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NOTIFICATION

No.B. 17013/7/2001-HORT(SFAC), the 29th October, 2001. In the interest of Public Service, Govt. of Mizoram has made The Memorandum of Association, Article of Association and Bye-Laws 2000 of Mizoram Small Farmers' Agricultural Business Consortium, Mizoram.

Rochila Saiawi,
Commissioner to the Govt. of Mizoram,
Horticulture Department.

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

MEMORANDUM OF ASSOCIATION OF SMALL FARMERS' AGRICULTURAL-BUSINESS CONSORTIUM

1. NAME OF THE SOCIETY

The name of the society may be called " THE MIZORAM SMALL FARMERS' AGRICULTURAL-BUSINESS CO 'SORTIUM (MSFAC)" (hereinafter to be referred to as "SOCIETY" or MSFAC)

2. REGISTERED OFFICE

The REGISTERED OFFICE of the Society shall be situated in the State of Mizoram; and at present is situated at Civil Secretariat, Aizawl- 796001.

3. (1) AIMS & OBJECTIVES

The aims and objectives of the Society shall be :

- a) to catalyse agro-industrial growth in different parts of the state of Mizoram based on principles of ecological sustainability, economic efficiency and social equity;
- b) to undertake or assist in undertaking programmes for employment generation, growth and diversification of agriculture and agro-based industries to increase Agricultural produces and export of agriculture products, in both primary and processed forms;
- c) to organise technology transfer through training and extension involving non-government organisations and farmers' associations;
- d) to sponsor specific and relevant research projects and technology demonstrations;
- e) to organise input, material supply and production services through public, private and cooperative sector;
- f) to identify and promote post-harvest processing/manufacturing units in the public, private and cooperative sector;
- g) to promote organisation of marketing chains both for domestic and export marketing.
- h) to build a cadre of skilled managers for managing the affairs of various units being established as a part of the development process;
- i) to accelerate the development of rainfed drought-prone, areas and marginal land.
- j) augmentation of bio-mass production through agro and farm forestry;
- k) to revive and strengthen local institutions of the farming community as instruments of decentralisation/development process in agriculture sector;
- l) to promote measures for increasing the utilisation of irrigation potential, water conservation and its efficient management;
- m) to organise/catalyse the primary producers in suitable groups towards the performance of activities related to the achievement of the objectives of the consortium;
- n) 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;
- o) to pave the way for establishment of integrated producers' organisations with forward and backward linkages;

- p) to assist and promote programmes aimed at conservation of the environment and natural resources; and
- q) to prepare, print and publish papers, periodicals, monographs and books in furtherance of the objectives of the society.

(2). Pursuance 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 from any source including Central and State Government;
- (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 objects in such a manner as the Board may in its absolute discretion determine;
- (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 the State of Mizoram 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; and
- (j) do all other such things as the Society may consider necessary, incidental or conducive to the attainment of its objectives.

(3). 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 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 membership, provided, however, that nothing herein contained shall prevent the payment, in good faith, of 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. AREA OF OPERATION

The society will work primarily in the State of Mizoram. It will however, be free to undertake suitable activities in other parts of India, if necessary in connection with the work related to Mizoram or if invited to do so by the Central or other State Government or an institution having objectives similar to its own.

5. 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 Societies Registration Act, 1860, as applicable to the State of Mizoram are as follows :

BOARD OF MANAGEMENT

Sl. No.	Name & Address	Occupation	Designation
1.	Hon'ble Chief Minister Government of Mizoram Aizawl.	Public functionary	Ex-officio Chairman
2.	Pu Vanhela Pachuau IAS Secretary, Horticulture Department etc. Aizawl Mizoram.	Service	Ex-officio member Secretary
3.	Varhela Pachuau IAS Secretary, Agriculture Department etc.	Service	Ex-officio member
4.	Pu B.V. Silvaraj IAS Secretary, Trade and Commerce Department Aizawl.	Service	Ex-officio member
5.	Pu L.R. Laskar IAS Secretary, Industries Department Aizawl.	Service	Ex-officio member

6.	Pu C. Rokhama IRS Secretary, Animal Husbandry and Veterinary Department Aizawl.	Service	Ex-officio member
7.	Pu Lalbiakthuama Adviser, State Planning Board, Aizawl.	Service	Ex-officio member
8.	Pu Samuel Rosanglura Director, Horticulture Department, Aizawl.	Service	Ex-officio member
9.	Dr. O.P. Singh Director, Agriculture Department, Aizawl.	Service	Ex-officio member
10.	Pu Thanghuna Director, Soil and Water Conservation Department, Aizawl.	Service	Ex-officio member
11.	Dr. C. Lianmawia Director, Animal Husbandry and Veterinary Department Aizawl.	Service	Ex-officio member
12.	Pi Lalengruali Sailo Director, Trade and Commerce Department, Aizawl.	Service	Ex-officio member

REPRESENTATIVES FROM FINANCIAL INSTITUTE AND BANKS

Sl. No.	Name & Address	Occupation	Designation
13.	Pu Haukhum Hauzel Secretary, Finance Department, Aizawl.	Service	Ex-Officio Member
14.	Pu N.K. Verma Deputy General Manager, National Bank for Agriculture and Rural Development.	Service	Ex-Officio Member
15.	Pu Hauzela Thangzamu Managing Director, Mizoram Co-operative Apex Bank Aizawl.	Service	Ex-Officio Member

NGOs AND FARMER ORGANISATION

- | | | |
|---|--------------------|-------------------|
| 16. Pu Cha'ngura Zahau
President All Mizoram
Farmer's Union Aizawl. | Public Functionary | Ex-Officio Member |
|---|--------------------|-------------------|

SEMI-GOVT. ORGANISATIONS

- | | | |
|---|---------|-------------------|
| 17. Pu B. Sanghnuna IAS
Managing Director
Mizoram Agriculture
Marketing co-operation | Service | Ex-Officio Member |
|---|---------|-------------------|

DESIROUS PERSONS

We, the several members whose names and addresses are given below are desirous of forming a society namely Small Farmer's Agri-Business Consortium under the Societies Registration Act, 1860, as applicable to the state of Mizoram, in pursuance of this Memorandum of Association of the Society :

Sl. No.	Name in full (Capital)	Address	Occupation	Signature
1.	PU ZORAMTHANGA	Tuikhuahtlang Aizawl	Hon'ble Chief Minister, Mizoram	
2.	PU VANHELA PACHUAU	Chaltlang Aizawl	Secretary, Horti, Agri, etc.	
3.	PU B. SANGHNUNA	Tuikhuahtlang Aizawl	Managing Director Mizoram Agriculture Marketing Co- operation Ltd.	
4.	PU SAMUEL ROSANGLURA	Zotlang Aizawl	Director, Horticulture	
5.	DR. O.P. SINGH	Tuikual 'A' Aizawl	Director, Agriculture	
6.	PU THANGHNUNA	Chawlhmun Aizawl	Director, Soil & Water Conservation	
7.	DR. C. LIANMAWIA	Ramhlun 'N' Aizawl	Director, Animal Husbandry & Veterinary	
8.	PI LALENGRUALI SAILO	Chawnpui Aizawl	Director, Trade & Commerce	

9. PU HAUZEL THANGZAMUAN Zarkawt
Aizawl

Managing Director,
Mizoram Co operative
Apex Bank, Aizawl

ARTICLES ASSOCIATION OF THE MIZORAM SMALL FARMERS AGRICULTURAL-BUSINESS CONSORTIUM

1. NAME OF THE SOCIETY

The name of the Society may be called "The Mizoram Small Farmers' Agricultural Business Consortium" (hereinafter referred to as the Society or (MSFAC).

2. MEMBERSHIP OF THE SOCIETY

(1) FIRST MEMBERS

Signatories of the Memorandum of Association of the Society shall be the first members of the Society.

(2) MEMBERS

All such institutions (farmers associations) desirous of participating in the affairs and business of the Society can become members of the Society on admission by the Board of Management and by fulfilling conditions as may be prescribed from time to time.

(3) ASSOCIATE MEMBERS

Non Resident Indians, foreign companies, co-operative societies, corporate bodies and other organisations involved in the functioning of the Society may be admitted as Associate Members, subject to the conditions laid down by the Board of Management. The Associate Members shall have the right to attend the General Body Meetings of the society or any other meetings to which they are invited, 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 condition and for determining the eligibility and suitability for admission of Member and Associate Members.

4. SUBSCRIPTION

Members and Associate Member shall pay such subscription as may be prescribed by the Board of management. All the members of Board of management shall be included desired persons.

5. CESSATION OF MEMBERSHIP

A Member or Associate Member shall cease to be a member by not fulfilling the conditions laid down by the Board of Management as injurious to the functioning of the Society.

6. GENERAL BODY MEETING

- (1) General body of the Society shall consist of all the Members and Associate Members of the Society.
- (2) The Society shall hold an Annual General Meeting at least once a year and not more than 18 calendar months shall elapse between two successive Annual General Meetings. A notice of at least 21 days in advance shall be given to the members of the Society.
- (3) The Chairman of the Board of Management shall preside over the meetings of the General Body. If the Chairman is not present, members present shall elect one person from amongst themselves to preside over the meeting.
- (4) The business of the Annual General Meeting shall be—
 - (a) to consider and adopt the Annual Report and Audited Accounts of the Society together with the Auditors Statement on the Accounts;
 - (b) to appoint auditor for the ensuing year;
 - (c) to amend the Memorandum of Association of the Society, if necessary;
 - (d) to elect members to the Board of Management (BOM); and
 - (e) to transact any other business as may be laid before it by the Board of Management or brought forward by a Member of the General Body with the permission of the Chairman of the meeting.

7. BOARD OF MANAGEMENT

There shall be a Board of Management consisting of 17 members, The Hon'ble Chief Minister, Mizoram shall be the Ex-Officio Chairman and Secretary to the Government of Mizoram, Horticulture Department shall be the Ex-Officio Member Secretary.

Secretaries to The Government of Mizoram Agriculture, Finance, Trade & Commerce, Industries, Animal Husbandry & Veterinary, and Adviser State Planning Board; Director of Horticulture, Director of Agriculture, Director of Soil & Water Conservation, Director of Animal Husbandry & Veterinary, Director, Trade & Commerce, Deputy General-National Bank for Agriculture and Rural Development, Managing Director - Mizoram Co-operative Apex Bank, President All Mizoram Farmer's Union and Managing Director - Mizoram Agricultural Marketing Co-operation Ltd. shall be the Ex-Officio members.

8. SPECIAL PROVISION

Notwithstanding anything contained in Clause (b) of Article 6, the President may nominate upto eight members on 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

- (1) Nominated Members would hold office at the pleasure of the Chairman, whoever be the nominating authority.
- (2) The membership of person who becomes a member of the Board 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 in the Society.
- (3) A nominated member may at any time resign from the office by sending his resignation to the Chairman of the Board of Management. Such resignation shall take effect from the day it is accepted.

10. FUNCTIONS OF THE BOARD OF MANAGEMENT

The Board of Management of the Society 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 shall include the powers -

- (a) to admit members and terminate membership of the Society;
- (b) to approve the budget estimate;
- (c) to appoint, suspend or remove the staff of the Society of which the Board of Management is the appointing authority;
- (d) to frame regulations for appointment of staff, conduct of business, supervision and management of the Society;
- (e) to determine terms and conditions of collaboration with other institutions and organisations;
- (f) to create posts necessary for the management of the affairs of the Society;
- (g) to appoint such committees, sub-committees as may be necessary and delegate to them or to the Chief Executive Officer and other officers of the Society, such powers as may be appropriate.

11. MEETINGS OF THE BOARD OF MANAGEMENT

- (1) The meetings of the Board of Management shall be convened by the Member Secretary with the approval of the Chairman of the Board of Management. Meetings of the Board of Management shall be ordinarily held once in every three months. The quorum of the meeting shall be at least one third of the total strength.
- (2) The Chairman of the Board of Management or in his absence, the members present in the meeting shall elect a President for meeting from amongst themselves.
- (3) 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, the Chairman shall have a second or casting vote.

12. DUTIES & FUNCTIONS OF THE CHAIRMAN

The Chairman shall chair all Board Meetings and supervise the overall affairs of the Society. He can direct the Managing Director to convene a meeting either of the General Body or of the Board of Management. He shall generally perform such other duties pertaining to the Office of the Chairman. In the absence of the Chairman, the Vice-Chairman shall perform the duties of the Chairman.

13. CHIEF EXECUTIVE OFFICER.

Member Secretary of the Society shall be its Chief Executive Officer he shall be designated as its Managing Director.

14. POWERS, DUTIES AND FUNCTIONS OF THE MANAGING DIRECTOR

- (1) The Managing Director shall be Chief Executive Officer of the Society. His powers, duties and functions are as follows:—
 - (a) to receive all applications for membership in the Society and to place the prima facie allowable applications; before the Board of Management for its consideration and disposal;
 - (b) to take all appropriate steps which are necessary to carry out Objects of the Society;
 - (c) to convene Meetings of the Board of Management well as the General Body in consultation with the Chairman;
 - (d) to prepare the Agenda for the Meetings and to cause the preparation of the Minutes;
 - (e) to maintain the minutes Book, the record truly and correctly proceedings of the Board of Management and the General Body;

- (f) to give effect to the directions or decisions of the Board of Management and the General Body as the case may be or to refer such directions or decisions to the Central SFAC or the Government if necessary;
 - (g) to determine the manner in which bills, notes receipts, acceptances, acknowledgements, endorsements, cheques, releases, contracts and documents shall be executed or signed by or on behalf of the society;
 - (h) to maintain all documents for and on behalf of the society;
 - (i) to make appointment for the Society in consultation with the sub committee constituted by the Board of Management for such purpose;
 - (j) to make and implement staff Regulations and Standing Orders for the classification, control, supervision and for disciplinary action etc, of the staff and workers of the society as may be engaged from time to time;
 - (k) to fix the remuneration, salary, wages and scale of pay of the staff, workers and employees of the Society, in consultation with the sub-committee constituted by the Board of Management for such purpose;
 - (l) to get the annual accounts audited by the Auditors.
 - (m) to receive funds, financial aid, loan amounts, membership fee and all other moneys payable to the Society and to give Receipts or acknowledgements.
 - (n) to keep regular accounts and to submit before the Board of Management an abstract showing the financial position of the Society.
 - (o) to look after and safeguard the financial interest of the Society to the best of his ability.
 - (p) to make all such measure and actions as may be deemed to be fit and proper for the smooth functioning of the Society and as may be required to carry out the Objects of the Society.
- (2) The Managing Director shall be custodian of all the funds, documents and records of the Society
 - (3) The Managing Director shall have the absolute authority to operate the bank account of the Society and too meeting the day to day expenses of the Society.
 - (4) For meeting expenses upto a maximum of Rs. 1,00,000/-for incurring expenses above Rs. 1,00 000/-as a single lot, the Managing Director has to obtain approval from the simple majority of the Board of Management.

15. DELEGATION OF POWERS.

The Chairman and the Managing Director shall have the power to delegate any one or more of powers conferred on them to any competent officer subordinate to him.

16. AMENDMENT.

These Rules shall not be altered, modified, amended or repealed in any manner except by a Resolution passed by not less than two third majority of votes of the member of the Board of Management who are present and voting. The proposed amendment shall be first notified in detail in the Agenda for such meeting of the Board of Management.

17. GRANTS, DONATIONS ETC.

The Society may receive gifts, grants, donation and benefactions from Government or any source in or outside India and the same shall be used by the Society for exercising its functions and discharging its responsibilities such 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 Mizoram from time to time.

18. FUND

(1) The Society shall maintain a fund to be called the MSFAC Fund to which shall be credited-

- (a) all sums of money that may be provided by the Government;
- (b) all subscriptions and charges received from the member;
- (c) all sums of money generated from gift commodities by the Society or received by it by way of grants and donations; and
- (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 Board of Management.

(3) The said fund shall be applied towards meeting the administrative and other expenses and the discharge of its functions and responsibilities or in relation to any of the activities referred to in the Articles.

19. PREPARATION OF ACCOUNTS AND BALANCE SHEET

(1) The Society shall maintain proper accounts and other relevant records and prepare annual statement of accounts, including balance sheet in such form and in such manner as may be prescribed by the Board of Management.

- (2) The Board of Management shall cause the books and accounts of the Society to be closed and balanced as on 31st day of March each year.

20. AUDIT

- (1) Accounts of the Society shall at least once every year, be audited by a Chartered Accountant appointed by the Board of Management.
- (2) A copy of the audited accounts together with the audit report shall be submitted by the Board of Management to the General body for approval.
- (3) A copy of the audited account and audit report for each financial year as approved by the General Body shall be submitted to the more than six months after the end of the financial years.

21. ANNUAL LIST OF MANAGING/GOVERNING BODY

Once in every year, a list of the office bearer and members of the Governing Body of the Society shall be filed with the Registrar of Society, Mizoram as required under the provision of Societies Registration Act, 1860 as applicable in the State of Mizoram.

22. LEGAL PROCEEDINGS

The Society may sue or be sued in the name of Managing Director as per provisions laid down under section 6 of the Societies Registration Act (XXI) 1860 as applicable in the State of Mizoram.

23. RESOLUTION AND ADJOURNMENT 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 in the State of Mizoram.

24. APPLICATION OF THE ACT

All the provision of under all the Sections of Societies Registration Act (XXI) of 1860 as applicable in the State of Mizoram shall apply to this Society.

25. ESSENTIAL CERTIFICATE

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

BYE-LAWS OF THE MIZORAM SMALL FARMERS AGRICULTURAL-BUSINESS CONSORTIUM

1. NAME AND AREA OF OPERATION

- (1) The Society may be called the Mizoram Small Farmers' Agricultural Business Consortium (MSFAC).

(2) The headquarters of the Society shall be at Aizawl in Mizoram.

(3) The area of operation shall extend to the whole of the State of Mizoram.

2. DEFINITIONS

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

- (a) "Agri-Business" means and includes Agriculture, Horticulture, Animal Husbandry, Fisheries, Aqua-Culture, Hatchery, Production and Manufacture of Agricultural Implements, Food Processing, Canning of Fruits, Preservation of Fruits and Vegetables and Transportation and Marketing of such items, etc;
- (b) "Agricultural Produce" shall include food grains, horticultural and forest produce, plantation, fisheries, dairy, poultry, wool, animal husbandry and allied produces and products;
- (c) "Act" means the Societies Registration Act, of 1860 (Act XXI) as applicable in the State of Mizoram.
- (d) "Article of Association" means the Articles of Association of the Society.
- (e) "Board" means the Board of Management of the Society.
- (f) "Chairman" means the Chairman of the Board of Management.
- (g) "Managing Director" means the Member Secretary of the Society.
- (h) "Memorandum of Association" means the Memorandum of Association of the Society;
- (i) "Society" means the Mizoram Small Farmers' Agricultural-Business Consortium (MSFAC)
- (j) "Vice Chairman" means the Vice Chairman of the Board of Management.

3. FUNCTIONS AND ACTIVITIES

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

- a) Organise, assist and help initiatives for improving the production and productivity levels of identified agricultural produce :
- b) Facilitate development of a sound marketing, infrastructure covering interalia- establishment of procession units, quality control arrangements,

market intelligence and information transportation and storage and such other arrangements as may be necessary :

- c) Arrange/promote market studies and/or specific commodity surveys at the field level with a view to identify the agricultural products which have potential for exports and export development, quality standard and specifications, competitive price level, trading channels, delivery schedules, promotional measures, etc.
- d) Arrange/facilitate the formulation of integrated commercial development programmes or projects preferably form or unit-wise, setting out, inter-alia, products for export targets, the import need of raw materials etc, processing arrangements between the producers and exporters, marketing etc;
- e) 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;
- f) Facilitate identification and establishment of arrangements for undertaking production for exports and help in meeting the import needs, ensuring quality standards, reaching suitable marketing tie-ups;
- g) Facilitate/monitor storage arrangements, under the specific programmes and projects that may be formulated;
- h) Facilitate/monitor storage arrangements, under the specific programmes and projects that may be formulated; and
- i) Facilitate/monitor the conclusion of contractual arrangements according to established commercial practices and norms.

4. BOARD OF MANAGEMENT, ITS FUNCTIONS/POWERS etc.

The Society 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 :—

- a) If a member intentionally does any act or omission likely to injure the credit of the Society or fails to observe proper discipline in regard to the work of Society.

- b) If a member does any act of omission which may be held by the Board to be dishonest or contrary to the objects or interests of the Society.
- c) If a member without showing satisfactory reasons and without the permission of the President as the case may be absents himself from three consecutive meeting of the Board.
- d) In the event of invocation of clause 5(a) and 5(b) 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 a show cause notice for his/her absence. However, if the member request for leave of absence it shall not be denied to him/her without just and valid reasons to be recorded in writing.

6. MEETING OF THE BOARD OF MANAGEMENT:

The Board may meet as often as necessary.

- a) Generally, a notice of clear 15 days shall be given to the members for a meeting of the Board. However, an emergent meeting of the Board may be called at a shorter notice, at the discretion of the Chairman of the Board.
- b) A meeting of the Board shall be convened by the Member Secretary in accordance with the relevant provisions of the Article of Association.

7. QUORUM.

The quorum of the meeting of the Board of Management shall be in accordance with the relevant provision of the Articles of Association. If within 15 minutes from the time appointed for the meeting no quorum is present at any meeting of the Board, the meeting shall be adjourned by half an hour. At such adjourned meeting no quorum shall be necessary and the member present may transact the business for which the meeting was called.

8. PLACE OF MEETING

Aizawl shall be venue of the meeting of the Board of Management unless it is decided to hold it at any other place with the express aproval of the Chairman of the Board.

9. RECORD OF MINUTES

A Record of minutes of the meetings of the Board shall be kept. The Minutes shall be signed by the Member Secretary 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 the members of the Board and shall form an agenda item in the next meeting of the Board.

10. ESTABLISHMENT OF COMMITTEES

- 1) In pursuance of the relevant provisions of the Article of Association, the Board may constitute, by passing a resolution, committee/sub-committee from amongst its members to deal with such specific issue or subjects, as may be recommended by the Board, wherever necessary. Individuals outside the member of the Board, may be associated in the committee/sub-committees where however, the subject or issue requiring alterations becomes show urgent and inevitable that it is not possible to wait for the meeting of the Board then the Chairman may constitute such committee/sub-committee through and 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 Chairman shall indicate the term of reference, duration and the modalities of operation of such committee/sub-committee.
- 2) Meetings of the committee/sub-committee shall normally be held at Aizawl unless decided otherwise by the chairman of the committee/sub-committee to hold it elsewhere in Mizoram.

11. CHIEF EXECUTIVE OFFICER

The Member Secretary of the Board of Society shall also act as the managing Director of the Society.

12. POWERS AND FUNCTION OF THE MANAGING DIRECTORS

- 1) The powers and functions of the Managing Director shall be those contained in the Article of Association.
- 2) The Managing Director of the Society shall act as its Chief Executive Officer and shall exercise all such financial/administrative powers as may be vested in him by the Board of management.
- (3) The managing Director can delegate a part or any of the power vested upon him to any officers of the Society with the approval of the Board.
- (4) Residuary powers of the Society shall vest in the Board of Management of the Society.

13. CONSULTANT/EXPERTS

- (1) The Managing Director shall have the authority to engage/employ consultant/experts on contract basis not exceeding three years period initially specific to a particular activity or area on terms and conditions to be determined by the society through such rules as may be framed by the Society and approved by the Board.
- (2) The managing Director, may engage/employ consultant/experts on such term and conditions mutually agreed upon for a period not exceeding one year initially, for specific emergent activities or areas, subject, however to reconfirmation by the Board at its next meeting.

14. OTHER STAFF/EMPLOYEES

- (1) Subject to such rules as may be framed/adopted by the Society, the managing Director may appoint/engage such officers or employee as deemed necessary for efficient performance of the function in accordance with such rules and regulations.
- (2) Board of Management shall have the authority to entrust the work of government functionaries on grant of honorarium to them in terms of relevant rules and regulations of the Government of Mizoram.

15. FUNDS OF THE SOCIETY

The resources of the funds and maintenance shall be according to the relevant provisions in the Articles of Associations.

16. DISTRIBUTION AND DISPOSAL OF ITS PROFITS

- (1) The profits, if any, generated from the activities of the Society shall form part of the fund.
- (2) The Society is not liable to distribute any profit to its members.

17. REPORTS AND RETURNS

- (1) The annual report consisting details of Society activities and a Balance Sheet shall be prepared financial year-wise and be placed for the approval before the annual meeting of the Board of Management and the General Body.
- (2) The annual report of the Society after approval by the Board and the General body shall be presented to the Government of Mizoram duly audited by the Auditors.

18. SERVICE RULES AND REGULATIONS

- (1) The Society may frame and adopt Rules or Regulations as per their requirement for employees of the Society with the approval of the Board.
- (2) Wherever the Society has not framed/adopted rules or regulations in term of the relevant bye laws, the Society shall follows in Mizoram Civil Service Rules for the purpose of appointment, service conditions and classifications, control, appeal and superannuation matters.
- (3) Terms and conditions of consultants of such functionaries engaged by the Society for specific activities shall be governed by the terms and conditions mutually agreed to by the Society and consultants or such functionaries at the time of their engagement.

19. GENERAL

- (1) All the matter not specifically provided for are to be decided in accordance with the provisions contained in the Societies Registration Act 1860 and the Rules framed thereunder as applicable in Mizoram.
- (2) For the purpose of any litigation etc. the Society shall come within the jurisdiction of the courts in Aizawl.

20. POWER OF RELAXATION ADDITIONS AND ALTERATIONS

- (1) The Board at their discretion may delegate any of their powers or authority to the Managing Director.
- (2) The Board may amend the bye-laws by way of alteration, extension or abridgement in accordance with the procedure laid down in the Societies Registration Act, 1860.
- (2) The Managing Director shall be custodian of all the funds, documents and records of the Society.
- (3) The Managing Director shall have the absolute authority to operate the bank account of the Society and too meeting the day to day expenses of the Society.
- (4) For meeting expenses upto a maximum of Rs. 1,00,000/- for incurring expenses above Rs. 1,00,000/- as a single lot, the Managing Director has to obtain approval from the simple majority of the Board of Management.

Rochila Saiawi,
Commissioner & Secretary,
Agriculture Department,
Govt. of Mizoram.