

01.0 NAME, ADDRESS AND AREA OF OPERATION

01.01 The name of the Union shall be Samaleswari Regional Cooperative Milk Producers' Union limited (and shall be referred to hereinafter as the Union).

01.02 Its registered address shall be At/Po : Sarla Canal Road, Dhankauda, Sambalpur. Any change in this address shall be notified to a Person appointed to perform the function of the Registrar of Cooperative Societies under O.C.S Act & Rules and includes any person appointed to assist the Registrar all or any of the power of the Registrar.

01.03 The area of operation of the Union shall be Sambalpur, Bargarh, Deogarh, Jharsuguda & Sonepur District).

02.0 DEFINITIONS

In these bye-laws unless there is anything repugnant in the subject or context:

02.01 "Act" means Orissa Cooperative Societies Act 1962.

02.02 "Board" means the Members of the Committee of Management constituted as per the provisions of Act, Rules & Bye-laws. During supersession/Suspension/Dissolution, the Union shall be managed as per the provisions of O.C.S Act-1962 & Rules-1965 framed there under.

02.03 "President" means members of the Committee of Management shall be indirectly elected as such in accordance with the provision of the O.C.S Act, Rules & Bye-laws.

02.04 "Commodities" includes milk and milk products, cattle feed raw or processed agricultural produce, packaging materials, equipments and machinery required for the procurement, manufacture and marketing of milk and milk products, goods, implements, chaff cutters, medicines, liquid nitrogen, frozen semen, cryocan, travis, ice box etc., required for dairy farming.

02.05 "Federation" means Orissa State Cooperative Milk Producers Federation Limited to which the Union is affiliated.

02.06 "General Manager" means an Officer appointed as such under the Act, Rules & Bye-laws and competent to give directions in regard to the business of the Society as "Chief Executive" of the Society.

02.07 "General Meeting" includes Annual and Special Meetings of the General Body held as per provision of the O.C.S Act, Rules and Bye-laws.

02.08 "Member" means members included in the union as per these Bye-laws.

02.09 "Registrar" means a person appointed to perform the function of the Registrar of Cooperative Societies under O.C.S Act & Rules and includes any person appointed to assist the Registrar all or any of the powers of the Registrar.

02.10 "Rules" means the Rules framed under the Orissa Cooperative Societies Act 1962.

02.11 "Society" means Primary Milk Producers Cooperative Society which is affiliated with the Union.

02.12 "Union" means The Samaleswari Regional Cooperative Milk Producers' Union Limited.

02.13 "Year" means 1st April to 31st March.

02.14 "The words and expressions" used in the Bye-laws but not defined shall have the same meaning as respectively assigned to them in the Odisha Cooperative Societies Act-1962.

03.00 OBJECTIVES

03.01 The objectives of the Union shall be to carry out activities conducive to the economic and socio economic, development of the milk producers by organizing effective production, processing and marketing of commodities.

03.02 To achieve the above objectives, the Union may:

03.02.01 Purchase, pool, process, manufacture, distribute and market commodities of the members and others without affecting the interest of the members:

03.02.02 Organize new Milk Producers Cooperative Societies develop affiliated societies to the utmost and advise, guide, assist, rectify, control or take over their management partially or fully when necessary and if appointed as an administrator by the Registrar or at the request of the members;

03.02.03 Organise supervision of affiliated societies and for the purpose to collect supervision charges with the permission of the Registrar:

03.02.04 Provide veterinary and artificial insemination services and other technical inputs for enhancement milk production and medicines for prophylactic and preventive purpose;

03.02.05 Undertake and/or encourage production of milk, growing of fodder and agricultural products and extension activities.

03.02.06 Own herds of cattle for breeding programme;

03.02.07 Undertake or to assist in marketing of cattle;

03.02.08 Arrange training of employees of the Union and members of Primary Milk Producers' Cooperative Societies;

03.02.09 Own or hold on lease or otherwise movable or immovable properties and dispose off the same;

03.02.10 Purchase and/or erect buildings, plants and machinery and/or ancillary equipments.

03.02.11 Insure movable and immovable properties of the Union as may be found necessary.

03.02.12 Undertake cattle insurance work and general insurance work related to the Union and members on agency basis:

03.02.13 Settle all matters of common interest of the members and further their interest.

03.02.14 Carry on cooperative extension and impart amongst the members cooperative knowledge and its application to business methods;

03.02.15 Undertake housing schemes for the employees of the Union with or without Government aid;

03.02.16 Create Trust and raise funds for the benefits of the employees of the Union and its members and to assist the same;

03.02.17 Establish research and development associations having independent assistance, contribute to its funds and raised funds for the same:

03.02.18 Organise and encourage saving schemes;

03.02.19 Render technical, financial, administrative and other necessary assistance to other Milk Union,

03.02.20 Generally carry on such other activities as would further the objectives and to do all such things as are incidental or conducive to the attainment of the above mentioned objectives.

Note : In case the Union undertakes production, processing and marketing of Agricultural commodities other than milk and milk products, it will obtain the prior permission of the Registrar.

04.00 FUNDS

04.01 The Union may raise funds from one or more of the following sources.

04.01.01 Entrance Fees;

04.01.02 Shares;

04.01.03 Debentures;

04.01.04 Deposits;

04.01.05 Loans;

04.01.06 Grants, Aids, Subsidies and Donations;

04.01.07 The Union may accept funds from any development agency or any financial institutions by accepting loans, grants, advances etc., as per the terms and conditions prescribed by such institutions as may be mutually agreed upon.

04.02 The authorised share capital of the union shall be Rs.1,000 lakhs (Rs.10,00,00,000.00) divided into shares of Rs.100/- each and shall be payable in full on allotment.

04.03 The funds of the kind specified in paragraphs 04.01.3, 04.01.4 and 04.01.5 above to be raised shall not exceed ten times the total of paid up share capital and Reserve Fund, less accumulated losses.

05.00 MEMBERSHIP

05.01 The Union shall have only ordinary category of members.

05.02.01 Any registered Primary Milk Producers' Cooperative Society supplying milk to Union may be admitted by the Committee as an member.

05.02.02 Where the Union takes up agricultural activities through a Primary Agricultural Producers' Society, whether registered under the Cooperative Societies Act or Registration of Societies Act, such a primary society may be admitted by the Board as an Ordinary Member.

05.03.01 Every ordinary member shall hold at least one share of Rs.100/-.

05.03.02 The persons having financial dealings with the union, such as suppliers, contractors, selling agents, their sureties etc., may be admitted by the Board as the nominal members of the Union. Such nominal members shall not be entitled to hold the shares, but shall have to pay subscription of hundred rupees each. They shall have no right to vote or to participate in the management of the Union, or in the distribution of profits. They shall continue as members so long as they have business relation with the Union. They shall incur no liabilities in any event and winding up of the Union.

05.04 Registered Primary Milk Producers' Cooperative Societies who have signed the bye-laws and the application for registration of the Union will be deemed to be enrolled as Ordinary Members.

05.05 Ordinary Members, including those covered in the Bye-laws No.05.4 shall have to apply in writing in prescribed form for membership to the Union and shall have to pay an admission fee of Rs.10/- besides the value of share.

05.06 The Union shall have the right to call upon Ordinary Members to subscribe to Share capital and/or debentures in proportion to the business transacted through the Union as may be decided by the Board from time to time.

05.07 If the amount of share and/or debenture remains unpaid for more than six months from the date of due date, the Board may deduct the amount from dues payable to the Ordinary Member.

05.08 A Share Certificate with distinctive number shall be issued for the shares subscribed. A Share Certificate shall be signed jointly by the General Manager & **President** of the Milk Union.

05.09 Duplicate Share Certificate(s) shall be issued in the event of loss or damage of the Share Certificate(s) with the approval of the Board on payment of Rs.10/- per share against an indemnity bond to be furnished by the Ordinary Member.

06.0 LIABILITY

06.01 The liability of an ordinary member shall not exceed the value of the shares subscribed by it.

07.0 DE-AFFILIATION

07.01 A member, once affiliated, can be de-affiliated as per the provision of Act & Rules & Bye-laws.

07.02 When a member stops being functional, the General Manager of the Union can issue show cause notice of 7 days duration for de-affiliation and after consideration of the show cause issue orders of de-affiliation with the approval of the Board.

07.03 A member can be de-affiliated by the Board for any of the reasons mentioned under Clause 08.0 of the Bye-laws.

08.0 EXPULSION OF MEMBER:

08.01 Any member may be expelled by resolution passed by the two-third majority of the members present and voting at the meeting of the General Body, for the following reasons.

08.01.01 If it is persistent defaulter in supply of milk of specified standard and/or habitually fails to carry out its obligation to the Union;

08.01.02 If it does any act likely to injure the reputation of the Union;

08.01.03 If it willfully deceives the Union.

08.01.04 If it refuses to supply adequate quantity of nutrients like Omfed Cattle Feed, Mineral Mixture to its members;

08.01.05 If it fails to make payment to the farmers at least once in every ten days;

08.01.06 If it fails to take up health care measures for the milch animals and calves including vaccination, deworming and other health checks;

08.01.07 If it fails to get the milk tested for each farmer each day;

08.02.01 Before expulsion of a member, the Board shall cause to be issued a show-cause notice to the Member stating the grounds of expulsion. The Member shall be required to submit its explanation within seven days.

08.02.02 The Board will pass its orders regarding expulsion after due consideration of the show cause notice if any.

08.02.03 An appeal against the decision of the Board for removal will lie before the General Meeting. However, during the intervening period between the decision of the Board for expulsion and the decision of the General Meeting to reverse the order of the Board, the Member shall stand expelled;

08.02.04 The member can be readmitted by the Board if the member resumes its functions as per the objectives of the Union and the Society for at least one year and without any of the misconduct referred to under Clause 08.01 above as a non-member;

08.03 After expulsion, the Union may adjust the shares held by the member with dues payable to the Union..

09.0 TRANSFER OF SHARES

09.01 An ordinary member may transfer its share or shares after holding the same for at least one year to other ordinary member(s) with the approval of the Board.

09.02 No transfer shall be considered complete, until the name of transferee has been entered in the Share Transfer Register and a fee of Rs.Ten for transfer of each share has been paid by it.

10.0 CESSATION OF MEMBERSHIP

10.01 An Ordinary Member of the Union shall cease to be member;

10.01.01 On resignation accepted by the Board;

10.01.02 On liquidation

10.01.03 On expulsion;

10.01.04 On failure to fulfill the obligation mentioned in clause No.11.00 of these Bye-laws.

10.02 An Ordinary Member ceasing to be a member (except on expulsion) shall be entitled to get back the amount not exceeding the actual sum paid by it, on account of shares within a period of one year from the date of cessation of membership.

11.0 OBLIGATION OF THE ORDINARY MEMBERS;

11.01 Every Ordinary Member shall;

11.01.01 Supply commodities procured by it only to the Union and will not supply or sell directly to any other agency. The Ordinary Member can make local sales to individuals as per the norms fixed by the Union.

11.01.02 Buy shares and/or debentures in relation to the value of commodities handled through the Union as may be called upon by the Board with the provision that the maximum amount to be so prescribed shall not exceed 20% of the value of the commodities; supplied to the Union during the previous year.

11.01.03 Follow direction issued by the Union for delivering commodities regarding place of delivery, time of delivery. transport and the like.

11.01.04 Collect commodities in pure and unadulterated condition;

11.01.05 Follow such directions as the Union may otherwise issue and provide whatever information the Union finds necessary for promotion of the objectives of the Union;

11.02 Failure on the part of members to fulfill the above and such other obligation shall make them liable for compensation of consequential losses to the Union as may be decided by the Board of the Union.

12.0 ORGANISATION AND MANAGEMENT:

The management of the Union shall comprise of:

12.01 General meeting;

12.02 Board of Directors;

12.03 **President**: one members of the Committee of Management shall be indirectly elected as such in accordance with the provision of the O.C.S Act, Rules & Bye-laws.

12.03.01 **Vice President** : one of the members of the Committee of Management shall be indirectly elected as such in the prescribed manner of the O.C.S Act, Rules & Bye-laws.

12.04 General Manager

13.0 GENERAL MEETING:

13.01 The General meeting shall consist of the following:

13.01.01 Chairperson of registered functional member societies of the Union as on 31st March of the previous year.

13.01.02 All ex-officio members of the Board.

13.02 The **President** of the Committee shall preside over the General body and Committee of Management meetings. In case of his/her absence, the Vice-President shall preside and in the absence of both, the Members present shall elect one of them as President for the said meeting.

13.03 The General Meeting shall be called at-least once in every year within a period of six months after the end of financial year. This shall be called the Annual General Meeting.

13.04 A Special General Meeting may be called at any time.

13.04.01 By a majority of the Board; or

13.04.02 By the **President** /General Manager within one month notice as following:

1 On requisition in writing from not less than 1/4th of the Members of the Union. Provided that each such **President** of the primary society must be an individual pourer, for at least 200

days in the Primary Society and provided that the primary society is a pourer of the Union for at least 300 days in a year.

2 On requisition from the Registrar;

3 On requisition from the Federation.

13.05 The First General Meeting of the Ordinary Members just after registration shall have the same powers as are given to the Annual General Meeting.

14.00 MEETINGS OF THE GENERAL BODY

14.01 The Annual General Meeting of the Union shall be called by the Board with not less than fourteen days' notice which shall specify the date, time, venue and the agenda. The notice shall be placed on the Notice Board of the Union and will also be sent by Ordinary post to all members and non-member pouring societies.

14.02 A Special General Meeting of the Union may be called with not less than seven days' notice stating the date, time, venue and the agenda.

14.03 Any accidental/incidental omission to give notice to, or non-receipt of the notice by, any member to whom it should have been given shall not invalidate the proceedings of such meeting.

15.00 QUORUM OF GENERAL MEETING:

15.01 One fifth of the total number of members or 25 whichever is less, shall form a quorum for the General Meeting. No business shall be transacted at any meeting unless there is quorum.

15.02 If on the day of the meeting, there is no quorum, the meeting shall be adjourned for half an hour.

15.02.01 If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned ordinarily to the same day in the next week at the same time and place.

15.02.02 No quorum shall be necessary at a meeting adjourned in accordance with these Bye-laws, and

15.02.03 If at any time during the meeting sufficient members are not present to form quorum, the **President**, on his attention being drawn to this fact, shall adjourn the meeting to the same day next week, time and place he may fix and the business to be transacted at this meeting shall be disposed off in the usual manner at the adjourned meeting, even if no quorum is then present.

15.02.04 The business to be transacted in the adjourned meeting shall be the same as in the agenda of the original meeting and no fresh meeting is necessary for such adjourned meeting.

16.00 ANNUAL GENERAL MEETING:

16.01 The Annual General Meeting shall among other things deal with the following:

16.01.01 Confirmation of the proceedings of the previous meetings;

16.01.02 Introduction of the members of the Committee of Management elected & co-opted by the Committee/Board.

16.01.03 Approval of the excess expenditures over the sanctioned budget;

16.01.04 Consideration of the Annual Report together with Profit & Loss Account and Balance Sheet as on 31st March of the previous year and sanction of the appropriation of profits;

16.01.05 Approval of the budget and program of activities of the Union for the next year as recommended by the Board.

16.01.06 Consideration of the audit memorandum received from the Auditors and audit rectification report of the same;

16.01.07 Fix the limit of the outside borrowings subject to the conditions specified in these Bye-laws;

16.01.08 Fix the allowances to be paid to the members of the Board and the members/delegates attending the Board meeting and other meetings. The nominated member will be paid allowances as per the rules in force in their respective organization.

16.01.09 For the purpose of Audit of Accounts, the General Body shall appoint an Auditor or an Audit Firm from out of panel approved by the State Government or any authority authorized by it in this behalf.

16.01.10 Add, alter, amend the Bye-laws as and when necessary.

16.01.11 Consider expulsion of any member as recommended by the Board in accordance with the provisions of the Bye-laws.

16.01.12 Remove Member(s) of the Board by 3/4th majority of the ordinary members present and voting at the General Meeting.

16.01.13 Consider any other business brought forward by or with the consent of the **President**.

16.02 With the permission of 2/3rd of the members present at the General Meeting, any member may bring forward any matter not specified in the notice of the meeting, provided that he may not propose an amendment in the Bye-laws.

16.03 Deleted.

17.0 VOTING RIGHTS;

17.01 Each Ordinary Member shall have one vote by virtue of its ordinary membership. Proxies shall not be allowed

17.02 The nominated members of the Board shall each have one vote.

17.03 A declaration by the **President** of Annual General Meeting that the resolution has been carried by show of hands shall be conclusive unless on such declaration a poll is demanded by at least 5 or 1/3rd (whichever is less) of the members present. In such case poll will be open and the Members will be asked to vote on a plain sheet of paper stating the proposed resolution and the names and signatures of the Members voting and stating yes/no/abstain.

17.04 In case of equality of votes, the **President** s of the **meeting** shall have a casting vote in addition to his own vote.

18.0 AFFILIATION:

18.01 The Union shall be affiliated to The Orissa State Co-operative Milk Producers' Federation Limited.

19.0 COMMITTEE OF MANAGEMENT NAMED AS BOARD

19.01 The Board of Directors of the Union shall consist of;

19.01.01 A total number of 15 members (Excluding the Govt. Nominees) of the Committee from different constituencies shall be elected in such manner as per the Act, the Rules framed there-under and they Bye-laws of the Society by and from among the Electoral College, qualified for the purpose.

In the total number of elected members of the Committee, there shall be representation from among the members belonging to the Scheduled castes, the Scheduled Tribes, the Other Backward Classes including Socially and Educationally Backward Classes and the Women which shall be proportional to the ratio between the members belonging to each said category and the total number of members of the Electoral College referred to in clause (ii-a) of sub-section (1) of Section 28-A, so that among each of the said Scheduled castes, the Scheduled Tribes, the Other Backward Classes of members, there shall be representation of woman which shall be proportional to the ratio between the women members belonging to each said category in the said Electoral College.

Provided that, save as provided in the aforesaid clauses there shall be no bar for the members belonging to the said reserved categories to contest the election against the remaining sets in the Managing Committee of the Central Society.

In the event of seats in the Committee reserved for Women, Scheduled Castes, Scheduled Tribes and Other Backward classes including Socially and educationally backward classes remain unfilled, the Committee of the Society shall co-opt the required number of such categories of members from among the members of the Society or as the case may be, from among the members of the electoral college of this Society and for the purpose of making such co-option, the vacancies in the unfilled seats reserved for the said categories shall not invalidate the constitution or functioning of the Committee, if otherwise it would be having a quorum.

The term of office of every such co-opted member shall be co-terminus with the other members of the Committee.

- A) The Committee of management of the Society shall remain in-charge of office for a period of 05(five) years.
- B) Any elected member of the Committee of management may at any time, resign from the office by sending a letter of resignation to the Secretary of the Society, but such resignation shall take effect only from the date on which it is accepted by the Committee of Management.
- C) If a member of Committee of Management abstains him/herself for 03(three) consecutive meetings of the Committee without prior intimation he/she shall cease to be a member, but he/she may on sufficient cause being shown by his/her, be reinstated by the Committee of Management.
- D) No individual whether by himself or a representative of the Society shall be eligible for being chosen for continuing as Member, President or Vice President of the Committee of the Society, if he/she incurs dis-qualification under Section 28(3) of the O.C.S Act-1962.
- E) The Society shall co-opt Govt. Nominee as per Section 31 of the O.C.S Act 1962.

19.02 The first meeting of the Committee of Management shall be called within 2 months of receiving the names of co-opted members.

19.03 The Election of the members of the Committee including President and Vice President shall be held as per provision of O.C.S Act, Rules.

19.04.01 Deleted.

19.04.02 All the members of the Committee including the **President & Vice-President** shall be elected and holding office as such on honorary basis. Any honorarium is subject to the circulars/guidelines/instructions issued by competent authority from time to time.

19.05 The elected members of the Committee shall hold office for a period of five years.

19.06.01 Deleted

19.06.02 Deleted

19.06.03 Where any vacancy arises by reason of death, resignation & removal of any member, President or Vice-President of a Committee shall be filled up as it was originally filled up in the manner as per the O.C.S Act & Rules.

19.07 MEETING OF COMMITTEE OF MANAGEMENT NAMED BOARD :

19.07.01 Elected members of the Committee shall hold office till the completion of the tenure of the Committee. |

19.07.02 The **President** shall preside at the meeting of the Committee. In case of his absence, the Vice-President shall preside. In absence of both, the Members present shall elect one of the members as the President of the Meeting.

19.07.03 The Board may meet as soon as it may consider necessary for transaction of the business, but it shall meet at least once in three months.

19.07.04 The Board meeting shall be called generally within seven days' notice, but can be called at a shorter notice if so required.

19.07.05 The presence of more than 50% of the Board members shall form the quorum for the Board's meeting.

19.07.06 Each member of the Board shall have one vote.

19.07.07 Decision on the meeting of the Committee shall be arrived at by majority votes of the members present. In case of a equal voting (tie), the **President or other Presiding member** of the meeting shall have a casting vote in addition to his vote.

19.07.08 Should an elected member of the Board absent himself from three consecutive meetings of the Board without showing adequate cause, he shall cease to be a member of the Board.

19.07.09 No member shall be present at discussion or vote on any matter in which he has personal interest.

19.07.10 In case of urgency, when a particular decision cannot wait till the Board meets, the decision can be obtained by a circular resolution among all its members, and any resolution so approved by majority of the members signing shall be effective and binding as if such resolution had been passed at a meeting of the Board and shall be included in the minutes and confirmed in the next meeting.

19.07.11 All acts done by the Board or any persons acting as a member of the Board notwithstanding that it is afterwards discovered that there was some defects in the appointment of such Board or person, shall be valid as if the Board or such person had been duly appointed.

20.0 QUALIFICATION OF THE MEMBERS CONTESTING ELECTION TO THE COMMITTEE OF MANAGEMENT:

20.01 No **President** or members of member-society forming electoral college shall be eligible for election as member of the Committee of Management unless the society he represents has fulfilled all the obligations as per Act, Rules & Bye-laws.

20.01.01 Has not fulfilled all the obligation as meantime the Bye-laws No. 11 and 13 as on 31st March of the preceding year and is not placed in audit classification A or B.

20.01.02 Is an Ordinary Member of the Union for not less than one year as on the day of election;

20.01.03 Has not remained closed of its own during the previous cooperative year except due to natural calamities;

20.01.04 Has supplied milk to the Union throughout the year and supplied minimum quantity of Milk fixed by the General Body of the Union during the last year (i.e. 270 days & 27,000 Kgs) except for the reason like natural calamities;

20.01.05 The society he represents has not sold or supplied milk to any agency other than the Union during the preceding year;

20.01.06 Is not in default in respect of any sum due from it to the Union.

20.02 **President** or **Members** of a member society forming electoral college shall not be eligible for election, if,

20.02.01 He is a government employee, or an ex-employee of a member society or of the Union or of the Federation or is a dismissed employee of the government or Federation, Union or a Member Society,

20.02.02 He is a defaulter of Society and arrears have been recovered from him through coercive methods;

20.02.03 He is held liable for any offence under the Act;

20.02.04 He is dishonest, or proved bankrupt or declared insolvent;

20.02.05 Has direct or indirect interest on any contract made with the Union or Federation or any property sold or purchased by the Union or in any loan taken from the Union;

20.02.06 He is engaged directly or indirectly in running the same type of business as that of the Union, or is having direct or indirect interest in such activities. In case he acquires such interest at later stage, he shall not be entitled to continue as a member of the Board.

NOTE : Supply of milk by a member society shall not be considered to be the same type of business because the milk sold by such a society is to be supplied to Union only.

20.02.07 He is near relative of any employee of the Union i.e father, mother, spouse, son, daughter, brother or sister.

20.03 If the elected member of the Committee ceases to be **a member of Committee** of the society he represents, he shall automatically cease to be a member of the Committee.

21.0 POWERS, RESPONSIBILITIES & FUNCTIONS OF THE COMMITTEE OF THE MANAGEMENT.

21.01 The Power to decide the policies of the Union shall rest with the Board. The Board shall have and exercise all powers and shall enter into agreements, make arrangements and do all such acts and things as may be necessary or proper for carrying out the objectives for which the Union is established and for securing and furthering its interest subject to the provisions of the Act and the Rules or such Act as shall hereafter take its place and any Rules which may be passed by the State Government in pursuance of the said Act and Rules and subjects to these Byelaws and/or any Byelaws which may be duly made by the Union, and the policies of the Federation.

21.01.02 Without prejudice to the general powers conferred by these Bye-laws the following powers and authorities are expressly given to and confirmed upon the Board.

21.02.01 Confirm the proceedings of the previous meeting.

21.02.02 Dispose off applications for membership shares, debentures and their transfer.

21.02.03 Raise loans, debentures, accept deposits and prescribe the conditions for the same.

21.02.04 Call upon the members to subscribe to share and/or debentures and their transfer.

21.02.05 Approve monthly/quarterly/provisional Balance Sheets, revenue and capital expenditures.

21.02.06 Consider audit memo and submit audit rectification report.

21.02.07 Approve and certify the Trading Account, Profit & Loss Account and Balance Sheet for the year, recommend appropriation of profit and prepare Annual Report, Progress Report of the previous year, Agenda for the meetings and the budget for the ensuing year for placing before the General meeting.

21.02.08 Arrange for adequate security against embezzlement, stealing and misappropriation for damage by employees handling cash, goods and securities.

21.02.09 Arrange for insurance against loss of property and select up agency for insurance work.

21.02.10 Consider applications for loans from societies for business purposes and from employees as per the staff rules.

21.02.11 Sanction for purchase of land and buildings on lease or otherwise for the use of the Union or for the purpose of letting the same to the Ordinary Members on hire and to acquire or take on lease premises for accommodating Union's office' and for storing goods.

21.02.12 Endorse sell transfer and otherwise deal with the Government and other security.

21.02.13 Sell land and other movable or immovable property if not required for the business of the Union.

- 21.02.14 Authorise the General Manager to sell commodities on credit.
- 21.02.15 Decide the taking over of the management of the member society whenever found necessary or asked by the Registrar.
- 21.02.16 Create Trust for the welfare of the employees and raise funds and support and/or assist the same.
- 21.02.17 Institute, conduct defend compound or abandon any legal proceeding by or against the Union or its officers or otherwise concerning the affairs of the Union and also to allow time for payment or settlement of any debt due and to settle any claims and/or demands by or against the Union any arbitration or otherwise.
- 21.02.18 Declare the number of seats vacant in the Committee and request to Odisha Cooperative Election Commission for election against seats to remain vacant for half of the original term of the vacancy.
- 21.02.19 Decide the seal of the Union to be used with the authority of the Board by the General Manager.
- 21.02.20 Delegate to the General Manager any of its business and/or duties under the Bye-laws of the Union.
- 21.02.21 Empower the General Manager to delegate to any officer or officers all or any of its business and/or powers and/or duties delegated to him by the Board under the Bye-laws.
- 21.02.22 Deleted.
- 21.02.23 To ensure compliances of the terms and conditions of agreement with the financing institution for loan and grant as mutually agreed upon.
- 21.02.24 Recommend to the General Meeting for expulsion of any member as per the provisions of the Bye-laws No.8.0.
- 21.02.25 Consider recommendation of the expert panel as provided in the Bye-laws.
- 21.02.26 There shall be no sub-committee from within or outside the Board.

21.3 EXPERT PANEL

21.03.01 There shall be Expert Panel comprising of :

01. President
02. Representative of the Federation.
03. Deleted
04. General Manager of the Milk Union as Member Convener.

21.03.02 Board approve the administrative set-up as fixed by the expert panel which shall include the staff requirement, qualifications, experience, job requirements, pay scale etc.

22.0 GENERAL MANAGER;

22.01 The General Manager of the Union shall be selected by the Federation and appointed by the Board of Directors of the Union.

22.02 Removal of General Manager.

22.02.01 When the Board decided for sufficient reasons recorded in writing for removal of the General Manager, they shall forward the statement of allegations to the Federation. The Federation will cause an inquiry following the procedures prescribed in their Disciplinary Rules and forward the findings to the Board. The Board will take a decision on the basis of this report and after issuing a second show-cause notice resolve for removal or award of other punishments or otherwise.

22.02.02 The General Manager shall not participate in the Board discussions as above. The Board can record its minutes separately, instead of the general register of minutes of Board of Director.

22.02.03 An appeal on the action taken by the Board against a General Manager shall lie before the Additional Registrar.

22.03 Suspension of General Manager.

The Board of Directors will have the powers to suspend the General Manager for reasons to be recorded in writing.

22.03.01 Provided that if the General Manager is an employee of the Federation or the Government, then the Board of Directors can recommend suspension and in such an event, the Federation or the Government will have the right to withdraw the General Manager and act in accordance with their Rules.

22.4 The General Manager shall have powers and duties as under:

22.04.01 Shall have general control over the administration, management, finance and business of the Union and exercise all powers other than those specifically vested with the General Meeting, the Committee and the **President** under these Bye-laws;

22.04.02 Shall convene the meeting of the Board and the General Meeting as and when directed by the Chairman, or the Board or found necessary or on receipt of requisition from the requisite number of the members or upon requisition from the Federation or the Registrar.

22.04.03 Shall act as Secretary of the Board and the General Meeting and arrange to record the proceedings of the Board and other meetings in the minutes book.

22.04.03.01 Provided that he shall not perform these duties-when any matter relating to the conduct of the General Manager is taken up for discussion.

22.04.04 He will be disciplinary authority and will have the powers to suspend and award punishment including dismissal from service for all employee of the Union.

22.04.04.01 An appeal against the decision of the General Manager relating to disciplinary matters shall lie before the Competent Authority as per **Service Rules framed & approved by the Committee Management.**

22.04.05 Shall arrange training of staff;

22.04.06 Shall allow business credits within the limits fixed by the Board;

22.04.07 Shall arrange for transportation, freight, forwarding and storage of commodities;

22.04.08 Shall arrange for import and export business;

22.04.09 Shall carry out negotiations with the Government and other organisations;

22.04.10 Shall incur revenue expenditures as approved by the Board;

22.04.11 Shall arrange to insure the property of the Union;

22.04.12 Shall arrange to maintain proper accounts;

22.04.13 Shall arrange to examine and verify the stock and stores of the Union once in every three month;

22.04.14 Shall have powers for and on behalf of the Union to endorse, sign/and negotiate cheques and other negotiable instruments. He shall also sign all deposit receipts and operation accounts of the Union with any Bank;

22.04.15 Shall be the Officer to sue or to be sued on behalf of the Union and all bonds and agreements in favour of the Union shall be in his name;

22.04.16 Shall arrange to keep in custody all documents, promissory notes, loan bonds, etc.;

22.04.17 Shall arrange to prepare annual report, profit and loss account, Balance Sheet and budget for placing before the Board.

22.04.18 Shall place Audit memo before the Board for consideration without delay and take further steps for rectification and submit to the Auditors in time;

22.04.19 May delegate all or any of his powers, authorities and discretions to other employee of the Union subject to the ultimate control and being retained by him, with the approval of Board.

22.04.20 Subject to the provision of the Bye-laws and directives conveyed in the resolution of the General Meeting the General Manager shall have full authority to carry out the business of the Union;

22.04.21 In the absence of the General Manager, the work of the General Manager shall be discharged by an officer next to rank of General Manager of the Dist. Milk Union or an employee of the Federation or any other Milk Union affiliated to the Federation.

23.0 DISTRIBUTION OF PROFIT, RESERVE FUND AND GENERAL RESERVE

23.1 The net profit shall be appropriated as follows;

23.01.01 Not less than 25% shall be carried to the Reserve Fund which may be given as paid up share capital to the Federation. This provision shall not apply if the Union has accumulated loss.

23.01.02 Contribution 4% of the net profit towards the Education Fund of the State Cooperation Union as per the Act and any other such statutory provisions.

23.01.03 A sum not exceeding 12% per annum shall be distributed as dividend on the paid up share capital.

23.01.04 Dividend not drawn within six months from the date on which it is announced at the general meeting may be remitted to the members by money order at their own cost or credited to their accounts with the Union.

23.01.05 Any other funds to be created for the interest of milk producers keeping in view the provisions of the Act and the Rules.

23.01.06 The remaining profit shall be taken to the General Fund which may be utilised depending upon the requirement as decided by the General Meeting and with prior approval of Registrar..

23.02 Any change in the appropriation of the profits shall be made with the prior approval of Registrar.

23.03 In addition to the sum-as provided in the provisions No.23.01.01 of these Bye-laws, all subsidies, entrance fees, receipts on account of forfeited shares and fines other than those collected from the employees shall be carried to the Reserve Fund.

23.04 Any other income other than normal trading, income, excess provisions and reserves, donations other than those for specific purpose etc. can be carried to a General Reserve Fund and shall be utilized with the permission of the Board from time to time.

24.0 ACCOUNTS AND RECORDS:

24.1 The accounting year of the Union shall be from 1st April to 31st March. The books of account and other records shall be maintained as prescribed in the Rules and such other records as may be found necessary.

24.2 Any member of the union inspect any of the registers or accounts during office hours so far as it relates to his/its own business transaction.

24.3. The statements showing the assets & liabilities and the profit and loss for the previous year shall be prepared before 30th of April.

25.0 INCONSISTENCY

25.01 In case of absence of provision or inconsistency or repugnancy in the Bye-laws of the member-societies, the Bye-laws of the Union shall prevail.

25.02 In case there are service rules of the Union for its employees including the General Manager, the Bye-laws shall prevail, and the service rules will be deemed to be modified.

26.0 SERVICE OF NOTICE;

26.01 Wherever in these bye-laws it is proposed that a written notice shall be given to any member-society, the issue of such notice by ordinary post to the Registered Office of the member-society shall be considered sufficient service of such notice.

27.0 AMENDMENTS:

27.01 None of the bye-laws herein contained shall be altered or rescinded and no bye-laws shall be added except by vote of majority consisting of 2/3rd of the ordinary members present and voting at the General Meeting and also with the prior consent of the Registrar. The notice convening the meeting shall specify the proposed alteration, addition or recession. The amendment will not take effect until it is approved by the Registrar.

27.02 Provided that the Registrar can make amendments to the Bye-laws as a part of policy decision in the general interest of the Milk farmers primary milk producers' societies, milk unions, federation, consumers, quality of milk and long term interests of the dairy sector.

28.0 APPEAL:

28.01 An appeal, whenever made, for any decision taken by the Board, shall lie to the General Meeting, except an appeal regarding the actions taken against a General Manager or any other employees which is covered under Clause-22 of the Bye-laws.

Schedule – ‘A’

Deleted