

THE RULES AND REGULATIONS
OF
INFOTECH SOFTWARE DEALERS'
ASSOCIATION

1	DEFINITION	:	In these rules, unless the context otherwise requires ;
		i	"RULES" means rules of the INFOTECH SOFTWARE DEALERS' ASSOCIATION
		ii	"REGULATIONS" means the regulations framed by the managing committee of the INFOTECH SOFTWARE DEALERS' ASSOCIATION for conducting its affairs and exercise of its power in the meetings of the committee, and the general body, as framed by resolutions.
		iii	"ACT" means Societies Registration Act 1860.
		iv	"Packaged Software" Means Software in any form and includes OEM, Full Packs, Paper Licence, Electronic Software Downloads, Software Maintenance, Software Subscription and data information subscription. For the sake of brevity, herein after referred to as "Software" in the Rules of the Association.
2	AREA OF OPERATION	:	The area of operation of the INFOTECH SOFTWARE DEALERS' ASSOCIATION shall be the all over India
3	ACCOUNTING YEAR	:	The accounting year of the INFOTECH SOFTWARE DEALERS'

**Infotech Software Dealers' Association
Rules & Regulations**

			ASSOCIATION shall commence from the 1 st of April every year and close on the 31st March every year.
4	MEMBERSHIP	A	Any firm or company doing business as a dealer of packaged software or similar products, for the sake of brevity herein after referred to as "Software", in India can become member of the INFOTECH SOFTWARE DEALERS ASSOCIATION subject to the membership criteria given herein below :
		I	<u>Founder Member</u> : Every adult who has signed the Memorandum of Association and has paid to the Association a lump sum of Rs.10,000/- shall be the Founder Member of the Association. A Founder Member shall have a right to vote. A Founder Member shall be a member of the Association for his Life.
		II	<u>Charter Member</u> : Every adult who has paid to the Association a subscription of Rs.10,000/- in the first year of admission shall be the Charter Member of the Association. The Annual Subscription shall be Rs. 5,000/- from the 2 nd year onwards. This is in addition to the admission fees of Rs. 5,000/-, applicable to the members admitted after 20 th Sept., 2008, payable in the first year. A Charter Member shall have a right to vote. A Charter Member shall be a member of the Association for his Life subject to payment of annual subscription.
		III	<u>Registered Member</u> : An Registered member upon admission shall pay an annual subscription of Rs. 5,000/- in the

**Infotech Software Dealers' Association
Rules & Regulations**

			First Year of admission and Rs. 2,500/- from the 2 nd year onwards. This is in addition to the admission fees of Rs. 2,500/- payable in the first year. He shall have a right to vote. Any member who fails to pay the subscription shall forfeit his right to vote. Upon payment of re-admission fee of Rs. 2,500/- [subject to 90 days grace period] and arrears, the right to vote shall be restored.
		IV	<u>Principal Corporate Member :</u> The managing committee may enroll corporate principals, distributors and manufacturers of softwares upon annual contribution of Rs. 50,000/- in the First Year of admission and Rs. 25,000/- from the 2 nd year onwards. This is in addition to the admission fees of Rs. 10,000/- payable in the first year.. <u>The Principal Corporate member shall not have a right to vote.</u>
		B	The Managing Committee will decide about the membership in their Managing Committee members meeting. The decision of Managing Committee will be final for admission of member.
		C	The person who want to become member of Association should be admitted on the terms & conditions that he is bound to obey the rules & regulations of ASSOCIATION
5	RIGHTS AND DUTIES OF MEMBERS	:	The member will enjoy the following rights of membership:-
		a)	Any member who joins the Association is bound to follow the Rules & Regulations of the association.
		b)	The member will have voting rights, as

**Infotech Software Dealers' Association
Rules & Regulations**

			defined under Para 4 here in above, for any issues / discussion in Annual General Body meeting of the Association.
		c)	He can put his thoughts & view in any General Body meeting.
		d)	He can conduct election, subject to the capacity to vote as defined under para 4 herein above, for the post of Chairman, President, Secretary, Regional Secretary, Treasurer or Member of Managing Committee.
		e)	He can enjoy all the benefits of membership which are given in Objects in Memorandum of Association.
6	CESSATION OF MEMBERSHIP	:	
		A	A member of ASSOCIATION ceases to be a member upon following reasons :
		I	Upon death, resignation duly accepted, and / or by expulsion, as provided hereinafter.
		II	The managing committee has the right to expel a member, if in its collective wisdom, comes to a conclusion that a member has :
		a)	Acted intentionally contrary to the interests and objects of the ASSOCIATION;
		b)	Whose behaviour is subversive of the accepted code of ethics and discipline .
		c)	Who has acted willfully in a manner unbecoming of a member of the ASSOCIATION.
		d)	On being convicted by a Criminal Court of an offence which, in the opinion of

**Infotech Software Dealers' Association
Rules & Regulations**

			the managing Committee, involves moral turpitude.
		e)	On being adjudicated insolvent or adjudicates as a lunatic.
		B	The member who want to withdraw his membership, has to make an application to managing Committee in writing. The Managing Committee will take decision in their MCM meeting about the same.
		C	The member who want to leave the membership, has to repay all his dues with Association.
		D	The member who has been expelled from membership as per decision taken by Managing Committee in the general body meeting, will not have any right on Association or any property of Association.
		E	Prior to the expulsion of a member the committee shall give the member a reasonable opportunity to defend himself before the managing committee at a meeting specially convened for the purpose. No membership fee / subscription will be refunded in case of expulsion.
		F	The expelled member can not be readmitted as member till he clear all his dues of Association. Also he has to again pay the admission fees & annual fees of association. He has to comply all the formalities of admission of membership.
7	GENERAL BODY MEETINGS , DUTIES & RIGHTS	:	The Managing Committee will call General Body meeting which will be called as "Annual General Body Meeting. The following transactions will be conducted in the said AGM:

**Infotech Software Dealers' Association
Rules & Regulations**

		i)	To frame rules and regulations or to add or alter or rescind them.
		ii)	To elect a managing committee subject to the provisions of election rules.
		iii)	To receive a Report from the Managing Committee.
		iv)	To receive, approve and adopt the Annual audited accounts.
		v)	To appoint auditors and fix their remuneration.
		vi)	To lay down policies for investments of surplus funds of the ASSOCIATION.
		vii)	To consider and approve projects involving larger outlay.
		viii)	To consider any other business laid before it by the Managing Committee, or from a member by giving sufficient notice.
		ix)	To present & approve the Budget of Income & Expenses for new financial year.
8.	GENERAL BODY, NOTICE, QUORUM	i)	The General Body of ASSOCIATION shall consists of the Founder members, Registered members and Charter members of the Association.
		ii)	The General Body will be convened by the Managing Committee.
		iii)	The General Body of the ASSOCIATION shall meet at least once a year, within 3 months from the closing of the Accounting year of the ASSOCIATION to transact business brought before it by the Managing Committee.
		iv)	The General Body shall appoint an Auditor to audit the accounts of the ASSOCIATION.

**Infotech Software Dealers' Association
Rules & Regulations**

		v)	The Quorum for the meetings of the General Body shall be one third of its members or 20 members whichever is less. In case there is no quorum by the time fixed for the start of the meeting, the meeting shall be adjourned for half an hour and the adjourned meeting shall be reconvened after half an hour at business. In such adjourned meeting no quorum need be present. Decision taken in such adjourned meetings are binding on all members.
		vi)	The Chairman of the ASSOCIATION or in his absence the President, or in his absence the Secretary , or in the absence of all three, any senior member of the Managing Committee shall preside over the General Body meeting.
		vii)	A 21 days prior notice (excluding the date of notice and the date of meeting) shall be given to all the members.
		viii)	In the meeting for taking decision on any point, the vote will be considered by raising hands. If there is tie, the Chairman will have right to give casting vote.
		ix)	If there is any objection on taking votes by raising hand, the voting will be done by poll voting procedure. If there will be equal votes by polling procedure, the Chairman will have right to give casting vote.
9.	EXTRAORDINARY GENERAL BODY MEETING	:	An extraordinary general body meeting may be convened by the Chairman, the Managing Committee or upon requisition by one third of the

**Infotech Software Dealers' Association
Rules & Regulations**

			members of the ASSOCIATION by giving 21 days notice (excluding the date of notice and the date of meeting) to all the members of the ASSOCIATION. The Extraordinary General Body can transact only the items mentioned in the agenda of the meeting. Quorum and voting rights shall be as applicable to General Body Meetings.
10.	MANAGING COMMITTEE & OFFICE BEARERS	i)	The day to day management of the ASSOCIATION shall be vested in the Managing Committee, hereinafter called "The Committee".
		ii)	The committee shall have a minimum of 7 members and maximum of 20 members and shall comprise of the following office bearers :
			One Chairman, One President, One Secretary, Regional – Secretaries representing each state / zone, One Treasurer and remaining are Committee Members.
11.	COMMITTEE MEMBERS AND THEIR PERIOD OF OFFICE	i)	Members of the committee shall remain in the office for a period of 3 years.
		ii)	All the Founder members, as also the members co-opted by them shall be the First Members of the Managing Committee. On subsequent election / co-option, only Founder and Charter Member shall be eligible to become member of the managing committee.
		iii)	The first election of the Managing Committee shall be held as soon as after the expiration of the period of 3

**Infotech Software Dealers' Association
Rules & Regulations**

			years from the date of registration.
		iv)	The first members of the Managing Committee shall be deemed to be the first elected members and shall hold office until the first election.
		v)	The Managing Committee may co-opt not more than one-third of the number of elected members or four, whichever is less, from amongst the eligible members to hold office.
		vi)	At the first election as aforesaid and at every Annual General Meeting, thereafter one third of the elected members shall retire by rotation. The persons to retire will be those who have been longest in office and amongst those who have been in office for same length of time the persons to retire will be determined by lot. Retiring members shall be eligible for election.
12.	OFFICE BEARERS AND THEIR RIGHTS AND DUTIES	:	
		i)	Chairman :
			The Chairman shall preside, conduct and regulate all General Meeting of the Association and his rulings on any point of order and decision as to the results of voting shall be final and conclusive. The Chairman shall have casting vote in case of tie. The President shall preside over the meeting in the absence of the Chairman.
		ii)	President :
			The President shall assist the Chairman

**Infotech Software Dealers' Association
Rules & Regulations**

			for performing his duties.
		iii)	Secretary :
		a)	He shall look after the day to day affairs of the ASSOCIATION under the directions of the Managing Committee
		b)	He shall keep or cause to be kept all books of Accounts & registers of the ASSOCIATION in proper order.
		c)	He shall convene General Body Meetings & Extraordinary general Body meeting and issue the necessary notices of such meetings to all the members.
		d)	He shall record the proceedings of all such meetings, write the minutes and present them in the respective subsequent meetings.
		e)	He shall conduct all the necessary correspondence relating to the ASSOCIATION and keep all the records of such correspondence.
		f)	He shall prepare the annual report related to the working of the ASSOCIATION and present the same in the managing committee and general body meetings.
		g)	He shall keep the register of members and all such registers records that are necessary and required as per the Societies Act and Trust Act ; prepare and submit necessary reports, statements, and information to the appropriate authorities as required.
		h)	He shall have charge of all the records, documents, seal etc. of the

**Infotech Software Dealers' Association
Rules & Regulations**

			ASSOCIATION .
		i)	And he shall do all such acts deeds necessary and required to carry on the affairs of the ASSOCIATION smoothly.
		iv)	Regional Secretaries :
			They shall assist the Secretary for performing his duties
		v)	Treasurer :
		i)	He shall receive all subscriptions, contributions, donations and other monies, sign receipts, therefore make disbursements under the orders of the Managing Committee and keep vouchers and accounts thereof.
		ii)	Maintain all Books of Accounts and registers of the ASSOCIATION in proper order.
		vi)	Managing Committee Member:
		a)	He shall attend and participate in all the meetings of the Managing Committee.
		b)	He shall assist the office bearers in the administrative and other activities of the ASSOCIATION and discharge such duties as may be entrusted to him by the President, Vice-President & Secretary.
13.	MANAGING COMMITTEE MEETINGS	i)	The Committee shall meet at least once in every month, which shall be called by the Secretary of the association.
		ii)	The Chairman shall preside over all the meeting of the Managing Committee and shall conduct and regulate all such meetings. The

**Infotech Software Dealers' Association
Rules & Regulations**

			President shall take the chair in the absence of the Chairman. In the absence of both, the Chairman of the meeting shall be elected from the members present.
		iii)	The Chairman or any two members of the Managing Committee may requisition a Special meeting thereof by giving two clear day's notice in writing to the Secretary, specifying the business to be transacted and the meeting shall be held not later than three clear days of the receipt of such notice. No business other than the business specified in the notice shall be transacted at such Special Meeting.
		iv)	Five members shall form quorum for a meeting.
		v)	Any member of the Managing Committee absenting himself without leave 3 consecutive meetings shall cease to be a member thereof. Such vacancies shall be considered as casual vacancies in the Managing Committee.
14.	NOTICE AND QUORUM FOR THE MANAGING COMMITTEE MEETINGS:	i)	At least 7 days notice shall be given for the Managing Committee meetings. In case of emergencies, 24 hours notice will be sufficient.
		ii)	The Quorum for the meeting of the Managing Committee shall be two thirds of the total strength of the committee. If there is no quorum, the meeting will adjourned for 30 minutes and after 30 minutes the meeting will be

**Infotech Software Dealers' Association
Rules & Regulations**

			held with same subjects at the same place with the members there at.
		iii)	The date, time & venue and subjects of the meeting should be informed to members along with the notice of the meeting.
		iv)	If any member of Association want to see the notes of above meeting, he can do that after taking permission of Secretary.
		v)	For special work, managing Committee can appoint Sub-Committee and take their suggestions in that matter. Also they can call the other members of Association and take decision about certain important issues.
		vii)	The Secretary should maintain register in that names & addresses of all members of Association will be mentioned.
		viii)	If there is any change in address of any member, he should give in writing to the Secretary. The Secretary will make change accordingly in Association records.
15.	ELECTION RULES	i)	The Managing Committee shall, after obtaining prior approval in a General Meeting maintain a panel consisting of three persons who shall be eligible to act as Returning Officer in addition to the auditor.
		ii)	A Returning officer may not be a member of the ASSOCIATION , but if he is a member he shall not be an Office-bearer of the ASSOCIATION

**Infotech Software Dealers' Association
Rules & Regulations**

			or offer himself as a candidate at any elections while he is on the panel.
		iii)	Members who desire to contest the election shall fill in their Nomination papers, in the prescribed form and address it to the returning officer. A nomination shall be duly proposed & seconded by members eligible to vote.
		iv)	A person who has been duly admitted as a member of the ASSOCIATION before 30 th September, shall be eligible to vote and contest the election.
		v)	The nomination papers shall reach the office of the ASSOCIATION at least before 7 clear days of the date fixed for the General meeting at which the election will be held.
		vi)	Prior to the election, the Returning officer shall scrutinise the nomination papers and discrepancies therein shall be reported to the Managing Committee. He shall prepare a list of valid nominations and display on the Notice Board. If the nominations received are less than the vacancies, the nominations received shall be declared elected in the annual general body and vacancies be filled by Co-option.
		vii)	In case the nomination papers exceed the requisite number, election will be held and Returning Officer shall conduct and supervise the election.
		viii)	The Returning officer shall be fully responsible for issuance of ballot

**Infotech Software Dealers' Association
Rules & Regulations**

			papers to the voter members and shall conduct the election by showing hands and or ballot paper.
		ix)	The voting can be done between 1.00 to 3.00 pm on the date of election at the office of Association.
		x)	The ballot papers will issued to the members of Association at the office of Association which they have to fill up there itself and drop in polling box. Chairman, President, Secretary, Regional Secretary and Treasurer will be elected by above voting procedure. The other members will be selected out of the list of members.
16.	CASUAL VACANCY	i)	If there is vacancy for the post of Committee member, it will be filled by co- opting procedure. Such Co-opted member of the committee shall hold office till the end of duration period.
		ii)	If anybody from Chairman, President, Secretary, Regional Secretary or Treasurer will resign and there would be vacancy, it will be filled up either by conducting election as per the above mentioned procedure or by rotation amongst the existing committee members and filling the vacant posts of normal members through co-option. Even after rotation amongst the managing committee members, the post of Chairman, Secretary, Regional Secretary, Treasurer remains vacant – then that will be filled up by calling for regular election as per the procedure mentioned in the Rules & Regulation of

**Infotech Software Dealers' Association
Rules & Regulations**

			the Association.
		iii)	Any member of the Managing Committee absenting himself without leave 3 consecutive meetings shall cease to be a member thereof. Such vacancies shall be considered as casual vacancies in the Managing Committee.
17.	RIGHTS AND DUTIES OF THE MANAGING COMMITTEE	i)	The Managing Committee shall exercise all the powers and perform all duties that the ASSOCIATION is competent to exercise or bound to perform in achievement of the objects contained in the Memorandum of ASSOCIATION, save those powers and /or duties which by the statute or the provisions of Societies Registration Act 1860 and these rules, are to be exclusively exercised or performed by the General Body or are reserved to be exercised or performed in any other way.
		ii)	To manage & supervise the management of the affairs and properties of the ASSOCIATION and to expend moneys required for that purpose.
		iii)	To sanction payments for carrying out the objects of the ASSOCIATION and other expenses not specifically provided for and generally administer the funds and properties of the ASSOCIATION.
		iv)	To appoint and engage such officers, clerk agents and servants for permanent temporary or special service, as may be

**Infotech Software Dealers' Association
Rules & Regulations**

			required from time to time and to determine their duties and to remove or dismiss such officers, clerks, agents and servants.
		v)	To raise funds by borrowing monies with or without security against the properties and funds of the ASSOCIATION for the purpose of fulfillment of its objects if necessary.
		vi)	The committee shall approve all the major expenditure and shall lay down rules and regulations for day to day expenses of the ASSOCIATION.
		vii)	All projects undertaken by the ASSOCIATION in keeping with the objectives shall be discussed and approved by the Managing Committee.
		viii)	The Chairman shall preside over the meetings of the committee.
		ix)	Members of the Managing Committee shall be individually liable for their acts and actions. The other members of Association will not be held responsible for that.
		x)	The financial responsibility of member of Association will be limited. At the time of dissolution of Association the liabilities of that year will be equally debited to the accounts of members of Association.
18.	FUNDS, INCOME AND ITS UTILISATION	i)	The Admission fees and Life Membership subscription shall form the permanent corpus of the ASSOCIATION. All other donations, annual subscription, contributions, gifts, aids, grants, interest, dividend, return

**Infotech Software Dealers' Association
Rules & Regulations**

			on investment, money raised for specific purpose etc. shall be utilised for meeting day to day expenses of the ASSOCIATION and on the objects of ASSOCIATION.															
19.	ALLOCATION OF FUNDS:	i)	No member is entitled to receive any amount for personal benefit nor can demand dividend.															
		ii)	The funds collected by the ASSOCIATION in the manner specified above may generally be utilised in the following proportions :															
			<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%;">A</td> <td style="width: 75%;">Members Welfare & Social Objective</td> <td style="width: 20%;">50%</td> </tr> <tr> <td>B</td> <td>Educational Objective</td> <td>25%</td> </tr> <tr> <td>C</td> <td>Residuary Purposes</td> <td>10%</td> </tr> <tr> <td>D</td> <td>Administrative Expense</td> <td>15%</td> </tr> <tr> <td></td> <td>Total</td> <td>100%</td> </tr> </table>	A	Members Welfare & Social Objective	50%	B	Educational Objective	25%	C	Residuary Purposes	10%	D	Administrative Expense	15%		Total	100%
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20.	LOANS AND DEPOSITS	i)	The ASSOCIATION shall have the powers to accept deposits from its members and from public and raise loans with or without security if required to realise / achieve or implement its objectives. The loan and deposits so raised shall be repaid from out of the funds collected by the ASSOCIATION . The ASSOCIATION has the powers to pledge as security for the loans, its own fixed deposits, investments and/or any moveable or immoveable assets. The extent of loan to be															

**Infotech Software Dealers' Association
Rules & Regulations**

			raised and deposits to be accepted shall be decided by the managing committee taking into account the specific requirements of the project to be undertaken and funds likely to be collected, interest burden, repayment obligations, etc. The rules laid down under the Act, shall be followed.
21.	POWERS TO DEAL WITH THE IMMOVABLE PROPERTIES	i)	The ASSOCIATION is empowered to acquire, sell immovable properties for the benefit of its members and also for the fulfillment of its objects. The Managing committee shall be responsible for acquiring, holding and managing such properties.
		ii)	All properties of the Association will be on the name of Association and the sale & purchase of properties of Association will be done by Joint signatures of Chairman, President & Secretary.
		iii)	If it was not done as per above procedure, the five members of Committee can make sale or purchase of Association' property.
22.	BANK ACCOUNTS	i)	A bank account of the ASSOCIATION shall be opened in any nationalised bank, and / or in any scheduled private or co-operative bank. Such account shall be operated by the Secretary jointly with the Chairman, President, or Treasurer. (Secretary with any one)
23.	REGISTER OF MEMBERS AND OTHER RECORDS		The ASSOCIATION shall maintain the following registers :

**Infotech Software Dealers' Association
Rules & Regulations**

		a)	A register of members with separate sub-division for Registered, founder, Charter and principal corporate members.
		b)	Property Register :- i) Moveable Properties ii) Immoveable Properties
		c)	Investment Register.
		d)	Deposit Register
		e)	Loan Register
		f)	Minutes book for the meetings of i. Managing Committee. ii. Annual General Body & Extra Ordinary General Body Meetings. iii. Any sub committee meeting
		g)	All the relevant books of account
		h)	Such other books, register, records, as may be required under the Acts and as required by the Managing Committee.
24.	AMENDMENTS TO RULES & REGULATIONS	i)	The Rules & Regulations can be amended, altered, replaced or added as required by the General Body with simple majority of the members present, by giving a proper notice to the members in advance or as per the decision of the managing committee.
25.	CHANGE OF NAME OF THE SOCIETY	i)	The name of Society - i.e. " INFOTECH SOFTWARE DEALERS' ASSOCIATION " shall remain and shall not be amended at any time hereafter. If necessary the Provisions of Sec 12 & 12A of the Societies Registration Act shall be followed for the purpose of changes in objects of Association.
26.	Dissolution	i)	In the event of the ASSOCIATION

**Infotech Software Dealers' Association
Rules & Regulations**

			and its members desire to dissolve the ASSOCIATION, provision of section 13 & 14 of the Societies Registration Act shall be followed. For the purpose of changes in objects of Association provisions u/s.12 & 12A of the Societies Registration Act 1860 shall be followed.
		ii)	At the time of dissolution of Association, after repayment of all dues, loans & advances the remaining amount/ property will be distributed among all members of Association in a Special General Body meeting called with the presence of more than 50% members of Association with the favourable vote of 3/5 of the members present there at.
