industry-wide implications, the decision of the Executive Committee shall be final.

(ii) Each of the above mentioned Commodity Committees shall consist of not less than 4 members including one small grower member who shall be appointed by the Executive Committee from among its own members. One of the members shall be the Chairman appointed in terms of sub-rule (iv) below.

(iii) Each of the four Commodity Committees shall have power to co-opt such UPASI member or members of the appropriate official Commodity Boards as it might deem necessary.

(iv) The Chairman of each of the Commodity Committees shall be a member of the Executive Committee and be appointed by that Committee.

18. (2) The Executive Committee shall appoint a Labour Liaison Committee consisting of the President, Vice President, Chairmen of three State Planters' Associations and three other members, one of whom shall be a member appointed under Bye-Law 16 (2) (i), and may delegate to it such functions and powers as are deemed necessary; provided, however, it shall be competent for the Executive Committee to review any of the decisions of the Labour Liaison Committee.
18. (3) The Tea Committee shall administer the UPASI Tea Research Institute.

(4) The Executive Committee or any of the Standing Committees may appoint one or more ad hoc Committees, Sub-Groups, Task Forces etc., consisting of such person or persons as the Committee or Standing Committee may decide to consider and advice the Committee or Standing Committee on any matter with which it is competent to deal.

(5) Unless decided to the contrary by the Executive Committee, any Standing Committee shall exercise powers corresponding to those vested in the Executive Committee by Clauses (2) and (3) of Bye-laws 16 in respect of the matters dealt with therein.

EXECUTIVE COMMITTEE'S POWERS

19.(1) The Executive Committee shall have power to regulate, manage and control all the administrative affairs of the UPASI and deal with all matters concerning industry-wide-industrial relations and Public Relations and may exercise all such powers and do all such acts and things as may be exercised or done by the UPASI which are not hereby expressly directed or required to be exercised or done by a General Meeting of the UPASI or by a State Planters' Association and to carry out its object subject otherwise only to the Bye-laws of the UPASI for the time being in force and no Bye-law or resolution passed at any such General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such Bye-law or resolution had not been made.

(2) Without prejudice to the general powers conferred by the preceding Sub Rule, and the other powers conferred by these Bye-laws it is hereby expressly declared that the Executive Committee shall have the following powers that is to say, power –

- (i) to purchase or otherwise acquire for the UPASI any property, rights or privileges, which the UPASI is authorized to acquire at such price and generally upon such terms and conditions as they think fit;
- (ii) to sell or otherwise dispose of any part of the property or assets of the UPASI in such manner and generally upon such terms and conditions as they may think fit;
- (iii) at their discretion to pay for any property rights, or privileges acquired by, or service rendered to, the UPASI either wholly or partly in cash or in bonds, or other securities of the UPASI, and any such bonds or other securities may be either specifically charged upon all or any part of the UPASI, or not so charged;
- (iv) subject to these Bye-laws to enter into all 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 UPASI as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the UPASI;

- (v) to institute, conduct, defend, compound or abandon any legal proceedings by or against the UPASI, or its employees, or otherwise concerning the affairs of the UPASI, and also to compound and allow time for repayment or satisfaction of any debts due, and of any claims or demands by or against the UPASI;
- (vi) to refer any claims or demands by or against the UPASI to arbitration, and observe and perform the awards;
- (vii) to settle, arbitrate and otherwise compound all disputes between a member or members, and employee or employees where the parties are willing and agreeing to abide by the decision of the UPASI or any arbitrator or arbitrators nominated by the UPASI;
- (viii) to negotiate and enter into binding agreements on industry-wide matters on behalf of a member or members or a class of members with any trade union or other organized by representative of other employers or member's employees.
- (ix) To represent members at all conference with trade unions or other organized bodies representative of other employers or member's employees or Governments at which any matter affecting the interests under its control may arise;
- (x) From time to time to provide for the management of the affairs of the UPASI in such manner as they think fit, and in particular to appoint any persons to be the attorneys or agents of the UPASI with such powers (including power to sub-delegate) and upon such terms as may be thought fit;
- (xi) To appoint such secretaries, officers, clerks, agents, and servants for permanent, temporary or special services, as they may from time to time think fit, and at their discretion to remove or suspend the same or any of them, and to determine their powers and duties, and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit;
- (xii) To make and give receipts, releases, and other discharges for money payable to the UPASI, and for the claims and demands of the UPASI;
- (xiii) To determine the manner in which notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents shall be signed or executed by or on behalf of the UPASI;

- (xiv) To invest and deal with any of the moneys of the UPASI not immediately required for the purpose thereof upon such securities and in such manner as they may think fit, and from time to time to vary or realize such investments;
- (xv) From time to time to make, vary and repeal regulations relating to the business of the UPASI, its officers and servants.

STATE PLANTERS' ASSOCIATIONS

20. (1) For the purpose of carrying out the objects of the UPASI each of the State Planters' Associations referred to in Bye-law 14 (b) is hereby empowered through its General Meeting and Committee or Committees to consider and decide what policy may or shall be observed and what action may or shall be taken by UPASI Members of the State Planters' Association in respect of any matters within the scope of the object of the UPASI, subject to the provision of Sub-Clause (4) of this Bye-law.
- (2) Each of the State Planters' Associations referred to above shall be entitled to receive a copy of the agenda and minutes of every Committee Meeting and General Meeting of the UPASI and to consider and submit its views on any matter referred to therein to the UPASI Committee or General meeting concerned.
- (3) Each of the State Planters' Associations referred to above shall forward to the Deputy President or Secretary General or Secretary of the UPASI a copy of the agenda and minutes of every Committee Meeting and every General Meeting of the State Planters' Association.
- (4) The appropriate Committee of the UPASI shall determine, whenever the State Planters' Association or State Committee is dealing with or proposes to deal with a matter which affects or is likely to affect the Members of the UPASI in another State, whether the matter shall be decided by the UPASI Committee; or by that State Planters' Association or that State Committee; provided that at any time the President or Chairman of the appropriate Committee of the UPASI may request a State Planters' Association not to reach any conclusion on a particular matter until the appropriate UPASI Committee has reached a decision in pursuance of this Sub-Rule and after the receipt by the State Planters' Association of such a request, the matter under reference shall not be decided by the State Planters' Association or its Committee until the decision of the UPASI has been made.

(5) Whenever it has been decided that a particular matter shall be considered and decided by a Committee of the UPASI, it shall be open to representatives of any State Planters' Association on that Committee to dissent from a decision or recommendation shall be issued as a UPASI decision or recommendation but the dissenting State Planters' Association shall not be bound thereby.

If two or three State Planters' Associations are concerned in such a matter under consideration by a Committee of the UPASI and no majority decision by State Planters' Association proves possible, the matter shall be referred to the State Planters' Association concerned with power to make such decision or recommendation each to its own Members as the State Planters' Association may determine.

GENERAL MEETINGS

21. (1) A General Meeting of the UPASI to be known as the UPASI Annual General Meeting shall be held once in every year at such time and place as may be determined by the President to consider the Annual Report of the Executive Committee to consider the Auditors' Report and the accounts and Balance Sheet of the UPASI, to elect Member officers by State Planters' Associations for the ensuing period up to the next UPASI Annual General Meeting and to transact such other business as may be included in the agenda for the meeting.
- (2) Before the commencement of every financial year, a General Meeting of the UPASI, to be known as the UPASI Budget General Meeting, shall be held at such time and place as may be determined by the President to consider and pass the budget of estimated receipt and expenditure of the UPASI, to approve the rates of subscriptions to be fixed for the ensuing financial year under Bye-law 11 and to transact such other business as may be included on the agenda.
- (3) The Executive Committee may whenever it so decides convene a Special General Meeting of the UPASI.
- (4) Not less than seven members of any class or classes and including members together representing one-tenth of the total registered planted area of the UPASI, or a Commodity Section, may at any time requisition in writing a Special General Meeting of the UPASI and upon the receipt by the Deputy President or Secretary General or Secretary of such requisition setting out the objects of the meeting so requisitioned, the Executive Committee shall forthwith convene a Special General Meeting for the purpose.

(5) The right of members to vote or demand a poll on any proposition at a General Meeting of the UPASI shall be subject to the provision of Bye-law 24 and except as otherwise provided in these Bye-laws any proposition shall be declared by the Chairman to be passed if it is approved by a simple majority of such members or their representatives present and voting.

NOTICES OF GENERAL MEETINGS

22. (1) Subject to the provisions of Bye-law 5 at least twenty-one days' notice of every General Meeting specifying the place, date and time of the meeting and the general or special nature of the business to be transacted, shall be given to all the members entitled, to vote at such meeting; and except in the case of an 'urgent proposition' submitted to the Deputy President or Secretary General or Secretary and approved as an 'urgent proposition' by the Executive Committee no proposition shall be made at such General Meeting upon any subject not specified in the notice of such meeting.

Provided that the Chairman of the Meeting may, in his discretion, permit a discussion on a matter not included in the notice of the meeting nor approved as an urgent proposition, and, for the general guidance of the Executive Committee may also in respect thereof ascertain the views of members and representatives present at the General Meeting.

(2) No special business shall be included in a notice under this Bye-law unless it is specified in a Member's requisition for the meeting or in a Member's notice of motion in writing to the Deputy President or Secretary General or Secretary and received by him at least 21 days before the meeting or unless it has been ordered to be so included by the Executive Committee.

QUORUM AT AND ADJOURNMENT OF GENERAL MEETINGS

23. (1) Until otherwise determined by the UPASI in General Meeting shall be not less than ten members entitled to vote at such meeting present in person or by representatives and together representing not less than one-tenth of the total planted area of the Members entitled to vote as registered in the Register of Members; and no business shall be transacted at such a General Meeting unless the quorum requisite be present at the commencement of the business.

(2) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon a requisition of members, 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, or to such other day, time and place as the Executive Committee may appoint by notice to all members entitled to vote at such meeting.

(3) The Chairman of the 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 adjournment took place.

VOTING AT GENERAL MEETINGS

24. (1) At any General Meeting of the UPASI every Ordinary Member present in person or by representative shall, subject to the provisions of Bye-law 12, be entitled to vote or demand a poll.

Provided that on any proposition concerning the affairs of a separate Commodity Section only, and in particular on every proposition relating to a Commodity Subscription or any adjustment of surpluses or deficiencies against the accumulated reserves of the Commodity Section Fund only members of that Commodity Section or their representatives shall be entitled to vote or demand a poll.

(2) Every proposition submitted to General Meeting shall be decided in the first instance by a show of hands unless in the opinion of the Chairman of the meeting, the proposition required to be voted on by ballot papers.

(3) (i) At any General Meeting a poll may be demanded by the Chairman or by at least two members of the class entitled to vote on the proposition before that meeting;

(ii) A demand for a poll may be withdrawn with the consent of the meeting at any time before a declaration of the result of the poll has been made by the Chairman, but not thereafter.

(4) On a show of hands or voting by ballot every member present in person or by representative and entitled to vote on the proposition before the meeting shall have one vote; and upon a poll every such member or his representative shall be entitled to vote in accordance with the provisions of Bye-law 8(4).

(5) In the case of an equality of vote tendered on any proposition, whether on a show of hands or by poll, the Chairman shall have a second or a casting vote in addition to the vote or votes to which he is entitled as a member or member's representative.

(6) At any General Meeting convened under these Bye-laws unless a poll is demand in the manner aforesaid a declaration by the Chairman that a resolution has been carried or lost, and an entry to that effect in the book of proceedings of the UPASI shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(7) If a poll is validly demanded in accordance with these Bye-laws and the demand is not withdrawn, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. In case of any dispute as to the admission or rejection of a vote or demand for a poll the Chairman shall determine the same, and such determination made in good faith shall be final and conclusive and no objection as to the validity of the vote tendered or poll demanded shall be made after the meeting at which such vote was tendered or poll demanded.

(8) Whenever under these Bye-laws a resolution is required to be passed by a majority of three-fourths of the members present and voting in person or by representatives and in accordance with the scale of votes under Bye-law 8 (4) of these Bye-laws, the Chairman of the meeting shall first take a vote on the proposition by show of hands or by ballot papers as the Chairman may decide and if no member or representative present at the meeting votes against the proposition the resolution shall be deemed to have been carried and shall be valid as if approved by the requisite majority on a poll or ballot.

POSTAL BALLOT

25. (1) The Executive Committee may order a postal ballot to be taken on any matter which that Committee is competent to consider and decide provided such matter is not specifically required by or in pursuance of these Bye-laws to be determined by the members in General Meeting.

(2) The conduct of any such postal ballot shall be in accordance with regulations to be framed by the Executive Committee.

PROCEEDINGS OF UPASI COMMITTEES

26. (1) Immediately after each Annual General Meeting of the UPASI, the Executive Committee shall meet to appoint the Standing Committees and to nominate such representatives on other bodies as each may be required to do under or in pursuance of these Bye-laws for the ensuing financial year and at such meeting of the Committee may transact such other emergency business as may have be put forward by the Chairman of the Committee.
- (2) Subject to the provisions of the above sub-clause, the proceedings of the Executive Committee and the other Committees shall be governed by regulations to be framed by the Executive Committee.

MINUTES

- 27.(1) The Deputy President of Secretary General or Secretary shall cause accurate minutes to be duly entered in books provided for the purpose:
- (i) of all appointments of Member Officers;
 - (ii) of the names of the members and representatives of members present at each General Meeting and meeting of a Committee constituted under or in pursuance of these Bye-laws.
 - (iii) Of all orders made by any such General Meeting or Committees constituted under or in pursuance of these Bye-laws;
 - (iv) Of all resolutions and proceedings of any such General Meetings or Committee meetings; and any such minutes of any such meetings, if purporting to be signed by the Chairman of such meeting or the Chairman of the next succeeding meeting, of such General Meeting or Committees shall be receivable as Prima facie evidence of the matters stated in such minutes.
- (2) Separate Minute Books shall be kept for the General Meetings of the UPASI and the meetings of the Executive Committee and other Standing Committees as constituted under these Bye-laws.

TRUSTEES

28. (1) The Executive Committee shall appoint annually the President, Vice President, the Chairmen of the State Planters' Associations of Karnataka, Kerala and Tamil Nadu and the immediate past President as the Trustees, provided the Chairmen of State Associations are members of the Executive Committee.

(2) Any Trustee who shall cease to be a member of the Executive Committee shall ipso facto to be a Trustee and the Executive Committee shall forthwith appoint another member of the Executive Committee to take his place as a Trustee of the UPASI.

(3) All the property of the UPASI, movable and immoveable, shall vest in the Trustees for the use and benefit of the UPASI, subject to the separate rights under these Bye-laws of separate classes or sections of members in respect of such property and all documents relating to and affecting the movable property and investments of the UPASI shall be taken and stand in the name of the UPASI; all documents relating to the immovable properties and investments of the UPASI shall be executed by not less than two Trustees or by one Trustee and the Deputy President or Secretary General or Secretary for and on behalf of the UPASI unless otherwise decided by the Executive Committee.

(4) The Trustees shall, on instructions from the Executive Committee, invest the funds of the UPASI and shall realize or re-invest such funds in accordance with the directions of the Executive Committee.

(5) Apart from the above, the Trustees will generally provide guidance to the Secretariat in all administrative matters including the following:

- a) filling up of the vacant posts of the officers and staff and appointment thereof and creation of new posts when deemed necessary;
- b) acceptance of resignations and voluntary retirement of the officers and staff;
- c) grant of promotion and taking disciplinary action;
- d) fixation of the salaries, terms and perquisites of the officers and staff from time to time;
- e) formulation of the Budget of the Association;
- f) scrutinizing the accounts of the Association;
- g) such other matters which the Executive Committee assigns.

(6) (a) All the functions of the Trustees envisaged in Bye-laws 28 (3), 28 (4) and 28 (5) shall be subject to the approval of the Executive Committee.

(b) The proceedings of all the meetings of the Trustees shall be reported to the Executive Committee.

SOLICITORS AND LEGAL PROCEEDINGS

29. (1) The Executive Committee may at any time consult or engage any solicitors, advocates or counsel to advise them upon or to prosecute or defend any case before a Court of law or Tribunal or other judicial or quasi-judicial authority in which the UPASI as such is concerned and with which the Committee has power to deal.

(2) The UPASI, which for this purpose, include the Executive Committee or other Committees constituted under these Bye-laws may sue or be sued through its Deputy President or Secretary General or Secretary or through any other officer or agents duly authorized by the Executive Committee as representative for this purpose.

DEPUTY PRESIDENT OR SECRETARY GENERAL OR SECRETARY GENERAL

30. (1) The Executive Committee shall appoint on such terms and conditions as the Executive Committee consider suitable fit persons to be Deputy President or Secretary General or Secretary of the UPASI who shall exercise and perform such powers and duties as are conferred or imposed on him in these Bye-laws or by resolution of the Executive Committee or by a resolution of any other UPASI Committee with the approval of the Executive Committee.

(2) The Deputy President or Secretary General or Secretary devote himself entirely to the business and affairs of the UPASI unless granted special permission by the Executive Committee to be otherwise.

(3) If so required by a Committee of the UPASI the Deputy President or Secretary General or Secretary shall represent the UPASI at, or attend in other capacity, conferences, official enquiries or other meetings at which matters of concern to the UPASI are to be discussed.

(4) He shall have power to appoint or dispense with the services of all employees of the UPASI in positions sanctioned by the Executive Committee where the basic pay of the position is less than Rs 1000 per month.

(5) The duties of the Deputy President or Secretary General or the Secretary shall include:

- (i) responsibility for the preparation of the annual budgets for and an accurate account of all the funds of the UPASI and of any funds controlled by the UPASI;
- (ii) the giving of due notice of all General Meetings of the UPASI and of Meetings of the Committees constituted under these Bye-laws save where the Chairman concerned may and does give such notice;

- (iii) the notifying of members of their election and taking of adequate steps to collect all subscriptions and other dues from them;
- (iv) the preparation of the annual report of the Executive Committee under the guidance and direction of the Committee;
- (v) the care of all property movable and immovable belonging to the UPASI and which is placed under the control of the Deputy President or Secretary General or Secretary by the Executive Committee;
- (vi) all such other duties as are incidental to his office or which the Executive Committee may from time to time require him to undertake in furtherance of the objects of the UPASI.

OTHER OFFICERS AND EMPLOYEES

31. (1) The Executive Committee may appoint or authorize the appointment of other Executive Officers and employees of the UPASI on such terms and conditions as the Executive Committee may consider suitable.
- (2) Such officers and employees shall conform to the terms of their agreement with the UPASI or if there be no written agreement, with the orders of the Deputy President or Secretary General or Secretary, so long as these are not inconsistent with any decision of the Committee authorizing the appointment.

INDEMNITY

32. (1) Every Member Officer and every employee for the time being of the UPASI shall be indemnified out of the funds of the UPASI against all losses and expenses incurred in discharge of his duties, except such as shall happen through his own willful act or default; and each one shall be chargeable only for so much money or property as he shall himself actually receive for, or in discharge of the business of the UPASI; and each one shall be answerable only for his own acts, neglects or defaults, and not for those of any other person nor for the insufficiency of any security for money invested or of title to any estate or property acquired nor for any loss or damage which may happen in the discharge of his duties, unless the same shall happen through his own willful neglect.
- (2) If any prosecution action or suit at law be commenced against any Member Officer, employee or agent of the UPASI for anything done by him or them in the proper or reasonable discharge of his or their duty or upon the instruction of the UPASI or the Executive Committee or other Standing Committees such person or persons shall be defended and indemnified by and at the cost of the UPASI from all damages, costs and expenses which may be incidental to or a result from such prosecution, action, or suit at law and the Executive Committee may direct from time to time. Provided, however, that none of such funds shall be applied either

directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice; and provided further that the cost of such indemnity shall be borne by all members or by any one or more classes of members if the Executive Committee so direct.

(3) In addition to the indemnity given by law to Trustees, the Trustees shall not be answerable or accountable for any loss sustained on account of any investment or application of the funds of the UPASI made with the consent or upon the instruction of the Executive Committee and they shall be indemnified by and at the cost of the UPASI and out of its funds from all losses, damages, costs and expenses which may be incidental to or result from any matter whatsoever affecting the UPASI in which the Trustees or any of them, acting in good faith may be involved and the Executive Committee shall direct that all such losses, damages, costs and expenses shall be paid out of the funds of the UPASI.

BANKING

33. All moneys received by or on behalf of the UPASI shall be paid forthwith into an account or accounts in the name of the UPASI with such Bank or Banks as the Executive Committee may from time to time decide. Cheques on such account or accounts and notwithstanding anything to the contrary herein contained, such other documents relating to the movable property of the UPASI as the Executive Committee may from time to time direct shall be drawn, signed and/or endorsed by the Deputy President or Secretary General or Secretary or such other officer, with or without a countersignature by one of the Trustees, as the Executive Committee may decide.

ANNUAL ESTIMATES AND ALLOCATION OF FUNDS

34. (1) The Deputy President or Secretary General or Secretary shall on or before the fifteenth day of December in each year (or such other date as may for any year be appointed by the Executive Committee), prepare and submit to the Commodity Committees an estimate of the expenditure to be incurred by each Commodity Section in the next ensuing financial year and to the Executive Committee a consolidated estimate of the general expenditure of UPASI and of the Commodity Sections.

Such estimates shall take into account estimate refunds of expenditure, receipt from other sources and any proposed addition to or adjustment from reserves and shall include an estimate of the rate of general subscription for each product which will be required to meet the net estimated expenditure of the consolidated budget.

(2) The Commodity Committee shall consider such estimates of receipt and expenditure and shall make such amendments thereto as they may deem necessary and shall forward the estimates as finally approved by them to the Executive Committee.

(3) The Executive Committee shall, not later than the 31st day of January, consider the estimates, submitted to them under sub-clauses (1) and (2) above shall:-

- (i) make such further revisions as they may deem fit;
- (ii) determine the respective share which each Commodity shall contribute to the estimated net expenditure of the UPASI under the estimates and the consequent rates of subscriptions per hectare to be recommended to meet such expenditure; and
- (iii) recommend the estimates and the rates of subscriptions to be levied for adoption by the Budget General Meeting.

(4) The Deputy President or Secretary General or Secretary shall send with the notice of the Budget General Meeting required to be sent to members under Bye-law 22 a copy of the budget to be considered at such meetings together with the Executive Committee's estimate of the rates of the various subscriptions required.

(5) Any estimated surplus or deficiency in a budget submitted to the Budget General Meeting may, at the discretion of the Members entitled to vote on the same and present at the Budget General Meeting, be carried forward for adjustment of the actual surplus or deficiency against the accumulated reserve of the UPASI or Commodity Section as the case may be dealt with by such members in any other manner not inconsistent with these Bye-laws.

(6) Upon the passing of the annual estimates by the Budget General Meeting, the administration of the funds collected for the affairs of each Commodity Section shall vest in the Commodity Committees concerned.

ACCOUNTS

35. (1) The Deputy President or Secretary General or Secretary shall cause true accounts to be kept of all sums of money received and expended by the UPASI, and each Commodity Section, and the matters in respect of which such receipt and expenditure takes place, and of the assets, credits and liabilities of the UPASI and each Commodity Section. The books of account shall be kept at the Head Office of the UPASI or at such other place or places as the Deputy President or Secretary General or Secretary, with the approval of the Executive Committee, may decide.

(2) At every Annual General Meeting of the UPASI, the Executive Committee shall place before the Members receipt and expenditure account for the preceding and expenditure account for the preceding financial year and a Balance Sheet containing a summary of the assets and liabilities of the UPASI or Commodity Sections as at the preceding thirty-first day of March.

(3) Every such financial statement, account or Balance Sheet shall be accompanied by the Report of the Executive Committee, and the Balance Sheet shall be signed by two Members of that Committee and counter-signed by the Deputy President or Secretary General or Secretary.

(4) The Deputy President or Secretary General or Secretary shall send with the notice of each Annual General Meeting required to be sent under Bye-law 22 (1) a copy of the financial statement, account, report and Balance Sheet to be placed before that meeting.

AUDIT

36. (1) Once at least in every year the accounts of the UPASI and each Commodity Section shall be examined and the correctness of the receipt and expenditure account and Balance Sheet ascertained by one or more auditor or auditors.

(2) The UPASI shall at every Annual General Meeting appoint one or more auditors to hold office for the ensuing year and shall fix remuneration, if any, to be paid for his or their services. The auditor or auditors shall be Chartered Accountants.

(3) Any casual vacancy in the office of auditors may be filled by the Executive Committee, but while any such vacancy continues any continuing auditor or auditors may act.

(4) Every auditor appointed under this Bye-law shall have a right of access at all times to the books and accounts and vouchers of the UPASI and each Commodity Section and shall be entitled to require from the Executive Committee and officers of the UPASI such information and explanations as may be necessary for the performance of the duties of auditor.

(5) The auditor or auditors shall make a report to the members on the accounts examined by them and on every Balance Sheet laid before the members in General Meeting during his or their tenure of office, and the report shall state:

a) whether or not they have obtained all the information and explanations they have required; and

- b) whether in their opinion the Balance Sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of affairs of the UPASI, or of each Commodity Section as the case may be, according to the best of their information and the explanations given to them and as shown by the books of the UPASI, or such Commodity Section.

INSPECTION OF REGISTERS AND BALANCE SHEET

37. The Register, the last Balance Sheet and Receipt and Expenditure account of the UPASI and each Commodity Section shall be open to inspection by any member of the UPASI at all reasonable times during ordinary business hours when no meeting of the UPASI or any of its Committees is actually proceeding.

ALTERATION OF BYE-LAWS

38. The Bye-laws may be altered and additional Bye-laws may be made at any time by a unanimous vote by a show of hands or ballot papers of all members present and voting or by a three-fourths majority of the members or representatives of members present and voting in accordance with the scale laid down in Bye-law 8 (4) at any General Meeting of the UPASI of which not less than twenty-one days' notice in writing has been given to all members specifying the nature of the alteration which it is proposed to make; provided that the accidental omission to give notice of such meeting to any member shall not invalidate any resolution passed at that meeting.

DISSOLUTION

39. (1) The UPASI shall be dissolved if it is so resolved by a resolution supported by three-fifths of its members, the voting to be in the manner prescribed by these Bye-laws.

(2) If upon dissolution there shall remain after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the UPASI but shall only be given to some other society having objects similar to the UPASI to be determined by the votes of not less than three-fifths of the members present personally or by proxy at the time of the dissolution, the voting to be in the manner prescribed by these Bye-laws, or in default thereof by the appropriate Court.

**REGULATIONS FOR THE
PROCEDURE AT GENERAL MEETINGS**

1. The Chairman of the meeting shall prescribe the order in which the business of the meeting shall be transacted, preserve order and decide summarily all points of order as to procedure.
2. Any member, which expression includes the duly appointed and registered representative of the member, may ask a question or bring up any matter for discussion at the meeting without prior notice and the Chairman shall decide whether it is in the interests of the Association that such question or discussion be allowed and if so whether it be answered or discussed at that meeting or deferred to a later meeting; provided, however, that no resolution by the meeting shall be permitted upon any matter not included in the agenda of the meeting.
3. Propositions initiated by the Executive or other Committees may be moved from the Chair or by a member of that Committee, at the discretion of the Chairman.
4. All other propositions shall be moved by the member at whose request the proposition appears in the agenda, provided that if such member is not present at the meeting, his substantive motion may, with the approval of the meeting, be moved by some other member.
5. The mover of a proposition shall, when called upon by the Chairman, either –
 - a. Move the proposition in which case he shall commence his speech by a formal motion in the terms appearing on the agenda, or
 - b. Withdraw the proposition, in which case he shall confine himself to a mere statement to that effect.
6. The discussion of a substantive proposition shall be strictly limited to the subject of the proposition.
7. Any member present may propose an amendment to any proposition duly proposed and seconded, which after being accepted by the Chairman as in order, may, if seconded, be discussed by the meeting; if not seconded, it shall not be discussed.

8. There shall be no limit to the number of amendments that may be proposed: Provided that the Chairman shall not accept –
 - a. An amendment which is in terms directly contrary to, or the negative of the proposition to which it relates; or
 - b. An amendment the effect of which is to change the proposition to which it relates in such a way as to make the proposition substantially identical with an earlier proposition discussed and decided at the same meeting.
9. No proposition, or amendment thereto, made and seconded in accordance with the foregoing rules shall be withdrawn if three or more members express a desire that such proposition or amendment shall be put to the vote.
10. No proposition to cancel, repeal, vary, or add to a resolution duly passed at a general meeting shall be moved or discussed at the next subsequent general meeting of the Association unless three quarters of the members present and entitled to vote at such subsequent meeting are in favour of such proposition being moved and discussed.
11. Debates on substantive propositions in General Meetings shall be conducted in accordance with the following rules, namely –
 - a. Every member wishing to speak shall stand in his place and address the Chairman of the meeting. In the event of two or more members rising to speak at the same time, the Chairman shall decide who shall speak first.
 - b. With the exception of the mover, who shall be permitted, if he thinks fit, to reply at the close of a debate, no member shall speak more than once during the discussion of any proposition and any amendments thereto. Provided that, when an amendment has been proposed and seconded, any member who has previously spoken may, on condition that he confines his remarks to the fresh matter introduced by the amendment, speak a second time; and provided further that a member may, with the permission of the Chairman, again speak in order to explain anything said by him during the debate or at the request of the Chairman, to clarify or amplify a particular point.
 - c. Any member who, for the purposes of explanation or otherwise, desires to ask any other member or the Secretary General any question having reference to the matter under discussion, shall ask the question through the Chairman.

12. Whenever the Chairman rises to speak, a member speaking shall immediately discontinue but he may continue to speak when the Chairman sits down.
13. The Chairman may, in his discretion, at any time during a debate –
 - a. Declare that it is inexpedient that there should be any further discussion on any proposition and amendments, if any, thereto;
 - b. Call upon any member who is speaking to conclude his speech within such limited time, not exceeding five minutes as the Chairman shall think fit; and on the time appointed order such member to cease speaking and resume his seat;
 - c. Invite the member who moved the proposition to speak in reply to the discussion;
 - d. On the conclusion of such speech, if any, put such proposition and amendments if any, to the vote.
14. Any member may, in the course of debate on any proposition and the amendments thereto, if any, move that the question be now put to the vote, which motion the Chairman may, in his discretion accept or reject; if accepted by the Chairman, such motion shall forthwith be put to the meeting and voted on without debate, and the debate on the original proposition shall be brought to an end or continued, according to the result of the voting.
15. Every motion and amendment thereto, if any, save as otherwise provided by the Bye-laws of the Association or these Regulations shall be decided by a majority of votes on a show of hands of the members present and voting a second or casting vote when there is an equality of votes.
16. In putting to the vote any proposition and the amendments thereto, the Chairman shall first put to the vote the amendments in such order as he shall deem expedient; if any such amendment is carried in accordance with the Bye-laws of the Association and these Regulations the original proposition shall be deemed to be lost and such amendment to be the substantive proposition, and similarly with each of the remaining amendments. When all the amendments have thus been disposed of, the resultant substantive proposition shall be put to the vote and shall be declared carried or lost according to the voting.
17. A poll may be demanded in the manner prescribed in the Bye-laws of the Association at any time before the Chairman has declared an amendment to a proposition or the resultant substantive proposition carried or lost.

18. When a poll is demanded the names of the members or representatives voting respectively for or against the amendment or proposition as the case may be, together with the names, in the case of representatives of the Ordinary Members which they represent and the number of votes cast shall be recorded by the Secretary General and entered in the Minutes.

19. A declaration by the Chairman that any proposition has been carried or lost shall, unless a poll previously demanded by any member before such declaration is made, be conclusive evidence of the fact without proof of the number of votes given for or against the proposition.

**REGULATIONS FOR THE
PROCEEDINGS OF COMMITTEE MEETINGS**

1. The Executive Committee or other Committees may meet together for dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. The quorum necessary for the transaction of business shall be not less than three members of the Committee present in person.
2. The Chairman of the Committee may at any time and the Secretary General upon the request of a member of the Committee, shall convene a meeting of that Committee.
3. Questions arising at any meeting shall be decided by a majority of votes, and in the case of equality of votes, the Chairman shall have a second or casting vote.
4. A meeting of the members of the Committee for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under these presents or the regulations of the Association, for the time being vested in or exercisable by that Committee generally.
5. The Executive Committee or other Committees may delegate any of their powers to Sub-Groups consisting of such Member or Members of their body as they think fit, and may from time to time revoke such delegation. Any Sub Group so formed shall, in the exercise of the powers so delegated conform to any rules that may from time to time be imposed upon it by the Committee. The meetings and proceedings of any such Sub Group consisting of two or more Members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee which appointed it, so far as the same are applicable thereto, and are not superseded by any rules made by that Committee under this clause.
6. All acts done at any meeting of a Committee, or of a Sub Group or by any person acting as a Member of a Committee or Sub Group shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Committee, Sub Group or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of that Committee or Sub Group.

7. A resolution in writing signed by all members of a Committee or Sub Group shall be as valid and effectual as if it had been passed at a meeting of the Committee or Sub Group duly called and constituted.
8. Subject to any general or special directions which may be made from time to time by the Executive Committee or other Committees fourteen days' notice of a meeting of the Committee shall be given to the Members thereof.
9. The expenses incurred by Members of a Committee or Sub Group in attending meetings of the Committee shall be borne and paid by the Association.

REGULATIONS COVERING POSTAL BALLOT

1. Subject to the right of members to requisition a meeting under Bye-law 21 (4), the Executive Committee or other Committees in the case of matters to be decided by the general body of members, and the Chairman, in the case of matters to be decided by the Executive Committee or other Committees may order a postal ballot on any question to be decided, in respect of which no specific requirement to hold a meeting is contained in the Bye-laws.
2. A postal ballot shall be conducted in the following manner, that is to say –
 - a) Within seven days of the decision to hold a postal ballot the Secretary General shall send a notice setting out clearly the proposition to be voted upon and containing such other information as the Committee or Chairman, as the case may be, may decide.
 - b) The notice shall be accompanied by a voting paper and shall specify the date (which shall be 14 days after the date of the notice unless otherwise determined by the Committee or Chairman) on or before which the voting paper must be returned to the Secretary General. Every voting paper shall be signed by the member or his representative and must state without comment and by means of a cross ('X') whether the member is in favour of or against the proposition.
 - c) Any voting paper which is not received by the Secretary General within the time specified in the notice or which duly received is inconclusive or spoiled shall be void.
 - d) Voting papers received shall be opened and counted by two or more scrutineers who need not be members, appointed by the Committee or Chairman as the case may be, and the decision of such scrutineers as to the result of the ballot and as to whether a voting paper is inconclusive, received late or spoiled, shall be referred to the Chairman whose decision shall be final.
3. The result of every Committee postal ballot shall be declared and notified to every member of the Committee concerned and the result of every postal ballot by the general body of members shall be declared in such a manner as the Committee may decide.

4. The result of every postal ballot shall be a resolution as effective as if passed or not passed by the appropriate meeting and shall be effective from the date it is declared as aforesaid and shall be entered in the Minutes Book and signed by the Chairman.

5. On a postal ballot, every member or his duly appointed representative authorised to vote on his behalf, shall be entitled to one vote; provided that, in the case of a proposition referred to the general body of members of the Association or a Commodity Section not less than seven of them representing not less than ten per centum of the total acreage on which subscriptions are payable may either –
 - a) A requisition a meeting for the purpose, in which case the meeting shall be duly convened and the postal ballot be abandoned, or

 - b) Demand a poll, in which case the postal ballot shall proceed but all votes duly made and submitted shall be calculated in accordance with the scale under Bye-law 8 (4), and the result declared accordingly.

6. If any proposition put to a postal ballot would, if placed before a general meeting require a special majority in order to be passed, the same majority shall be required in the postal ballot.

**REGULATIONS FOR THE
OFFICE OF PRESIDENT, UPASI**

1. The President shall preside at all General Meetings of the Association and at all General Meetings of the UPASI Benevolent Association and shall also be Chairman of –
 - (a) The Executive Committee
 - (b) All meetings of the Executive Committee, held jointly with some other Committee, and
 - (c) The UPASI Benevolent Association Committee
2. The President may at any time convene a meeting of any of the Committees, Joint Committees or Sub Committees.
3. The President shall be a Trustee of the UPASI Staff Provident Fund.
4. The President shall be the supreme head of the UPASI and shall be the senior host for all social functions arranged by or on behalf of UPASI and shall receive an honorarium towards the costs of official entertainment at such rates and for such purposes as the Executive Committee may from time to time decide.
5. The President shall advise, or arrange for some one acting on his behalf to advise, the Vice President and the Secretary General if any accident, illness, absence from South India or any other happening temporarily prevents him from discharging the duties of his office.
6. In the event of the Vice President or some other member of the Executive Committee being required to act temporarily in the place of the President, the President shall, if possible, arrange for the temporary successor to be notified of and supplied with necessary documents and data relating to any outstanding affairs of the Association which may require his temporary successor's attention during the President's absence or incapacity.

REGULATIONS FOR ELECTION TO EXECUTIVE COMMITTEE

1. Membership as on 1st April of the year will be the cut off date for eligibility to contest for and vote at elections to the Executive Committee held during that year.
2. Election to the eighteen seats will be on the following commodity group classifications:

I. TEA SECTION : 5 representatives

- | | | | |
|-----------|---|---|-----------|
| Group 'A' | - | Members owning 4000 hectares & above | - 2 seats |
| Group 'B' | - | Members owning 500 hectares & above but less than 4000 hectares | - 2 seats |
| Group 'C' | - | Members owning 100 hectares & Above but less than 500 hectares | - 1 seat |

II. COFFEE SECTION : 3 representatives

- | | | | |
|-----------|---|---|----------|
| Group 'A' | - | Members owning 4000 hectares & above | - 1 seat |
| Group 'B' | - | Members owning 200 hectares & Above but less than 4000 hectares | - 1 seat |
| Group 'C' | - | Members owning 100 hectares & above but less than 200 hectares | - 1 seat |

III. RUBBER SECTION : 3 representatives

- | | | | |
|-----------|---|--|-----------|
| Group 'A' | - | Members owning 500 hectares & Above | - 2 seats |
| Group 'B' | - | Members owning 100 hectares & Above but less than 500 hectares | - 1 seat |

IV. CARDAMOM SECTION : 1 representative

- | | | |
|-------------------------------------|---|--------|
| Members owning 100 hectares & above | - | 1 seat |
|-------------------------------------|---|--------|

V. ALL COMMODITIES ABOVE 20
BUT BELOW 100 HECTARES : 2 representatives

Members owning above 20 but below
100 hectares under tea/coffee/rubber/
cardamom - 2 seats

VI. SMALL GROWERS : 4 representatives
20 HECTARES & BELOW

- Tea - 1 seat
- Coffee - 1 seat
- Rubber - 1 seat
- Cardamom - 1 seat

3. The member could nominate himself, his registered representative or another estate member or small grower member for election, but the person nominating as also the nominee should both belong to the same commodity section and group/category.
4. The name or names proposed by a member should be seconded by another estate member or small grower member or his registered representative belonging to the respective commodity sections but not necessarily the same group within the commodity section.
5. The time schedule for the election process shall be drawn up and circulated by the Secretary General each year taking into account the date of the Annual General Meeting.

FIRST SCHEDULE
[Please see Bye-law 3 (1)]

FORM OF APPLICATION FOR MEMBERSHIP OF UPASI

Dated

To

The Secretary General,
The United Planters' Association of Southern India,
"Glenview", Post Box No.11,
Coonoor P.O. – 643 101, Nilgiris.

Dear Sir,

1. Please submit this application for *Estate/Small Grower/Firm/Association/ Retired Planter Membership of the UPASI to your Executive Committee.
2. The total planted area in South India owned by me/us is as stated below:-

Names of Estates	(in Hectares)			
	Tea	Coffee	Rubber	Spices**

3. I/We agree to pay the annual subscription and any other subscription which the Association may fix in General Meeting. I/We have ready the Bye-laws of the Association and agree to abide by them in so far as they are applicable to me/us.

Proposed by

Yours faithfully,

(Signature)

Seconded by

Full Postal Address:

.....
.....
.....

NOTE:

* Please strike out the words not applicable.

** Please indicate under Spices the area of Cardamom, cinchona, Pepper etc.

Applicants for Association, Firm and Retired Planter Membership should strike out paragraph 2, as it is not applicable to them.

SECOND SCHEDULE
(Please see Bye-law 10)

FORM OF NOMINATION OF REPRESENTATIVES

Dated

To

The Secretary General,
The United Planters' Association of Southern India,
"Glenview", Post Box No.11,
Coonoor P.O. – 643 101, Nilgiris.

Dear Sir,

In pursuance of Bye-law 10 of the United Planters' Association of Southern India,

I/We

of

being a member of the Association, nominate and appoint the persons whose names and present addresses are given below to represent me/us and to vote on my/our behalf and generally to exercise all powers vested in me/us as a member.

I/We request you to register my/our nominees accordingly.

No.	Names	Addresses
1.		
2.		
3.		
4.*		
5.*		
6.*		

Yours faithfully,

(Signature)

Company or Estate

* Note - Only Members having estates in more than one South India are entitled to one additional representative (over and above the three representatives already named) for every State in which the Member's estates are situated.