

**TRIFED**  
**BYE - LAWS**

**OF**

**THE TRIBAL COOPERATIVE MARKETING  
DEVELOPMENT FEDERATION OF INDIA LTD.**

Regd. Address:  
NCUI Building, 2<sup>nd</sup> Floor, 3, Siri Institutional Area August  
Kranti Marg, New Delhi-110016.

**Bye-laws of Tribal Cooperative Marketing Development  
Federation of India Ltd.**

## **1. Name, Address and Area of Operation**

- 1.1. The name of the cooperative society shall be THE TRIBAL COOPERATIVE MARKETING DEVELOPMENT FEDERATION OF INDIA LIMITED, hereinafter referred to as TRIFED.
- 1.2. Its registered office shall be in the Union Territory of Delhi.
- 1.3. The Hindi version of name of the society shall be 'Bhartiya Janjati Sahakari Vipanana Vikas Sangh Maryadit.'
- 1.4. The area of operation of TRIFED shall extend to the whole of the Indian Union.
- 1.5. The Society shall have a common seal. The common seal shall be kept in the safe custody of the officer authorised by the Board. The common seal shall not be fixed to any instrument except on the authority of a Resolution of the Board of Directors, or, of the Executive Committee of the Board constituted under the Bye-laws of TRIFED and except in the presence of any two Directors, who shall sign every instrument to which the common seal is affixed.
- 1.6. TRIFED shall be a body corporate and shall have the power to acquire, hold and dispose of property, both movable and immovable, enter into contract, institute and defend suits and other legal proceedings and to do all things necessary for the purpose for which it is constituted.

## **2. Definitions:**

- 2.1. In these bye-laws unless there is anything repugnant to the subject or context-
  - (i) **“Act”** means ‘The Multi-State Cooperative Societies Act, 2002;
  - (ii) **“Area of Operation”** means the area from which the persons are admitted as members;
  - (iii) **“Board”** means the Board of Directors of TRIFED to which the direction and control of the management of the affairs of TRIFED is entrusted;
  - (iv) **“Bye-Laws”** means the bye-laws of TRIFED for the time being in force which have been duly registered or deemed to have been registered under the Act and includes amendments thereto which have been duly registered or deemed to have been registered;
  - (v) **“Central Registrar”**, means the Central Registrar of Co-operative Societies appointed under sub-section(1) of Section 4 of the Act;

- (vi) **“Chief Executive”** means a Chief Executive of TRIFED appointed under Section 51 of the Act;
- (vii) **“Cooperative Principles”** means the cooperative principles specified in the First Schedule to the Act;
- (viii) **“Co-operative Society”** means a society registered or deemed to be registered under any law relating to co-operative societies for the time being in force in any State;
- (ix) **“Cooperative Year”** in relation to any multi-State cooperative society or class of such societies, means the year ending on the 31<sup>st</sup> day of March of the year and where the accounts of such society or class of such societies are, with the previous sanction of the Central Registrar, balanced on any other day, the year ending on such day;
- (x) **“Federal Co-operative”** means a federation of co-operative societies registered under the Act and whose membership is available only to a co-operative society or a multi-State co-operative society;
- (xi) **“General Body”** in relation to TRIFED, means all the members of TRIFED and all the delegates of its member co-operative societies or delegates of multi-State cooperative societies and includes a body constituted under the first proviso to subsection(1) of section 38 of the Act;
- (xii) **“General Meeting”** means a meeting of the general body of TRIFED and includes special general meeting;
- (xiii) **“Member”** means a person joining in the application for the registration of TRIFED and includes a person admitted to membership after such registration in accordance with the provisions of the Act, the rules and the bye-laws.;
- (xiv) **“Member Co-operative”** means a co-operative society or a multi-State co-operative society which is member of a federal co-operative;
- (xv) **“Multi-State Co-operative society”** means a society registered or deemed to be registered under the Act and includes a national co-operative society and a federal cooperative;
- (xvi) **“Multi-State Cooperative Society with limited liability”** means a society having the liability of its members limited by its bye-laws to the amount, if any, unpaid on the shares, respectively, held by them or to such amount as they may, respectively, thereby undertake to contribute to the assets of the society, in the event of its being wound up;
- (xvii) **“National Cooperative Society”** means a multi-State co-operative society specified in the Second Schedule to the Act;
- (xviii) **“Officer”** means a president, vice-president, chairperson, vice- chairperson, managing director, secretary, manager, member of a Board, treasurer, liquidator, an administrator appointed under

Section 123 of the Act and includes any other person empowered under this Act or the rules or the bye-laws to give directions in regard to the business of a multi-State cooperative society;

- (xix) **“Prescribed”** means prescribed by Rules;
- (xx) **“Rules”** means the rules made under the Act;
- (xxi) **Tribal Products** means tribal natural products, tribal cultural products and tribal processed products;
- (a) **“tribal natural products”** means all products having a natural origin in an area inhabited by Scheduled Tribes which can be traced back to either forestry, wildlife or agricultural sector and which includes:-
- All Non-Timber Forest Produce (NTFP)/ Minor Forest Produce (MFP) including bamboo, grasses, fibers, leaves, flowers and other economically important plants and parts of herbs, shrubs, trees, climbers etc.;
  - All agriculture products including horticulture products;
  - Medicinal herbs and plants, crude and raw drugs and allied products;
  - Honey;
  - Dairy, animal husbandry, fishery, poultry and aviary products;
  - Timber, firewood, charcoal and articles and products derived from these;
  - Products having origin from wild and other animals such as hides, furs, skins, bones fats and oils, feathers, eggs and allied articles including live animals, birds, reptiles etc.;
  - Habitat Products in terms of tribal area scenic beauty, tribal lifestyle;
- (b) **“tribal cultural products”** means all products that the tribals have to offer related to their culture like the traditional graphic designs, art, music, dance, the medicinal & other technologies;
- (c) **“tribal processed products”** means all products that have been produced by tribals after processing natural resources which include:
- Crafts in the form of textiles, wooden products, metallic products, or any other value added products/byproducts;
  - Primary processed or value added Minor Forest Products/Agricultural Products or any other natural products available in the tribal area;

**xxii)** “TDCC” means Tribal Development Cooperative Corporation registered under the Cooperative Societies Act of any State and will include Tribal Development Cooperative Federation and any State level Agency registered under such Act(s) and dealing in marketing, procurement, processing of tribal products in the tribal area; **xxiii)** “Tribal Area” means an area notified as tribal area by any notification of Central/State Govt;

**(xxiv)** “Ultimate Beneficiaries” means Tribal farmers, tribal farm labourers, tribals collecting natural products, tribal craftsmen, tribal artisans or any other segment or organisation of tribal society involved in collection, processing, marketing and/or trade of tribal products and/or are engaged with any activity connected with the same.

### **Objects:**

**3.1. The main objects of TRIFED shall be to serve the interests of its members in more than one State for the social and economic betterment of its members by conducting its affairs in professional, democratic and autonomous manner through self help and mutual cooperation for undertaking marketing development of the tribal products.**

3.2. In furtherance of the above main objects, TRIFED may render one or more of the following services which are indicative but not limited to:

- i) to facilitate, coordinate and promote the marketing of the tribal products by its members;
- ii) to undertake/promote on behalf of its members/institutions or the Govt. or Govt. organisations, inter-State, intra-State and international marketing of tribal products;
- iii) to act as agency for canalisation of export and import and facilitate, wherever necessary inter-State trade of tribal products under any Scheme formulated by Govt. of India or any other State agencies;
- iv) to develop market intelligence related to supply, demand, price trends, supply/market chain, value addition and processing facilities, product quality specifications, product applications, market trends, buyers for the tribal products and disseminate the information to the members as well as planners, researchers and associate organisations and business circles etc.;
- v) to assist in capability & capacity building of the members relating to the marketing development of the tribal products;
- vi) to provide consultancy and advisory services to the members relating to the activities in furtherance of their objectives;
- vii) to act as advisors, consultants and project managers to Govt. projects relating to marketing development of Tribal Products in the form of capacity building, infrastructure development and special programs;

- viii) to expand and extend the markets for Tribal Products through marketing development and promotion programs;
- ix) to assist in the development of new products through product development, product innovation, product designs, new product applications and special R & D drives for tribal products;
- x) to collaborate, network, associate with similar and allied international bodies in Trade Fair, Tribal product marketing development, Tribal Research, Tribal Funding Agencies to further the interests of Tribal Product marketing;
- xi) to collaborate, network, associate with similar and allied international bodies/agencies, societies, NGOs, Co-operatives, Foundations, and Trusts, organisations (Private and Government) and institutions to further the development of Tribal Products marketing;
- xii) to promote creation of supply/market infrastructure like Warehouses, Marketing Yards, Auction Platforms, Cold Storages, Container systems, Transport logistics etc. through private and Government initiatives;
- xiii) to provide advisory support to Governments in matters relating to Tribal Products marketing development in the context of Legislation, Taxation, Infrastructure development, Market Mechanism, Quality specifications, Fair Trade, Minimum Support Interventions, Market Interventions, Regulations, Regional & Economic Development and other related issues;
- xiv) to strive for development of Fair trade mechanism for Tribal products & marketing thereof;
- xv) to develop quality specifications and quality preservation systems for tribal products in collaboration with all related organisations/departments/ institutions;
- xvi) to initiate & promote creation of technologies and infrastructure for basic Value addition on the tribal products;
- xvii) to formalize and organize the market for tribal products by bringing all functionaries together with – members, buyers, facilitators, processors & sellers to harness global synergy advantages;
- xviii) to develop and take up activities for Tribal HRD on Fair price, Supply Quality, Supply Productivity and processes of interface and self help process building;
- xix) to develop and initiate implementation of mechanisms (informed basis) across the supply and market end to minimize distress sales, price volatility of tribal products;
- xx) to take up the issues relating to protection of intellectual properties rights and develop markets for tribal cultural traditional products, technologies, designs and processes;
- xxi) to arrange finances for itself and its support activities and strive towards self sustenance in achieving its main objects;

- xxii) to identify items of minor forest produce (MFP) in different States to be brought under the ambit of the cooperative marketing and make recommendations for fixation of minimum prices of such MFP in the tribal areas by each State;
- xxiii) to act as Warehousing Agent under the Warehousing Act and own and construct its own godowns and cold storages;
- xxiv) to act as an agent of any Govt. Agency/Cooperative/ Institution for the purchase, import, storage, processing, production, distribution, marketing, export etc. of tribal products;
- xxv) to organise seminars, workshops, conferences, exhibitions, trade-fairs and such other activities within the country and abroad to further the objects of TRIFED;
- xxvi) to undertake sale promotion, publicity and advertising to further the object of marketing development of tribal products; xxvii) to organise cooperative education programme for members; xxviii) to provide funds for such cooperative education programme; xxix) to promote harmonious relations amongst member co-operatives; xxx) to help member co-operatives to settle disputes among themselves;
- xxxi) to undertake business services on behalf of its member co-operatives, if specifically required by or under the resolution of the general body or the board, or bye-laws of a member co-operative;
- xxxii) to provide management development services to a member co-operative; xxxiii) to evolve code of conduct for observance by a member co-operative; xxxiv) to evolve viability norms for a member co-operative; xxxv) to provide legal aid and advice to a member co-operative; xxxvi) to assist member co-operative in organising self-help;
- xxxvii) to develop market information system, logo brand promotion, quality control and technology upgradation;
- xxxviii) to promote setting up of agricultural farms in tribal areas by helping in acquiring or taking on lease land from Government Institutions and other agencies for research and development of tribal products;
- xxxix) to set up Institutes for training to members and tribal beneficiaries for upgradation of their skills related to the tribal products;
- xl) to establish Branch Offices and Sales Outlets in India and abroad; xli) to promote setting up of units for production/value addition of tribal products;

- xlii) to promote subsidiary institutions for the purpose of furthering the objects of TRIFED;
- xliii) to subscribe to the share capital of other Cooperative Institutions as well as public joint sector enterprises if and when considered necessary for fulfilling TRIFED's objects;
- xliv) to maintain common cadres/pools of managerial and technical personnel required by members and associates engaged in marketing/processing/supply of tribal products;
- xlvi) to undertake distribution of surplus profits, if any, to the ultimate beneficiaries and members, subject to the provision of the Act and the Rules made thereunder;
- xlvi) to acquire, take on lease or hire lands, building, fixtures, vehicles and other property and to sell, give on lease or hire them for the business of TRIFED;
- xlvi) to do all such things or undertake such other business or activities as may be incidental or conducive to the attainment of the objects of TRIFED; xlviii) TRIFED shall take all steps necessary to:
  - conduct its affairs with professional management;
  - solicit participation of the Cooperative Societies in terms of contribution to equity and participation in the Business;
  - give effect to the provisions in letter and spirit of the Act to ensure democratic functioning of TRIFED;
  - social and economic betterment of its members and for greater functional autonomy.

#### **4. Membership:**

- 4.1 The membership of the TRIFED shall be open to the following:
  - 4.1.1. State level Tribal Cooperative Federations/Corporations;
  - 4.1.2. Any State level Cooperative Corporations/ Federations dealing with tribal products and having atleast 25% of their membership constituted by tribals;
  - 4.1.3. Any other District/primary level Cooperative Society including the commodity specialised Cooperative Society dealing with tribal products and having atleast 25% of their membership constituted by tribals;
  - 4.1.4. Government of India;
  - 4.1.5. National Cooperative Development Corporation;



- 4.1.6. National Cooperative Societies/Federal Cooperatives;
- 4.1.7. Any Corporation owned or controlled by the Central/State Government dealing with tribal products/welfare;
- 4.1.8. Any Central/State Government Company as defined in Section 617 of the Companies Act, 1956 dealing with tribal products/welfare;
- 4.1.9. Such class or classes of persons or association of persons as may be permitted by the Central Registrar having regard to the objects and activities of TRIFED;
- 4.1.10. . No individual person shall be eligible for admission as a member of TRIFED;
- 4.1.11. . It shall be the duty of every member of TRIFED to promote and protect the interests and objects of TRIFED.

4.2 . **Nominal or Associate Member:** Such other societies/ institutions not covered by Bye-law 4.1 above with whom TRIFED may like to get associated for furtherance of TRIFED's objects and activities, provided the application for admission to such membership is received along with the application fee of Rs.5,000/- and is duly accepted by the Board of Directors, may be admitted as nominal members or associate members of TRIFED. Such application fee shall not be refundable in any case. No such nominal or associate member shall, however, be entitled to subscribe to the shares of TRIFED or have any interest in the management thereof including right to vote, elect as a director of the Board or participate in the general body meetings.

## **5. Procedure for admission of members and allotment of Shares :**

- 5.1 Application for admission as a member of TRIFED, shall be made to the MD TRIFED in the form, if any, specified by TRIFED for the purpose.
- 5.2 Every application for membership shall be disposed of by the Board of Directors within a period of four months from the date of the receipt of the application who shall have power to grant or refuse admission. The decision of TRIFED (whether admission or refusal) shall be communicated to the applicant within fifteen days from the date of such decision. In case of refusal, reasons thereof shall be recorded and communicated to the applicant.

Provided that if the application is not disposed of within the aforesaid period or the decision is not communicated to the applicant within a period of fifteen days of the expiry of aforesaid period of four months, TRIFED shall be deemed to have made a decision, on the date of expiry of such period, refusing admission to the applicant.

- 5.3 Application must be accompanied with an application fee of Rs.500/- which shall not be refundable in any case.
- 5.4 No applicant shall be admitted as a member of TRIFED by the Board of Directors unless the applicant has purchased the minimum numbers of shares and paid the value thereof in full or in part in such calls as laid down hereinafter in these Bye-laws and has fulfilled all other conditions laid down in the Act, the Rules and the Byelaws.
- 5.5 The Board may, from time to time, make such call or calls, as it may deem fit, in respect of the amounts remaining unpaid on the shares held by the members. Every member shall pay such call money within the period mentioned in the call notice.
- 5.6 If a member fails to pay the amount within the period specified in the call notice, TRIFED shall issue another notice informing the member that in the event of non payment of call money within 30 days of the notice, the shares in respect of which such notice is issued, will be liable to be forfeited by TRIFED,
- 5.7 If a member does not pay the call amount even within the time specified in the second notice aforesaid, the Board of Directors may, by a resolution, order the forfeiture of the shares in respect of which the notice was issued.
- 5.8 Every forfeited share shall be the property of TRIFED, and may, at any time be sold or allotted or otherwise disposed of in such manner as the Board may deem fit, provided, however, that at any time before the disposal of the shares, the Board may cancel such forfeitures on such terms and conditions as it thinks fit.
- 5.9 If the applicant is a multi State Cooperative Society or a Cooperative Society or the national cooperative society or any other corporation owned or controlled by the Government or any Government company or body of persons whether incorporated or not, the application for membership shall be accompanied by a resolution authorising it to apply for such membership.
- 5.10 A Share Certificate duly signed by the Chairman or Vice-Chairman and the Managing Director and with the seal of the TRIFED shall be issued to every member for the share or shares taken by the member after it has subscribed to the full value of the share or shares.
- 5.11 If the Share Certificate is either lost, destroyed or damaged, a duplicate may be issued by TRIFED with the approval of the Board after obtaining an indemnity bond in this behalf from the shareholder. In such a case, member will have to notify to the Managing Director within three months of the loss, destruction or damage giving circumstances of the case. For every duplicate certificate issued under this Bye-law, a fee of Rs. 100/- shall be collected.
- 5.12 The Board may, on application by a member:

- i) approve conversion of shares allotted to it or a part thereof into those of other denominations subject to such conditions as the Board may decide to impose;
- ii) consolidate all or some of the partly paid shares already allotted to members.

## **6. Withdrawal and Resignation of Membership:**

- 6.1 No member shall be permitted to withdraw any of the shares held by it in TRIFED or to resign its membership of TRIFED within 5 years from the date on which it was admitted as a member. In case of withdrawal of membership, such members will be free to sell their shares to any other members.
- 6.2 The letter of resignation of a member shall be addressed to the MD of TRIFED and such resignation shall take effect from the date on which the resignation is accepted by the Board of Directors. The decision of the Board shall be communicated within a period of one month of the date of decision of the Board.

## **7. Disqualification for Member:**

No person shall be eligible for being a member of TRIFED, if:

- a) his business is in conflict or competitive with the business of TRIFED; or
- b) he used for two consecutive years the services below the minimum level as may be specified by the Board from time to time; or
- c) he has not attended three consecutive general meetings of TRIFED and such absence has not been condoned by the members in the general meeting; or
- d) he has made any default of payment of any amount to be paid to TRIFED;

## **8. Expulsion of Members**

- 8.1. TRIFED may, by resolution passed by a majority of not less than two-thirds of the members present and voting at a general meeting of members held for the purpose, expel a member for acts which are detrimental to the proper working of TRIFED;

Provided that the member concerned shall not be expelled unless he has been given a reasonable opportunity of making representation in the matter.

- 8.2. No member of TRIFED who has been expelled, shall be eligible for readmission as a member of TRIFED, for a period of one year from the date of such expulsion;

## **9. Fund:**

- 9.1. TRIFED may raise funds from one or more of the following sources:

- a) Share Capital;
- b) Subject to the provisions of Sections 67 of the Act, by receiving deposits, raising loans and receiving grants, accepting funds or borrowing funds, issuing nonconvertible debenture or other instruments;
- c) Fees/service charges, as permissible as per the Act, the Rules and the Bye-laws;
- d) By requesting for Government aid as per Section 61 of the Act.

## **10. Share Capital:**

10.1 The authorised share capital of TRIFED shall be Rs.300 Crores consisting of the following categories of shares:

- i) 8,000 Shares with face value of Rs.1 Lakh each to be allotted generally to the members admitted under Bye-laws No.4.1.4, 4.1.5, 4.1.6,4.1.7 & 4.1.8, as are willing to subscribe to the shares voluntarily;
- ii) 40,000 Shares with face value of Rs.25,000/- each to be generally allotted to members admitted under the Bye-laws No.4.1.1 & 4.1.2, as are willing to subscribe to the shares voluntarily;
- iii) 1,00,000 Shares with face value of Rs.10,000/- each to be generally allotted to members admitted under the Bye-laws No.4.1.3 (District level) as are willing to subscribe to the shares voluntarily;
- iv) 2,00,000 Shares with face value of Rs.1,000/- each to be generally allotted to members admitted under the Bye-laws No.4.1.3 (Primary/Village level) as are willing to subscribe to the shares voluntarily;

Provided that members mentioned in Sub clause (ii), (iii)and (iv) are eligible for the allotment of higher denomination shares, if they so desire.

Provided 39,921 Shares of Rs.25,000/- each and 183 Shares of Rs.10,000/- each already issued, shall not be disturbed and shall form part of the total of the authorised Share Capital of TRIFED as aforesaid.

10.2. Every member shall subscribe to minimum five shares. At the time of application, the applicant shall remit atleast 20% of the value of Shares to be subscribed by the Applicant as well as the

application fee. However, the rights of the members will only be available if they achieve the basic minimum level of utilisation of the services of TRIFED as may be determined by the Board from time to time. However, the 20% of the value as aforesaid will be refunded to the applicant if he is not admitted as a member of TRIFED.

Provided that the existing members of TRIFED will continue to be eligible for being members and for contesting election to the members of the Board provided that they pay the membership fee within 12 months of the first general body meeting to be held under the provisions of the amended Bye-laws.

- 10.3 The value of share(s) may be paid in one lumpsum or in installments as may be permitted by the Board.
- 10.4 No member, other than the members mentioned at Bye-laws No.4.1.4, 4.1.5, 4.1.7 & 4.1.8 or a multi state cooperative Society, or a cooperative society, shall hold more than one-fifth of the total Share Capital of TRIFED.
- 10.5 Every member, except Government of India and the National Cooperative Development Corporation, shall pay the application fee for admission as specified.
- 10.6 A share certificate bearing a distinct number shall be issued for every share or shares allotted.

## **11. Retirement of Shares and Transfer of Shares.**

- 11.1. TRIFED shall periodically retire the Shares held by the members mentioned at Byelaws No.4.1.4, 4.1.5, 4.1.7 & 4.1.8 to the extent that the cooperative members subscribe to the equity of TRIFED in order to facilitate greater participation and representation of cooperative members in TRIFED.
- 11.2. A member may, with the approval of the Board of Directors, transfer its shares to another member or to a non-member who is eligible for membership of TRIFED. A fee of Rs.100/- per share shall be payable to TRIFED for such transfer.

Provided that no such share transfer fee shall be levied in cases:

- a) Where the shares of liquidated, amalgamated or divided societies are transferred to other member societies, or
- b) where part-paid shares of member societies are transferred to other member societies for purposes of clearance of backlog of calls in arrears of TRIFED.

## **12. Liability :**

- 12.1 The liability of the members of TRIFED for meeting any deficit in the assets of TRIFED in the event of its being wound up, shall be limited to the extent of their share holdings including unpaid amount.

**13. General Body:**

- 13.1 General Body of TRIFED shall consist of one representative from each of the members admitted under Bye-law 4.1.
- 13.2 The ultimate authority in all matters relating to the administration of TRIFED shall vest in the General Body provided that the General Body shall not interfere with the exercise by the Board or any officer of any power conferred on them by these Byelaws.
- 13.3 Every member society, the Central Government and other organisations eligible to send representatives as per Bye-law 13.1 above shall supply certified copies of the relevant resolutions of the competent authority or copies of the instrument of nomination to the Managing Director of TRIFED clearly specifying the period for which such nominees/representatives will continue to represent them.

**14. Meeting of the General Body**

- 14.1 The Annual General Meeting of the General Body shall be called once in a year within six months after the close of the cooperative year i.e. 31<sup>st</sup> March each year.
- 14.2 Annual general meeting shall be called by the Board of Directors not later than six months after the close of corresponding year. Fourteen days' clear notice in writing shall be given stating the date, time and place of the meeting.
- 14.3 Meeting of the General Body shall be presided over by the Chairperson and in his absence the Vice-Chairperson of the Board provided the Chairperson/ViceChairperson is a member of the General Body, otherwise members of General Body shall elect from amongst the members present a Chairperson of the meeting.
- 14.4 A minimum of one-fifth of the total number of members of general body of TRIFED for the time being, shall form the quorum at the General Body meeting. No business shall be transacted at any general meeting unless there is a quorum at the time when the business of the meeting is due to commence. If within half-an hour from the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned, provided that a meeting which has been called on requisition of members shall not be adjourned but dissolved. If at any time during the meeting sufficient number of members are not present to form the quorum the Chairperson or the member presiding over the meeting, on his own, or on his attention being drawn to this fact, shall adjourn the meeting and the business that remains to be transacted at this meeting, if any, shall be disposed of in the usual manner at the adjourned meeting.

- 14.5 When a meeting is so adjourned, the adjourned meeting shall be held either on the same day or on such date, time and place as may be decided by the Chairperson or the member presiding over the meeting, but within seven days from the date of adjourned meeting. No business shall be transacted at any adjourned meeting other than the business on the agenda of the adjourned meeting. No quorum shall be necessary in respect of an adjourned general meeting.
- 14.6 Each member shall have one vote irrespective of the number of shares held by him. All questions before the General Body meeting will be decided by majority vote. The Chairman shall have a casting vote in the event of tie in votes.
- 14.7 Voting in general meeting will be ordinarily by raising of hands unless chairperson of the general meeting prescribes any other alternative method in any special circumstances;
- 14.8 Minutes of the proceedings of the general meeting shall be entered in a minutes book kept for the purpose and shall be signed by the Chairperson and Managing Director of the meeting. The minutes so signed shall be an evidence of the correct proceedings of that meeting.

**15. Special General Meeting of the General Body:**

- 15.1 Managing Director may, at any time, on the direction of the Board, call a special general meeting of TRIFED and shall call such meeting within one month after the receipt of a requisition in writing from the Central Registrar or from one-third of the total number of members.

**16. Powers and Functions of General Body:**

- 16.1 Subject to the provisions of the Act, the Rules and the Bye-laws, the ultimate authority of TRIFED shall vest in the general body of its members.
- 16.2 The following, among other matters, shall be dealt with by the general body in its Annual General Meeting:
- a) consideration of the audited statement of accounts,
  - b) consideration of the audit report and annual report,
  - c) consideration of audit compliance report,
  - d) disposal of net profits;
  - e) review of operational deficit, if any;
  - f) creation of specific reserves and other funds;
  - g) approval of the annual budget;
  - h) review of actual utilisation of reserve and other funds;
  - i) approval of the long-term perspective plan and the annual operational plan;
  - j) review of annual report and accounts of subsidiary institution, if any;
  - k) expulsion of members;

- l) list of employees who are relatives of members of the board or of the Managing Director;
- m) amendment of Bye-laws, if any;
- n) formulation of code of conduct for the members of the Board and officers;
- o) election of members of the Board, if any;
- p) Appointment of Auditor/Auditors from the panel of auditors as prepared by the Board of Directors or from a panel of Auditors approved by the Central Registrar to hold office from the conclusion of Annual General Meeting until the conclusion of next AGM and fix remuneration of the Auditors subject to provisions of the Act.

16.3. At every annual general meeting, the Board shall lay before the General Body a statement showing the details of the loans or goods on credit, if any, given to any of the members of the board or to the spouse or a son or daughter of a member of the board during the preceding year or outstanding against him or against such spouse or son or daughter of the member of the Board.

#### **17. Amendment of Bye-laws:**

- 17.1 Amendments to the bye-laws of TRIFED shall be made by a resolution passed by a two-third majority of the members present and voting at general meeting .
- 17.2 No such resolution shall be valid unless fifteen clear days' notice of the proposed amendment has been given to the members

#### **18. Board of Directors:**

- 18.1 The number of directors in the Board shall be 12 (Twelve). The Board may co-opt two directors in addition to 12 directors as mentioned. This will also exclude the Managing Director, TRIFED. The break up of 12 directors shall be as follows:
  - 18.1.1 **Two** representatives to be elected from amongst State level Tribal Cooperative Federations/Corporations admitted under Bye-laws No.4.1.1. However, only such members whose individual contribution as equity through admission/additional contribution to TRIFED is atleast Rs.25 Lakhs on the date of the election to the Board, shall be eligible to be elected to the Board of TRIFED.
  - 18.1.2 **One** representative to be elected from amongst State level Coop. Corporations/ Federations admitted under Bye-laws No.4.1.2. However, only such members whose individual contribution as equity through admission/additional contribution to TRIFED is atleast Rs.25 Lakhs on the date of the election to the Board, shall be eligible to be elected to the Board of TRIFED.
  - 18.1.3 **One** representative to be elected from amongst Corporations owned/controlled by the Government and Government Companies, admitted under Bye-laws No.4.1.7 and 4.1.8. However, only such members whose individual



contribution as equity through admission/ additional contribution to TRIFED is atleast Rs.25 Lakhs on the date of the election to the Board, shall be eligible to be elected to the Board of TRIFED.

18.1.4 **One** representative to be elected from amongst State level Tribal Development Cooperative Corporations/Federations or any other State Level Coop. Federations/ Corporations, admitted under Bye-laws No. 4.1 from North-Eastern States of the country, dealing with the tribal products. However, only such members whose individual contribution as equity through admission/additional contribution to TRIFED is atleast Rs.5 Lakhs on the date of the election to the Board, shall be eligible to be elected to the Board of TRIFED.

18.1.5 **One** representative to be elected from amongst any other Cooperative Societies and other members admitted under Bye-laws No.4.1.3. However, only such members whose individual contribution as equity through admission/additional contribution to TRIFED is atleast Rs.5 Lakhs on the date of the election to the Board, shall be eligible to be elected to the Board of TRIFED.

18.1.6 Not more than **three** persons to be nominated as members in the Board by the Central Govt. based on equity share capital held by the Central Govt. i.e. one member if the equity share capital is less than 26%, two members if the equity share capital is 26% or more but less than 51%; and three members if the equity share capital is 51% or more of the total issued share capital.

Provided that the number of such nominated persons shall not exceed one-third of the total number of members of the Board.

Provided further where the Central Govt. or State Govt. has guaranteed the repayment of principal and payment of interest on Debentures issued by TRIFED or has guaranteed the repayment of principal and payment of interest on loans and advances to TRIFED or has given any assistance by way of Grant or otherwise to

TRIFED, the Central Govt. or State Govt. in this behalf, as the case may be, or any person authorised by the Central Govt., shall have the right to nominate person on the Board of TRIFED in the manner as may be prescribed.

Provided that Central Government may prefer to nominate such non-official person from amongst the tribals.

18.1.7 **One** nominee of the National Cooperative Development Corporation

18.1.8. **One** representative to be elected from amongst National Cooperative Societies admitted under Bye-laws No. 4.1.6. However, only such members whose individual contribution as equity through admission/ additional contribution to TRIFED is atleast Rs.25 Lakhs on the date of the election to the Board, shall be eligible to be elected to the Board of TRIFED.

18.1.9 The Board may co-opt as Directors two eminent experts/ professionals in the field highly relevant to fulfillment of TRIFED's objects and the nature of services to be provided by TRIFED to its members.

18.1.10. The Managing Director appointed by the Board shall be Chief Executive of TRIFED and be a member of the Board.

18.1.11. Election/nomination of the members of the Board shall be in accordance with the provisions of the Act and the Rules made thereunder.

## **19. Term of Office of Members of the Board**

19.1 The term of office of the elected members of the Board shall be three years from the date of elections, provided that they shall continue to hold office till their successors are elected under the provisions of the Act or the Rules or the Bye-laws and assume charge of their office.

19.2 A member of the Board who is nominee of the Government shall hold office during the pleasure of the Government by which he has been so nominated.

19.3 Elected members of the Board shall be eligible for re-election.

19.4 No person shall be eligible to be elected as a member of the Board unless he is a member of the general body of TRIFED.

19.5 No member of the Board shall be present at a meeting when any matter in which he is personally interested is being discussed, nor shall he vote thereupon.

## **20. Disqualifications for being a Member of Board:**

20.1 A member of TRIFED shall not be eligible for being chosen as, or for being, a member of the Board of TRIFED if:

20.1.1. he resigns and his resignation is accepted by the Board;

20.1.2. he is retained or employed as a legal practitioner on behalf of or against TRIFED or on behalf of or against any member of TRIFED;

20.1.3. he is concerned or participates in the profits of any contract with TRIFED;

20.1.4. he has been convicted for an offence involving moral turpitude;

20.1.5. he has interest in any business of the kind carried on by TRIFED;

20.1.6. he holds any office or place of profit under TRIFED, except the Managing Director or such full-time employee of TRIFED as may be notified by the Central Government from time to time or a person elected by the employees of TRIFED to represent them on the Board;

- 20.1.7. he absents himself from three consecutive Board meetings or from three consecutive general body meetings and such absence has not been condoned by the Board or the members in the general body, as the case may be;
- 20.1.8. he ceases to represent the affiliated cooperative or other institution in the GeneralBody of TRIFED;
- 20.1.9. he ceases to be nominee of the Government or institution nominating him;
- 20.1.10. he has been adjudged by a competent court to be insolvent or of unsound mind;
- 20.1.11. the institution which nominated him is suspended from membership ofTRIFED or ceases to exist;
- 20.1.12. the institution which nominated him commits any default in thepayment of any amount due in cash or kind to the TRIFED for a period exceeding 6 months and the Board counts it as a serious default;
- 20.1.13. he has been a member of TRIFED for less than twelve months immediately preceding the date of such election or appointment;
- 20.1.14. he has taken loan or goods on credit from TRIFED or is otherwise indebted to TRIFED and after the receipt of a notice of default issued to him by TRIFED, has defaulted in repayment of loan or debt or the price of such goods;
- 20.1.15. he is a person against whom any amount due under the decree, decision or order is pending recovery under the Act;
- 20.1.16. if he is disqualified for being a member under Section 29 of the Act or has been expelled as a member under Section 30 of the Act.

## **21. Removal of elected members of the Board**

- 21.1 An elected member of the Board, who has acted adversely to the interest of TRIFED, may on the basis of a report of the Central Registrar or otherwise be removed from the Board upon a resolution of the general body passed at its meeting by a majority of not less than two-third of the members present and voting at the meeting.

Provided that the member concerned shall not be removed unless he has been given a reasonable opportunity of making a representation in the matter.

## **22. Chairperson & Vice-Chairperson of Board**

- 22.1 There shall be a Chairperson and a Vice Chairperson elected by the members of the Board from among themselves in accordance with the provisions of the Act, Rules and the Bye-laws. The Chairperson and in his absence, the Vice Chairperson shall preside over the meeting of the Board of Directors.
- 22.2 The term of the office of the Chairperson or Vice-Chairperson shall be co-terminus with the term of elected members of the Board unless Chairperson or Vice-Chairperson ceases to be a Director earlier. In case of any vacancy within this period, the Board shall fill up the vacancy through re-election for the unexpired term of the Board.
- 22.3 No person shall be eligible to hold, at the same time, office of a Chairperson or ViceChairperson on the Board of more than two multi-State cooperative societies (one being TRIFED).
- 22.4 No member of Board shall be eligible to be elected as Chairperson of TRIFED, after he has held the office, as such during two consecutive terms, whether full or part, provided that a member who has ceased to hold the office of the Chairperson continuously for one full term shall again be eligible for election to the office as such. Further, where any member holding the office of the Chairperson at the commencement of the Act is again elected to that office after such commencement, he shall be deemed to have held office for one term before such election.
- 22.5 No member of the Board shall be eligible to be elected as Chairperson and ViceChairperson of TRIFED if such member is a Minister in the Central Government or a State Government.

## **23. Meetings of the Board:**

- 23.1 The Managing Director shall convene the meetings of the Board at the instance of the Chairperson.
- 23.2 The meetings of the Board of Directors shall be held atleast once in every quarter, provided total number of meetings shall not ordinarily exceed six in a year.
- 23.3 The two weeks notice shall ordinarily be given for the meetings of the Board.
- 23.4 The quorum for the meeting of the Board shall be one-third of the total strength.
- 23.5 The Chairperson of the Board and in his absence, the Vice Chairperson shall preside over the meeting of the Board. In the absence of both Chairperson and the ViceChairperson, the members of the Board present in the meeting shall elect from among themselves any other member to preside over the meeting.

23.6 All questions in the meetings of the Board shall be decided by majority of the members of the Board present and voting. Each member of the Board shall have one vote.

## **24. Powers and functions of the Board:**

24.1 The Board of TRIFED shall have such powers as are considered necessary or expedient for the purpose of carrying out its functions under the Act and Rules made thereunder. Without prejudice to the generality of foregoing powers, such powers shall include the power:

- i) to admit members;
- ii) to interpret the organisational objectives and set up specific goals to be achieved towards these objectives;
- iii) to make periodic appraisal of operations;
- iv) to appoint and remove Managing Director and such other employees of the society as are not required to be appointed by the Managing Director;
- v) to make provisions for regulating the appointment of employees of the TRIFED and the scales of pay, allowances and other conditions of service including disciplinary action against such employees;
- vi) to place the annual report, annual financial statements, annual plan and budget for the approval of the General Body;
- vii) to consider audit and compliance report and place the same before the General Body; viii) to acquire or dispose of immovable property; ix) to review membership in other Cooperatives;
- x) to approve annual and supplementary budget;
- xi) to raise funds for the business of TRIFED as per the Bye-laws No.9, to determine the terms and conditions thereof and to charge the assets, properties etc. of TRIFED as security for loans that may be raised by it;
- xii) to sanction loans to the members ;
- xiii) to authorise convening of Meetings of the General Body; xiv) to fill any vacancy or vacancies in the Board by co-option;
- xv) to recommend Annual & Supplementary Budgets for approval by the General Body; xvi) to decide matters relating to withdrawal, transfer and forfeiture of shares;
- xvii) to determine terms and conditions of collaboration with cooperatives and others in India and abroad; xviii) to settle the terms and conditions regarding retirement of share capital contributed by the Government of India and National Cooperative Development Corporation;
- xix) to authorise person or persons to sign on TRIFED's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents;
- xx) to appoint trustee or trustees, attorney or attorneys, agent or agents for the business of TRIFED;
- xxi) to refer any claim or demand by or against TRIFED for arbitration and to observe and perform the awards;

- xxii) to frame regulations for the election of delegates to the General Body, Members to the Board of Directors and for the conduct of Meetings of the General Body and the Board of Directors as per the Act and Rules framed thereunder;
- xxiii) to sanction contracts of all values unless otherwise provided for in these Bye-laws;
- xxiv) to constitute an Executive Committee and other Committees or Sub-Committees as may be considered necessary and delegate to them such powers as may be appropriate provided that other Committees or Sub-Committees other than the Executive

Committee shall not exceed three;

- xxv) to recommend to the General Body the panel of auditors and their remuneration;
- xxvi) to examine and formulate the terms for the formation and continuance of subsidiary institutions and all matters related and incidental to it;
- xxvii) to take decisions regarding investment of funds of TRIFED in excess of the powers delegated to the Managing Director;
- xxviii) to approve payment of Ex.gratia amounts to the employees of TRIFED; xxix) to frame policy, rules and guidelines for day to day administration on the advice of the Managing Director;
- xxx) to delegate powers as deemed fit to officer(s) of TRIFED;
- xxxi) to accept or reject the resignation from the members of the Board of Directors;
- xxxii) to fix terms of honorarium and TA & DA rules for the Directors.
- xxxiii) to open offices, branches anywhere in India or abroad to further the business and objects of TRIFED;
- xxxiv) to grant business incentives with the object of promoting marketing development of tribal products;
- xxxv) the Board of Directors shall be competent to make adhoc grants from out of its general funds for common good or any other fund created for the purpose for any cause of national importance;
- xxxvi) to transact any allied business as deemed fit to further the object of TRIFED in accordance with Bye-laws, Act and Rules and Government policies;
- xxxvii) to recommend to the General Body distribution of profits, if any;
- xxxviii) to take such other measures or to do such other acts as may be prescribed or required under the Act or the bye-laws or as may be delegated by the General Body.

## **25. Minutes of the proceedings of the General Meeting and Board and other Meetings:**

- 25.1 Minutes of all proceedings of every general meeting and of all proceedings of every meeting of the Board or of every Committee of the Board shall be kept and maintained strictly in accordance with the provisions of Section 110 of the Act. Minutes of meeting kept in accordance with the provisions of Section 110 shall be evidence of proceedings recorded therein.

- 25.2 A list of representatives of members on roll of TRIFED who are qualified to vote at the General meeting of TRIFED shall be maintained and the same shall be brought up-to-date at least 30 days in advance of each meeting.
- 25.3 A list of representatives of the members shall be maintained with reference to the resolution of the member institutions starting the period for which he is deputed as the representative. The name of the Government nominees and others should be taken from the order nominating them and with reference to the period for which they are nominated.
- 25.4 Registers of all important records including share register shall be maintained by the Board which shall be inspected periodically.

## **26. Executive Committee**

- 26.1 The Board of Directors shall constitute an Executive Committee to carry out tasks assigned and may delegate any of its powers, duties and functions to it. The Executive Committee shall function under the overall control of the Board of Directors.
- 26.2 The Executive Committee shall consist of the following:
- i) Chairperson of the Board of Directors
  - ii) Vice-Chairperson of the Board of Directors,
  - iii) Three Directors including one representative from the Govt. of India to be elected by the members of the Board.
  - iv) Managing Director of TRIFED
- 26.3 The number of members of the Executive Committee shall not exceed six (6).
- 26.4 The Executive Committee shall be responsible for the efficient management of the TRIFED's activities towards attainment of objects of TRIFED. It shall have the following duties and responsibilities, subject to the overall control and authority of the Board of Directors:
- 26.5 to examine and recommend to the Board, the budget estimates;
- 26.6 to approve all investment proposals of capital nature upto the limit of Rs.15 Crores;
- 26.7 to create posts as per the rules applicable to TRIFED;
- 26.8 to authorise execution of documents for and on behalf of the TRIFED and authorise the use of Common Seal of the TRIFED as provided for in Bye-laws No. 1.5.

- 26.9 to approve all revenue expenses and purchases which exceed the powers vested in the Managing Director under the Bye-laws;
- 26.10 to negotiate the compromise, in any case of dispute or out of court settlement upto Rs.50 Lakhs;
- 26.11 The Executive Committee shall meet at such time and place as is considered necessary. A week's notice shall ordinarily be given for a Meeting of the Executive Committee. The meeting of the Executive Committee shall be convened by the Managing Director. The quorum of the meeting shall be four;
- 26.12. The Chairperson shall preside over the meetings. In his absence, Vice-Chairperson will preside. In absence of both, if the quorum is complete, the Managing Director will preside;
- 26.13. All questions arising at any Meeting shall be decided by a majority vote of Members present and in case of equity of votes, the matter shall be referred to the Board of Directors;
- 26.14. Proceedings of the meeting shall be maintained and each proceeding shall be signed by the Chairman of the meeting;
- 26.15 Monitoring of corporate, functional, divisional or activity wise health of the organisation;
- 26.16 Review of physical and financial progress under individual schemes and of the TRIFED as a whole, suggesting remedial and corrective steps where necessary, and
- 26.17 Such other items as are delegated to it or entrusted to it by the Board.

## **27. Finance Committee:**

The Board of Directors will constitute a Finance Committee consisting of the Chairperson, one Director representing Govt. of India, one Director representing elected members of the Board, Financial Adviser, Ministry of Tribal Affairs and Managing Director, TRIFED.

It will have the following duties and responsibilities subject to the overall control and authority of the Board of Directors:

- to advise the Board about raising of the funds and investment of funds;
- to advise the Board about appointment of Statutory Auditors;
- to approve all investments of Capital nature upto the limit of Rs. 5.00 Crores;
- Oversee the TRIFED's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Reviewing with Management the annual financial statements before submission to the Board, focussing primarily on:



- Any changes in accounting policies and practices;
  - Major accounting entries based on exercise of judgement by Management;
  - Compliance with accounting standards;
  - The going concern assumption;
  - Observations/comments of the Auditors in draft audit report and Action report.
- Reviewing the half yearly and annual financial statement before submission to the Board, and also ensuring compliance of internal control system;
  - Review with the Management, external and internal auditors, the adequacy of internal control system;
  - Holding periodical discussions with the Auditors about the scope of audit including the observations of the Auditors;
  - Reviewing the adequacy of internal finance function, including the structure of the internal Finance/Audit Department, staffing and reporting structure, coverage and frequency of internal audit;
  - Discussion with internal Auditors on any significant findings and follow up thereon;
  - Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

The Finance Committee shall have the authority to investigate into any matter in relation to the items falling under its scope of work or referred to it by the Board.

**28. Managing Director Appointment:**

- 28.1. The Managing Director shall be appointed by the Board and shall be the Chief Executive of TRIFED and be a full time employee of TRIFED.
- 28.2. The Managing Director shall be a member of the Board, the Executive Committee and the Finance Committee or such other Committees or sub Committees as may be constituted under Sub Section 1 of the Section 53 and or prescribed in the Bye-laws.
- 28.3. Where the Central Govt. holds fifty one percent or more of the equity Share Capital or of total shares of TRIFED, the salary and allowances payable to and other terms and conditions of service including pension, gratuity and other retirement benefit of the Managing Director shall be such as may be prescribed.

**Powers and functions of the Managing Director:**

- 28.4. The Managing Director shall under the general superintendence, direction and control of the Board, exercise the powers and discharge the functions specified below, namely
  - 28.4.1 Day-to-day management of the business of TRIFED.

- 28.4.2 Operating the accounts of TRIFED and be responsible for making arrangements for safe custody of cash.
- 28.4.3 Signing on the documents for and on behalf of TRIFED.
- 28.4.4 Making arrangements for the proper maintenance of various books and records of TRIFED and for the correct preparation, timely submission of periodical statements and returns in accordance with the provisions of this Act, the Rules and the Bye-laws.
- 28.4.5 Convening meetings of the general body of TRIFED, the board and the Executive Committee and other committees or sub-committees constituted under sub-section (1) of Section 53 and maintaining proper records for such meetings. However, he shall have no right to vote in the matters pertaining to elections of the Members of the Board of TRIFED and in any general meeting convened for framing the Bye-laws of TRIFED or any amendments thereof.
- 28.4.6 Making appointments to the posts in TRIFED in accordance with the byelaws.
- 28.4.7 Assisting the board in the formulation of policies, objectives and planning.
- 28.4.8 Furnishing to the board periodical information necessary for appraising the operations and functions of TRIFED.
- 28.4.9 Appoint the person to sue or be sued on behalf of TRIFED.
- 28.4.10 Present the draft annual report and financial statements for the approval of the board within thirty days of closure of the financial year.
- 28.4.11 To attend the meetings of the Board, its committee(s) and take necessary steps to implement the decisions taken including those relating to purchase, sale and storage.
- 28.4.12 To conduct inspection of books and records of TRIFED at regular intervals and arrange timely inspection of books and records by various authorities empowered to do so under the Act, Rules and Bye-laws.
- 28.4.13 To institute, conduct, defend, compound or abandon any legal proceedings by or against TRIFED or its employees or otherwise, concerning the affairs of TRIFED and also to compound and allow time for repayment of any claims or demand by or against TRIFED.
- 28.4.14 To certify copies of entries in the books under the Act.
- 28.4.15 to incur expenditure within the approved budget estimates.
- 28.4.16 To arrange to keep in safe custody all the registers, papers and other property of TRIFED.
- 28.4.17 To arrange for proper investment of funds of TRIFED subject to the provisions of the Act, Rules and directions of the Board of Directors.

- 28.4.18 He may delegate all or any power, authority and discretion vested in him to an employee(s) of TRIFED subject to the ultimate control and authority being retained by him.
- 28.4.19 To determine powers, duties and responsibilities of the employees of TRIFED for ensuring proper conduct of the business of TRIFED.
- 28.4.20 Subject to those Bye-laws and Rules framed from time to time and decision of the Board of Directors he shall have the power of appointment, suspension and punishment of employees of the Federation and grant them leave, increments and other perquisites.
- 28.4.21 To incur contingent expenditure not exceeding Rs.25,000/- in each case subject to a maximum of Rupees one lakh in a financial year.
- 28.4.22 Performing such other duties, and exercising such other powers, as may be specified in the bye-laws of TRIFED.
- 28.4.23 The Managing Director shall be competent to take decisions as are of urgent nature affecting the policy of TRIFED, in the interregnum between the Board/General Body meetings. Such matters shall be placed before the next meeting concerned, as the case may be, for consideration and decision.

## **29. Distribution of Profits:**

Subject to the provisions of the Act and Rules framed thereunder, TRIFED shall, out of its net profit, in any year:

- i) transfer not less than twenty five percent to the reserve fund;
- ii) credit one percent to cooperative education fund maintained, by the National Cooperative Union of India Limited, New Delhi in the manner as may be prescribed;
- iii) transfer an amount not less than ten percent to a reserve fund for meeting unforeseen losses;
- iv) subject to such conditions as may be prescribed, the balance of the net profits may be utilised for all or any of the following purposes, namely:-
  - a) Payment of dividend to the members on their paid up share capital subject to a ceiling of maximum 25% in a year,
  - b) For constitution of or contribution to building, education, charitable, or any other special funds, as may be decided by the Board,
  - c) Donation of amounts not exceeding five percent of the net profits for any purpose connected with the development of cooperative movement or charitable purpose as defined in Section 2 of the Charitable Endowments Act, 1890,
  - d) Payment of ex-gratia amount to employees of TRIFED to the extent and in the manner as may be decided by the Board from time to time.

### **30. MISCELLANEOUS**

- 30.1 The Central Government is empowered to give directions to TRIFED in public interest in terms of the provisions of Section 122 of the Act.
- 30.2 The Central Government is empowered to remove the Board of TRIFED and appoint Administrator(s) in terms of the provision of Section 123 of the Act.
- 30.3 Any matter not specifically provided for in these bye-laws are to be decided in accordance with the provisions of the Act and the Rules made thereunder.
- 30.4 The Board of Directors may frame rules of business in consonance with the Act, the Rules and these Bye-laws for carrying on the work of TRIFED and make additions or alterations in such rules of business from time to time.
- 30.5 In case of any dispute about the meaning or interpretations of any provisions of the Act, Rules and these Bye-laws, the decision of the Central Registrar shall be final.
- 30.6 In the event of conflict between the Bye-laws of TRIFED and the affiliated societies or members, the Bye-laws of TRIFED shall prevail.
- 30.7 No act of the General Body, Board or the Executive Committee or any other Committee shall be deemed invalid by reasons of any defect in the election of the members thereof or by reasons of any vacancy therein not having been filled in accordance with these Bye-laws.
- 30.8 TRIFED shall not make a contribution, either in money or in kind, whether directly or indirectly, to an institution which has an object of furtherance of the interest of a political party.

### **31 Winding up of TRIFED**

- 31.1. TRIFED shall be wound up only by the order of the Central Registrar in accordance with the provisions of the Act and the Rules made thereunder.

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**Amendments in Clause No. 10.2, 18.1.1., 18.1.2, 18.1.3 and 18.1.8 as per certificate dated 28.8.04 of the Central Registrar**

Clause 10.2. Every member shall subscribe to minimum five shares. At the time of application, the applicant shall remit atleast 20% of the value of Shares to be subscribed by the Applicant as well as the application fee. However, the rights of the members will only be available if they achieve the basic minimum level of utilisation of the services of TRIFED as may be determined by the Board from time to time. However, the 20% of the value as aforesaid will be refunded to the applicant if he is not admitted as a member of TRIFED.

Provided that the existing members of TRIFED will continue to be eligible for being Members and for contesting the election of the Board provided they pay the prescribed amount of subscription towards the Share Capital of TRIFED as prescribed in the Bye-laws of TRIFED by 28.4.2006.”

Clause 18.1.1. **Two** representatives to be elected from amongst State level Tribal Cooperative Federations / Corporations admitted under Bye-laws No.4.1.1.

Provided only such members whose individual contribution as equity through admission/additional contribution to TRIFED is atleast Rs.5 Lakhs on the date of election to the Board, shall be eligible to be elected to the Board of TRIFED.

Clause 18.1.2. **One** representative to be elected from amongst State level Coop. Corporations/ Federa-tions admitted under Bye-laws No.4.1.2.

Provided only such members whose individual contribution as equity through admission/ additional contribution to TRIFED is atleast Rs.5 Lakhs on the date of election to the Board, shall be eligible to be elected to the Board of TRIFED.

Clause 18.1.3. **One** representative to be elected from amongst Corporations owned/ controlled by the Government and Govt. Companies, admitted under Bye-laws No.4.1.7 and 4.1.8.

Provided only such members whose individual contribution as equity through admission/additional contribution to TRIFED is atleast Rs.5 Lakhs on the date of election to the Board, shall be eligible to be elected to the Board of TRIFED.

Clause 18.1.8. **One** representative to be elected from amongst National Cooperative Societies admitted under Bye-laws No. 4.1.6.

Provided only such members whose individual contribution as equity through admission/additional contribution to TRIFED is atleast Rs.5 Lakhs on the date of election to the Board, shall be eligible to be elected to the Board of TRIFED.