



BYE LAWS
OF
WEST BENGAL
TRIBAL DEVELOPMENT
CO-OPERATIVE
CORPORATION LTD



BYE-LAWS OF
WEST BENGAL TRIBAL DEVELOPMENT
CO-OPERATIVE CORPORATION LTD.

1. In these Bye-laws unless there is anything repugnant to the subject or context

- (a) "Act" means the West Bengal Co-operative Societies Act, 2006;
- (b) "Rules" means the West Bengal Co-operative Societies Rules, 2011;
- (c) "Co-operative Corporation" means West Bengal Tribal Development Co-operative Corporation Ltd;
- (d) "State Government" means the Government of West Bengal;
- (e) "Registrar" means the Registrar of Co-operative Societies appointed under section 12 and includes Addl. Registrar, Joint Registrar, Deputy Registrar, Assistant Registrar of Co-operative Societies and any other officer appointed under that section to assist the Registrar and on whom all or any of the powers of the Registrar under this Act are conferred.
- (f) "LAMPS" means the Large Sized Multipurpose Co-operative Society set up mainly for social and economic development of the tribal people and strengthening the Credit-cum-Marketing structure in the Tribal areas.
- (g) "Affiliated Body" means a LAMPS or any other Co-operative Society, of which majority numbers are tribal, a self-help group co-operative society organized by Tribals, forest labour co-operative societies, a Panchayat 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;



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- (i) "Scheduled Tribes" means those tribes and tribal communities declared under Article 342 of the Constitution of India as 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 Development Co-operative Corporation Ltd."**
3. (i) The Registered Office of the Corporation is situated at "SIDHU-KANU BHAVAN", KB-18, SECTOR-3, BIDHANNAGAR, KOLKATA-700098, POLICE STATION-BIDHANNAGAR, in the district of NORTH-24 PARGANAS.
- (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, Director of Co-operative audit, the Financing Institution, if any, from which the Corporation has borrowed funds, Backward Classes Welfare Department, Co-operation Department, N.S.T.F.D.C., TRIFED and to the affiliated co-operative societies along with the resolution or the board.

OBJECTIVES AND SERVICES

4. The objectives and services of the Corporation shall be:
- (a) to supervise, assist, provide technical guidance to and develop the business of a forest labour co-operative societies, labour-contract co-operative societies, Self-Help Groups co-operative societies organized by tribals, 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;



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- (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 products and products of Self-Help Groups organized by tribals 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 primaries 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 any other approved purposes against the Security of mortgage of their immovable property or such other security as may be considered necessary which should include the assets to be created out of such Loans for Consumption, Production, business and other purposes or for liquidation of prior debts, Provided that the Co-operative Corporation may advance loans for implementation of individual and/or family benefit schemes for Tribal people who are members of LAMPS, through its affiliated bodies, Self Help Groups organized by tribals without insisting on any kind of Security; Provided further also that the Co-operative Corporation may advance Cash Credit, Clean Credit and M.T. Loan and temporary accommodation to its affiliated bodies, Self-Help Groups organized by tribals for meeting its working capital requirement and for productive 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, debenture stocks and bonds subject to the provisions of Act and Rules;
- (g) to receive grants and borrow money otherwise than by the issue of debentures;



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- (h) to facilitate the flow of credit to its affiliated bodies from existing Co-operatives and other financing institutions;
- (i) to supply essential Consumer goods under Public Distribution System, agricultural supplies and other necessities to the Tribal people and other poor 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 institutions in the sphere of procurement and distribution and for operating service centers and for such other purposes as may be specified by the Government;
- (l) to rent or own godowns and sale depots and to purchase, take or lease or in exchange or otherwise acquire lands, buildings or other immovable property necessary for the business of the Corporation or its affiliated bodies;
- (m) to undertake training programme and to provide facilities for training to the managerial and administrative staff and members of the Corporation and its affiliated bodies, Self-Help Groups organized by tribals on subjects which would directly or indirectly help the Co-operative movement among tribal people in general;
- (n) to encourage self-help, thrift and Co-operative among the members of its affiliated bodies;
- (o) to undertake development work relating to tribal people, and
- (p) generally to undertake such other business and do such other things as are incidental and conducive to the promotion and attainment of the above objects and the objects of its affiliated LAMPS, Self-Help Groups organized by tribals.



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AREA OF MEMBERSHIP

5. The area of membership of the Corporation shall be the entire extent of the State of West Bengal.

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 tribals;
 - b) State Government and Government of India.
 - c) All Graingola Co-operative Societies registered under the Act;
 - d) All Labour-Contract Co-operative Societies registered under the Act and majority of the members of which are Tribals.
 - e) All Forest Labour Co-operative Societies registered under the Act majority of the members of which are Tribals.
 - f) All other Co-operative Societies registered under the Act majority of the members of which are Tribals.
 - g) If the State Govt. so approves by general or special order Panchayats or Local or Statutory Bodies interested in the uplift of the Tribals and in which the membership of the Tribals exceed 40%.
 - h) Self-help Group co-operative societies organized by tribals
- (2) A person under category of (a), (b), (c), (d), (e), (g), (h) intending to be a member shall apply to the Co-operative Corporation in such from as may be laid down by the



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Board of Directors and pay an admission fee of Rs. 20/- and furnish all such information as may be called for by the Board of Directors.

- (3) The Board of Directors shall dispose of every application within 45 days from the date of its receipt and shall communicate every decision within fifteen days from the date of such decision, provided further that if no decision is communicated the application deemed to have been accepted on the expiry of sixty days from the date of receipt of the application. Any person whose application has been refused by the Corporation may appeal before the Registrar in the manner prescribed under section 64 (3) from the date of receipt of the decision communicated to him.
- (4) Every person admitted to membership shall not acquire the rights and Privileges of membership of the Co-operative Corporation until the person –
- i) signs a declaration in such form , as may be required by the board, undertaking that he shall be bound by the bye- laws of the Corporation.
 - ii) signs the register of members
 - iii) holds at least one share
provided that the State Govt./Govt. of India 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 Co-operative Corporation will be subject to the proviso to Section 68 of the Act.
 - iv) name a place to be registered as its address which shall for all purposes be deemed to be its place of business; and
- (5) A member, if he be not in debt to the Co-operative Corporation or be not a guarantor for any debt, may apply for withdrawal from the membership of the Corporation after giving in writing one months notice to the Board of Directors but such application shall not be entertained within a period of one year from the date of admission as a member. The application may be accepted or rejected at the discretion of the Board of Directors.



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- (6)(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 by-laws;
 - (v) it is wound up or dissolved;
- (b) The State Government/ Government of India shall cease to be a member if amount of contribution made by it of the share capital to the Corporation is fully retired and if it does not assist the co-operative corporation with loans / grants / subsidies or does not stand guarantor or guarantee the principal and interest in respect of loans and advances.
- (2) Upon termination of membership a member may receive from the Co-operative Corporation refund of his Share Capital in accordance with the provisions of the Act and Rules.
- (3) Upon dissolution –
- (a) the liability of a member shall be limited to the value of the Shares held by him.
 - (b) The liability of a past member for the debt of the Co-operative Corporation as they existed on the date of ceasing to be a member shall continue for a period of five years from the said date or till finalisation of the legal proceedings, if started against him within the said period of five years.
- Provided that where the Co-operative Corporation is directed to be dissolved under section 107 within the said period of the five years, such liability shall continue until the proceedings for dissolution of the Co-operative Corporation are completed by liquidator.
7. (1) An affiliated body may after due notice be disaffiliated by a board meeting with due agenda if two-thirds of the members present in the meeting cast their vote in favour of disaffiliation. An affiliated body may be disaffiliated on the following grounds :



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- (a) if it persistently defaults in the payment of share money or other dues of the Co-operative Corporation and in the observance of these by-laws;
- (b) If it intentionally does any act likely to be detrimental to the reputation of the Co-operative Corporation or jeopardize its financial interest.

Provided that no such disaffiliation shall be made after publication of notice of the general meeting;

Provided further that affiliated bodies so disaffiliated shall have a right to 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 rights and enjoy privileges of a member or entitled to any dividends on Shares 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 manner as provided under the Act and Rules.

- (2) An affiliated body may also disaffiliate with the Co-operative Corporation giving two months notice;

Provided it has no dues to the Co-operative Corporation or it does not stand surety or guarantor of any loan or advance made to any other affiliated body by the Co-operative Corporation.

FUNDS

8. To carry on its works, the Corporation shall be at liberty to raise funds in any or all of the following ways :-
- (i) Issue of Shares;
- (ii) by accepting deposits from members including receipts on behalf of any other Corporation or apex Co-operative institution;
- (iii) by raising Loans including by way of Cash Credit, floating debentures and loan from



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Government, Co-operative Banks, Scheduled Banks and any other financing agency or individuals;

- (iv) by receiving donation, grants and subsidies from State Govt./ Govt. of India and other sources.

9. The funds of the Corporation may generally be applied in any of the lawful purposes of the Co-operative Corporation and in 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 be determined by the Board of Directors and also in accordance with Bye-law No. 4(e);
- (b) making investments for the benefits of the members; as per provisions of the sec. 79 of the Act.
- (c) purchasing land, buildings, godowns etc. for the proper conduct of its business;
- (d) payment of establishment, contingent, interests, 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 remuneration; as per provision of the Chapter VII of the Act
- (f) any other purpose incidental or conducive to the attainment of the objectives of the Co-operative Corporation.

10. (1) The authorised Equity share capital of the Corporation shall be Rs. 50 crores divided as follows :-



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- (a) 'A' class Shares of Rupees Ten Lakhs divided into 1000 Shares of Rs. 1000/- each available for subscription by the LAMPS;
- (b) 'B' Class Shares of Rs. 44 crores and 40 Lakhs divided into 4,44,000 shares of Rs.1000/- each available for subscription by the State Govt. and Rs. 5 crores divided into 50,000 Shares of Rs. 1000/- each available for subscription by Central Government.
- (c) 'C' Class Shares of Rs. 8 Lakhs divided into 800 shares of Rs. 1000/- each available for subscription by the Grain Gola Co-operative Societies;
- (d) 'D' Class Shares of Rs. 8 Lakhs divided into 800 shares of Rs.1000/- each available for subscription by the Labour Contract Co-operative Societies;
- (e) 'E' Class Shares of Rs. 8 Lakhs divided into 800 shares of Rs.1000/ -each available for subscription by the Forest Labour Co-operative Societies;
- (f) 'F' Class Shares of Rs. 8 Lakhs divided into 800 shares of Rs.1000/ -each available for subscription by all other Co- operative Societies its majority of which are tribals;
- (g) 'G' Class Shares of Rs. 8 Lakhs divided into 800 shares of Rs.1000/ -each available for the Panchayat or local or Statutory Bodies interested in the uplift of the Tribal people and having Tribal Representative Membership exceeding 40%. And Self Help Groups organised by tribals.
- (h) 'H' class shares of Rs. 10 lakhs (Ten lakhs) divided into 1000 shares of Rs. 1000/- each available for subscription by the Self-help Group Co-operative Societies organised by tribals.
- (2) Shares shall be allotted to the State Government/or Government of India on such terms and conditions, such number and in such manner as may be mutually agreed upon at the



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time of allotment of such Shares. The Corporation shall retire such State or Central Govt. Shares at such time and in such manner as may be agreed upon by and between the Corporation and the State Government/or Government of India.

- (3) Shares may also be allotted to the other affiliated bodies including the Panchayats or any local body subject to the Provisions of the Act and the Rules.
- (4) The Payments for the shares other than shares to be purchased by the State Government/or Government of India shall have to be made as and when directed by the Board of Directors wholly or by instalments to be fixed by the Board of Directors and it shall be binding on the members if the Board of Directors make any call upon the members for payment of unpaid dues on shares.
11. Application for admission as members shall be made to the Managing Director of the Co-operative Corporation. Every such application shall be disposed of by the Board of Directors which shall have the power to grant admission or to refuse it.
12. (1) Share Certificates shall be issued to each member in respect of Shares held by him;
- (2) If a Share Certificate is lost or defaced or destroyed, a duplicate copy thereof may be obtained from the Corporation on payment of Rs. 10/- only.
13. No share shall be transferred by Sale, Gift, Mortgage or otherwise except to affiliated body, duly qualified for membership and approved by the Board of Directors.
14. The Board of Directors in their absolute discretion and without assigning any reason may decline to approve any transfer of Share.
15. An application for transfer of shares be made in the form prescribed by the Co-operative Corporation and accompanied by the Certificate of shares to be transferred and with such



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other evidence as may be required to prove the Transfer.

16. 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 past member in respect of any debt due to the Co-operative Corporation from such member or past member or the estate of a past member and the Co-operative Corporation may set off any sum credited or payable to a member or past member or the estate of a past member in or towards payment of any such debt subject to provisions of Section 67 to 72 of the Act.
17. The borrowing of the Corporation shall be regulated by the provisions of the Act and the Rules.

DEBENTURES

18. The Corporation may with express authority of the State Govt. under Section 45 of the Act to raise money by the issue of debentures subject to the conditions as are provided under the Act and the Rules.

STATUS AND MANAGEMENT

19. (1) The General Body shall consist of Tribal delegates each of whom shall represent one affiliated LAMPS and one Tribal representative each from the other class of Share Holders.
- (2) The Board of each affiliated co-operative society / other body may, in a meeting with specific agenda nominate one of its eligible member as its representative / delegate to the Co-operative Corporation and may also recall such representative by a similar resolution of the Board with specific agenda and at the same meeting where resolution for recall is passed may also make a fresh nomination of another representative.



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- (a) The delegates/ representatives shall hold office and attend all General Meetings till fresh delegates are elected in their places, provided that fresh delegates shall be elected before each Annual General Meeting in which election of Directors is to be held under Section 29 (5) (a) under Rule 31(4).
- (b) Each delegates/representative shall have one vote under Rule 31(5).
- (3) Except to the extent otherwise provided in the bye – laws the final and ultimate Authority over all matters of the Co-operative Corporation shall vest on the General Body of its members or delegates or representatives elected under section 29 of this Act and assembled in a general meeting.

20. Annual General Meeting :-

- (1) The Corporation shall hold a general meeting of its delegates or representatives in every Co-operative year in accordance with a fixed programme as provided under section 29 (1) of the Act and such general meeting shall be called the annual general meeting.
- (2) An annual general meeting shall be convened by the Managing Director or any other officer authorized by the board in accordance with direction of the board.
- (3) Unless otherwise provided in the by-laws, all notices of the general meeting stating the place, date and hour of the meeting together with the statement of business to be transacted at it, shall be sent to every delegate or representative not less than twenty-one days before the date of the General meeting.
- (4) Any accidental omission to give notice to any delegate or representative or non-receipt of the notice by any or a few of them shall not invalidate the proceeding of the meeting.
- (5) The agenda of the annual general meeting shall be as follows :-



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- (a) election of directors of the board, if any :

Provided that such election shall be held once in every five Co-operative years:

Provided further that after constitution of the Co-operative Election Commission, such election shall be held in an annual general meeting or a special general meeting under the provision of sections 29 and 31;

- (b) Confirmation of the proceedings of the last half-yearly and annual general meetings and special general meeting, if any;
- (c) consideration of the annual report prepared and presented by the board;
- (d) consideration of the latest audit report and compliance thereof and audited statement of accounts referred to in section 98;
- (e) approval of the annual budget;
- (f) consideration of any report of inspection or inquiry made in accordance with the provision of this Act and by-laws, if any;
- (g) consideration of matters relating to loans and advances given to the directors and their relatives and action to be taken for recovery thereof in case of default;
- (h) approval of appointments, if any, of the relatives of the directors of the board other than those selected by the Co-operative Service Commission;
- (i) creation of specific reserves and other funds and review of the actual deployment reserves and other funds;
- (j) distribution of net profit, if any;
- (k) review of operational deficit of loss and consideration of the plan to make good the losses, if any ;
- (l) approval of the long-term perspective plan and annual operational plan;
- (m) fixation of borrowing limit as may be necessary;
- (n) approval of code of conduct of members of the board formulated by it;
- (o) amendment of by-laws, if any;
- (p) expulsion of members, if any;



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- (q) consideration of such other matters as specified in by-laws;
 - (r) consideration of any other matter which may be brought at the meeting as miscellaneous items in accordance with the provisions of this Act and by-laws of the Co-operative society.
- (6) If the audit report of the immediate preceding Co-operative year is not received by the Co-operative Corporation before the date fixed for the annual general meeting, the Corporation shall place the said audit report in the next half-yearly general meeting or in a special general meeting.

21. Half-yearly general meeting :-

- (1) A half- yearly general meeting of the Co-operative Corporation shall be called by the Managing Director or any other officer authorised by the board at any time after six months but within eight months from the date of last annual general meeting for the following purposes:
- (a) to review of the activities of the Co-operative Corporation on the basis of the report placed by the board;
 - (b) to consider audit report, if any;
 - (c) to review financial position on the basis of provisional accounts;
 - (d) any other item as maybe specified in the by-laws.
- (2) A half-yearly general meeting shall be called in accordance with the provisions of sub-section (1) of section 29.

22. Special general meeting :-

- (1) A special general meeting of the Co-operative Corporation may be called at any time for the reasons as provided under the section 31 of the Act. At a Special General Meeting no business other than that specified in the relevant notice shall be considered (Rule 21(3)).



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- (2) The Managing Director or any officer in absence of the Managing Director authorized by the board shall call the special general meeting under sub-section (1) of the section 31 of the Act.
23. (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 26 ;
- (2) Notice of general meetings required to be served by the Co-operative Corporation upon a delegate/representative shall subject to the provisions of the Act, Rules and these bye-laws be given in writing and delivered or sent by under Certificate of Posting or Regd. Post or Speed Post or by local delivery under proper receipt to the registered address of the delegates / representatives;
24. (1) The Chairman or in his absence, the Vice-Chairman shall preside over annual general meeting or special general meeting or half-yearly general meeting and in the absence of the both, one of the Directors in the Panel mentioned in Sub-Rule (1) of Rule 36 in order of their names in the panel, shall preside over the meeting. And in absence of all in the panel, the members present shall elect one from amongst themselves to be the Chairman of the meeting.
- (2) The provisions of Rule 40 shall apply mutatis mutandis to a general meeting for election of directors of the Co-operative Corporation.

MANAGEMENT

25. (1) There shall be a board of directors to manage the affairs of the Co-operative Corporation. The board shall be constituted in the following manner –
- (a) 15 (fifteen) elected directors. The election of directors shall be held in accordance with the provisions of section 29 of the Act from amongst the delegates or representatives of the Co-operative Corporation;



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- (b) When the State Govt. has subscribed to the share capital of the Co-operative Corporation or guaranteed the principal and interest in respect of debentures issued by it or guaranteed the principal and interest in respect of loans and advances to it or assisted the Co-operative Corporation with loans and grants/subsidies, the State Government or any authority specified by it may nominate 1(one) person on the board or change them or fill up any casual vacancy of a nominated member;
- (c) The Managing Director as the Chief Executive of the Co-operative Corporation shall be an ex-officio director;
- (d) The employees of the Co-operative Corporation having not less than five employees may elect, by secret ballot, one person amongst themselves for being a director of the board;
- (e) Professionals not exceeding two may be co-opted by the board. The word "professionals" bears the same explanation as laid down under clause (g) of sub-section (1) of section 32 of the Act.

The tenure of office, voting rights, eligibility etc. of the directors shall be determined in accordance with the provisions of sub-section (2) to sub-section (8) of section 32 of the Act.

- (2) For the purpose of election of directors from amongst the different categories of affiliated bodies, the board may divide the area of membership of the Co-operative Corporation into convenient areas, constituencies, sections or categories and prescribe the number of directors of each constituency, area, section or category to be elected from each such divisions. In that case the division of area of membership shall be duly notified to all delegates/representatives and a delegate/representative of a particular area, section, category or constituency shall be entitled to vote in the election of directors only for that particular area, section, constituency or category.
- (3) The election of office bearers shall be held in the board meeting within thirty days from the date of election of directors. If it is not held within this period of thirty days,



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the Registrar or any person authorised by him shall, as early as possible, arrange a meeting in exercise of the powers conferred under section 37 of the Act.

Explanation – “Office bearers” means and includes a Chairman, a Vice-chairman and a panel of chairman not exceeding three for presiding over its meeting in absence of the Chairman and the Vice-chairman.

- (4) In the case of equality of votes in the election of any of the office bearers, the result shall be determined by lot in such manner as the Election officer or the Presiding Officer may decide.
 - (5) The outgoing board shall stand dissolved when the new office bearers are elected under bye-law no. 25(3) and bye-law no. 25(4) or the Registrar shall take steps under sub-section (7) of section 29 of the Act.
 - (6) 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;
 - (7) Casual vacancies in the office of the elected Directors due to resignation, death or cessation of membership shall be filled up by Co-option in accordance with Rule 37 of the Rules. The Director so co-opted shall retire at the Annual General Meeting where election is to be held next.
26. (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 total number of Directors subsisting on the date of issue of the notice of the meeting as per rule 50. In case there is no quorum, fresh notice in terms of Rule 46 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 matter shall be decided by the casting vote of the Chairman of the meeting, if he thinks proper to exercise it, otherwise the proposal will fail.



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- 27. Notice of board meeting :-** The meeting of the board shall be called, subject to the provisions of section 37 of the Act, by the Managing Director in consultation with the Chairman and the notice of a meeting of the board of the Co-operative Corporation shall be given in writing to every director specifying the place, date and hour of the meeting together with a statement of the business to be transacted thereat, not less than seven clear working days before the date of the meeting. In case of urgency, the Chairman may convene a meeting of the board with three clear working days' notice. Provided that any urgent business, not included in the statement accompanying the notice, may be brought up and considered with the consent of the Chairman.
- 28. Minutes of the Meeting of board :-** The minutes shall be drawn up and signed by the Chairman within three clear working days from the time when the meeting terminated.
- 29. Chairman of meeting of board :-** The Chairman or in his absence the Vice-chairman shall preside over all the meeting of the board at which he is present. In the absence of the Vice-Chairman one of the directors in the panel of Chairmen in order of their names in the panel shall preside over the meeting.
- 30. Quorum of meeting of board :-**
- (1) The quorum at the meeting of the board shall be one-third of the total number of directors subsisting on the date of issue of the notice for the meeting.
 - (2) No business shall be transacted at any meeting including an adjourned meeting of the board unless there is a quorum within half-an-hour from the time appointed for the meeting.
- 31. Requisition meeting of board :-**
- (1) One-third of the directors may requisition a special meeting of the board by giving seven clear working days' notice.



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- (2) The requisition shall specify the object of the meeting and shall be signed by the directors requisitioning and shall be delivered at the office of the Co-operative Corporation.
- (3) If the Managing Director or the person performing the duty of the Managing Director does not convene within seven clear working days from the date of receipt of the requisition, a notice of seven clear working days, signed by the directors requisitioning, specifying the object and the date, time and place of the meeting shall be sent to all the directors of the board and accordingly the meeting shall be held. The Managing Director or the person performing the duty of the Managing Director shall place books, documents, papers etc. in respect of the meetings of the board in the requisition meeting.
- (4) At such requisition meeting no business other than that specified in the requisition shall be transacted and if there is no quorum within half-an-hour from the time appointed, the meeting shall stand dissolved.

32. Powers of the board :- The board of a co-operative society shall have full control over the administration and the business of the society and shall exercise all such powers as may be necessary or expedient for the purpose of carrying out its functions under this Act, rules and the provisions contained in the bye-laws.

33. Duties of the board :- The board shall observe, in all their transactions the provisions of the Act, rules and bye-laws and shall cause to perform the following duties, namely-

- (a) to receive and disburse money;
- (b) to maintain true accounts of money received and expended and accounts of the assets and liabilities;
- (c) to prepare for submission to the annual general meeting.
- (i) an annual report on the working of the society;
- (ii) an annual statement of accounts including a balance sheet;
- (iii) a statement of loans and defaults and appointments as required under clauses (g)



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- and (h) of sub-section (5) of section 29;
- (d) to prepare the statements of accounts required for audit and to place those along with relevant vouchers and other connected papers before the auditors;
 - (e) to prepare and submit all statements and returns in prescribed forms and in such other forms as may be required by the Registrar or the federal societies and other appropriate authorities;
 - (f) to enter accounts of the society regularly in proper books;
 - (g) to maintain register of members up-to-date;
 - (h) to facilitate the inspection of books by those entitled to inspect them;
 - (i) to watch that the loans and advances are utilized for the purposes for which those are meant and that those are duly repaid;
 - (j) to take prompt action for realization of loans and advances;
 - (k) to create awareness amongst the members in the affairs of the society;
 - (l) to conduct business with utmost transparency;
 - (m) to prepare data base of the society;
 - (n) to prepare business development or development action plan;
 - (o) to prepare code of conduct of the members of the board;
 - (p) to prepare loan policy on all types of loans, asset liability management policy, investment policy and other policies required to formulate in the interest of the society; and
 - (q) to perform such other duties as may be entrusted by the general meeting subject to the provisions of the Act, rules and bye-laws made thereunder.

34. Powers and duties of the Chairman and the Vice –Chairman of the society :- The Chairman, or in his absence, the Vice-Chairman, shall, for the transaction of the business of a society in cases of urgency, exercise all powers and perform all duties required to be exercised and performed under the Act, the rules or the bye-laws by the board except the power of sanctioning loans, bonus or ex-gratia payments. The Chairman or in his absence the Vice-Chairman shall have the full control over the administration and business of the society and shall supervise the functions of the society on behalf of the board and shall have power to call for any record of the society or any report from Chief Executive Officer



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or the Secretary to satisfy himself that the affairs of the society are being managed in accordance with the resolutions of the board;

Provided that the Chairman or the Vice-Chairman, as the case may be, shall not act in contravention of any order given or decision taken by the board at its meeting.

35. Orders of the Chairman and the Vice-Chairman to be placed before the meeting :-

All orders passed and all acts done by the Chairman, or by the Vice-Chairman in the absence of the Chairman, in exercise of his powers and in the performance of his duties under rule 54 shall be placed for confirmation before the board in its next meeting.

36. (A) The Managing Director of this Co-operative Corporation shall be appointed by the Board of Directors, on being deputed by the State Govt. under section 33 of the Act and paid out of funds of this Corporation. The Managing Director shall be the Chief Executive Officer of the Co-operative Corporation and look after 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.

(B) Subject to such condition as the State Government may impose, the Managing Director, under control of the Board and the Chairman shall, in the conduct of the business of the Co-operative Corporation, exercise the following powers, namely –

(i) have control over the employees of the Co-operative Corporation, to sanction leave, to place an employee under suspension subject to the approval of the board – where disciplinary proceedings or departmental inquiry against him in respect of any criminal offence is contemplated or pending or where a case against him in respect of any criminal offence is under investigation or trial;

(ii) to impose upon an employee of the Co-operative Corporation the following punishment, namely –

(a) fine,



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- (b) censure,
- (c) withholding of increment or promotion,
- (d) recovery from pay of the whole or part any pecuniary loss caused to the Co-operative Corporation by negligence or breach of orders,
- (e) reduction to a lower time scale of pay grade, post or service,
- (f) dismissal from service.

Provided that no such punishment shall be imposed on any employee except after an enquiry in which he/she has been informed of the charges against him/her, and where it is proposed, after such enquiry to impose on him/her such punishment/penalty, until he/she has been given a reasonable opportunity of making representation on the punishment/penalty proposed.

- (C) institute, defend and conduct legal proceedings and enter into compromise or arbitration with creditors and debtors of the Co-operative Corporation.
- (D) without the approval of the board place any employee of the Co-operative Corporation under suspension where a case against him/her in respect of any criminal offence is under investigation or trial for which he/she was arrested and was in police custody or jail custody for more than 48 (forty eight) hours. Such matter of suspension shall immediately be brought to the notice of the Chairman/Board.

37. The Managing Directors shall, under the general control and supervision of the board,

- (i) to supervise the business of the Co-operative Corporation in all matters and to exercise general control and Supervision on the administration of the Co-operative Corporation;
- (ii) to carry out the decision of the General Body, the Board of Directors, Committees and the Chairman and Vice-Chairman.



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- (iii) to call general meeting and meetings of the board.
- (iv) to attend meeting of the Board of Directors, General Body and Committees with Power of voting except at the time of Co-option or office-bearer election and produce all relevant papers required at such meetings and sign, together with the Chairman, the minutes of such meetings.
- (v) 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;
- (vi) to carry on correspondences on behalf of the Co-operative Corporation;
- (vii) to determine the power and duties of the different categories of Officers and Staff of the Corporation including Assistant Managing Directors, Finance Officer and other deputed officers and to delegate power and assign duties to them with the approval of the Board of Directors or the Chairman, in case of urgency;
- (viii) to enter into all negotiations for Contracts, Agreements, Partnership and Co-Partnership with Govt., members and others;
- (ix) to operate Bank A/C jointly or as provided in the representation clause, to buy, sell, pledge, endorse or transfer promissory notes, securities standing in the name of, or held by the Co-operative Corporation, to acquire and dispose of movable and immovable properties, to grant release of claims and demands of the Co-operative Corporation to insure and keep insured Co-operative Corporation properties and to do all such things for the smooth running of the business of the Co-operative Corporation with the approval of the Board of Directors;
- (x) to issue orders regarding transfer of members of the staff with an intimation to the Chairman;



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- (xi) to issue notices of General Meeting, Meeting of the Board of Directors and of those Committees, where necessary;
- (xii) to sanction advance of money and goods to members on terms and conditions approved by the Board of Directors;
- (xiii) to receive all moneys on behalf of the Co-operative Corporation and issue receipts, other than receipts likely to create fresh obligations on the part of the Co-operative Corporation in effectual discharge of the moneys stated to have been received therein;
- (xiv) to pay all costs of management and working expenses out of the fund of the Co-operative Corporation;
- (xv) any other duties as required to be discharged under the Act, rule and by-laws of the Co-operative Corporation.
38. The powers conferred and the duties imposed on the Managing Director may be conferred and imposed upon any other officer of the Co-operative Corporation during the period of absence of the Managing Director.
39. The board of Directors may appoint Assistant Managing Director, Finance Officer, Senior Inspecting Officer, Assistant. Engineer, Regional managers, Branch Manager 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 Co-operative Corporation under double lock subject to such arrangement as may be 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 receipts shall be granted by such officers as may be decided by the Board of Directors. The Godown keepers and salesman shall be competent to issue receipts of the sales effected.



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40. 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.
41. **Indemnification of the Managing Director or the Chief Executive by whatever name called :** The Managing Director or the Chief Executive by whatever name called shall be indemnified out of the funds of the Co-operative Corporation for all costs, charges, travelling and other expenses incurred by him in the conduct of the Co-operative Corporation's business or in the discharge of his duties.

BUSINESS OF THE CORPORATION

42. For fulfilment of its objectives it is specified that the Co-operative Corporation may undertake any or all of the following activities –
- (i) 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 Central 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, whichever is loss, in respect of the goods received in the godown of the Corporation.
- (ii) 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 or may dispose of the forest produce



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- ultimately by auction/ tender and / or negotiation or otherwise keeping in view the interest of the Corporation and/ or of the affiliated bodies. The Corporation may fix and realise 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;
- (iii) 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 charges, (c) transport costs, (d) establishment and (e) driage 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 is not contrary to the basic tribal welfare orientation of the Corporation.
- (iv) The Board of Directors shall build up suitable mechanism to overcome the problem of over-stocking and the resultant adverse effects on the Cash flow position of the Corporation and with that end in view shall make arrangement to categorise each commodity with reference to its nature, its marketing charges, identification of price determinants and establishment of outlet/channels and ensure inflow of marketing intelligence with similar organization.
- (v) The Managing Director shall arrange for the sale of the produce of members of the affiliated bodies either making outright purchase of their produce or acting as agents of the Members concerned or as the Board of Directors may direct. 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.
- (vi) The Corporation shall be competent to do the wholesale or retail business of Consumer goods, Agricultural inputs and domestic article to be sold out mainly in Tribal areas and also in other areas where majority of the purchasers are Tribals. As a



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wholesaler 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 jeopardize the interest of the business of the LAMPS of the area. Consumer goods, Agricultural inputs 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, dispatching and selling of consumer goods, Agricultural inputs and domestic 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.

(vii) The Corporation may act as Agent of Agro-Industries Corporation and/or Govt. or any other Co-operative Societies and/or Govt. Organizations for opening "Agro-Service Centers, etc. at important points either by itself directly or through the affiliated bodies.

(viii) The Corporation may, in the interest of the Tribal people, set up and run Industrial/Processing Units including Stone Quarry, Stone Crushing, Oil Expeller, Bakery etc. by itself and/or through its affiliated bodies and arrange for procurement of new 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.

43. The Co-operative Corporation, for the purposes as mentioned in bye-law No. 42, may
- a) acquire, by purchase or otherwise, lands and buildings and construct 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



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- 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 treatment 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-products 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.
44. The Corporation may out of its own resources advance Cash Credit, Clean Credit and M.T. and L.T. Loans to its affiliated bodies for procurement and marketing of Minor Forest Produce, 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;

PROFITS & FUNDS

45. (1) The accounts of the Corporation shall be closed in accordance with the Rules, every year.
- (2) The Profit and Loss Account and Balance Sheet shall be drawn up in such forms and in such manner 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.
46. (1) Subject to the Provisions of the Act and Rules, the net profit of the Corporation shall be distributed in the following order namely :-
- (a) Not less than Ten per centum of the net profits shall be carried to the Reserve Fund under Section 82.



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- (b) Not less than fifteen per centum of the net profits shall be carried to the Bad Debt fund under section 81.
- (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 subject to a maximum of 15,000.00 shall be carried to the Co-operative Education Fund under Rules 124.
- (e) The board may create any other funds and determine the percentage of net profit to be transferred to those funds, invest them in approved banks and/or utilise them for the purposes for which they were created.
- (2) The remainder of net profit and undistributed profit of the previous year available for distribution may be applied as following :-
- (i) payment of dividend to the members on paid up share capital of the affiliated bodies, at a rate not exceeding twelve percent as may be recommended by the board and approved by the general meeting;
- (ii) payment of rebate and additional Commission to affiliated bodies at the rate to be approved by the board;
- (iii) Such other purposes as may be prescribed in the Rules.
- (3) (a) Bad Debt Fund may be utilised in any business of the Co-operative Corporation is it has no outside liability in the form of bad debt certified by the audit officer.
- (b) The Co-operative Corporation may subject to the provisions of section 81 of the



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Act invest or deposit the bad debt fund –

- (i) with the West Bengal State Co-operative Bank;
- (ii) with any Central Co-operative Bank operating in the area of the Co-operative Corporation within which its registered office is situated;
- (iii) in any Government Savings Bank;
- (iv) in any other manner permitted by the Registrar.

(4) (a) The Co-operative Corporation may with the approval of general body and subject to such conditions as the Registrar may impose, use the Reserve Fund in its business :-

- (i) Up to one-fourth of its Reserve Fund when the owned capital is less than the borrowed Capital ;
- (ii) Up to one-half of its Reserve Fund when the owned Capital is equal to or exceeds the borrowed Capital.
- (iii) The entire Reserve Fund, when there is no borrowed capital.

INVESTMENT OF FUNDS

47. (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 (2 of 1882) other than those specified in clause (e) of that Section ; or
- (c) in the West Bengal State Co-operative Bank Ltd. including Branches of the said Banks, if any.



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- (d) in the shares, debentures or securities of or as deposit with any other Co-operative Society or Co-operative Bank.
- (e) in any other manner permitted by the Registrar.

MISCELLANEOUS

48. Any amendment to, alteration in, addition to or cancellation of the Bye-laws or the adoption of a new Bye-law may be made at a General Meeting in accordance with the Rules in this behalf and such amendment will come into force after it has been registered by the Registrar. *Act & Rules*
49. *Cooperative* The Corporation will function as a registered Apex Co-operative Society. *Ambr*
50. No act of any Committee or of any Officer of the Corporation shall be considered void merely because of some defect or omission in the authorization of such Committee or such Officer either in general or for a particular purpose.
51. The Board of Directors shall provide a Common Seal for the purpose of the Co-operative Corporation which shall not be affixed to any instrument or document except under the authority of the Board of Directors or the Managing Director.
52. The Co-operative Corporation may be dissolved by an order of the Registrar in writing either after an inspection made u/s 99 or an enquiry held under Section 100 of the Act, or on the basis of an audit report u/s 98 or upon a resolution carried by 3/4th of the members present at a General Meeting called for the purpose or on his own motion due to causes mentioned u/s 108 of the Act.
53. Representation : (a) In case of Head Office the Chairman or the Vice-Chairman or any two Directors authorized by the Board or any two officers authorized by the Board and the



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Managing Director or the Officer performing his duties; and (b) In case of Branch or Regional Offices two Officers of the Co-operative Corporation jointly, as may be duly authorized and certified by the Board by a resolution for the purpose, shall execute and sign all deeds documents, creating disposing or otherwise negotiating the properties and funds of the Co-operative Corporation and in particular shall draw, accept, make endorse and negotiate all Bills of Exchange, Promissory Note, 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.100,000/- (Rupees One lac) only maybe signed either by the Managing Director or by the Finance Officer and cheques above Rs.100,000/- (One lac) only may be signed jointly by the Managing Director along with the Finance Officer or by the Managing Director along with the Accountant.

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

54. All matters not specifically provided in these bye-laws shall be decided according to the provisions of the Act and the Rules and if there be no provision in the act or the Rules applicable to such matters, then, subject to these bye-laws and the approval of the Registrar, shall be decided in such manner as the Board of Directors may determine.

1. *Kantik Manna*
CHAIRMAN
West Bengal Tribal Development
Co-operative Corporation Limited

2. *[Signature]*
Managing Director
West Bengal Tribal Development
Co-operative Corporation Limited

3. *Haradhan Sing Sardar*
DIRECTOR
West Bengal Tribal Development
Co-operative Corporation Limited

These partially / temporarily incorporated in the bye-laws of the W.B. Tribal Development Co-operative Corporation Ltd. have been duly registered in my Office pursuant to the provisions in the West Bengal Co-operative Societies Act, 1983 (West Bengal Act, 2006) and Rules made there under.

[Signature] 26/4/12
Registrar of Co-operative Societies, West Bengal

