BYE LAWS

OF

MARKETING AND PROCESSING

COOPERATIVE SOCIETY LTD.,

**MODEL BYE-LAWS OF --------------------------------------------- MARKETING AND**

 **PROCESSING CO-OPERATIVE SOCIETY LTD.,**

**1.** **NAME ADDRESS AND AREA OF OPERATION:-**

1. The name of the Cooperative society shall be ------------------------------------- -----------------------------------MARKERTING AND PROCESSING CO-OPERATIVE SOCIETY LTD.,
2. Its registered address shall be --------------------------------------------------------------------------------------------------------------------------------------------. Any change in this address shall be intimated to the Registrar and all concerned within 30 days from the date of change.
3. The area of operation of the society shall be------------------------------------------------------------------.

**2. DEFINITION:-**

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

1. “Act” means the Goa Cooperative Societies Act, 2001 as in force in the state of Goa.
2. “Board of directors” means managing committee elected by the General Body to manage the affairs of the society.
3. “Bye-Laws” means the bye-laws of --------------------------------------------- Marketing & Processing cooperative Society Ltd.
4. “Cooperative year” means the year ending on 31st March of every year.
5. “Person “ means an adult individual or proprietary concern or partnership firm duly registered under the law, company or any other body corporate constituted under the law for the time being in force, cooperative society registered under the Act or Public Trust registered under law.
6. “Registrar” means a person or persons appointed as such by the Government of Goa under the act and includes any other subordinate officer in whom the power of the Registrar may stand delegated.
7. “Rules” means the Goa Cooperative Societies Rules, 2003 as in force in the state with amendments made thererunder from time to time.

**3. OBJECTIVES:-**

1. To make purchase of different products like food products, agricultural produce, horticultural products, dairy products, vegetable, fruits or any other allied products in Goa and outside Goa in bulk and to arrange the sale of the same at competitive prices to the members and general consumers.
2. To help the members manufacturing the products mentioned under bye-law No. 3(i) to improve the processing and marketing of products produced by them and take up any other measures to achieve this objectives.
3. To set up processing facilities for the members products to fetch better market price and to assist for setting up of such facilities by the members or by cooperative or other societies formed by them.
4. To arrange for collection of members products and also their processed products and marketing the same to their best advantage.
5. To help the members and members societies to secure good quality or raw material required in processing and manufacturing finished products by arranging procurement in bulk and distributing the same at the appropriate time to achieve better price.
6. To help the members or members cooperative to set up facilities to manufacture value added products and to assist in marketing such products.
7. To procure, manufacture, refine, prepare, process, import, export, purchase sell or otherwise to deal with in all forms of item and all products thereof.
8. To take up any other activity or measures which will be necessary or useful or appropriate for achieving the above objective.

**4. FUNCTIONS:-**

1. To undertake or to promote on its own or on behalf of its members trade commerce and industry. Also to undertake wherever necessary purchase, import, sale, export franchising, distribution, research and development in products listed above or allied articles and commodities in pursuance of the above objectives.
2. To act as agency for canalization of import, export and interstate trade of products, allied articles and commodities under any scheme formulated by Government of India or any state Government or Government Agency.
3. To undertake collection, processing, grading, standardizing, packing, branding and production of natural products to attain and further the objectives of the society.
4. To act as wholesale agents and rent or own, go downs and other premises.
5. To act as agent of any Government Agency, cooperative society or other organisation for purchase, storage, processing production, distribution, marketing, export etc. of raw material as well as finished products.
6. To take up installation and management of factories, processing houses, projects and similar industrial or commercial ventures for and on behalf of members/Government agencies, cooperative and other organisations in fulfilment of its adjectives.
7. To undertake product development and innovation, market development and research, sales promotion, publicity, advertising and allied activities to further the development of objectives.
8. To undertake or organise training in technical and commercial marketing and other related areas of members, employees etc.
9. To bring out magazines, bulletins, research papers and literature on trade and industry
10. To Organise and maintain information and date bank to give information to members as well as manufacturers, research and business circle.
11. To set up cold storage units for storing commodities and good by itself or in collaboration with any other agency in Goa or outside.
12. To subscribe to share capital of other cooperative institutions as well as public and joint sector enterprise if and when considered necessary for fulfilling the objectives of the society.
13. To establish and promote production/processing units for deriving value added and or commercial products.
14. To acquire, take on lease or hire lands, building fixtures, vehicles and other property and to sell, give on lease or hire them for business of society.
15. To advance loans to its members on the security of good or otherwise as decided by the board.
16. To do all such things or undertake such other business or activities including opening of branches or franchises as may be incidental or conducive to attainment of any or all the above subject.

**5. FUNDS:-**

1. The funds of the society may be raised by any of following sources.
2. Collection of share capital.
3. Collection of entrance fee.
4. Accepting of deposit from members.
5. Raising of loans and borrowings from State Cooperative Bank and

 other financial institutions.

1. Accepting of Donations, Grants, Gifts and subsidies.
2. Any other suitable modes identified in accordance with law, these

 byelaws and Government policies.

1. Deposits from members and loans may be raised by the society for such

period and such rate of interest and up to such amount and terms and conditions, as may be determined by the committee from time to time provided that without previous sanction of the Registrar, no time, the total amount of such liabilities shall exceed in total ten times of its paid up share capital, accumulated losses if any, as prescribed under Rules 33 of the Goa Cooperative Societies Rules, 2003.

**6. SHARE CAPITAL:-**

1. The authorised Share capital of the society shall not exceed----------------- of consisting of -----------------Shares of Rs. --------each, which shall be paid in full on application.
2. The authorised share capital may be increased from time to time by the general Body resolution and duly approved by the Registering Authority.

**7. MEMBERSHIP:-**

(i) An individual may be admitted as a member if he an adult, competent to

 contract and residing within the area of operation of the society or is gainfully

 engaged in any occupation in the area provided that:

1. The individual or any partner of a partnership firm is not convicted of any criminal offense involving moral turpitude.
2. The individual or the persons is not engaged in the business competing with or conflicting with the business of the society.
3. The individual is not an employee of the society.
4. The individual or the persons has subscribed to and fully paid for at least one share of the society and his application has been duly approved by the Board.

(ii) Any other persons as defined under bye-laws 2(v) having his registered office

 within the area of operation of the society and conducting business within

 such area may admitted as a members.

**8. APPLICATION FOR MEMBERSHIP AND ALLOTMENT OF SHARE:-**

1. Every members shall hold at least one share and pay the entrance fee of Rs. 10/-
2. The application shall be made in the prescribed form for grant of membership together with full value of Share applied and entrance fee to the society.
3. The application received for membership of society shall be decided by its BOARD within a period of three months from the date of receipt of such application by SOCIETY.
4. Rights to grant or refuse membership of SOCIETY shall entirely be at the discretion of the BOARD.
5. In case application for members is decided against the application and members is not granted to him reason thereof shall be informed to the applicant.
6. Share Certificate shall be issued to the member indicating there in the serial number of the share allotted, date of allotment of Share and the value of the share paid. In case more than one share is purchased by member at a time a consolidated share certificate showing number of shares held, together with their serial members be granted.
7. Duplicate share certificate shall be issued to member, in place of their lost or misplaced certificate. Such member shall have to pay a fee as may be decided by the Board. The lost certificate holder shall give an indemnity bond in favour of SOCIETY keeping it indemnified against each and all responsibilities which may arise by issue of such duplicate share certificate which will be issued on requisite application is made by the member, when sanctioned by the BOARD. A remark to that effect shall be made by the authorised person by the society on duplicate copy of share certificate issued.
8. Every member may appoint his nominee for his fully paid share held by him/her.
9. Incase any member expires before appointing his/her nominee, the shares or the interest in his share held by him shall be transferred or returned to his/her legal heir against production of document to that effect.
10. Notwithstanding anything contained in the forgoing clause, the total refund of share capital in any financial year of SOCIETY shall not exceed 10% of its paid share-capital.
11. A nomination made by members shall not be valid and shall not in event of death of the member, have effect unless: such nomination is made in writing and signed by the member in presence of two witnesses attesting the same and it is recorded in the book of SOCIETY maintained for the purpose.

**9. CEASATION OF MEMBERSHIP OF THE SOCIETY:-**

1. Membership shall cease:
2. On death and dissolution or liquidation in case of firm or society or other corporate Body or
3. On being adjudged as insolvent or legally disabled from continuing as a member or
4. On breach of any condition prescribed under the Bye-laws, Act and Rules or
5. On transfer of all shares or
6. On resignation or withdrawal of membership having been accepted or
7. Disqualified or expelled from the membership of the society by the competent authority.

(II) a) A member may resign from his membership and withdrawal his capital

 with the approval of the board of Directors. The approval shall not be

 given while such a member is indebted or within one year of his

 becoming a member of SOCIETY subject to provisions of byelaw no. 8(X)

 of the Byelaws of the society.

 b) A shareholder member shall be expelled as provided under the Act and

 the Rules.

 c) Shares held by the expelled members are liable to be forfeited.

 d) The Society shall have the right to forfeit the share of such member to

 set off his dues to the society.

**10. LIABILITY:-**

(i) The liability of the members of the SOCIETY shall be limited to the amount of

 their subscribed shares.

(ii) Every member of the society Shall also be responsible.

1. To the extent of his unpaid loans other dues by him to Society.
2. Amount on which he/her is liable against guarantor-Ship responsibility accepted by him/her. Unless such liability is fully cleared by him/her, no member will be eligible to transfer any of shares held by him/her or resigning from his/her membership of SOCIETY.

(iii) No member shall be allowed to mortgage any of share held by him /her or

 create any lien there against.

**11. GENERAL MEETING:-**

(i) The Annual General Body meeting shall be held within six months from the

 close of the cooperative year i.e. on or before 30st of September, every year.

 A list of members entitled to vote shall be prepared as on 31st march, of every year.

(ii) The Chairman of the society shall preside over all the General Body meeting. In

 the absence of the chairman, the vice-chairman shall preside over meeting

 and in the absence of both the general body shall elect its own president for

 the meeting amongst the members present at the meeting.

(iii) The function of the Annual General Body meeting shall be:-

1. To appoint internal Auditor/Statutory Auditor for auditing the account of the ensuing year and to fix the remuneration of internal Auditor.
2. To receive from the Board of Director the balanced sheet, Profit and LOSS account and it’s Annual Report of the preceding year and to section the distribution of profit.
3. To consider any communication or Audit memorandum that may have been received from the Registrar or Auditor or any other business duly brought before it.
4. To approve the audit rectification report presented by the Board.
5. To consider amendments to the byelaws.
6. To consider the appeal refused to the General body and generally to excise supreme authority in any matter relating to the working of the society subject to the provision of the Act and Rules and the bye-laws of the society.
7. To fix the maximum limit up to which Board may raise funds.
8. To transact the business in accordance with the provision of section 72 of the Act and Rules 46 to 50 of the Rules.
9. To deal with any other business duly brought forward with the permission of the chair.

(iv) NOTICE OF GENERAL BODY MEETING:-

 Notice of the general body meeting indicating the date, place and time of the

 Meeting and the business to be transacted there at, shall be affixed on the

 Notice Board of the office of SOCIETY at least 14 days prior to the General

 Body meeting and shall also be published in any one news paper of large

 circulation in the area of operation of the society. Non-receipt of the

 intimation about the General Body Meeting by any members shall not

 invalidate the proceeding of the General Body Meeting, unless the rights of a

 large number of members are prejudiced thereby in which circumstances the

 Registrar shall decide about the validity of such meeting.

(v) The Chairman shall have a casting vote in addition to his ordinary vote in case

 of tie.

(vi) Every member shall have one vote only irrespective of the number of shares

 held by him/her.

(vii) One third of the total number of members or 25(Whichever less) shall for a

 quorum at a General Body Meeting. If there be no quorum the meeting shall

 be adjourned to a later hour on the same day as may have been specified in

 the notice calling the meeting or to a subsequent date not earlier than seven

 days and later that 30 days and at such adjourned meeting the business shall

 be disposed off, whether there is a quorum or not.

**12. SPECIAL REQUISITIONED GENERAL MEETING:-**

1. Special Requisitioned General Meeting shall be convened by the chairman of the society or a requisition to the society by a majority of the members of the board or by a requisition from one tenth of members or at the instance of Registrar. It shall be the duty of the chairman to call such meeting within 30 days from the date of requisition as per provision of section 72(3) of the Act.
2. In the case of annual General Body Meeting clear 14 days notice and in the case of a special Requisitioned General Meeting Clear 7 days notice shall be given.

**13. BOARD OF DIRECTORS:-**

1. The Board shall consist of----- Directors including chairman and Vice-chairman duly elected as per the provision of Section 66 of the Goa Coop. Societies Act, 2001. Further, Board is empowered to appoint various committees and sub-committees as per the requirement.
2. BOARD shall look after the entire working of SOCIETY.
3. The presence of-------- Directors of SOCIETY out of--------------- Shall form the quorum for the Board’s meeting.
4. In the absence of required quorum the Board Meeting shall be cancelled.
5. The term of the elected Directors shall be five years.
6. The elected BOARD in its first meeting shall elect the chairman and Vice-chairman amongst themselves. The term of the chairman and Vice-chairman shall be co terminus with that of the BOARD.
7. No nominee of a Govt. or of any financial Institution of any society shall be entitled to vote any meeting of the society or election of its Board of Director. (As per section 28(8) of the Act).
8. The Elected Board shall continue in the office till the first meeting of newly elected Board and take over the charge.
9. The meeting of the BOARD shall be held at its registered office for any number of times as may be needed. However such meeting shall be held at least once every 2 months.
10. In the event of urgency, draft resolution shall be circulated which shall be adopted after signing by at least------- members of the Board. However, such Resolution shall be ratified in the next Board Meeting such resolution shall not pertain to:
	* 1. Proposing of change in bye-laws.
		2. Expulsion of any member.
		3. Admission of new members.
11. In case of any Director of society remains absent for three consecutive meeting without leave of absence, his membership of Board shall get discontinued automatically.
12. In case of any of subject matter/resolution is placed before the Board meeting, in which personal interest of any Director is involved, he shall not attend such Board meeting.
13. Work carried out or resolution s passed in any of the meeting of the Board, committee or sub-committee of SOCIETY shall not become invalid, not withstanding that it is afterwards discovered that the election of any of the members on the Board of such committees was defective.
14. A member of society shall not be eligible to contest the election of Board unless he is a shareholder member of society for a continuous period of three years and has a fixed share capital of Rs.------for a period of two years, prior to the date of election of the Board. However, this shall not be applicable to the members of first board.
15. The first Board of director shall be constituted from amongst the promoters of the society and its tenure shall be five years.

**14 POWER RESPONSIBILITIES AND FUNCTION OF THE BOARD:-**

The Board shall have the following powers, functions and responsibilities.

 (i)The Board shall determine on all policy matter of the society.

 (ii)The Board shall use its power and enter into all sorts of agreements,

 execute documents and do or get done, compliance of all necessities for

 this purpose.

 (iii)To achieve the objectives of the SOCIETY and for the betterment and

 development of SOCIETY, it shall frame schemes and execute the same in

 accordance with the provision contained in the act , rules and byelaws of

 the society.

 (iv)Without prejudice to the power vested in it, the BOARD shall exercise their

 rights undoubtedly for the following.

1. To consider the application for membership, and to admit new members, to consider the allotment, transfer of shares and resignations.
2. To raise with or without security, loans, overdrafts and cash credits within the maximum limit of borrowing as fixed under the Act and Rules.
3. To approve the Annual balance sheet, statement of Profit and loss Account, and other statements for being placed before the general Meeting.
4. To enter into a participation arrangements with any commercial or cooperative bank or financial corporation with permission of Registrar for the purpose of loans and advances and to determine the terms and conditions of the participation.
5. To approve investment of money belonging to the SOCIETY in Government and other trustee securities, deposits and other approved securities.
6. To approve purchase, sale and /or pledge of Government and trustee securities and approved securities on behalf of the society and to delegate jointly to any one of the Directors and the General manger powers for the purpose of purchase sale and/or pledge as the case may be.
7. To consider proposal for opening branches.
8. To fix the rate of interest on deposits of members.
9. To refer any dispute to by or against the SOCIETY to the competent Authority.
10. To institute defend conduct, compromise abandon, or withdraw any legal proceeding by or against the SOCIETY or the Board or its officers or employees.
11. To approve appointment of Broke and agent and fix their remuneration and also to fix the remuneration of the internal Auditor appointed by the General Body Meeting.
12. To Create posts of officers and other staff on the establishment of the society and to frame recruitment rules prescribing the procedure for filing the vacancies either by direct recruitment or by promotion and fix their qualification, scales of pay and other allowances and also frame the Rules for disciplinary proceeding .
13. To appoint General Manager for efficient conduct of the society’s business and fix his/her remuneration.
14. To appoint a staff committee every year consisting of the chairman, the General Manger and one other Director for disposal of all matters concerning the paid staff of the SOCIETY such as selection, appointment, promotion , training, disciplinary action, punishment and removal.
15. To consider payment of compensation, advance rent or long term advance with or without security for the purpose of security of premises for the society’s offices on lease or tenancy basis.
16. To prepare annual budget estimates within which the General Manager may incur expenditure for proper and efficient working of the society.
17. To accept deposit of all kind and types from the members.
18. The BOARD may appoint Sub-committee or Committee as be felt necessary by the Board to deal with various matters consisting of director/s including Chairman and delegate to such committee such power as the board may deem fit. The chairman of the Board shall be the chairman and General Manager shall be Ex-officio member of such committee.
19. To deal in legal matter on behalf of the society.
20. To arrange for election of Directors of the board and too fill-up by cooption the casual vacancies occurring in the Board of Director.
21. To open Banking Accounts with Bank or financial institution with the permission of Registrar and to authorise officers of the Society to deal with the same.
22. To secure membership or affiliation to appropriate institution and to nominate representatives of the society on the various committee’s General Body Meeting whenever necessary and for attending conferences, seminars, etc.
23. To make alter, rescind or abrogate the rules from time to time regarding the following:
	* 1. Deposits of all kinds and types.
		2. Provident Funds, Bonus and Gratuity.
		3. Recruitment of staff.
		4. Services rules of the staff, travelling allowances and the relative rules.
24. To decide about handing cash balance and furnishing securities by the paid employees,
25. To perform all acts connected with the administration of the society and to undertake all activities and Business in furtherance of the aims and objects of the society.

**15. POWERS DUTIES AND RESPOSIBILITIES OF GERERAL MANAGER:-**

(i) The General Manager shall be responsible to the Board of Director. He shall

 be over all in charge of the society and shall carry out day-to-day functions of

 the society. The power and duties of the General Manager shall be as under:-

1. To implement the resolution and decisions taken by the General Body, and at the meeting of the board, committees and sub-committees.
2. To convene the Meeting of the General Body, Board, Committees and sub-committees and to attend to record the minutes of all such meeting in the minutes Book and to countersign the same along with the chairman of meeting.
3. To conduct correspondence on behalf of the society.
4. To maintain all books of accounts, registers and ledgers as may have been prescribed under the Act, Rules and Byelaws.
5. To receive applications for membership of the SOCIETY and place the same before the Board with his report and recommendations.
6. To accept deposits of all kind and types the members and to arrange for issue of receipts, statements and pass books.
7. To disburse money on behalf of the SOCIETY.
8. To be custodian of cash in hand, property both movable and immovable, documents, securities and bonds.
9. To make appointment of staff based on the resolution of the BOD and fixed the scales of pay and allowances as may have been sanctioned by the Board from time to time.
10. To allot work amongst the society’s staff and supervise their work.
11. To take disciplinary action against the society’s staff accordance with the service Rules.
12. To issue orders of transfer of staff whenever necessary.
13. To approve the leave application, travelling, bill, medical bills and other permissible bills of the staff.
14. To incur expenditure within the budget approved by the Board.
15. To arrange for investments of money in accordance with the Board’s policy and report the same to the Board in their next meeting.
16. To exercise such other powers and discharge such other duties as may be delegated or entrusted to him by Board or by the chairman from time to time.
17. To act as a representative in legal matters.

**16. APPROPRIATION OF PROFITS SURPLUS:-**

 The net profit/surplus shall be distributed in accordance with the provisions

 of section 52 of the Act 41 of the Rules.

**17. RESERVE FUND:-**

 The reserve Fund created in terms of byelaws No. 16 shall be invested outside

 the business of the society as per section 55 of the act and Rules 39 of the

 Cooperative societies Rules.

**18. ACCOUNTS AND REGISTERS:-**

 The book of Account and other records shall be maintained by the society in

 terms of Rule 47 and 48 of the cooperative societies Rules.

**19. AMENDMENT TO BYELAWS:-**

 No byelaws shall be altered or abrogated unless a proposal to do so has

 been communicated to all members before the meeting of the General

 Body of the society at which it is proposed to be considered and the same

 is passed by 2/3rd majority of the members present approved by

 Registering Authority.

**20. AFFILATION TO FEDERAL BODIES:-**

1. The society shall taka at least one share in the state Cooperative bank after

its registration.

1. The Society shall become a member of the state cooperative union.
2. The society may become a member of Federal Cooperative institutions of its types.

**21. LIQUIDATION:-**

 In the event, the society is liquidated as per section 92 and Rules 127,

 the surplus assets shown as available in the final report of the liquidator shall

 be divided amongst the members as per the provision of section 100 and

 Rules 130 and the remaining shall be placed at the disposal of the Registrar of

 Cooperative Societies for utilisation in a suitable manner.

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| --- | --- | --- | --- |
| Sr. No.  | Name of Board of Directors | Designation | Signature |
| 01 | Shri/Smt. |  |  |
| 02 | Shri/Smt. |  |  |
| 03 | Shri/Smt. |  |  |
| 04 | Shri/Smt. |  |  |
| 05 | Shri/Smt. |  |  |
| 06 | Shri/Smt. |  |  |
| 07 | Shri/Smt. |  |  |
| 08 | Shri/Smt. |  |  |
| 09 | Shri/Smt. |  |  |
| 10 | Shri/Smt. |  |  |
| 11 | Shri/Smt. |  |  |
| 12 | Shri/Smt. |  |  |
| 13 | Shri/Smt. |  |  |
| 14 | Shri/Smt. |  |  |
| 15 | Shri/Smt. |  |  |

Approved in the meeting held on: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

RE FORMULATED PRINCIPLES OR COOPERATIVE

(Recognised by International Cooperative Alliance in 1995)

1. Voluntary and Open Membership
2. Democratic Member Control
3. Members Economic Participation
4. Autonomy and Independence
5. Educations, Training and Information
6. Cooperative among Cooperative
7. Concern for Community