

**RULES & REGULATIONS**  
**OF**  
**THE MARKET RESEARCH SOCIETY OF INDIA**

**1. INTERPRETATION/ DEFINITION**

- 1.1** In these Rules and Regulations unless there is something in the subject or context inconsistent therewith:
- a. **"Act"** means The Societies Registration Act, 1860 and the rules made thereunder;
  - b. **"Activity Category"** shall mean and include the type of categories as defined in sub-Clause 2.3 (a) below;
  - c. **"Associate Corporate Member"** shall mean such members as defined in sub-Clause 2.3 (b) below;
  - d. **"Annual General Meeting (AGM)"** means the meeting of the general body of members of the Society as defined in sub-Clause 4.1 below;
  - e. **"Auditor"** shall mean as defined in sub-Clause 13.1 below;
  - f. **"Books of Account"** shall mean as defined in Clause 10 below;
  - g. **"Corporate Members"** shall mean the type of members as defined in sub-Clause 2.3 (a) below;
  - h. **"Chief Representative"** shall mean the representative as defined in "benefits of corporate members ( point 1, under Clause 2.3)" below;
  - i. **"Code of Conduct"** shall mean the code of conduct of the Society;
  - j. **"Convener"** shall mean as defined in sub-Clause 7.7 below;
  - k. **"Common Seal"** shall mean the seal of the Society as defined in Clause 9 below;
  - l. **"Directory of Members"** shall mean the members directory of the Society;
  - m. **"Educational Institute Members"** shall mean the type of members as defined in sub-Clause 2.3(e) below;
  - n. **"Extraordinary General Meeting (EGM)"** shall mean as defined in sub-Clause 4.2 below;
  - o. **"General Secretary"** shall mean as defined in sub-Clause 6.3 below;
  - p. **"Individual Member"** shall mean the type of members as defined in sub-Clause 2.3 (c) below;
  - q. **"Managing Committee"** means Managing Committee duly constituted under the rules and regulations of the Society;

- r. **"Member"** means a member of the Society for the time being whether Corporate Member, Associate Corporate Member, Individual Member, Honorary Member or Student Member, Educational Institute Member and includes the subscribers to the Memorandum of Association;
- s. **"Member Activity Category"** shall mean the type of category as defined in sub-Clause 2.3 (a) below;
- t. **"Memorandum of Association"** shall mean the Memorandum of Association of the Society;
- u. **"Month"** means a calendar month;
- v. **"Minute Book"** shall mean the minute book of the Society;
- w. **"Office Bearers"** means the President, the two Vice-Presidents, the Treasurer and the General Secretary for the time being of the Society;
- x. **"President"** shall mean the type of office bearer as defined in sub-Clause 6.3 below;
- y. **"Registered Office"** shall mean the registered office of the Society;
- z. **"Student Member"** shall mean the type of members as defined in sub-Clause 2.3 (d) below;
- aa. **"Sub-committee"** shall mean the type of committee as defined in sub-Clause 7.7 below;
- bb. **"The Society"** means The Market Research Society of India;
- cc. **"Treasurer"** shall mean the type of office bearer as defined in sub-Clause 6.3 below;
- dd. **"Vice-President"** shall mean the type of office bearer as defined in sub-Clause 6.3 below;
- ee. **"Year"** means the calendar year and **"Financial Year"** means the period in respect of which the income and expenditure account of the Society laid before it in an Annual General Meeting is made up whether the period is a year or not, but in any case ending on the 31<sup>st</sup> day of March, unless otherwise decided by the Managing Committee;
- ff. Words importing the singular number include the plural and vice versa;
- gg. Words importing the masculine gender include the feminine gender also.

## **2. MEMBERSHIP**

### **2.1 Members**

The subscribers to the memorandum and such other eligible persons as the Managing Committee shall, in accordance with provisions of these Rules and Regulations, admit to membership shall be Members of the Society.

### **2.2 Honorary Members**

The Managing Committee may, if four-fifths of its total number so agree, invite any individual who, in its opinion, has rendered outstanding service to market research to become an Honorary Member. Such individual, on acceptance of the invitation shall, without payment of any entrance fee or annual membership fee become an Honorary Member of the Society.

### **2.3 Membership**

Members (other than Honorary Members) will consist of the following categories:

- (a) Corporate Members
- (b) Associate Corporate Members
- (c) Individual Members
- (d) Students Members
- (e) Educational Institute Members

#### **(a) Corporate Members**

All Companies, Firms or Association of Persons or a Division of a Company engaged in the business of providing market research and whose major revenue is from market research and all users of market research services whether a Company, Firm or Association of Persons will be eligible for corporate membership on payment of the entrance fee and the annual membership fee as determined by the Managing Committee as constituted from time to time, provided that it is an Indian registered entity / Indian subsidiary / wholly owned division of foreign company with at least one or more offices in India. Corporate Membership can be obtained under any of 3 (three) Activity Categories, as defined below. In each Activity Category, Corporate Membership requires fulfillment of certain criteria, as set out below failing which an applicant would be eligible for Associate Corporate Membership.

#### **(i) Full Service Research Agencies (FSRA):**

- 1) Must be engaged in the business of providing complete market / consumer research services as major part of their business activities;
- 2) Following criteria also have to be met:
  - 2.1 employing 10 (ten) or more full-time employees engaged in research in India; or
  - 2.2 having business turnover of Rs.25,000,000 (Rupees Twenty Five Million) from providing services to research users; or
  - 2.3 has at least one director having minimum experience in research services of 12 (twelve) years and that cumulative experience of all the directors together is not less than 20 (twenty) years.

**(ii) Research Users (RU):**

- 1) Must be engaged in the business of buying and using market/ consumer research services;
- 2) Following criteria also have to be met:
  - 2.1 employs at least 3 (three) full-time employees dedicated to consumer insight/ market research; or
  - 2.2 spends minimum of Rs.15,000,000 (Rupees Fifteen Million) per annum on consumer insights or market research.

**(iii) Service Providers (SP):**

- 1) Must be engaged in the business of providing services to market / consumer research providers or directly to end users in the area of analytics /charting & reporting/ data collection (face to face, telephonic, on-line) / data processing / software & technology, as a major part of their activities;
- 2) Following criteria also have to be met:
  - 2.1 employs at least 10 (ten) full-time dedicated employees in India; or
  - 2.2 has a business turnover of over Rs.15,000,000 (Rupees Fifteen Million) from providing services to market/consumer research providers / users.

**Benefits of Corporate Members:**

The Corporate Members shall be eligible for following benefits:

- 1) A Corporate Member can nominate upto 4 representatives free, and more at a payment of additional annual fees. The Corporate Member will specify who would be the authorized signatory for all communications and instructions to the Society and who will be designated as the voting member at an AGM / EGM. The Corporate Member will designate one of the representatives as the Chief Representative who will be the designated nominee for elections to Managing Committee or other Committees (only one representative will sit on any Committee at a time on behalf of the Corporate Member). The Corporate Member can change the list of representatives and the Chief Representative by issuing a request in writing to the Society duly signed by the Authorised Signatory. The Society will make the changes in the member register within 7 working days and issue an acknowledgement upon payment of such fees as may be prescribed by the Managing Committee from time to time;
- 2) A Corporate Member can nominate one representative for election to the Managing Committee.
- 3) A Corporate Member can nominate one representative for election / selection to any standing committee, expert committee, arbitration council etc. as may be set up by the Society for any specific purpose;
- 4) Elected representatives of the Corporate Members in the Managing Committee can further stand for election as office bearers of the Society;

- 5) A Corporate Member will have one vote as full voting member in any voting called for in an AGM or EGM and elections of the Managing Committee. Only the pre-designated voting member will be allowed to vote in the meetings of the Managing Committee;
- 6) A Corporate Member will have the right to raise issues for discussion in the Managing Committee by prior notification in writing where such issues concern the common good of the research profession and that of providers and users, subject to approval from the Managing Committee;
- 7) A Corporate Member will be eligible to get member rates towards participation fees for any number of participants in the annual seminars, conferences, workshops or any other activities where participation fee is charged by the Society;
- 8) The Corporate Member will get a free listing in the Directory of Members of the Society and will get a free write-up in the format and word length /size as mandated by the Society;
- 9) The Corporate Member will get members rates for placing advertisements in any of the Society publication or stalls in any of the Society activity wherever such paid options may be available;
- 10) The Corporate Member shall be eligible to get free access to the society's online library.

- (b) **Associate Corporate Membership:** Full Service Research Agencies who cannot fulfill criteria 2.1, 2.2 & 2.3 above, Research Users who cannot fulfill criteria 2.1 & 2.2 above and Service Providers who cannot fulfill criteria 2.1 & 2.2 above shall be eligible to apply for Associate Corporate Membership.

**Benefits of Associated Corporate Members:**

The Associate Corporate Members are eligible for following benefits:

- 1) An Associate Corporate Member can nominate 2 members free, and more at a payment of additional annual fees;
- 2) An Associate Corporate Member will be eligible to nominate one representative for election / selection to any standing committee, expert committee, arbitration council etc. as may be set up by the Society for any specific purpose, but not to the Managing Committee;
- 3) An Associate Corporate Member will have the right to raise issues for discussion in the Managing Committee by prior notification in writing where such issues concern the common good of research profession and the providers and users, subject to approval from the Managing Committee;
- 4) An Associate Corporate Member would get member rate towards participation fees for a max limit of four participants in the annual seminars, subject conferences, workshops or any other activities where participation fee is charged by the Society;
- 5) The Associate Corporate Member will get a free listing in the Directory of Members and will get a free write-up in the format and word length /size as mandated by the Society;

- 6) The Associate Corporate Member will get members rates for placing advertisements in any of the Society publication or stalls in any of the Society activity wherever such paid options may be available;
- 7) The Associate Corporate Member shall be eligible to get free access to the society's online library.

(c) **Individual Members**

An individual of good standing in the community who has attained the age of 21 years, who believes in and subscribes to the objects set forth in the Memorandum of Association of the Society and who is professionally engaged in market research or who is directly concerned with the creation or placing of market research for a period of at least one continuous year and who fulfils all the terms and conditions laid down in these Rules and Regulations shall be eligible to become an Individual Member of the Society. An individual, eligible to become an Individual Member, as the Managing Committee in accordance with the provisions of these Rules and Regulations may admit, shall become an Individual Member on payment of the entrance fee and the annual membership fee as determined by the Managing Committee as constituted from time to time.

(d) **Student Members**

An Individual who is not more than 25 years of age, being a student and not engaged in any gainful employment but is concerned or interested in the Society's activities shall be eligible to become a Student Member of the Society. Such Student Member shall not be liable to pay any entrance fees, but shall pay such annual membership fee and charges as the Managing Committee may from time to time determine.

(e) **Educational Institute Members**

An educational institution or association of persons engaged in the field of academics will be eligible for Educational Institute Membership on payment of the entrance fee and the annual membership fee as determined by the Managing Committee as constituted from time to time. The Educational Institute Members shall have the same status and rights and shall be on par with the Associate Corporate Members for all purposes.

## **2.4 Subscription to be payable in advance**

All subscriptions shall be payable in advance.

## **2.5 Application for membership**

Every candidate for admission as a Corporate Member, Educational Institute Member or as an Individual Member shall be proposed by one Corporate Member and seconded by another member. The application for membership shall be in writing signed by the candidate and his proposer and seconder and shall be in such form as the Managing Committee may from time to time prescribe. The application shall be accompanied by the amount of entrance fee and the annual membership fee.

Every application for admission as a Student Member shall be in such form as the Managing Committee may prescribe and shall be proposed by a Lecturer or Professor of his educational institution. The application shall be accompanied by the amount of the annual membership fee.

## **2.6 Admission of members**

Every such application for membership shall be placed before the Managing Committee for its consideration. A candidate shall be declared admitted, if the numbers of votes cast in favour of his application are more than the number of votes cast against it.

## **2.7 Member to be notified of his election**

A candidate shall be notified by the General Secretary on being admitted as a member of the Society.

## **2.8 Consequence of mis-statement in Application Form**

In the event of a candidate being admitted and it appearing subsequently at any time, to the satisfaction of the Managing Committee, that any statement contained in the application for membership was incorrect in any material particular or that any material particular was omitted therefrom or that the member has violated the Code of Conduct laid down by the Society, the Managing Committee may cancel his admission and he shall thereupon cease to be a member of the Society, but may, with permission of the Managing Committee, be proposed and seconded again.

## **2.9 Cessation of Membership**

A member shall cease to be a member:

- (i) If by a letter addressed to the General Secretary, he voluntarily resigns membership;
- (ii) If he is adjudged insolvent; provided however, when the debtor ought not have been adjudged an insolvent and where debts are paid in full, the Managing Committee shall be entitled to and may reinstate such a member as a member of the Society on his producing a certified copy of the Annulment Order and on his producing satisfactory proof of the ground on which the Adjudication Order was annulled;
- (iii) If he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof;
- (iv) On failure to pay his debts due to the Society within thirty days after a notice in writing calling upon him to pay the debts is served on him; and
- (v) If he is expelled from the Society under the next succeeding sub-clause.

If any member shall refuse or neglect to comply with any provision of the Memorandum of Association or of these Rules and Regulations or any Bye-laws made thereunder, or shall be guilty of violating the Code of Conduct laid down by the Society, or shall be guilty of conduct such as in the opinion of the Managing Committee is likely to endanger the harmony or affect the character or stability or interests of the Society or is otherwise undesirable, the Managing Committee shall have power (1) to call upon such member to resign or (2) to expel such member, provided that not less than two-thirds of the Members of the Managing Committee shall have voted in favour of the same and provided also that at least seven days before the meeting at which such resolution is passed, such member shall have had notice thereof and of the intended resolution for his resignation or expulsion and he shall, at such meeting and before the passing of such resolution, have had an opportunity of giving orally or in writing any explanation or defence, as he may think fit. On the passing of the resolution for expulsion or the member resigning, the member shall forthwith cease to be a member of the Society and shall not have any claim against the

Society or the Managing Committee and any subscription or part thereof already paid by him shall not be refunded. No appeal shall lie from the determination of the Committee.

### **2.10 Consequence of cessation of membership**

(a) Persons ceasing to be members under any of the Sub-Clauses of the preceding Rule shall not be eligible to become members at any time in future unless the Managing Committee shall determine otherwise.

#### **(b) Other Consequences**

A person ceasing to be a member under any of the provisions of this Rules & Regulations shall forfeit all rights to and claims upon the Society and its property and funds, but he shall nevertheless remain liable for and shall pay to the Society all moneys which at the time of his ceasing to be a member may be due to the Society.

## **3. REGISTER OF MEMBERS**

**3.1** A Register of Members shall be kept, in which the name, address, occupation and class of membership of every member of the Society for the time being shall be set forth and in which all changes in membership, from time to time taking place, shall be recorded.

### **3.2 COPIES OF MEMORANDUM OF ASSOCIATION AND RULES AND REGULATIONS TO BE SENT TO MEMBERS**

Copies of the Memorandum of Association and Rules and Regulations of the Society shall be sent to every member at his request, within 15 days of the request, on payment of such amount as may be determined by the Managing Committee from time to time.

## **4. MEETING OF MEMBERS**

### **4.1 Annual General Meeting**

The Managing Committee shall convene every year an Annual General Meeting as early as possible after the end of the financial year (as determined under the rules) and in any case within 3 (three) months therefrom. The business of the Annual General Meeting shall be to receive the Audited Accounts presented by the Treasurer, to consider the report of the Managing Committee, to elect the Managing Committee for the ensuing two years (every alternate year only) in accordance with the rule hereof and to appoint Auditors to examine and certify the accounts of the said year. Any other business mentioned in the notice may also be transacted at the meeting.

### **4.2 Extraordinary General Meeting**

The Managing Committee, the President or either of the two Vice Presidents may, whenever it or he thinks fit, call an Extraordinary General Meeting and the Managing Committee shall do so upon a requisition in writing by at least ten members having on the date of such deposit the right of voting in regard to the matter in respect of which the requisition has been made.

### **4.3 Requisition of members to state object of meeting**

Any requisition so made by members must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Society's Registered Office, provided that such requisition may consist of several documents in like form, each signed by one or more requisitionists.



**4.4 On receipt of requisition, Committee to call meeting and in default requisitionists may do so**

Upon the receipt of any such requisition, the Managing Committee shall forthwith call an Extraordinary General Meeting, and if they do not proceed within twenty five days from the date of the requisition being deposited at the office, to cause a meeting to be called on a day not later than 45 days from the date of deposit of the requisition, the requisitionists or a majority of them may themselves call the meeting, but in either case, any meeting so called shall be held within three months from the date of delivery of the requisition as aforesaid.

**4.5 Meeting called by requisitionists**

Any meeting called under the foregoing Rules by the requisitionists shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Managing Committee.

**4.6 Fourteen days' notice of meeting**

Fourteen days' notice at least of every General Meeting, Annual or Extraordinary, and by whomsoever called, specifying the day, place and hour of meeting, and the general nature of the business to be transacted thereat shall be given, in the manner hereinafter provided, to such persons as are under these Rules and Regulations entitled to receive notice of the meeting. Where any item of business consists of according of the approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

**4.7 Omission to give notice not to invalidate a resolution passed**

The accidental omission to give any such notice as aforesaid to any of the members, or the non-receipt thereof by them, shall not invalidate any resolution passed at any such meeting.

**4.8 Notice of business**

No General Meeting, Annual or Extraordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice calling the meeting.

**4.9 Notice to be signed**

Every notice of an Annual or Extraordinary General Meeting shall be signed by the Secretary, or by such other officer as the Managing Committee may appoint, except in the case of a Meeting convened by members in accordance with these Rules and Regulations, in which case the notice shall be signed by the requisitionists themselves.

**4.10 Quorum at General Meeting**

One-fifth of the total number of Corporate Members on the date of the meeting or ten members, whichever is less, present in person and having the right to attend and vote at the meeting, shall be quorum for a General Meeting.

**4.11 Business not to commence till quorum is present**

No business shall be transacted at any General Meeting unless a quorum of members shall be present at the commencement of the business for that meeting.

**4.12 If quorum not present, meeting to be dissolved or adjourned**

If, at the expiration of half an hour from the time appointed for holding a General Meeting of the Society, a quorum shall not be present, the meeting, if convened the requisition of members, shall stand dissolved, but in any other case, the meeting shall stand adjourned for further half hour and the members (provided that the number is not less than six) present at the meeting so adjourned shall constitute a quorum and they may transact the business for which the meeting was called or pass a resolution directing the Managing Committee to reconvene the meeting to consider the business for which it was called.

#### **4.13 Chairman of General Meeting**

The President shall be entitled to take the chair at every General Meeting of the Society whether Annual or Extraordinary. If there be no such President or if at any meeting he is not present or, if present, is unwilling to take the chair, then one of the Vice- Presidents, if present, and willing, shall take the chair. In the absence of the President and Vice-Presidents, the members of the Managing Committee shall elect one of their members to act as the Chairman. If there be no Member of the Committee willing to take the chair, the Members present shall elect one of their members to be the Chairman.

#### **4.14 Business confined to election of Chairman, whilst chair vacant**

No business shall be discussed at any General Meeting except the election of a Chairman, whilst the chair is vacant.

#### **4.15 Chairman with consent may adjourn meeting**

The Chairman, with the consent of the meeting, or in the circumstances when meeting cannot be held or proceeded with, may adjourn any meeting from time to time and from place to place in Mumbai, but no business shall be transacted at any adjourned meeting other than the business left unfurnished at the meeting, from which the adjournment took place. It shall not be necessary to give any notice of the adjourned meeting unless the meeting is adjourned for more than thirty days.

#### **4.16 Questions at General Meeting how to be decided**

(a) Unless otherwise provided in the Memorandum of Association or the Rules and Regulations, or required by any law for the time being in force, matters arising at General Meetings shall be decided by an ordinary resolution, that is to say by a majority of votes.

(b) At any General Meeting a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll (before or on the declaration of the result on a show of hands) is demanded by at least five members having a right to vote on the resolution and present in person or by the Chairman of the meeting. A declaration by the Chairman that a resolution has, on a show of hands, or otherwise been carried, or carried unanimously, or by a particular majority or lost, and an entry to that effect in the Minute Book of the Society shall be conclusive evidence of the fact.

#### **4.17 Chairman's casting vote**

The Chairman shall both on a show of hands and at a poll (if any), have a casting vote in addition to the vote to which he is entitled as a member.

#### **4.18 Poll to be taken if demanded**

If a poll is demanded as aforesaid the same shall, subject to the provisions of these Rules and Regulations, be taken at such time (not later than ninety six hours from the time when the demand was made) and place in Mumbai, and either by open voting or by ballot, as the Chairman shall direct, and either at once or after an interval or adjournment, or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the person(s) who made the demand before the result of the poll is declared.

#### **4.19 Scrutineers at Poll**

Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him. One of the scrutineers so appointed shall always be a member present at the meeting, provided such a member is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared to remove a scrutineer from office and fill vacancy in the office of a scrutineer arising from such removal or from any other cause.

#### **4.20 In what case poll taken without adjournment**

Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken by the meeting forthwith.

#### **4.21 Demand for poll not to prevent transaction of other business**

The demand for a poll, except on the questions of the election of the Chairman and of an adjournment, shall not prevent the continuance of the meeting for the transaction of any business other than the questions on which the poll has been demanded.

#### **4.22 Voting**

Subject to the provisions of these Rules & Regulations, votes shall be given at the meeting personally or by means of proxy wherever permitted under the provisions of the Act.

#### **4.23 Minutes of General Meetings**

- (a) The Society shall cause minutes of all proceedings of every General Meeting to be kept by making, within 30 days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.
- (b) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of 30 days or in the event of the death or inability of that Chairman within that period, by a Member of the Managing committee duly authorised by the Managing Committee for the purpose.
- (c) Minutes of proceedings of a meeting may be attached to any book as aforesaid by pasting or otherwise.
- (d) The Minutes of each Meeting shall contain a fair and correct summary of the proceedings thereat.
- (e) All appointments of officers made at any of the meetings aforesaid shall be included in the Minutes of the Meeting.
- (f) Nothing herein contained shall require or be deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairman of the Meeting (a) is, or could reasonably be regarded as, defamatory of any person, or (b) is irrelevant or immaterial to the proceedings, or (c) is detrimental to the interest of the Society. The Chairman of the Meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.
- (g) Any such Minutes shall be conclusive evidence of the proceedings recorded therewith.
- (h) The book containing the Minutes of proceedings of General Meetings shall be kept at the Registered Office of the Society and shall be open, during business hours, for such periods, not being less in the aggregate than two hours in each day as the Managing Committee may determine, to the inspection of any member without charge.

## **5. VOTE OF MEMBERS**

### **5.1 Vote of Members**

Unless disqualified by any of the provisions of the Rules and Regulations, only a Corporate Member of the society shall be entitled to vote at every General Meeting on a show of hands, and upon a poll. Every such member present in person, and by way of proxy where permitted under the Act, and entitled to vote shall have one vote. The Honorary Member and Individual Member and Student Member shall not have any right to vote.

### **5.2 Chairman of any meeting to be the judge of validity of any vote**

The Chairman of any meeting shall be sole judge of the validity of every vote tendered at such meeting.

### **5.3 Voting by Proxy**

- (a) A member entitled to vote shall exercise the right to vote personally at the Extraordinary General Meeting or Annual General Meeting of the Society provided that a member entitled to vote may appoint a proxy to attend and vote for him on those matters in respect of which, by virtue of the provisions of The Societies Registration Act 1860 a member is entitled to vote by proxy.
- (b) When a meeting is convened to consider any such matter for which voting by proxy is allowed according to the law for the time being in force there shall appear with reasonable prominence a statement in the notice convening the meeting that any member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and that a proxy need not be a member.
- (c) Where voting by proxy is permitted as aforesaid, the President thereof, and/or any of the Office Bearers shall in no circumstances issue any kind of invitation to appoint any person to act as proxy at any time.
- (d) The instrument appointing a proxy shall be in writing and be signed by the appointer and the same shall be lodged in the office of the Society at least 48 hours before the time for the meeting at which voting by proxy is permitted by the law for the time being in force.
- (e) The instrument appointing a proxy shall be duly stamped under the Stamp Act.
- (f) Every member entitle to vote at a meeting of the Society at which voting by proxy is permitted by the law for the time being in force, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed or the commencement of the meeting and ending with the conclusion of the meeting to inspect the proxies lodged at any time during the business hours of the Society, provided not less than three clear days notice in writing of the intention so to inspect is given to the Society.

## **6. MANAGING COMMITTEE**

### **6.1 Number of Members of the Managing Committee**

- (a) The Managing Committee will have a minimum of 5 members and maximum of 20 members to be elected in the Annual General Meeting from amongst the Corporate Members who stand for election as per the due process already prescribed.
- (b) Each sub-category (Activity Category) of Corporate Members, subject to availability of nominations would be entitled to have a maximum of 7 members elected to the Managing Committee. If from a particular Activity Category the number of elected members are less than 6 then such vacant positions will remain vacant or could be filled up with members who could be co-opted by the Managing Committee later.
- (c) The quorum for the Managing Committee meetings will be a minimum of 25% of the elected members out of which not less than two members shall be Office Bearers.
- (d) The Managing Committee shall hold office until a successor Managing Committee is elected and takes charge.
- (e) The Managing Committee shall have power from time to time to fill in casual vacancy or vacancies which may occur during the period of office by co-option. However, the Managing Committee cannot co-opt a member belonging to an organization that already has a member in the Managing Committee.
- (f) All members, once co-opted to the Managing Committee could have voting rights in the Managing Committee, subject to the organization being a corporate member.
- (g) Two observer members will be co-opted to the Managing Committee to represent Associate Corporate Members.
- (h) The immediate past president will be an automatic member of the Managing Committee, but not a voting member unless he is the only representative of his organization to the Managing Committee.

### **6.2 Membership Committee**

- (a) The Managing Committee will constitute a Membership Committee. The Membership Committee will vet each application of membership, perform and the role of categorizing the applications based on the vetting.
- (b) The Membership Committee will set up the information sheet that new members will have to fill, which will have to be certified by their Auditor.
- (c) The Membership Committee shall be constituted with atleast one representative from each Member Activity Category.

### **6.3 Office Bearers**

- (a) The elected members of the Managing Committee will in the first Managing Committee meeting after the AGM, elect from amongst themselves the following office bearers as per currently laid down process:
  - 1. President
  - 2. Vice Presidents – maximum of two positions
  - 3. General Secretary
  - 4. Treasurer

- (b) No member of the Managing committee shall hold the same office as President or Vice President or Treasurer or General Secretary for a period exceeding two years, however the same individual may stand for other positions and hold other positions if elected.
- (c) In any term there will be not more than two Office Bearers from any Activity Category. The first three positions viz. President, General Secretary and Treasurer will each be held by a representative of a Corporate Member from a different Activity Category.
- (d) If there are no elected representatives from a particular Activity Category willing to take up an office bearer position reserved for that particular Activity Category in a particular term, then as an extra-ordinary measure the Managing Committee will elect a member from other two Activity Category's; however no single Managing Committee shall have a majority.

#### **6.4 Advisory Council**

- (a) All previous Presidents of the Society will be provided with a complementary lifetime individual memberships to the Society in honour of their contribution, and be made part of a new "Advisory Council".
- (b) Managing Committee may also invite other eminent contributors such as persons with acclaimed academics, authors, media persons, senior marketing professionals, corporate captains, legal luminaries, all such persons to be of eminence, repute and standing who may have a significant contribution to make to the profession of market/consumer research to the Advisory Council.
- (c) Advisory Council members can attend AGMs and Management Committee meetings (only as special invitees) but would not have a right to vote, their opinion would be sought and considered on important matters – however their role would be advisory and the opinion would not be binding on the Management Committee.

#### **6.5 Retirement of the Members of the Committee**

The members of the Managing Committee will hold office for a period of two years. At every alternate Annual General Meeting held starting from the year 1995 all the members of the Managing Committee shall retire from office. A member retiring at a meeting shall be eligible for re-election and shall retain office as a member until the close of the meeting at which he retires.

#### **6.6 Election of the Managing Committee**

- (a) The election of the members of the Managing Committee referred to hereinabove shall be made at the Annual General Meeting of the Society by members present in person at the meeting as per the Rules and Regulations and as per the procedure and conditions, if any, prescribed from time to time by the Managing Committee in that behalf.
- (b) Save as herein otherwise provided, every Corporate Member shall be eligible for election as a member of the Managing committee unless:
  1. his subscription is overdue for 6 months or more; or
  2. his name stands on the society's Register of Members for less than six months prior to the date of the election.
- (c) The Secretary shall at least for forty two days prior to the date of the Annual General Meeting inform all the members of the date of the meeting.

- (d) Any member who is eligible for election under the aforesaid rules and who desires to stand for election to the Managing committee shall be proposed and seconded in writing by another member on the nomination paper prescribed by the Managing Committee for the purpose. The said nomination paper along with written consent of the candidate concerned would be submitted to the society at least 21 clear days prior to the date of the Annual Meeting.
- (e) A member duly nominated may, within ten days of closure of receipt of nomination, by notice given in writing, withdraw his nomination or record his unwillingness to stand for election. Upon such notice being received the candidature of such person shall stand withdrawn and the election shall proceed as if such nomination had never been made.

### **6.7 Vacation of office by a Member of the Managing Committee**

A member of the Managing Committee shall ipso facto cease to be a member thereof if-

- (a) he resigns or is expelled as a member of the Society;
- (b) he is found to be of unsound mind by a Court of Competent Jurisdiction;
- (c) he applies to be adjudicated as insolvent;
- (d) he is adjudicated as insolvent;
- (e) he fails to pay his dues to the Society within thirty days after notice in writing calling upon him to pay the dues is served on him;
- (f) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof;
- (g) he absents himself from three consecutive meetings of the Managing Committee without leave of absence;
- (h) he is removed from the office of the Managing committee in accordance with Rule 6.8 hereof;
- (i) he resigns his office as a member of the Committee;
- (j) if the company, firm, or partnership withdraws his name.

### **6.8 Removal of a Member of the Managing Committee**

- (a) The Society in a General Meeting may, by an ordinary resolution remove a Member of the Managing committee before the expiry of his period of office in the event of his violating the Code of Conduct laid down by the Society.
- (b) Where a resolution to remove a member of the Managing Committee is proposed at a meeting, the member concerned shall be entitled:
  - (i) to be heard on the resolution at the meeting; and
  - (ii) to make representations in writing to the Society (not exceeding a reasonable length) with a request to notify the representations to the members of the Society. Such representations shall be circulated to the members of the Society if received at least ten days prior to the date of the meeting at which the resolution for removal is proposed to be moved. In case the representations are not received in time to circulate them to the members, the same shall be read out at the meeting. Provided that the copies of the representations need not be circulated and the representations need not be read out at the meeting, if the president is satisfied that the rights conferred by this sub-clause are being abused to secure needless publicity for defamatory matter.

## **7. PROCEEDINGS OF MEETINGS OF THE MANAGING COMMITTEE**

### **7.1 Meetings of the members of the Managing Committee**

The members of the Managing Committee may meet together as a Managing Committee for the dispatch of business from time to time, and shall so meet at least once every three months. The members of the Managing Committee may adjourn and otherwise regulate their meetings as they think fit.

### **7.2 Notice of Meeting**

Three days' advance notice of every meeting of the Managing Committee shall be given in writing to every member at his usual address in India. In urgent cases, the President may however convene a meeting at a shorter notice.

### **7.3 Quorum**

The quorum for a meeting of the Managing Committee shall be one-fourth of its total strength (excluding members of the Managing Committee, if any, whose places may be vacant at the time, and any fraction contained in that one-fourth being rounded off as one) or two members of the Managing Committee, whichever is higher, provided that where at any time the number of the interested members of the Managing Committee exceeds or is equal to three-fourths of the total strength, the number of the remaining members of the Managing Committee, that is to say, the number of members of the Managing Committee who are not interested, present at the meeting and being not less than two, shall be the quorum during such time. Provided further that a quorum shall not be deemed to have been constituted unless at least two Office Bearers are present.

**7.4** The President may at any time convene a meeting of the Managing Committee and shall do so on being so requested by any member of the Managing Committee.

**7.5** Questions arising in any meeting of the Managing Committee shall be decided by a majority of votes, and in the case of an equality of votes, the Chairman shall have a second or a casting vote.

### **7.6 President**

The President shall be entitled to preside at every meeting of the Managing Committee. If there is no such President or if at any meeting he is not present the members of the Managing Committee present may choose one of their members to be the Chairman of the Meeting.

### **7.7 Committee may appoint Sub-Committee**

The Managing Committee may at its first meeting after the Annual General Meeting at which it is elected or thereafter appoint for any specific purposes Sub-Committees consisting of some of the members of the Managing Committee and others who may or may not be members of the Society as it thinks fit, The Managing Committee may appoint a Convener (who also may or may not be a member of the Managing Committee) for any such Sub-Committee. Any such Sub-Committee so formed shall conform to any regulations that may from time to time be made by the Managing Committee. The meetings and proceedings of any such Sub-Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Managing Committee so far as the same are applicable thereto and are not superseded by any regulations made by the Managing Committee.



## **7.8 Acts of Committee or Sub-Committee valid notwithstanding informal appointment**

All acts done by any meeting of the Managing Committee or of any Sub-Committee appointed as aforesaid or by any person acting as a member of the Managing Committee, shall notwithstanding that there was some defect in the appointment of any member of the Managing Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Managing Committee.

## **7.9 Minutes of proceedings of meetings of the Committee**

- (a) The Society shall cause minutes of all proceedings of every meeting of the Managing committee and of every Sub-Committee thereof to be kept by making within thirty days of the conclusion or in books kept for that purpose with their pages consequently numbered.
- (b) Each page of every such books shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
- (c) The minutes of proceedings of a meeting may be attached to any such book as aforesaid by pasting or otherwise.
- (d) The minutes of such meeting shall contain a fair and correct summary of the proceedings thereat.
- (e) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of meeting.
- (f) The minutes shall also contain:
  - (i) the names of the members of the Managing Committee present at the meeting; and
  - (ii) in case of each resolution passed at the meeting, the names of the members of the Managing Committee, if any, dissenting from, or not concurring in the resolution.
- (g) Nothing contained in sub-clause (a) to (f) shall be deemed to require the inclusion in any such minutes of the matter which, in the opinion of the Chairman of the meeting:
  - (i) is or could reasonably be regarded as defamatory of any person; or
  - (ii) is irrelevant or immaterial to the proceedings; or
  - (iii) is detrimental to the interests of the Society.
- (h) The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this sub- Clause.
- (i) Minutes of meetings kept in accordance with the aforesaid provisions shall be conclusive evidence of the proceedings recorded therein.

## **8. POWERS OF THE MANAGING COMMITTEE**

**8.1** Subject to the provisions of the Act and the provisions of the Memorandum of Association and the Rules and Regulations of the Society, the Managing Committee shall be entitled to exercise all such powers and to do all such acts and things as the Society is authorised to exercise and do. Provided that the Managing Committee shall not exercise any power or do any act or thing which is directed or required, whether by the Act or by Rules and Regulations, provisions of Memorandum of Association of the Society or by any other law, if any, for the time being in force, to be exercised or done by the Society in a General Meeting.

**8.2** Provided further that in exercising any such power or doing any such act or thing, the Managing Committee shall be subject to the provisions contained in that behalf in the Act, Rules and Regulations and Memorandum of Association of the Society or in any law for the time being in force not inconsistent therewith and duly made thereunder, including regulations made by the Society in a General Meeting.

**8.3** Provided further that no rules and regulations or any provisions made by the Society in a General Meeting shall invalidate any prior act of the Managing Committee which would have been valid if those rules and regulations or provisions had not been made.

### **8.4 Certain Powers of the Managing Committee**

Without prejudice to the general powers conferred by the last preceding clauses and the other powers conferred by these presents, it is hereby expressly declared that the Managing Committee shall have the following powers, that is to say, power:

- (a) to purchase, take on lease or otherwise acquire for the Society, sell exchange, lease or otherwise dispose of any property rights or privileges, moveable or immovable, of whatever nature which the Society is authorised to purchase or acquire for such price and on such terms and conditions as they think fit;
- (b) to borrow or raise money which may be required for the purposes of the Society upon bonds, bills of exchange, promissory notes or other obligations, or security of the Society, or by mortgage or charge on the property of the Society;
- (c) at its discretion to pay for any property rights or privileges acquired by or services rendered to the Society, either wholly or partially in cash or in bonds, or other securities of the Society and any such bonds or other securities may be either specifically charged upon all or any part of the property of the Society or not so charged;
- (d) to secure the fulfillment of any contracts or engagements entered into by the Society by mortgage or charge on all or any part of the property of the Society or in such other manner as it may think fit;
- (e) to appoint at its discretion, remove or suspend such managers, secretaries, officers, clerks, agents and servants for payment, as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and to require security in such instance and to such amount as it thinks fit;
- (f) to appoint any person or persons to accept and hold in trust for the Society any property or any special funds or emoluments belonging to the Society or in which it is interested or for any other purpose and to execute and do all such deeds, documents and things as may be requisite in relation to any such trust;

- (g) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Society or otherwise concerning the affairs of the Society and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demands by or against the Society;
- (h) to refer any claims or demands by or against the Society to arbitration and observe and perform the awards;
- (i) to make and give receipts, releases and other discharges for money payable to the Society and for the claims and demands of the Society;
- (j) to determine who shall be entitled to sign on behalf of the Society, bills, notes, receipts, acceptances, endorsements, cheques, leases, contracts and documents;
- (k) to invest and deal with any of the moneys of the society not immediately required for the purposes thereof upon such securities and in such manner it may think fit and from time to time to vary or realise such investments and in particular without prejudice to the said generality to place such moneys on deposit with any Bank or Banks. All the above investments shall be as per the provisions of the Income Tax Act as and when amended;
- (l) to set aside any funds of the Society for the purpose of creating any building or other special funds and accumulate the income arising therefrom and from time to time to apply the securities or moneys to the credit of such fund towards the objects for which such fund was created;
- (m) from time to time to make, vary and repeal such regulations or bye-laws, as it may consider expedient, for the management of the society and the affairs thereof and as to the duties of any officers or other servants of the society, and as to the conduct of business by the Members of any Sub-Committee thereof, or as to any of the matters or things within the power or under the control of the Sub-Committee, provided that the same shall not be inconsistent with the Memorandum of Association or the Rules and Regulations; and
- (n) to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the Society as it may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Society.

## **9. THE SEAL**

### **The Seal, its custody and use**

The Managing Committee shall provide a Common Seal for the purposes of the Society, and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Committee shall provide for the safe custody of the seal for the time being and the seal shall never be used except by the authority of the Managing Committee or Sub-Committee thereof previously given in the presence of the President or the General Secretary and some other person appointed by the Managing Committee for the Purpose.

## **10. BOOKS AND DOCUMENTS**

### **10.1 Managing Committee to keep Accounts**

The Treasurer shall keep at the office proper Books of Account with respect to:

- (a) All sums of money received and expended by the Society and the matters in respect of which the receipts and expenditures take place;
- (b) all sales and purchases of goods by the Society;
- (c) the assets and liabilities of the Society in the form approved by the Auditors.

**10.2** The Society shall preserve in good order the Books of Account relating to a period of not less than eight years preceding the current year. The Books of Account shall give a true and fair view of the state of the affairs of the Society or branch office' as the case maybe, and explain its transactions and shall be open to inspection by any member of the Managing Committee during business hours'

## **11. FINANCE AND ACCOUNTS**

### **11.1 Money to be paid in Bank**

All monies received by the Treasurer on behalf of the Society shall be paid into the Society's account in scheduled Bank as soon as possible.

### **11.2 Statement of Income and Expenditure to be placed before the Managing Committee**

The Treasurer shall present a statement of income and expenditure periodically at the meetings of the Managing Committee.

### **11.3 Payment by cheque**

All payments shall generally be made by cheques signed by at least two Office Bearers.

### **11.4 Amount which may be kept in cash**

A sum not exceeding Rs 5,000/- may be drawn from the Bank and kept as imprest cash in the hands of the Treasurer, and a like sum not exceeding Rs 5,000/- in the hands of the General Secretary. These amounts may be varied by the Managing Committee as constituted from time to time.

### **11.5 As to inspection of accounts or books by members**

The Managing Committee shall from time to time determine whether and, if so, to what extent and to what times and places and under what conditions or regulations the accounts and books and documents of the Society or any of them shall be open to the inspection of the members, and no member (not being a member of the Managing Committee) shall have any right of inspecting any account or book or documents of the Society except as conferred by any statute.

## **12. ACCOUNTS AND BALANCE SHEETS**

### **12.1 Statement of Accounts to be furnished in General Meeting**

The Treasurer shall from time to time cause to be prepared and to be laid before the Society in Annual General Meeting such balance sheet, income and expenditure account and reports as are required by the Managing Committee.

### **12.2 Copies shall be sent to each member**

A copy of every such income and expenditure account and balance sheet (including the auditors' report) shall, at least fourteen days before the Meeting at which the same are to be laid, be sent to all Corporate Members of the society.

## **13. AUDIT**

### **13.1 Accounts to be audited**

The Society shall appoint Auditors to examine and certify the accounts of the Society. The Auditors shall hold office from the conclusion of one Annual General Meeting to the conclusion of the next Annual General Meeting.

### **13.2 Accounts when audited and approved to be conclusive except for errors discovered within three months**

Every accounts of the Society when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the Account shall forthwith be corrected, and thenceforth shall be conclusive.

## **14. DOCUMENTS AND NOTICE**

### **14.1 Service of documents or notice on Members by Society**

(a) A document or notice may be served or given by the Society on any member either personally or by sending it by post to him to his registered address.

(b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the document or notice, provided that where a member has intimated to the Society in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Society a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member, and such service shall be deemed to have been effected in the case of a notice of a meeting, at the expiration of forty-eight hours and after the letter containing the document or notice is posted and, in any other case, at the time the letter would be delivered in the ordinary course of post.

### **14.2 On whom documents or notices must be served**

Documents or notices of every General Meeting shall be served on or given in some manner hereinbefore authorised to every member of the Society entitled to receive notice of General Meeting, and also to the Auditor or Auditors for the time being of the Society.

### **14.3 Document or notice how to be signed**

Any document or notice to be served or given by the Society may be signed by the General Secretary or by some persons duly authorised by the Managing Committee for such purposes and the signature thereto may be written, printed or lithographed.

#### **14.4 Service of document or notice by member**

Any document or notice to be served on or given by members to the Society or any officer thereof shall be served or given by sending it to the Society at its Office by post under a Certificate of Posting or by Registered Post or leaving it at its office.

### **15. INDEMNITY**

#### **15.1 Right to indemnity**

Every member of the Managing Committee or a Sub-Committee thereof, General Secretary, Treasurer and other officer or servant of the Society and any person employed by the Society as Auditor shall be indemnified by the Society against and it shall be the duty of the Managing Committee out of the funds of the Society to pay all costs, losses and expenses which any such person may incur or become liable for (otherwise than through any negligence, default, misfeasance, breach of duty or breach of trust on his part) by reason of any contract entrusted, or act or thing done by him in any way in the discharge of his duties, including travelling expenses and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such member of the Managing committee or a sub-committee thereof, General Secretary, Treasurer, officer or servant, or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Society and have priority as between the members over all other claims.

#### **15.2 Member of the Managing Committee, etc. not to be responsible for acts of others**

No member of the Managing committee or sub-committee thereof, General Secretary, Treasurer, or other officer of the Society or any person employed as an Auditor shall be liable (otherwise than through any negligence default, misfeasance, breach of duty or breach of trust on his part) for the acts, receipts, neglects or defaults of any other member of the Managing Committee or Sub-Committee thereof, or officers or for joining in any receipts or other act for conformity, or for any losses, expenses happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Managing Committee for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto.

#### **15.3 Committee to be sole authority for interpretation of these Articles, Bye-Laws, etc.**

The Managing Committee shall be the sole authority for the interpretation of these Rules and Regulations and of the Bye-laws and Regulations made thereunder; and the decision of the Managing Committee upon any question of interpretation or upon any matter affecting the Society and not provided for by these Rules and Regulations or by the Bye-Laws and Regulations made thereunder shall be final and binding on the members.

## **16. AMENDMENT OF MEMORANDUM OF ASSOCIATION AND RULES AND REGULATIONS OF THE SOCIETY**

Subject to the provisions of The Societies Registration Act, '1860' any provisions contained in the Memorandum of Association and Rules and Regulations of the Society may be altered by the Society in a General Meeting, Annual or Extraordinary, by passing a resolution with three-fourths majority of the members entitled to vote and present at the meeting.

## **17. DISSOLUTION**

**17.1** The Society shall not be dissolved without the consent of three-fourths of all its voting members at a General Meeting convened for the purpose.

**17.2** If upon winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be distributed amongst the members of the Society, but shall be given to or transferred to such other society or societies having objects similar to this Society to be determined by the members of the Society at or before the time of winding, dissolution or default thereof, by the principal court of original civil jurisdiction at Mumbai.

We, the several persons whose names and signatures are hereunder subscribed, being the members present during the AGM held on June 27, 2012.

<u>Name</u>	<u>Signature</u>
1. Ashok Das	sd/-
2. Mick Gordon	sd/-
3. Hemant Mehta	sd/
4. Jayant Jain	sd/-
5. Balaji Prasad	sd/-
6. R. Balasubramanian	sd/-
7. Sandeep Arora	sd/-
8. Milind Soman	sd/-
9. Nikhil Rawal	sd/-
10. Anjan Sinha	sd/-
11. Ashish Mathur	sd/-
12. Sandeep Budhiraja	sd/-