



*HYDERABAD SOFTWARE ENTERPRISES
ASSOCIATION (HYSEA)
Hyderabad, Telangana, India*

Bye Laws



BYE-LAWS OF HYSEA

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PREAMBLE

The Department of Electronics started Software Technology Park in Hyderabad with exclusive object to promote Software Exporters in July 1991. The participants of Software Technology Park Hyderabad had met on 28th August 1991 and decided to form an association of all users of the Technology Park as HYDERABAD SOFTWARE EXPORTERS ASSOCIATION, acronym as "HYSEA": Society Registration No.3992 Of 1991 which was later renamed on 23rd October 2009 as **ITsAndhra Pradesh (Information Technology and Services Industry Association of Andhra Pradesh - acronym ITsAP):Registration No. SOC-3/2059/09** and as per the **Government Memo. No. 31875/REgn.II (2)/09-2**, dated 15.09.2009. The general body of members of our association, in its extraordinary AGM has resolved to change the name of the society as Hyderabad Software Enterprises Association acronym as HYSEA, vide resolution No.2 of the EGM, confirming the change of name of the association. The same has been approved by registrar of societies with effect from **24.04.2015 via Reg.No 3992/1991 C.C.No 289/2015**.



1. NAME OF THE ASSOCIATION:

The name of the association shall be **'Hyderabad Software Enterprises Association' Acronym HYSEA**. It will be a professional organization, which will be, not for profit in character.

2. LOCATION OF OFFICE:

The permanent office of the association shall be located at 1st Floor, TSIC - IALA Building, Beside Madhapur Fire station, Road No: 4, Cyberabad Zone, Hitec City, Phase-II, Madhapur, Hyderabad - 500081.

3. AIMS AND OBJECTS:

The aims and objects of HYSEA shall be:

- The mission of the Association shall be to promote co-operation and good business practices among the members and represent as an entity to the public, private and other institutions in resolving the problems affecting the members' business interests.
- In the furtherance of the above mission, the Association shall pursue the following objectives:
 - a. Promoting co-operation among members for development of good business ethics.
 - b. To work with the government in policy formulation and create a conducive business environment for IT/ITES companies
 - c. Creating awareness about available business opportunities among member companies and extend necessary support in this regard by collaborating with other Industry and Trade bodies.
 - d. To collect and distribute Technical, financial and other information affecting the software Development and Export business to its members.
 - e. To present the common cause matters affecting the interest of its members to private, public & other institutions and agencies.
 - f. To undertake any other activities which would further the above objectives.

4. DEFINITIONS

In these Bye-laws unless the context requires otherwise:

- a) **Act** means Telangana Societies Registration Act, 2001.
- b) **AGM** means Annual General Body Meeting.



- c) **Associate** means an employee of a Member Company
- d) **Bye-Laws** mean the Laws enacted by the Association.
- e) **Default** means an act or omission contrary to these bye-laws, nonpayment of dues to the Association for a period of '2' consecutive years and above or act in a manner prejudicial to the interest of Association or fail to comply with the decisions of the General Body meeting.
- f) **EGM** means Extraordinary General Body Meeting.
- g) **EXCOM** means the Executive Committee of the Association which comprises the office bearers of the Association namely the President, Vice-President, Secretary, Joint Secretary and the Treasurer. EXCOM is a part of the MC.
- h) **HYSEA** means "Hyderabad Software Enterprises Association" registered under the Telangana Societies Registration Act.
- i) **Management Committee (MC)** means the Committee to whom the management of the affairs of the association is entrusted by the bye-laws.
- j) **Member** means an organization that has applied for membership and has been admitted.
- k) **Membership Fees** means the annual fees payable by a member to HYSEA.
- l) **Nominee** means an associate of a Member Company who is authorized to become part of the MC / EXCOM.
- m) **Secretariat:** This refers to HYSEA Secretariat.
- n) **Special Resolution:** A resolution passed by at least two-thirds of the members present and voting in a meeting.

(note: In this document, the words "he", "his", "him" are gender neutral and represent both genders)

5. MEMBERSHIP

There will be three categories of members – Ordinary Members, Associate Members and Patrons.



5.1 Ordinary Members

a) Eligibility

All organizations engaged in Software Development/IT Enabled Services located in the state of Telangana shall be eligible to become ordinary members of the association. These could be companies in the Products / Services business, exporters or domestic business, startups / established companies, GICs etc.

b) Admission

Any organization desirous of becoming a member shall fill in the prescribed application form. The application shall be reviewed and approved/rejected by the EXCOM and communicated to the MC. The final decision to either approve or reject the application rests with the MC.

Every Ordinary Member shall pay a one-time admission fee of Rs. 5,000/- + Applicable Service Tax at the time of joining the association and an annual membership fee as decided by the MC. This membership fee is dependent on the members' turnover in the previous year. The membership Fee shall be payable before April 30th of every year, for ensuing twelve months (April – March). The various categories of members and their Voting Rights as approved by the general body are as follows:

Sl.No	Category of Company	Criteria (Turnover Range in Rs.)	Votes
1	Micro	<= 1 Crore	1
2	Small	> 1 Cr and <= 10 Cr	1
3	Medium	> 10 Cr and <= 25 Cr	2
4	Medium-Large	> 25 Cr and <= 100 Cr	3
5	Large	> 100 Crores	5

The management committee can periodically review and revise the membership fees and Voting Rights which needs to be approved / ratified by the General Body.

c) Withdrawal

Any member can voluntarily withdraw from the membership of the Association. There wouldn't be any refund of fees for withdrawals in the middle of the year. Membership of any member not paying annual fees for two consecutive years stands withdrawn.

d) Termination



The MC has the power to terminate the membership of any member indulging in activities detrimental to the association. A rigorous process would be followed to terminate the membership. This would include an opportunity to the member to present its case. There wouldn't be any refund of fees for termination of membership.

5.2 Associate Members

Associate Members are those companies / organizations / institutions that are not eligible to become **Ordinary Member** of the Association but are part of the IT ecosystem. These could include Educational Institutions, IT Parks, Training Organizations, Internet / Telecom Service Providers etc. The final decision to either approve or reject the application of a company desirous to become an Associate Member rests with the MC.

Apart from a one-time registration fee of Rs. 5,000, the basic annual membership fee for this category will be Rs. 25,000. Membership of any member not paying annual fees stands withdrawn. Associate Members will not have any voting rights. These members can attend all events organized by the Association except the AGM / EGM.

5.3 Patrons

HYSEA will have a special category of membership for Patrons. It will be by invitation from President with a formal approval of the Managing Committee. At any given time, there will be not more than five Patron members. The fee for this category of membership will be a one-time payment of Rs. 20 Lakhs. This membership will be valid for three years.

A Patron will have the same Voting Rights as the highest category member i.e. "Large".

6. OBLIGATIONS OF MEMBERS

Each Member is obligated to:

- support the Association's goals
- respect the Constitution and By-Laws
- upon volunteering to assist the Association, such as through participation in a Committee, meet the responsibilities associated with such action
- pay the membership fee when due



- Inform the Association of change in category of the member

7. GENERAL BODY

The General Body, shall not interfere with the powers of the Management Committee or the Executive Committee in respect of matters delegated to them in the byelaws. However, the final authority in all matters relating to the administration of the Association shall vest in the General Body.

8. FUNDS

The main source for funds of the association is the membership fees paid by the members of the association. The Funds and the interest earned shall be spent only for the attainment of the objectives of the Association and no portion there of shall be paid or transferred directly or indirectly to any of the members through any means.

- a) Any extra funds with the association shall be invested only in Fixed Deposits with such Scheduled or Commercial Banks as the MC may decide.
- b) The EXCOM members will operate the bank accounts with any two office bearers signing the cheque jointly. However, for any amount greater than Rs. 1 lakh, either of the President / Secretary shall be one of the signatories.
- c) The Treasurer and the President are responsible for overall finance and it is their duty to ensure that all amounts spent are in accordance with the approved budget and authorized expenditure for unplanned activities is within the financial powers defined in Annexure A.
- d) An internal audit may be ordered by the EXCOM once in six months and a compulsory external audit through a qualified person once a year within two months after the end of the financial year. The General Body shall appoint auditors of the Association.
- e) The Financial year of the association shall be from 1st April to 31st March of the succeeding year.

9. MANAGEMENT

- a) The management of the affairs of the Association shall rest in the Management Committee (MC) consisting of fifteen persons (15) comprising of the following:



- Five office bearers (President, Vice-President, General Secretary, Joint Secretary and Treasurer) who will be elected in the AGM
 - Five non-office bearers who will be elected in the AGM. If there are insufficient candidates willing to contest the elections, the EXCOM has the power to fill in the vacancies through the co-option route.
 - Five nominees who will be co-opted by the EXCOM. Candidates who get defeated in an election shall not be co-opted into the MC.
- b) If any member of the EXCOM resigns / his company ceases to be a member of the association, the remaining members of the EXCOM can nominate any elected MC person to the vacant position till the next AGM. Elections to the vacant position would be held during the AGM. If three or more positions become vacant, a EGM would be called to elect new persons to the vacant positions in the EXCOM.
- c) Similarly, if any member of the MC resigns / his company ceases to be a member of the association, the EXCOM can co-opt a suitable person to the MC.
- d) If any member of the EXCOM / MC changes his organization, he immediately ceases to be a part of the EXCOM / MC. Any co-opted MC person can be removed by the EXCOM.
- e) From the year 2018-19 onwards, the EXCOM and five persons of the MC shall be elected by the General Body as and when elections are conducted. The General Body shall elect five persons to the EXCOM and the EXCOM will decide among itself the various office bearers. Any change in the Office Bearers requires the approval of the MC.

10. TERM OF THE MANAGEMENT COMMITTEE

- a) The term of the Management Committee shall be for a period of two years from the time of assumption of office or until such period the next elections are held, and the elected body assumes charge of the management of the Association whichever is later.
- b) Any member of the Management Committee may at any time resign from the MC by sending a letter of resignation to the President of the Association. But such resignation shall take effect only from the date on, which the Executive Committee accepts the resignation. The Executive Committee may fill up the vacancies created due to resignations. The term of the new MC members will also end at the expiry of the term of the committee.

11. GENERAL BODY MEETING



- a) The General Body will meet within three months after closing of financial year. The meetings will be called Annual General Body Meetings. Such Meetings shall be presided by the President and in his absence by the Vice-President. Or in case of any vacancy or non-availability of the president or Vice-President, then one of the members elected by the General Body shall preside over the meeting.
- b) The meetings of General Body are convened at least once a year or often if necessary, by the President.
- c) At every alternative Annual General Body Meeting, the members shall elect the Executive Committee starting with the year 2018.
- d) The annual report for the previous year shall be approved at Annual General Body Meeting. The budget for the ensuing year shall be approved at the AGM.
- e) The Annual General Body Meeting shall appoint Auditors each year for audit of accounts of the Association.
- f) The Annual General Body Meeting shall be convened after giving '21' days clear notice of the proposed meeting to be held.
- g) The quorum for AGM/EGM shall be 20% of the strength of the members or 50 which is lower. If the quorum is not present within 30 minutes of the scheduled time, the meeting stands adjourned by 30 minutes and members present shall constitute the quorum.
- h) The President shall call an Extraordinary General Body (EGM) meeting on the written requisition of at least 20% of the members within a month after the receipt of the requisition. The written request for the EGM shall clearly indicate the reasons for requisitioning the EGM. The EGM shall be called after giving at least 15 days' notice to members. The same quorum rules as applicable to the AGM shall apply to the EGM.
- i) The President can call an extraordinary General Body Meeting giving '7' days clear notice. Generally, the President will be the Chairman of all meetings. However, 15 days notice is required to amend the byelaws or Memorandum of the Association.
- j) There shall be an agenda communicated for every meeting and the Association shall maintain the minutes of the meetings, which shall be signed by the presiding officer of that meeting.



- k) The President or in his absence, the Vice-President shall preside at all meetings of the General Body, the EXCOM and MC. No EXCOM or MC member including the President or Vice-President shall be present at a meeting when a matter in which he is directly or indirectly interested, is being discussed.
- l) The General Secretary shall be responsible for sending notice of the Annual General Body meeting to every member, at least 21 days in advance, enclosing the details of Day, Date, Venue, Timing and agenda of the Meeting. A copy of the audited financials of the previous year and proposals for the current year shall also be forwarded.
- m) Each Paid Member has voting rights as per its category as defined in **section 5 - Membership**. Members who have outstanding membership dues will not be eligible to vote. All outstanding issues will be decided by voting as directed by the Presiding Officer of the Meeting.
- n) The General Secretary shall maintain an up to date list of the members qualified to vote in the meeting.

o) Amendment of Memorandum:

By a special resolution, the association can alter the Memorandum with respect to:

- i. change of objects of the society ii] amalgamate itself with any other society iii] to divide itself into 2 or more societies. The alteration will take effect after receipt of certificate from the registrar of societies.
- ii. Amendments to byelaws by not less than 51% of votes polled will be sent to the registrar of societies for taking on record.

p) Voting:

The person(s) authorized to represent a member company will be communicated to the association while taking up membership. Any change in authorized person can be communicated to the HYSEA Secretariat through an email from a responsible person in the member company.

12. ELECTIONS

- a) All EXCOM members and five other persons of the MC will be elected by a secret ballot (in General Body meeting) by the members of the Association. An individual can contest either to a position in the EXCOM or to the elected position in the



MC. He cannot contest to both positions simultaneously. At a later date, the option of using online polling will be explored.

- b) Eligibility to become EXCOM / MC member: Any CXO level person of member companies / Center Heads / Site Leaders of global / domestic companies are eligible. In addition, only those persons who have been a MC Member of the Association are eligible to become a EXCOM Member. The nomination form should have a declaration that the company does not have any objection to its Associate contesting the elections. No employee / associate of an Associate Member is eligible to become a MC member.
- c) All the ballot papers polled either valid or invalid shall be preserved till next election to the EXCOM as proof in case of any dispute.
- d) The top five candidates (from those contesting for positions in the EXCOM) who have polled the highest votes will be elected to the EXCOM. The EXCOM will select among themselves the office bearers namely, President, Vice-President, General Secretary, Joint Secretary and Treasurer. A person can be the President for only one term.
- e) The top five candidates (from those contesting for a non-office bearer position in the MC) who have polled the highest votes will be elected to the MC.
- f) The balance five members of the Management Committee shall be co-opted by the EXCOM. No individual shall be elected to the EXCOM or be a member of the MC for more than 5 consecutive full terms. This provision will start in the year 2018 i.e. all prior membership of EXCOM / MC will not be considered.
- g) The Election for the Executive Committee and five members of the MC will be held once in '2' years and will be by a secret ballot. In case, the number of candidates is equal to or less than the required members, election may not be required. In all other cases, elections will be conducted.
- h) The General Secretary will prepare the list of voters and will be responsible for conducting the elections.
- i) Election notification will be announced at least one month before the election date.
- j) The outgoing EXCOM shall handover the charge and administration of the association within 15 days from the date of declaration of the new elected Body.
- k) The President of the outgoing committee shall authenticate the signatures of the new office bearers of the new committee for submission to the Registrar.
- l) Executive Committee should meet within a week of the AGM and announce the office bearers after discussing among themselves facilitated by the returning officer.
- m) Outgoing president and other office bearers will continue to hold their positions until a new set of office bearers is announced by the returning officer.
- n) The returning officer will be appointed by the MC prior to the election.
- o) The guidelines listed above will be revised / announced by the MC from time to time prior to each election.

- p) For a member company representative to be eligible to contest elections to MC, his / her company should have been an active member for a minimum period of one year. This is applicable only in case of election nomination. For MC / EC members who will be co-opted by EC, this constraint doesn't apply.
- q) ACTIVE members are those who paid their current annual membership subscription and have no dues.

13. MANAGEMENT COMMITTEE / EXCOM MEETING

- a) The MC/ EXCOM will attempt to meet at least once a month. The HYSEA Secretariat will call a meeting with prior approval of the President. The General Secretary shall maintain record of complete proceedings of the meeting in the minutes' book. If a member absents himself without valid reason, continuously for three meetings, he ceases to be a member of the committee. He can be reinstated only once, if the committee considers his written / email explanation satisfactory.
- b) **Quorum:** The quorum of the MC Meeting shall be 5 members while that of the EXCOM shall be 3 members.
- c) **Voting:** All matters before the committee shall be decided by a simple majority of the members present. Should there be an equality of votes, the President or other presiding member shall have a casting vote. No member of the committee shall be present at a meeting when any matter in which he is personally interested is being discussed.
- d) **Special Invitees to the MC Meetings:** The past presidents of the association are special invitees to the MC Meetings. On a need basis, the EXCOM can invite any person as a special invitee to the MC Meetings. The special invitees will not have any voting rights.

14. POWERS OF THE MANAGEMENT COMMITTEE

- a) The MC shall have the powers to appoint the requisite number of staff to the HYSEA Secretariat. The MC has the powers to terminate the services of HYSEA's employees.
- b) The MC can enter into an agreement of contract with outside agencies in exercise of their duties.
- c) The MC has the right to file court cases to protect the interest of the Association.
- d) The financial powers of the MC for unplanned activities are listed in **Annexure A.**
- e) The MC has powers to recommend the Annual Membership Fees and voting rights of various categories of members which needs to be tabled and approved/ratified by the Members.
- f) The MC may constitute sub-committees for managing different activities of the association with members from the MC and associates of member companies.

Even representatives of Associate Members can be a part of the sub-committees.

15. DUTIES OF THE MC / EXCOM

- a) The EXCOM is responsible for running an office for maintenance of records, accounts, correspondence and all day-to-day administration.
- b) Optimum utilization of funds and to ensure all expenditure is strictly in accordance with the decisions taken by General Body or as per the financial limits listed in Annexure A for unplanned activities.
- c) Maintenance of Accounts and periodical audits.
- d) Organize events beneficial to members.
- e) To ensure that any agreement with an external agency is reviewed and approved by the EXCOM and if necessary, by the MC.

16. SERVICE OF MEMBERS TO BE GRATUITOUS

The service of the members of the MC shall be gratuitous.

17. POWERS OF THE OFFICE BEARERS

The powers of the office bearers shall be as follows:

PRESIDENT

- a) The President shall exercise general control and supervision over the affairs of the Association and the work of its officers. He shall with the approval of the MC make arrangements for the safe custody of cash and other properties of the Association and frame suitable byelaws for this purpose. He shall also have power to appoint the employee of the HYSEA Secretariat as well as remove them and preside over the General Body, the MC, the EXCOM and appoint Conveners of sub-committees.
- b) The President shall exercise the powers delegated to him by the MC, and may, subject to the approval of the MC, delegate any of his power and duties to the Vice-President or in his absence to any of the EXCOM member for a specified period and may withdraw any power so delegated.
- c) He will assist the Treasurer in the preparation of financial statements, along with audit reports, which are to be presented at the General Body Meetings.
- d) The President in consultation with other members of the EXCOM identify those office bearers who would interact with the media (both electronic and press).



- e) The President shall represent HYSEA in any committee formed by the Government or in consultation with the EXCOM shall nominate any member of the MC to represent the association. The financial powers of the President for unplanned activities are listed in Annexure A.

VICE-PRESIDENT

The Vice-President shall assist the President in his day-to-day functions. Further, whenever the President is absent, the Vice-President shall exercise the powers and perform the duties of the President.

GENERAL SECRETARY

- a. He is the main administrative / executive officer of the Association. He is the custodian of all records, documents, files and correspondence of the Association. All Purchase Orders / Work Orders issued by the Association should be signed by the Senior most member of the Secretariat after requisite approvals are in place.
- b. He undertakes all correspondences on behalf of the Association. He is responsible for recording the proceedings, minutes of all meetings of the General Body, MC and the EXCOM.
- c. He is responsible for convening various meetings, ensuring adequate notice period, and issuing the approved agenda to members.
- d. He is required to oversee proper working and performance of duties by the staff and other employees of the Association.
- e. Implement decisions of the EXCOM, MC and General Body.

JOINT SECRETARY

The Joint Secretary shall assist the Secretary in his day-to-day functions. Further, whenever the Secretary is absent, the Joint Secretary shall exercise the powers and perform the duties of the Secretary.

TREASURER

- a) He shall be responsible for all financial aspects of the Association. He will maintain proper accounts of income and expenditure. Every transaction will have proper voucher / receipt authenticated by the treasurer.



- b) He shall be responsible for disbursing salaries to the employees and control expenditures as sanctioned by General Body, MC, EXCOM, General Secretary or the President.
- c) He is responsible for getting accounts audited and for preparation of annual financial statements after audit.
- d) He is responsible for safe custody of all financial documents like Cheque Books, Pass Books, FDRs, Account Books, Journals, Bank Accounts, Bank Statements, Financial agreements etc.

18. WINDING UP:

The Management Committee shall notify members of the Association at least one month in advance, regarding any proposal to dissolve the Association. The General Body shall decide on such proposal by two-third of votes polled. As the association is a non-profit organization, its members present shall have no personal interest in the property and other assets and on dissolution of the Association its assets shall go to a non-profit organization, with similar objectives to be decided by the General body.



ANNEXURE A

Financial powers of Office Bearers, EXCOM and MC for Unplanned Activities

S.No.	Office Bearer / Entity	Maximum amount per transaction (INR)
1	Treasurer	20,000
2	Secretary	30,000
3	President	50,000
4	EXCOM	10,00,000
5	MC	15,00,000