

INDIAN BEVERAGE ASSOCIATION

RULES

1. Short title, extent, commencement and application

These Rules may be called the Rules of the Indian Beverage Association. These Rules shall come into force on January 14, 2010

2. Definitions

- (i) 'Corpus' shall have the meaning ascribed to it in Rule 5.
- (ii) 'Managing Committee' means the committee constituted under Rule 9 of these Rules.
- (iii) 'RSMs' shall have the meaning ascribed to it in Rule 9(a).
- (iv) 'Rule' or 'Rules' shall refer to the rules of the Indian Beverage Association.
- (v) 'Secretary General' shall be the Secretary General of the Indian Beverage Association.
- (vi) 'General Body' shall mean all the Members of the Society.
- (vii) 'Society' means the Indian Beverage Association, a Society registered under the Societies Registration Act, 1860.

3. Society

The office of the Society as on Effective Date shall be situated at PHD House, Siri Fort Road, New Delhi 110 016.

4. Membership

Guidelines relating to the Membership shall be as specified below. The Managing Committee of the Society shall have the power to alter the criteria for different categories of Membership.

- (A) Any individual, sole proprietor, registered firm or Company falling in any of the categories listed below shall be eligible, subject to other terms and conditions as listed herein and specified from time to time by the Managing Committee, to apply for the Membership of the Society:
 - (i) Producers or manufacturers or bottlers of fruit juices and fruit drinks, packaged drinking water, carbonated soft drinks, mineral water, tea and coffee, sports and energy drinks, dairy products and other non-alcoholic beverages of like nature;
 - (ii) Franchisees of the above mentioned producers or manufacturers or bottlers;
 - (iii) Vendors to the above mentioned producers, manufacturers or bottlers,
 - (iv) Associations, if any, of the vendors/franchisees to the producers or manufacturers or bottlers of non-alcoholic beverage.

(B) Types of Members

- (i) **Subscriber Members:** The Organisations listed below, represented by their authorised representatives, shall be the Subscriber Members of the Society and the Subscriber Members at the commencement of these Rules are:

Sl. No.	Organisation	Represented by (name/designation)
01.	Bengal Beverages Private Limited	S.R. Goenka, Director
02.	Coca Cola India Private Limited	Deepak Jolly, Vice President, Public Affairs & Communication
03.	Dabur India Limited	Byas Anand, Senior Manager – Corporate Communications
04.	Indian Soft Drinks Manufacturers Association	C.K. Jaipuria, Director
05.	Jain Irrigation Systems Limited	Dr. D.N. Kulkarni, President, Agro Foods
06.	Pearl Drinks Limited	C.K. Jaipuria, Director
07.	Pepsico India Holdings Pvt. Limited	Vivek Bharati, Executive Director
08.	Red Bull India Private Limited	Bhaskar Sharma, General Manager
09.	Tetra Pak India Private Limited	Sunil Tembe, Company Secretary

- (ii) **Associate Members:** Such person, association, firm, body corporate or unincorporated body which fulfils the eligibility criteria mentioned in (A) above, may upon payment of prescribed fee be admitted as Associate Members of the Society by the Managing Committee.
- (iii) **Honorary Members:** The Managing Committee may from time to time, admit certain eminent persons and suitable representative bodies connected with the non-alcoholic beverage industry or those who have rendered distinguished service to the interests represented by the Society, as Honorary Members of the Society.

(C) **Membership Fee:** The Membership fee payable to become a Member of the Society shall be as provided below:

- (i) **Subscriber Members:** Each Subscriber Member shall pay a one time non-refundable entry fee of Rs. 2,00,000 (Rupees Two Lacs Only) and shall also be required to pay an annual nonrefundable subscription fee, for every financial year, of such amount as may be determined by the Managing Committee, from time to time. At the commencement of these Rules this fee shall be Rs. 3,00,000 (Rupees Three Lacs Only).
- (ii) **Associate Members:** Each Associate Member shall pay a one-time non-refundable entry fee and shall also be required to pay an annual non-refundable subscription fee, for every financial year, both of such amounts as may be determined by the Managing Committee from time to time. The one-time non-refundable entry fee, which was Rs. 50,000/- (Rupees Fifty Thousand only) at the commencement of these Rules, shall, for the limited period from April 1, 2015 to March 31, 2016, be Rs. 25,000/- (Rupees Twenty-five Thousand only) and shall be restored to Rs. 50,000/- (Rupees Fifty Thousand only) with effect from April 1, 2016. The annual non-refundable subscription fee for Associate Members which, at the commencement of these Rules, was Rs. 75,000/- (Rupees Seventy-five Thousand only), shall be Rs. 45,000/- (Rupees Forty-five Thousand only) with effect from April 1, 2015.” (As amended on November 10, 2014.)
- (iii) **Honorary Members:** No fee shall be payable by an Honorary Member.

(D) **Application procedure for admission as Associate Members**

- (i) Persons desirous of becoming a Member shall be required to submit an application in writing, in the prescribed form, addressed to the Managing Committee, for its consideration through the Secretary General. The application shall be duly signed by the applicant.
- (ii) Applications will be placed before the Managing Committee, by the Secretary General for its decision thereon. The decision of the Managing Committee shall be communicated to the applicant by the Secretary General, which shall be final, binding and conclusive. The Managing Committee shall not be bound to assign any reason for its decision.
- (iii) Members will be entitled to the benefits and privileges of Membership and shall be bound by and shall be subject to the Rules of the Society that may be in force from time to time.

5. Corpus and running cost contributions

The running costs of the Society including, *inter-alia*, the cost of renting or owning premises, various operating overheads, cost of holding meetings and all costs incidental to the carrying on of the objects of the Society shall be such sum as allocated and fixed by the Managing Committee for each financial year. The first such sum shall be fixed within two months of the registration of the Society (“**Corpus**”). The RSMs shall decide amongst themselves as to the Subscriber Members who shall contribute towards the Corpus or in what proportion thereof.

6. Members not being Natural Persons

- (a) Where the Member is not a natural person, the rights and privileges of membership may:
 - (i) If the Member is a Firm, be exercised by any partner in such firm or by any person authorised by a power of attorney.
 - (ii) if the Member is an Association, be exercised by any Member of the Managing Committee of the Association or by any person authorised by a power of attorney.
 - (iii) If the Member is a body corporate or unincorporated Body, be exercised by any Director or any other officer, duly authorised by a resolution passed by its board of directors.
- (b) The Subscriber Members shall be entitled to change their representatives on the Managing Committee of the Society at any point of time, subject to this Rule, under intimation to the Secretary General.

7. Discontinuance of Membership

(A) A Member shall *ipso facto*, cease to be a Member of the Society if:

- (i) being an individual, dies or is adjudged as insolvent or is convicted of a criminal offence;
- (ii) being a Firm, is dissolved or such firm is adjudicated insolvent;

(Explanation: A firm shall not cease to be a Member of the Society by reason of death or retirement of a partner or partners, or by reason of a mere change in the name of the Firm without materially affecting the composition of the partners of the Firm. The decision of the Managing Committee as to whether a Member has ceased to be a Member of the Society under this Rule shall be final and conclusive).

- (iii) being a body corporate or unincorporated body, an order is made by a competent court for winding up the body corporate or unincorporated body, except for reconstitution.

(Explanation: An Association, firm or body corporate shall not cease to be a Member by reason of a change in its name or management.)

- (iv) he fails to pay the non-refundable annual membership fee for any financial year on or before the time fixed by the Managing Committee, provided one month's notice to pay the annual membership fee has been given in writing to such Member by the Secretary General; and
- (v) he fails to sustain the eligibility conditions as stated under Rule 4(A).

Provided, that the Managing Committee may on application made by any person ceasing to be a Member under this clause, readmit such person on such conditions as it thinks fit.

- (B) If a Member commits fraud or misrepresentation, the Managing Committee, on giving a show cause notice and opportunity of being heard, may rescind the membership of the Member.
- (C) If any act or conduct of the Member is considered by the Managing Committee to be detrimental to the interest of the Society, such Member may be expelled by the Managing Committee after a show cause notice and an opportunity of being heard;
- (D) A Member wishing to resign shall be required to give a written notice of three months to the Secretary General. Such resignation shall be effective from the date of its acceptance by the Managing Committee and after all the dues of the Member to the Society are fully paid.
- (E) Any entry and annual subscription fee paid by a Member, who ceases to be a Member in terms of this Rule, shall not be refunded.

8. Privileges of Members

(1) The RSMs and Associate Members shall have the following privileges:

- (i) To obtain gratis or, at such cost as the Managing Committee may decide, any publication of the Society.
- (ii) To vote on matters referred to the general body of Members.
- (iii) To contest elections or seek nomination as a member of any committee of the Society, as may be formed, or represent the Society on any Institution, Organisation or Committee thereof, subject to the approval of the Managing Committee.

- (iv) To place proposals, if any, in furtherance of the objects of the Society before the general meeting provided the Member gives to the Secretary General not less than seven (7) days notice in writing of his exact proposal.
 - (v) During the working hours of the Office of the Society, to inspect minutes of the meetings of the General Body, provided the Member gives to the Secretary General, a notice in writing, of not less than 24 hours of his intention to do so.
- (2) Honorary Members shall be entitled to receive the last published annual report of the Society and to attend and speak, but not to vote at any meeting and may upon invitation, attend under like conditions, any meeting(s) of the Society.

9. Managing Committee

(a) Membership

- (i) The Managing Committee shall comprise the authorised representatives of the Subscriber Members (RSMs) and may include such other Member(s) of the Society as may be decided by the RSMs, provided however, that the total number of Members in the Managing Committee shall not exceed 11. The period of Membership of non RSM Members of the Managing Committee shall not exceed 1 (one) year at a time.
- (ii) The RSMs shall continue to represent their respective organisations until changed by the Subscriber Member concerned. Any change in the RSMs shall be intimated to the Secretary General by the Organisation concerned.

(b) Meetings of the Managing Committee:

The Managing Committee shall meet at least once in three months. It may, however, meet in the interim, if a meeting is requisitioned by two or more RSMs, or by the Secretary General. A prior written notice of at least 7 days shall be given to all the RSMs for the purposes of holding any meeting of the Managing Committee. The quorum for a meeting of the Managing Committee shall be five (5) RSMs. All decisions of the Managing Committee shall be taken by simple majority, unless prescribed to the contrary under any law in force.

(c) Powers of the Managing Committee

Powers of the Managing Committee shall include the following:

- (i) Setting all policy matters and principles from time to time, on the manner of functioning of the Society and/or any other details as deemed necessary.
- (ii) Entering into such arrangements or agreements with individuals, body corporate or others, as it may deem fit, for the purposes of attainment of the objects of the Society.
- (iii) Inviting any non RSM Member of the Society to be present at any meeting of the Managing Committee and to participate in its deliberation, provided however, the Member so invited shall not have the right to vote at such a meeting.
- (iv) Appoint consultants, including a technical consultant, to aid and advise the Managing Committee on various matters, on such terms and conditions as it may determine.

- (v) Appointing a Secretary, Treasurer or any other functionary as may be necessary, on such terms and conditions as it may determine.
- (vi) Instituting, conducting, defending, compounding, or abandoning, any legal proceedings by or against the Society in relation to the affairs of the Society.
- (vii) Open any account or accounts with bank(s), to operate such accounts, to make, sign draw, accept, endorse or otherwise execute cheques, promissory notes and other negotiable instruments.
- (viii) Adding to, varying or amending the powers, functions or role of the Secretary General as may be required from time to time, provided that for any action which requires an amendment to these Rules, the procedure set out in Rule 13 shall be followed.
- (ix) Setting up technical, environmental or any other committee(s) as it may deem fit and delegating specified activities to such committees.
- (x) Purchasing and/or taking on lease, accepting as a gift or otherwise acquiring any land or building, wherever situated in India, which may be necessary or convenient for the Society.
- (xi) Investing the funds of or money entrusted to the Society in such securities or in such manner as may from time to time be determined and from time to time, to sell or transpose such investments.
- (xii) Appointing statutory auditors of the Society every year and to fix their remuneration.
- (xiii) By way of Power of Attorney to appoint any person(s) to be the Attorneys of the Society for such purposes as it may from time to time, think fit.
- (xiv) All acts done by any meeting of the Managing Committee or by any person acting as a Member of the Managing Committee, shall notwithstanding that it may be afterwards discovered that there was some defect in the election or appointment of any one or more persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Managing Committee.
- (xv) To do such other acts as it may consider necessary, incidental or conducive to the attainment of the objects of the Society.

10. Secretary General

- (a) The Managing Committee shall appoint a suitable person as the Secretary General, who shall be the administrative head of the Society's Secretariat and have the power to sign all documents on behalf of the Society. The Secretary General shall hold office for such period as may be determined by the Managing Committee.
- (b) The Secretary General shall discharge such functions under the supervision and direction of the Managing Committee as are assigned by the Managing Committee and shall be paid such remuneration as may be determined by the Managing Committee from time to time.
- (c) Role of the Secretary General

The Secretary General shall:

- (i) be responsible for the effective management of the day to day activities of the Society and shall endeavour to ensure proper coordination between external and internal stakeholders, including Members representing various non-alcoholic beverage categories;

- (ii) keep Members apprised of various Circulars and Notifications issued by regulatory agencies periodically, concerning the non-alcoholic beverage industry;
- (iii) ensure that proper books of accounts and other statutory records are maintained and audited by the statutory auditors and statutory and other returns are filed in time with the appropriate authorities;
- (iv) with the approval of the Managing Committee, determine the overall requirement of manpower for the Society from time to time, and make suitable appointments in accordance with the delegation of authority prescribed by the Managing Committee;
- (v) ensure that concerns and requirements of non-alcoholic beverage industry are suitably articulated before the appropriate authorities in the Central and State Governments with a view to achieving the best interests of the industry;
- (vi) be present at all general meetings and meetings of the Managing Committee or any other committee constituted by the Managing Committee from time to time and ensure that all papers are properly prepared and circulated and the deliberations, discussions and decisions of the concerned committee are properly documented and circulated to all concerned;
- (vii) be responsible for the preparation of the annual budget of the Society and collection of subscription fee from all the Members;
- (viii) oversee the preparation of the pre-budget memorandum for both the Central and State budgets and their submission to the appropriate authorities for redressal in the best interests of the Members;
- (ix) discharge such other responsibilities as may be entrusted by the Managing Committee from time to time;
- (x) The term of office of the Secretary General shall be 2 years, extendable for such further period as the Managing Committee shall deem fit.

11. President

The Managing Committee shall appoint, on rotation, from amongst the RSMs, a President of the Society. The term of office of the President shall be a period 1 (one) year from the date of appointment. The President shall preside at all meetings of the Managing Committee, at all annual general meetings and lead all deputations.

12. Vice President

- (i) The Managing Committee shall appoint, on rotation, from amongst the RSMs, a Vice President of the Society.
- (ii) The term of office of the Vice President shall be a period 1 (one) year from the date of appointment.
- (iii) The Vice President, in the absence of the President, shall perform the duties of the President.
- (iv) In the absence of both the President and the Vice President, the powers and duties of the President shall be exercised and discharged by any one of RSMs of the Society nominated by the President or the Vice President, as the case may be.

13. Meetings of the Society

(a) General Meetings

- (i) A General Meeting may be called by giving not less than fourteen (14) days clear notice in writing. At least one General Meeting shall be held every year.

(ii) Every Notice of the meeting shall specify the place, the day and the hour of the meeting and shall a statement of the business to be transacted thereat.

(iii) Notice of the meetings shall be given to every Member and to the auditors.

(b) Proceedings at General Meetings

(i) The Ordinary Business of a general meeting shall be to receive and consider the profit and loss account, the balance sheet, the report of the Managing Committee and the report of the Secretary General.

(ii) No business shall be transacted at any general meeting unless a Quorum of Members is present at the time when the meeting proceeds to transact business. At least seven (7) Members present in person shall be the quorum for a general meeting.

(iii) The President shall preside at every general meeting of the Society.

(iv) At any general meeting, if the President is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman of the meeting, the Vice President shall act as Chairman of the Meeting. If the Vice President is not present or is unwilling to act as the Chairman, the RSMs present shall elect one of them to be Chairman of the meeting.

(v) If within half an hour from the time appointed for holding the meeting, quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place.

(vi) The requirement of having a quorum shall not apply for transacting business at an adjourned meeting.

(vii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting that was adjourned.

(viii) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(ix) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(x) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

(c) Votes of Members

(i) Every Member except an Honorary Member shall have a right to vote.

(ii) No Member shall be entitled to vote at any general meeting unless the Member had made good any default in payment.

(iii) A person may be appointed as a proxy if he is a Member of the Society. The instrument appointing a proxy shall be in writing under the hand of the appointee or of his attorney duly authorized in writing, or if such appointee is a body corporate, under its common seal or the hand of its director, the Company Secretary or any other authorized representative.

(iv) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarized certified copy of the power or authority, shall be deposited at the office of the Society not less than forty-eight (48) hours before the time for holding the meeting at which the person named in the instrument purports to vote in respect thereof and in default, the instrument or the proxy shall not be treated as valid.

14. Accounts of the Society

The financial year of the Society shall be the period from the 1st of April to the 31st of March. The Secretary General, after prior approval of the Managing Committee shall appoint a Chartered Accountant for auditing the accounts and preparation of income-expenditure account, balance-sheet, or any other financial statement as may be needed.

15. Amending the Rules

Subject to the provisions of the Societies Registration Act, 1860, these Rules may be altered, amended or repealed and new Rules may be adopted by a ¾th vote of the Members of the Society. However, if the purpose of the Society is sought to be amended then such an amendment would have to be necessarily accepted by not less than 3/5th of the members present and voting and re-confirmed according to the provisions of the Act.

16. Dissolution of the Society

The Society shall be dissolved in accordance with Sections 13 and 14 of the Societies Registration Act, 1860, by a 3/5th majority of the Members of the Society. On dissolution of the Society, any funds remaining shall be distributed to one or more qualified charitable, educational, scientific, or philanthropic organisations to be determined by the votes of not less than 3/5th of the Members present personally or by proxy.

17. Appeals

All appeals shall be preferred to the general body of the society and the decision of the general body shall be final.

18. Treasurer

He shall collect subscriptions, gifts, grant/aids/donations etc. from the members, general public and he shall also be responsible for keeping and maintaining true and correct accounts of the Society.

19. Audit

The annual accounts of the Society shall be audited by a Chartered Accountant appointed as an auditor of the Society.

20. Legal Proceedings

The Society may sue or be sued in the name of its President as per section 6 of the Societies Registration Act, 1860.

21. Annual List

Every year a list of the Governing Body/Managing Committee office bearers and Members shall be filed in the office of the Registrar of Societies, Delhi, as required under section 4 of the Societies Registration Act, 1860.

22. Application of Income

The income of the Society from its property or contributions, howsoever derived, shall be applied towards the promotion of the objects of the Society as set out in its Memorandum of Association. (As amended on April 1, 2010.)

23. Exclusion of Personal Responsibility

No Member of the Governing Body shall be answerable or personally liable for any loss arising from the administration or application of funds and properties of the Society unless such loss or damage is caused through wilful default or breach of trust or culpable negligence on his part.

Indian Beverage Association (IBA)

(a Society registered under the Societies Registration Act, 1860)

Registered Office: 5th Floor, PHD House, Siri Fort Road, **NEW DELHI - 110 016**

Application Form - Associate Membership

Procedure to be followed in applying for Associate Membership

Any individual, sole proprietor, registered firm or Company desirous of becoming an Associate Member shall be required to submit the request in the enclosed application form to the Secretary General for the consideration of the Managing Committee. The application shall be duly signed by the person authorised to do so on behalf of the Applicant.

The decision of the Managing Committee, which shall be final, binding and conclusive, shall be communicated to the applicant by the Secretary General. The Managing Committee shall not be bound to assign any reason for its decision. An Applicant admitted as Associate Member shall be entitled to all the benefits and privileges of an Associate Member as provided in the Rules of the Association and shall be bound by and shall be subject to the Rules of the Association in force from time to time.

The application should be accompanied by the following:

- Memorandum of Association and Articles of Association /Rules /Bye-laws of the Applicant ;
- Certified copy of the latest audited Balance Sheet and Profit and Loss Account of the Applicant;
- Corporate Brochure /Profile of the Applicant;
- Certified Copy of resolution of the Board of Directors /Managing Committee / Governing Body/ Governing Council of the Applicant for becoming Associate Member of IBA and nominating a specified person to be the Organisation's representative in IBA;
- Cheque/Demand Draft in favour of the Indian Beverage Association (IBA) payable at Delhi for Rs. 50,000 towards one-time non-refundable Entry Fee and Rs. 75,000 towards Annual Subscription Fee for the Financial Year in which the application is made by the Applicant.

The Application should be sent to:

The Secretary General,
Indian Beverage Association,
5th Floor, PHD House, Siri Fort Road,
NEW DELHI - 110 016

Land Line: 011- 4650 8722

Fax: 011 - 46508733

Mobile No:+9198100 79088

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