

**IN THE MATTER OF THE TAMILNADU SOCIETIES
REGISTRATION ACT
(ACT XXVII OF 1860 / 1975)**

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**IN THE MATTER OF INDUSTRIAL WASTE MANAGEMENT
MEMORANDUM OF ASSOCIATION
BYE-LAWS OF ASSOCIATION**

Name: INDUSTRIAL WASTE MANAGEMENT ASSOCIATION

Date of Formation : 10-05-2002
Registration/ Date : 256/2002/04-07-2002
Submitted by : Secretary

The name of the Association is “**INDUSTRIAL WASTE MANAGEMENT ASSOCIATION**” and the office of the Association is situated at No.13/4, FIRST STREET,INDIRA COLONY, OFF-FIRST AVENUE, ASHOK NAGAR, CHENNAI - 600 083

I. THE OBJECTS OF THE ASSOCIATION:

Objective of the Association is:

To establish a forum comprising producers of Industrial Waste, Technicians, Scientists and Service Providers, for the management of waste covering all districts of Tamil Nadu and to possess, hold lease lands allotted by the Government, local authority or any other authority and to identify the service provider who will build, own, operate, maintain and take full liability of land fill and the industrial waste received (during the operation and after closure of the land fill), to negotiate with the Government Departments, local bodies, Private Sector and to identify places suitable for the disposal of waste, and to sub lease the land to the service provider and to collect rent for the lease.

The Association may also as circumstances dictate be permitted:

1. To provide technical and financial consultancy for the purpose of industrial waste management
2. To monitor the operation of the landfill facility, to verify compliance of the service provider with respect to various norms and guidelines in force from time to time.
3. To contribute to manpower development, knowledge dissemination and promote public awareness in industrial waste management and pollution control.
4. To bring about intra and inter country communication for a better appreciation amongst the members and in between similar professionals in other countries.
5. To hold conferences, conventions, seminars and expositions in the field of environment, including industrial waste management and pollution control.

6. To consider or formulate opinions upon all questions connected with environmental management.
7. To maintain a library of books, records, journals and other publications of technical interest so as to spread technical information or knowledge of Environmental Management.
8. To establish exhibitions of products in connection with Environmental Management
9. To encourage and facilitate social service activities, in relation to the environment, among members.
10. To construct premises for the Association, or alter, or add, or remove any such building.
11. To borrow or raise any finance required for the purpose of the Association, approved by a majority of the Executive Committee (as defined below) upon such terms and matters, and on such securities as may be required.
12. To establish educational institutions, training institutes, and offer courses on Environmental Management.
13. To publish magazine, pamphlets, newsletters in connection with the object of the Association.
14. To develop/explore various techniques on Environmental Management.
15. To subscribe to or to become a member of any co-operative or other associations, whether incorporated or not, whose objects are wholly or partially identical with, or similar to those of the Association.
16. To extend the benefits of the object of the association to the general public, irrespective of caste, creed, religion or sex.
17. To make upfront payments of any fees and other expenses fixed by the Government, Local authority for holding the lease land.

II. GOVERNING BODY:

- ^{1.} The governing body to whom, by the rules and regulation of the Association, the management of its affairs is entrusted shall be called “**The Executive Committee**” which is to consist of 14 members of the Association including a Chairman, Secretary, Joint Secretary, Treasurer and 10 Committee Members including one lady member.*

* Resolution Passed in XI Annual General Meeting dated 28.09.13

2. The names and addresses of members who form the First Executive Committee are as follows:-

Chairman	Mr.S.Mani – GM Engg.Projects &EHS M/s.Orchid Chemicals & Pharmaceuticals Ltd 1 Crown Court, 2nd Floor 128,Cathedral Road,Chennai-600 086
Secretary	Mr.R.Ranganathan – Whole Time Director M/s.Amalgamations Repco Limited, “J” Gardens, GNT Road, Chennai – 600 110
Treasurer	Mr.N.Ramadoss-Deputy GM M/s. Rane Brake Linings Ltd Plot No.30, Industrial Estate Ambattur, Chennai – 600 058
Jt. Secretary	Mr.A.Soundararajan-GM Projects & Utilities M/s.Brakes India Limited, Unit36,Padi, Chennai – 600 050
Member	Mr.S.N.Pandey – Environmental Engineer M/s.Visteon Automotive System(I)Ltd. Keelakaranai Village,Melrosapuram Post, M.M.Nagar, Chengalpattu – 603 204
Member	Mr.M.Babu – Asst.Manager , Mechanical Utilities and Service. M/s. Hyundai Motors India Ltd Pl.no:H-1, SIPCOT Industrial Park Irungattukottai, Sriperumbudur-602 105

- Member** Mr.R.Barath-General Manager
Plant Engineering,
M/s. Wheels India Limited,
Padi, Chennai – 600 050
- Member** Mr.S. Sairam – Senior Manager, Metal Treatment
M/s. Borg Warner Morse Tec Murugappa Pvt Ltd
MTH Road, Ambattur,Chennai-600 053
- Member** Mr. P. Ramasubramanian-Senior Manager,
Safety & Envmt.
M/s.Sundaram Fasteners Limited,
Padi, Chennai-600 050

III. RULES AND REGULATIONS OF THE INDUSTRIAL WASTE MANAGEMENT ASSOCIATION

1. GENERAL

In these Rules

- i) “The Association” means “**INDUSTRIAL WASTE
MANAGEMENT ASSOCIATION**”

- ii) Date of formation: 10.05.2002

- ii) The Registered Office is situated at 13/4, Indira Colony, First Street, Off-First Avenue, Ashok Nagar, Chennai-600083.

- iii) Office Hours: 9.30 A.M. to 5.30 P.M. on all working days.
(Monday- Friday) On Saturdays: 9.30 A.M. to 1.00 P.M.

- iv) **Registrar:** No: 182, Bharathi Salai, Pycrafts Road, Royapettah,
Chennai -600 014

- v) “The Executive Committee” means the governing body to whom,
by these Rules, the management of the Association is entrusted.

IV. MEMBERS

1. **MEMBER:** Any industry, organization, establishment, Business forum producing hazardous waste as per Environmental Protection Act 1986, is eligible to become a **Member** of the Association.
2. **INDIVIDUAL MEMBER:** Any individual concerned with Environmental Management may be admitted as an **Individual Member** by the Executive Committee.
3. **ASSOCIATE MEMBER:** Engineering organizations, Educational institutions, corporate bodies or similar professional bodies which are directly connected to Environmental Management and are pursuing the above stated objectives may be admitted as **Associate Member**.
4. **HONORARY MEMBER:** Any individual who has made significant contribution in the pursuit of its stated objectives may be conferred with Honorary Membership of the Association by the Executive Committee.
5. Every member shall abide by the Memorandum Rules and Regulations of the Association and other rules, regulations and bye-laws of the Association in force.

Note: Herein after any reference to Member shall be restricted to Member as per clause IV (1)

- ❖ Admission to the Association as members will be on the discretion of Executive Committee.

V. CLASSIFICATION OF INDUSTRIES:

Based on the annual turnover business organizations shall be classified as Large, Medium, Small and Tiny/Micro Scale *

1. Annual Turnover greater than or equal to Rs.25,00,00,000/- (Rs. Twenty five crores) or more – Large Scale

2. Annual Turnover greater than or equal to Rs.10,00, 00,000/- (Rupees ten crores) and lesser than Rs.25,00,00,000/- (Rs. Twenty Five Crores) – Medium Scale

3. Annual turnover greater than or equal to Rs.1,00,00,000/- (Rupees one crore) and lesser than Rs.10,00, 00,000 /- (Rupees ten crores)- Small Scale

4. Annual turnover lesser than 1,00,00,000/- Tiny/Micro Scale.¹

* Resolution Passed in XI Annual General Meeting dated 28.09.13

VI. RIGHTS OBLIGATIONS AND PRIVILEGES OF MEMBERS:

1. Any Individual or an Institution concerned with Environmental Management shall apply for membership through the Secretary and shall be admitted if approved by the Executive Committee of the Association.
2. All Members shall be eligible to get communication leaflets and such other related publications of the association and participate in the activities of the Association.
3. Voting Rights shall not accrue to the Individual, Associate and Honorary Members.
4. Any member may cease to be member of the Association by giving one calendar months' notice in writing to the Secretary of his intention to do so, and upon the expiration of the notice such member shall cease to be a member
 - A. Membership shall also cease,
 - i. Upon the member's insolvency/bankruptcy; or
 - ii. Failure to pay the annual subscription fees within three years.
5. **MEMBERSHIP FEES:**
 - i. **Registration Fee:** The one time registration fee for industries under large and medium category shall be Rs. 1000/- (Rupees

One Thousand), for SSI & Micro scale category Rs.500/-shall be payable along with the application for the admission. For Individual and Associate Members the registration fee will be Rs.500/-.

- ii. **Subscription Fee:** The annual subscription fee for all members shall be fixed by the members in Annual General Meeting. The annual subscription fee shall be based on the business turnover of the each individual member. Every member shall pay an annual subscription on or before 10th January of every official year
 - a. The membership shall be renewed annually by the 10th January. Any member who fails to renew the membership before the stipulated date shall automatically cease to be a member. But such a member may be readmitted by the Executive Committee at its sole discretion on payment of the arrears
 - b. Any member found to be guilty of conduct detrimental to the interest of the Association, the Executive Committee shall be at liberty to expel the member in case of unsatisfactory explanation of such conduct
 - c. Any Member who is expelled under rule **5ii (a)** shall not be eligible for re-election as Member until the expiry of one year from the date of expulsion.
 - d. Any member who shall for any reason cease to be a member shall nevertheless remain liable for, and shall pay to the

Association all money which at the time that the concerned member ceased to be a member may be due from such member to the Association.

6. Every member (as described in the clause IX- 41) has the right upon application and payment of such fee as may be prescribed of Rs.25/- each to receive a copy of bye laws, the receipts and expenditure account and the balance sheet. The members may peruse the records and accounts of the Association after giving due notice in writing to Chairman/Secretary
7. Each year a Register of members shall be opened in which shall be set forth the names and addresses of the members for the time being-individual, representative, affiliated in which all changes in membership from time to time taking place shall be recorded. The register as on date of notice of a meeting or of notice of an election shall be the final list of members of electoral roll for the purposes of the meeting or election concerned.

VII EXECUTIVE COMMITTEE

1. The Secretary of the Association is authorized to sue or to be sued on behalf of Industrial Waste Management Association
2. Executive Committee shall consist of 14 members with reservation for one lady committee member. Lady committee member shall be from any member industries irrespective of the category of the industry
3. The Management of the Association shall vest in an Executive Committee consisting of:
 - a. One Chairman
 - b. One Secretary
 - c. One Joint Secretary
 - d. One Treasurer
 - e. 10 Committee Members
4. These shall be drawn from the Members of the Association as described in the Clause **IV(1)**
5. The Chairman, the Secretary, the Joint Secretary and the Treasurer of the Executive Committee (“**Office Bearers**”) and the Committee Members shall be elected at Annual General Meeting .The Office Bearers shall hold the office for a period of three years and shall be eligible for re-appointmen

6. With respect to the Committee Members, one third of Committee Members are liable to retire by rotation. If their number is not three or a multiple of three, then, the number nearest to one- third, shall retire from office and eligible for re-appointment. The Committee Members meant to retire by rotation shall be those who have been longest in office since their last appointment, but as between persons who became Committee Members on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.*
7. If any vacancy occurs among the Office Bearers or Committee Members between two Annual General Meetings, the resulting vacancy may be filled by the Executive Committee at a meeting of the Executive Committee. Any person so appointed shall hold office only up to the date up to which the Office Bearer or Committee Member in whose place he is appointed would have held office if it had not been vacated as aforesaid.
8. The Committee shall in addition to the powers conferred on it by these Rules, have the power to apply the funds of the Association in furtherance of its objects and to do all other acts relating to the work and management of the Association.
9. The Executive Committee shall have the power to meet all the expenses with the funds of Association to achieve the objects of the Associatio

*** Resolution Passed in VIII Annual General Meeting dated 25.09.2010**

- 10.** The Executive Committee shall apportion the funds collected via the subscription fees and registration fees into two separate funds. *
- i. Administration Fund: 75% of the amount collected annually.
 - ii. Corpus Fund: 25% of the amount collected annually.
- 11.** The Chairman shall have the discretionary powers in all matters not specially provided for in these rules or in the bye-laws, if any, passed by the Executive Committee and all the activities of the Association will be governed by him.
- 12.** The Chairman shall also employ the necessary staff required for running the Association with the prior approval of the Executive Committee. The service conditions of such employees shall be determined by the Executive Committee with reference to rules in force.
- 13.** Subject to the control of the Executive Committee, the Secretary shall have and exercise the following duties and powers:-
- a. The attending to the ordinary work of the Association.
 - b. The holding of all correspondence relating to the affairs of the Association.
 - c. Recruiting such staff as considered essential, fixing their remuneration in consultation and with the concurrence of the office bearers, and circulating the same to the Committee members for information and ratification

*** Resolution Passed in X Annual General Meeting dated 22.09.12**

- d.** The supervision and disciplinary control of the staff including the powers of imposing fines and of suspending for a period not exceeding one month.
 - e.** Granting of leave to the staff and filling up of temporary vacancies (not exceeding one month).
 - f.** The disposal of any other matter that may be entrusted to him by the Committee for orders.
 - g.** All other matters of importance or involving a principle or general application or as to the appointment and dismissal of staff subject to clause (d) supra shall be placed by the Secretary before the Executive Committee for orders.
 - h.** It shall be competent to the Secretary, subject to the prior approval of the Executive Committee, to delegate any of the duties and powers mentioned in this rule to any one or more of the employees of the Association.
- 14.** The Executive Committee shall meet not less than once in every month of the year but special meetings of the Committee may be convened by the Secretary and shall be so convened on the written requisition of not less than three members of the Executive Committee for any specified purposes, provided that notice of such meeting shall be given not less than seven days in advance to the Secretary.
- 15.** The Secretary will convene a meeting of the Executive Committee once in a month and shall record the proceedings of the same and shall manage the correspondence.
- 16.** Secretary shall prepare Annual Report and Agenda of the Annual General Meeting.
- 17.** Secretary is responsible for the safe custody of documents of the Association.

18. For every meeting, members shall be given at least seven days' notice unless the Secretary considers, in cases of urgency, that shorter notice is sufficient.
19. The quorum for all meetings of the Executive Committee shall be one third of members.
20. The Chairman shall preside at all the meetings of the Executive Committee and in the absence of the Chairman; the members present shall elect a Chairman.
21. In all matters, the decision of the majority shall prevail and in case of an equality of votes, the Chairman shall have a second or casting vote.
22. A Minutes Book shall be kept by the Secretary in which the resolutions of the Executive Committee shall be recorded.
23. The Executive Committee shall have power to dispose of routine and unimportant matters by taking the opinions of the members by circulation instead of at a meeting of the Executive Committee.
24. The Committee Members shall be honorary positions and such Committee Members shall not be eligible for any remuneration. However, they are eligible for reimbursement for actual expenses incurred in connection with the activity of the Association as per the Rules framed from time to time

25. REMOVAL:

The office of an Office Bearer or Committee Member of the Executive Committee shall stand vacated if:

- a. He/ She tenders his/her resignation by notice in writing;
- b. He/ She ceases to represent any of the members of the Association,

- c. He/ She absents himself/herself for three consecutive meetings without previous intimation,
- d. The Association by resolution in General Meeting resolves on his/her removal
- e. He/ She has been convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months, and a period of five years has not elapsed from the date of expiry of the sentence

Notwithstanding the above, any member of the Executive Committee shall be deemed to have vacated their office, if the member of the Association so represented by such Executive Committee member, ceases to be a member of the Association.

26. APPEAL: Any member removed from the membership by the Committee shall have the right to appeal to General Body and its decision will be final and binding on all.

VIII. ACCOUNTS

- 27.** The Treasurer shall keep proper accounts of the monies collected and disbursed on behalf of the Association by the way of subscription, donation, gifts, grants and other receipts of Association.
- 28.** All money received on behalf of the Association shall as soon as possible be deposited in the name of the Association in any scheduled Bank or Banks as may be decided by the Committee and the accounts of the Association shall be operated by the Treasurer jointly with either Chairman or Secretary or Joint secretary.
- 29.** The accounts of the Association Committee, or an outsider elected by the Members of the General Body at the Annual General Body Meeting on remuneration to be fixed by the said General Body or Executive Committee Meeting.

IX. GENERAL MEETINGS

- 30.** The Annual General Meeting shall be held before the month of September every year at such place and time, as the Committee decides
- i) To receive and approve the Annual Report of the Committee and the Audited Statement of Accounts of the Association for the previous year
 - ii) To elect members of the Executive Committee, not being office bearers, who shall be elected at every fourth Annual General Meeting
 - iii) To appoint an auditor for the ensuing year and fix his remuneration and
 - iv) To discuss any subject that may be brought forward by any member of which notice in writing had been given to the Secretary not less than three days in advance of the meeting day.
- 31.** All the members of the Association are also the members of the General Body.
- 32.** The General Body will meet at least once in each financial year. Twenty one days' notice shall be given to the members of the General Body.
- 33.** The notices will be sent to all the members by post or by circular or by advertisement in the newspaper. The Executive Committee will not be responsible for the non-receipt of the notice about the General Meeting. The notice will specify the day, hour and place and the object of the meeting and in case any amendment of a bye-law or object of Association as contained in the Memorandum is

intended to be proposed shall contain a copy of every such amendment.

34. The quorum for all General Meetings of the Association shall be one third of total members or twenty five (25) members whichever is less.
35. If the General Meetings, ordinary or special, called for by the Executive Committee cannot be held for want of quorum, the same shall be adjourned to the following week at the same hour.
36. The Executive Committee may of its own motion, or at the written request of not less than two-third of members, convene a special general meeting of the Association for considering any specified subject or subjects. But in all such cases not less than 21 days' notice shall ordinarily be given to the members unless the Executive Committee considers in cases of urgency that shorter notice is sufficient.
37. In all matters the decision of the majority shall prevail and in case of an equality of votes the member presiding shall have a second or casting vote.
38. **Proxy:** In case a member is unable to attend an Annual General Meeting, a proxy may be sent on their behalf, provided that a proxy may be authorized to represent only one member at any such Annual General Meeting.*
39. The proceedings of every Executive Committee meeting shall be recorded in a book to be kept for the purpose by the Secretary and signed by the Chairman at the next meeting.

* **Resolution Passed in X Annual General Meeting dated 22.09.12**

- 40.** The Secretary shall arrange to exhibit the Register of members, the Minutes book and the Books of Account at the registered office of the Association during business hours for inspection by its members free of charge.
- 41.** Any request for the inspection of document shall be made in writing addressed to the Secretary.
- 42. AMENDMENT:** The Association may by special resolution, either at the Annual General Meeting or at any special General Meeting, add to, alter or repeal any of the Rules of the Association or the Bye-laws, provided that no rule shall be added, altered or repealed except at a meeting at which not less than twenty five of the Members are present and provided that no Rule shall be altered or repealed unless three fourths of the said Members present and voting, vote for such addition, alteration or repeal. Any amendment of the Memorandum or the Bye-laws, shall be registered and on such registration, shall take effect from the date of passing of such Special Resolution.
- 43.** Bye-laws made at such General Meeting shall be notified to rest of the members of the Association within reasonable period one month of the making of the bye-laws, and such bye-laws shall have the same force as the Rules of the Association until rescinded or modified by a resolution of the Association and approved through ordinary resolution.
- 44** The Members are entitled to get copy of Bye-laws of Association and copy of Annual accounts on payment of Rs.25/- each

- 45** The Members are at liberty to verify the accounts and other documents of the Association on written request to the Secretary.
- 46 AMENDMENT:** Any amendment to the instruments in the object clause or in the bye-law except the routine appointment in the office bearers shall be done with a prior permission from the Director Income Tax (Exemptions), Chennai.
- 47 TERRITORY:** The activities of the Association shall be confined to the territory of India
- 48 FUNDS:** The funds of the Association shall be utilized for the object of the Association and no portion shall be distributed in any manner to the members or to the governing body or to the persons defined in section 13 (1) (c) of Income Tax Act, 1961.
- 49** The funds of the Association shall be utilized for the object of the Association and unutilized funds shall be invested as provided in section 11(5) of Income Tax Act and no portion shall be distributed in any manner to the members or to the Governing body or to the persons defined in section 13 (1) (c) of Income Tax Act, 1961.
- 50 RESTRICTIONS:** Not more than 5% of the fund of the Association shall be utilized for religious purposes.
- 51 ALIENATION OF PROPERTY:** Alienation of immovable property shall be with prior approval of Director Income Tax (Exemptions), Chennai

- 52 SPECIAL RESOLUTION:** Resolution required to be passed as special resolution needs to be passed in the General Body Meeting by a majority of not less than three fourths of the Members entitled to vote as are present in person or by proxy at such meeting, provided that the notice for such General Meeting should specify the intention to propose the resolution as a special resolution.
- 53 CHANGE IN NAME:** Subject to the approval of the Registrar of Societies, the Association may, by Special Resolution in General Meeting change its name. However, any change of name shall not affect any right or obligation of the Association thereof.
- 54 AMALGAMATION and DIVISION:** The Association may, with the prior approval of the Registrar, by Special Resolution in General Meeting, become amalgamated with another society, or divide itself into two or more societies. Such amalgamation or division shall have effect only upon such new society or societies being duly registered.
- 55 DISSOLUTION:** The Association may be dissolved by Special Resolution in General Meeting. On dissolution the property, documents and other articles shall be handed over to some other Association having similar objects.
- 56** The Association is irrevocable

