

Rules for Standing Committees

1. These rules are framed to give effect to the provisions of Clause 11.6 of the Memorandum and Articles of Association of UCCI to which they are annexed.
2. **Setting up a Standing Committee (SC)**
 - 2.1. When a programme so requires, the Executive Committee (EC) may decide to set up a Standing Committee,
 - 2.2. The EC shall provide a clear written statement of the aims, objectives, and scope for the SC.
 - 2.3. The EC shall define the term of the SC at the time of the formation of the SC. A term of not less than three years and not more than ten years should be set.
3. **Composition of the SC:** An SC shall comprise persons as under:
 - 3.1. A Chairperson; and
 - 3.2. Six members in addition to the Chairperson.
 - 3.3. A Vice Chairperson to be selected from amongst the six members.
 - 3.4. Where the SC has been set up for a project with a major donor, a representative appointed by the donor will be included as an additional (eighth) member.
 - 3.5. All appointments to an SC shall be made by the EC.
 - 3.6. Vacancies caused for any reason whatsoever shall be dealt with in accordance with the constitution of UCCI.
4. **The term of the SC and its members:**
 - 4.1. The term of an SC shall be as fixed by the EC at the time when the SC was set up. The term may be extended, if so required, by the EC.
 - 4.2. The term of the Chairperson of an SC shall be three years, which can be extended for one more term of three years.
 - 4.3. Where the tenure of the SC is three years, the same persons shall serve on the SC.
 - 4.4. For SCs with a tenure longer than three years, two of the members shall retire by rotation every year. In the initial period of the Chairperson of the Standing Committee shall name two members who will have a tenure of one year and two with a tenure of two years.
 - 4.5. No person, other than a donor representative if applicable, shall serve for more than two terms on an SC.

5. Operation of the SC :

- 5.1. The SC shall operate only within the aims, objectives and scope as provided to it by the EC.
- 5.2. The SC shall have full autonomy for operations and shall work independently.
- 5.3. The SC shall have control over its own budgets, income and expenditure and shall have separately identifiable books of accounts. The SC shall follow the accounting policies of UCCI.
- 5.4. The SC shall be governed by the constitution documents and the codes of conduct of UCCI.
- 5.5. The SC shall meet at suitable intervals, at least once in a quarter & maintain a record of such meetings.
- 5.6. The SC shall follow good committee, office and financial practice, as followed by the EC, in the conduct of its work.

6. Operating relationship between UCCI / EC and SC :

- 6.1. At the commencement of each year, the SC shall provide the EC with its proposed annual plan and budget.
- 6.2. The SC shall submit a written report to the EC at least once a quarter and an oral report at each EC meeting covering the progress made on its aims and objectives and a financial report.
- 6.3. Once a year, co-terminus with the UCCI financial year, the SC will provide a complete annual report.
- 6.4. The accounts of the SC shall be consolidated within the UCCI accounts.
- 6.5. Unless approved otherwise by the EC:
 - 6.5.1. UCCI staff shall assist the SC in maintenance of separate books of accounts.
 - 6.5.2. Accounts should be identifiable and should be operated by Standing Committee members.
- 6.6. The EC may advise the SC on all matters and the SC shall consider such advice while making its final decision.

Code of Conduct for UCCI

1. General:

- 1.1. The principles underlying this code of conduct are:
 - 1.1.1. the aims and objectives of UCCI as laid down under the Memorandum & Articles of Association;
 - 1.1.2. compliance with the letter and spirit of all laws of the land;
 - 1.1.3. upholding high standards of business ethics, integrity and transparency;
 - 1.1.4. common human values and acceptable standards of social behaviour; and
 - 1.1.5. the principles of fairness and natural justice.
- 1.2. This Code contains general principles and cannot anticipate all possible circumstances. Should questions arise related to the application of this Code, Members should consult the Constitution Sub-committee of UCCI whose interpretation on all matters shall be final.

2. Definitions:

- 2.1. “Members” includes the body corporate that is a member of UCCI, its nominated representatives, and all members of its staff.
- 2.2. “Office Holders” means all persons, whether Members or not, who
 - 2.2.1. are members of the Executive Committee of UCCI; or
 - 2.2.2. are members of any sub-committees of UCCI; or
 - 2.2.3. have been assigned specific tasks by UCCI; or
 - 2.2.4. are Members and have been presidents of UCCI in the past.
- 2.3. “Office Bearers” means the President, Senior Vice President, Vice President, Honorary Secretary and Honorary Treasurer of UCCI.
- 2.4. “Foundation Documents” means the Memorandum and Articles of Association and this Code of Conduct as amended from time to time.
- 2.5. “Code of Conduct Committee (CCC)” means the committee as constituted under section 12.9 of the Memorandum & Articles of Association of UCCI.
- 2.6. “UCCI Computer Systems” means items such as but not limited to computers, servers, websites, voting systems, internet and intranet networks, mobile phones etc. owned and operated by UCCI or provided by contractors to for UCCI's use.

3. Code of conduct for members:

- 3.1. All members of UCCI shall, at all times:

- 3.1.1. Protect the interests of UCCI. If they become aware of events or activities that may harm the interests of UCCI, inform any one of the UCCI Office Bearers.
- 3.1.2. In their dealings with UCCI comply with all laws of the land in letter and in spirit.
- 3.1.3. Comply with the requirements of the Foundation Documents of UCCI.
- 3.1.4. Ensure that all information provided by them to UCCI is accurate and true at the time it is provided.
- 3.1.5. Use the UCCI facilities with due care and act in a manner that preserves its assets.
- 3.1.6. Treat all other Members and UCCI staff with courtesy and respect including when expressing their opinions or disagreements in any matter.
- 3.1.7. Ensure that any business dealings with UCCI are done in a fair and transparent manner. If called upon to enter into a contract with UCCI, (e.g. by a request for quotation), declare that they are Members of UCCI.
- 3.1.8. Use the UCCI computer systems for the purpose for which they are intended.

3.2. Members shall not:

- 3.2.1. Act in a manner that competes with the aims of UCCI.
- 3.2.2. Use the UCCI name or logo in any context to gain any advantage.
- 3.2.3. Give or receive gifts or commissions for any supplies / work related to UCCI.
- 3.2.4. Propagate or discriminate with any person on the basis of their religion, caste, gender, sexual orientation or political disposition.
- 3.2.5. Unless expressly permitted by Office Bearers, interact with members of UCCI staff other than through members of the Executive Committee or the Office Bearers of UCCI.
- 3.2.6. Unless expressly permitted to do so by Office Bearers, write or message or issue statements or purport to act on behalf of UCCI.
- 3.2.7. Act in a manner that brings the name of UCCI into disrepute.
- 3.2.8. Hack or attempt to hack or cause the UCCI Computer Systems to be hacked for any reason whatsoever.
- 3.2.9. Use the UCCI Computer Systems for inappropriate or illegal uses such as sedition, supporting of terrorism, pornography etc.

4. Code of Conduct for Office Holders:

- 4.1. In addition to the items listed for Members, Office Holders shall:

- 4.1.1. Keep all matters relating to discussions and deliberations that are known to them as a part of their role as Office Holders completely confidential and not disclose such matters to any third party including other Members.
- 4.1.2. Have a full and competent knowledge of the Foundation Documents and uphold the Foundation Documents and comply with them faithfully at all time.
- 4.1.3. Perform their appointed tasks with the required diligence and to the best of their ability, knowledge and judgement without favour or prejudice.
- 4.1.4. Keep the interests of UCCI above their personal interests.
- 4.1.5. Declare their commercial interests or conflict of interest in any matters where such interest or conflict arises.
- 4.1.6. Neither use unparliamentary language nor permit it to be used in the conduct of the business of UCCI, whether in meetings or in dealing with the staff of UCCI.
- 4.1.7. Debate freely, express their points of view and listen carefully to others when discussing any matters relating to their role. Once a decision is reached, even if such decision is contrary to the views expressed by them, actively support its implementation.

4.2. Office Holders shall not:

- 4.2.1. Compromise UCCI interests or utilise their office in UCCI for their personal gain.
- 4.2.2. Participate in any discussions / decision making process where they have a direct or indirect commercial interest in the matter.
- 4.2.3. Issue any public or press or media statements on any matter unless authorised to do so by the President of UCCI. Only the President is authorised to issue public statements.
- 4.2.4. Exhibit or express any prejudice on the basis of religion, caste, gender, sexual orientation or political disposition.

5. Code of conduct for Office Bearers

- 5.1. In addition to the items listed for Members and Office Holders, all Office Bearers shall:
 - 5.1.1. Within ten days of assuming office, sign an undertaking confirming that they have read and understood the Foundation Documents.
 - 5.1.2. Try and attend, physically or virtually, as many of the committee meetings as is practical and where it is not practical, seek leave of absence from the chairman of the meeting.
 - 5.1.3. Act promptly to protect the interests of UCCI on any matters or events which in their opinion would be a breach of legal,

regulatory or statutory provisions that apply to UCCI.

5.1.4. Act promptly on any matters or events which may be a breach of the Foundation Documents of UCCI.

5.1.5. Disclose and cause a full disclosure of all financial transactions between UCCI and its constituent entities (e.g. trusts, subsidiaries and the like) and Members where such transactions exceed a sum of Rs One Lakh in aggregate in any year.

5.2. Office Bearers shall not:

5.2.1. Engage with or be influenced by contractors or potential contractors in a manner that compromises their ability to make impartial judgements in the best interest of UCCI.

5.2.2. Use nor permit any assets of UCCI to be used for personal, political or religious purposes.

6. Breach of this Code and consequences of breach

6.1. Any Member or Office Holder or Office Bearer or member of UCCI staff may identify any action or actions as comprising a breach of this Code and make a complaint in writing to the Patron (ex-officio Chairman of the CCC).

6.2. The CCC, promptly upon receipt of such complaint, take appropriate action on the complaint. In every case, the CCC shall send a copy of the complaint, without disclosing the name of the complainant if it deems this necessary, to the Member / Members against whom the complaint was made.

6.3. If a breach is capable of remedy, the Member, upon receiving a copy of the complaint, shall within ten working days, remedy the breach to the satisfaction of the CCC. Papers relating such action shall form the part of the Member's membership record.

6.4. If a breach is not capable of remedy, the CCC shall, while following the norms of natural justice, investigate the matter including hearing the individual and member concerned. If upon investigation:

6.4.1. the charges are not sustained, the matter shall be closed in writing by the CCC with a letter of apology to the concerned member and a letter of reprimand to the complainant.

6.4.2. the charges are established, the CCC shall accord an appropriate disciplinary action as defined in Clause 6.6 or 6.8 below.

6.4.3. The CCC, when deciding the punishment shall keep in mind that the punishment is proportional to the materiality / seriousness of the breach and the extent of harm caused by the breach.

6.4.4. The decision of the CCC shall be final and binding on all parties.

- 6.5. If a Member repeatedly breaches this Code of Conduct, each such repetition shall be treated as successive increase in the materiality / seriousness of the breach.
- 6.6. Gross misconduct: Gross misconduct for example fraud, embezzlement, sexual harassment of staff or other member* and actions that are covered by the Indian Penal Code shall be construed as gross misconduct. In the case of gross misconduct, once the CCC is satisfied about prima facie facts of the matter and without recourse to the Member or individual:
 - 6.6.1. The individual shall forthwith cease to be the nominee of the member organisation; or
 - 6.6.2. if the individual is the promoter of one or more member organisations, the membership of all such organisation shall be forthwith terminated.

If the membership of an organisation is terminated for gross misconduct, then any organisation related directly or indirectly to the individual shall be barred from seeking membership of UCCI for ten years.
- 6.7. Actions by the CCC in any matter of breach of this code of conduct shall be without prejudice to any legal action that UCCI or other affected parties may have under the laws of the land.
- 6.8. Types of disciplinary actions that the CCC takes may include one or more of the following:
 - 6.8.1. Getting a written or public apology from the member
 - 6.8.2. Issuing a reprimand in writing
 - 6.8.3. Issuing a warning or a final warning in writing
 - 6.8.4. Temporarily suspending membership
 - 6.8.5. Immediate termination of office as per the provisions of the Foundation Documents in case of an Office Holder or Office Bearer.
 - 6.8.6. Immediate termination of membership of UCCI as per the provisions of the Foundation Documents.
 - 6.8.7. Any other action the CCC deems fit.
- 6.9. The Code of Conduct Committee is the sole arbiter on matters relating to the breach of this Code of Conduct and its decisions shall be final and binding on all matters relating to it.

* Necessary to protect the victim where sexual harassment is alleged or where there is a perceived threat to the complainant.

Code of Conduct for Elections

1. General principles underlying this Code of Conduct for Elections:

1.1. Any election, although the bedrock the democratic process, is adversarial. A body such as UCCI that works for the betterment of industry and business, while adopting this democratic process, cannot succeed if adversarial positions remain in its day-to-day working. It is therefore important that

1.1.1. being election adversaries does not cause personal and organisational discord;

1.1.2. the period of competition is limited only from the beginning of the election to its end;

1.1.3. any competitive and adversary positions end at the end of the election; and

1.1.4. the key democratic principle that the minority accepts the decision of the majority is maintained at all times.

1.2. Other important principles underlying this Code of Conduct are:

1.2.1. the aims and objectives of UCCI as laid down under the Memorandum & Articles of Association;

1.2.2. the Election Rules applicable from time to time under the Memorandum & Articles of Association;

1.2.3. the Code of Conduct for UCCI;

1.2.4. compliance with the letter and spirit of all laws of the land;

1.2.5. upholding high standards of business ethics, integrity and transparency;

1.2.6. common human values and acceptable standards of social behaviour; and

1.2.7. the principles of fairness and natural justice.

1.3. This Code contains general principles and cannot anticipate all possible circumstances. Should questions arise related to the application of this Code, Members or the Returning Officer should consult the Constitution Sub-committee of UCCI whose interpretation on all matters shall be final.

1.4. In case of any conflict between the Code of Conduct for UCCI and this election code, the former shall hold.

2. Definitions:

2.1. "Candidate" means any nominee of a member who has filed a nomination

form, whether or not the form is found valid or is later withdrawn.

- 2.2. “Constitution Sub-Committee (CSC)” means the UCCI sub-committee under the chairmanship of the Patron of UCCI duly constituted under the Memorandum and Articles of Association.
- 2.3. “Code of Conduct Committee (CCC)” means the committee as constituted under section 14.1 of the Memorandum & Articles of Association of UCCI.
- 2.4. “Election Period” means the time duration between the announcement of the election and Seven working days after the declaration of the election results.
- 2.5. “Election Rules” means the regulations framed under the Memorandum & Articles of Association of UCCI that govern the conduct of the elections for Office Bearers and members of the Executive Committee of UCCI.
- 2.6. “Foundation Documents” means the Memorandum and Articles of Association, the Election Rules of UCCI, the Code of Conduct for UCCI and this Code of Conduct for Elections as amended from time to time.
- 2.7. “Members” includes the body corporate that is a member of UCCI, its nominated representatives, and all persons acting on its behalf.
- 2.8. “Office Bearers” means the President, Senior Vice President, Vice President, Honorary Secretary and Honorary Treasurer of UCCI.
- 2.9. “Office Holders” means all persons, whether Members or not, who
 - 2.9.1 are members of the Executive Committee of UCCI; or
 - 2.9.2 are members of any sub-committees of UCCI; or
 - 2.9.3 have been assigned specific tasks by UCCI; or
 - 2.9.4 are Members and have been presidents of UCCI in the past.
- 2.2 “Person on Election Duty” means one or more persons to whom the Returning Officer has assigned specific tasks relating to the conduct of the elections.
- 2.3 “Returning Officer” means the person so appointed to conduct the elections.
- 2.4 “UCCI Computer Systems” means items such as but not limited to computers, servers, websites, voting systems, internet and intranet networks, mobile phones etc. owned and operated by UCCI or provided by contractors for UCCI's use.

3. Conduct during election campaigns:

- 3.1. The Code of Conduct for UCCI shall continue to apply during the Election Period.

- 3.2. No Member or Candidate shall indulge in, nor shall cause or abet any activity, which may aggravate any differences or create mutual hatred or cause unhealthy tension amongst the Members.
- 3.3. Criticism of candidates, when made by Members or Candidates, shall be confined to the candidate's policies, programs, past record and work in industry and / or with UCCI or other trade bodies. Members or Candidates shall not criticise other candidates personally, or on aspects of their private life, or aspects not connected with their public or professional activities etc.
- 3.4. No one shall use un-parliamentary language or indulge in or cause or abet any corrupt practice such as but not limited to intimidation, enticement, impersonation etc. for influencing voters in their favour.
- 3.5. No Member of Candidate shall use the UCCI logo or official stationery or letterhead for the purpose of their election campaign. Members authorised to use the logo, e.g. Office Bearers, shall also not do so for their election campaigns.
- 3.6. No Member or Candidate shall distribute or display any propaganda material such as posters, pamphlets, letters of appeal, hoardings etc. in public places or in print.
- 3.7. No Member shall make any false or misleading declarations in their nomination forms and shall provide complete, accurate and up-to-date details sought in the form.

4. Conduct on the day of election

4.1. In case of physical elections:

- 4.1.1. All Members and Candidates shall comply with the directions of Returning Officer and other Persons on Election Duty to ensure peaceful and orderly polling.
- 4.1.2. All Candidates and Members supporting them shall ensure complete freedom to all voters to exercise their franchise without being subjected to any annoyance, obstruction, threat etc.
- 4.1.3. No Member or Candidate shall interfere in any manner whatsoever with the working of the Returning Officer and Persons on Election Duty.
- 4.1.4. Candidates and Members supporting them shall ensure that except for legitimate voters or persons on election duty, no one enters the polling booths.
- 4.1.5. Candidates and Members shall maintain decorum befitting an organisation such as UCCI during the voting process.

4.2. Additional points in case of elections conducted by electronic means:

- 4.2.1. Office Bearers shall ensure that electronic voting is carried out by an independent external contractor that is able to guarantee that the process shall be carried out in accordance with the Foundation Documents.
- 4.2.2. No one supporting a Candidate shall gather two or more legitimate voters in one place during the polling time for the purpose of influencing their vote.
- 4.2.3. No one shall access or attempt to access members of staff or sub-contractors or owners of any external contractor engaged in the election process with a view to influence the voting process in any manner whatsoever.
- 4.2.4. No Candidate or Member supporting candidates shall attempt to hack or gain unauthorised access to the voting systems or prevent legitimate voters from accessing the elections systems during the voting period.

5. Breach of this Code and consequences of breach

- 5.1. Any Member or Office Holder or Office Bearer or member of UCCI staff or the Returning Officer or Person on Election Duty may identify any action or actions that they consider to be comprising a breach of this Code and make a complaint orally or in writing by any means e.g. email, text message or email or other electronic media to the Returning Office and the Patron (ex-officio Chairman of the CCC) during the Election Period.
- 5.2. In all cases, the complainant(s) must identify themselves clearly and in case they seek anonymity, a request for anonymity clearly giving reasons for seeking anonymity should be included in the written complaint.
- 5.3. Authority for investigation and action on complaints:
 - 5.3.1. All complaints that relate solely to an alleged breach of the Election Rules or this Code of Conduct shall be under the purview of the Returning Officer who shall have sole responsibility to investigate the matter and decide any appropriate action.
 - 5.3.2. All complaints that relate solely to an alleged breach of the Code of Conduct for UCCI, including alleged breaches during the Election Period, shall be dealt by the CCC as specified by the said Code of Conduct for UCCI.
 - 5.3.3. Where the complaint relates to alleged breaches of both the Election Rules / this Code of Conduct for Elections and the Code of Conduct for UCCI, the matter relating to the Election Rules / this Code of Conduct shall be first dealt with by the Returning Officer. The Returning Officer shall then submit his findings and decisions in writing to the CCC. As the next step, the CCC shall act

on the complaint in the manner specified under the Code of Conduct for UCCI.

- 5.4. If a breach is capable of remedy within the Election Period, the Candidate or Member, upon receiving a copy of the complaint, shall promptly remedy the breach to the satisfaction of the Returning Officer.
- 5.5. If a breach is not capable of remedy within the Election Period in a manner that the integrity of the election process is not compromised, the Returning Officer shall, while following the norms of natural justice, investigate the matter including viewing circumstantial evidence and hearing the Candidate / Member concerned, if needed even on voice or video calls.
- 5.6. In all matters relating to alleged breaches of this Code of Conduct for Elections, speed shall be of the essence.
- 5.7. If upon investigation:
 - 5.7.1. the charges are not sustained, the matter shall be closed in writing by the Returning Officer.
 - 5.7.2. the charges are established, the Returning Officer shall take appropriate action as defined in Clause 5.9 below.
 - 5.7.3. The Returning Officer, when deciding the action shall keep in mind that any disciplinary action is proportional to the materiality / seriousness of the breach and to the extent of harm caused by the breach.
- 5.8. The decision of the Returning Officer shall be final and binding on all parties.
- 5.9. Types of action that the Returning Officer may take include the following:
 - 5.9.1. Asking the Member / Candidate to make a written and / or public apology.
 - 5.9.2. Disqualification of the nomination form of the Candidate.
 - 5.9.3. Removal of the name of the Candidate from the ballot paper.
 - 5.9.4. Disqualification of all votes cast in favour of the Candidate.
 - 5.9.5. Reversing a declared result.
 - 5.9.6. Disqualifying the Candidate from contesting elections for a period of up to five years.
- 5.10. If a Candidate has been declared elected and the disciplinary action proposed against the Candidate are disqualification of all votes cast for the Candidate, the person with the next highest number of votes shall be declared elected.

- 5.11. The Returning Officer is the sole arbiter on matters relating to the breach of this Code of Conduct and his decisions shall be final and binding on all parties.
- 5.12. Actions by the Returning Officer in any matter of breaches of this Code of Conduct shall be without prejudice to any legal action that UCCI or other affected parties may have under the laws of the land.
- 5.13. For all complaints, whether sustained or not, the Returning Officer shall send a complete report to the Patron in his capacity as the Chairman of the CCC.
- 5.14. Where the CCC also takes action under the Code of Conduct for UCCI, it shall take cognizance only of the investigations carried out by the Returning Officer. The CCC, when taking any disciplinary action shall act solely under the Code of Conduct of UCCI regardless of any action(s) taken by the Returning Officer which shall have no bearing on the CCC disciplinary action(s).

प्रभाव : उपरोक्त संशोधित विधान दिनांक 13/06/2022 को वार्षिक साधारण सभा की आहूत बैठक में सर्वानुमति से पारित किया गया एवं दिनांक 13/06/2022 से ही प्रभावी होगा व इस संशोधित विधान से पुरानी कार्यवाही पर प्रतिकूल प्रभाव नहीं होगा।

संविधान संशोधन समिति के सदस्य

अरविन्द सिंघल चेयरमैन	वीरेन्द्र सिरिया को-चेयरमैन	बी.एच. बापना सदस्य	पी.एस. तलेसरा सदस्य
श्वेता दुबे सदस्या	दिलीप तलेसरा सदस्य	देवेन्द्र सोमानी सदस्य	