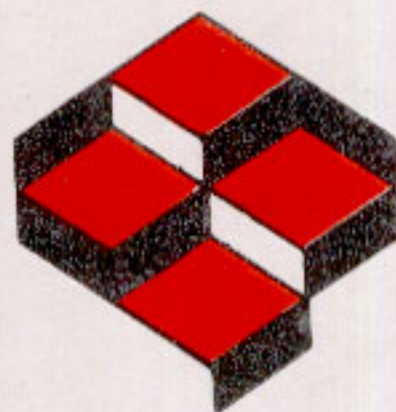


उप-विधियाँ
दिल्ली सहकारी आवास वित्त निगम लि.

Bye-laws

**DELHI COOPERATIVE HOUSING FINANCE
CORPORATION LTD.**



दिल्ली सहकारी आवास वित्त निगम लि.
3/6, सीरी फोर्ट इंस्टीट्यूशनल एरिया, खेल गांव मार्ग,
नई दिल्ली-110049

Delhi Cooperative Housing Finance Corporation Ltd.
3/6, Siri Fort Institutional Area, Khel Gaon Marg,
New Delhi-110049

**BYE-LAWS OF THE
DELHI COOPERATIVE HOUSING FINANCE CORPORATION LTD.**

3/6, Siri Fort Institutional Area, Khel Gaon Marg,
New Delhi-110049

1. The Society shall be called the Delhi Cooperative Housing Finance Corporation Limited (hereinafter called the Corporation) but shall continue to be classified as "Housing Finance Co-operative Society" under rule 4(1)(a)(ix) and rule 4(4) of the Delhi Cooperative Societies Rules 1993. The registered address of the Corporation shall be in the National Capital Territory of Delhi. Any change in the registered address shall be notified in writing to the Registrar within 30 days of such change.
2.
 - (a) "Act" means the Delhi Cooperative Societies Act, 1972.
 - (b) "Administrator" means the Administrator of National Capital Territory of Delhi.
 - (c) "Board" means the Board of Directors of Corporation.
 - (d) "Cooperative Housing Society" means the tenant ownership, tenant co-partnership and plot holder's Society.
 - (e) "General Body" means the general body of the members of the Corporation.
 - (f) "House" means dwelling house and shall include house site also.
 - (g) "Managing Director" means the Managing Director of the Corporation.
 - (g) (i) "Member" means a member as defined in Section 2(k) of the Act.
 - (h) "Registrar" means the Registrar Cooperative Societies Delhi.
 - (i) "Rules" means the rules made under the Act.
 - (j) "Trustee" means a trustee for the holders of debentures issued under bye-law 7.
 - (k) "Year" means the year as may be prescribed under the Rules made under the Act.
 - (l) Words and expressions used in these bye-laws but not defined shall have meaning respectively assigned to them in the Act or the Rules.
3. The objects for which the Corporation is established shall be :
 - (i) to grant loans or advances to the member Cooperative Housing Societies and nominal/associate member on such terms and conditions and on the security of immovable property and or such other security as may be considered necessary;

- (ii) to obtain funds by way of deposits, loans or grants from members and such other sources as may be deemed necessary on such terms and conditions as may be prescribed by the Board with the approval of the Registrar.
- (iii) with the prior sanction of the Central Government; Government of National Capital Territory of Delhi to borrow or raise or secure the payment of money by the issue of debentures, debenture stock and bonds and to charge or secure the same by Trust Deed on the undertaking of the Corporation or upon any specific property and rights of the Corporation;
- (iii) (a) to implement the scheme(s) of National Housing Bank by enrolling individuals as nominal/associate members and grant loans against the security of immovable property or such other security as may be considered necessary, and also accept deposits provided, however, that such individuals are eligible for enrollment as members in accordance with the provisions of Act, Rules and these Bye-laws :
- (iv) generally to purchase, take on lease or in exchange, hire or otherwise acquire any rights or privileges which the Corporation may think necessary or convenient with reference to any of the objects for which the Corporation is established or the acquisition of which may seem calculated to facilitate the realisation of any securities held by the Corporation or to prevent or diminish any apprehended loss or liability;
- (v) to manage, sell and realise all property, movable and immovable, which may come into the possession of the Corporation in satisfaction or part satisfaction of any of its claims;
- (vi) to acquire and hold and generally deal with any property and any right, title or interest in any property movable or immovable, which may form part of the security for any loans, advances or which may be connected with any such security;
- (vii) to acquire, construct, maintain and alter any buildings or work necessary or convenient for the purpose of the Corporation;
- (viii) to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Corporation;
- (ix) to employ qualified experts to investigate and examine into the title, condition, prospects, value character and circumstances of any assets, property or rights;
- (x) to inspect the security offered by the members of the Corporation through such persons as may be deputed for the purpose from time to time;
- (xi) to establish and support or aid in the establishment and support of funds calculated to benefit employees or ex-employees of the Corporation or the dependents or in connections of such persons and to grant pensions,

- allowances, gratuities and bonus and to make payments towards insurance and to subscribe money for charitable or benevolent objects;
- (xii) to invest or deposit funds of the Corporation not immediately required in the manner following :
- (a) in the Postal Savings Bank; or
 - (b) in any of the securities specified in Section 20 of the Indian Trusts Act, 1882; or
 - (c) in the shares or on the security of any other cooperative society provided that no such investment shall be made in the shares of any society other than one with the limited liability; or
 - (d) in the fixed deposit account with the Nationalised Banks; State Bank of India; or
 - (e) in the fixed deposit account with the Delhi State Cooperative Bank Ltd., or
 - (f) in a Cooperative Bank; or
 - (g) in such investment instruments as approved by Reserve Bank of India; the Central Government and the Government of National Capital Territory of Delhi from time to time.
- (xiii) to open branches in the National Capital Territory of Delhi;
- (xiv) to negotiate and/or enter into any scheme or schemes pertaining to financing members of the Corporation, with the Administrator of National Capital Territory of Delhi or any other authority or institution and to work out and administer such scheme or schemes with the condition that the undertaking of such scheme should have prior permission of the Registrar;
- (xv) to remunerate any person, company or society for services rendered in placing or assisting in placing any of the shares in the Corporation's capital or any debentures or debenture stock of the Corporation;
- (xvi) with the previous sanction of the Administrator of National Capital Territory of Delhi to acquire and develop lands for the benefit of housing programmes;
- (xvii) to undertake on behalf of the Administrator of National Capital Territory of Delhi the work of financing housing societies and allied activities under any schemes which have been or which may be sponsored on such terms and conditions and may be mutually agreed to;
- (xviii) to coordinate, guide and supervise the working of the affiliated cooperative housing societies;
- (xix) to make periodical inspection of the affiliated cooperative housing societies;

- (xx) to establish contact with the institutions without or within India, carrying on research work in housing sector and to keep the member housing cooperative societies informed about the improvement and research made in the housing by these institutions;
 - (xxi) to become the member of national level cooperative institution and those institutions, which are engaged in promoting the interest of the cooperative movement;
 - (xxii) to deal in the construction and building materials like cement, iron, marble and bricks etc., with the previous approval of the Administrator of the National Capital Territory of Delhi;
 - (xxiii) to undertake housing construction activities as an agent of the Administrator of the National Capital Territory of Delhi.
 - (xxiv) to do all such other things as are incidental or essential to the attainment of the above objects or any of them.
4. Funds of the Corporation may be raised by one or more of the following modes :
- (a) issuing shares;
 - (b) issuing debentures/bonds;
 - (c) taking loans and advances from L.I.C., HUDCO, re-finance from the National Housing Bank and other financing agencies as approved by the Registrar;
 - (d) grants, subscriptions and contributions;
 - (e) deposits from members and non-members; and
 - (f) any other source approved by the Registrar.
5. (i) The authorised share capital of the Corporation shall be Rs. 80,00,00,000 (Rupees eighty crores) divided into 16,00,000 (sixteen lakhs) shares of Rs. 500/- (Rupees five hundred) each to be subscribed by members.
- (ii) The value of the subscribed share be paid in full on allotment.
6. The Corporation may receive from the Central Government/Government of National Capital Territory of Delhi a contribution towards its share capital subject to provisions of Section 45 of the Act.
7. Subject to the approval of the Central Government/Government of National Capital Territory of Delhi, the Corporation may raise funds within its borrowing limits set-out in these bye-laws by issue of debentures and bonds for public subscription.
8. The debentures issued by the Corporation and the interest payable thereon shall form a floating charge on the undertaking and general assets of the Corporation.
9. All debentures issued by the Corporation shall be secured by a Trust Deed to be executed by the Corporation in such form and containing such covenant and provisions as the Board may decide.

10. The Board may issue, on such terms and conditions as to redemption, interest or otherwise debentures of one or more denominations payable within such period not exceeding 25 years as the Board may determine.
11. The Board may, at the time of issuing debentures, reserve to the Corporation an option to redeem before the expiry of the period fixed for redemption (but not earlier than five years after the date of issue) on giving with the approval of the Trustees not less than six month's notice of its intention so to do.
12. No debenture-holder shall be entitled to the payment of the amount due on his debenture before the time fixed by the Board for its payment.
13. The debentures shall be signed and executed by any two Directors authorised by the Board and countersigned by a duly authorised paid official of the Corporation not below the rank of General Manager.
14. The interest due on the debentures shall be payable on such date or dates as the Board may fix in this behalf at the time of issuing the debentures and no interest shall be paid on the amount payable, as interest if such amount is not drawn on the due date.
15. When debenture becomes payable either by reason of the expiration of the period fixed for redemption or by reason of the notice referred to in bye-laws 11, the holder shall be paid the principal due thereon together with interest upto the date on which it becomes payable.
16. The Corporation shall establish a separate fund as soon as practicable but not later than the second year from the date of issue of debentures in order to provide for the repayment and redemption of debentures and shall at the end of each financial year of the Corporation, pay to the credit of such fund a sum which will be sufficient to repay the debenture loan on maturity.
17. If any fund is constituted under bye-law 16 it shall be invested and may be realised and re-invested, in any of the following ways after previous approval of each such investment or re-investment by the Trustees :
 - (a) securities of the Central Government;
 - (b) in debentures issued by the Corporation;
 - (c) in any of the securities specified in Section 20 of the Indian Trusts Act, 1882;
 - (d) in such other securities as the Central Government may approve in writing in this behalf;
 - (e) in cooperative banks;
 - (f) in such investment instruments as approved by the Reserve Bank of India, the Central Government and Government of National Capital Territory of Delhi from time to time.

18. Such portion of the funds as may for the time being remain uninvested shall be kept in a separate account in a Bank to be approved by the Trustees.
19. Subject to Sections 51 and 52 of the Act, the Corporation may accept deposits from the public on such terms and in such proportion between the total amount of such deposits and paid up capital of the Corporation as the Board may think fit.
20. (a) Every member shall be entitled to receive gratis one certificate for all shares registered at a time in his name duly signed by at least two Directors authorised by the Board and countersigned by a duly authorised paid official of the Corporation not below the rank of General Manager and every certificate of shares shall specify the number and distinctive number of the shares in respect of which it is issued and the amount paid up thereon. For any further certificate the Board shall be entitled but shall not be bound to prescribe such charge as it may think fit.
- (b) Any amount contributed by Central Government/Government of National Capital Territory of Delhi towards share capital of the Corporation shall be subject to such terms and conditions as may be imposed by the Central Government/Government of National Capital Territory of Delhi from time to time and accepted by the Corporation as to its retirement and the rate of dividend. The Corporation shall maintain a separate register specifying the details with regard to the shares allotted to the Central Government/Government of National Capital Territory of Delhi. These shares shall be called "Redeemable Preference shares". The Corporation shall create a separate fund called "Capital Redemption Fund" for the purpose of redemption of shares allotted to the Central Government/Government of National Capital Territory of Delhi.
21. If any certificate is torn out, defaced, mutilated destroyed or lost or if there is no further space on the back thereof for endorsements of transfer or in case a transferee of a share applies for a new certificate, it may be renewed or replaced on payment of such sum as the Board may prescribe and the member requesting new certificate shall surrender the old certificate or give such evidence of its loss or destruction and such indemnity to the Corporation as the Board think fit.
22. Every endorsement upon the certificate of shares in favour of a transferee thereof shall be signed by the Managing Director or any other person for the time being authorised by the Board for that purpose.
23. The Corporation shall have the first and paramount lien upon all the shares and dividend of any member. The Corporation may sell, in such manner as the Board may deem fit, any share on which it has a lien without any consent notwithstanding any opposition on the part of the indebted members but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until notice in writing of the intention to sell shall have been served on such member and default made by him in the payment of such amount in respect of which the lien exists, for fourteen days after such notice. The proceeds of the sale shall be applied

in payment of such amount as is presently payable and the residue, if any, paid to such member, his successors and assignee. The purchaser shall be registered as the holder of shares and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

24. The Corporation shall not be bound to recognise any equitable, contingent, future or practical interest in any share or any right in respect of shares other than an absolute right thereto, in accordance with these bye-laws in persons or from time to time registered as member in respect thereof.
25. The Corporation shall keep a book called the Register of Transfers and enter therein the particulars of every transfer of every share.
 - (i) Transfer and withdrawal of shares shall be governed by the provisions of the Act and Rules made thereunder and the bye-laws.
 - (ii) Share shall not be withdrawn or transferred unless held for one year.
26. Share in the Corporation shall be transferred by instrument in writing in such form as from time to time be approved by the Board. Every such instrument shall be executed both by the transferor and the transferee and transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in Register of Transfers in respect thereof.

The Board may decline any instrument of transfer unless :

 - (a) a fee to be determined by the Board is paid to the Corporation; and
 - (b) the instrument of the transfer is accompanied by the certificate of the share to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.
27. The Board may decline to register any transfer of share in respect whereof any member is indebted to the Corporation for interest or otherwise.
28. Every transfer of share shall be subject to the approval of the Board. The registration of the transfer shall be conclusive evidence of the approval of the Board of the transferee being a member of the Corporation.
29. The Board may decline to register any transfer of share provided it is in the general interest of the Corporation and the Board shall not be bound to give any reasons for declining to do so.
30. The Corporation shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of share made or purporting to be made by an apparent legal owner thereof to the prejudice of persons having or claiming any equitable right, title or interest to or in the same share, notwithstanding that the Corporation may have had notice of such equitable right, title or of such transfer and as may have entered such or referred thereto in any book of the

Corporation and the Corporation shall not be bound or required to attend to give effect to any notice which may be given to them of any equitable right title or interest or be under a liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some books of the Corporation but the Corporation shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

31. (i) The membership of Corporation comprise of;
- (a) Cooperative Housing Societies;
 - (b) The Central Government;
 - (c) Nominal/Associate members subject to conditions of Section 21 of the Act;
- (ii) Every application for admission as member, which includes nominal/associate members also shall be disposed of by the Board as early as possible and in no case later than the expiration period of one month from the date of receipt of the application by the Corporation.

In case of refusal to admit, the Board shall communicate its decision together with reasons thereof, to the applicant under registered post. When an applicant has been admitted to membership by the Board and it has paid its admission fee and share/deposit money, it shall be deemed to have acquired all the rights and incurred all the obligations and liabilities of a member of the Corporation as laid down in the Act, the Rules made thereunder and these bye-laws.

Provided, however, the membership of a nominal or associate member shall be governed by provisions of Section 21 and terms and conditions mentioned in Bye-law 34-A appearing hereinafter.

32. Any member-institution may by a resolution of its appropriate body, authorise one of its member to act as its representative and the member so authorized shall be entitled to exercise the same powers on behalf of the institution, which he represents as that institution could exercise as a member of the Corporation.
33. Every member on admission shall pay Rs. 100/- (Rupees one hundred) as admission fee which shall not be refundable in any case and shall hold at least ten fully paid shares of Rs. 500/- (Rupees five hundred only) each.

A nominal/associate member for getting loan from the Corporation, however, shall pay admission fee of Rs. 20/- (Rupees twenty). A depositor shall pay admission fee of Re. 1/- only.

34. Without prejudice to bye-law 6, no member shall at any time hold more shares than the number of shares which shall represent one fifth of the share capital of the Corporation.

34A** No person shall be nominal/associate member unless

- (i) (a) His/her written application for nominal/associate membership has been approved by the Board on the terms and conditions prescribed by it from time to time.
- (b) Every nominal/associate member on admission by the Board shall pay Rs. 20/- or Re. 1/- as admission fee as the case may be.
- (ii) (a) Every nominal/associate member may make deposit with the Corporation withdrawable as per rules of the Corporation.
- (b) Nominal/associate member may be granted loan as secured loan at the discretion of the Board on such terms and conditions as may be decided from time to time by the Board. The decision of the Board is not questionable by such nominal/associate member.
- (c) In case of default in refunding the loan the same will be recovered as per provisions of the Delhi Cooperative Societies Act, 1972; Rules made thereunder and the bye-laws of the Corporation. All additions, alterations or replacements in Act, Rules, Bye-laws will be applicable on nominal/associate member.
- (d) Civil Courts will have no jurisdiction to try any kind of dispute between the Corporation and its nominal/associate member.
- (e) A nominal/associate member shall not be entitled to any share in any form whatsoever in the assets or profits of the Corporation.
- (f) A nominal/associate member has no right to attend and vote in general meeting of the Corporation called for any purpose.

35. Membership of the Corporation shall cease :

Societies

- (i) on acceptance of resignation of member institution; or its/his losing qualification of membership; or
- (ii) on the resolution the member institution to disaffiliate itself provided that such resolution is communicated in writing to Corporation and is accepted by the Board; or
- (iii) on cancellation of registration of the member society; or
- (iv) on expulsion

An individual ceases to be a nominal/associate member :

- (a) on death;
- (b) when his/her resignation is accepted by the Board,

- (c) on his/her incurring disqualification as per conditions prescribed by the Corporation in this regard,
 - (d) on passing a resolution by the Board for termination of membership of nominal/associate member for which the decision of the Board will not be questionable by such member.
36. The liability of every member shall be limited to the extent of amount of share subscribed by him.
37. (a) The final authority of the Corporation shall vest in the General Body of members for purposes of the Act, Rules and Bye-laws.
- (b) The General Body of the Corporation shall consist of one-nominee of each member institution admitted under the bye-laws of the Corporation.
- (c) Every nominee/representative present at the General Meeting shall have one vote. The Chairman shall have a casting vote in the event of equality of votes in the meeting.
- (d) The instrument appointing a delegate shall be in writing and which shall remain in force till it is withdrawn by resolution passed by the member society.
- (e) A Special General Meeting may either be called by the Board on its own motion or on receipt of requisition a seven days clear notice stating the place, date and time of the meeting and items of business to be transacted thereat.

A requisition of Special General Meeting shall be made and duly signed in writing by :

- (a) the Registrar; or
- (b) not less than one third of the members.

The requisition shall be delivered at the registered office of the Corporation or be sent by registered post to Managing Director. No business other than that specified in that notice shall be transacted.

- (f) The Annual General Meeting of the members of the Corporation shall be called within a period of six months, next after 30th April following the expiry of each cooperative year. The purpose of Annual General Meeting shall be :-
 - (i) approval of the programme of the activities of the Corporation prepared by the Board for the ensuing year;
 - (ii) election if any, of the members of the Board other than nominated Directors;
 - (iii) consideration of the Audit Report and the Annual Report;

- (iv) disposal of the net profit; and
- (v) consideration of any other matter which may be brought forward by the permission of the Chairman.

The date, time and place of the meeting shall be announced atleast 14 clear days in advance. A notice of Annual General Meeting shall be accompanied by a copy each of audited balance-sheet, profit and loss account together with the Audit Certificate thereon relating to the preceeding year and the report of the Board and Budget estimates for the ensuing year. Not more than 15 months shall ordinarily elapse between the date of one Annual General Meeting and that of the next.

- (g) One third of the total number of members subsisting on the date of notice of the Annual General Meeting shall form quorum. No proxies shall be allowed.
 - (h) The Chairman or in his absence the Vice-Chairman shall preside. If both the Chairman and the Vice-Chairman are not present, the General Meeting shall be presided over by a member specially elected by the members for the purpose.
38. (a) If within an hour from the time appointed for the General Meeting, there is no quorum the meeting shall stand adjourned to the same day for one hour immediately after the appointed time and adjourned meeting shall be held at the same place on the same day, for which no quorum shall be necessary; if the meeting has been called on requisition of members (not the Registrar) it shall stand dissolved.
- (b) At the adjourned meeting no quorum is necessary, only the business left unfinished at the meeting from which the adjournment took place shall be conducted.
39. The duties and powers of the General Meeting shall be—
- (i) to elect, suspend or remove the elected members of the Board on grounds given in the bye-laws;
 - (ii) to consider the annual report of the Corporation, its audited Balance Sheet, Profit and Loss Account, inspection notes of the Registrar or any other person authorised by him in this behalf;
 - (iii) to dispose of profits in accordance with the Act, Rules and these Bye-laws;
 - (iv) to approve the budget and the programme for the next year;
 - (v) to lay down for the guidance of the Board General Policy for the conduct of business of the Corporation;
 - (vi) to fix, subject to the approval of the Registrar the maximum borrowing limit of the Corporation.

- (vii) to amend the bye-laws;
 - (viii) to consider procedural matters relating to election of members of the Board; and
 - (ix) to consider any other matter with the permission of the Chairman of the meeting.
40. All the business discussed or transacted at a General Meeting shall be entered in the proceeding book and signed by the Chairman of the meeting within 72 hours from the time when the meeting terminated.
41. (i) The amendments of the bye-laws shall be deemed to have been duly passed, if a resolution in that behalf is passed at a meeting of its general body held for that purpose by not less than 2/3rd of the members present there at and voting. Such amendments shall be forwarded to the Registrar for registration within a period of 2 months from the date of the meeting at which the resolution was passed.
- (ii) All other questions before the General Meeting shall be decided by the majority of votes.
42. (a) The Board shall consist of not more than eleven Directors of which six shall be elected by the General Body and the remaining five including the Managing Director nominated by the Administrator of National Capital Territory of Delhi.
- (b) The Directors shall elect Chairman and one Vice-Chairman from amongst themselves. The terms of the Chairman and Vice-Chairman shall be co-terminus with the term of the Board. In case of any casual vacancy the Board will fill-up the vacancy through the election for the unexpired term of the Board. Provided that the elected Chairman and/or Vice-Chairman may be removed from their offices by a 2/3rd majority of the members of the Board. Notwithstanding anything contained in foregoing clauses all the Directors including Chairman and Managing Director shall be nominated annually by the Government of National Capital Territory of Delhi till the loaning operations commence and shall continue to nominate them uptill four years thereafter.
- (c) The meetings of the Board may be called at any time by the Managing Director with the approval of Chairman/and/or under instruction of the Chairman or in his absence the Vice-Chairman, acting on behalf of the Chairman and shall be called by him on receipt of a requisition from 5 members of the Board or from the Registrar.
- (i) Any vacancy occurring from amongst the representatives of member institutions or nominees of the Central Government, Government of National Capital Territory of Delhi shall be filled in by fresh nominations from the concerned organisations or as the case be by the Central Government or Government of the National Capital Territory of Delhi.

- (ii) Any vacancy amongst the elected Directors shall be filled by fresh elections.
43. The Board shall be a continuing body but 1/3rd of its members shall retire every year. The members due for retirement in each year (including those elected/nominated in their place in casual vacancies) shall vacate office on the 30th October of that year but shall continue to hold office till their successors are elected. Members retiring shall be eligible for re-election or as the case may be for re-nomination.
44. A member of the Board shall cease to hold office if he :
- (a) becomes at any time subject to any disqualification which would have prevented him from seeking election, to the Committee of the member institution which he represents;
 - (b) is a member of the Committee of the member-institution, which he represents has been superseded under Section 32 of the Act;
 - (c) is a representative of the member institution, in respect of which an order of winding up under Section 63 of the Act has been made.
45. The Board shall exercise all the powers of the Corporation except those reserved for the General Body and in particular, shall have the following powers and duties :
- (i) To observe in all their transactions the Act, Rules and these Bye-laws.
 - (ii)
 - (a) To admit members and allot shares;
 - (b) To approve admission of nominal/associate members and also terminate the membership of such members.
 - (iii) To authorise convening of meeting of General Body.
 - (iv) To place before the General Body the Annual Report and Audit Report.
 - (v) To decide on share contribution in other cooperatives.
 - (vi) To recommend to the General Body the distribution of profits.
 - (vii) To prepare and lay before the General Body the programme of work for the ensuing year.
 - (viii) To fill any vacancy in the Board by co-option.
 - (ix) To consider the inspection notes of the Registrar or of any other person authorised on his behalf and take necessary action.
 - (x) To decide matters relating to withdrawals, transfers refund and forfeitures of shares.
 - (xi) To frame rules for election of Directors.

- (xii) To accept or reject the resignation from the members of the Board.
- (xiii) To authorise persons to sign on behalf of the Corporation, Bills, notes, receipts endorsements, cheques contracts and documents.
- (xiv) Through any member or officer or employee of the Corporation or any person specially authorised to institute, conduct defend, compromise, refer to arbitration or abandon legal proceedings by or against the Corporation or the Board or officers or employees concerning the affairs of the Corporation.
- (xv) To frame regulations regarding recruitment, scales of pay, promotions, training and service conditions of employees of Corporation.
- (xvi) To sanction posts for the administration of the Corporation.
- (xvii) To delegate all or any of the powers, authority and discretion vested in the Board to the Chairman, Managing Director or other employees or other Committees subject to the ultimate control being retained by the Board.
- (xviii) To arrange for safe custody of books and records and the property of the Corporation and to maintain them in a good state and where necessary to arrange for their insurance.
- (xix) To settle the terms and conditions regarding retirement of share capital contribution by the Central Government/Government of National Capital Territory of Delhi.
- (xx) To appoint from amongst its own members the Committee and other Committees for efficient conduct of business. The Committee shall in the discharge of the function entrusted to them, conform in all respects to these bye-laws and the instructions given by the Board. The deliberations and decisions of the Committee shall be subject to review by the Board.
- (xxi) To purchase, buy, take on lease or otherwise, acquire any building or land (whether free-hold, lease-hold or otherwise) from any person with or without a house or houses, building or buildings thereon in the National Territory of Delhi and to erect, construct and build offices or alter any building or buildings for the purpose of an office and to pay for such land and building whether purchased, leased or acquired or built or constructed by the Corporation either in cash or otherwise and to purchase furniture, and other things necessary for office with all things which the Board may deem necessary or convenient for carrying on the business of the Corporation.
- (xxii) To make advances or lend money to the members of the Corporation on such terms and conditions as may be decided from time to time by the Board.
 - (a) To implement scheme(s) of the National Housing Bank, enroll the individuals as nominal associate members and grant loans or advances to them and accept deposits.

- (xxiii) To raise or borrow such sums of money by way of loans (otherwise than by the issue of Debentures and or Bonds) as may be required from time to time for the purposes of the Corporation subject to the previous sanction of the Registrar.
- (xxiv) To undertake on behalf of the Corporation the payment of all rents and performances of all covenants, conditions and agreements contained in or reserved any lease that may be granted or assigned to or otherwise acquired by the Corporation.
- (xxv) To insure and keep insured if deem expedient all or any of the buildings or other property or any securities of the Corporation either separately or conjointly for such period and to such extent as the Board may think fit and to assign, surrender or discontinue any policies of insurance effected in pursuance of this power.
- (xxvi) To invest and deal with any money of the Corporation in accordance with these bye-laws and from time to time to vary or realise such investments.
- (xxvii) Subject to the provisions of the Act, to subscribe moneys for any charitable or benevolent objects or for any exhibition or for any public, general or other purpose which may be considered likely directly or indirectly, to further the objects of the Corporation or the interest of its members.
- (xxviii) To join membership of any cooperative institution which in the opinion of the Board may be desirable or necessary in the interest of the Corporation.
- (xxix) To regulate and sanction the expenditure which the Board may consider necessary or desirable to carry out the objects of the Corporation.
- (xxx) To engage the service of advocates, attorneys, architects, valuers, and/or other professional persons for the conduct of the business of the Corporation and/or pay them fees, professional charges or honorarium.
- (xxxi) The Board shall have powers to provide Common Seal for the purpose of the Corporation and it shall not be used except by the authority of the Board and in the presence of atleast two members of the Board.
- (xxxii) Every Deed or Document other than a share certificate to which the Seal is affixed shall be signed by any two Directors authorised by the Board and countersigned by a duly authorised paid official of the Corporation, not below the rank of General Manager.
- (xxxiii) To invite in their absolute discretion any person or persons to attend any specific meeting of the Board or other Committees.

In the conduct of the affairs of the Corporation, the Board shall exercise the prudence and dilligence of ordinary man of business and shall be responsible for any loss sustained through Acts contrary to Act, the Rules and these Bye-laws.

46. (a) Notice of Board Meeting shall be given to every member of the Board atleast 5 days prior to the scheduled date of the meeting by authorised person either by post Under Certificate of Posting or personally, provided that where a member has intimated to the Corporation in advance that notice of meeting should be sent to him by Registered Post and has deposited the postage expenses than the Corporation shall sent him the Agenda Notice by Registered Post. In case of Emergent meeting the meeting notice may be sent atleast 24 hours before the scheduled date and time of the meeting.
- (b) One third of the Directors of the Board shall form a quorum.
- (c) The Chairman and in his absence, the Vice-Chairman shall preside over all the meetings of the Board. In their absence, the member present shall elect a Chairman for the meeting.
- (d) All questions before the Board shall be decided by majority of votes and in case the votes are equal, the Chairman shall have a second or casting vote.
- (e) The Chairman shall exercise such power and perform such duties as are conferred on him by the Act, Rules and these Bye-laws and may from time to time be conferred on him or required by the General Body.
- (f) The Board shall cause minutes of all proceedings to be entered in the proceedings book. Every proceeding shall be circulated to the member of the Board on approval of the Chairman and pasted on the proceeding book. Further, these proceedings may be circulated as agenda item No. 1 of the next Board meeting alongwith compliance of decisions for ratification and confirmation of the Board.
47. The Board shall constitute an Executive Committee which shall consist of the following :
- (i) Chairman;
- (ii) Managing Director;
- (iii) 3 other Directors one of them should be Registrar Cooperative Societies of the Government of National Capital Territory of Delhi.
48. The Executive Committee shall have the following powers and functions :
- (i) To maintain true and accurate accounts of all money received, expended and all stocks brought or sold and keep register of members correct up-to-date.
- (ii) To keep the true account of assets and liabilities of the Corporation.
- (iii) To arrange for internal checking of the accounts at least once in a quarter.

- (iv) To examine the accounts, sanction contingent expenditure and supervise the maintenance of the prescribed registers.
 - (v) To fix the limit of cash balance to be kept by various officers and for incurring contingent expenditure by them.
 - (vi) To decide the terms or the periods on which loans and advances are to be received and to arrange for payment of such loans and advances.
 - (vii) To decide the terms, period for and the rate of interest at which deposits are to be received and to arrange for payment of such deposits.
 - (viii) To acquire shares in cooperative or other institutions as may be decided by the Board.
 - (ix) To construct, purchase, take on hire or otherwise acquire a property considered necessary for carrying out the business of the Corporation and enter into contract for the purpose.
 - (x) To undertake propaganda by advertising and education campaigns and arrange training of the employees of the Corporation and member institutions.
 - (xi) To arrange for supervision of member institution.
 - (xii) To transact all other business incidental to and necessary for the management of the Corporation.
 - (xiii) To exercise any other powers delegated by the Board from time to time.
 - (xiv) To delegate its power to such officers of the Corporation as it may deem fit.
49. The Executive Committee may meet as often as necessary preferably one day preceding the meeting of the Board. All business discussed or decided at the meeting of the Committee shall be recorded in a proceedings book which shall be signed by the Chairman.
50. Three members of the Executive Committee shall form a quorum in the meeting. The meeting of the Executive Committee shall be presided over by the Chairman in his absence by Vice-Chairman or the person elected from amongst themselves may preside over the meeting.
51. (a) The Chairman shall exercise powers of general supervision over the affairs of the Corporation.
- (b) In exceptional circumstances or where prompt decisions have to be taken, the Chairman may call upon any member of the Board or any of the Officer of the Corporation to represent the Corporation at any meeting/conference/convention or before any authority. The decision taken shall be placed before the next meeting of the Board.

- (c) The Chairman shall be the spokesman of the Corporation.
 - (d) The Chairman shall be competent to decide on the advice of the Managing Director whether a situation calls for emergent decision or action in furtherance of the interest/object of the Corporation. When a decision to this effect is taken by the Chairman, he shall be competent to exercise on the advice of the Managing Director all powers of the Board. Any decision taken or any action passed by the Chairman in pursuance of this authority shall be placed in the next meeting of the Board.
52. (a) The Managing Director shall be a regular service officer and shall be nominated by the Administrator of National Capital Territory of Delhi as one of nominated Directors on such terms and conditions to be decided by him.
- (b) The Managing Director shall act as the Chief Executive of Corporation and shall conduct the business of the Corporation and shall exercise control over administration of the Corporation subject to the over all control of the Board. All papers/files etc. meant for submission to the Chairman; Executive Committee; and/or Board shall be routed through the Managing Director. He shall advise the Board, other Committees and the Chairman in framing the policies and programmes of the Corporation and implement these after approval of the appropriate authority.
53. Without prejudice to the generality of the foregoing bye-laws, the Managing Director in particular shall, perform the following functions :
- (i) To summon the meeting of the General Body, Board and other Committees, with the approval of the Chairman and under the instructions of the Chairman or in his absence the Vice-Chairman authorised to carry out the functions of the Chairman and participate in them with right of vote.
 - (ii) To attend the meetings of the different Committees and implement the decisions taken in various meetings.
 - (iii) To be responsible for the general conduct, supervision and management of the day-to-day business and affairs of the Corporation.
 - (iv) To sign receipt for money received by the Corporation and operate on bank accounts of the Corporation with one other Director as may be authorised by the Board from time to time.
 - ✓(v) To be the Officer of the Corporation to sue or to be sued on behalf of the Corporation and sign and execute all bonds, insurance, agreements, contracts and other documents for and on behalf of the Corporation.
 - (vi) To determine the powers, duties and responsibilities of the employees of the Corporation for ensuring proper conduct of the day-to-day business of the Corporation.
 - (vii) Subject to his overall control and responsibility to delegate any of the above powers to any officer/subordinate to him.

54. The Managing Director shall exercise control and supervision on the administration of the Corporation and to conduct the affairs of the Corporation in conformity with the Act and Rules and these Bye-laws and the decisions of the General Body, Board and other Committees. He shall have in addition to the following powers :

- (i) Subject to the provisions of these Bye-laws or such other Rules as may be framed from time to time and decisions of the Board to appoint, suspend remove or impose any other penalty on the employees of the Corporation and to grant them leave and other perquisites according to rules.
- (ii) To create temporary post of casual nature for a period of not exceeding three months to meet any emergent situation in respect of such categories of staff as may be decided by the Board.
- (iii) To initiate and carry on the business of the Corporation and to take such steps as may be necessary for carrying on the day-to-day business of the Corporation.
- (iv) Subject to such general or specific orders as the Board may issue from time to time to enter into negotiations and contracts and rescind and vary such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Corporation, in relation to any of the matters aforesaid or otherwise for the purpose of the Corporation.
- (v) To incur contingent expenditure upto the extent of power delegated to him by the Board.
- (vi) To delegate all or any of the powers, authorities and discretion vested in him to an employee or employees of the Corporation to the ultimate control and authority being retained by him.

55. The Board shall appoint a General Manager and the general management of the Corporation, shall subject to the control of the Board and the Executive Committee be vested in him. The General Manager so appointed shall hold office on such terms and remuneration as may be fixed by the Board and approved by the Registrar, Cooperative Societies. The General Manager shall perform such duties and functions as the Board may entrust or delegate to him.

The General Manager shall attend all the meetings of the Corporation and the Board and Executive Committee and record minutes of their proceedings. In the absence of the General Manager, the Board may authorise any member of the establishment to record the said minutes. The General Manager or any other person as authorised by the Board shall furnish to the Secretary (Cooperation), Government of National Capital Territory of Delhi or as may be otherwise required by Government, a true copy of all resolutions passed either by the Board or by the Executive Committee of the Corporation or in the General Meeting of the Apex within 21 days from the passing of such resolutions by the Board, Executive Committee or General Meeting, as the case may be.

56. The funds of the Corporation shall be utilised primarily for the purpose of granting loans or advances to the cooperative housing societies registered in the National Capital Territory of Delhi and nominal/associate members who are the members of the Corporation on the security of immovable property or such other security as the Board may determine and on such terms and conditions which may from time to time be determined in accordance with these bye-laws. The Corporation shall grant loans and advances to cooperative housing societies and also to nominal/associate members for acquiring dwelling houses by their members or for granting loans to their members for/or to nominal/associate members for the purpose of constructing their dwelling houses or flats acquiring it through any approved agency.
57. Every loan shall be advanced by the Corporation to a member repayable at the end of a period which shall not exceed 20 years from the date of advance of loans provided that the Corporation shall be at liberty to renew any such loan at the expiration of the original terms, for such further period as the Corporation think fit but such renewed period shall not exceed five years in any case in aggregate.
58. The rate of interest to be charged by the Corporation on each loan advanced to any member may be fixed by the Board from time to time. The Board shall have right to alter the rate of interest and make it effective from any date during the currency of loan. Compensatory interest shall also be charged in case of default initially at the same rate at which interest on loan is charged and on subsequent and persistent default on incremental basis which shall be determined by the Board from time to time. A rebate may be granted to the borrowing members if the repayment of the instalment of the principal amount and interest are punctual on due dates at such rates as may be determined by the Board from time to time.
59. The amount of each loan to be advanced by the Corporation to a member may be determined by Board in its absolute discretion provided, however, that no such loan or advance shall be paid to the applicant unless it holds shares or debentures or deposits in the Corporation at such percentage of the amount of loan to be determined by the Board.
60. The Corporation shall be competent to inspect the records of the debtor society and its property and to make such other inquiries regarding the financial position of the debtor society as it may deem necessary. The society shall make all records available and shall furnish all information necessary for inquiry.
61. The Board may suspend the payment of instalment of principal in case of distress when after inquiries it is satisfied that such suspension is necessary. When any instalment of a loan is suspended, all subsequent instalments may be deferred for the same period for which the instalment is suspended.
62. Notwithstanding anything contained in any agreement or instrument, the Board may by notice in writing require any member including nominal/associate member to which/whom it has granted any loan or advance to discharge forthwith in full its liabilities to the Corporation, including refund of loan in lumpsum and interest due thereon if :
- (i) it appears to the Board that a false or misleading information in any material particular was given by the cooperative housing society. a nominal/ associate member in its/his application for the loan or advance; or

- (ii) the member has failed to comply with any of the terms of its/his contract and/or agreement with the Corporation in the matter of the loan or advance; or
 - (iii) there is a reasonable apprehension that the member is unable to pay its debts or that proceedings for its winding up may be commenced in respect thereof; or
 - (iv) the property pledged, mortgaged or assigned to the Corporation as security for the loan is not insured and kept insured by the member to the satisfaction of the Corporation; or
 - (v) it appears to the Board that the loan granted for specific purpose is misapplied; and
 - (vi) for any reason it is necessary to protect the interest of the Corporation.
63. The Board shall cause the banking account to be kept in the name of Corporation and every sum paid on behalf of the Corporation except on the 'Imprest Account' shall be paid by cheque drawn on its bankers which shall be signed by atleast 2 persons duly authorised by the Board in this behalf.
64. The Board may also open an account with its bankers to be called 'Imprest Account' referred to in the foregoing bye-law for meeting day-to-day petty expenses and may authorise an officer to draw cheques on the bankers on this account for the purpose of the Corporation. The imprest amount shall be replenished from time to time on rendering of proper vouchers and accounts. No payment on account of the Corporation shall be made without an order of the Board or Executive Committee or Committee of Directors or Managing Director or General Manager.
65. The Board shall cause true accounts to be maintained and kept of all sums of money received and spent by the Corporation and the matters in respect of which such receipt and expenditure takes place and of the assets, credits and liabilities of the Corporation. The books of the account shall be kept at the registered office of the Corporation.
66. The Board shall cause to be prepared annually receipt and expenditure account, profit and loss account and a Balance Sheet containing summary of the assets and liabilities of the Corporation made up to the year ended on 31st day of March of each year. Every such receipt and expenditure account, profit and loss account and the balance sheet shall be accompanied by the report of the Board as to the state of affairs of the Corporation and as to the amount which it recommends to be paid out of profits by way of dividend and the amount which it proposes to carry the Reserve Fund or other funds in accordance with these bye-laws.
67. The receipt and expenditure account, profit and loss account and the balance sheet shall be signed by not less than two persons authorised by the Board and countersigned by a duly authorised paid official of the Corporation and the report shall be signed by the Chairman of the Board on its behalf, if authorised in that behalf.
68. A copy of each receipt and expenditure account, profit and loss account, balance sheet duly audited and certified by the auditors shall be sent to the Central

Government, Administrator of the National Capital Territory of Delhi, the Registrar and members at their registered addresses at least fourteen days before the Annual General Meeting of the Corporation each year.

69. Once at least in every year, the accounts of the Corporation shall be audited by the Auditor(s) and the correctness of the receipt and expenditure account, profit and loss account and balance sheet shall be certified by one or more auditors appointed by the Registrar.
70. For the purpose of internal audit, the accounts of the Corporation may be audited by an auditor appointed by the Board each year on such terms and remunerations as shall be fixed by it.
71. The net profits of the Corporation for the year for which accounts are to be made up under these bye-laws shall be the balance remaining after deducting from the gross receipt of income interest paid or payable on account of cost of management and depreciation of assets and all other sums chargeable to profit and loss account, during the year.
72. The net profits of the Corporation shall be appropriated and disposed in the manner hereinafter stated, namely :
 - (a) Not less than 25% shall be carried to the credit of the Reserve Fund.
 - (b) A sum equal to 2% subject to a maximum of Rs. 10,000/- shall be credited every year to Cooperative Education Fund administered by the Registrar.
 - (c) Dividend on shares may be paid not exceeding the limit prescribed in the Act and Rules.
73.
 - (a) Any balance of profit remaining may, at the discretion of the Board be utilised for such purpose as staff bonus, rebate on interest and funds pertaining to dividend equalisation fund, staff welfare, building property investment, reserve etc. and on such other purposes as the Board may consider it necessary or may be carried forward.
 - (b) Dividend not claimed for a period of three years shall be forfeited to the Corporation and transferred to the Reserve Fund.

The Corporation in general meeting may declare a dividend to be paid to the members and may fix the time for its payment.

74. No larger dividend shall be declared than is recommended by the Board but the Corporation in General Meeting may declare a smaller dividend.
75. No unclaimed dividend shall bear interest against the Corporation.
76. The Board may retain any dividend on which the Corporation has lien and may apply the same in or towards satisfaction of the debts or liabilities in respect of which the lien exists.
77. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer. Unless otherwise directed, any dividend may be paid

by cheque or warrant sent through the post to the registered address of the member entitled and every cheque or warrant so sent shall be made payable to order of the person to whom it is sent.

78. Notice of the declaration of any dividend shall be given to the holders of registered share in manner herein before provided.
79. A notice may be served by the Corporation upon any member either personally or by sending it through the ordinary post addressed to such member at his registered place of address. Each holder of registered share may from time to time notify in writing to the Corporation his address in Delhi which shall be deemed to be his registered address for the purposes of these bye-laws.
80. Any notice required to be given by the Corporation to the members and not expressly provided by these bye-laws shall be sufficiently given by advertisement in at least one daily paper published in Delhi and notified to the members by the Board.
81. Any notice, if given by post, shall be deemed to have been served at the time when the letter containing the same is posted and for such service it shall be sufficient to prove that the letter containing the same was properly addressed, postage prepaid and put in the Post Office.
82. Every person who, by operation of law or transfer or other means whatsoever shall become entitled to any share shall be bound by every notice, duly given to the person from whom he derives the title to such share, prior to the registration of the transfer of the said share in his name. All notices which may be given to the Corporation by or on behalf of any member shall be left at or sent by post to the registered office of the Corporation.
83. None of the bye-laws herein contained shall be altered or rescinded and no bye-law shall be added or otherwise amended except by the vote of a majority consisting of at least two thirds of the members present and voting at the General Meeting convened for the purpose. Every alteration, amendment, rescission or addition resolved upon by such majority shall be submitted to the Registrar for registration and such alteration, amendment, rescission or addition shall take effect from the date of registration by the Registrar.
84. Every Director, Managing Director, General Manager, Auditor and other officer or servant of the Corporation and trustee (if any) for the time being acting in relation to any of the affairs of the Corporation and every of their heirs, successors and executors and administrators or assigns shall be indemnified by the Corporation against and it shall be the duty of the Directors, out of funds of the Corporation, to pay all costs, losses and expenses which any such officer or servant may incur or become liable by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties, except such (if any) as he shall incur or sustain through his own wilful neglect or default. No Director or other officer or servant of the Corporation or trustee for the time being in relation to any of the affairs of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other act for conformity or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for on behalf of the Corporation or

expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested or for any loss or damage arising from insolvency or tortious act of any person with whom any money, securities or effects shall be deposited or for any loss, occasioned by any error of judgement or oversight on his part or for any loss damage or misfortune whatever shall happen in the execution of his duties of his respective office or in relation thereto, unless the same happen through his own wilful act or default.

85. On the trial of hearing of any action or suit to be brought by the Corporation against any member to recover any debt or money claimed to be due to the Corporation in respect of his shares, it shall be sufficient to prove that the name of the defendant was, when the claim arose, on the register of members of "Corporation", as a holder of shares in respect of which such claim has arisen and that the amount claimed is not entered as paid in the books of the Corporation and it shall not be necessary to prove the appointment of the Board who made any call nor that the quorum of the Board was present at the Board's Meeting at which any call was made duly convened or constituted nor any other matter whatsoever but the proof of the matter aforesaid shall be conclusive evidence of debt.
86. The Reserve Fund is indivisible and no member shall be entitled to claim a specific share in it. It shall be invested in Government Securities or otherwise as directed by the Registrar under section 49 of the Act or as provided in bye-laws 3(xii) herinbefore appeared.
87. The maximum borrowing power of the Corporation shall be limited to 20 times the paid up share capital plus Building Fund plus Reserve Funds minus accumulated losses.
88. All matters not specifically provided for in these bye-laws shall be decided according to the provisions of the Act and the Rules as applicable or in such manner as may be directed by the Registrar. Should any doubt arise as to the interpretation of the Act and the Rules and these bye-laws, the Board shall refer the matter to the Registrar, whose advice shall be binding.
89. No act of General Body, Board or other Committee shall be deemed to be invalid by reasons of any defect in the election of the members thereof or by reason of any vacancy therein not having been filed in accordance with these bye-laws.
90. Should there be a conflict between the Bye-laws of the Corporation and those of member-institution the provisions of these bye-laws shall always prevail.

Registered this 28th day of September, 1994

Sd/-
(SURJIT ROY)
Deputy Registrar
Cooperative Societies, Delhi
(Seal)

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