

# **THE JEWELLERS ASSOCIATION BENGALURU**

## **MEMORANDUM & ARTICLES OF ASSOCIATION (With Amendments)**

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# **THE JEWELLERS ASSOCIATION BANGALURU**

In the year 1904, under the act of 111 and in the year 1939 under the act of 5 according to the year 1941-42 the bye-law is registered under MIS.C.185

## **MEMORANDUM OF ASSOCIATION (REVISED)**

### **A) THE NAME OF THE ASSOCIATION:**

The Association is here by referred as The Jewellers' Association, Bengaluru.

### **B) OBJECTIVES OF THE ASSOCIATION:**

1. The Members of the Association should co-operate ethically & professionally for the overall welfare of the trade with unity and integrity.
2. Implementation of a systematic, professional, knowledgeable, and disciplinary business practices for the members of the Association.
3. Installation of accurate weights and measure sections for gold, silver and precious stones to serve the members and customers.
4. To motivate and inspire members of the association to manufacture creative gold jewellery and unique silver articles and to attract the consumers and hence upgrading the technology in the process of manufacturing.
5. To establish industries or factories for gold, silver and diamonds.
6. Organizing jewellery exhibitions to enhance the sales and to promote the businesses of our members.
7. The Jewellers' Association will act as a median to solve any professional or business disputes arising between the Members of the Association by arbitration.
8. Ensuring good co-ordination between the jewelers and goldsmiths to serve the customers in the best possible way.
9. The Association shall advise and suggest to the members to enhance their sales and develop their businesses.
10. The Jewellers' Association will register itself with various Government departments and other trade related Associations to discuss the collective grievances of the trade and to receive the solutions and suggestions to resolve our grievances.
11. To raise funds and deposits to purchase movable and immovable assets to achieve the objectives of the association.
12. To conduct seminars and work-shops by experts on trade and commerce to enhance the knowledge of the member fraternity of the association.

13. To circulate newsletters, reports, magazines and other business related books for the growth of the trade and business of our members.
14. To generate funds in the form of loans (if necessary) for the development of the Association either by collateral security or without any security.
15. To provide the basic needs, educational assistance, medical assistance for the poor, needy and downtrodden of the society. Donations can be given to any charitable trusts or organizations.
16. To establish Karnataka Jewellers and Diamond Merchants Association in future.
17. To establish - 1. Refinery 2. Chit fund 3. Bank 4. Gold testing Centre's for the benefit of the members of the association.
18. To conclude any project or any event can be initiated which in turn benefits our members.

**C) REGULATIONS :**

The following contexts are defined below under the memorandum:

- 1) The association is referred as "The Jewellers' Association, Bengaluru".
- 2) Jewellers or shroffs are referred as dealers, retailers, Merchants, manufacturers, and wholesalers of gold, silver and precious stones.
- 3) 'Meeting' is referred as the Board of Directors Meeting or M.C. Meeting.
- 4) General Meeting is referred as A.G.M. i.e. Annual General Body Meeting.
- 5) Board is referred as the Executive Managing Committee.
- 6) Office means the registered office at No.814/815, Chickpet, Bengaluru.
- 7) Latest Annual Accounts means annual accounts returns filed with the competent authorities for the proceeding financial year.
- 8) Management year means from August to July (AGM to AGM).
- 9) Official year for the purpose of accounting means period between 1st April to 31st March of that year.

**D) STRUCTURE OF MEMBERSHIP :**

The Association will have members in 4 categories:

- |                         |                           |
|-------------------------|---------------------------|
| a) Mahaposhak           | b) Life Member            |
| c) Associate Mahaposhak | d) Associate Life Member. |

1. The members who subscribe for Rs.25, 000/- (Rupees Twenty Five Thousand Only) are considered as Associate Mahaposhak.
2. The members who subscribe for Rs.15000/- (Rupees Fifteen Thousand Only) are considered as Associate Life Members.

3. Those jewellers who are willing to be members of Jewellers' Association should submit the filled in membership form with membership fee inclusive of registration fee of Rs.500/- (Rupees Five Hundred Only).

#### **E) MEMBERSHIP :**

1. Members may be referred as any Indian who is registered under Income Tax and Value Added Tax in Jewellery trade.
2. Any Jeweller who is free from all encumbrances according to law can become the member of the Association with subject to above condition.
3. Any member or his nominee (any one) can participate in the managing committee.
4. Any two members or any authorized person duly registered can attend A.G.M. but the voting right is restricted to only one member.
5. Admission to the membership of the association vests entirely with the managing committee.
6. An application for the membership may be rejected by the managing committee without assigning any reasons.
7. The managing committee shall approve or reject the application for the membership by secret ballot, not less than 75% of the total number of valid votes cast being favorable for approval.
8. The documents to be enclosed with membership application - (a) Copy of VAT registration (b) Copy of Schedule of VAT (c) Copy of PAN number of the firm.
9. No member of the managing committee shall propose or second any application for membership.
10. A New member is admitted as Associate Mahaposhak or Associate Life Member as the case may be. The associate Mahaposhak or Associate Life Member neither have the right to vote in A.G.M. nor contest the Board elections.
11. The Associate Mahaposhak or Associate Life Member will be awarded Mahaposhak or Life Membership respectively after the completion of 3 years as Associate Mahaposhak or Associate Life Member in the Association. Then those members will have the right to vote and contest the board elections.
12. All members are privileged to obtain all the publications of the Association with reference to Trade and Industry.

#### **F) DISQUALIFICATION OF MEMBERSHIP :**

- 1) A member shall be deemed to be disqualified:
  - a) Is adjudged as an insolvent in the case of an individual/proprietary concern, dissolved in the case of a firm, wound up/liquidated in the case of a company.
  - b) Is found to be of unsound mind by a court of competent jurisdiction.
  - c) Is convicted of a criminal offence.
  - d) A firm shall not cease to be a member, by reason of only a change in its constitution, occasion by admission, retirement or death of a partner, provided the business of the firm is continued in the same name in spite of such change.

## **G) EXTRAORDINARY GENERAL BODY MEETING :**

1. At any situation if 100 voters are willing to conduct an Extraordinary General Body Meeting, then the reason for conducting such meeting should be intimated to the Managing Committee in writing. If the Managing Committee does not respond to the written notice within 30 days, then the 100 voters can conduct the Extraordinary General Body Meeting by themselves after 2 weeks.
2. If the 1/3rd of the total voting members are not present in the Extraordinary General Body Meeting, called by 100 voting members other than managing committee the meeting would become null and void after 30 minutes of adjournment of the meeting.
3. An EGM called by the Managing Committee should be intimated to the members 21 days prior to EGM. It should be displayed on the Notice Board of the Association and should be published in the local newspaper 21 days prior to the meeting.
4. The E.G.M. can be conducted if a minimum of 75 members having voting rights are present. If minimum of 75 voting members are present in the E.G.M., and if there is no quorum, i.e., 1/3rd of total members to conduct the EGM and if only the Managing Committee has called for E.G.M, that E.G.M. can be held after one hour in the venue previously decided. The quorum is not required for such E.G.M.

## **H) ANNUAL GENERAL BODY MEETING :**

1. The A.G.M. should be conducted at the venue decided by the Managing Committee.
2. The A.G.M. should be conducted every year during the month of July to present the annual reports and hold elections. If the A.G.M. could not be conducted in the month of July for any unforeseen reasons, it must be conducted by August End.
3. An AGM called by the Managing Committee should be intimated to the members 21 days prior to AGM. It should be displayed on the notice board of the Association and should be published in the local newspaper 21 days prior to the meeting.
4. The A.G.M. should be conducted for the following proceedings.
  - a) Consideration and confirmation of reports of previous year.
  - b) Consideration and confirmation of the budget for the next year.
  - c) Appointment of an auditor and two local auditors.
  - d) To elect the new 4 Directors for the post of retiring directors from the Managing Committee of their respective years.
  - e) Any other matter intimated by voters in writing before 3days from the A.G.M.
  - f) The A.G.M. can be conducted if a minimum of 75 members having voting rights are present. If minimum of 75 voting members are present in the A.G.M., and if there is no quorum, i.e., 1/3rd of total members to conduct the AGM and if only the M.C. has called for A.G.M, that A.G.M. can be held after one hour in the venue previously decided. The quorum is not required for such A.G.M.
  - g) The President of the Board/M.C. will conduct the meeting in the A.G.M. or in the absence of president or if the President does not want to preside the Vice-President or any office bearer from the Hon., Secretary to one of the Board of Directors can preside and conduct the proceedings. In case none of the directors are present, then

the members can choose any registered voter /member as chair person accepted by majority members present in the AGM to conduct the proceedings of the AGM.

h) The President will have a casting vote along with the general vote.

#### **I) MANAGING COMMITTEE :**

1. A committee should be formed according to the norms and conditions of the Association to achieve the objectives of the Association, which should contain a minimum of 5 members and a maximum of 15 members i.e.

1. President    2. Vice President    3. Hon., Secretary    4. Joint-Secretary.  
5. Hon., Treasurer and    6. Ten Directors.

2. The M.C. can elect the President, Vice-President, Hon. Secretary, Joint-Secretary, and Hon. Treasurer as the Office bearers among themselves.

3. The 10 Directors are inclusive of 3 senior members having vast experience, knowledge, and respect co-opted from the industry.

4. The co-opted members will have all privileges like any other committee member but cannot hold any office bearer post.

5. The Managing Committee has the right to co-opt a minimum of 1 member and a maximum of 3 members. Such co-opted members will retire every year.

6. The Board of Directors cannot be a part of any particular office bearer post for more than 6 years continuously but can contest with a break of 1 electoral term. (One electoral term is 3 years)

7. The AGM can select 1 mentor whose term will be for 5 years. The criteria for selecting a mentor should be to have a vast experience and respect in the jewellery industry. The mentor thus nominated by the AGM will have all privileges like any other committee member but cannot hold any office bearer post and will have general voting power.

8. Every year (One third) 1/3rd of M.C. members should retire on seniority. The members who retire are eligible to contest the elections. The new contestants should file their nominations 3 days prior to the date of A.G.M.

9. The proceedings of the meeting can be held if 1/3rd of M.C. members are present in the board meeting. The meeting can be continued without the quorum after half an hour.

10. The decision on any topic should be decided with majority. The president shall have one casting vote along with the general vote.

#### **J) POWERS AND RESPONSIBILITIES OF THE MANAGING COMMITTEE**

1. The Board of directors can dismiss any member if he disrespects the association's directors or behave in any manner which could affect the honor and dignity of the association. A show cause notice can be issued to that said member and can take necessary action on that member.

2. M.C. is responsible for all movable and immovable properties of the Association.

3. M.C. can generate loans on the assets of Association with due permission at the A.G.M. (If necessary).
4. To arrange for M.C. meeting once in a month to achieve the objectives of the Association.
5. To achieve the objectives of Association mentioned in the memorandum.
6. To execute all the powers of voters of Association.
7. Auditing and reporting the Receipts and Payments annually by the Auditors approved and appointed by the general body.
8. M.C. can transfer all the powers or part of the powers to the Secretary or to any director or to any voter in writing to execute any project of the Association.
9. To implement suitable resolutions for smooth and efficient execution of the events and projects of the Association
10. Any director can conduct the managing committee meeting in the absence of the president and or the office bearers.
11. The president or the Hon. Secretary of the managing committee should call for one meeting in a month.

**K) CANCELLATION OF DIRECTORSHIP:**

1. The following are the reasons by which the membership of directors are cancelled:
  - a. On demise.
  - b. If he resigns.
  - c. If he is a lunatic.
  - d. If he is absent for 3 consecutive meetings without intimating The President/Hon. Secretary / The Board.
  - e. If he disrespects The Association.
2. If the post of any M.C. director is vacant due to certain reasons a new M.C. Member can be elected to that post by Board of Directors. The elected director can remain as a director till the duration of former director of M.C.

**L) POWERS & RESPONSIBILITIES OF THE SUB-COMMITTEE :**

1. The sub-committees will be constituted by the President on or before second Managing Committee meeting and the sub-committees so constituted shall be approved by the Managing Committee.
2. No decision, resolution or opinion of any sub-committee shall be binding on the Association or have the status of the official position on any matter of the Association unless the same is approved by the Managing Committee. The Chairman of Sub-Committees designated shall cause the proceedings of the Sub-Committee meetings duly signed. Such proceedings to be documented properly.
3. To nominate members of eminence related to Sub-Committee.
4. To draw the road map for the Sub-Committee for the year.
5. To discuss issues pertaining to the relevant topics of the Sub-Committee.

6. To organize seminars, workshops related to their respective Sub-Committee.

**M) THE POWERS AND RESPONSIBILITIES OF THE PRESIDENT :**

1. To preside and to be present in the M.C. Meetings and A.G.M.
2. To have general control over all the features and regulations.
3. To deposit all the funds under the name of Association in any nationalized bank registered under R.B.I.
4. To spend on necessary requirements within the budget decided by M.C.
5. Organized plans should be formulated to execute all the events and projects of The Association.
6. He can delegate all his powers or part of powers to any director of M.C.

**N) THE POWERS AND RESPONSIBILITIES OF THE SECRETARY.**

1. Secretary is the executive officer who performs the overall work of the Association under the general control of The President.
2. To execute all the decisions and jobs assigned by the Board of Directors.
3. To make payments to Office Staff according to the budget estimated.
4. He can make any purchases required by the Association. He can expend up to Rs.25,000/- (Rupees Twenty Five Thousand Only) with the consent of the President.
5. He can take the decisions with the consent of majority directors by sending a circular during emergency situations.
6. To arrange for M.C. meeting and to propose the agenda for the discussion.
7. To organize all the M.C. Meetings.
8. To submit the accounts for consideration and confirmation of accounts in the M.C. Meeting.
9. Notice of every monthly meeting shall be issued to every director of the Managing Committee giving at least 3 clear days before the date of the meeting, the particulars of the agenda to be discussed at such meeting.

**O) THE POWERS AND RESPONSIBILITIES OF THE HON.TREASURER:**

1. He is responsible for all the receipts and payments of assets.
2. All the funds of Association should be deposited under the name of Association to any nationalized bank registered under RBI.
3. The account should be jointly operated by The President and Hon. Treasurer.
4. To deposit the funds in Current Account, S.B. account and fixed deposits in any nationalized bank under RBI.
5. To maintain the accounts for all the receipts ad payments



6. Any jewellery certified bonds, documents, bank accounts related to Association should be in the bank lockers in a Joint Account under the responsibility of The President and the Hon. Secretary. A separate register should be maintained for it.

**P) OTHER SUBJECTS:**

1. A registered Auditor must be approved compulsorily along with two local auditors. The local auditors can be elected at AGM amongst the members present at AGM. Local auditors must submit a written report to the President or the Hon. Secretary. If the local auditors do not furnish the report, the Managing Committee will have the powers to take suitable action by replacing two new local auditors.
2. The accounts of the Association have to be verified by the registered Auditors every month and by the local Auditors once in two months.
3. Capital expenses of a minimum of Rs. 5,00,000/- (Rupees Five Lakhs Only) will be allowed for each committee. Any amount over and above the approved, the committee should approach the AGM for further sanctions.
4. All the funds of The Association shall be invested in fixed deposits in any nationalized Banks regulated by R.B.I. Such deposits or any withdrawals shall be done with the joint decision of the president, with the resolution of The Board or can be ratified by the Board.
5. All the receipts shall bear the signature of either The Hon. Secretary or The Hon. Treasurer or The Manager authorized by The President or Treasurer.
6. Documents executed on behalf of The Association should bear the signatures of both the President and Hon., Secretary.
7. The revenue generated by the Association shall be utilized for achieving the objectives of the Association.
8. The legal proceedings of The Association will be undertaken by The President / Hon. Secretary on behalf of The Association
9. Within the ambit of The articles of The Association The Committee will have the powers to incorporate sub-rules and to form sub-committees for smooth functioning of The Association.
10. These articles /rules of the Association may be amended without infringement of the rules as laid out in the act of 1939, 5th Act. Such amendments should be approved by  $\frac{3}{4}$  of the members present at the EGM.