

**THE ORISSA SELF-HELP
COOPERATIVES ACT, 2001**

(Act 4 of 2002)

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(Act No.4 of 2002)**

Contents

Sections	Pages
Chapter I Preliminary	
1. Short title, extent and commencement	1
2. Definitions	1
Chapter II Incorporation	
3. Registration of a new Cooperation	5
4. Conversion of Cooperative Society into a Cooperative Under this Act	6
5. Cooperative to be body Corporate	10
6. Articles of association	10
7. Amendment of articles of association	10
8. Name of a Cooperative	11
9. Location of registered office	12
10. Transfer of Assets and liabilities	13
11. Division	13
12. Amalgamation	15
13. Merger	16
14. Registrar and registration	17
15. Fee for services	17
Chapter III Membership	
16. Eligibility for Membership in a Cooperative	18
17. Admission as member	18
18. Withdrawal from membership	18
19. Cessation of membership	19
20. Termination of membership	19
21. Register of members	19
22. Cooperative education	20
23. Services primarily for members	20
24. Exercise of rights	20
25. Voting right of members	21
26. Liability of members	21
27. General body	22
28. Functions, responsibilities and powers of general body	23
29. Meetings of the general body	24
30. Minutes of general body meetings	25
Chapter IV Management	
31. Board of directors	25
32. Functions, responsibilities and powers of board	26
33. Eligibility for directorship in a cooperative	27
34. Elections	27
35. Tenure of directors	29
36. Meeting of the board	29
37. Minutes of board meetings	30

Chapter V	
Finance	
38. Mobilisation of funds	30
39. Deployment of funds	30
40. Disposal of Surplus	31
41. Management of deficit	31
42. Operation of special funds	32
43. First charge	32
Chapter VI	
Accountability	
44. Accounts, records and documents to be maintained	32
45. Audit	33
46. Returns to be filed with the Registrar	35
47. Inquiry	36
Chapter VII	
Offences	
48. Offences	37
49. Compounding of offence	38
50. Protection of action taken in good faith	39
Chapter VIII	
Disputes	
51. Disputes	39
52. Arbitral Tribunal	40
Chapter IX	
Dissolution	
53. Dissolution by members	41
54. Duties of a liquidator	42
55. Powers of liquidator	43
56. Final accounts	43
Chapter X	
Miscellaneous	
57. Exemption from certain taxes, duties and fees	44
58. Exemption from compulsory registration of instruments	44
59. Power to remove difficulties	45
60. Prohibition to receive share capital, loan etc.	45
Schedules	
Schedule A	46
Schedule B	49
Schedule C	51
Schedule D	53

THE ORISSA SELF-HELP COOPERATIVES ACT, 2001
(Act 4 of 2002)

An Act

To provide for the formation of cooperatives and conversion of cooperative societies as self-help, self-reliant, mutual-aid, autonomous, voluntary, democratic, business enterprises, which are to be owned, managed and controlled by members for their economic and social betterment, through the financially gainful provision of core services which fulfil a common need felt by them, and for matters connected therewith or incidental thereto.

Be it enacted by the Legislature of the State of Orissa in the Fifty-second Year of the Republic of India, as follows: -

CHAPTER I

PRELIMINARY

1. Short title, extent and commencement

- (1) This Act may be called the Orissa Self-Help Cooperatives Act, 2001.
- (2) It extends to the whole of the State of Orissa.
- (3) It shall come into force on such date as the Government may, by notification, appoint.

2. Definitions

In this Act, unless the context otherwise requires, –

- (1) “arbitral tribunal” means an individual or a group of individuals not exceeding five, constituted by the general body of a Cooperative for settlement of disputes in accordance with the articles of association of that Cooperative;
- (2) “articles of association” means the regulations of a Cooperative framed by the general body of that Cooperative, in accordance with this Act, for the management of its affairs;
- (3) “board” means the governing body of a Cooperative by whatever name called, to which the direction of the affairs of the Cooperative is entrusted by the articles of association of that Cooperative;
- (4) “Chief executive” means that individual, in paid or honorary capacity, who is appointed through election or selection or nomination by the board of a Cooperative from among members, directors or others, in accordance with the articles of association, who shall sue or be sued on behalf of the Cooperative, and shall perform such functions, and

have such responsibilities and powers as are specified in the articles of association, and assigned by the board;

- (5) “common need” means that economic need which is common to all those who wish to form a Cooperative, or have taken membership in a Cooperative, and which the Cooperative is expected to fulfil through the provision of core services;
- (6) “Cooperative” where used as a noun, means an autonomous association of persons united voluntarily to meet their common need through a jointly owned and democratically controlled enterprise registered under this Act;
- (7) “Cooperatives Act” means the Orissa Self-Help Cooperatives Act, 2001;
- (8) “Cooperative business “ means a business which is carried out in accordance with the Cooperative principles, through the Cooperatives registered under this Act;
- (9) “Cooperative business year “ means the twelve month accounting period as provided in the articles of association of a Cooperative;
- (10) “Cooperative identity” means the statement of Cooperative Identity specified in Schedule D of this Act;
- (11) “Cooperative Society” means a society registered under the Orissa Cooperative Societies Act, 1962;
- (12) “Cooperative Societies Act” means the Orissa Cooperative Societies Act, 1962;
- (13) “core services” means those services provided to members, through which a Cooperative intends to meet that economic need common to all members for the fulfillment of which the Cooperative was established, and the fulfillment of which is expected to result in the economic and social betterment of members;
- (14) “court “means competent civil and criminal court;
- (15) “deficit” means the excess of expenditure over income;
- (16) “deficit charge” means the amount collected from/debited to the accounts of members, in proportion to the use and /or non-use of the services of the Cooperative, in accordance with the articles of association and resolutions of the general body, to meet deficit, if any in whole or in part;

- (17) “deficit over fund” means a fund created out of surplus of the Cooperative to meet future loss, if any, and created in accordance with the articles of association;
- (18) “delegate” means a member nominated for the time being by a Cooperative to represent its interests at the time of promotion of a Secondary Cooperative and/or at meetings of a Secondary Cooperative to which the Cooperative is affiliated;
- (19) “family” means husband, wife and their unmarried daughters and minor sons;
- (20) “financial year” means the period commencing on the 1st day of April of any year and ending with the 31st day of March of the succeeding year;
- (21) “general body” in relation to a Cooperative, means all its members, and may include the “representative general body” where it so exists consisting the representatives;
- (22) “general body meeting” means a meeting of the general body called and conducted in accordance with the provisions of this Act and the articles of association of the Cooperative;
- (23) “Government” means the Government of Orissa;
- (24) “member” means a person who is in need of and is able to use the core services of a Cooperative and who is admitted and continues as a member of the Cooperative and who is admitted and continues as a member of the Cooperative, in accordance with the provisions of this Act and the articles of association, and includes a “member-Cooperative”;
- (25) “member-Cooperative” means a primary or Secondary Cooperative which is in need of and is able to use the core services of a Secondary Cooperative, and which is admitted as a member of that Secondary Cooperative, in accordance with the provisions of this Act and the articles of association;
- (26) “office-bearer” means an individual elected by the board of a Cooperative to any office of such Cooperative in accordance with its articles of association;
- (27) “ordinary resolution” means a resolution of the general body which has the approval of 2/3rd of members having the right of vote, present and voting at the general body meeting;
- (28) “person” means an individual competent to contract, or a Cooperative;

- (29) “potential member” means a person who needs the core services being offered by a Cooperative and is eligible to be a member of that Cooperative, but who has not yet applied for membership and/or been admitted as a member;
- (30) “president” means an elected director to preside over the meetings of the board and the meetings of the general body, and to perform such other functions and have such other powers and responsibilities as are specified in the articles of association and assigned by the board;
- (31) “primary Cooperative” means a Cooperative whose members are individuals;
- (32) “Registrar” means the Registrar of Cooperative Societies appointed under the Cooperative Societies Act, and includes any person empowered to exercise the powers and perform the duties of the Registrar under this Act;
- (33) “Registrar of Cooperative Societies”, means the individual appointed as such under the Cooperative Societies Act, and includes any individual empowered to exercise the powers of that Registrar of Cooperatives Societies under that Act;
- (34) “representative” means a person elected by a section of members, in accordance with the articles of association, to participate on their behalf at the representative general body meeting;
- (35) “representative general body “ in relation to a Cooperative means all its representatives;
- (36) “representative general body meeting” means a meeting of the representatives, called and conducted in accordance with the provisions of this Act and the articles of association of the Cooperative;
- (37) “Schedule” means Schedule appended to this Act;
- (38) “Secondary Cooperative” means a Cooperative voluntarily established, jointly owned and democratically controlled by member Cooperatives for the fulfillment of their common needs;
- (39) “service” means such facilities as are organised primarily for being provided to members to meet the objective of the Cooperative;
- (40) “special resolution” means a resolution of the general body which has the approval of at least 67% of the members with right of vote in the general body meeting;
- (41) “surplus” means the excess of income over expenditure, arrived at, at the end of the financial year, after the payment of interest, if any, on

share capital, and before the payment of surplus refund, and allocation of reserves and other funds;

- (42) “surplus refund” means the refund from the surplus given/credited to the accounts of members, in proportion to their use of the services of the Cooperative in accordance with the articles of association and resolutions of the general body.

CHAPTER II

INCORPORATION

3. Registration of a new Cooperative

- (1) Where not less than ten individuals, each being member of different family, intend to form a Cooperative or, two or more Cooperatives registered under this Act, wish to form into Secondary Cooperative or a society registered under the Cooperative Societies Act intend to convert itself into a Cooperative under this Act, they shall frame; articles of association for this purpose in accordance with Schedule A:

Provided that after registration of the Cooperative, any member of the family may be admitted as member of the Cooperative subject to provisions of section 16 of this Act.

- (2) Such articles of association and the memorandum of association as specified in Schedule B or C as the case may be, shall be submitted to the Registrar by hand or by registered post for registration of the Cooperative.

- (3) Every such memorandum of association shall contain –

- (a) the proposed name of the Cooperative;
- (b) the address where the registered office of the Cooperative is to be situated;
- (c) the objects of the Cooperative;
- (d) declaration by the promoter(s) of their commitment to the Cooperative principles as provided for in schedule D;
- (e) a list of names of the promoters, with their complete addresses and shall be accompanied by –
 - (i) the original articles of association and one true copy thereof of the proposed Cooperative as adopted by the promoters; and
 - (ii) a true copy of the resolution adopting the articles of association passed at a meeting by the signatories to such memorandum of association.

- (4) The Registrar shall register the Cooperative and also take on record its articles of association and communicate by registered post under acknowledgement a certificate of registration and a certified copy of the

memorandum of association including the articles of association signed and sealed by him/her, within sixty days from the date of submission of the memorandum of association, to such person as specified in the memorandum.

(5) Before registration of the Cooperative, the Registrar shall satisfy himself that, –

- (a) the memorandum of association is in conformity with the requirements laid down by this Act; and
- (b) the proposed articles of association are not contrary to the provisions of this Act.

(6) If the conditions laid down in sub-sections (3) and (4) are not fulfilled, the Registrar shall communicate by registered post under acknowledgement the order of refusal together with the specific reasons thereof, within sixty days from the date of submission of the memorandum of association;

Provided that no order of refusal shall be passed except after giving an opportunity of making representation on behalf of the promoters by the representative specified in the memorandum.

(7) Where a Cooperative is registered, the certificate of registration signed and sealed by the Registrar shall be conclusive evidence that the association mentioned there in is a Cooperative duly registered under this Act, unless it is proven that the registration of the Cooperative has been cancelled or the Cooperative is dissolved.

(8) Where within seventy five days of submission of the memorandum of association for registration, the representative specified in the memorandum of association receives neither the certificate of registration nor the order of refusal, the Cooperative shall be deemed to have been registered under this Act and the promoter may apply to the Registrar, who shall issue certificate of registration within fifteen days of receipt of such application.

4. Conversion of Cooperative Society into a Cooperative Under this Act

(1) Notwithstanding anything contained in the Cooperative Societies Act, from the date of commencement of this Act, any Cooperative Society registered and functioning under the Cooperative Societies Act, which is not in receipt of any share capital, guarantee, loan from the Government, at the time of seeking registration under this Act, may submit memorandum of association for registration under this Act:

Provided that where the Government does have share capital, guarantee, loan or any other dues in a Cooperative under this Act, the Cooperative society shall, before opting for registration under this Act,

return the same to the Government, and the Government shall accept it:

Provided further that the Cooperative society in receipt of share capital from other sources may return such share capital, loan, guarantee etc., or shall furnish "no objection certificate" from such agency/authority:

Provided further that the Cooperative Banks as defined in sub-clause (cci) of clause (c) of section 56 of the Banking Regulation Act, 1949 and registered under the Cooperative Societies Act, which intends to convert to a Cooperative under this Act, shall obtain previous sanction of Reserve Bank of India in conformity with section 2(gg) of the Deposit Insurance and Credit Guarantee Corporation Act, 1961.

(2) A memorandum of association for registration, in the form specified in Schedule C, may be submitted to the Registrar by hand or by registered post, by the board of such Cooperative society which intends to convert itself into a Cooperative under this Act on the basis of a decision of a majority of members present at a meeting of the general body of the Cooperative society.

(3) Every such memorandum of association shall state –

(a) the name of the Cooperative;
(b) the address where the registered office of the Cooperative society is situated; and
(c) the objects of the Cooperative;
and it shall be accompanied by –

(i) a true copy of the resolution of the general body expressing commitment to the Cooperative principles as specified in Scheduled D;

(ii) the original articles of association and one copy of the articles of association of the proposed Cooperative as adopted by the general body of the Cooperative society;

(iii) a true copy of the resolution of the general body of the Cooperative society adopting the articles of association;

(iv) a true copy of the declaration of the general body of the cooperative society stating that the Cooperative society is not in receipt of any share capital, loan, guarantee or any other dues from the Government and does not intend ever to raise share capital from the government;

(v) a true copy of the latest annual report and audited statement of accounts of the Cooperative society;

- (vi) a true copy of the resolution of the general body of the Cooperative society along with particulars regarding the wiping off of accumulated losses, if any, from various reserves and/or by debiting to the accounts of members as decided at the general body meeting of the Cooperative society; and
 - (vii) a statement of the total number of members of the Cooperative society with right to vote as on the day of the said meeting, the number of members attended the meeting, and the number of members voted for the resolution.
- (4) The Registrar shall register the Cooperative and also take on record its articles of association and communicate by registered post a certificate of registration and a certified copy of the memorandum of association including the articles of association signed and sealed by him/her, within sixty days from the date of submission of memorandum of association, to such person as specified in the memorandum; if –
- (a) the memorandum of association is in conformity with the requirements laid down by this Act; and
 - (b) the proposed articles of association are not contrary to the provisions of this Act.
- (5) If the conditions laid down in sub-sections (3) and (4) are not fulfilled, the Registrar shall communicate by registered post the order of refusal together with the specific reasons therefore, within sixty days from the date of submission of memorandum of association, to such person as specified in the memorandum of association:
- Provided that no order of refusal shall be passed except after giving an opportunity of making representation on behalf of the Cooperative society by the representative as specified in the memorandum.
- (6) Where a Cooperative is registered under sub-section (4), the certificate of registration signed and sealed by the Registrar shall be conclusive evidence that the association mentioned therein is a Cooperative duly registered under this Act, unless the Cooperative is dissolved under sub-section (4) of section 53.
- (7) Where within seventy five days of submission of the memorandum of association for registration the representative specified in the memorandum of association receives neither the certificate of registration nor the order of refusal, the Cooperative shall be deemed to have been registered as a Cooperative under this Act and the representative specified in the memorandum may apply to the Registrar, who shall issue certificate of registration to such representative within fifteen days from the date of receipt of such application.

- (8) Notwithstanding anything contained in the Cooperative Societies Act in this context, where a Cooperative is registered under sub-section (4), its earlier registration as a Cooperative society under the Cooperative Societies Act shall stand cancelled and it shall send within seven days of receipt of the registration certificate, by registered post, to the Registrar of Cooperative Societies a copy of the registration certificate under the Cooperative Societies Act, and a copy of the registration certificate under this Act, and the Registrar of Cooperative Societies shall, within seven days of receipt of such information, delete the name of such Cooperative society from the register.
- (9) Where a Cooperative is registered under sub-section (4), the assets and liabilities, the rights and obligations, and the members of the converted Cooperative society shall become the assets and liabilities, the rights and obligations, and the members of the Cooperative registered under this Act, and all transactions of the Cooperative society shall be deemed to have been the transactions of the Cooperative registered under this Act.
- (10) Where a Cooperative society, which is a member of a Central/Apex Cooperative society, is registered as a Cooperative under this Act, the Cooperative may continue to receive services from the Central/Apex Cooperative society and to participate in its affairs for a period of one year from the date of its registration under this Act, at the end of which period, its membership in that Central/Apex Cooperative society shall cease, unless, by then, such Central/Apex Cooperative society, too is registered as Secondary Cooperative under this Act:

Provided that in all matters governing the internal functioning of the Cooperative, this Act shall prevail, whereas in matters governing the relationship including the recoveries of dues of the Cooperative with the Central/Apex Cooperative society to which it is affiliated, the Cooperative Societies Act shall prevail:

Provided further that even on cessation of membership, the Cooperative may continue to receive such services, and have such business relations as are mutually agreed upon, and permissible under the Cooperative Societies Act.

- (11) Where a Central Cooperative Society which has other Cooperative Societies as its members is registered as a Secondary Cooperative under this Act, it may continue to serve and have its affairs managed by its member - Cooperative societies, for a period of one year from the date of its registration under this Act, at the end of which period it may have as its members only such Cooperatives as are registered under this Act:

Provided that in all matters governing the relationship between the Secondary Cooperative and its member-Cooperative societies, the provisions of this Act shall prevail;

Provided further that in respect of recovery of dues from the Cooperative Societies by the Secondary Cooperative, the relevant provisions under the Cooperative Societies Act, shall mutatis mutandis apply.

- (12) Where any liability proceeding, suits, transactions or litigation of the Cooperative society remains unsettled the outcome of the same shall lie to the Cooperative after its conversion under this Act.

5. Cooperative to be body Corporate

A Cooperative registered under this Act shall be a body corporate by the name under which it is registered having perpetual succession and a common seal. The Cooperative is entitled to acquire, hold and dispose of property, to enter into contracts, to institute and defend suits and other legal proceedings and to do all other things necessary for the purpose for which it was constituted.

6. Articles of association

- (1) The members constituting a Cooperative, shall have a set of articles of association, not contrary to the provisions of this Act, and the affairs of the Cooperative shall be managed in accordance with the terms, conditions and procedures specified in the articles of association.
- (2) Except on such specific matters as provided under this Act, the functioning of every Cooperative shall be regulated by its articles of association.
- (3) The articles of association may contain such matters as decided by the members and shall be specific on all matters specified in Schedule A.

7. Amendment of articles of association

- (1) A Cooperative may decide, by a special resolution, to amend the provisions of its articles of association:

Provided that the text of such proposed amendment with reasons therefore shall be sent to each member, along with the notice of the general body meeting at which the proposed amendment is to be discussed.

- (2) A copy of any amendment shall be forwarded by the Cooperative by registered post to the Registrar within a period of thirty days from the date of the general body meeting at which the resolution was passed.
- (3) Every such amendment forwarded to the Registrar shall be signed by the President and two Directors and shall be accompanied by the following particulars namely:-

- (a) a copy of the resolution agreeing to the amendment;
 - (b) the date of the general body meeting at which the amendment was approved; and
 - (c) the date on which the amendment has been proposed to come into force.
- (4) The Registrar shall take on record immediately on receipt of such amendment:

Provided that if such amendment is not consistent with the provisions of this Act, the Registrar shall, within a period of 30 days, return with reasons and suggestions, if any, which shall be reconsidered by the Cooperative.

8. Name of a Cooperative

- (1) A Cooperative may not be registered with exactly the same name as another Cooperative already registered under this Act or the Cooperative Societies Act:

Provided that where the articles of association of a Secondary Cooperative require all its member-Cooperatives to use a common name, the name of each such member-cooperative shall have its location or other distinguishing feature included in the name at the beginning or end of the common name.

- (2) Every Cooperative shall display its full name, in legible characters in a conspicuous position, –
- (a) at its office or place at which it carries on the business;
 - (b) in all notices and other official publications;
 - (c) on all its contracts, business letters, orders for goods, invoices, statements of account, receipts and letters of credit; and
 - (d) on all bills of exchange, promissory notes, endorsements, cheques and orders for money it signs or that are signed on its behalf.
- (3) Every Cooperative shall display its full name in legible characters on its common seal.
- (4) A Cooperative with limited liability shall have as a suffix to, or as part of its name, the expression “limited”.
- (5) Nothing in sub-section (2) shall prevent a Cooperative from displaying any shorter name more conspicuously than the full name, by which it is popularly known and which, too, is included in the articles of association.
- (6) A Cooperative may, by an amendment to its articles of association, change its name:

Provided, however, that before changing its name it shall send notice of such intention to the Registrar, along with the proposed name(s) and the Registrar shall, within thirty days of receiving such notice inform the Cooperative if such name is already in use by another Cooperative.

- (7) where a Cooperative changes its name, the Registrar shall enter the new name of the Cooperative on the register of Cooperatives in place of the former name and issue a certificate to this effect.
- (8) The change of name of a Cooperative shall not affect any rights, obligations or liabilities of the Cooperative or of any of its members or past members or render defective any legal proceedings by or against it. Any legal proceedings which might have been continued or commenced by or against the Cooperative by its former name shall be continued in its new name.
- (9) A Cooperative which changes its name shall publish such change of name through a popular newspaper widely circulated in the district in which its registered office is located.

9. Location of registered office

- (1) Every Cooperative shall intimate to the Registrar the full address of its registered office, within ninety days of being registered as a Cooperative.
- (2) Every Cooperative shall display in full the address of its registered office in legible characters in a conspicuous position –
 - (a) at every office or place where it carries on business;
 - (b) in all notices and other official publications;
 - (c) on all its contracts, business letters, orders for goods, invoices, statements of account, receipts and letters of credit; and
 - (d) on all bills of exchange, promissory notes, endorsements, cheques and orders for money it signs or that are signed on its behalf.
- (3) A Cooperative may, by a resolution being passed in the general body meeting change the address of its registered office:

Provided, however, that it shall inform such change to its creditors, the Registrar and to any Secondary Cooperative(s) to which it may be affiliated, within fifteen days of the resolution being passed.

- (4) The Registrar shall, within fifteen days of receiving such information from a Cooperative, take on record, in the register of Cooperatives, the full address of the registered office of a Cooperative and any changes thereof.

10. Transfer of Assets and liabilities

- (1) A Cooperative may, by a special resolution, decide to transfer its assets and liabilities, in whole or in part, to any other Cooperative which agrees, by a special resolution, to receive such assets and accept such liabilities.
- (2) Where special resolutions are passed under sub-section (1), each Cooperative shall give notice thereof together with a copy of the resolution passed by it to all its members and creditors, and notwithstanding any provision in the articles of association or contract to the contrary, any member other than one who voted in favour of the proposed transfer of assets and liabilities and any creditor shall, during a period of thirty days from the date of issue of the notice upon him/her have the option of withdrawing the shares, deposits or loans from the Cooperative, as the case may be, subject to the discharge of his/her obligations to the Cooperative.
- (3) Any member or creditor who does not exercise his/her option within the period specified under sub-section (2) shall be deemed to have assented to the resolution.
- (4) The special resolutions passed under sub-section (1) shall not take effect until -
 - (a) all claims of the members and creditors of each Cooperative who have exercised the option under sub-Section (2) have been met in full or otherwise satisfied; and
 - (b) information about the transfer of assets and liabilities has been sent by the Cooperative concerned to the Registrar and his/her acknowledgement of receipt of the information received.
- (5) When special resolutions passed under sub-section (1) take effect, the resolutions shall be sufficient conveyance to vest the assets and liabilities in the transferee without any further assurance.
- (6) When a Cooperative transfers the whole of its assets and liabilities to any other Cooperative, under this section, the registration of the former Cooperative shall stand cancelled and it shall be deemed to have been dissolved and the Registrar shall delete the name of the Cooperative from the register of Cooperatives.

11. Division

- (1) A Cooperative may, by a special resolution, decide to divide itself into two or more Cooperatives.
- (2) Where a special resolution is passed under sub-section (1), it will be treated to be a scheme according to which the Cooperative shall give

notice thereof together with a copy of the resolution to all its members and creditors and, notwithstanding any provision in the articles of association or contract to the contrary, any member other than one who voted in favour of the proposed division, or creditor shall, during a period of thirty days from the date of issue of the notice upon him/her, have the option of withdrawing his/her, have the option of withdrawing his/her shares, deposits or loans as the case may be, subject to the discharge of his/her obligations to the Cooperative .

- (3) Any member or creditor who does not exercise his/her option within the period specified in sub-section (2) shall be deemed to have assented to the resolution.
- (4) A special resolution passed under sub-section (1) shall not take effect until -
 - (a) all claims of the members and creditors of the Cooperative who have exercised the option under sub-section (2) have been met in full or otherwise satisfied;
 - (b) information of the intended division and information about settlement of claims of members and creditors along with memorandum of association and articles of association of the Cooperatives are sent to the Registrar by Registered post; and
 - (c) the certificates of registration and certified copy of memorandum of association including articles of association of such Cooperatives, signed and sealed by the Registrar, are issued to them in accordance with section 4.
- (5) When a Cooperative divides itself into two or more Cooperatives under this section, the registration of the cooperative shall stand cancelled and it shall be deemed to have been dissolved and the Registrar shall delete the name of the cooperative from the register of cooperatives. On the other hand, the names of the newly formed cooperatives which are registered by the Registrar shall find place in the register of cooperatives.
- (6) When a Cooperative divides itself into two or more Cooperatives, each member who has assented or deemed to have assented to the division shall be deemed to have become a member of that newly formed cooperative to which his/her interests were transferred, in accordance with the scheme of division approved by the general body.
- (7) When a special resolution passed under sub-section (1) takes effect, the resolution shall be sufficient conveyance to vest the assets and liabilities in the respective Cooperatives so formed without any further assurance.

12. Amalgamation

- (1) Any two or more Cooperatives may, by special resolutions, decide to amalgamate themselves and form a new Cooperative.
- (2) Where special resolutions are passed under sub-section (1), each Cooperative shall give notice thereof together with a copy of the resolution passed by it to all its members and creditors, and notwithstanding any provision of the articles of association or contract to the contrary, any member other than those who voted in favour of the proposed amalgamation, or creditor shall, during a period of thirty days from the date of issue of the notice upon him/her, have the option of withdrawing his/her shares, deposits or loans from the Cooperative, as the case may be, subject to the discharge of his/her obligations to the Cooperative.
- (3) Any member or creditor who does not exercise his/her option within the period specified in sub-section (2) shall be deemed to have assented to the resolution.
- (4) The special resolutions passed under sub-section (1) shall not take effect until -
 - (a) all claims of the members and creditors of each Cooperative who have exercised the option under sub-section (2) have been met in full or otherwise satisfied;
 - (b) information of the intended amalgamation and information about settlement of claims of members and creditors is sent to the Registrar by registered post along with memorandum of association and articles of associations of the cooperative; and
 - (c) the certificate of registration and certified copy of the memorandum of association including articles of associations of the Cooperative, signed and sealed by the Registrar, are issued to such Cooperative in accordance with section 4.
- (5) When two or more cooperatives amalgamate themselves into a new cooperative under this section, the registration of the cooperatives so amalgamated shall stand cancelled and it shall be deemed to have been dissolved and the Registrar shall delete the names of the cooperatives from the register of cooperatives. On the other hand the name of the newly formed Cooperative which is registered by the Registrar shall find place in the register of cooperatives.
- (6) When two or more cooperatives amalgamate themselves into a new cooperative under this section, all the members of the cooperatives who have assented to or deemed to have assented to the amalgamation shall be deemed to have become members of the new cooperative.

- (7) When special resolutions passed under sub-section (1) take effect, the resolutions shall be sufficient conveyance to vest the assets and liabilities in the cooperative so formed without any further assurance.

13. Merger

- (1) A cooperative may, by a special resolution, decide to merge itself into any other cooperative which agrees, by a special resolution, to such merger.
- (2) Where special resolutions are passed under sub-section (1), each cooperative shall give notice thereof together with a copy of the resolution passed by it to all its members and creditors, and notwithstanding any provision in the articles of association or contract to the contrary, any member, other than those who voted in favour of the proposed merger, or creditor shall, during a period of thirty days from the date of issue of the notice upon him/her, have the option of withdrawing his/her shares, deposits or loans from the cooperative, as the case may be, subject to the discharge of his/her obligations to the cooperative.
- (3) Any member or creditor who does not exercise his/her option within the period specified in sub-section (2) shall be deemed to have assented to the resolution.
- (4) The special resolutions passed under sub-section (1) shall not take effect until -
- (a) all claims of the members and creditors of each cooperative who have exercised the option under sub-section (2) have been met in full or otherwise satisfied; and
 - (b) information of the intended merger and information about settlement of claims of members and creditors is sent to the Registrar and his/her acknowledgement of receipt of the information is obtained.
- (5) When a cooperative merges itself into any other cooperative under this section, the registration of the former cooperative shall stand cancelled and it shall be deemed to have been dissolved and the Registrar shall delete the name of such cooperative from the register of cooperatives. On the other hand, the name of the newly formed cooperative which is registered by the Registrar shall find place in the register of cooperatives.
- (6) When a cooperative merges itself into any other cooperative under this section, the members of the first cooperative who assented or deemed to have assented to the merger, shall be deemed to have become the members of the cooperative formed after merger.

- (7) When special resolutions passed under sub-section (1) take effect, the Resolutions shall be sufficient conveyance to vest the assets and liabilities in the Cooperative so formed without any further assurance.

14. Registrar and registration

- (1) The Registrar of Cooperative Societies appointed under sub-section (1) of section 3 of the Cooperative Societies Act and the Additional Registrar of Cooperative Societies, the Joint Registrar of Cooperative Societies, the Deputy Registrar of Cooperative Societies and the Assistant Registrar of Cooperative Societies appointed under sub-section (2) of section 3 of the same Act may be empowered by the State Government to exercise such powers and perform such duties of the Registrar under this Act.
- (2) The State Government may specify the local area of the jurisdiction of the officers mentioned under sub-section (1).
- (3) The State Government may also by order empower any society or local body to assist the Registrar and other officers who shall exercise the powers of Registrar as may be specified in the said order.
- (4) State government may declare any existing office under the administrative control of the Registrar of Cooperative Societies to be the place for the purpose of registration of Cooperatives under this Act.

15. Fee for services

- (1) Every memorandum of association for registration under this Act shall be accompanied by a registration fee amounting to one percent of the authorised equity capital of the proposed cooperative, subject to a minimum of rupees one hundred and maximum of rupees five thousand:

Provided that the fee shall be rupees two hundred in the case of such cooperatives who do not intend to have any equity capital.

- (2) The Registrar may declare a reasonable scale of fee to be paid by cooperatives for various services rendered by the Registrar under this Act.

CHAPTER III

MEMBERSHIP

16. Eligibility for Membership in a Cooperative

- (1) Any person who needs the services of a cooperative, expresses willingness to accept the responsibilities of membership, meets such other conditions as may be specified in the articles of association of the cooperative, is in a position to use the services, and is competent to contract under the Indian Contract Act, 1872, may be admitted as a member; subject to the condition that the Cooperative is in a position to extend its services to such person.
- (2) Every applicant for membership, and every member of a cooperative must keep each cooperative of which the applicant is a member, informed of membership in other cooperatives, and a cooperative may refuse admission or remove from membership on grounds, among others, of dual or conflicting membership, in other cooperatives having similar business.

17. Admission as member

- (1) Admission to membership shall be made, in accordance with the procedure specified in the articles of association. The articles of association shall have provision for constitution of a board by way of election from among its members and such board may be called by any other names as the articles of association provide.
- (2) Where admission is refused, the decision with the reasons thereof shall be communicated by registered post to such applicant within fifteen days of the date of the decision, or within sixty days from the date of submission of application for membership, whichever is earlier.
- (3) Where an applicant has been refused admission by the board, or has had no response from the board, the applicant may request the board to place the matter for review by the general body. The board shall place the matter before the general body at its next general meeting and the decision of the general body shall be final;

Provided that the applicant shall be given an opportunity to be heard by the general body before refusal of admission.

18. Withdrawal from membership

- (1) A member may withdraw from membership in a cooperative in accordance with the procedure specified in the articles of association of that cooperative.

- (2) Withdrawal from membership will nonetheless require the member to fulfil such obligations as were undertaken/assumed as a member, under the provision of this Act, the articles of association or other agreements.

19. Cessation of membership

- (1) A member shall cease to be a member on the grounds as may be specified in the articles of association.
- (2) Every Cooperative shall, inform the nominee of the member, in the event of the death of the member, and inform the member about the cessation of membership.

20. Termination of membership

- (1) The board may terminate the membership of a member who has acted prejudicial to the objects and interests of the cooperative, violated any of the provisions of the articles of association of the cooperative, the policies of the general body or board, and/or conditions stipulated in contracts entered into by the member with the Cooperative:

Provided that membership under this sub-section shall not be terminated unless the member has been given a reasonable opportunity of showing cause against such termination.

- (2) Where the membership of a member has been terminated by the board, the member may request the board, within thirty days of such termination, to place its decision for review by the general body. The board shall place the matter before the general body at its next general body meeting and the decision of the general body shall be final:

Provided that pending the decision of the general body the member may have only such transactions, if any, with the cooperative, as may be permitted by the board.

21. Register of members

- (1) Every Cooperative shall maintain a register of members. The name of every member of the cooperative shall be entered in the register along with such other particulars deemed necessary by the board.
- (2) The name of every member whose membership has ceased, or who was terminated or withdrawn, shall be struck off from the register.

22. Cooperative education

- (1) Every Cooperative shall include in its budget annually, provision for expenses for the education and training of members, potential members, staff and members of board for the development of their cooperative in accordance with the Cooperative principles as specified in scheduled D.
- (2) Any unspent amount from the budget provided under sub-section (1) shall be transferred at the end of the cooperative business year to a Cooperative education fund, and may be used only for the purpose of educating and training of members, potential members, staff and members of the board in Cooperative principles and practices.

23. Services primarily for members

- (1) A Cooperative's services shall normally be available to members only.
- (2) After completion of two Cooperative business years of its being registered under this Act, any cooperative found to be providing more than 25% of its core services, as specified in its articles of association, in terms of the value of transactions, to non-members in any given financial year, shall be deemed to be an aberrant cooperative and stand to lose for that cooperative business year exemptions, if any, provided to it.
- (3) Any cooperative found to be aberrant for three cooperative business years in any continuous period of five cooperative business years, shall be deemed to be a cooperative not operating on a cooperative basis.

24. Exercise of rights

- (1) No member of a Cooperative shall exercise the rights of membership, including the right to vote, unless the member has made such payments to the Cooperative in respect of membership or has acquired and continues to have such interest in the Cooperative, including a minimum use of services of the Cooperative, as may be specified in the articles of association.
- (2) Within twenty days of closure of the previous financial year, the chief executive shall prepare a list of members with the right to vote, and a list of members without the right to vote with reasons thereof, valid for the current financial year. The list shall be affixed to the notice board of the Cooperative for information of all members, and any member, not satisfied with specific instances of inclusion or non inclusion of members in the lists, may appeal to the board within ten days of the affixation of the lists on the notice board, for re-examination of the records, and the board shall, with forty-five days of closure of the

previous financial year, review the lists, finalise them, and have them affixed to the notice board of the Cooperative.

25. Voting right of members

In Primary and Secondary Cooperatives, members shall have equal voting rights i.e. one member, one vote, and shall be organised in a democratic manner:

Provided that a member shall have to be a member for at least one full financial year, before being eligible to cast his/her vote except the case of promoters.

26. Liability of members

- (1) A Cooperative may be registered with limited or unlimited liability.
- (2) Where a Cooperative amends its articles of association to change the form and extent of its members' liability, it shall give notice thereof together with a copy of the amendment to its members and creditors and, notwithstanding any provision in the articles of association or contract to the contrary, any member other than one who voted in favour of the proposed change, or creditor shall, during a period of thirty days from the date of issue of the notice, have the option of withdrawing his/hers shares, deposits or loans, as the case may be, subject to the discharge of his/her obligations to the Cooperative.
- (3) Any member or creditor who does not his/her option within the period specified under sub-section (2) shall be deemed to have assented to the resolution.
- (4) An amendment passed under sub-section (2) shall not take effect until -
 - (a) all claims of the members and creditors of the Cooperative who have exercised the option under sub-section (2) have been met in full or otherwise satisfied ;and
 - (b) notice of the amendment of the articles of association of the Cooperative has been received by the Registrar in accordance with this Act.
- (5) Subject to the provisions of sub-section (6) the liability of a member or of the estate of a deceased member for the debts of the Cooperative as they existed -
 - a) in the case of a past member, on the date on which the person ceased to be a member; and
 - b) in the case of a deceased member, on the date of his/her death;

shall continue for a period of two Cooperative business years from such date.

- (6) Where a Cooperative is ordered to be dissolved, the liability of the past member, who ceased to be a member, or of the estate of a deceased member, who died, within two Cooperative business years immediately preceding the date of order of dissolution, shall continue until completion of the liquidation proceedings, but such liability shall be limited only to the debts of the Cooperative as they existed on the date of cessation of membership or death, as the case may be.

Explanation I: A “Cooperative with limited liability” means a Cooperative in which the liability of its members for the debts of the Cooperative is limited by its articles of association, to such form and such extent as they may undertake to contribute to any deficit in the assets of the Cooperative, in the event of its being wound up.

Explanation II: A “Cooperative with unlimited liability” means a Cooperative in which its members are jointly and severally liable for the debts of the Cooperative and to contribute to any deficit in the assets of the Cooperative, in the event of its being wound up.

27. General body

- (1) There shall be a general body for every Cooperative consisting of all members of such Cooperative:

Provided that where the general body of a Cooperative decides that the size, spread requires a smaller body for more effective decision making, its articles of association may provide for a smaller body called representative general body, to be formed taking some members as representatives in such a democratic manner, with such functions and powers, and such relationship with members, as may be specified in the articles of association.

- (2) Any reference to the words “general body” in this Act except sub-section (1) and this sub-section shall apply to the representative general body where it exists:

Provided that the representative general body shall not alter any provision in the articles of association or take any decisions relating to such subjects as the general body may have explicitly retained for itself.

- (3) Subject to the provisions of this Act and the articles of association of a Cooperative, the ultimate power of a Cooperative shall vest in the general body:

Provided that nothing contained in this sub-section shall affect the exercise by the board or any other authority of a Cooperative of any power conferred on such board or such other authority by this Act.

- (4) Any power, function or responsibility, falling within the scope of a Cooperative as a corporate body, which has not been specifically entrusted by this Act or the articles of association, to any of the several authorities within the Cooperative may be dealt with by the general body, on a reference by the board of directors.

28. Functions, responsibilities and powers of general body

- (1) The following and such other matters, as are considered necessary by the board, shall be dealt with by the general body at its annual general body meeting -
 - (a) long term plan and budget;
 - (b) annual operational plan and budget for the current financial year;
 - (c) appointment of auditors for the current financial year;
 - (d) annual report of activities for the previous financial year;
 - (e) annual audited statements of accounts, and the auditor's report relating to the previous financial year;
 - (f) report on deviations, if any, from the approved budget relating to the previous financial year;
 - (g) disposal of surplus, if any, of previous financial year;
 - (h) management of deficit, if any, of previous financial year;
 - (i) creation of specific reserves and other funds;
 - (j) actual utilisation of reserves and other funds;
 - (k) report on the attendance at meetings by directors;
 - (l) use of the Cooperative's services by the directors;
 - (m) remuneration paid to any director or member of any committee or internal auditor in connection with his/her duties in that capacity or his/her attendance at related meetings;
 - (n) quantum and percentage of services provided to non members vis-à-vis services provided to the members;
 - (o) appeal petition of a person whose application for membership has been rejected by the board;
 - (p) appeal petition of a person whose membership has been terminated by the board;
 - (q) report of activities and accounts related to education and training of members of the board and Cooperative and staff thereof; and
 - (r) appointment of liquidator on suggestion of the board.
- (2) The following and other matters when considered necessary by the board, shall be dealt with by the general body at its annual or any general body meeting -
 - (a) election of directors;
 - (b) amendments of articles of association;
 - (c) removal of President, Vice President and Directors;

- (d) elections/appointments to casual vacancies in the board;
- (e) removal, and consequent appointment, of auditors;
- (f) membership of the Cooperative in Secondary Cooperatives;
- (g) partnership with other Cooperatives;
- (h) amalgamation, division, merger, transfer of assets and liabilities;
- (i) dissolution of the cooperative and appointment of the liquidator;
- and
- (j) consideration of the Registrar's report of inquiry or reasons for the non-completion of the inquiry:

Provided that such meeting of General Body considering the removal of President or Vice President shall not be presided by President or Vice President against whom such resolution is to be considered.

29. Meetings of the general body

- (1) The board may, at any time, call a general body meeting of the members of the Cooperative:

Provided that one such meeting known as annual general body meeting shall be held within one hundred and fifty days of the closure of the Cooperative's financial year to deal with the matters specified under sub-section (1) of section 28

- (2) The board shall hold a special general body meeting within thirty days from the date of receipt of a requisition from, -
 - (a) at least 500 or 20% of the members whichever is less having the right to vote; or
 - (b) the Registrar as required under this Act:

Provided that any such requisition shall contain the reasons for holding the meeting and the proposed agenda. No subject other than the subjects included in the proposed agenda shall be discussed at the special general body meeting.

- (3) All directors shall cease to be directors at the end of the period within which an annual general body meeting under sub-section (1) or a special general body meeting under sub-section (2) is required to be held, even if the board fails to convene such general body meetings within the specified period.
- (4) All directors shall cease to be directors at the annual general body meeting, if the audited annual financial statement and auditor's report, along with the report of activities for the previous financial year were not made available to the members along with the notice to attend the annual general body meeting in which the report and accounts are required to be considered by the general body.

- (5) The quorum for a general body meeting shall be as specified in the articles of association, but shall not be less than fifty percent of the members eligible to vote at the meeting:

Provided that quorum for a representative general body meeting shall not be less than fifty percent of the representatives eligible to vote at the representative general body meeting.

30. Minutes of general body meetings

- (1) Every Cooperative shall record, in the language specified by the articles of association, minutes of all proceedings of every general body meeting in the minutes book and send the copy of the minutes book and send the copy of the minutes in the manner as specified in the articles of association within fifteen days of the conclusion of every such meeting to all members.
- (2) The minutes so recorded shall be signed by the member who presided over the said meeting.
- (3) The minutes so recorded shall be deemed to have been confirmed on the thirtieth day after its despatch to all members, if no comments on the correctness or otherwise of the recorded minutes are received from members within that time:

Provided that where comments have been received from members, the board shall take them into consideration while taking action on the resolutions and place the matter before the general body at its next meeting.

CHAPTER IV

MANAGEMENT

31. Board of directors

- (1) There shall be an elected board of directors for every Cooperative constituted and entrusted with the direction of the affairs of the Cooperative in accordance with the provisions of this Act and the articles of association:

Provided that in the case of a Cooperative newly registered under this Act, the persons who have signed the application for the registration of the Cooperative may constitute a promoter board, for a period not exceeding one calendar year from the date of registration, to direct the affairs of the Cooperative and to get elections of directors conducted within the period mentioned above; and such promoter board shall cease to function as soon as a regular board has been constituted in accordance with the articles of association. The date on

which the first meeting of the board shall be held, will be treated as the date on which the regular board is constituted:

Provided further that in the case of a Cooperative society originally registered under the Cooperative Societies Act and subsequently registered under this Act, the elected members of the board, whose term has not expired at the time of registration under this Act, may be deemed to be the promoter board, for a period not exceeding one calendar year from the date of registration under this Act, to direct the affairs of the Cooperative and to get elections of directors conducted within the period mentioned above; and such deemed promoter board shall cease to function as soon as a regular board has been constituted in accordance with the articles of association. The date on which the first meeting of the board shall be held, will be treated as the date on which the regular board is constituted.

- (2) In no case the number of members of the board of directors shall be less than three.
- (3) There shall be a president and a vice-president of the board who shall be elected from amongst the directors of the board in accordance with the provisions of articles of association.
- (4) The board shall, on a motion of no confidence moved by one-third of its directors and passed by two-third of its directors, at a meeting held for the purpose, remove the president or vice-president, as the case may be, on any of the grounds mentioned in sub section (1) of section 20. Such meeting shall not be presided over by the president or vice president against whom such resolution is to be considered.

32. Functions, responsibilities and powers of board

- (1) The board may perform functions, discharge responsibilities and exercise powers as specified under and in accordance with the terms, conditions and procedure laid down in the articles of association; which shall, interalia, include the following functions, responsibilities and powers:-
 - (a) to interpret the organisational objectives, to set up specific goals to be achieved towards these objectives, and to make periodic appraisal of operations;
 - (b) to elect and remove office bearers;
 - (c) to appoint and remove the chief executive;
 - (d) to make provisions for regulating the appointment of all employees of the Cooperative, the scales of pay, allowances and other conditions of service including disciplinary action;
 - (e) to finalise long term perspective plan, annual plan and budget to be placed before the general body, and to direct the affairs of the Cooperative in accordance with the plan and budget approved by the general body;

- (f) to arrange for funds;
 - (g) to decide acquisition and disposal of movable and immovable property;
 - (h) to frame, approve and amend regulations relating to services, funds, accounts and accountability, and information and reporting systems; and
 - (i) to consider the matter specified under sub section (2) of section 28.
- (2) Every director of a cooperative while performing duties, discharging responsibilities, and exercising powers shall -
- (a) act honestly and in the best interests of the cooperative; and
 - (b) exercise such due care; diligence and skill as a reasonably prudent person would exercise in similar circumstances;

Provided that any director who is guilty of misappropriation, breach of trust or any other omission or commission, resulting in loss or shortfall in revenue to the cooperative, shall be personally liable to make good that loss or shortfall, without prejudice to any criminal action to which the director may be liable under law.

33. Eligibility for directorship in a cooperative

In addition to such other conditions as may be specified in the articles of association, a member of a cooperative shall be eligible for being chosen as a director of the cooperative, if, -

- (a) such member has the right to vote in the affairs of the cooperative;
- (b) such member has patronised the services of the cooperative during the previous financial year to the extent and in the manner specified in the articles of association;
- (c) such member has no interest in any subsisting contract made with or work being done for the cooperative except as otherwise specified in the articles of association; and
- (d) three calendar years have elapsed from the date on which such member may have ceased to be a director of the cooperative for reasons of, -
 - (i) non-holding of general body meeting;
 - (ii) non-conduct of elections to the board;
 - (iii) non-submission of annual report of activities, audited annual financial statements and/or auditor's report to the general body
; or
 - (iv) absence from board meetings.

34. Elections

- (1) The conduct of elections of directors to the board and of representatives to the representative general body of a cooperative

shall be the responsibility of the incumbent board or the promoter board, as the case may be, of the cooperative.

- (2) Elections shall be conducted in the manner specified in the articles of association. Elections shall be conducted before expiry of the term of office of the outgoing directors or representatives, as the case may be.
- (3) Where a board fails to conduct elections in time in accordance with the articles of association of the cooperative, all directors on the board shall cease to be directors from the date of expiry of the term of office of the outgoing director(s) or representative(s), as the case may be.
- (4) Elections of directors shall take place at the general body meeting.
- (5) Where a board fails to conduct elections before the expiry of the term of the directors or representatives, or, where there are no directors remaining on the board, such person(s), within such time and in such manner as specified in the articles of association, shall convene a general body meeting for appointing an adhoc board for the specific purpose of conducting elections within ninety days and to perform all functions of the board during the interregnum except those prescribed by the general body.
- (6) The term of the adhoc board so appointed shall not exceed three months and the adhoc board shall cease to function as soon as a regular board is elected in accordance with the articles of association.
- (7) The directors shall hold office for the period for which they were elected and the newly elected directors shall assume office at the end of this period.
- (8) The directors may not be eligible for re-election, if so specified in the articles of association.
- (9) Where there are vacancies on the board in spite of holding of election or due to death or resignation and where there is a quorum, the remaining director(s) shall exercise all the powers of the board and may fill the vacancies by cooption from among the members of the cooperative having right to vote for the remainder of the respective terms.
- (10) Where there are vacancies on the board and where there is not sufficient number of directors to constitute a quorum for board meetings, the remaining directors shall call a general meeting for the purpose of electing directors to fill the vacancies.

35. Tenure of directors

- (1) The articles of association shall provide for retirement of directors by rotation in case of primary cooperative.
- (2) The articles of association shall provide for retirement of directors by rotation or at a time, as the case may be, in case of Secondary Cooperative.
- (3) The tenure of the directors shall in no case exceed five years.

36. Meeting of the board

- (1) The president of a Cooperative may, at any time, call a meeting of the board of directors:

Provided that atleast four board meetings shall be held in a financial year, and the period between two consecutive board meetings shall not exceed one hundred and twenty days.

- (2) The president shall hold a special board meeting within fifteen days of the date of receipt of a requisition from -
 - (a) at least one-third of the directors on the board; or
 - (b) the Registrar; or
 - (c) the Auditor.
- (3) Such requisition shall contain the reasons for requisitioning the meeting along with the proposed agenda, and no subject other than the subjects included in the proposed agenda shall be discussed at the special board meeting.
- (4) The president shall cease to be the president at the end of the period within which a board meeting under sub-section (1) or (2) or the articles of association has to be held, if he/she fails to hold such board meeting within the specified period.
- (5) An individual who ceases to be the president under sub-section (4) shall not be eligible to hold the office of president for a period of five years from the date of such cessation.
- (6) The quorum for a board meeting shall be as specified in the articles of association, but shall in no case be less than fifty percent of the total number of directors of the board.
- (7) The procedure to convene and conduct the board meetings shall be such as may be specified in the articles of association.

- (8) If a director fails to attend three consecutive board meetings without sufficient reason(s), he/she shall cease to be a director, from the date of the third board meeting.

37. Minutes of board meetings

- (1) Every Cooperative shall maintain, in the language specified by the articles of association, minutes of all proceedings of every board meeting in the minutes book, and send the copy of the minutes within seven days of the conclusion of every such meeting to all directors.
- (2) The minutes so recorded shall be signed by the member who presided over the said meeting.
- (3) The minutes so recorded shall be deemed to have been confirmed on the fifteenth day after its despatch to all directors, if no comments on the correctness or otherwise of the minutes are received from directors within that time:

Provided that where comments have been received from directors, corrections, if any, shall be made by the board when the said minutes are placed before the next meeting of the board for confirmation.

CHAPTER V

FINANCE

38. Mobilisation of funds

- (1) A Cooperative may mobilise funds in the shape of equity capital, deposits and loans from its members in such form, to such extent and under such conditions as may be specified in the articles of association.
- (2) A Cooperative may raise funds and other forms of financial support such as guarantee form non-members, including banks, other financial and non-financial institutions, on mutually agreed terms, to such extent and under such conditions as may be specified in the articles of association.

39. Deployment of funds

- (1) The funds mobilised by a Cooperative shall be for the furtherance of its objectives.
- (2) Such of its funds as are not needed for use in its business, a Cooperative may invest or deposit, outside its business, in the manner specified under sub-section (5) of section 11 of the Income Tax Act, 1961.

40. Disposal of surplus

- (1) Surplus, if any, arising out of the business of a Cooperative in a financial year may be used in one or more of the following ways, namely:-
 - (a) deficit cover fund;
 - (b) surplus refund among its members;
 - (c) development of its business;
 - (d) reserves and funds constituted in accordance with the articles of association;
 - (e) common services to its members;
 - (f) rewards or incentives to employees; and
 - (g) non-divisible corpus fund.
- (2) Surplus arising out of services provided to potential members may not be distributed amongst members or staff, but may be used for the purpose of common services to the community at large, and for encouraging potential members to become members.
- (3) Surplus must be fully disposed of at the annual general body meeting in which the audited statements of accounts for the financial year in which the surplus arose are presented for the consideration of the general body.

41. Management of deficit

- (1) Deficit, if any, arising out of the business of a Cooperative in a financial year, shall be fully settled by debiting a part or all of the deficit to the deficit cover fund, if any, and/or as deficit charge, among its members:

Provided that nothing in this sub section shall preclude a Cooperative from proceeding against its directors or employees for recovery of amounts contributing to the deficit, where such deficit is the result of deviation from the approved plan and/or budget, and where such deviation does not receive the approval of the general body, or is the result of gross negligence or mismanagement:

Provided further that where such amounts are recovered, the general body may resolve to credit a part or all of the amount to the deficit cover fund and/or to the account of each member in proportion to the deficit charge levied on him/her in this regard.

- (2) No member shall be permitted to withdraw from the membership of the Cooperative without paying his/her share towards clearing the deficit, if any.

42. Operation of special funds

- (1) A Cooperative may, in the interest of its members and towards the fulfilment of its objectives, create reserves and such other funds as are specified in the articles of association.
- (2) Funds so created may be used in the business of the Cooperative, but at the end of every cooperative business year, on that portion of each fund which was not applied for the purpose for which it was created, the Cooperative shall credit to the account of such fund an annual interest, at not less than the rate paid by scheduled banks on long term fixed deposits, debiting such interest as operational expenditure.

43. First charge

Notwithstanding anything in any law for the time being in force, but subject to any claim of the Government in respect of land, revenue, any debt or other amount due to a Cooperative by any member shall be a first charge upon such properties of the member as agreed to by the Cooperative, and as the member may declare in the manner specified in the articles of association.

CHAPTER VI

ACCOUNTABILITY

44. Accounts, records and documents to be maintained

- (1) Every Cooperative shall keep at its registered office, atleast the following accounts, records and documents, namely–
 - (a) an up-to date copy of this Act;
 - (b) objectives of the Cooperative;
 - (c) an up-to date copy of its articles of association;
 - (d) the minutes books;
 - (e) account of all sums of money received and expended by the Cooperative and their respective purposes;
 - (f) account of all purchases and sales of goods by the Cooperative;
 - (g) account of the assets and liabilities of the Cooperative;
 - (h) a list of members, their fulfilment of responsibilities over the previous financial year, their eligibility to exercise their rights for the current financial year updated within forty five days of closure of the Cooperative's financial year; and
 - (i) all such other accounts, records and documents as may be required by this Act or other laws and regulations.
- (2) Where a Cooperative has branch offices, summarised statements of accounts relating to such branch office(s), shall be available at the

registered office for each quarter, within fifteen days of the end of that quarter.

- (3) Every Cooperative shall keep the books of account and other records for inspection by any director during business hours.
- (4) Every Cooperative shall make available during its business hours to any member who so request, copies of this Act, articles of association, minutes book of the general body, voters' list and such accounts and records of transactions that relate to that member, on payment of such fees, as may be decided by the board.

45. Audit

- (1) A Cooperative shall get its accounts audited by -
 - (a) a chartered accountant within the meaning of the Chartered Accountants Act, 1949; or
 - (b) by any other auditor in service under Auditor general of Cooperative Societies, on payment of fees to be decided by the Auditor General of Cooperative Societies; or
 - (c) by a retired Cooperative Auditor/Retired Government Auditor with minimum three years of experience.
- (2) A Cooperative, at its annual general body meeting, shall resolve to appoint an auditor. This appointment will be valid only until the close of the next succeeding annual general body meeting.
- (3) The remuneration of an auditor may be fixed by the general body or, if not so fixed, by the board
- (4) An auditor ceases to hold office when the auditor -
 - (a) resigns; or
 - (b) is removed from office under sub-section (6); or
 - (c) completes his/her term of office.
- (5) The resignation of an auditor becomes effective when a written resignation is received by the Cooperative, or at the time specified in the resignation which ever is later, subject to acceptance by the board.
- (6) The general body may, by a special resolution, remove an auditor from office.
- (7) An auditor, who -
 - (a) resigns; or
 - (b) receives a notice of a general body meeting called for the purpose of removing him/her from office, -

is entitled to submit to the general body a written statement giving the reasons for his/her resignation or the comments on the proposed removal, as the case may be.

- (8) A vacancy created by the resignation, death or the removal shall be filled up by the general body. An auditor appointed to fill a vacancy shall hold office for the unexpired term of his/her predecessor.
- (9) The auditor shall be given notice of every general body meeting and, at the expense of the cooperative, will be entitled to attend and be heard on matters relating to his/her duties as auditor and their exercise.
- (10) It shall be the duty of the board to ensure that annual financial statements are prepared and presented for audit within forty-five days of closure of the cooperative's financial year.
- (11) Upon the reasonable demand of the auditor of a Cooperative, the present or former directors, members, managers or employees of the Cooperative shall -
 - (a) provide such access to records, documents, books, accounts and vouchers of the cooperative; and
 - (b) furnish such information and explanations, as are, in the opinion of the auditor, necessary to enable him/her to make the examination and report.
- (12) It shall be the duty of the auditor to ensure that audited annual financial statements and his/her accompanying report are furnished to the Cooperative within forty five days of the submission of annual financial statements by the board.
- (13) The auditor's report to the Cooperative shall -
 - (a) state whether the auditor has obtained all the information and explanations which, to the best of his/her knowledge and belief, were necessary for the purpose of his/her audit;
 - (b) state whether the Cooperative's balance sheet and income and expenditure account dealt with by the report are in agreement with the books of accounts;
 - (c) indicate the basis on which each asset and liability was valued, and make specific mention of any change in the manner in which such valuation was done in the year under examination and its effect on surplus/deficit;
 - (d) indicate the amount of surplus earned/deficit incurred from providing services to potential members as distinct from surplus/deficit accruing because of members in normal course of business;
 - (e) indicate every deviation in actual expenses and income from the estimated expenses and income in the approved budget;

- (f) state whether or not any of the directors had, at any time during the Cooperative business year under audit, become ineligible under this Act to continue in office as a director; and
- (g) state whether the decisions on disposal of surplus or assessment of deficit, of the general body, at its previous annual general body meeting were implemented correctly and completely or not.

46. Returns to be filed with the Registrar

(1) Within thirty days of the holding the annual general body meeting, every cooperative shall file the following returns with the Registrar, namely :-

- (a) annual report of activities;
- (b) annual audited financial statements of accounts with auditor's report;
- (c) statistical statement indicating name of the cooperative, core services offered by the cooperative to its members, total number of members as on the last day of the cooperative business year, total number of employees, total liabilities expressed as -

- (i) funds from members, and surpluses, and
- (ii) funds from other external sources as on the last day of the financial year, quantum in rupees of services provided –

- (a) to members, and
- (b) to potential members; and surplus/deficit at the end of cooperative business year; and

(d) annual disposal of surplus or management of deficit.

(2) Along with the returns specified under sub-section (1), every cooperative shall furnish the following information to the Registrar, namely :-

- (a) the date of the annual general body meeting at which the returns to be filed with the Registrar were considered and approved;
- (b) the total number of members on the rolls of the cooperative who were eligible to vote on the date of such annual general body meeting;
- (c) the number of eligible members present at such annual general body meeting;
- (d) list of names of directors, their addresses and their terms of office;
- (e) name and address of the auditor appointed for auditing the current year's accounts; and
- (f) any other relevant and specific information required by the Registrar which will enable him/her to decide whether the cooperative has conducted its affairs in accordance with the cooperative principles and this Act.

- (3) If the returns and information, as specified under sub-sections (1) and (2), are not filed with the Registrar within the time specified under sub-section (1), it shall be treated as an offence under this Act and the cooperative shall be penalised in accordance with the provisions of this Act.
- (4) The Registrar shall submit an annual report to the Government by the 31st March of each calendar year, containing statistical information on the cooperatives in the State compiled from the returns received during the previous calendar year, under sub-section (1), with regard to the total number of cooperatives in the State, their membership, employees, funds, services and surplus/deficit and the report shall also contain information on fee raised under this Act by the Registrar.
- (5) A cooperative may apply in writing to the Registrar seeking a copy of the Registrar's annual report, which shall be made available by the Registrar on reasonable fee to be fixed by the Registrar.

47. Inquiry

- (1) The Registrar after giving a notice to the cooperative concerned shall, on the application, of a Secondary Cooperative to which the cooperative concerned is affiliated, or of a creditor to whom the cooperative is indebted, or of not less than one-third of the directors, or of not less than one-tenth of the members, hold an inquiry or cause an inquiry to be made into any specific subject or subjects relating to any gross violation of any of the provisions of this Act by the cooperative.
- (2) The Registrar shall order an inquiry under sub-section (1) only after receipt of such fee, from the applicant or the applicants, as deemed sufficient to meet the costs of the inquiry.
- (3) The inquiry shall be completed within a period of one hundred and twenty days from the date of ordering the inquiry.
- (4) If the inquiry is not completed within the time specified in sub section (3), it shall lapse at the end of the said period, and the Registrar shall refund to the applicants the fee collected from them.
- (5) The Registrar shall, within a period of thirty days from the date of the completion of the inquiry, as specified in sub-section (3) or of the lapse of the inquiry as specified in sub section (4), communicate the report of the inquiry or the reasons for the non-completion of the inquiry, as the case may be,-
 - (a) to the cooperative concerned;
 - (b) to the applicant(s); and
 - (c) to any person, on payment of fee specified by the Registrar.

CHAPTER VII

OFFENCES

48. Offences

- (1) A person who makes or assists in making a report, return, notice or other document required in this Act to be sent to the Registrar or to any other person which -
 - (a) contains an untrue statement of a material fact; or
 - (b) omits to state a material fact required in the report or necessary to make a statement; or
 - (c) contains misleading facts in the light of the circumstances in which it was made;shall be guilty of an offence.
- (2) The offender, on conviction through summary trial shall, in case of an individual committing such offence, be liable to be punished with fine which may extend to five thousand rupees and in case of a person other than an individual committing such offence be punished with fine which may extend to ten thousand rupees.
- (3) where the person guilty of an offence under sub section (1) is a body corporate and whether or not the body corporate has been prosecuted or convicted, any director or officer of the body corporate who knowingly aids or abets the offence shall be held guilty of an offence and liable for conviction through summary trial to be punished with fine which may extend to one thousand rupees.
- (4) No person shall be deemed to be guilty of an offence in pursuance of sub section (1) or (3) where the untrue statement or omission -
 - (a) was unknown to him/her; and
 - (b) in the exercise of reasonable diligence, could not have been known to him/her.
- (5) Every person who -
 - (a) without reasonable cause, contravenes a provision of this Act for which no penalty is otherwise provided; or
 - (b) fails to give any notice, send any return or document that is required for the purposes of this Act, -shall be deemed to be guilty of an offence and liable, on conviction through summary trial, to be punished with fine which may extend to one thousand rupees.
- (6) Where a person is convicted of an offence in pursuance of this Act, the court may, in addition to any punishment imposed, order the

person to comply with the provisions of this Act or the provision of the articles of association for the contravention of which he/she has been convicted.

- (7) No prosecution for an offence under this Act shall commence after six calendar years from the date on which the subject matter of the complaint is detected.
- (8) No civil remedy for an act or omission under this Act is suspended or affected by reason that the act or omission is an offence under this Act.
- (9) No court inferior to that of a Magistrate of the first class shall try any offence under this Act.
- (10) Any transaction or payment contrary to the provisions of this Act or the articles of association, deficiency to the assets of the Cooperative, by breach of trust, wilful negligence, or otherwise, misappropriation, fraudulently or unauthorised retention of money or other property belonging to the Cooperative, caused by any present or past employee, member or the director of the Cooperative, shall be treated as an offence under this Act and in addition to the punishment as deemed proper, under the general law of the land, the court may pass order for recovery of such dues or property of the Cooperative.
- (11) Any member of the cooperative or Secondary Cooperative shall be the person competent to institute prosecution for any offence under this Act.

49. Compounding of offence

- (1) The Registrar or any officer authorised in his behalf may, either before or after the institution of proceedings for an offence under this Act, permit any person charged with the offence, to compound the offence on payment of such sum, not exceeding ten thousand rupees.
- (2) On payment of such sum as may be determined under sub section (1), no further proceedings shall be taken against the person in respect of the same offence.
- (3) Any order passed or proceeding recorded under sub section (1) shall be final and no appeal or application for revision shall lie therefrom.

50. Protection of action taken in good faith

No suit, prosecution or other legal proceedings shall lie against the Registrar or any other officer empowered to take action under this Act for anything which is in good faith done or intended to be done under this Act.

CHAPTER VIII

DISPUTES

51. Disputes

(1) Notwithstanding anything contained in any other law for the time being in force, if any dispute touching the constitution, management, or business of cooperative arises, such dispute shall be referred to the concerned arbitral tribunal, if the parties thereto are among the following, namely :-

- (a) the cooperative, its board, past board, any past/present officer, any past/present employee, any director, office bearer, or any past director, past office bearer, or the nominee, heir, or legal representative of any deceased employee, deceased director, deceased office bearer, of the cooperative or the Secondary cooperative, or
- (b) a member, potential member, past member, a person claiming through a member or past member or deceased member of the cooperative or the Secondary Cooperative, or
- (c) a surety of a member, potential member, past member or a deceased member.

Explanation: For the purposes of this sub-section, a dispute shall include –

- (i) a claim in respect of any sum payable to or by a cooperative for any debt or other amount due by or to a member, past member, the nominee, heir or legal representative of a deceased member, whether such debt or other amount be admitted or not; or
- (ii) a claim by surety against the principal debtor where the cooperative has recovered from the surety amount in respect of any debt or other amount due to it from the principal debtor as a result of the default of the principal debtor whether such debt or amount due be admitted or not; or
- (iii) a claim by or against a cooperative, against or by a member, or past member, or the nominee, heir or legal representative of a deceased member relating to the delivery of possession of land or other immovable property resumed by it.

- (2) If any question arises whether a dispute referred to the arbitral tribunal under this section is a dispute touching the constitution, management or business of the cooperative, such question shall be decided by the arbitral tribunal.
- (3) The arbitral tribunal shall decide the dispute in accordance with the provisions of this Act and the articles of association, and such decisions shall be final. Pending final decision on the dispute, the arbitral tribunal may make such interlocutory orders, as it may deem necessary in the interest of justice.
- (4) Every order or decision made under this section, shall be executed by the chief executive of the cooperative, on a certificate issued by the arbitral tribunal.
- (5) Notwithstanding anything contained in sub-section (4) or in any other law for the time being in force, and without prejudice to any other mode of recovery which is being taken or may be taken, an arbitral tribunal may, on the application made by the cooperative for the recovery of arrears due to the cooperative from any of its members, and on its furnishing a statement of accounts in respect of the arrears and after making such inquiry as the tribunal deems fit, issue a certificate for the recovery of the amount stated therein to be due as arrears.
- (6) A certificate issued by the arbitral tribunal under sub-section (5) shall be final and conclusive proof of the arrears stated to be due and the certificate shall be executed by the chief executive in the manner specified in the articles of association.

52. Arbitral Tribunal

The articles of association of each cooperative shall provide for the constitution of an arbitral tribunal consisting of an individual or a group of individuals not exceeding five, chosen by the general body from among its members or others, whose term of office shall be not more than three years:

Provided that where an arbitral tribunal consists of more than one member, it may choose for reasons to be set forth in writing that a dispute or set of disputes referred to it for settlement be decided by one or more of its members, and the decision of such member or members shall be deemed to be a decision of the arbitral tribunal:

Provided further that where the arbitral tribunal consists of more than one member, the articles of association shall provided for the general body to specify the name of the person who will be the presiding officer in case of joint arbitration. In case of tribunal having more than one member, at least 50% of the number of members shall constitute quorum in case of joint arbitration , the decision of majority shall prevail

and in case of equality of dissenting opinions, the decision supported by the Presiding Officer shall prevail.

CHAPTER IX

DISSOLUTION

53. Dissolution by members

- (1) A Cooperative may, by a special resolution, move for its own dissolution:

Provided that a notice of the general body meeting shall be sent by registered post with an invitation to attend such meeting, to the Registrar, to the creditors, if any, to any Secondary Cooperative to which the cooperative is affiliated and to any cooperative(s) with which a partnership contract has been entered into.

- (2) Invitees specified under the proviso of sub-section (1) shall have the right to make a representation to the general body, if they so wish, on the issue of the proposed dissolution.

- (3) Within fifteen days of such move for dissolution, the cooperative shall send to the Registrar a copy by registered post of the move to dissolve the cooperative.

- (4) The move approved in pursuance of sub-section (1) is required to set out -

- (a) the assets and liabilities of the cooperative;
- (b) the up-to-date audit report;
- (c) the claims of creditors;
- (d) the number of members;
- (e) the nature and extent of the members' interest in the cooperative; and
- (f) the name and address of the liquidator appointed by the cooperative.

- (5) When the Registrar receives the special resolution passed in pursuance of sub-section (1) -

- (i) Where the cooperative has no assets and liabilities, he/she may dissolve the cooperative, strike off its name from the register of cooperatives and issue a certificate of dissolution; and
- (ii) Where the cooperative has assets or liabilities, the liquidator shall, within thirty days from the date of passing of special resolution, cause at the expense of the cooperative a notice of the special resolution to be published once in the gazette and once a week

for two consecutive weeks in a newspaper published or distributed in the district where the registered office of the cooperative is located.

- (6) In case of dissolution, under sub-section(5) above, the Registrar may require, till the certificate of dissolution is issued by him/her, from the liquidator appointed by the cooperative or any other person who is required to furnish information, a periodical return showing –
- (a) the progress of dissolution;
 - (b) the distribution of any undistributed surplus or reserve; and
 - (c) any other relevant information that he/she may require.

54. Duties of a liquidator

On his/her appointment, a liquidator shall, -

- (a) immediately give notice of his/her appointment to the Registrar, the Secondary Cooperative, if any, or to the member cooperatives, as the case may be, and to each claimant and creditor of the cooperative;
- (b) take reasonable steps to give notice of the liquidation where the cooperative carries on business as referred under sub-section (5) of section 53;
- (c) place in the notice mentioned in clauses (a) and (b) a provision requiring any person -
 - (i) indebted to the cooperative, to render an account and pay to the liquidator at the time and place specified any amount owing;
 - (ii) possessing property of the cooperative, to deliver it to the liquidator at the time and place specified; and
 - (iii) having a claim against the cooperative, whether liquidated, unliquidated, future or contingent, to present particulars of the claim in writing to the liquidator not later than sixty days after the first publication of the notice;
- (d) take into custody and control the property of the cooperative;
- (e) open and maintain a trust account for the moneys of the cooperative;
- (f) keep accounts of the moneys of the cooperative received and paid out by him/her;
- (g) maintain separate lists of the members, creditors and other persons having claims against the cooperative;
- (h) where at any time he/she determines that the cooperative is unable to pay or adequately provide for the discharge of its obligations, seek the suggestion from the general body as to the undischarged liabilities; and
 - (i) deliver to the Registrar/general body, periodically as the Registrar/general body may require, financial statements of the

cooperative in any form which the liquidator considers proper or that the Registrar /general body may require.

55. Powers of liquidator

- (1) The liquidator may –
 - (a) engage lawyers, accountants, engineers, appraisers and other professional advisors;
 - (b) institute, defend or take part in any civil, criminal or administrative proceeding in the name and on behalf of the cooperative;
 - (c) carry on the business of the cooperative as required for an orderly liquidation;
 - (d) sell by public auction any property of the cooperative;
 - (e) do all acts and execute any documents in the name and on behalf of the cooperative;
 - (f) borrow money on the security of the property of the cooperative;
 - (g) settle or compromise any claims by or against the cooperative; and
 - (h) do all other things that he/she considers necessary for the liquidation of the cooperative and distribution of its property.
- (2) Where a liquidator has reasons to believe that any person has in his/her possession or under his/her control, or has concealed, withheld or misappropriated any property of the cooperative, he/she may apply to the Court for an order requiring that person to restore the said property.
- (3) No liquidator shall purchase, directly or indirectly, any part of the stock-in-trade, debts or assets of the cooperative

56. Final accounts

- (1) A liquidator shall pay the costs of liquidation out of the property of the cooperative and shall pay or make adequate provision for all claims against the cooperative.
- (2) After paying or making adequate provision for all claims against the cooperative, the liquidator shall apply to the Registrar for approval of his/her final accounts and for permission to distribute in money or in kind the remaining property of the cooperative in accordance with the articles of association.
- (3) Where the Registrar approves the final accounts rendered by a liquidator in pursuance of sub-section (2), he/she shall -
 - (a) issue directions with respect to the custody or disposal of the documents and records of the cooperative; and
 - (b) discharge the liquidator.

- (4) Where the Registrar discharges a liquidator in pursuance of sub-section (3), he/she shall dissolve the cooperative, issue a certificate of dissolution and strike off its name from the register of cooperatives;
- (5) The cooperative ceases to exist on the date shown in the certificate of dissolution, which shall not be later than two years after the appointment of the liquidator.

CHAPTER X

MISCELLANEOUS

57. Exemption from certain taxes, duties and fees

- (5) The Government may, by notification in the official gazette, exempt or remit in respect of any cooperative or class of cooperatives -
 - (a) the stamp duty chargeable under any law for the time being in force in respect of any class of instruments executed by or on behalf of a cooperative or by an officer or member thereof and relating to the business of such cooperative or in respect of any award or order made under this Act, in cases where, but for such remission the cooperative(s), its officer or member, as the case may be, would be liable to pay such stamp duty; or
 - (b) any fee payable under any law for the time being in force relating to the registration of documents or court fees:

Provided that nothing in clause (a) shall apply in respect of bills of exchange, cheques, promissory notes, bills of lading, letters of credit, policy of insurance, transfer of shares, debentures, proxies and receipts.

- (1) The Government may, by notification, exempt any class of cooperatives from taxes on -
 - (a) agricultural income;
 - (b) sale or purchase of goods; or
 - (c) professions, trades, calling and employment.

58. Exemption from compulsory registration of instruments

Nothing in clauses (b) and (c) of sub-section (1) of section 17 of the Registration Act, 1908, shall apply to -

- (a) any instrument relating to shares in a cooperative notwithstanding that the assets of the cooperative consists in whole or in part of immovable property; or
- (b) any debentures issued by any such cooperative and not creating, declaring, assigning, limiting or extinguishing, any right, title or

- interest to or in immovable property, except so far as it entitles the holder to the security afforded by a registered instrument whereby the cooperative has mortgaged, conveyed or otherwise transferred the whole or a part of its immovable property or any interest therein to trustee upon trust for the benefit of the holders of such debentures; or
- (c) any endorsement upon or transfer of any debenture issued by any such cooperatives.

59. Power to remove difficulties

- (1) If any difficulty arises in giving effect to the provisions of this Act, the Government may, by order published in the Gazette, make such provisions not inconsistent with the provisions of this Act, as may appear to be necessary for removing the difficulty :

Provided that no such order shall be made after the expiry of a period of two years from the date of commencement of this Act.

- (2) Every order made under this section shall, as soon as it is made, shall be laid before the State Legislature for a period of fourteen days which may be comprised in one or more sessions.

60. Prohibition to receive share capital, loan etc.

A cooperative registered under this Act shall not be entitled to receive any share capital, guarantee or loan from the Government.

Schedule A

[Section 3(1) & Section 6(3)]

Subject matter for specific consideration when framing articles of association of a cooperative

1. Identity of the Cooperative

- (a) the name of the cooperative;
- (b) the village/town/city where the Registered office of the cooperative is to be located;
- (c) the custody and use of the common seal.

2. Aim and services

- (a) the aim of the cooperative explicitly stated as a common central need of the members which the cooperative aims at fulfilling;
- (b) key service and support services to members to fulfil the common central need stated in the aim;
- (c) the conditions under which services may be provided to non-members.

3. Membership

- (a) form for applying for membership;
- (b) form for declaring assets by member upon which arrears due to the cooperative shall be a first charge;
- (c) eligibility, ineligibility for obtaining membership;
- (d) eligibility, ineligibility for continuing membership;
- (e) procedure for obtaining membership;
- (f) procedure for withdrawing membership;
- (g) procedure for termination of membership;
- (h) circumstances under which membership ceases;
- (i) procedure for cessation of membership.

4. Rights and obligations of members

- (a) the rights of members;
- (b) manner of fixation of minimum performance expected annually of each member vis-à-vis use of services, financial commitment, participation in meetings, and adherence to articles of association, in order to be eligible to exercise the rights of membership including the right to vote;
- (c) the consequences of performing below the minimum level fixed;
- (d) the consequences of default in payment of any sum due to a member.

5. General body

- (a) the role of the general body, and of the representative general body, if any, and subjects which must be dealt with by the general body, and by the representative general body, if any;

- (b) the manner and frequency of convening general body meetings, and quorum required;
- (c) the quorum necessary for adjourned meetings;
- (d) the minutes of proceedings of general meetings;
- (e) manner of sending the notices and resolutions;
- (f) the person/s to take responsibility for, and the manner of convening an extraordinary General body meeting, and the period within which such meeting ought to be convened, for the purpose of appointing an adhoc board.

6. Board of directors

- (a) the size and composition of the board of directors;
- (b) eligibility, ineligibility for becoming director;
- (c) eligibility, ineligibility for retaining directorship;
- (d) the procedure for election and removal of directors;
- (e) the terms of office of the directors;
- (f) the frequency of board meetings;
- (g) the manner of convening board meetings, and quorum;
- (h) the functions, responsibilities and powers of the board;
- (i) the minutes of proceedings of board meetings;
- (j) the functions, responsibilities and powers of the directors.

7. President and other office bearers

- (a) the election and removal of president and other office bearers, if any;
- (b) the functions, responsibilities and powers of the president and other office bearers, if any.

8. Chief executive and staff

- (a) the person to sue or be sued on behalf of the cooperative;
- (b) the manner of appointment and removal of chief executive;
- (c) the functions, responsibilities and powers of the chief executive.

9. Finances

- (a) the cooperative business year which the cooperative wishes to adopt;
- (b) the manner of appointment of auditors and their role;
- (c) the manner of appointment of internal auditors and their role;
- (d) the nature and amount of equity capital, if any, of the cooperative;
- (e) the maximum capital which a single member can hold;
- (f) the types and extent of funds to be raised;
- (g) the purposes for which the funds raised by the cooperative may be applied ;
- (h) the equity-debt ratio that the cooperative wishes to maintain at all times, and the maximum external debt that a cooperative wishes to permit itself at any point of time;

- (i) procedure for transfer of shares or interest by a member;
- (j) procedure for redemption of shares by the cooperative;
- (k) procedure for transfer or payment of interest on death of member;
- (l) the nature and extent of the liability of the members for the debts contracted by the cooperative;
- (m) the nature and extent of the liability of the directors for the debts contracted by the cooperative;
- (n) the manner of disposal of funds if under liquidation;
- (o) the manner of recovery of dues from members.

10. Secondary Cooperatives

- (a) the rights, if any, which the Cooperative wishes to confer on any Secondary Cooperative of which it is a member, and the circumstances under which these rights may be exercised by such Secondary Cooperative;
- (b) the procedure for appointing and changing delegates to Secondary Cooperative.

11. Arbitral Tribunal

- (a) the manner of constitution and functioning of Arbitral Tribunal for settlement of disputes;
- (b) eligibility, ineligibility for being chosen as arbitrator;
- (c) eligibility, ineligibility for being continued as arbitrator.

12. Other matters

- (a) the language in which the internal affairs of the cooperative are to be conducted;
- (b) any provisions of transitory nature;
- (c) the manner of dissolution of the cooperative;
- (d) the manner of amending articles of association.

Schedule B

[Section 3 (2)]

Memorandum of Association for Cooperatives to be newly Registered

(form in which to be submitted)

1. We, the following persons,

SI No	Full Name in capital letters	Full postal address in capital letters	Occupation, if the promoter(s) are individuals

desire to form ourselves into a cooperative
(Please have as many rows above, as there are promoters.)

2. For the purposes of registration, Shri/Shrimati.....at serial number ... above shall be our representative, and all communication may be addressed to him/her, at his/her address.

3. The name of our cooperative shall be

4. The Registered office of our cooperative will be situated in

.....

(please provide name of village/town/city in the blank space provided)

5. The object of our Cooperative shall be

(please state here only that need common to all members, which the Cooperative hopes to fulfil, and for which it is being established - e.g. increase in returns on dairying/sericulture/paddy farming, etc. or access to quality consumer goods/housing/production inputs at reasonable prices; or access to savings and credit/insurance, etc.. Please do not provide here the list of services through which this object will be fulfilled.)

6. We hereby declare that we are committed to the principles of cooperation as provided under Schedule D.

7. We have enclosed,-

- (a) the original and one true copy of the articles of association of the proposed cooperative as adopted by us, the promoters;
- (b) a true copy of the resolution passed by us at a meeting, adopting the articles of association.

8. Signed by us, on theof....., 20.....at.....

(Please fill above date, month, year and place, in that order, and then fill the following)

Sl No	Full name (preceded by name and designation of representative, where the promoters are cooperatives)	Signature

Schedule C

[Section 3(2) & Section 4(2)]

**Memorandum of Association for Cooperatives to be converted
from the Cooperative societies under the
Orissa Cooperative Societies Act, 1962**

(form in which to be submitted)

1. We, the directors of the board of the, state hereby, that the general body of our cooperative society desires that our cooperative society now be registered as a cooperative under the Orissa Self Help Cooperatives Act.

(Please fill the current complete name of the cooperative society.)

2. For the purposes of registration, all communication may be addressed to, at.....

(Please fill the first blank with the name and designation of the contact person in the Cooperative society, and the second blank with the full postal address of the Cooperative society)

3. The name of our Cooperative society, registered under to the Orissa Cooperative Societies Act, 1962, on conversion shall remain the same/become.....

(Based on whether or not the name will undergo change, please cross out whatever is inapplicable above.)

4. The Registered office of our Cooperative society is situated at....., and shall remain the same/change to.....

(Please provide name of village/town/city in the blank space provided, and cross out that which is not applicable.)

5. The object of our Cooperative society is....., and on conversion shall be the same/change to

(Please state in the first blank only that need common to all members, for which the Cooperative society was established, and in the second blank, please fill change, if nay, in this object, upon conversion. Please do not provide here the list of services through which this object will be fulfilled)

6. We have enclosed, -

(a) a true copy of the resolution passed by our general body expressing commitment to the cooperative principles of as provided for in Schedule D of the Orissa Self Help Cooperatives Act;

Schedule D

[Sections 2 (12), 3 (3)(d) & Section 4(3)(d)]

Statement of Cooperative Identity

Definition

A cooperative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly owned and democratically controlled enterprise.

Values

Cooperatives are based on the values of self-help, self-responsibility, democracy, equality, equity, and solidarity. In the tradition of their founders, cooperative members believe in the ethical values of honesty, openness, social responsibility, and caring for others.

Principles

The cooperative principles are guidelines by which cooperatives put their values into practice.

1st Principle: Voluntary and Open Membership:

Cooperatives are voluntary organisations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political, or religious discrimination.

2nd Principle: Democratic Member Control:

Cooperatives are democratic organisations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary cooperatives, members have equal voting rights (one member, one vote), and cooperatives at other levels are also organised in a democratic manner.

3rd Principle: Member Economic Participation:

Members contribute equitably to, and democratically control, the capital of their cooperative. At least part of that capital is usually the common property of the cooperative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any of the following purposes: developing their cooperative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions

with the cooperative; and supporting other activities approved by the membership.

4th Principle: Autonomy and Independence:

Cooperatives are autonomous, self-help organisations controlled by their members. If they enter into agreements with other organisations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their cooperative autonomy.

5th Principle: Education, Training and Information:

Cooperatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their cooperatives. They inform the general public - particularly young people and opinion leaders - about the nature and benefits of cooperation.

6th Principle: Cooperation among Cooperatives:

Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional, and international structures.

7th Principle: Concern for Community:

Cooperatives work for the sustainable development of their communities through policies approved by their members.

By order of the Governor

H Mohapatra

Secretary to Government