

BYE-LAWS OF WEST BENGAL TRIBAL DEVELOPMENT CO-OPERATIVE CORPORATION LTD.
(AS AMENDED TILL 31.03.1994)

1. In these Bye-laws unless there is any thing repugnant in the subject or context.

- a) "Act" means the West Bengal Co-operative Societies Act, 1903;
- b) "Rules" means the West Bengal Co-operative Societies Rules, 1907;
- c) "Corporation" means West Bengal Tribal Development Co-operative Corporation Ltd.
- d) "State Government" means the Government of West Bengal;
- e) "Registrar" means a person appointed to perform the function of the Registrar of Co-operative Societies under the Act and includes Addl. Registrar or any other person appointed for exercising all of any of the powers of Registrar under these Bye-laws.
- f) "LMPS" means the Large Sized Multipurpose Co-operative Society specially set up for strengthening the Credit-cum-Marketing structure in the Tribal areas.
Provided that no LMPS established by Tribal exclusively for their benefit shall admit its member, a person who is not a tribal.
- g) "AFFILIATED BODY" means a LMPS or any other Co- operative Society, a Panchayet Body or any local body (approved by the State Govt.) which is a member of this Corporation.
- h) "Director" means a member of the Board of Directors of this corporation.
- i) "Scheduled Tribes" means these tribes and tribal communities declared under article 342 of the constitution of India Scheduled Tribes;

Words and expressions which have been used in these bye-laws shall have the meaning assigned to them in the Act and the Rules.

NAME AND ADDRESS

2. The name of the Corporation shall be West Bengal Tribal Develop meant Co-operative Corporation Ltd.

- 3. i) The Registered office of the Corporation shall be situated for the present at 12, Chowringhee Square, Calcutta-700069.
- ii) Notice of any change in the Registered office shall be sent in the prescribed manner, within 30 days, of such change to the Registrar , the Financing Institution, if any from which the Corporation has borrowed funds, Director, Scheduled Castes & Tribes Welfare and to the member of the Corporation .

OBJECTS

4. The objects of the Corporation shall be;

- a) To supervise, assist, provide technical guidance to and develop the business of forest labor co-operative societies, labor contract co-operative societies, graingola co-operative societies, LAMPS and other co-operative societies functioning for the benefit of tribal people and affiliated to the Corporation and to control subject to the provisions of Act and Rules, Co- ordinate and consolidate their activities.
- b) To take lease and to enter into all kinds of contracts and transactions relating to lands, mines, minerals, forest produce, forest works and other works with a view to gradual elimination of middlemen and thus ensure fair wages and fair share in profits to Tribal workers.
- c) To market and /or arrange for marketing of the forest agricultural, industrial and other products of its own to its best advantage and/or of the affiliated bodies to their best advantage and disseminate marketing intelligence from time to time.
- d) To undertake pooling, processing and grading of agricultural and forest produce and other commodities and to set up manufacturing and processing units, where necessary, directly or through primary affiliated to it;
- e) To advance loan, short term, Medium term, Long term, to its affiliated bodies on pledge of their produce and products sent for sale or their immovable property or such other security as may be.

As may be considered necessary which should include the assets to be created out of such Loans for Consumption, Production, business and other purpose or for liquidation of prior debts, provided that the Co-operative may advance loans for implementation of individual and or family benefit schemes for tribal people who are members of LAMPS through its affiliated bodies with out insisting on any kind of Security; provided further also that the Corporation may advance Cash Credits, Clean Credit and M.T. Loan and temporary a accommodation to its affiliated bodies for meeting its working capital requirement and for production purposes and also for running its day to day administration;

- f) With prior sanction of the 'State Government ' to borrow or raise or secure the payment of money by the issue of debentures, debentures stocks and bounds subject to the provision of Act and Rules;
- g) to receive grants and deposit5s and borrow money other wise than by the issue of debentures;
- h) to facilitate the flow credit to its affiliated bodies from existing Co..operative and others financing institution;
- i) to supply essential Consumer goods under public Distribution System agricultural supplies and other

necessities to the Tribal people through its affiliated bodies and to make such bulk purchases or take such actions as may be necessary for this purpose;

- j) to own or hire plants, machineries, transport and other kinds of equipments necessary for setting up grading processing and manufacturing units;
- k) to act as an agent of Government and other recognized institution in the sphere of procurement and distribution and for operating service centers and for such other purpose as may be specified by the Government;
- l) to rent or own god owns and sale depots and to purchase, take or lease or in exchange or other wise acquire lands, building or other immovable property necessary for the business of the Corporation or its affiliated bodies;
- m) to undertake training programmed and to provide facilities for training to the managerial and administrative staff and members of the Corporation and its affiliated bodies on subject which would directly or indirectly help the co.....Operative movement among tribal people in general;
- n) to take up the management of any affiliated Co-operative Society, where necessary, in accordance with the providences of Act & Rules;
- o) to encourage self help, thrift and Co-operation among the members of its affiliated bodies;
- p) to undertake development work relating to tribal people, and
- q) Generally to undertake such other business and be such other things as are incidental and conducive to the promotion and attainment of the above objects and the objects of its affiliated LAMPS.

AREA OF OPERATION

5. The area of operation of the Corporation shall be the State of West Bengal for the purpose of membership.

MEMBERSHIP

6. (1) The membership of the Corporation shall be open to the
- a) ALL LAMPS registered under the Act, majority of members of which are Tribal's;
 - b) All Graingola Co-operative Societies registered under the Act;
 - c) All Labor Contract Co-Operative Societies registered under the Act and majority of which are Tribal's.
 - d) All Forest Labour Co-Operative Societies registered under the Act and Majority of the members of which are Tribal's.
 - e) All other Co-Operative Societies registered under the Act and majority of the members of which are Tribal's.
 - f) State Government;
 - g) If the State Govt. so approves by general or special order plan chayets or local or Statutory bodies interested in the up lift of the Tribal and in which the membership of the Tribal's exceed 40%.
- (2) A person under category (a), (b),(c),(d),(e) or (g) intending to be a member shall apply to the Corporation in such form as may be laid down by the Board of Directors and pay an admission fee of Rs.10/- and furnish all such information or may be called for by the board of Directors.
- (3) The board of Directors shall dispose of every application within one month from the date of receipt of application and shall communicate every decision within fifteen days from the date of such decision, provided further that if no decision is communicated within forty-five days from the date of receipt of the application, it shall be deemed to have refused such admission and every applicant being aggrieved with any decision may appeal before the Registrar in the manner prescribed under section 70(4) of the Act.
- (4) Every person admitted to membership shall not acquire the rights and Privileges until he-
- a) holds at least one share;
 - b) name a place to be registered as its address which shall for all purposes be deemed to be its place of business; and
 - c) Sign a declaration to the effect that it shall be bound by these bye laws, provided that the State Govt. if and when it becomes a member of the corporation, shall not be required to pay any admission fee or to sign any declaration and its liabilities for the losses of the Corporation will be subject to the proviso to Section 75 of the Act;
 - d) Sign the register of members.
- (5) A member, if he be not in debt to the Corporation or be not a guarantor for any debt, may apply for withdrawal from the Corporation after giving in writing one months notices to the Board of Directors but such application shall not be entertained within a period of one year from the date of admission of member. The application may be accepted or rejected at the discretion of the Board of Directors.

7. 1) a) An affiliated body shall cease to be a member if
 - i. All the shares held by it are transferred or forfeited.
 - ii. It loses the qualification of membership ; or
 - iii. It resigns its membership ; or
 - iv. It is disaffiliated as provided in bye-laws;
 - v. It is dissolved or wound up
 - b) The State Government shall cease to be a member if the amount or contribution is fully retired.
- 2) Upon termination of membership of a member he may receive from the Corporation refund of his share Capital in accordance with the provisions of the Act and Rules.
- 3) a) The liability of a member shall be limited to the nominal value of the Shares held by him.
b) The liability of a past member for the debt of the Corporation as they existed on the date ceasing to be a member shall continue for a period of two years from the said date.

Provided that where the Corporation is directed to be wound up under section 99 within the said period of the two years, such liability shall continue until the proceedings for winding up of the Corporation are completed by liquidator.

8. An affiliated body may after due notice be disaffiliated by the board of Directors by the votes of two – thirds of the member of the Board of directors present and voting.
 - a) If it persistently defaults in the payment of share money or other dues of the Corporation or jeopardize its financial interest.
 - b) If it intentionally does any act likely to detriment image or reputation of the Corporation or jeopardise its financial interest.

Provided that affiliated bodies so disaffiliated shall have a right of appeal to the General Meeting within one month from the date of communication of the decision of disaffiliation and the decision of the General Meeting on appeal shall be final, but the

Affiliated bodies shall not be entitled to exercise the right and enjoy privileges of a member or entitled to any dividends on Share from the date of its disqualification till the earlier decision is revised. The Share money paid by the affiliated body so disaffiliated may be refunded in the member as provide under the Act and Rules.

FUNDS

9. To carry on its works, the Corporations shall be at liberty raise funds in any or all of the following ways:-
 - i. Issue of Shares;
 - ii. By accepting deposits from members and non members included receipts on be half of any other Corporation or apex Co-operative institution;
 - iii. By raising Loans by may of Cash, Credit, earlier debentures and loans stock from Government Co-operative banks, scheduled bank and other financing agency of individuals;
 - iv. By received donation, grants and subjects from State Co-operative and other Sources.

10. The funds of the Corporation may generally be applied jointly or all of the lawful purpose of the corporation and particular for.
 - a) granting loans and advances to affiliated bodies for the purpose of carrying out the functions of the Corporation or those affiliated bodies on adequate security to be determined by the Board of Directors and also accordance with Bye-law No.4 (c) ;
 - b) making investment for the benefit of the members;
 - c) Purchasing land, buildings, godowns etc, for the proper conducted of its business;
 - d) Payment of establishment, contingent, interest, audit fee and all other legal and obligatory charges;
 - e) Creating Statutory "Reserve", bad Debt, Reserve and other funds, and also in payment of dividends, rebate and Corporation; and
 - f) any other purpose incidental or conductive to the attainment on the projects of the Corporation.

11. 1) The Nominal share capital of the Corporation shall be Rupees Twenty Five Corers divided as follows:-
 - a) 'A' Class Shares of Rupees Ten Lakhs divided into 1000 Shares of Rs.1000/- each available for subscription by the LMPS.
 - b) 'B' Class Share of Rupees Twenty Four Cores and fifty Lakes divided into 2, 45,000 shares of Rs.1000/-each available off subscription by the State Govt.
 - c) 'C' Class Shares of Rupees Eight Lakes divided into 800 Share of Rs.1000/-each available for subscription by the Grain-Gola Co-operative Societies;
 - d) 'D' Class Shares of Rupees Eight Lakes divide into 800 Shares of Rs.1000/- each available for subscription by the Labour Contract Co-operative Societies;
 - e) 'E' Class Shares of Rupees Eight Lakes divide into 800 Shares of Rs.1000/- each available for subscription by the Forest Labor Contract Co-operative Societies;

- f) 'F' Class Shares of Rupees Eight Lacs divide into 800 Shares of Rs.1000/- each available for subscription by all other Co-operative Societies its majority of which are Tribal's,
 - g) 'G' Class Shares of Rupees Eight Lacs divide into 800 Shares of Rs.1000/- each available for the Panchayet or Local or Statutory Bodies interested in the uplift of the Tribal people and having Tribal Representative Membership exceeding 40%.
- 2) Shares shall be allotted to the State Government on such terms and conditions, such number and in such manner as may be mutually agreed upon at the time of allotment of such Shares. The Corporation shall retire such State Shares at such time and in such manner as may be agreed upon by and between the Corporation and the State Government.
 - 3) Shares may also be allotted to the other affiliated bodies including the Panchyets or any local body subject to the provisions of the Act and rules.
 - 4) The Payments for the shares other than shares to be purchased by the State Government shall have to be made as and when directed by the Board of Directors wholly or by installments to be fixed by the Board of directors and it shall be binding on the member if the board of directors may be passing a resolution make any call upon the member for payment of unpaid dues on shares.
12. Application for admission as members and for all allotment of Shares shall be made to the Board of Directors in the manner to be prescribed by the Corporation for the purpose. Every such application shall be disposed of by the Board of Directors which shall have power to grant admission or to refuse it.
 13. 1) share Certificates shall be issued to each member in respect of shares held by him;
 - 2) If a Share Certificates is lost or defaced or destroyed a duplicate copy there of may be obtained on payment of Rs. 5/- only.
 14. No share shall be transferred by sale, Gift, Mortgage of other wise except to affiliated body, duly qualified for membership and approved by the Board of Directors.
 15. The board of directors in their absolute discretion and with out assigni9ng any reasons may decline to approve any transfer of share.
 16. An application for transfer of shares be made in the from prescribed by the corporation and accompanied by the Certificate of Share to be transferred and with such other evidence as may be required to prove the transfer.
 17. The corporation shall have a charge upon the paid up Share capital, deposit and any other money to the credit of a member or a post or deceased member in respect of any debt due to the Corporation from

such member or past member or the State of a deceased member and the Corporation may set off any sum credited or payable to a member or past or deceased member or the state of a deceased member in or to words payment of any such debt subject to provisions of Section 78 of the Act.

18. The borrowing of the Corporation shall be regulated by the provisions of the Act and the Rules.

DEBENTURES

19. The Corporation may with express authority of the State Govt. under Section 44 of the Act raise money by the issue of debentures subject to the such conditions as are provide under the Act and the Rules.

20. 1) The General body shall consist of Tribal delegates each of whom shall represent one affiliated LMPS and one Tribal representative each from the other class of share Holders.

- 2) Each delegate/ representative of the affiliated LAMPS or Co-operative Society or Local Statutory body shall represent his/her LMPS / Co-op. Society / statutory body etc. being so nominated in its board Meeting held with that specific agenda and communicated to the Corporation and a delegate/ representative ceasing to be a member of the LAMPS / Co-op. Society/ Statutory body etc. being disqualified under the Act, Rules or its Bye-laws or whose delegation/ representation is with drawn under Rules39 shall cease to act as such. The process of nomination of delegates/representatives by the LAMPS or Co-op. Societies or Statutory bodies affiliated to the Corporation shall have to be completed before the period of two months from the date of Annual Meeting in which election of the board of Directors of the Corporation will be held.

- a) The delegates/ representatives shall held office and attend all General Meeting till fresh delegates are nominated in their places, provided that fresh delegates shall be nominated before each Annual General Meeting in which election of Directors is to be held under Section 25 (1).

- b) Each delegate/ representative shall have one vote.

- 3) Except to the extent otherwise provided in this bye-laws, the supreme Authority over all matters relating to administration of the Corporation shall vest in the General Body.

21. 1) The General body shall ordinarily meet once in every Co-operative Year at such place and on such date as the Board of Directors or the Chairman may fix such meeting shall be called the Annual General Meeting.

- 2) The Chairman or any officer of the Corporation discharging the duties of the secretary may call Special General Meeting of the Corporation in terms of Section 26 (1) of the Act of any time if asked for by a majority of the Directors of the boards and shall call such meeting.

- a) On the requisition in writing of third of the Delegates or
 - b) At the direction of the Registrar.
22. At a Special General Meeting no business other than that Specified in the relevant notice shall be considered.
- If the Audit Report is not received before the Annual General Meeting the same may be placed at special General Meeting within three months from the date of receipt of the Report.
23. The following among other matters, shall be dealt with by the General body in Annual General Meeting:-
- a) Consideration and record of the Proceeding of the last Annual General Meeting.
 - b) To concenter the report of the board of Directors;
 - c) To consider the audit report and the Audited Statement of Accounts if available;
 - d) To pass the Annual Budget and the Programmer of activities for the ensuing year;
 - e) To consider Amendment or repeal of any existing bye laws or the making of now bye-law;
 - f) To elect Directors in place of Directors retiring;
 - g) To fix the maximum amount of borrowing for the ensuing year;
 - h) To Distribute the profit;
 - i) To consider report of inspection or of inquiry;
 - j) To review of the Loans advanced to the members of board of Directors and their relatives and of their recovery ; and
 - k) To transact any other business that may be laid before the meeting by the board of Directors.
24. 1) No business shall be transacted at the meeting of General body unless a quorum of at least one fifth of the member of affiliated bodies is present at the meeting. No quorum shall be necessary at a meeting adjourned in accordance with Rule 24;
- 2) Net less than 21 clear day's notice of Annual General Meeting or a Special General Meeting shall be given to every member of the general body;
- 3) i) Any notice required to be served by the Corporation upon member shall subject to the provisions of the Act, rules and these Bye-Laws be given in writing and delivered or sent by end under Certificate of Posting to the registered of the members;
- ii) Where a notice is sent by post, Service of the notice shall be deemed to be effected by properly addressing, prepaying and proof of posting the letter containing the notice;
- iii) All notice to be given on the part If any member shall be left at or sent through the post to the registered office of the Corporation;
- iv) The non-receipt by a member of any notice of any notice shall not effect the validity of the proceedings

of any meeting or of the liability attaching to such notice;

- v) Every person, who by operation of law or transfer of other wise shall become entitled to any share, shall be bound by any and every notice or other documents, which previous to his name and address being entered upon the register in respect of the Share, may have been given to the person from whom he derived his title and who is registered.
- vi) When any notice or document, in accordance with these Bye-laws is delivered at or sent to the registered address of a member or to his agent as above provided that not with.. standing he be the deceased and whether or not the Corporation has notice of his demise, such Service of notice or other documents shall, for all purpose of these Bye-Laws, be deemed service there of on his nominee, heirs, executors, administrators or other legal representatives.

25. At a meeting of the General Body, Chairmen or in his absence, the Vice- Chairmen and Vice-Chairman, one of the Directors in the panel mentioned in Sub- Rule(5) of Rule 32 shall preside. Every member present shall have one vote. All questions except these mentioned other wise in these Bye- Laws shall be decided by a majority of votes of the members present and voting (when votes are equal, the Chairmen of the meeting shall have accosting of second vote).

The manner of voting shall be by lifting of hands normally. If a poll is demanded by at least ten members, the voting shall be by ballot.

MANAGEMENT

26. 1) The Board of Directors of the Corporation shall consist of 15 (Fifteen) elected Directors and such other nominated Directors not exceeding 12 (Twelve) as may be nominated by the State Govt. The employees of the Corporation may elect from amongst themselves 1(One) person on the Board subject to provision of the Act & Rules. The Managing Director, as the Chief Executive of the Corporation shall be an Ex-Office Director on the Board in terms of Section 27 (4) of the W.B.C.S. Act.1983.
- 2) The State Government may, By notification in the Official gazette appoint as its nominated members, State Government Officials, representatives of different Co-operatives, associations, Committees, etc. any members of scheduled Tribes as it may deem fit and for such period as the State Government may determined and they shall have all the rights and privileges of Directorship; Provided that no such appointment shall be valid unless the State Government has participated in building up the Capital base of the Corporation financially;
- 3) The elected director shall held office in accordance with the rules, and the appointments be made in his/ their places.
- 4) For the purpose of election of Directors from among the different categories of affiliated Bodies, the

board of directors shall have subject to rule 28, power to divide the area of operation of the corporation into convenient areas and to prescribe the number of directors of each category to be elected from each such division, the Directors shall be elected under that category as per provision of Rule 31;

- 5) The 1st board of directors shall , however, be nominated for a period of one year by the Registrar, which period may be extended for a longer period provided that the Government consider that this is necessary in the best interest of the Corporation. State Government may withdraw the nomination of any member or nominate any other member in any vacancy of any member if so causes;
 - 6) Casual vacancies in the rank of elected Directors due to resignation, death or cessation of membership shall be filled up by co-operation or appointment in accordance with Rule 33 of the Rules. The Director so appointed or co-opted shall retire at the Annual General Meeting where election is to be held the next.
 - 7) Notwithstanding that the composition of the Board of Directors is incomplete; the decision thereof will be valid to the same extent as if it had been fully constituted;
 - 8) The Board of Directors constituted as above subject to the Provisions of Rule 30 within a period not exceeding 30 (Thirty) days after the General Meeting, elect a Chairman, a Vice-Chairman and a panel of Chairman not exceeding 3 (Three) for presiding over its Meeting in absence of the Chairman and Vice-Chairman, form amongst themselves. In the absence of the Chairman, the Vice-Chairman or in his absence the Chairman named in the panel formed as above under Rules 32(1) will in order of priority, preside over the meetings.
27. Without restricting the general Powers conferred by these bye laws and in addition to the powers and duties that may be delegated by the General Body the following duties, powers and authorities are expressly given to and conferred upon the Board of Directors:-
- a) to admit new members and dispose of application for shares and to approve transfer of shares ;
 - b) to fine, suspends, remove or expel a member by the vote of 2/3 of the members of the Board of Directors, present and voting at meeting;
 - c) to raise and invest funds;
 - d) to appoint, suspend, punish or dismiss all Salaries servants of the Corporation except those for whose appointment and punishment powers have been vested in the Governments;
 - e) to make regulations regarding recruitment, Pay, Promotion, Punishment, Leave, Provident fund, Gratuity, Traveling allowance or other Working conditions of the employees subject to W.B.C.S. Rules, 1987;

- f) to frame election and other regulations necessary for the conduct of the business of the Corporation, the Board of Directors or any of its Committees with the approval of the Registrar;
- g) to appoint Committees as may be deemed necessary from time to time and define their powers and duties;
- h) to dispose of application for loans and to determine the Security to be taken;
- i) to compound or abandon or delay to force any debt or demand of the Corporation with the prior permission of the Registrar, or to institute, before or Compromise legal Proceedings ;
- j) to prepare Annual Reports, Annual Budget and Audit Report on the working of the Corporation for submission to General Body ;
- k) to incur such expenditure as may be necessary and Audit Report on the working of the Corporation with reference to the scale and within the budget allotment sanctioned by the General Body ;
- l) to approve the pricing policy of agricultural land, minor forest produce and other tribal products and of the supplies fixed by affiliated bodies with or without modification ;
- m) to approve the regulations framed by the affiliated bodies concerning the general business of the affiliated bodies with or without modification ;
- n) to maintain true accounts of moneys received and expended and sets and liabilities ;
- o) to prepare the statement of accounts required for audit, for place them before the auditors and to rectify all defects and irregularities pointed out in audit;
- p) to bid for, negotiate and accept contracts for forest coupes and leaves and enter into all kinds of transactions for collections conversion, Processing and Sale of forest products ;
- q) to help affiliated bodies to manage their business in accordance with those bye-laws and to arrange for all other business of the Corporation through affiliated bodies as prescribed in Oyo laws number 4 ;
- r) to examines and take prompt action in case of all arrears and default in re-payment of loans and advance and payment of levy or surcharges if any, charged by the Corporation ;
- s) to disaffiliate bodies where necessary and to arrange for taking over management of any affiliated co-operative society ;

- t) to establish regional and branch offices, to constitute committees for them and to delegate to them such duties and function ;
 - u) to transact all over business necessary or incidental to the management of the Corporation ;
 - v) to recommend repatriation of officers and staff deputed by the State Government, and
 - w) to nominate delegates to Conferences of Meeting ;
28. No member of the Board of Directors of the Corporation shall receive any emoluments or allowances or honoraria other than traveling allowances without specific sanction of the Registrar and the general body of members given at a general meeting.
29. a) The Board of Directors shall meet at least once in every 2 months and the quorum at a meeting of the board of Directors shall be one third of the total number of Directors subsisting on the date of issue of the notice in terms of Rule 42 shall then be issued for holding the next meeting.
- b) All questions shall be decided by a majority of votes, should there be an equality of votes the Resident or other presiding members have a casting vote.

OFFICERS OF THE CORPORATION

30. 1) The Chairman or in his absence, the Vice-Chairman of the Corporation shall for the transaction of the business of the Corporation in cases of urgency, exercise all powers and perform all duties required to be exercised and performed under the Act, the Rules, or these bye-laws by the Board of Directors except the powers of sanctioning loans. Provided that the Chairman or in his absence, the Vice-Chairman should not act in contravention of any order given or decision taken by the Board of Directors at a meeting. All orders passed and all acts done as aforesaid shall be placed for confirmation before the Board of Directors in the Meeting immediately following;
- 2) The Chairmen or in his absence, Vice-Chairman shall have powers of general control and supervision over the affairs of the Corporation and be competent to pass and disciplinary orders on the staff except on order of dismissal in furtherance of the interest of the Corporation. His disciplinary orders will be placed before the next meeting of the Board of Directors;
- 3) The Chairman and the Vice-Chairman shall also exercise such powers and perform such duties as are conferred or imposed on them by the Act, the Rules and these Bye-laws and may from time to time, be conferred or required by the General Body or the Board of Directors.
31. The Managing Director of this Corporation, shall be appointed by the Board of Directors on the recommendation of the State Govt. and paid out of funds of this Corporation, on such terms and conditions as the State Govt. may deem necessary and proper in the interest of the Corporation, The Managing Director shall be the Chief Administrative Officer in terms of rule 57 of the W.B.C.S. Rules 1987 for the day to day working of the Corporation and shall work under the General Control and Supervision of the Chairman/ Board of Directors. He shall be the officer to sue and be sued on behalf of the Corporation. All Bonds and other legal documents executed in favour of the Corporation shall be executed by him.
32. The Managing Director shall exercise such powers as the Board of Directors, Committee and /or the Chairman may delegates following duties and powers :-
- i) to Supervise the business of the Corporation in all matters and to exercise general control and Supervision on the administration of the Corporation;
 - ii) to carry out the decision of the General Body, the Board of Directors, Committees and the Chairman and Vice-Chairman.
 - iii) to attend meetings of the Board of Directors, General Body and Committees with Power of voting except at the time of co-operation or office-bearer election.

- iv) to fix the scales and type of Security deposit and / or personal sureties in respect of any category of staff and to revise the same from time to time. The officers deputed by the State Govt. will not be required to furnish any security:
- v) to carry on correspondences on behalf of the Corporation;
- vi) to determine the power and duties of the different categories of Officers and Staff of the Corporation including Administrative Officer, Finance Officer etc. and to delegate power and assign duties to them with the approval of the Board of Directors or the Chairman, in case of urgency ;
- vii) to enter into all negotiations for Contracts, Agreements, Partnership and co-Partnership with Govt., members and others ;
- viii) to operate Bank A/c. jointly or as provided in the representation clause, to execute and sign Promissory notes, deeds etc., to deal with Govt. Securities to acquire and dispose of movable and immovable properties, to grant release of claims and demands of the Corporation to insure and keep insured of Corporation properties and to do all such things for the smooth running of the business of the Corporation with the approval of the Board of Directors;
- ix) to issue orders regarding transfer of the members of the staff with an intimation to the Chairman;
- x) to issue notices of General meeting, Meeting of the Board of Directors and of those Committees, where necessary ;
- xi) to sanction advance of money and goods to members on terms and conditions approved by the Board of Directors ;
- xii) to institute and/or defend legal Proceedings by or on behalf of the Corporation ;
- xiii) to enter into Compromise or refer any dispute to arbitration for or on behalf of the Corporation ;
- xiv) to impose upon employees of the Corporation, the following punishments, namely ;
 - a) Censure ;
 - b) withholding of increments or Promotions ;
 - c) recovery from the pay of the whole or/part of any pecuniary loss caused to such Corporation by negligence or breach of orders.
 - d) reduction to a lower stage in the time-scale of pay for a Specified period with further direction as to whether or not the employee will care increments of pay during the period of such reduction ;
 - e) reduction to a lower time-scale of pay grade, Post or Service, Provided that no such punishment shall be imposed on any employee –

- 1) Except after an enquiry in which he has been informed of the charges against him and given reasonable opportunity of being heard in respect of those charges, and where it is proposed, after such inquiry, to impose on him any such Penalty, until he has been given a reasonable opportunity of making representative on the Penalty proposed, and
 - 2) Without the approval of the Board of Directorate to placed employees of the Corporation under suspension:-
 - a) Where the disciplinary proceedings or domestic enquiry against him is contemplated or pending or
 - b) Where a case against him in respect of any criminal offence is under investigation or trial, for which he was arrested and was in police Custody for more than 48 (Forty Eight) hours.
 - c) Provided further that the Managing Director shall forthwith report to the Board of Directors the circumstances in which the order of Suspension was made; and
- xv)to generally to all acts and deeds and incur such expenditure at any time which may be necessary in the interest or for Safeguarding the interests of the Corporation in any matter irrespective of whether such and deeds are expressly within his Powers or not and all such acts done in good faith shall for all intents and purposes be as valid as done by a Competent Authority.
33. 1) The Administrative Officer may be appointed by Board of Directors on the recommendation of the State Govt. to assist the Managing Director in the administration of the Corporation. He shall work under the control of the Managing Director and shall perform such duties and have such powers as may be delegated to him by the Managing Director from time to time.
 - 2) In the event of the office of the managing Director of the Corporation remaining vacant for any reason whatsoever the duties and powers to be exercised by him under these Bye-laws shall not withstanding anything contained to the contrary of the Corporation to such extent as may be indicated by the Board of Directors.
34. In the absence of the Administrative Officer, the Chairman may authorise any other Officer to perform his duties.
 35. The Board of Directors may appoint Assistant Managing Director, Finance Officer, Senior Inspecting Officer, Asstt. Engineer, Regional Mangers, Branch Managers and other Assisting Officers on the recommendation of the State Govt. The Finance Officer and the Cashier shall be in joint custody of funds of the Corporation under double lock subject to such arrangement as may decided by the Board of Directors. The Finance Officer shall grant receipts for all money received by the Corporation at the Head

quarters and in his absence such receipt shall be granted by such Officer as may be decided by the Board of Directors. The Godown Keepers and Salesman shall be competent to issue receipts of the Sales effected.

The Finance officer will determine the Security to be given by the Officers of the Corporation handling Cash with the approval of the Managing Director and shall provide such arrangement as the Board of Directors may regulate for Safe Custody of the Cash and proper maintenance of accounts.

BUSINESS OF THE SOCIETY

36. 1) To procure and collect Minor Forest Produce by itself and/or through its affiliated bodies, it shall be competent for the Corporation to obtain lease of lands from different departments of the Control and State Governments, Public Organisations and Private Parties and also Sub-allot lands to its affiliated bodies and advance necessary funds/credit required for the purpose. It may also make outright purchase of all Minor Forest Produce collected by the affiliated bodies directly and make payment by the Managing Director in consultation with the Chairman or any Sub-Committee that may be formed for the purpose to the extent of 90% of the cost price of market value, which ever is less, in respect of the goods received in the godown of the Corporation;
- 2) It shall be competent for the Corporation to enter into contracts for securing sale right and responsibility for collection and/or Sale of Minor Forest Produce and other products directly and/or on behalf of its affiliated bodies. It shall also make speedy arrangement for marketing of such produce. It may dispose of the forest produce ultimately by auction/tender and/or negotiation or of the affiliated Corporation may fix and organise such Commission, rent, insurances, establishment and transaction charges, interest etc, from the affiliated bodies for arranging marketing of their Minor Forest Produce or other Produce as may be fixed by the Board;
- 3) The Sale and Purchase pricing policies are to be fixed by the Board of Directors subject to the board guidelines to be laid down by the State Govt. from time to time, determining the amount/scale of the charges under (a) Forest rentals, (b) trading charge, (c) transport costs, (d) establishment and (e) drriage and deficits should be deducted to arrive at the purchase price and how much Govt. Subsidy may be forthcoming to support the price ensuring that trading aspect it not contrary to the basic tribal welfare orientation of the Corporation.
- 4) The Board of Directors shall build up suitable mechanism to overcome the problem of over-stocking and the resultant adverse affects on the Cash flow position of the Corporation and with that and in view shall make arrangement to categories each commodity with reference to its nature, its marketing charges, identification of price determination and establishment of outlet/channels and ensure inflow of marketing intelligence with similar organization.

37. The Managing Director shall arrange for the sale of the products of members of the affiliated bodies either making outright purchase of their produce or acting or agents of the members concerned or the Board of Directors may director. The Corporation may charge such commission, Rents, Insurance Charges, Interest overhead etc. and apportion any loss arising out of their transaction on the members on the basis of pattern as may be approved by the State Govt.
38. The Corporation shall be component to do the wholesale or retail business of consumers goods, agriculture inputs and domestics articles to be sold out mainly in Tribal areas and also in other areas where majority of the purchasers are Tribals. As a wholesalers the Corporation shall sell out the goods to the affiliated LAMPS either directly or through agent LAMPS to be appointed by the Corporation. As a retailer the Corporation will have the competence to open retail outlets wherever necessary provided such retail outlets serves the interest of the Tribal people and will not in any way jeopardise the interest of the business of the LAMPS of the area. Consumer goods, Agriculture, Imputes and domestic articles shall be procured from the Co-operative Societies, organization sponsored by the Central/State Govt. and from any other source or sources as may be approved by the State Govt. In all matters relating to manning, Procurement, Storing pricing, despatching and selling of consumers goods, Agriculture inputs and domestics articles, the Managing Director, within the frame work of the policy decisions of the Board shall have the power to do all the needful including defraying of the expenses connected with the business.
39. 1) The Corporation may Act as Agent of Agro-Industries Corporation and/or Govt. or any other Co-operative Societies and/or Govt. Organisations for opening Agro-Service Centers, etc. at important points either by itself directly or through the affiliated bodies.
- 2) The Corporation may, in the interest of the Tribal people, set up and run Industrial/Processing Units including Stone query, Stone Crushing, Oil Explorer, Bakery etc. by itself and/or through its affiliated bodies and arrange for procurement of now materials, sale/marketing of the finished products, provide necessary funds/credit for the purpose and do all other needful for the purpose as the Board may decide.
40. The Corporation may, for the purposes as mentioned in bye-laws 34-40 above;
- a) acquire, by purchase or otherwise, lands and buildings and constructs buildings and godowns on such land;
 - b) Process the produce of the Tribal members;
 - c) Open Sale counters or emporia at important hats and markets for sale of the produce of the members or the processed products of the members and/or of this Corporation and the Consumer goods. The Corporation may advance credit to affiliated Co-operative Societies out of its own resources for meeting the Social and Consumption requirements and for medical treatments of their members on such terms and conditions as the Corporation may fix with the approval of the State Government;
 - d) recover and arrange to sale the bye-product of the Processing;
 - e) own and hire transport; and
 - f) take all such action as may be necessary for the smooth running of the business;

41. 1) The Corporation may out of its own resources advance Case Credit, Clean Credit and M.T and L.T. Loans to its affiliated bodies for procurement and marketing of Minor Forest Product, conducting consumer business, running Industrial/Processing Units/Labour Contract and Labour Oriented Jobs, Forest lots, Coppice Coupe/Trees Felling Operation, Earthwork, Land development for members, purchase of vehicles etc. in the interest of the Tribal people, as the Co-operative and other banks may not come forward to finance the LAMPS for these purposes on such terms and conditions the Board may fix;
- 2) The Corporation may advance loans, including Short terms, Medium term, Long terms, out of its own resources and grant subsidy, out of the funds received from the Central/State Governments any other organizations for the purpose, to its affiliated LAMPS for distribution and implementation of its own different types of individual family benefit scheme and, in case of non-availability of the bank loan by such LAMPS, also for different types of such schemes sponsored by the different Central and State Government Agencies to and for the tribal members of its affiliated LAMPS on such terms and conditions as the Board may fix;
- 3) The other credit functions should normally be undertaken by the local Co-operative Credit Agencies. The Corporation shall, however, take all steps necessary to facilitate easy credit flow to the affiliated Co-operative Societies by the Co-operative Banks or other Credit agencies.

PROFITS

42. 1) The accounts of the Corporation shall be closed in accordance with the Rules, every year.
- 2) The Profit and Loss Accounts and Balance Sheet shall be drawn up in such forms and in such manners as may be prescribed by rules or from time to time by the Registrar of Co-operative Societies and/or the Director of Co-operative Audit, West Bengal.
43. 1) Subject to the Provisions of the Act and Rules, the net profit of the Corporation shall be distributed in the in the following order namely:-
- a) Not less than Ten Per centum of the net profits shall be carried to the Reserve Fund;
 - b) Not less than fifteen per centum of the net profits shall be carried to the bad debt. Fund;
 - c) Not less than Ten Per centum of the net profits shall be carried to the Inventory Loss fund to be maintained for its activities connected with the Programme of activities of the Corporation;
 - d) 5% of the net profit shall be carried to the Co-operative Education Fund under Rules 115.
- 2) The remainder of not realised profits and realised profits of the previous year available for distribution may be applied as following:-
- i) to the payment of dividend on paid up share of the affiliated bodies percentage to be fixed as per provisions of the Act and Rules;
 - ii) to the payment of rebate and additional Commission to affiliated bodies at the rate to be approved by the Registrar of Co-operative Societies;
 - iii) addition to any or all of the funds like Building Fund Price Fluctuation Fund, Staff Benefit Fund, and

- any other Fund as may be considered necessary;
- iv) for carrying forward to next year account or such Special Fund for any other purposes as may be determined by General Bodies;
 - v) Such other purposes as may be prescribe in the Rules;

RESERVE FUND

44. 1) The Corporation shall maintain, a Reserve Fund in respect of the Profits, if any, derivable from its transaction.
- 2) The Reserve Fund shall consist of:-
- a) Ten per centum or such higher proportion of the net profits annually carried to the fund;
 - b) Admission fee, after deduction expenses incurred in constituting the Corporation;
 - c) The value of all shares forfeited;
 - d) The lapsed dividends and fines;
- 3) The Reserve Fund shall belong to the Corporation and shall be indivisible and no members shall have any claim in it;
- Provided that in case of division of the Corporation into two or more Co-operative Societies, the Reserve Fund may, with the sanction of the Registrar, be distributed equitably amongst the new Co-operative Societies.
45. The Reserve Fund, with the previous sanction of the Registrar, shall be available for all or any of the following purpose:-
- a) to cover any loss, such drawings upon is being re-imbursed from the profit;
 - b) to meet any call on the Corporation which can not be met otherwise, such payment being re-imbursed when fresh collections are made; and
 - c) to serve as Security for loans which the Corporation may contract;
 - d) The Corporation may in Special Case if the Register as permits draw on the Reserve Fund without being required to re-imburse the same from the subsequent years profit;
 - e) The Corporation may, subject to such condition, if any, as the Registrar may impose, use in its business;
 - f) Upto one-fourth of its Reserve Fund when the owned capital is equal to or exceeds the borrowed Capital.

INVESTMENT OF FUNDS

46. 1) The Corporation may invest its funds which are not utilized in its business operation :-
- a) in the Govt. Savings Bank ; or
 - b) in any of the Securities specified in Sec. 20 of the Indian Trust's Act. 1882 other than these Specified in clause(s) of that Section ; or
 - c) in a Co-operative Bank approved by the Registrar or any other prescribed Bank ; or
 - d) in the shares, debenture or securities of or as deposit with any other Society or Co-operative Bank.
- 2) The Reserve Fund not used otherwise shall be invested as above.

MISCELLANEOUS

47. Any amendment to, alteration in, addition to or cancellation of the Bye-laws or the adoption of new Bye-laws may be made at a General Meeting in accordance with the Rules in this behalf of and such amendment will come into force after it has been registered by the Registrar.
48. The Corporation will function as a registered Apex Co-operative Society. Where value of shares purchased by Govt. is more than 51% of the total paid up shares, any directions issued by the Govt. will be binding on the Corporation.
49. No act of any Committee or of any Officer of the Corporation shall be considered avoidable merely because of some defect or omission in the authorization of such Committee or such Officer either in general or for a particular purpose.
50. The Board of Directors shall provide a Common Seal for the purpose of the Corporation which shall not be affixed to any instrument or document or document expect under the authority of the Board of Directors or the Managing Director.
51. The Corporation may be wound up by an order of the Registrar in writing either after an inspection made u/s. 92 or an enquiry held under Section 93 of the Act or upon a resolution carried by $\frac{3}{4}$ th of the members present at a Special General Meeting called for the purpose or on his own motion due to causes mentioned u/s. 99 (1)(c) of the Act.
52. Representation (a) In case of Head Office the Chairman or the Vice-Chairman or any two Directors authorised by the Board or any two Officers authorised by the Board and the Managing Director or the Officer performing his duties; or (b) In case of Branch or Regional Office two Officers of the Corporation Jointly as may be duly authorised and certified by the Board by a resolution for the purpose; shall execute and sign all deeds, documents. Creating disposing or otherwise negotiate all Bills of Exchange,

Promissory Notes, Debentures, Cheques, Securities and such other documents standing in the name of or held by the Corporation. Provided that in case of Head Office cheque upto Rs. 50,000/- and upto Rs. 2,00,000/- (Rupees Two Lakhs) only mat be signed jointly by the Managing Director alongwith the Finance Officer or by the Managing Director alongwith the Accountant.

Provided further that all receipts by way of acknowledgement at the Head Office of the Corporation may be signed by the Finance Officer and in his absence by such an Officer as may be authorised by the Board in this behalf.