

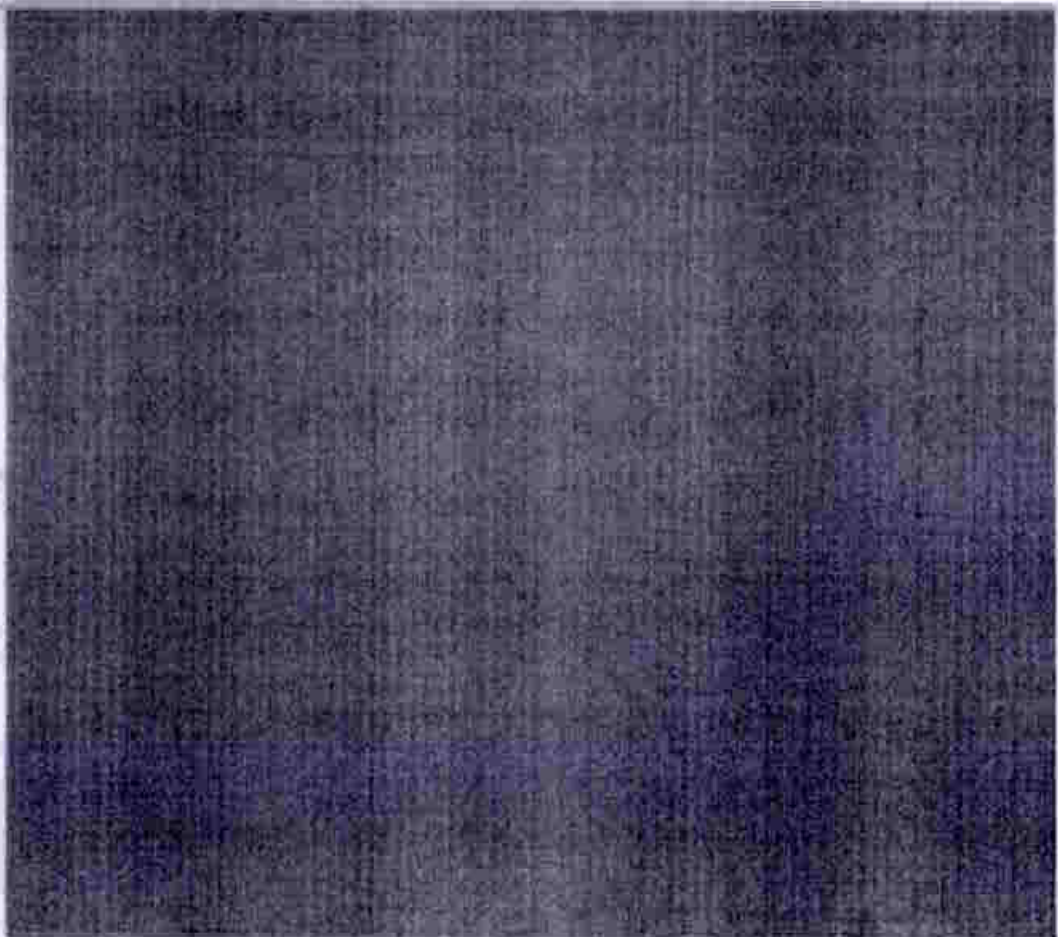
Annexure - 2

**MEMORANDUM OF ASSOCIATION
ARTICLES OF ASSOCIATION
AND
BYE-LAWS
(REVISED)**

2007

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**MEMORANDUM OF
ASSOCIATION**

**CERTIFICATE OF REGISTRATION
SOCIETIES REGISTRATION ACT XXI OF 1860**

No. 25337 of 1994

I hereby certify that SMALL FARMERS' AGRI-
BUSINESS CONSORTIUM (SFAC)

has been registered under the SOCIETIES REGISTRATION ACT
OF 1860

GIVEN UNDER MY HAND AT DELHI on this 18 24 day of
JANUARY, one thousand nine hundred and
ninety four.

Registration Fee of
Rs 50/- received.


Registrar of Societies
Delhi Administration
Delhi



PLEASE QUOTE THIS NUMBER IN ALL YOUR FUTURE CORRESPONDENCE

**MEMORANDUM OF ASSOCIATION OF
SOCIETY TO BE REGISTERED UNDER THE
SOCIETIES REGISTRATION ACT 1860
(ACT XXI OF 1860)**

**MEMORANDUM OF ASSOCIATION OF SMALL
FARMERS'
AGRIBUSINESS CONSORTIUM**

1. NAME OF THE SOCIETY

The name of the society shall be "SMALL FARMERS' AGRIBUSINESS CONSORTIUM (SFAC)" (hereinafter to be referred to as "SOCIETY" or SFAC).

2. REGISTERED OFFICE*

The REGISTERED OFFICE of the Society shall be situated in the Union Territory of Delhi; and at present is situated at NCUI Auditorium Building, 5th Floor, 3, Siri Institutional Area, August Kranti Marg, Hauz Khas, New Delhi - 110016.

3(A). AIMS & OBJECTIVES

The aims and objectives of the Society shall be :

- i) To catalyse agro-industrial growth in different parts of the country based on principles of ecological sustainability, economic efficiency and social equity.

* Amendments approved by General Body in its meeting held on 29.08.2007.

- ii) To undertake or assist in undertaking programmes for employment generation, growth and diversification of agriculture and agro-based industries to increase food production and export of agriculture products, in both primary and processed forms.
- iii) To organise technology transfer through training and extension involving non-government organisations and farmers' associations.
- iv) To sponsor specific and relevant research projects and technology demonstrations;
- v) To organise input, material supply and production services through public, private and cooperative sector.
- vi) To identify and promote post-harvest processing/manufacturing units in the public private and cooperative sectors.
- vii) To promote organisation of marketing chains both for domestic and export marketing.
- viii) To build a cadre of skilled managers for managing the affairs of various units being established as a part of the development process, and to assist the establishment of such unit by providing equity in the form of venture capital, and also interest bearing loans to such units, if sufficient corpus is made available for these purposes by the promoters of the Society.*
- ix) To accelerate the development of rainfed, drought-prone, eastern and hilly regions.
- x) To encourage efficient use of marginal lands and augmentation of bio-mass production through agro and farm forestry.
- xi) To revive and strengthen local institutions of the farming community as instruments of decentralisation/development process in agriculture sector.

- xii) To promote measures of increasing the utilisation of irrigation potential, water conservation and its efficient management.
- xiii) To organise/catalyse the primary producers in suitable groups towards the performance of activities related to the achievement of the objectives of the consortium.
- xiv) To influence Government policies for correcting the terms of trade to make them favourable for agriculture, thereby increasing the flow of resources and augmenting the rate of capital formation in agriculture sector.
- xv) To pave the way for establishment of integrated producers' organisations with forward and backward linkages.
- xvi) To assist and promote programmes aimed at conservation of the environment and natural resources.
- xvii) To prepare, print and publish papers, periodicals, monographs and books in furtherance of the objectives of the society.

3(B). Pursuant of the aforesaid objectives, the Society may:

- a) Make rules and Bye-Laws for the conduct of the affairs of the Society and add to, amend, vary or rescind them from time to time.
- b) Raise funds and accept donations (in cash or kind) grants of money, securities, property of any kind, and undertake and accept the management of any endowment trust, fund or donation not inconsistent with the objectives of the Society.
- c) Borrow money required for the purpose of the Society with or without security upon such terms and in such manner as may be determined by the Board of the Society.
- d) Invest any money of the Society not immediately required for any of its objectives in such a manner as the Board may in its absolute discretion determine.

* Amendments approved by General Body in its meeting held on 31.01.2001.

- e) Meet out of the funds of the Society all expenses which the Society may incur with respect to the formation, registration and operations of the Society.
- f) Open Bank Accounts of any type including overdraft account and to operate the same in ordinary course of business.
- g) Own, establish or have and maintain offices, branches and agencies in or outside India for the purpose of carrying on its business.
- h) Promote form, conduct or associate in the promotion, formation or conduct of companies, subsidiaries, societies, or such other associations of persons as it may deem fit.
- i) Sell or dispose off the undertaking of the Society or any part thereof for such considerations as the Society may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Society.
- j) Enter into partnership or any joint venture with any company, society, association or person, or to cooperate with or subsidise or assist in any way such company, Society, association or any person.
- k) Do all other such things as the Society may consider necessary, incidental or conducive to the attainment of its objectives.

3(C). All the income, earnings, moveable, and immovable properties of the Society shall be solely utilised and applied towards the promotion of its aims and objects only, as set forth in the Memorandum of Association, and no profit on thereof shall be paid or transferred directly or indirectly by way of dividends, bonus, profits or in any a manner whatsoever to the present or past Members of the Society. Also, no Member of the Society shall have any personal claim on any moveable or immovable properties of the Society or

make any profits whatsoever, by virtue of his memberships, provided however, that nothing herein contained shall prevent the payment, in good faith, or remuneration to any member thereof, or other person, in return for any services rendered to the Society, or for any services rendered to the Society, or for travelling allowances, halting or similar charges.

4. BOARD OF MANAGEMENT


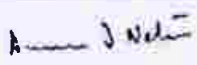


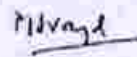
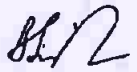

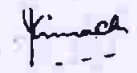
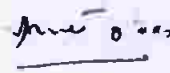
The names, addresses, occupations and designations of the members of the Board of Management to whom management of the Society is entrusted as required under section 2 of the Society Registration Act, 1860, as applicable to the Union Territory of Delhi are as follows:

S. No.	Name (Full in Capital)	Address	Occupation	Designation in the Society
1.	DR. BAL RAM JAKHAR	Village & P.O. Panjkosi, Distt. Ferozepur (Punjab)	Union Agriculture Minister	Ex-officio President
2.	SHRI J.C. PANT	"Waiverly View", Mussoorie (U.P.)	Secretary (A&C)	Ex-officio Vice-President
3.	SHRI R.V. GUPTA	Ministry of Finance (Deptt of Banking) Jeewan Deep Bldg. Parliament Street, New Delhi	Additional Secretary	Ex-officio Member
4.	SHRI K. RAJAN	Yojna Bhawan	Adviser, Agriculture	Ex-officio Member
5.	SHRI I.S. MALHI	C-II/127 Moti Bagh-I, New Delhi	Joint Secretary	Ex-officio Member
6.	SHRI GOKUL PATNAIK	Ansal Chamber 2, Bhikaji Cama Place, New Delhi - 66	Chairman, APEDA	Ex-officio Member
		125, Krishi Bhawan, New Delhi - 110001	M.D., SFAC	Ex-officio Member
Representatives of Financial Institutions and Banks				
8.	SHRI P. KOTIAH	Sterling Centre Dr. Annie Besant Road Worli, Bombay	Chairman, NABARD	Nominated Member

S. No.	Name (Full in Capital)	Address	Occupation	Designation in the Society
9.	SHRI M. MONDAL	State Bank of India Head Office, Bombay	Dy. Managing Director (Agriculture)	Nominated Member
10.	DR. D.K. UPPAL	442/14, National Horticulture Board Gurgaon (Haryana)	Executive Director	Nominated Member
11.	SHRI BHAGAT SINGH	203, Rose Avenue, New Delhi	M.D., NCDC	Nominated Member
NGOs Farmers & Organisation				
12.	DR. KRISHNABEER CHAUDHARY	Bharat Krishak Samaj, New Delhi	Executive Chairman	Nominated Member
13.	SHRI M.M. ARVE	Maharashtra Grape Growers' Association	Farmer	Nominated Member
Private Companies, Agricultural Exporters				
14.	DR. MONMOHAN ATTAVAR	Indo-American Hybrid Seeds	Exporter	Nominated Member
15.	SHRI NAUSHAD PADEMSEE	Eagle Flask Industries	Exporter	Nominated Member

5. DESIROUS PERSONS

We, the several members whose names and addresses are given below, are desirous of forming of society namely Small Farmers' Agribusiness consortium under the Societies registration Act, 1860, as applicable to the Union Territory of Delhi, in pursuance of this Memorandum of Association of the Society:

Sl. No.	Name & Address	Occupation	Signature
1.	Dr. Bal Ram Jakhar Village & P.O. Panjkosi, Distt. Ferozepur (Punjab)	Minister of Agriculture	
2.	Shri Arvind Netam At & P.O. Kanker Distt. Bastar (M.P.)	Minister of State of Agriculture	
3.	Shri S. Krishna Kumar S-44, Sankar Nagar Chinnakkad, Kollam, Kerala	Minister of State for Agriculture	
4.	Shri J.C. Pant "Waverley View" Mussoorie (U.P.)	Secretary (A&C)	
5.	Shri M.S. Dayal Hanspur Distt. Moradabad	Special Secretary (A&C)	
6.	Shri Bhagat Singh 203, Rouse Avenue New Delhi	MD (NCDC)	
7.	Shri V. B. Mahajan 207, Siddhartha Enclave Ashram Chowk, New Delhi	MD (NAFED)	
8.	Shri I.S. Malhi C-II/127, Moti Bagh-I New Delhi	Joint Secretary (Trade)	
9.	Mrs. Sarita J. Dass 10, Cantonment Road Cuttack, Orissa	Joint Secretary (PP)	

ARTICLES OF ASSOCIATION

MEMBERSHIP FEES PATTERN OF SFAC SOCIETY*

Type of Members		Membership Fee
A.	Promoter Members	
i)	Government of India	₹1.50 crore
ii)	Reserve of India (RBI)	
iii)	National Bank of Agriculture & Rural Development (NABARD)	
iv)	Industrial Development Bank of India (IDBI)	
v)	State Bank of India (SBI)	
vi)	Oriental Bank of Commerce (OBC)	
B.	Primary Members	
i)	Financial Institutions, Banks and Private Companies, including Foreign Companies.	₹50 lakhs
ii)	Statutory and Autonomous Organisations, Development Boards, Exports Promotion Councils and Commodity Boards dealing in agriculture and agro-industries, Large or Multi-State Cooperative Societies, other Organisations involved in agribusiness, Exporters and Non-Resident Indian and OCBs (interested in tying up for exports of Indian agricultural produce)	₹20 lakhs
C.	Associate Members (without voting rights)	
i)	NGOs, Farmers' Cooperatives	₹10,000 per annum
ii)	Beneficiaries including Individual Farmers, Self-Help Groups etc., and such other Institutions/ Individuals interested in benefiting from the activities, schemes and programmes of the Society.	₹1, 000 per annum

* Amendments approved by General Body in its meeting held on 31.01.2001.

ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION OF SMALL FARMERS' AGRIBUSINESS CONSORTIUM

1. NAME OF THE SOCIETY

The name of the Society shall be "SMALL FARMERS' AGRIBUSINESS CONSORTIUM" (SFAC) (herein after to be referred to as "SOCIETY" OR "SFAC").

2. MEMBERSHIP OF THE SOCIETY*

- a) **Promoter Members:** All such institutions, including Government of India, which are desirous of participating and contributing substantially to the affairs and business of the Society, can become promoter members of the Society. The promoter members from amongst Banks and Financial Institutions would have permanent non-elective seat on the Board of Management of SFAC without being subject to elections, like in the case of Government of India. The total number of promoter membership in the Society shall not extend beyond six, with Government of India being counted as one promoter.
- b) The promoter members would be members in perpetuity, as laid down under the Societies Registration Act, 1860. They shall hold a total of eleven permanent non-elective seats, on the Board of Management of SFAC, with the

Government of India having six non-elective seats including the President and Vice-President of the Society, and four nominees of the President, and the other Promoter Members having only one non-elective seat each. No promoter member would be entitled to seek to disassociate itself from the affairs and business of the Society. At the same time, absence or recurring absence of a promoter member from the meeting of the Board of Management or Annual General Meetings shall not in any way affect the voting and other rights of the promoter members.

- c) **Primary Members:** All such Institutions and Individuals, who are desirous of participating and contributing substantially to the affairs and business of the Society, can become primary members of the Society on admission as such by the Board of Management and by paying the required Membership Fees, and also fulfilling such conditions as may be prescribed from time to time. Unlike a promoter member, a primary member may not be a member in perpetuity, and may request the Society to terminate its primary membership, under the conditions as may be prescribed by the Society from time to time. The primary membership of the Society shall constitute the following two categories of primary members, each category having four elective posts of Directors on the Board of Management of Society, and it will be open to the Society to prescribe separate rates of membership fees for the two categories:
 - i) Financial Institutions, Banks, and Private Companies, including Foreign Companies.
 - ii) Statutory and Autonomous Organisations, Development Boards, Exports Promotion Councils and Commodity Boards dealing in agriculture and agro-industries, Large or Multi-State Cooperative Societies, other Organisations involved in agribusiness, Exporters and Non-Resident

* Amendments approved by General Body in its meeting held on 31.01.2001.

Indian and OCBs (interested in tying up for exports of Indian agricultural produce).

- d) The Society may prescribe the conditions/regulations under which absence or recurring absence of Primary member from the General Body Meeting, or Annual General Meeting, or from the Board meeting in case of Primary Member elected to the Board, the concerned absenting Primary Member may become disentitled to exercise his/its voting rights at such meetings in future for temporary periods or permanently.
- e) **Associate Members:** NGOs Farmers' Cooperatives, Beneficiaries including Individual Farmers, Self Help Groups etc., and such other Institutions/Individuals interested in benefitting from the activities, schemes and programmes of the Society, may become associate Members of the Society. The Society may further categorise them in the following two categories, and prescribe separate rates for annual subscriptions from them:
 - i) NGOs, Farmers' Cooperatives.
 - ii) Beneficiaries including Individual Farmers, Self Help Groups etc., and such other Institutions/Individuals interested in benefitting from the activities, schemes and programmes of the Society.
- f) Associate Members shall have the right to attend General Body Meetings of the Society, or any other meetings to which they are invited, including meetings, of the Board of Management of the Society, but shall not be entitled to vote.

3. ADMISSION OF MEMBERS

The Board of Management shall be the final authority for laying down the procedure and conditions; and for determining the eligibility and suitability for admission of primary and Associate Members.

4. SUBSCRIPTION

Members shall pay such subscription as may be prescribed by the Board of Management. All the Members of Board of Management should be included as desired persons.

5. CESSATION OF MEMBERSHIP

A member shall cease to be a member by not fulfilling the conditions laid down by the Board of Management or due to reason adjudged by the Board of Management as injurious to the functioning of the Society. Violation of Section 15 of S.R. Act of 1860 shall also be disqualification for the Member.

6. GENERAL BODY MEETING

- a) General Body of the Society shall consist of all the members and Associate Members of the Society.
- b) The Society shall hold an Annual General Meeting at least once a year and not more than 18 calendar months shall lapse between two successive Annual General Meetings. A notice of clear 21 days convening such a meeting shall be given to the members of the Society. The business of the Annual General Meeting shall be:
 - i) To consider and adopt the Annual Report and Audited Accounts of the Society together with the Auditor's statements on the accounts.
 - ii) To appoint Auditors for the ensuing year.
 - iii) To amend the Memorandum of Articles of Association of SFAC, if necessary.
 - iv) To elect members to the Board of Management (BOM).

- v) To transact any other business as may be laid before it by the BOM or brought forward by a member of the General Body with the permission of the Chairman of the meeting.
- c) The President of the Board of Management or in his absence the Vice-President shall preside over the meetings of the General Body.

7. BOARD OF MANAGEMENT*

- a) There shall be a Board of Management consisting of twenty three members. The Union Agriculture Minister shall be the President of the Board of Management, and the Union Agriculture Secretary shall be its ex-officio vice-President. The Chief Executive of the SFAC shall be the Members-Secretary of the Board. The other Promoter Members of the Society shall have one non-elective permanent seat each on the Board of Management of the Society.
- b) Out of the remaining members, seven (7) shall be nominated by the President from the concerned Ministries/Departments of the Central or State Government and semi-Government Organisations, and other competent persons, and eight (8) shall be elected by the Primary Members of the Society from out of the following two categories of Primary Members, by voting from within their respective constituencies:
 - i) Four (4) members elected from amongst the Members Financial Institutions, Banks, and Private Companies, including Foreign Companies.
 - ii) Four (4) members elected from amongst the Members Statutory and Autonomous Organisations, Development Boards, Export Promotion Councils and Commodity Boards

dealing in agriculture and agro-industries, Large or Multi-State Cooperative Societies, other Organisations involved in agri-business, Exporters and Non-Resident Indians and OCBs (interested in tying up for exports of Indian agricultural produce).

8. SPECIAL PROVISION

Notwithstanding anything contained in Articles 8(b) the President may nominate upto eight members of the first Board to complete the formalities regarding registration and operationalising the business of the Society. The nominations so made will cease to be in operation after expiry of one year of registration of the Society or the regular elections taking place, whichever is earlier.

9. TERM OF OFFICE

- i) Nominated Members would hold office at the pleasure of the President, whoever be the nominating authority.
- ii) The term of elected members would be 4 years with 50 per cent retiring every alternate year. They shall however be eligible for re-election.
- iii) The membership of person who becomes a member of the Society by reason of the office or post he holds, shall terminate when he ceases to hold that office or post and his successor shall automatically replace him on the Board.
- iv) A nominated or elected member may, at any time, resign from the office by sending his resignation to the President of Board of Management, Such resignation shall take effect from the day it is accepted.*

* Amendments approved by General Body in its meeting held on 08.01.2014.

* Amendments approved by General Body in its meeting held on 29.08.2007.

10. FUNCTIONS OF BOARD OF MANAGEMENT

The Board of Management of the SFAC shall have all such powers as are considered necessary or expedient for the purpose of carrying out its functions. Without prejudice to the generality of the foregoing power, such power would include the powers:

- i) To admit Members and terminate membership of the Society.
- ii) To approve the budget estimates.
- iii) To appoint, suspend or remove the Chief Executive and other staff of the Society of which BOM is the appointing authority.
- iv) To frame regulations for appointments of staff, conduct of business, supervision and management of the Society.
- v) To determine terms and conditions of collaboration with other institutions and Organisations.
- vi) To authorise persons to sign on behalf of the Society bills, notes, receipts, acceptance, endorsements, cheques, release, contracts and other documents.
- vii) To appoint such Committees, sub-committees as may be necessary and delegate to them or to the Chief Executive, and other officers of the Society, such powers as may be appropriate.

11. MEETING OF THE BOARD OF MANAGEMENT

- a) The meeting of the BOM shall be convened by the Member-Secretary with the approval of the President of the BOM. Meetings of the BOM shall be ordinarily held once in every quarter. The quorum of the meeting shall be 1/3rd of the total strength.

- b) The President of the BOM or in his absence, the Vice President shall preside over the meetings of the Board. In the absence of both President and Vice President the members present in the meeting shall elect a President for the meeting from amongst themselves.
- c) All matters in the meeting shall be decided by majority of the members present and voting. Each member of the Board shall have one vote. In the event of a tie or equality of votes – the President shall have a second or casting vote.

12. Deleted*

13. Deleted*

14. Deleted*

15. CHIEF EXECUTIVE

- i) There shall be a Chief Executive, by whatever designation called, who shall be the Principal Executive Officer of the Society. The Chief executive shall be appointed by the Board of Management on such terms and conditions as may be determined by the Board from time to time.
- ii) The Chief Executive shall be the Member Secretary of the Board of Management of the Society.*

16. FUNCTIONS OF THE CHIEF EXECUTIVE

The Chief Executive shall exercise the powers and discharge the functions specified below:

- a) To take appropriate action as may be necessary to implement the decisions of the Board of Management.

* Amendments approved by General Body in its meeting held on 29.08.2007.

- b) Day-to-day management of the business of the Society.
- c) Operating the accounts of the Society and making arrangements for safe custody of cash.
- d) Signing of the documents for and on behalf of the Society.
- e) Making arrangements for the proper maintenance of various books and records of the Society.
- f) Convening meeting of the General Body and the BOM and maintaining proper records of such meetings.*
- g) To create posts necessary for the management of the affairs of the Society.
- h) Making appointments to posts in the Society in accordance with the rules frame by the Board.
- i) Assisting the Board in the formulation of policies, programmes and work plans.
- j) Furnishing to the Board periodical information necessary for apprising it of the operations and functions of the Society.
- k) Performing such other duties and exercising such other powers as may be assigned.

17. GRANTS, DONATIONS ETC.

The Society may receive gifts, grants, donation and benefactions from Government or any other source in or outside India and the same shall be used by the Society for exercising its functions and discharging its responsibilities subject to the condition that any acceptance from

foreign agencies, institutions and Governments will be on such terms as may be prescribed by the Government of India from time to time.

18. FUND

- 1) The Society shall maintain a Fund to be called the SFAC Fund to which shall be credited:
 - a) All sums of money that may be provided by Government.
 - b) All subscriptions and charges received from the members.
 - c) All sums of money generated from gift commodities by the Society or received by it by way of grants and donations.
 - d) All sums of money received by the Society in any other manner or from any other source.
- 2) All sums of money credited to the said Fund shall, subject to the regulations, if any, made in this behalf be deposited with any nationalised bank or public finance institution approved by the BOM.
- 3) The said Fund shall be applied towards meeting the administrative and other expenses of the Society including expenses incurred in the exercise of powers and the discharge of its functions and responsibilities or in relation to any of the activities referred to in this Articles.

19. PREPARATION OF ACCOUNTS AND BALANCE SHEET

- 1) The Balance Sheet and the Accounts of the Society shall be prepared in such form and in such manner as may be prescribed by the Board.
- 2) The Board shall cause the books and accounts of the Society to be closed and balanced as on the 31st day of March each year.

* Amendments approved by General Body in its meeting held on 29.08.2007.

20. AUDIT

- 1) The accounts of the Society shall be audited by Auditors duly qualified to act as Auditors of Companies under the Companies Act and the appointment of Auditors and remuneration payable to them shall be subject to approval of the General Body.
- 2) Every Auditor in the performance of his duties shall have at all reasonable time access to books, accounts and other documents of the Society.
- 3) The Auditors shall submit their report to the Board.

21. ANNUAL LIST OF MANAGING/GOVERNING BODY (Section 4 of the Act)

Once in every year, a list of the office bearers and members of the Governing Body of the Society shall be filed with the Registrar of Societies, Delhi as required under Section 4 of the Societies Registration Act of 1860.

22. LEGAL PROCEEDINGS (Section 6 of the Act)

The Society may sue or be sued in the name of the President/ Secretary as per the provisions laid down under Section 6 of the Societies Registration Act, 1860 as applicable to the Union territory of Delhi.

23. Any amendment of the Memorandum of Association or Rules will be carried out in accordance with the procedure laid down under Sections 12 and 12A of Societies Registration Act 1860.

24. DISSOLUTION AND ADJUSTMENT OF AFFAIRS

If the Society needs to be dissolved, it shall be dissolved as per the provisions laid down under Sections 13 and 14 of the Societies Registration Act 1860 as applicable to the Union Territory of Delhi.

25. APPLICATION OF THE ACT

All the provisions under all the Sections of the Societies Registration Act 1860, as applicable to the Union Territory of Delhi, shall apply to this Society.

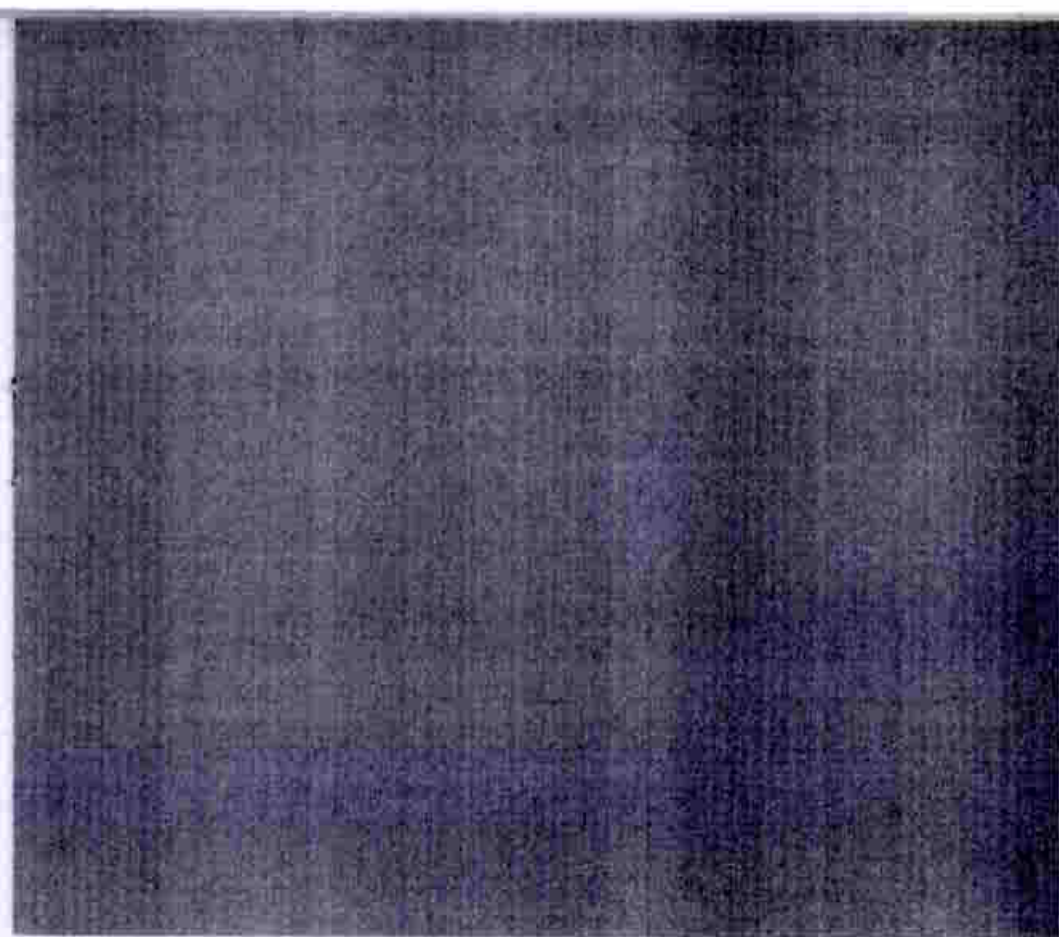
26. ESSENTIAL CERTIFICATE

Certified that this is the correct copy of the Rules and Regulations of the Society.

Sd/-
(President)

Sd/-
(Secretary)

Sd/-
(Treasurer)



BYE-LAWS

BYE-LAWS OF THE SMALL FARMERS' AGRIBUSINESS CONSORTIUM

1. NAME AND AREA OF OPERATION

- i) The Society shall be called the "Small Farmers' Agribusiness Consortium" hereinafter referred to as SFAC.
- ii) The headquarters of the SFAC shall be at New Delhi.
- iii) The area of operation of the SFAC shall extend to the whole of India.

2. DEFINATIONS

In these Bye-Laws, unless the context otherwise provides:

- i) "Consortium" means the Small Farmers' Agribusiness Consortium.
- ii) Deleted*
- iii) "Board" means the Board of Management constituted in terms of these Bye-Laws.
- iv) Deleted*
- v) Deleted*
- vi) "President" means the President of Board of Management under these Bye-Laws.

* Amendments approved by General Body in its meeting held on 29.08.2007.

- vii) "Vice-President" means by Vice-President of the Board of Management under these Bye-Laws.
- xiii) "Managing Director" means the Managing Director of the SFAC appointed in terms of these Bye-Laws.
- ix) "Society" means a Society registered under the Societies Act applicable to a State or a Union Territory in India in which it is established.
- x) Deleted*
- xi) "Act" means the Societies Registration Act, as is applicable in the State/Union Territory in which Head Office of SFAC is located.
- xii) "Memorandum of Association" means the Memorandum of Association of the Small Farmers' Agribusiness Consortium.
- xiii) "Articles of Association" means the Articles of Association of the Small Farmers' Agribusiness Consortium.
- xiv) "Agricultural Produce" shall include food-grains, horticultural and forest produce, plantation, fisheries, dairy, poultry, wool, animal husbandry and allied produces and products.

3. FUNCTIONS & ACTIVITIES

In furtherance of the Aims & Objects of the Society indicated in the Memorandum of Association, the SFAC may undertake itself and/or cause to be undertaken by the concerned Departments/Agencies/Units one or more of the following task or activities in addition to any other tasks or activities as may be considered to be appropriate and necessary:

- i) Organise, assist and help initiatives for improving the production; and productivity levels of identified agricultural produce.
- ii) Organise, assist and help establishment of appropriate link/ integral arrangements between production and marketing.
- iii) Facilitate development of a sound marketing infrastructure covering inter-alia establishment of processing units, quality control arrangement, market intelligence and information, transportation and storage and such other arrangements as may be necessary.
- iv) Arrange/promote market studies and/or specific commodity surveys at the field levels, both at home and abroad, with a view to identify the agricultural products which have potential for exports and export development, quality standards and specifications, competitive price levels, trading channels, delivery schedules, promotional measure etc.
- v) Arrange/facilitate the formulation of integrated commercial development programmes or projects preferably firm or unit-wise, setting out, inter alia, products for export targets, the import needs of raw materials, etc., processing arrangements between the producers and exporters, marketing etc.
- vi) Assist/organise mounting of Export Promotion Programmes including the sponsoring of marketing teams, participation in specialised fairs and exhibitions, holding of Department Stores promotions, exclusive India Show.
- vii) Facilitate identification and establishment of arrangements for undertaking production for exports and help in meeting the import needs, ensuring quality stands, reaching suitable marketing tie-ups.
- viii) Facilitate/monitor transport arrangement, under the specific programmes and projects that may be formulated.
- ix) Facilitate/monitor storage arrangement under the specific programmes and projects that may be formulated.

* Amendments approved by General Body in its meeting held on 29.08.2007.

- x) Facilitate/monitor the conclusion of contractual arrangements according to established commercial practices and norms.

4. BOARD OF MANAGEMENT ITS FUNCTIONS/ POWERS ETC.*

The Consortium shall carry on its functions and activities through the Board of Management as envisaged under the Articles of Association. For this purpose, the composition of the Board of Management, Term of office of the Members, Functions, and meetings of the Board shall be according to the relevant provisions contained in the Articles of Association.

5. TERM OF OFFICE OF NOMINATED MEMBERS OF THE BOARD OF MANAGEMENT*

Nominated members provided for in the Articles of Association shall hold office for a period of two years from the date of his/her nomination unless his/her membership ceases before the two years period as per the Articles of Association or is terminated by the Board of Management in the following circumstances:

- i) If a Member intentionally does any act or omission likely to injure the credit of SFAC or fails to observe proper discipline in regard to the work of SFAC.
- ii) If a Member does any act or omission which may be held by the Board to be dishonest or contrary to the stated objects or interests of the Consortium.*
- iii) If a Member without showing satisfactory reasons and without the permission of the President absents himself from three consecutive meetings of the Board of Management.*
- iv) In the event of invocation of Bye-Laws 5(i) and 5(ii), a show-cause notice shall be issued to explain his conduct and he/she shall be

given an opportunity in his/her defence after issuance of notice. In the event of invocation of Bye-Laws 5(iii), he/she shall be given an opportunity in his/her defence after issuance of a Show-Cause Notice for his/her absence. However, if the Member requests for leave of absence, it shall not be denied to him/her without just and valid reason, to be recorded in writing.

6. MEETINGS OF THE BOARD OF MANAGEMENT*

- i) The Board may meet as often as necessary, however meeting of the BOM shall be ordinarily held once in every quarter.*
- ii) Generally, a notice of clear 15 days shall be given to the members for a meeting of the Board. An emergent meeting of the Board may be called at a shorter notice, at the discretion of the President of the Board.*
- iii) A meeting of the Board of Management shall be convened by the Member-Secretary in accordance with the relevant provision of the Articles of Association.
- iv) Deleted*

7. QUORUM*

The quorum of the meetings of the Board of Management shall be in accordance with the relevant provision of Articles of Association. If there is no quorum at any meeting of the Board, the meeting shall be adjourned.

8. PLACE OF MEETING*

New Delhi shall be the venue of the meetings of the Board of Management unless it is decided to hold it at any other place in India with the express approval of the President of the Board.

* Amendments approved by General Body in its meeting held on 29.08.2007.

* Amendments approved by General Body in its meeting held on 29.08.2007.

9. RECORD OF MINUTES*

A record of minutes of the meetings of the Board shall be kept. The minutes shall be signed by the Managing Director and shall be circulated to all members and shall be ratified by the Members of the Board. Copies of the minutes should be readily available to all members of the Board and shall form an agenda item in the next meeting of the Board.

10. ESTABLISHMENT OF THE COMMITTEE*

- i) In pursuance of the relevant provisions of the Articles of Association, the Board may constitute, by passing a resolution through simple majority, Committee(s)/Sub-Committee(s) from amongst its members to deal with such specific issues, or subjects, as may be recommended by the Board. Where necessary, individual outside the members of the Board, may be associated in the Committee(s)/Sub-Committee(s). Where, however, the subject/issues requiring attention becomes so urgent and inevitable that it is not possible to wait for the meetings of the Board, then the President, may constitute such Committees/Sub-Committee through an appropriate order, subject, however, to obtaining ratification of the Board at its next meeting. The resolution of the Board/or the order issued by the President shall indicate the terms of reference, duration and modalities of operations of such Committees/Sub-Committees.
- ii) Meetings of the Committee/Sub-Committee shall normally be held at New Delhi unless decided otherwise by the Chairman of the Committee/Sub-Committee, to hold it elsewhere in India.

11. CHIEF EXECUTIVE

The Managing Director shall be the Chief Executive/Principal Executive Officer, who shall also be the Secretary of the Society. The Managing

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Director shall be appointed by the Board of Management on such terms and conditions as may be determined by the Board, in consultation with and approval of the Central Government.

12. POWERS AND FUNCTIONS THE MANAGING DIRECTOR

The Powers and functions of the Managing Director shall be those contained in the Articles of Association:

- i) The Managing Director of the Consortium shall act as "Head of the Department" of the Consortium and shall exercise all such financial powers as are vested with Heads of the Department of the government of India as per orders issued by Government of India from time to time until specific rules and regulations regarding the financial and administrative powers of the Managing Director and for other officers are frame and/or adopted by the Consortium in consultation with the Central Government.
- ii) The Managing Director may designate any Subordinate functionary under him, who is not below the rank of a Group 'A' Gazetted functionary of the Government of India, as Head of Office.
- iii) The Managing Director can delegate a part or any of the powers vested upon him as head of the Department to Head of the Office or any subordinate functionary except the statutory powers of Head of the Department.
- iv) Residuary powers of the Consortium shall vest in the Board of Management of the Consortium.

13. FINANCIAL ADVISER/TREASURER

There shall be a Treasurer for the Consortium who would also act as the Financial Adviser in the Consortium, unless and until separate arrangements are made for looking after the functions of Financial Adviser.

14. CONSULTANTS/EXPERTS

- a) The Consortium shall have the authority to engage/employ consultants/experts on contract basis not exceeding 3 years' period initially specific to a particular activity or area on terms and conditions to be determined by the Consortium through such rules as framed by the Consortium and approved by the Board of Management.
- b) The Consortium, with the approval of its Managing Director, may engage/employ consultants/experts, on such terms and conditions mutually agreed upon for a period not exceeding one year initially, for specific emergent activities or areas, subject, however, to ratification by the Board of Management at its next meeting.

15. OTHER STAFF/EMPLOYEES

- i) Subject to such rules as may be framed/adopted by the Consortium, the Consortium may appoint/engage such officers and employees as deemed necessary for efficient performance of the functions in accordance with rules and regulations.
- ii) Board of Management shall have the authority to entrust the work to Government functionaries on grant of honorarium to them in terms of relevant rules and regulations of the Government of India and sanction honorarium to them.

16. FUNDS OF THE SFAC

The resources of the Fund and maintenance shall be according to the relevant provision in the Articles of Association.

There shall be a Finance Committee established by the Board of Management which shall consider, take a view and make recommendations on the various matters connected with the management of Fund, including its

utilisation, investment etc. based on and in conformity with the relevant provisions of the Articles of Association. The Financial Committee shall consist of three members as under:

- i) One member to be nominated by the Board from amongst the members of the Board.
- ii) One member to be nominated by the Board amongst those in the Board representing banks, and marketing interests/institutions.
- iii) One member to be nominated by the Board from amongst those in the Board representing farmers.
- iv) The Treasurer of the Society shall be permanent invitee but shall not be a member of the Committee.

17. DISTRIBUTION AND DISPOSAL OF ITS PROFITS

- i) The profits if any generated from the activities of the Consortium shall form part of the Fund.
- ii) The Consortium is not liable to distribute any profit to its members.

18. REPORTS AND RETURNS

- i) Annual Report consisting details of Consortium activities and a balance sheet shall be prepared financial year-wise and placed for approval before the annual Meeting of the Board of Management.
- ii) The annual report of the Consortium after approval by the Board of Management shall be presented to the Government of India duly audited by auditors duly qualified to act as Auditors of Companies under the Companies Act. The appointment of auditors shall be in accordance with the Articles of Association.

19. SERVICE RULES AND REGULATIONS

- i) The Consortium may frame and adopt rules and regulations as per their requirements for employees of the Consortium with the approval of Board of Management and concurrence of the Central Government.
- ii) Wherever the Consortium has not frame/adopted rules and regulations in terms of the relevant Bye-Laws, the Consortium shall follow Central Civil Service Rules for the purposes of appointment, service conditions and classification, control, appeal and superannuation matters.
- iii) Terms and conditions of Consultants or such functionaries engaged by the Consortium for specific activities shall be governed by terms and conditions mutually agreed to the Consortium and Consultants or such functionaries at the time of their engagement.

20. GENERAL

- i) All matters not specifically provided for are to be decided in accordance with the Societies Registration Act, 1860.
- ii) For the purpose of any litigation, etc. the Consortium shall come within the jurisdiction of the Courts in Delhi.

21. POWER OF RELAXATION/ADDITIONS AND ALTERATIONS

- i) The Board of Management at their discretion may delegate any powers, authority of the Board to its President and Vice-President.
- ii) The Board of Management may amend the Bye-Laws by way of alteration, extension or abridgement in accordance with the procedures laid down in Sections 12 and 12A of the Societies Registration Act, 1860, as made applicable to the National Capital Territory of Delhi from time to time.