

Constitution and Rules

The Principal Objects of the Association are:-

1. To act as an employer's association under the Trade Union and Labour Relations Act 1974 (or any statutory re-enactment or modification thereof) and generally.
2. To establish a committee under the rules of the Association with specific responsibility for negotiating with trade unions on the terms and conditions of employment of UK based staff of the members of the Association.

The subsidiary objects of the Association are:-

3. The protection representation and development of the professional interests of the member banks in dealing with UK government departments and the Bank of England in connection with prospective legislation and generally, and with domestic banks in the United Kingdom and other international and foreign banks operating in the UK on matters of common interest.
4. Representation on a common basis on matters of common interest to members of the Association.
5. To organise and sponsor events of a cultural sporting or other nature on behalf of members of the Association.

As to all objects:-

6. To establish a Council pursuant to the rules of the association (with power to delegate all or any of its functions to committees constituted in accordance with the rules of the Association) to carry out all or any of the above objects.

THE RULES OF THE ASSOCIATION

Definitions

1. In these Rules -
"the Association" means the Association established under and pursuant to these Rules,

"Bank" means a bank which is or becomes a member of the Association pursuant to the Rules and "Banks" has a corresponding meaning,

"the Rules" means these Rules as altered from time to time pursuant to the powers in that behalf contained in the Rules, and

"the Secretary" means the secretary or the joint secretaries for the time being of the Association or either of them and includes any person appointed by the Council to act temporarily as the secretary or as one of the joint secretaries of the Association.

Name and Office

2.1 The Association shall be known as "The Association of Indian Banks in the United Kingdom".

2.2 The principal office of the Association shall be at _____ or such other place as the Council may from time to time decide.

Membership of the Association

3.1 Membership of the Association shall be open to Indian Banks with Branches in the United Kingdom and banks incorporated in the United Kingdom which are subsidiaries of Indian Banks.

- 3.2 The first members of the Association shall be the members of the Association at the time of its organization.
- 3.3 Any eligible Bank may on application in writing to the Council be admitted as a member of the Association if its admission be approved by the Council.
- 3.4 Any member may resign its membership of the Association at any time by notice of its intention so to do.

Constitution of the Council

- 4.1 The Council shall consist of the persons from time to time nominated as members of the Council in accordance with this Rule.
- 4.2 Each of the Banks shall be entitled to nominate one member to the Council and for that purpose from time to time nominate one of its directors or officers as its member of the Council or to fill a vacancy arising by reason of the death, revocation of the appointment or the resignation of its member.
- 4.3 Any member of the Council shall forthwith vacate office if his appointment is revoked by the Bank by which he was nominated, or by notice in writing to the Secretary he resigns from the Council, and if any member of the Council resigns from the Council, the Secretary shall immediately inform the Bank by which he was nominated.

- 4.1 Each of the Banks may ~~from time to time~~ nominate any one or more of its directors or officers as an alternate member or alternate members of the Council to be available to act in the place of the member of the Council for the time being nominated by the Bank at any meeting of the Council at which that member is unable to attend, and each of the Banks may at any time revoke the appointment of any alternate member nominated by the Bank but not more than one alternate member shall be entitled to attend any meeting.
- 4.4.2 An alternate member shall be entitled to attend at any meeting at which the member of the Council, in whose place he is nominated, is not present, and at that meeting to do any other thing which that member would, if present at the meeting, have been entitled to do, but an alternate member shall not be entitled to receive notice of meetings from the Council.
- 4.5 Immediately any person is nominated by any of the Banks as a member or alternate member of the Council or the appointment of any member or alternate member of the Council is revoked by the Bank by which he was nominated, that Bank shall inform the Secretary of the nomination or revocation, and in the case of the nomination of a member give to the Secretary the name and address of the person so nominated.

Chairman of the Council

5. At its first meeting in every calendar year the Council shall elect a Chairman and Deputy Chairman who shall not belong to the same Bank and who shall hold office for one year. The Chairman in each year except the first shall be the previous Deputy Chairman; if such Chairman or Deputy Chairman shall during the year resign, die,

cease to be a member of the Council, or become incapable of acting, the Council shall at the meeting following such event elect another Chairman to office for the rest of such year.

Meetings of the Council and notice thereof

- 6.1 Meetings of the Council shall be held as often as may be necessary for the prompt consideration of matters from time to time referred to the Council, every meeting shall be held at or on such place, day and hour as may be determined by the Council, or in the absence of or subject to any determination by the Council, fixed by the Chairman of the Council.
- 6.2 Upon receipt from the Chairman of the Council or from any of the Banks of a request for a meeting of all the Council stating the purpose of the meeting so requested the Secretary shall convene a meeting of the Council to be held at such place, and on such day not later than ten days from the date of the receipt of the request, and at such hour as may be fixed by the Chairman of the Council, or by the Secretary after consultation with the Banks, if the office of Chairman shall then be vacant or the Chairman shall through illness, absence abroad or otherwise be not available for consultation.

Quorum at meetings of the Council

7. No business shall be transacted at any meeting of the Council unless at least four members of the Council are present when the meeting proceeds to business.

Voting at meetings of the Council

8. At any meeting of the Council a resolution put to the vote of the meeting shall be decided by a majority of

hands. In the event of an equality of votes the Chairman shall [not] have a casting vote.

The Secretary

9. The Council shall appoint a secretary or joint secretaries of the Association for such period and with such duties as the Council may from time to time determine.

Minutes of meetings of the Council

10. It shall be the duty of the Secretary to keep and enter in a minute book a proper and sufficient record of all resolutions passed or other proceedings at any meeting of the Council and to submit the minutes of any meeting of the Council for approval at the next meeting of the Council.

Expenses of the Association

11. The subscription by the Banks to the expenses of administering and maintaining the Association and of carrying out its objects shall be such amount as the Council shall at its first meeting in every calendar year fix for the ensuing year and shall be contributed to by each of the Banks in equal shares. The Council may if necessary call upon the Banks from time to time to pay a supplementary subscription.
12. Any moneys for the time being belonging to the Association shall be paid into a current account with such Bank as the Council may determine and any such moneys as the Council may decide are not currently required to be available towards such expenses shall be placed on deposit account with such Bank or invested in such manner as the Council may decide.

13. Cheques, withdrawals and authorities drawn upon or addressed to such Bank shall be signed or made in accordance with instructions laid down by the Council.
14. In accordance with and subject to the terms of any resolution of the Council the Association shall have power to borrow.
15. The accounts of the Association shall be kept by the Secretary or such other officer as the Council may from time to time determine; they shall be audited annually by [Chartered Accountants nominated by the Council]; and such accounts after audit shall be presented to the Council for approval and if approved signed as a record of such approval by the Chairman and Secretary.
16. The Council may by a majority resolve that the Association be dissolved. In the event of dissolution any funds then belonging to the Association shall be used (a) in payment or settlement of all debts or other sums for which the Association is or may be liable and (b) to divide any balance between the members in equal shares.

Procedure of the Council

- 17.1 Save as otherwise in the Rules provided the Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they may think fit.
- 17.2 The Council may delegate any of its powers to committees consisting of such member or members of the Council as it shall decide; any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Council.

- 17.3 The Council may from time to time make rules governing grievance procedure and other matters relating to the role of the Association as an Employers' Association and such rules when published shall automatically be binding on the Banks.

Complaint Procedure

18. Any complaint by any member with regard to any breach of the Constitution of the Association or its rules, or by the Council, or by the Secretary, or by any other officer of the Association, shall be brought before the Council and such member shall state by its representative in person the grounds of such complaint which the Secretary or any other officer concerned shall be given the opportunity to answer: and the Council shall record its decision upon such complaint and take any such remedial action as in the light of such decision justice may require.

Amendment of Objects or Rules

19. The objects of the Association or any of them or all or any of the Rules may be altered (whether by the repeal or amendment of any of them or the addition or substitution of any new object or rule) by a resolution of the Council passed by a majority of not less than three quarters of the votes given on the resolution.