

# ARTICLES OF ASSOCIATION OF

## MALABAR HILL CLUB LIMITED

### CONSTITUTION OF THE CLUB

1. The Club is established for the purposes expressed in the Memorandum of Association.
2. The regulations for the management of the Club and for the observance thereof by the Members and their representatives shall subject to any exercise of the statutory powers of the Club in reference to the repeal or alteration of or addition to its regulations by Special Resolution, as prescribed or permitted by the Act, be such as are contained in these Articles.

**3. Effects of amendments in Companies Act.**

If by reason of any amendments in the Companies Act, 2013, any of these Articles or any provision thereof become inoperative or void such Articles or such provisions thereof shall be ipso facto on such amendments becoming effective be deemed to have been deleted, added to, altered or amended to the extent provided in such amendments of the Companies Act 2013.

**4. Act to override Memorandum, Articles etc.**

- (a) Save as otherwise expressly provided in the Act:-  
the provisions of the Act shall have effect notwithstanding anything to the contrary contained in the Memorandum or Articles of the Club, or in any agreement executed by it, or in any resolution passed by the Club in General Meeting or by its Committee whether the same be registered, executed or passed, as the case may be, before or after the commencement of the Act; and
- (b) any provision contained in the Memorandum, Articles, agreement or resolution aforesaid shall, to the extent to which it is repugnant to the provisions of the Act, become or be void as the case may be.

### INTERPRETATION

**5. Interpretation Clause.**

In the interpretation of these Articles the following expression shall have the following meaning unless there be something in the subject or context repugnant to the subject or context:-

“Body Corporate”	“Body Corporate” Shall mean a company or a body corporate or Corporation incorporated either in India or outside India under any law or regulation for the time being in force but shall not include co-operative society registered under any law relating to co-operative societies.”
“The Club” or “This Club” “Member”	“The Club” or “This Club” means “MALABAR HILL CLUB LIMITED”. “Member” includes Patron, Vice-Patron, Honorary Patron, Honorary Vice-Patron, Founder Member, Life Member, Ordinary Member, Honorary Member, Service Member, Associate Member, Temporary Member, Corporate Member and Sports Member.
“Executive Committee”	“The Executive Committee” or “The Committee” means the members for the time being of the Executive Committee or the Committee constituted as provided in these Articles.
“Member of the Committee or Committee Member”	“Member of the Executive Committee” or “Member of the Committee” or “Committee Member” shall mean a member of the Club for the time being elected to the Executive Committee in manner prescribed by these Articles.
“President”	“The President” means the President of the Club.
“Vice -President”	“The Vice-President” means one or more Vice-Presidents of the Club.
“The Secretary”	“The Secretary” means the person if any who is appointed to perform the duties which may be performed by a Secretary under this Act and shall include any person appointed to perform such duties temporarily and also includes joint Secretaries, Assistant Secretary or Secretaries and/or Honorary Secretary or Secretaries for the time being of the Club.
“Treasurer”	“The Treasurer” means the Treasurer or Honorary Treasurer or Treasurers of the Club.
“Subscription”	“Subscription” means membership subscription and includes annual and/or local subscription but shall not include any service or other fee or charge.
“Local Area”	The expression “Local Area” means and includes the area within a radius of 75 miles from the place where the Club is situate.
“The Act” or “The said Act”	“The Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force in India containing the provisions of the Legislature in relation to Companies.
“These Presents”	“These Presents” means and includes the Memorandum and these Articles of Association.
“In writing” or “written”	“In writing” or “written” means and includes words printed, lithographed, or type-written or other substitutes for writing represented or reproduced in

	any mode in a visible form.
“Person”	“Person” means an individual.
“Words Singular and Plural number”	Words importing the singular number shall include the plural number and vice versa.
“Gender”	Words importing the masculine gender shall also include feminine gender and vice versa.
Expression in the Act to bear the same meaning in Articles.	Subject as aforesaid any words or expressions defined in the Act shall except where the subject or context forbids bear the same meaning in these Articles.

## **MEMBERSHIP**

### **6. Number of Members.**

For the purpose of registration the number of Members of the Club is declared to be unlimited.

### **7. Membership.**

Omitted

### **8. For the purpose of the Companies Act or any modification thereof for the time being in force or unless otherwise provided by these Articles Honorary Member, Service Member, Associate Member, Temporary Member, Sport Member and Corporate Member shall not have the rights granted to the Patron, Vice-Patron, Founder Member, Life Member or Ordinary Member of the Club.**

### **9. Patron-in-Chief.**

Such person as the Executive Committee may invite shall, on acceptance of the invitation, become the Patron-in-Chief of the Club without payment of any subscription or fees and without being member of the Western India Automobile Association.

### **10. Honorary Patrons.**

Such persons as the Executive Committee may invite shall, on acceptance of the invitation become Honorary Patrons of the Club without payment of any entrance Fee or subscription.

### **11. Patrons and Vice-Patrons.**

The Executive Committee shall have the power to invite such persons as they think fit to become Patrons or Vice-Patrons of the Club, provided that no person shall be invited to become a Patron unless he pays not less than Rs. 5,000/- to the funds of the Club nor to become a Vice-Patron unless he pays not less than Rs. 3,000/-.

## **12. Rights of the Patrons and Vice-Patrons.**

A Patron or Vice-Patron of the Club, on his agreeing in writing to be bound by the Memorandum and Articles of Association and the Bye-Laws for the time being of the Club, will be entitled to all the rights and privileges of membership including the right of attending and voting at meetings but will not be liable to pay any entrance fee or subscription.

## **13. First Members.**

The first 1650 Members of the Western India Automobile Association who pay a fee of Rs. 1,000/- shall be styled as Founder Members and will be entitled to all the rights and privileges of Membership of the Club including the right of attending and voting at meetings but will not be liable to pay any annual or any subscription. No new Founder Members shall be elected.

## **14. Classes of Members.**

In addition to the above there shall be the following classes of Members:

- (a) Life Members.
- (b) Ordinary Members.
- (c) Temporary Members.
- (d) Honorary Members.
- (e) Service Members.
- (f) Associate Members and
- (g) Corporate Members
- (h) Sports Members.

Temporary, Honorary, Service, Associate, Sports Member and Corporate Members shall be subject to the Memorandum and Articles of Association and the Rules and Bye-Laws of the Club for the time being in force except otherwise expressly provided but shall not be entitled to receive notice of or to attend or to vote at any General Meeting of the Club or to be elected Members of the Executive Committee of the Club or of any sub-Committee of the Club or to stand for election or to hold any office in the Club or to participate in the distribution of any assets of the Club. In all other respects except as may be prescribed by Bye-Laws for the time being in force, Temporary, Honorary, Service, Associate, Sports Members and Corporate Members shall enjoy the same privileges as other Members. In addition to the above the Club may at any time create new classes of Members and may provide for their entrance fees and subscriptions and for the rights and privileges of such new classes of members in the Club.

## **15. Who can become Member.**

Any person who has attained the age of 18 years and is received in general society shall be eligible for admission to Membership of the Club provided however that a body corporate shall be entitled to corporate membership as provided in the Articles and Bye-Laws of the Club.

**16. Honorary Member.**

Any distinguished visitor to the Local Area or any other person of distinction or who has taken or is about to take part in the activities of the Club and who is otherwise eligible for admission to membership may be made an Honorary Member by the Executive Committee for such period as the Executive Committee thinks fit.

**17. Temporary Member.**

Any person otherwise eligible for admission to membership who is ordinarily resident outside the Local Area may be elected a Temporary Member by the Executive Committee for such period or periods as they may determine.

**18. Service Member.**

The following individuals posted in Mumbai and whose term of employment are subject to transfer to any part of India are eligible to apply for Service Membership for such period or periods and on such terms and conditions as the Executive committee, may from time to time determine viz.

- i. Gazetted Officers of the Armed Forces;
- ii. Diplomatic and Consular Officers of the rank of Vice-Consul General and above;
- iii. Gazetted officer of the Government of India, I.A.S., I.R.A.S., Indian Railways Service, I.F.B., I.P.S., and I.R.S. Cadre Officers of the rank of Deputy Commissioner and above;
- iv. Judge's of the High Court.

**18. Associate Members.**

- (a) The Executive Committee shall from time to time determine the number of Associate Members who should be admitted and if that number has been reached the Executive Committee may put the proposals for Associate Membership on a waiting list.
- (b) Any person who has attained the age of 18 years and is received in general society and whether he resides within or outside the Local Area shall be eligible for admission as an Associate Member of the Club.
- (c) The application for membership as an Associate Member shall be in such form as may be prescribed by the Executive Committee from time to time.
- (d) The election of an Associate Member shall be made by the Executive Committee and the provisions regarding election by ballot shall not apply to such membership. The period of membership shall be one year from the date of his election. The Executive Committee shall be entitled to vary and determine the period of such membership from time to time. No entrance fee shall be payable by such Member. Unless otherwise determined, the membership shall continue from year to year subject to the compliance by the Member of the provisions relating to his membership.

**18A. Corporate Members.**

Any body corporate having an office or place of business in India and a paid up capital and free reserves exceeding Rs.2 crores shall be eligible for corporate membership and the procedure for selection of corporate members as also any limitation on the period of their membership, their entrance fees, subscriptions and dues as also their rights and obligations, and any limitations and restrictions shall be as are provided from time to time by the Articles and Byelaws of the Club.

**18B.** "Any person otherwise eligible for admission to membership and who is a members child and who has attained the age of 18 years and whose parent as a member has not completed 10 years of membership may be elected as "Sports Member" by the Executive Committee for such period or periods as they may determine. Such "Sports Member" subscription and dues as also their rights and obligations, and any limitations and restrictions shall be as provided from time to time in the Bye laws of the Club."

**18BB.** "Any person otherwise eligible for admission to membership, being a member's child and whose parent has completed 10 years of membership and who applies for membership within 1 month of his/her attaining the age of 18 shall be eligible for "Sports Membership" for the interregnum between his/her application for membership and his/her becoming a member after going through the procedure for membership".

**19. Members how to be elected.**

Persons shall be made Honorary Members by resolution of the Executive Committee to that effect. Life and Ordinary Members shall be elected in the manner hereinafter provided. Temporary, Service Members and Sport Member shall be elected in such manner as may be provided for by Bye-Laws.

**20. Election of Life or Ordinary Member.**

Every candidate for admission as a Life or Ordinary Member shall be proposed by one and seconded by another member not being an Honorary or Temporary or Service or Associate Member or Sport Member.

The proposal for membership shall be in writing signed by the candidate and his proposer and seconder and by at least four other members not being Honorary or Temporary or Service or Associate Member and shall be in the form and contain such particulars as the Executive Committee may from time to time prescribe.

**20A. (a)** A candidate for corporate membership shall be proposed and seconded by the members of the Club not being an honorary or temporary or service of associates or corporate member. The proposal for membership shall be in writing signed by the candidate and his proposer and seconder and by at least 4 others members not being honorary or temporary or service or associate or corporate members shall be in the form and shall contain such particulars and declarations as the Executive Committee may from time to time prescribe. In addition to the aforesaid, the proposer shall submit a covering letter with the application form giving full details about the corporate member proposed for membership and in

particular an expression for opinion about the financial resources and position of the company. No Member shall propose or second more than one candidate for corporate membership in any one year.

- 20A. (b)** On receipt of such application as stated above the Hon. Secretary shall cause copies to be made and sent to each member of the Executive Committee and Balloting Committees. The proposal shall unless placed on a waiting list be submitted to the Balloting Committee and shall be balloted for by that Committee and every proposal placed on a waiting list shall be so submitted to the Balloting Committee and Ballotted for as and when vacancies have occurred which in the opinion of the Executive Committee should be filled. No ballot shall be valid unless atleast 5 members of the Balloting Committee have voted and one black ball in every 5 or 2 black balls in any number shall exclude the candidate. The provisions regarding the procedure for ballot as applicable to other members as provided under these Articles shall mutatis mutandis apply in respect of corporate members also.

**21. Spouses of members eligible for Membership**

- (a) Upon the death of a Founder, Life or Ordinary Member, his/her widowed spouse and children shall continue to enjoy all the advantages and privileges of membership that were available to them during the lifetime of the member for a further period of one year from the date of demise or till such time as the widowed spouse, who has applied for membership in accordance with the provisions of this Article and such application is decided, whichever is earlier.
- (b) The widowed spouse of a deceased Founder or Life Member, who is received in general society, shall be eligible for admission to Life Membership of the Club in her/his own right on payment of entrance fees of Rs.500/- payable in one instalment. She/he shall not be liable to pay any amount as Annual, Local or Monthly Subscription.
- (c) The widowed spouse of a deceased Ordinary Member, who is received in general society, shall be eligible for admission to Ordinary Membership of the Club in her/his own right on payment of entrance fees of Rs.150/-, and such amount as Annual and/or Local Subscription payable by an Ordinary Member as provided in the Bye-Laws.
- (d) Applications for such membership shall be made in the form provided in Article 20 within one year from the date of death of the member, after which such widowed spouse will not have the right to apply for membership under this Article.

**22. Number of Life and Ordinary Members & Balloting Committee.**

The Executive Committee shall from time to time determine the numbers of Life, Ordinary and Corporate Members who should be admitted, and if those numbers have been reached or exceeded shall place any further proposals for membership on a waiting list. The proposal of membership of every candidate for election as a Life, Ordinary or Corporate Member shall, unless placed on a waiting list, be submitted to the Balloting Committee and shall be balloted for by that Committee and

every proposal placed on a waiting list, shall be so submitted to the Balloting Committee and balloted for as and when vacancies have occurred which in the opinion of the Executive Committee should be filled. No ballot shall be valid unless at least five members of the Balloting Committee have voted and one black ball in every five or two in any number shall exclude a candidate.

**23. Appointment of Balloting Committee.**

The balloting Committee shall be appointed by the Executive Committee immediately after the annual General Meeting in each year. If any member of the Balloting Committee shall be absent at meetings of the Balloting Committee for a continuous period of three months without being granted leave of absence he shall be deemed to have vacated his appointment as a member of that Committee. The executive Committee may fill any casual vacancy in the Balloting Committee during the absence of or on vacating of the office by the member. The members of the Balloting Committee in any year shall hold office as such only until the next Annual General Meeting.

**24. Member of Balloting Committee cannot propose or second.**

No Member of the Balloting Committee shall propose or second a candidate for election to the Club or sign the proposal form of a candidate.

**25. Ballot Box.**

When a candidate is put up for election the Ballot box shall remain open for fourteen days, at the end of which period the votes shall be counted. If, however, at such time it shall be found that the requisite number of members have not voted the ballot box shall continue open for a further period of seven days. If at the end of such period the requisite number of votes have not been given the candidate's name shall be withdrawn and he shall be withdrawn and he shall not be proposed for admission again till after the lapse of three months from the date of his last ballot.

**26. Result of Ballot.**

The ballot boxes shall be opened and the votes counted in the presence of at least two members of the Balloting Committee and the result noted on the Ballot paper.

**27. When Candidate not elected.**

If the candidate is not elected, the fact shall be recorded upon the ballot paper and the proposer shall be informed of the non-election. Particulars of the voting are confidential and shall not be disclosed by those who open the ballot box. A candidate who has been black-balled, shall not be proposed for admission again until the expiration of at least six months from the date of his last ballot. It shall be the duty of the proposer to state specifically on the proposal form whether the candidate's name was previously withdrawn or the candidate black-balled. In this and in Article 25 "the date of his last ballot", means the date on which such ballot closes.

**28. When candidate elected.**

When a candidate has been elected, the fact shall be notified to him in writing by the Secretary by a notice in writing in such form as the Executive Committee may from time to time prescribe.

**29. Declaration by Life/Ordinary/Corporate Member.**

The candidate on his being selected as a Member shall make and submit a declaration in the following form or such form as may be applicable to a particular class of members or such form as may be prescribed by the Executive Committee from time to time.

Declaration

To the Executive Committee of Malabar Hill Club Ltd. I, \_\_\_\_\_ of \_\_\_\_\_ hereby declare that having received notice of my election as a Life/Ordinary/Corporate Member of Malabar Hill Club Ltd., I will conform to and in all respects be bound from time this date by the Memorandum and Articles of Association of the Club and by the Bye-laws for the time being in force and I hereby authorise the Committee to enter my name on the Register of Members.

Dated this    day of            19

Signature of Candidate

**30. Member bound by Memorandum and Articles of Association.**

No Member shall be absolved from the operation of the Memorandum and Articles of Association or the Bye-Laws for the time being in force on the plea of not having received a copy thereof. Copies can always be had on Application at the registered office of the Club.

**31. Date of election.**

The date of election shall be the date on which the candidate is elected by the Executive Committee. No newly elected member shall be permitted to enjoy any of the privileges of a member until he shall have paid his subscription and the Entrance Fee (if any). Should a newly elected member not have paid his subscription and Entrance fee, if any, within fourteen days of the notice in writing of his election, such election shall be considered void and he shall be deemed to have been rejected.

**32. If incorrect statement made by candidate.**

In the event of the candidate being elected and it appearing subsequently at any time, to the satisfaction of the Executive Committee, that any statement contained in the letter of the proposal for membership given under Article 20 was incorrect in any material particular or that any material particular was omitted therefrom, the Executive Committee may cancel his election and he shall thereupon cease to be a Member of the Club, but may with the permission of the Executive Committee be

proposed and seconded again and if so proposed and seconded and duly elected may at the discretion of the Executive Committee be excused from payment of the entrance fee, if any, payable by him if the same shall have already been paid.

**33. Committee to prescribe procedure for election.**

The Committee is empowered to prescribe the procedure make regulations for elections and may in their absolute discretion either elect or reject any candidate for Membership of the Club, and shall not be bound to give their reasons for any rejection.

**34. Rights and Privileges of Members.**

The rights and privileges of every Member shall be personal and are not transferable either by his own act or by operation of law, save as provided by these Articles.

**ENTRANCE FEES AND SUBSCRIPTION.**

**35. Entrance Fees and subscriptions.**

The Executive Committee at any time and from time to time may determine, increase, reduce, alter, modify or vary the fees and subscriptions for membership except in respect of Founder Members. The Executive Committee shall have the power to determine from time to time by Bye-Laws the terms and conditions upon which the fees and subscriptions specified in these Articles or any of them shall be payable including without prejudice to the generality of the foregoing provisions, the period or periods from or at which the same shall be payable. Until otherwise determined fees and subscriptions shall be payable as set out in the succeeding Articles.

**36. No entrance fee and subscription by Honorary Members.**

Honorary Members shall not be liable to pay any entrance fee or subscription.

**37. Entrance Fees.**

Entrance Fees shall be payable by Life Members, Ordinary Members, Sports Member and Corporate Members of such respective amount as may from time to time be determined by the Executive Committee. Entrance Fees shall be payable in one or more installment on election as may be determined by the Executive Committee. Temporary, Service, Sports Members and Associate Members shall not be liable to pay any Entrance Fees.

**38. Annual subscription payable by Ordinary Members.**

Ordinary Members, Corporate Members and Sports Members shall be liable to pay an annual subscription of such amount as the Executive Committee may from time to time determine. Such annual subscription shall be payable in advance on election and on the 1<sup>st</sup> day of April in each year thereafter. Life Members and Service Members and Temporary Members shall not be liable to pay any Annual Subscription under this Article.

**38A.** Ordinary members who have attained the age of 65 years and completed 25 years of membership shall be exempted from payment of Annual Subscription.

**38B.** All Ordinary Members who have completed 25 years or more as Ordinary members shall be entitled to become life members of the Club on payment of Rs.3000/- in lumpsum or 7 times of the then prevailing Annual Subscription fee for Ordinary members, whichever is higher.

**39. Subscription by Temporary etc. Members.**

Temporary, Service and Associate Members shall pay such subscription as shall be determined from time to time by the Executive Committee.

**40. Local subscription by Ordinary Members.**

All Ordinary Members ordinarily resident or becoming ordinarily resident within the Local Area shall pay annually in advance on the 1<sup>st</sup> day of April in each year a Local Subscription of such amount as may from time to time be determined by the Executive Committee provided that Members becoming ordinarily resident within the Local Area in the course of a year or being so ordinarily resident and being elected in the course of a year shall pay on so becoming ordinarily resident or on election as the case may be as Local Subscription one-twelfth of the annual Local Subscription per month for the portion of the year then to run up to the 1<sup>st</sup> April next including the month in which they so become ordinarily resident or are elected.

**41. Local subscription by Ordinary Members absenting from local area.**

If any such Ordinary Member ordinarily resident within the Local Area absents himself from such area for a period of not less than six consecutive calendar months and shall before so absents himself have notified to the Secretary that he so proposes to absent himself and the anticipated duration of his absence, and further on his return notifies to the Secretary the date of his return, he shall be entitled to refund out of the Local Subscription paid by him for the year or years in which such absence occurs one-twelfth of the annual Local Subscription for each complete month of such absence.

**42. Ordinary member ceasing to be ordinarily resident.**

If any Ordinary Member ceases to be ordinarily resident within the Local Area and he shall have so notified to the Secretary in writing the date of his so ceasing to be ordinarily resident then he shall be entitled to a refund of the local subscription paid by him from the date he ceases to be ordinarily resident in the local area to the date he again becomes ordinarily resident within the local area.

**43. Ordinary Member temporarily residing within local area.**

An Ordinary Member not ordinarily resident within the Local Area if he temporarily resides within such Local Area shall pay in advance a subscription equal to one-twelfth of the annual Local Subscription if the duration of his residence exceeds seven days and shall continue to pay the same subscription monthly in advance for every calendar month or part of a calendar month during which such residence

continues. Every such member shall notify to the Secretary in writing the date of his arrival in and departure from Local Area.

**44. Committee's Decision on residence final.**

In the case of any dispute as to whether any member is or has become ordinarily resident or has ceased to be ordinarily resident within the Local Area or as to his period of absence from or presence in the Local Area the decision of the Executive Committee shall be final and binding and there shall be no appeal therefrom.

**45. Local Subscription payable where Local Committees established.**

In any place other than the Local Area where a Local Committee has been established by the Executive Committee under Article 132(w) and (x) or where the property and interests of the Club are such as in the opinion of the Executive Committee to afford extraordinary privileges to Members, an annual local subscription of such amount as shall be determined by the Executive Committee shall be payable by Ordinary Members ordinarily resident within local limits to be prescribed by the Executive Committee. Such annual Local Subscription shall be payable in advance when a Member becomes ordinarily resident and otherwise on the 1<sup>st</sup> day of April in each year, provided that Member becoming ordinarily resident after the 1<sup>st</sup> day of January in any year shall not be required to pay any annual Local subscription for the next ensuing year. The Executive Committee shall have the power to decide whether a Member is or has become ordinarily resident for the purposes of this Article and such decision shall be final.

**46. Election to membership proof of assent to Memorandum etc. Decision of the Managing Committee final.**

Election to Membership shall be taken as conclusive proof of assent to the provisions of the Memorandum and Articles of Association and of the rules and bye-laws (if any) of the Club for the time being in force. All Members shall be bound by the Executive Committee's interpretation of the said Articles of Association, rules and bye-laws. Such interpretation and the decision of the Executive Committee resulting therefrom shall be final.

**46A Appointment of Disciplinary Committee**

1. The Disciplinary Committee shall be appointed by the Executive Committee immediately after the Annual General Meeting in each year.
2. The Disciplinary Committee would consist of 5 independent members appointed by the Executive Committee.
3. The Secretary shall forthwith refer to the Chairman of the Disciplinary Committee all cases of members who have acted in contravention of the Bye-laws or Articles or who are guilty of misconduct or conduct likely to endanger the harmony or affect the character or stability or interests of the Club. If the Chairman is of the opinion that there exists a prima-facie case against the concerned member, he shall inform the member to appear in person before the Disciplinary Committee, provided that at least fourteen days prior notice is given to the member and at such meeting the member is given an opportunity to orally or in writing submit any explanation or defence he may think fit. It shall be within the power of the Disciplinary Committee to exclude such member from the Club till the disciplinary enquiry is concluded.

4. It shall be in the power of the Disciplinary Committee to either exclude the member from the Club completely, or for a fixed period of time, and/or to levy a monetary penalty. The decision of the Disciplinary Committee shall be conveyed to the member through the Secretary of the Club, by posting to him by registered post at his address as appearing in the records of the Club, a letter containing a notification of such resolution.
5. On passing of such resolution the member shall not have any claim against the Disciplinary Committee or any member thereof or the Club. No adjustment shall be made for any fees or subscription paid in advance.
6. In the event of the member being aggrieved by the decision of the Disciplinary Committee, he shall within one month from receipt of the notification of the resolution by him, file an appeal in writing to the Executive Committee. On receipt of such appeal a special meeting of the Executive Committee shall be convened, who will be the final authority in the matter and whose decision shall be final and binding.
7. In the event of the resolution of the Disciplinary Committee being reversed by the Executive Committee, the member shall be restored to his original status as member, but he shall not have any right of action or claim against the Disciplinary Committee or any member thereof or the Club in respect thereof.

## **RETIREMENT AND EXPULSION**

### **47. Cesser of Membership.**

- (1) A Member shall cease to be a Member of the Club:-
  - (i) If by letter addressed to the Secretary he voluntarily resigns membership and pays all debts due by him to the Club; or
  - (ii) If found guilty by a competent tribunal of an offence involving moral turpitude; or
  - (iii) On a failure to pay debts due to the Club after his name has been posted for non-payment under Sub-Clause (3) hereof; or
  - (iv) On expulsion from the Club under Sub-clause (4) under Article 46A or
  - (v) If he is adjudicated an insolvent.
- (2) Notwithstanding anything in sub-clause (ii) and (v) of clause (1) above the disqualification referred to shall not take effect:-
  - (a) for thirty days from the date of the sentence, order or adjudication;
  - (b) where any appeal or petition is preferred within thirty days aforesaid against the sentence, conviction or adjudication resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed of;
  - (c) where within seven days aforesaid any further appeal or petition is preferred in respect of the sentence, conviction, order or adjudication, and the appeal or petition if allowed would result in the removal of the disqualification, until such further appeal or petition is disposed of.

- (3) If any member fails to pay his subscription or bills to the Club after the same have in the opinion of the Executive Committee been duly demanded of him in writing, he shall be liable to have his name posted in the premises of the Club for a period of 30 days and notice of such posting shall be sent to the registered address of the member immediately. If at the expiration of such period as aforesaid the amount due or any part thereof remains unpaid the member shall cease to be a member of the Club and his name shall be removed from the Register of Members but he may be readmitted without formal re-election on his assigning to the Executive Committee reasons which they in their sole discretion may consider satisfactory for his having failed to pay such subscription or bills, and paying the amount thereof and of any subscription falling due in the interval or which would have so fallen due had he continued to be a member. No member who is posted as a defaulter shall be entitled during default to exercise any of the privileges of membership.
- (4) Notwithstanding anything contained here-in-above, a corporate member shall also cease to be a member of the club on any of the following grounds:-
- (a) On ceasing to have an office or place of business in India or its paid up capital and financial reserves fall below Rs. 2 crore.
  - (b) On its being taken into liquidation or ordered to be wound up by a court or an amalgamation or merger with any other company or body Corporate.
  - (c) On the Executive committee canceling its selection within two months from the date of admission of the Corporate Member and such Corporate Member shall not have a right to make up an appeal whatsoever or demand any reason for cancellation but, in such event alone the entrance fee, if any, paid shall be returned.
- (5) Notwithstanding anything contained hereinabove, a Sports Member shall also cease to be a member of the Club on any of the following grounds:
- (a) On his parent ceasing to be a member of the Club for any reason
  - (b) On not becoming a Life/Ordinary member of the Club within one year of his/her parent member completing 10 years of membership.

**48. Persons not eligible for re-election.**

Persons ceasing to be Members under Articles 47 (1) (ii) or (iv) shall not be eligible for re-election.

**49. Member ceasing to be member to forfeit all rights etc.**

Any Member on ceasing to be a member of the Club shall forfeit all rights to, or claims against the Club, its property and funds.

**50. Patron etc. voluntarily resigning membership rejoining.**

If any person who has been a Patron, Vice-Patron, Founder, Life or Ordinary Member but has voluntarily resigned his membership of the Club wishes to rejoin, he may, provided he has discharged all his liabilities to the Club, be proposed as a Patron, Vice-Patron, Founder, Life or Ordinary Member according to whether he was

previously a Patron, Vice-Patron, Founder, Life or Ordinary Member, and balloted for as in the case of any other candidate. On his election, whether as a Patron, Vice-Patron, Founder, Life or Ordinary Member, he shall pay an Entrance Fee of Rs.100/- if he had resigned by reason of his going abroad, and such sum not less than Rs.100/- as the Executive Committee may determine if he had resigned for any other reason. Any such person who has previously been an Ordinary Member may be proposed as a Life Member and balloted for as in the case of any other candidate, but such person if elected shall not be entitled to any reduction of entrance fee, but shall be liable to pay the full entrance fee then payable by Life Members.

## **MORTGAGES AND DEBENTURES**

### **51. Register of Charges.**

The Executive Committee shall cause a proper Register to be kept in accordance with Section 85 of the Act of all charges specifically affecting the property of the Club and shall duly comply with the requirements of Section 77 to 80 of the Act in regard to registration of charges and modification thereof therein specified and otherwise and shall also duly comply with the requirements of Section 85 of the Act as to keeping a copy of every instrument creating any charge at the Registered Office of the Club. The Executive Committee shall also comply with Section 82 of the Act as to giving intimation to the Registrar of Companies of the payment of satisfaction of charges.

### **52. Inspection of Register of holders of Debentures.**

Every Register of holders of debentures of the Club may be closed for any periods not exceeding in the whole thirty days in any year. Subject as aforesaid every such Register shall be open to the inspection of the registered holder of any such debentures and of any Member; but the Club may in General Meeting impose any reasonable restrictions so that at least two hours in each day when such Register is open are appointed for inspection.

### **53. Inspection.**

The Club shall comply with the provisions of Section 85 of the Act as to allowing inspection of copies kept at the office in pursuance of Section 85 of the Act and as to allowing inspection of the Register of charges to be kept at the office in pursuance of Section 85 of the Act.

### **54. Copies to be supplied.**

The Club shall comply with the provisions of Section 71 of the Act as to supplying copies of any Register of holders of debentures or of any Trust Deed for securing any issue of Debentures.

## GENERAL MEETING

### **55. Annual General Meeting.**

The Club shall, in addition to any other meetings, hold a General meeting which shall be styled as 'Annual General Meeting' within 6 months after expiry of each financial year of the Club i.e. 31<sup>st</sup> March, at such time and place as the Committee may determine PROVIDED THAT no greater interval than 15 months shall be allowed to elapse between two Annual General Meetings. PROVIDED FURTHER THAT the Registrar may for special reasons extend the time within which any Annual General Meeting shall be held by a further period not exceeding 3 months and further that every Annual General Meeting shall be held between the hours of 9.00 a.m. and 6.00 p.m. on any day which is not a national holiday and shall be held either at the registered office of the Club or at some other place within the city of Mumbai and further that notice calling the meeting shall specify it as the 'Annual General Meeting'.

### **56. General Meeting.**

All General Meetings other than the Annual General Meeting shall be called General Meetings.

### **57. Requisitionists' Extraordinary General Meeting.**

(1) The Executive Committee of the Club shall on a requisition made in writing by such number of members as have not less than one-tenth of the total voting power of all the members having at the said date a right to vote in regard to that matter forthwith proceed duly to call an Extra-Ordinary General Meeting of the Club and in case of such requisition the following provisions shall have effect.

(2) Requisites of Requisition.

Any requisition so made shall set out the matters for the consideration of which the meeting is to be called, and shall be signed by the requisitionists and shall be deposited at the Registered Office of the Club.

(3) The requisition may consist of several documents in like form each signed by one or more of the requisitionists.

(4) Two or matters in requisition.

Where two or more distinct matters are specified in the requisition, the provisions of clause (1) above shall apply separately in regard to each such matter, and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that clause (1) is fulfilled.

(5) Power of Requisitionist to call meeting.

If the Committee does not, within twenty one days from the date of deposit of any requisition in regard to any matters, proceed duly to call a meeting for the

consideration of those matters on a day not later than forty five days from the date of the deposit of the requisition, the meeting may be called by the requisitionists but any meeting so convened shall not be held after the expiry of three months from the date of the deposit of the requisition PROVIDED THAT nothing herein contained shall be deemed to prevent a meeting duly commenced before the expiry of the period of three months aforesaid from adjourning to some date after the expiry of that period.

(6) In the case of a meeting at which a resolution is to be proposed as a Special Resolution, the Committee shall be deemed not to have duly convened the meeting if they do not give such notice thereof as required to be given for a Special Resolution under sub-section (2) of Section 114 of the Act.

(7) Procedure for requisitionists meeting.

Any meeting called under this Article by the requisitionists or any of them shall be convened in the same manner as nearly possible as that in which meetings are to be convened by the Committee.

### **NOTICE CALLING MEETINGS OF THE CLUB**

#### **58. (1) Calling of Meetings By Executive Committee.**

The Executive Committee shall call the Annual General Meeting of the Club in accordance with the provisions of these Articles and whenever it thinks fit call a General meeting of the Club.

(2) If at any time there are not within India Members of the Executive Committee capable of acting who are sufficient in number to form a quorum, any Committee Member or any two members of the Club may call a General Meeting of the Club in the same manner as nearly as possible as that in which such a meeting will be called by the Executive Committee.

#### **59. (1) Period of Notice of General Meetings.**

Any General Meeting of the Club, whether Annual General Meeting or General Meeting, may be called by giving not less than twenty one day's notice in writing.

(2) A General Meeting may be called after giving shorter notice than that specified in sub-clause (1) hereof if consent is accorded thereto by members of the Club having not less than 95 per cent of the total voting power exercisable at that meeting.

#### **60. Contents of notice.**

Every notice of a meeting of the Club shall specify the following particulars:-

- (a) The place and the day and the hour of the meeting.
- (b) A statement of the business to be transacted thereat.

- (c) There shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint only any other member entitled to vote a proxy to attend and vote instead of himself.
- (d) Such particulars as are required by Sec. 140 of the Act in case there is a proposal to appoint an Auditor of the Club a person other than a retiring auditor or that the retiring auditor shall not be reappointed.

**61. Notice to state Annual General Meeting.**

The notice of an Annual General Meeting shall specify the meeting as the Annual General Meeting.

**62. Manner of service of Notice.**

Notice of every meeting of the club shall be given:

- (i) to every member of the Club entitled to vote in any manner authorised by sub-sections (2) of Sec.20 of the Act,
- (ii) to the auditor or auditors for the time being of the Club, in any manner authorised by Section 20 of the Act in the case of any member or members of the Club.

**63. Accidental omission to give notice.**

The accidental omission to give notice to, or the non-receipt of notice, by any member or other person to whom it should be given shall not invalidate the proceedings or any resolution passed at the meeting.

**64. (1) Business of Annual General Meeting.**

All business to be transacted at an Annual General Meeting of the Club shall be deemed special, with the exception of business relating to (i) the consideration of the accounts, balance sheet and the reports of the Executive Committee and auditors, (ii) the appointment of Members of the Executive Committee in place of those retiring, and (iii) the appointment of, and the fixing of the remuneration of the auditors.

**(2) Special Business at other Meetings.**

In the case of any meeting of the Club other than the Annual General Meeting all business shall be deemed special.

**65. Explanatory Statement to be annexed to notice.**

Where any items of business to be transacted at a meeting of the Club are deemed to be special as aforesaid there shall be annexed to the notice of the meeting a Statement setting out all material facts concerning such items of business, including, in particular the nature and extent of the interest, if any, therein, of every member of the Executive Committee, Secretary, if any, the Manager, if any and specifying

where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected.

#### **66. Circulation of Members' Resolutions.**

- (1) Subject to the provisions of section 111 of the Act, the Executive Committee shall, on the requisition in writing of such number of members as is hereinafter specified and unless the Annual General Meeting otherwise resolves at the expense of the requisitionists (a) give to the members of the Club entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting; (b) circulate to members entitled to have notice of any General meeting sent to them, with respect to the matter referred to in any proposed resolution, or any business to be dealt with at that meeting.
- (2) The number of members necessary for a requisition aforesaid shall be such number of members as represented not less than one tenth of the total voting power of all the members having at the date of requisition a right to vote on the resolution or business to which the requisition relates.
- (3) Notice of any such requisition shall be given and any such statement shall be circulated, to members of the Club entitled to have notice of the meeting sent to them, by serving a copy of the resolution or statement on each member in any manner permitted for service of notice of the meeting; and notice of any such resolution shall be given to any other member of the Club by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meetings of the Club. The copy of the resolution shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting, and where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.
- (4) The Club shall not be bound under this Article to give notice of any resolution or to circulate any statement unless (a) a copy of the requisition signed by the requisitionists (or two or more copies which between them contain the signatures of all the requisitionists) is deposited at the Registered Office of the Club (i) in the case of requisition requiring notice of resolution not less than six weeks before the meeting (ii) in the case of any other requisition, not less than two weeks before the meeting; and (b) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Club's expenses in giving effect thereto; Provided that if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the Club, an Annual General Meeting is called for a date six weeks or less after the copy has been deposited, the copy although not deposited within the time required by this sub-clause, shall be deemed to have been properly deposited for the purposes thereof.
- (5) The Club shall also not be bound to circulate any Statement if, on application either of the Club or of any other person who claims to be aggrieved, the Court is satisfied that the rights conferred by this Article are being abused to secure needless publicity for defamatory matter; and the court may order the Club's costs on an application under this Article to be paid in whole or in part by the requisitionists, notwithstanding that they are not parties to the application.

- (6) Notwithstanding anything in these presents contained, the business which may be dealt with at an Annual General Meeting shall include any resolution of which notice is given in accordance with this Article, and for the purposes of this sub-clause, notice shall be deemed to have been so given, notwithstanding the accidental omission, in giving it, to one or more members.

## **ORDINARY AND SPECIAL RESOLUTIONS**

**67. (1) Ordinary Resolution.**

A resolution shall be an ordinary resolution when at a general meeting of which the notice required under the Act or by these Articles has been duly given, the votes cast (whether on a show of hands, or on a poll, as the case may be) in favour of the resolution (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person or where proxies are allowed, by proxy, exceed the votes, if any, cast against the resolution by members entitled and voting.

**(2) Special Resolution.**

A resolution shall be a special resolution when (a) the intention to propose the resolution as a special resolution has been duly specified in the notice calling the general meeting or other intimation given to the members of the resolution; (b) the notice required under the Act has been duly given of the General Meeting; and (c) the votes cast in favour of the resolution (whether on a show of hands, or on a poll, as the case may be) by members being entitled so to do, vote in person, or where proxies are allowed by proxy, are not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting.

## **SPECIAL NOTICE**

**68. (1) Special Notice**

Where, by any provision contained in the Act or in these Articles, special notice is required of any resolution, notice of the intention to move the resolution shall be given to the Club not less than fourteen days before the meeting at which it is to be moved, exclusive of the day on which the notice is served or deemed to be served and the day of the meeting;

- (2)** The Club shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of any such resolution in the same manner as it gives notice thereof, either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by the Articles, not less than seven days before the meeting.

## **PROCEEDING AT GENERAL MEETINGS**

### **69. Quorum at General Meeting.**

Thirty members entitled to vote and personally present shall be a quorum for a General Meeting of the Club and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

### **70. (1) Consequences of no quorum.**

If within half an hour of the time appointed for holding a meeting of the Club a quorum is not present, the meeting, if called upon the requisition of the members, shall stand dissolved but in any other case the meeting shall adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Executive Committee may determine. PROVIDED THAT in case of an adjourned meeting or of a change of day, time or place as mentioned herein, the Club shall give not less than 3 days notice to the members either individually or by publishing an advertisement in the newspaper (one in English and one in Marathi language) which is in circulation at the place where the registered office of the Club is situated.

### **(2) If no quorum at adjourned meeting.**

If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

### **71. President to be Chairman of General meeting.**

The President shall, if willing, preside as Chairman at every general meeting of the Club but if there be no such President or in case of his absence or refusal either of the Vice-Presidents but if there be no such Vice-President or in the case of absence or refusal of both of them any one of the members of the Executive Committee of the Club if willing, (the senior-most among them having the first preference and so on) shall preside as such Chairman of that meeting.

### **72. Chairman of Meetings if President declines.**

If at any meeting of the Club a quorum of members shall be present, and the Chair is not taken by the President or Vice-President or by any of the members of the Executive Committee at the expiration of half an hour from the time appointed for holding the meeting or if before the expiration of the time all the Members of the Executive Committee present at the meeting shall decline to take the Chair, the members present shall choose one of their own number to be Chairman of that meeting.

**73. If Chair vacant no business except election.**

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

**74. Poll on election of chairman.**

- (1) If a poll is demanded on the election of the Chairman it shall be taken forthwith in accordance with the provisions of these Articles, the Chairman so elected by show of hands exercising all the powers of the Chairman under the Act and these Articles.
- (2) If some other person is elected Chairman as a result of the Poll he shall be Chairman for the rest of that meeting.

**75. Adjournment with consent of Members.**

The Chairman may with the consent of the Meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**76. Notice to be given where a meeting adjourned for 30 days or more.**

When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

**77. Evidence of the passing of a resolution.**

At any General Meeting, a resolution put to the vote of the meeting shall unless a poll is demanded, be decided on a show of hands. A declaration by the Chairman that on a show of hands a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Club, shall be conclusive evidence of the facts without proof of the number or proportion of the votes cast in favour of or against such resolution.

**78. Voting through electronic means.**

The Club shall provide to its members facility to exercise their rights to vote at general meetings by electronic means and shall follow the procedure as mentioned in Companies (Management and Administration) Rules, 2014, as modified from time to time.

**79. Time and manner of taking poll.**

A poll/e-voting on any question (other than the election of the Chairman or on a question of adjournment which shall be taken forthwith) shall be taken in such manner, on such date, and at such time and at such place in Mumbai as provided in Companies (Management and Administration) Rules, 2014, as modified from time to time.

**80. Scrutinizers at Poll/e-voting.**

1. The Chairman of the meeting shall appoint one or more scrutinizer(s) as may be required by law ('Scrutinizer(s)'), to scrutinise the votes cast at a meeting by such mode as permitted under the Act and to report thereon to him.
2. The Scrutinizer(s) to be appointed under this Article, shall always be Chartered Accountant in practice or Cost Accountant in practice or Company Secretary in practice or an Advocate or any other person who is, not in employment of the Club and is a person of repute and who, in the opinion of the Executive Committee, can scrutinise the voting and Remote E-voting process in a fair and transparent manner.

**81. Report of Scrutiniser.**

- (1) On receipt by the Chairman of the Report of the Scrutineers appointed by him the Chairman shall decide the result of the poll. The Chairman shall have the sole discretion to accept in whole or in part the said report of the scrutineers and to decide on the validity or otherwise of a proxy used at the poll. The Chairman shall declare the result of the poll and such decision of the Chairman shall be conclusive and final.
- (2) The result of the poll shall be deemed to be the result of the meeting on a resolution on which the poll was taken.

**82. omitted**

**83. Chairman's casting vote.**

In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands take place or at which the Poll is demanded, shall be entitled to a casting vote in addition to his own vote.

**84. Objection to validity of vote.**

- (1) No objection shall be made to the validity of any vote, except at a meeting or poll at which such votes shall be tendered and every vote, either given personally or by proxy or by any means hereby authorised and not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.
- (2) If any such objection is made in due time the same shall be referred to the Chairman of the meeting whose decision shall be final.

**85. Manner of taking poll and result.**

The Chairman of any meeting shall be the sole Judge of the validity of every vote tendered at such meeting and subject as aforesaid the Chairman present at the taking of a Poll shall be the sole Judge of the validity of every vote tendered at such poll or as to the validity of any proxy form used or tendered at such poll.

**86. Date of passing resolutions at adjourned meeting.**

Where a resolution is passed at an adjourned meeting of the Club or of the Members of the Executive Committee of the Club a resolution shall for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

**87. Documents to be laid on table at Annual General Meeting.**

At every Annual General Meeting of the Club there shall be laid on the table the Committee Members' Report and audited statement of accounts, Auditors' Report (if not already incorporated in the audited statement of accounts) the proxy register with proxies. The Auditors' report shall be read before the Club in General Meeting and shall be open to inspection by any member of the Club.

**88. Minutes of the General Meeting.**

- (1) The Club shall cause the Minutes of all proceedings of every General Meeting to be kept in accordance with the provisions of Sec. 118 of the Act by making within thirty days of the conclusion of such meeting entries thereof in books kept for that purpose with their pages consecutively numbered. Each page of every such book shall be initialed or signed and the last page of the record of proceeding of each meeting in such books shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period by a Member of the Executive Committee for that purpose. In no case the Minutes of the proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise. Any such minutes kept as aforesaid shall be evidence of the proceedings recorded therein.
- (2) The Minutes of each Meeting shall contain a fair and correct summary of the proceedings thereat.
- (3) All appointments of officers made at any of the meetings aforesaid shall be included in the Minutes of the Meeting.
- (4) Nothing contained in the aforesaid clauses, shall 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; (b) is irrelevant or immaterial to the proceedings; (c) is detrimental to the interests of the Club.

*Explanation-* 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 clause (4).

**89. Publication of reports of proceedings of general Meetings.**

No document purporting to be a report of the proceedings of any General Meeting of the Club shall be circulated or advertised at the expense of the Club unless it includes the matter required by the Article 88 to be contained in the Minutes of the proceedings of such meeting.

**90. Inspection of Minute Book of General Meetings.**

The book containing the aforesaid Minutes shall be kept at the Registered Office of the Club and be open to the inspection of any member without charge between the hours of 3.00 p.m. and 5 p.m. during the business hours on each working day or as the Club may by these Articles or in General Meeting impose in accordance with section 119 of the Act. Any member shall be entitled to be furnished within seven days after he has made a request in that behalf to the Club with a copy of the aforesaid minutes on payment not exceeding ten rupees for each page or fractional part thereof required to be copied.

**91. Presumptions where minutes duly made and signed.**

Where minutes of the proceedings of any General Meeting of the Club have been kept in accordance with these Articles, then, until the contrary is proved the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular, all appointments of Committee Members or Liquidators made at the meeting shall be deemed to be valid.

**VOTES OF MEMBERS**

**92. Votes of Members.**

At a General Meeting on a show of hands every member present in person and entitled to vote shall have one vote, and upon a poll every member present in person or by proxy and entitled to vote shall have one vote for himself and one vote for each proxy held by him. Subject to the provisions of these Articles votes may be given either personally or by proxy.

**93. Proxies.**

Any member entitled to attend and vote at a meeting of the Club shall be entitled to appoint as his proxy another member who is entitled to vote at the meetings of the Club. The instrument appointing a proxy shall be in writing and signed by the appointer member. No instrument appointing a proxy shall be valid unless any additions, interlineations, cancellations or alterations therein are duly evidenced by the full signature of the appointer member in respect of each such additions, interlineations, cancellations or alterations.

**94. Custody of the instrument.**

The instrument of appointment of proxy shall remain for such time as the Members of the Executive Committee may determine, in the custody of the Club.

**95. Form of proxy**

An instrument appointing a proxy shall be in the form provided in the Companies (Management and Administration) Rules, 2014 as modified from time to time.

**96. Deposit of proxy.**

The instrument appointing a proxy shall be deposited at the office of the Club not less than forty eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

**97. Proxy valid for six months.**

No instrument appointing a proxy shall be valid after the expiration of six months from the date of its execution except in the case of the adjournment of any meeting first held previously to the expiration of such time.

**98. Inspection of proxies.**

Every member entitled to vote at a meeting of the Club according to the provisions of these Articles on any resolution to be moved thereat shall be entitled during the period beginning twenty-four hours before the time fixed for 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 Club provided not less than three days' notice in writing of the intention so to inspect is given to the Club.

**99. Validity of votes given by proxy notwithstanding death revocation.**

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy, as the case may be, provided that no intimation in writing of the death, insanity, revocation shall have been received at the registered office of the Club before the commencement of the meeting or at the adjourned meeting at which the proxy is used.

**100. Number of Committee Members.**

The Executive Committee of the Club shall unless otherwise determined by the Club in general meeting, consist of such number of members including office bearers as stated hereinafter:

- a) From the conclusion of this Extra Ordinary General Meeting and till the conclusion of the Annual General Meeting for the financial year ending 31<sup>st</sup> March 2012 (AGM 2012), the Executive Committee of the Club shall consist of not less than Thirteen and not more than Eighteen members including office bearer;
- b) From the conclusion of the Annual General Meeting, 2012, and till the conclusion of the Annual General Meeting for the financial year 31<sup>st</sup> March, 2013 (AGM 2013) the Executive Committee of the Club shall consist of not less than eleven and not more than Sixteen members including office bearers.
- c) For the years subsequent to the conclusion of the Annual General Meeting, 2013, the Executive Committee of the Club shall consist of not less than nine and not more than Fifteen

**100A.** The Executive Committee shall have the power at any time from time to time appoint any other person as a member of the Executive Committee either to fill a casual vacancy or as an addition to the Executive Committee but so that the total number of members of the Executive Committee shall not at any time exceed the maximum number fixed. Any member appointed to fill a casual vacancy shall hold office only upto the date upto which the member in whose place he is appointed would have held office if it had not been vacated. Any member appointed as an additional member shall hold office only upto date of the next Annual General Meeting of the Club but shall be eligible for re-election at such meeting.

**101.** At the Annual General Meeting in each year one-third of the members of the Executive Committee or if their number is not a multiple of three, then the number nearest to one-third, shall retire from office. The members of the Executive Committee to retire in every year shall be those who have been longest in office since their last election but as between persons who became Members of the Executive Committee on the same day those to retire shall (unless they agree amongst themselves) be determined by lot. A Member retiring at a meeting shall be eligible for being re-elected to the Executive Committee and shall retain office as a Member of the Executive Committee until the close of the meeting at which he retires.

**102. Club to fill up vacancy.**

The Club at the Annual General Meeting at which a Member of the Executive Committee retires in manner aforesaid may fill up the vacancy by appointing the retiring Member or some other person thereto.

**103. Provisions in default of appointment.**

(1) If the place of the retiring Member is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, and if that day is a public holiday till the next succeeding day which is not a public holiday, at the same time and place.

(2) If at the adjourned meeting also, the place of the retiring Member is not filled up and that meeting also has not expressly resolved not to fill the vacancy the retiring member shall be deemed to have been re-appointed at the adjourned meeting, unless-

(a) at that meeting or at a previous meeting a resolution for the re-appointment of such member has been put to the meeting and lost;

(b) the retiring Member has, by a Notice in writing addressed to the Club or the Executive Committee expressed his unwillingness to be so reappointed;

(c) he is not qualified or is disqualified for appointment;

(d) a resolution whether special or ordinary, is required for the appointment or re-appointment in virtue of any provisions of the Act or these articles;

(e) Omitted

**104. Notice of candidature for office of a Member (except for a retiring member).**

- (1) Subject to the provisions of the Act, any member who is not a retiring Member shall be eligible for appointment to the office of Member of the Executive Committee at any General Meeting, if he or some member entitled to vote and intending to propose him has, not less than fourteen days before the meeting, left at the office of the Club a notice in writing under his hand signifying his candidature for the office of Member of the Executive Committee or the intention of such Member to propose him as a candidate for that office as the case may be and he has by himself or by his agent authorised in writing signed and filed with the Registrar of Companies a consent in writing to act as such Member.
- (2) The Club shall inform its members entitled to vote of the candidature of a person for the office of the Member of the Executive Committee or the intention of a member to propose such a person as a candidate for that office by serving individual notices on members not less than seven days before the meeting; provided that it shall not be necessary for the Club to serve individual notices upon members as aforesaid if the Club advertises such candidature or the intention not less than seven days before the meeting in at least two newspapers circulating in the place where the registered office of the Club is located, of which one is published in the English language and the other in the regional language of that place.

**105. Appointment of members to Executive Committee to be voted on individually.**

- (1) At a General Meeting of the Club, a motion shall not be made for the appointment of two or more members as Members of the Executive Committee of the Club by a single resolution unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.
- (2) A resolution moved in contravention of this Article shall be void whether or not objection was taken at the time to its being so moved; Provided that where a resolution so moved is passed no provision for the automatic re-appointment of the member of the Executive Committee retiring by rotation in default of another appointment shall apply.
- (3) For the purposes of this Article, a motion for approving a Member's appointment or for nominating a member for appointment, shall be treated as a motion for his appointment.

**106. Casual vacancy.**

Subject to the provisions of Sections 161 and 169(7) and other applicable provisions (if any) of the Act, if the office of any member of the Executive Committee appointed by the Club in General Meeting is vacated before his term of office will expire in the normal course resulting in a casual vacancy may, in default of and subject to these Articles, be filled by the Executive Committee at a meeting of the Executive Committee and any person so appointed shall hold office only up to the date to

which the member of the Executive Committee in whose place he is appointed would have held office if it had not been vacated as aforesaid.

**107. Continuing members to act.**

The continuing Members of the Executive Committee may act notwithstanding any vacancy in their body but so that if the number falls below the minimum above fixed and notwithstanding the absence of a quorum the Members of the Executive Committee may act for the purpose of filling up of vacancies or for summoning General Meeting of the Club or in emergencies only.

**108. Vacating of office by committee member.**

- (1) The office of a member of the Executive Committee shall be vacated if :-
- (a) he is posted for default under article 47 (4); or
  - (b) he ceases to be duly qualified member of the Club; or
  - (c) he applies to be adjudged an insolvent; or
  - (d) he is adjudicated an insolvent; or
  - (e) he is found to be of unsound mind by a court of competent jurisdiction; or
  - (f) he absents himself from three consecutive meetings of the Executive Committee or from all meetings of the Executive Committee for a continuous period of three months, whichever is longer, without leave of absence from the Executive Committee;
  - (g) If he accepts a loan or guarantee from the Club in contravention of Section 108 of the Act; or
  - (h) he becomes disqualified by an order of the Court under Section 203 of the Act;
  - (i) he is removed from his office of a member of the Executive Committee before the expiry of office pursuant to the provisions of the Act;
  - (j) he acts in contravention of Section 184 of the Act;
  - (k) if he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months;
  - (l) he resigns his office as a member of the Executive Committee by notice in writing in that behalf;
- (2) Notwithstanding anything in clauses (a), (h) and (k) of sub-clause (1) above the disqualification referred to in these clauses shall not take effect :-

- (a) For thirty days from the date of the adjudication sentence or order;
- (b) Where any appeal or petition is preferred within thirty days aforesaid against the adjudication sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed of;
- (c) Where within seven days aforesaid any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition if allowed would result in the removal of the disqualification, until such further appeal or petition is disposed of.

**109. Omitted**

**110. Omitted**

**111. Omitted**

**112. Removal of Committee Members.**

- (1) The Club may, by ordinary resolution, remove a member of the Executive Committee before the expiry of his period of office.
- (2) Special notice shall be required of any Resolution to remove a member of the Executive Committee under this article or to appoint somebody instead of a member of the Executive Committee so removed at the meeting at which he is removed.
- (3) On receipt of notice of a resolution to remove a member of the Executive Committee under this Article the Club shall forthwith send a copy thereof to the member concerned and the member shall be entitled to be heard on the Resolution at the meeting.
- (4) Where notice is given of a Resolution to remove a member of the Executive Committee under this article and the member concerned makes with respect thereto representations in writing to the Club (not exceeding a reasonable length) and requires their notification to members of the Club, the Club shall, unless the representations are received by it too late for it to do so:-
  - (a) in any notice of the resolution given to the members of the Club, state the fact of the representations having been made; and
  - (b) send a copy of the representations to every member of the Club to whom notice of the meeting is sent (whether before or after receipt of the representations by the Club);

and if a copy of the representations is not sent as aforesaid because they were received too late or because of the Club's default, the member may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting provided that copies of the representations need not be sent out and the representations need not be read out at the meeting if on the application either of the Club or of any other person who claims to be aggrieved, the Court is satisfied that the rights

conferred by this clause are being abused to secure needless publicity for defamatory matter.

- (5) A vacancy created by the removal of a Member of the Executive Committee under this Article may, if he had been appointed by the Club in General Meeting or by the Executive Committee be filled by the appointment of another Member in his stead by the meeting at which he is removed; Provided special notice of the intended appointment has been given under clause (2) hereof. A member so appointed shall hold office if he had not been removed as aforesaid.
- (6) If the vacancy is not filled under clause (5), it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable to Article 106 and all the provisions of that Article shall apply accordingly.
- (7) A member who was removed from office under this Article shall not be reappointed as a Committee Member by the Executive Committee.
- (8) Nothing contained in this article shall be taken as derogating from any power to remove a Member which may exist from this Article.

## **ELECTION OF PRESIDENT, VICE-PRESIDENTS ETC.**

### **113. Election of office-bearers.**

- (1) After every Annual General Meeting, the Executive Committee shall select, out of the Members for the ensuing year of the Executive Committee, a President, two Vice-Presidents, a Secretary, a Treasurer and each office-bearer so selected shall hold office in an Honorary capacity until the selection of new office-bearers after the close of the next ensuing Annual General Meeting, or until he ceases to be a Member of the Executive Committee whichever shall be earlier.
- (2) The retiring President and Vice-Presidents shall be eligible for re-selection and the President shall be eligible for selection to the office of a Vice-President and vice-versa, provided they continue to be members of the Executive Committee.
- (3) Casual vacancies occurring in the office of the President or Vice-President or Secretary or Treasurer shall be filled in by the Executive Committee from amongst themselves.
- (4) In the case of absence of leave of the President and/or either of the Vice-Presidents and/or Secretary and/or Treasurer for period exceeding one month, the Committee may elect from amongst themselves any member of the Committee as acting President or Vice-President or Secretary or Treasurer during the period of such leave.

## PROCEEDINGS AT COMMITTEE MEETINGS

### 114. Meeting of Committee Members.

The Executive Committee shall meet for the dispatch of the business from time to time and shall so meet at least once in every three months and at least four such meetings shall be held in every year and they may adjourn and otherwise regularise their meetings and proceedings as they deem fit. The provisions of this Article shall not be deemed to be contravened by reason of the fact that the meeting of the Executive Committee which had to be called in compliance with the terms herein mentioned could not be held for want of quorum.

### 115. Quorum at Committee Meetings.

The quorum for meeting of the Executive Committee shall be one-third of its total strength (excluding Committee Members, if any, whose places may be vacant at the time, and any fraction contained in that one-third being rounded off as one) or two Members of the Executive Committee, whichever is higher; Provided that where at any time the number of 'interested members of the Executive Committee' (that is, a Member of the Executive Committee whose presence cannot by reason of these Articles count for the purpose of forming a quorum at a meeting of the Executive Committee at the time of the discussion or vote on any matter) exceeds or is equal to two-thirds of the total strength, the number of the remaining Members of the Executive Committee that is to say, the number of Members of the Executive Committee who are not interested present at the meeting being not less than two shall be the quorum during such time.

### 116. Adjournment of meeting for want of quorum.

- (1) If within 15 minutes from the time appointed for holding a meeting a quorum is not present then the meeting shall stand adjourned to such day, time and place as the Committee Member or Members present at the meeting may fix but not later than one week from the date for which the original meeting had been convened (but if the last day is a public holiday till the succeeding day which is not a public holiday).
- (2) The provisions of Article 114 shall not be deemed to have been contravened merely by reason of the fact that a meeting of the Executive Committee which had been duly called could not be held for want of quorum.

### 117. Validity of Committee Meeting.

A Meeting of the members of the Executive Committee for the time being at which a quorum is present or an adjourned meeting for want of quorum held as provided in Article 116 shall be competent to exercise all or any of the authorities, for the time being vested in or exercisable by the Members of the Executive Committee generally.

### 118. Secretary to convene meeting.

The Secretary may at any time convene a meeting of the Executive Committee and shall do so on being so requested by any member of the Executive Committee.

**119. Resolution by circular.**

No resolution shall be deemed to have been duly passed by the Executive Committee by circulation unless the resolution has been circulated in draft, together with the necessary papers, if any to all the members of the Executive Committee for the time being in the Local Area (not being less in number than the quorum fixed for a meeting of the Executive Committee as the case may be) and has been approved by all or such of them as are entitled to vote on the resolution.

**120. Acts of Executive Committee valid notwithstanding informal appointment.**

Subject to the provisions of the Act and these Articles, all acts done by any meeting of the Members of the Executive Committee or by the Executive Committee or by any person acting as a Committee Member shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Committee Member, Executive Committee or person acting as aforesaid, or that they or any of them were or was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee Member or Executive Committee. Provided that nothing in this Article shall be deemed to give validity to acts done by a Committee Member or an Executive Committee after his or their appointment has been shown to the Club to be invalid or to have terminated.

**121. Who is to preside at meetings of Committee.**

The President shall be entitled to preside as Chairman of every Meeting of the Executive Committee, but if there be no President or if at any meeting the President is not present within fifteen minutes of the time appointed for holding the same or is unwilling to act any of the Vice- Presidents present chosen by the Members of the Executive Committee present and failing them the Members of the Executive Committee present shall choose some one of their number to be Chairman of that meeting.

**122. Questions at Committee meetings how decided.**

Questions arising at any meeting of the Executive Committee or sub-Committee shall be decided by a majority of votes and in case of an equality of votes the Chairman of the meeting (whether the Chairman appointed by virtue of these Articles or the member of the Committee presiding at such meeting) shall have a second or casting vote.

**123. Committee may appoint sub-Committees.**

Subject to the provisions of the Act and of these Articles the Executive Committee may delegate any of its powers to or appoint for any special purposes Sub-Committees consisting of such member or members of the Executive Committee or of such other persons being members of the Club as they think fit or partly of one and partly of the other and the Executive Committee may from time to time revoke and discharge any such Sub-Committee, either wholly or in part, and either as to persons or purposes; but every sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Executive Committee. The President shall ex-officio be a

member of every such sub-Committee and the Chairman thereof, and the Secretary shall also be ex-officio member of every such sub-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 Executive Committee so far as the same are applicable thereto and are not superseded by any regulations made by Executive Committee. All acts done by any such Sub-Committee in conformity with such regulations and in fulfillment of the purpose of their appointment but not otherwise, shall have the like force and effect as if done by the Committee.

**124. Minutes of proceedings of Committee & sub-committees to be kept.**

- (1) The Club shall cause minutes of all proceedings at the meetings of the Executive Committee and of sub-Committees of the Executive Committee to be duly entered in books kept for the purpose.
- (2) The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- (3) All appointment of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- (4) In the case of a meeting of the Executive Committee or of a Sub-Committee of the Executive Committee the minutes shall also contain:--
  - (a) the names of the members of the Executive Committee or sub-Committee present at the meetings;
  - (b) in the case of each resolution passed at the meeting the names of the members of the Executive Committee or Sub-Committee if any, dissenting therefrom, or not concurring in the resolution.
- (5) Nothing contained in sub-clauses (1) to (4) shall 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; (b) is irrelevant or immaterial to the proceedings; or (c) is detrimental to the interests of the Club. 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.

**125. Committee or Sub-Committee Minutes to be evidence.**

- (1) Any such minute of any meeting referred to in the foregoing Articles, if purporting to be signed by the Chairman of the meeting at which the proceedings take place or by the Chairman of the next succeeding meeting shall be evidence of the proceedings recorded therein.
- (2) Where minutes of the proceedings of the Executive Committee or of a Sub-Committee have been made and signed in accordance with the provisions of Articles 124 and clause (1) of this Article then until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place, and in particular, all

appointments of Members of the Executive Committee or of Sub-Committee made at the meeting shall be deemed to be valid.

## **POWER OF THE EXECUTIVE COMMITTEE**

### **126. General powers of the Committee.**

- (1) Subject to the provisions of the Act and these Articles, the Executive Committee of the Club shall be entitled to exercise all such powers and to do all such acts and things as the Club is authorised to exercise and do; Provided that the Executive Committee shall not exercise any power or do any act or thing which is directed or required whether by the Act, or any other Act or by the Memorandum or these Articles or otherwise, to be exercised or done by the Club in General Meeting; Provided further that in exercising any such power or doing any such act or thing the Executive Committee shall be subject to the provisions contained in that behalf in the Act, or in any other Act or in the Memorandum of Association or in these Articles or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Club in General Meeting.
- (2) No regulation made by the Club in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.

### **127. Certain powers to be exercised by the Executive Committee only at meeting by resolution.**

- (1) The Executive Committee shall exercise the following powers on behalf of the Club only by means of resolutions passed at the meetings of the Executive Committee:-
  - (a) the power to issue debentures;
  - (b) the power to borrow moneys otherwise than on debentures;
  - (c) the power to invest the funds of the Club; and
  - (d) the power to make loans.
- (2) Nothing in this article contained shall be deemed to affect the right of the Club in General Meeting to impose restrictions and conditions on the exercise by the Executive Committee of any of the powers herein specified.

### **128. Consent of the Club necessary for the exercise of certain powers.**

- (1) The Executive Committee shall not except with the consent of the Club in General Meeting:--
  - (a) sell, lease or otherwise dispose of the whole, or substantially the whole of the undertaking of the Club or where the Club owns more than one undertaking of the whole, or substantially the whole, of any such undertaking;

- (b) remit, or give time for the repayment of any debt due by a Member of the Executive Committee;
- (c) invest otherwise than in authorised securities, the amount of compensation received by the Club in respect of compulsory acquisition of any such undertaking as is referred to in clause (a) above, or of any premises or properties used for any such undertaking and without which such undertaking cannot be carried on or can be carried on only with difficulty or only after a considerable time;
- (d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Club will exceed the aggregate of the free reserves, that is to say reserves not set apart for any specific purpose.

**129. Disclosure of interest by member of Executive Committee.**

- (1) Every member of the Executive Committee who is in any way directly or indirectly concerned or interested in any contract or arrangement or proposed contract or arrangement entered into or to be entered into by or on behalf of the Club shall disclose the nature of his concern or interest at a meeting of the Executive Committee.
- (2) (a) In the case of a proposed contract or arrangement, the disclosure required to be made by a member of the Executive Committee shall be made at the meeting of the Executive Committee at which the question of entering into the contract or arrangement is first taken into consideration or if the member of the Executive Committee was not at the date of the meeting concerned or interested in the proposed contract or arrangement, at the first meeting of the Executive Committee held after he became so concerned or interested.  
  
(b) In the case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Executive Committee held after the member of the Executive Committee became concerned or interested in the contract or arrangement.
- (3) For the purpose of this article, a general notice given to the Executive Committee by a member of the Executive Committee to the effect that he is a member of the Executive Committee or member of a specified body Corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may after the date of the notice be entered into with that body corporate or firm, shall be deemed to be sufficient disclosure of concern or interest in relation to any contract or arrangement so made.
- (4) Any such general notice shall expire at the end of the financial year in which it is given but may be renewed for further periods of one financial year at a time by a fresh notice given in the last month of the financial year in which it would have otherwise expired.

- (5) The general notice aforesaid and any renewal thereof shall be given at a meeting of the Executive Committee or the member of the Executive Committee concerned shall take reasonable steps to secure that it is brought up and read at the first meeting of the Executive Committee after it is given.
- (6) Nothing in this Article shall be deemed to prejudice the operation of any rule of law restricting a member of the Executive Committee from taking any concern or interest in any contracts or arrangements with the Club.
- (7) Interested Member of the Executive Committee not to participate or vote in Executive Committee's proceedings.

No member of the Executive Committee of the Club shall as a member of the Executive Committee take any part in the discussion of, or vote on, any contract or arrangement entered into or to be entered into, by or on behalf of the Club, if he is in any way directly or indirectly concerned or interested in the contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote, his vote shall be void provided however that a member of the Executive Committee may vote on any contract of indemnity against any loss which the members of the Executive Committee or any one or more of them may suffer by reason of becoming or being sureties or a surety for the Club.

**130. Register of Contracts in which Members of the Executive Committee are interested.**

- (1) The Club shall keep at its registered office a Register in which shall be entered separately particulars of all contracts or arrangements to which Section 184 or 188 of the Act applies including the following particulars to the extent they are applicable in each case viz :
  - (a) Date of the Contract or arrangement;
  - (b) Names of parties thereto;
  - (c) The principal terms and conditions thereof.
  - (d) In the case of a contract to which Sec. 184 of the Act applies or in the case of a contract or arrangement to which sub-section (2) of Sec. 188 the Act applies, the date on which it was placed before the Board;
  - (e) The names of the Directors voting for or against the contract or arrangement and the names of those remaining neutral.
- (2) Particulars of every such contract or arrangement to which Sec. 188 of the Act or, as the case may be, Sub-Section (2) of Section 184 of the Act applies, shall be entered in the relevant Register aforesaid :--
  - (a) In the case of the contract or arrangement requiring the approval of the Executive Committee, within seven days (exclusive of public holidays) of the meeting of the Executive Committee at which contract or arrangement is approved;

- (b) In the case of any other contract or arrangement, within seven days of the receipt at the registered office of the Club of the particulars of such other contract or arrangement or within thirty days of the date of such other contract or arrangement whichever is later;

and the Register shall be placed before the next meeting of the Executive Committee and then be signed by all the members of the Executive Committee present at the meeting.

- (3) The Register aforesaid shall also specify, in relation to each member of the Executive Committee of the Club the names of the firms and bodies Corporate of which notice has been given by him under Sub-Section (2) of Sec. 184 of the Act.
- (4) Nothing in the aforesaid clauses (1), (2) and (3) shall apply to any contract or arrangement for the sale, purchase, or supply of any goods, materials or services if the value of such goods or materials or the costs of such service does not exceed Rs. 5,000/- in the aggregate in any year comprised in the period of the contract; but in such a case, the consent of the Executive Committee shall be obtained at a meeting within three months of the date on which the contract was entered into.

#### **131. Duty of the member of the Executive Committee to make disclosure.**

- (1) A member of the Executive Committee of the Club shall, at the first meeting the Executive Committee in which he participates as a member and thereafter at the first meeting of the Executive Committee in every financial year or whenever there is any change in the disclosures already made, then at the first meeting of the Executive Committee held after such change, disclose his concern or interest in any other company or companies or bodies corporate, firms or other association of individuals, including the shareholding, which is required to be specified under Sub-Section (1) of Section 184 of the Act. The Club shall enter the aforesaid particulars in the register kept for that purpose in conformity with Section 170 of the Act.

]

- (2) A Member of the Executive Committee shall give notice in writing to the Club of such matters relating to himself as may be necessary for the purpose of enabling the Club to comply with the provisions of Section 170 of the Act. If such notice be not given at a meeting of the Executive Committee, the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the meeting of the Executive Committee next after it is given. The Club shall enter particulars of a Committee member's holding of Debentures as aforesaid in a register kept for that purpose in conformity with Section 170 of the Act.

#### **132. Certain powers of the Committee.**

In furtherance of and without prejudice to the powers conferred by these Articles and so as not in any way to limit or restrict those powers, and without prejudice to the

other powers conferred by these Articles but subject to the restrictions contained in these Articles, it is hereby declared that the Executive Committee shall have the following powers, that is to say, power:--

(a) to increase number as members.

To register an increase in the total number of members.

(b) To prohibit particular activities.

To prohibit particular activities or games on the Club premises entirely or at any particular time and regulate the rules to be observed and stakes to be played for by members or guests playing any games on the Club Premises.

(c) To levy late payment charges and/or interest on outstanding bills and prohibit the use of Club Premises by indebted member,

To levy late payment charges and/or interest on outstanding bills, and further to prohibit the use of any premises over which the Club may have control, by any Member who may have failed, neglected or refused to pay his/her bills as per Bye-Laws for the time being in force.

(d) To write off doubtful debts.

To write off in the accounts of the Club such sums as they may deem expedient in respect of bad and doubtful debts and otherwise.

(e) To pay commission and interest.

To pay and charge to the capital account of the Club any commission or interest lawfully payable thereout under the provisions of these Articles.

(f) To alter Bye-Laws.

From time to time to make, alter, add to and repeal all such bye-laws not inconsistent with the Memorandum of Association or these Articles, as the Executive Committee may deem expedient or convenient for the proper conduct, management and control of the Club or for any matter under these Articles requiring to be regulated by bye-laws.

(g) To borrow moneys.

To borrow or to raise money which may be required for the purpose of the Club upon bonds, debentures, bills of exchange, promissory notes or other obligations, or securities of the Club, or by mortgage or charge of the Club property.

(h) To pay for property in debentures and otherwise.

At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Club, either wholly or partially, in cash or in bonds, debentures, mortgages or other

securities of the Club and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any of the property of the Club.

(i) To secure contracts by mortgage.

To secure the fulfillment of any contracts, agreements, engagements or arrangements entered into by the Club by mortgage or charge of all or any of the property of the Club or in such manner as they may think fit.

(j) To purchase moveable or immoveable property etc.

To purchase or otherwise acquire for the Club any property (moveable or immoveable) rights, or privileges at or for such price or consideration and generally on such terms and conditions as they may think fit.

(k) Subject to article 128, sell, grant on lease or otherwise dispose of any property of the Company (moveable or immoveable) at or for such price or consideration and generally on such terms and conditions as they may think fit.

(l) To appoint trustees.

To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Club any property belonging to the Club, or in which it is interested, or for any other purposes; and to execute and do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.

(m) To bring and defend actions etc.

To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers and/or against the Member or otherwise concerning the affairs of the club, and also to compound and allow time for payment or satisfaction of any debts, dues or any claims or demands by or against the Club and to refer any claims or demands by or against the Club or any difference to arbitration and observe and perform any awards made thereon.

(n) To act in insolvency matters.

To act on behalf of the club in all matters relating to bankrupts and insolvents.

(o) To give receipts

To make and give receipts, releases and other discharges for moneys payable to the Club and for the claims and demands of the Club.

(p) To invest moneys

Subject to the provisions of these Articles to invest and deal with any moneys of the Club not immediately required for the purposes thereof upon such

security or without security and in such manner as they may think fit, and from time to time to vary or realise such investments. Provided that all investments shall be made and held in the Club's own name.

(q) To execute mortgage.

To execute in the name and on behalf of the Club in favour of any member of the Executive Committee or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Club, such mortgages of the property of the Club (present and future) as they think fit; and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.

(r) To authorise acceptance.

To determine from time to time who shall be entitled to sign on the Club's behalf, negotiable instruments, bills, notes, drafts, orders, receipts, acceptances, endorsements, cheques, releases, contracts, and documents and to give the necessary authority for such purpose.

(s) To provide for welfare of employees.

To provide for the welfare of employees or ex-employees of the Club or its predecessors in business and the wives, widows and families or the dependants or connections of such persons by building or contributing to the building of houses of dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Members of the Executive Committee shall think fit.

(t) To create depreciation and other funds

To set aside such sums as they may think proper for depreciation, to a Depreciation Fund, General Reserve, Reserve, a Reserve Fund, Sinking Fund or any special or other fund or funds or account or accounts to meet contingencies, to repay redeemable debentures or debenture stock, for repairing, improving, extending and maintaining any part of the property of the club and/or for such other purposes (including the purposes referred to in the last preceding clause) as the Executive Committee may in their absolute discretion think conducive to the interests of the Club and to invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by the Act) as the Executive Committee may think fit and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Club, in such manner and for such purposes as the Executive Committee (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the Club notwithstanding that the matters to which the Executive Committee apply or upon which they expend the same or any part thereof may be matters to or

upon which the moneys of the Club might rightly be applied or expended and to divide the Reserve, General Reserve or the Reserve Fund into such special funds as the Executive Committee may think fit, and to employ the assets constituting all or any of the above funds or accounts, including the Depreciation Fund, in the business of the Club or in the purchase or repayment of debentures or debenture stock and that without being bound to keep the same separate from the other assets, and without being bound to pay or allow interest on the same, with power however to the Executive Committee at their discretion to pay or allow to the credit of such fund interest at such rate as Executive Committee may think proper.

(u) To appoint employees

To appoint, and at their discretion remove or suspend such Secretaries, officers, assistants, clerks, agents and employees for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties, and fix their salaries, emoluments or remuneration and to require security in such instances and to such amount as they may think fit.

(v) Comply with Local laws

To comply with the requirements of any local law which in their opinion it shall in the interests of the Club be necessary or expedient to comply with.

(w) From time to time and at any time to establish any Local Committee authority or organization for managing any of the affairs of the Club in any specified locality in India or elsewhere and to appoint any persons to be members of such Local Committee authority or organization or any Secretary or Agents and to fix their remuneration.

(x) Subject to the provisions of these Articles from time to time and at any time to delegate to any such Local Committee Authority or organization or any member or members thereof or any secretaries or agents so appointed any of the powers, authorities and discretions for the time being vested in the Executive Committee and to authorise the members for the time being of any such local Committee authority or organisation or any of them to fill up any vacancies therein and to act notwithstanding vacancies; and any such appointment or delegation may be made on such terms and subject to such conditions as the Executive Committee may think fit, and the Executive Committee may at any time remove any person so appointed and may annul or vary any such delegation.

(y) To appoint constituted attorney

At any time and from time to time by power of attorney to appoint any person or persons to be the attorney or attorneys of the Club for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Executive Committee under these presents and excluding the powers which may be exercised only by the Executive Committee under the Act or these Articles) and for such period and subject to such conditions as the Executive Committee may from time to time think fit;

and any such appointment may (if the Executive Committee think fit) be made in favour of any Company or the members, directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Executive Committee and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Executive Committee may think fit and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers authorities and discretions for the time being vested in them.

(z) To delegate

Generally subject to the provisions of the Act and these Articles to delegate to the extent the same is permissible in law the powers authorities and discretions vested in the Members of the Executive Committee to any person, firm, company or fluctuating body of persons as aforesaid.

(z-1) May make contracts etc.

Subject to the provisions of the Act and these Articles for or in relation to any of the matters aforesaid or otherwise for the purposes of the Club 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 Club as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Club.

**133. Registers, books and documents.**

(1) The Club shall maintain Registers, books and documents as required by the Act or these Articles including the following namely:-

- (a) Register of Investment not held in Club's name according to Section 187 of the Act.
- (b) Register of Charge according to Section 85 of the Act.
- (c) Register of Members according to Section 88 of the Act.
- (d) Register of Debenture holders according to Section 88 of the Act.
- (e) Register of contracts or arrangements in which Members of the Executive Committee are interested according to Section 189 of the Act.
- (f) Register of Members of the Executive Committee and Key Managerial Personnel according to Section 170 of the Act.
- (g) Books of account in accordance with the provisions of Section 128 of the Act.
- (h) Copies of Instruments creating any charge requiring registration according to Section 85 of the Act.
- (i) Copies of Annual Returns prepared under Section 92 of the Act together with the copies of Certificates required under Section 92 of the Act.

(2) The said Registers, books and documents shall be maintained in conformity with the applicable provisions of the Act and shall be kept open for inspection by such persons as may be entitled thereto respectively, under the Act, for two hours on Saturdays and three hours on other days (except Sundays)

provided such days are not public holidays and extracts shall be supplied to the persons entitled thereto in accordance with the provisions of the Act or these Articles.

## **THE SEAL**

### **134. The Common Seal, its custody & use.**

The Executive Committee shall provide a common seal for the purposes of the Club, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Executive 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 a resolution of the Executive Committee previously given.

### **135. Deeds how executed.**

Every deed document or other instrument to which the Seal of the Club is required to be affixed shall be signed by two members of the Executive Committee.

## **ACCOUNTS**

### **136. Books of account to be kept.**

- (1) The Club shall keep proper books of account with respect to:-
  - (a) all sums of money received and expended by the Club and the matters in respect of which such receipts and expenditures takes place;
  - (b) all sales and purchases of goods by the Club; and
  - (c) the assets, credits and liabilities of the Club.
- (2) If the Club shall have a branch office, whether in or outside India, proper books of account relating to the transactions effected at that branch office shall be kept at that office, and proper summarised returns made up to date at intervals of not more than three months, shall be sent by the branch office to the Club at its Registered Office or other place in India, as the Executive Committee thinks fit, where the main books of Club are kept.
- (3) All the aforesaid Books shall give a fair and true view of the affairs of the Club or of its Branch Office as the case may be, with respect to the matters aforesaid, and explain its transactions.
- (4) The books of Account and other books and papers shall be open to inspection by any other Member of the Executive Committee during business hours.
- (5) The Books of Account of the Club relating to the period of not less than eight years immediately preceding the current year together with the vouchers relevant to any entry in such books of account shall be preserved in good order.
- (6) Where Books of Account shall be kept.  
The Books of Account shall be kept at the registered office of the Club or at such other place as the Executive Committee thinks fit provided that when all or any of the Books of Account aforesaid are kept at such other place in India

as the Executive Committee may decide, the Club shall, within seven days of such decision of the Executive Committee file with the Registrar notice in writing giving the full address of that other place.

**137. Inspection by members.**

No member (not being a member of the Executive Committee) shall have any right of inspecting any books or documents of the Club except as conferred by statute or authorised by the Executive Committee or by a Resolution of the Club in General Meeting.

**138. Statement of Accounts to be furnished to General Meeting.**

The Executive Committee shall lay before each Annual General Meeting of the Club a Profit and Loss Account for the financial year of the Club and a Balance Sheet made up as at the end of the financial year that is period beginning with the day immediately after the period for which the account was last submitted and ending with a day which shall not precede the day of the meeting by more than six months or where an extension of time has been granted by the Registrar under the provisions of the Act by more than six months and the extension so granted.

**139. Balance Sheet & Profit and Loss Account.**

- (1) Every Balance Sheet of the Club shall give a true and fair view of the affairs of the Club as at the end of the financial year and shall be in the form required by the Act.
- (2) Every profit and loss account of the Club shall give a true and fair view of the profit or loss of the Club for the financial year and shall be in the form required by the Act.
- (3) The Balance Sheet and Profit and Loss Account of the Club shall not be treated as not disclosing a true and fair view of the state of affairs of the Club, merely by reason of the fact that they do not disclose any matters which are not required to be disclosed by virtue of a notification issued under Sub-section (6) or an Order issued under sub-section (6) of Section 129 of the Act.
- (4) For the purpose of this Article, except where the context otherwise requires, any reference to a Balance Sheet or Profit and Loss Account shall include any notes thereon or documents annexed thereto, giving information required by the Act or these Articles, and allowed by the Act to be given in the form of such notes and documents.
- (5) The Executive Committee shall have the right to charge any competent and reliable person (not being a member of the Executive Committee) with the duty of seeing that the provisions of this Article are complied with, provided that such person was in a position to discharge that duty.
- (6) If in the opinion of the Executive Committee, any of the current assets of the Club have not a value on realisation in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Executive Committee is of that opinion shall be stated.

**140. Authentication of Balance Sheet & Profit & Loss Account.**

- (1) Every Balance Sheet and every Profit and Loss Account of the Club shall be signed on behalf of the Executive Committee, by the President, one of the Vice-Presidents, and the Secretary and the Treasurer of the Club.
- (2) Provided that when any of the aforesaid Members of the Executive Committee is for the time being not in India the Balance Sheet and Profit and Loss Account shall be signed by such of them and in such a case there shall be attached to the Balance Sheet and Profit & Loss Account a statement signed by them explaining the reason for non-compliance with the provisions of clause (1).
- (3) The Balance Sheet and the Profit & Loss Account shall be approved by the Executive Committee before they are signed on behalf of the Executive Committee in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

**141. Profit & Loss Account to be annexed & Auditors' Report to be attached to the Balance Sheet.**

The Profit & Loss Account shall be annexed to the Balance Sheet and the Auditors' Report shall be attached thereto.

**142. Committee's Report to be attached to the Balance Sheet.**

- (1) Every Balance Sheet laid before the Club in General Meeting shall have attached to it a report by the Executive Committee with respect to (a) the state of the Club's affairs; and (b) the amounts, if any, which it proposes to carry to any Reserves in such Balance Sheet; (c) the material changes and commitments, if any, affecting the financial position of the Club which have occurred between the end of the financial year of the Club to which the Balance Sheet relates and the date of the Report.
- (2) The Executive Committee's report shall, so far as is material for the appreciation of the state of the Club's affairs by its members and will not in the Executive Committee's opinion be harmful to the business of the Club, deal with any changes which have occurred during the financial year in the nature of the Club's business and generally in the classes of business in which the Club has an interest.
- (3) The Executive Committee shall also give the fullest information and explanation in its report aforesaid or in cases falling under the proviso to Article 140, in an addendum to that report; on every reservation, qualification or adverse remark contained in the Auditors' Report.
- (4) The Executive Committee's report and any addendum thereto shall be signed by its Chairman if he is authorised in that behalf by the Executive Committee; and where he is not so authorised shall be signed by such members of the Executive Committee as are required to sign the Balance Sheet and the Profit & Loss Account of the Club by virtue of clauses (1) and (2) of Article 140.

- (5) The Executive Committee shall have the right to charge any competent and reliable person (not being a Member of the Executive Committee) with the duty of seeing that the provisions of clause (1) of this Article are complied with, provided that such person was in a position to discharge that duty.

**143. Right of members to copies of Balance Sheet & Auditors' Report.**

- (1) A copy of every Balance Sheet (including the Profit & Loss Account, the Auditors' Report and every other document required by law to be annexed or attached, as the case may be, to the Balance Sheet) which is to be laid before the Club in general meeting shall not less than 21 days before the date of the meeting, be sent to every member of the Club entitled to vote to every holder of debentures issued by the Club (not being debentures payable to the bearer thereof), to every trustee for the holders of any debentures issued by the Club, whether such member, holder or trustee is or is not entitled to have notices of general meetings of the club sent to him and to all persons other than such members, holders or trustees, being persons so entitled. Provided that the documents aforesaid need not be sent (i) to a member, or holder of debentures of the Club, who is not entitled to have notices of general meetings of the Club sent to him and of whose address the Club is unaware; (ii) to more than one of the joint holders of any debentures none of whom is entitled to have such notices sent to him or (iii) in the case of joint holders of any debentures some of whom are and some of whom are not entitled to have such notices sent to them, to those who are not so entitled. If copies of the documents aforesaid are sent less than 21 days before the date of the meeting they shall, notwithstanding that fact, be deemed to have been duly sent if it is so agreed by all the members entitled to vote at the meeting.
- (2) Any member or holder of debentures of the Club, whether he is or is not entitled to have copies of the Club's Balance Sheet sent to him shall, on demand, be entitled to be furnished without charge, and any person from whom the Club has accepted a sum of money by way of deposit shall, on demand accompanied by the payment of a fee of Rupee one, be entitled to be furnished with a copy of the last Balance Sheet of the Club and of every document required by law to be annexed or attached thereto, including the Profit and Loss Account and the Auditors' Report.

**144. References in the Act or in these Articles to documents annexed or required to be annexed to the Club's accounts or any of them shall not include the Executive Committee's Report, the Auditors' Report or any document attached or required to be attached to those accounts,**

PROVIDED that any information which is required by the Act or these Articles to be given in the accounts, and is allowed by the Act or these Articles to be given in a Statement annexed to the accounts, may be given in the Executive Committee's Report instead of in the accounts and if any such information is so given, the report shall be annexed to the accounts and the Act or these Articles shall apply thereto accordingly, except that the Auditors shall report thereon only in so far as it gives the said information.

## ANNUAL RETURNS

### 145. Annual Returns.

- (1) The Club shall within 60 days from the holding of its Annual General Meeting prepare and file with the Registrar a Return stating the following particulars which stood on that day:-
  - (a) the address of the registered office of the Club;
  - (b) the names of members and the respective dates on which they became members and the names of persons who have ceased to be members since the date of the Annual General Meeting of the immediately preceding year, and the dates on which they so ceased.
  - (c) all such particulars with respect to the persons who at the date of the Return were the Members of the Executive Committee of the Club and its Key Managerial Personnel as are set out in Section 170 of the Act.
- (2) There shall be annexed to the Return a Statement containing particulars of the total amount of the indebtedness of the Club as on the day aforesaid in respect of all charges if any such are or were required to be registered with the Registrar under the Act or under any previous Companies Law or which would have been required to be registered under the Act if they had been created after 1<sup>st</sup> April, 1956.

## AUDIT

### 146. Accounts to be audited.

- (1) Every Balance Sheet and Profit and Loss Account shall be audited by one or more Auditors to be appointed as hereinafter mentioned.
- (2) Appointment of Auditors  

The Club at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting and shall within seven days of the appointment give intimation thereto to every Auditor so appointed unless he is a retiring auditor.
- (3) At any Annual General Meeting, a retiring Auditor, by whatsoever authority appointed, shall be re-appointed, unless-
  - (a) he is not qualified for re-appointment;
  - (b) he has given the Club notice in writing of his unwillingness to be re-appointed;
  - (c) a resolution has been passed at the Meeting appointing somebody instead of him or providing expressly that he shall not be reappointed; or
  - (d) where notice has been given of an intended resolution to appoint some person or persons in the place of a retiring Auditor, and by reason of the death, incapacity or disqualification of that person or of all those persons, as the case may be, the resolution cannot be proceeded with.

- (4) Where at an Annual General Meeting no Auditors are appointed or re-appointed, the Central Government may appoint a person to fill the vacancy.
- (5) The Club shall, within seven days of the Central Government's power under clause (4) becoming exercisable, give notice of that fact to that Government.

**147. Filling up Casual vacancy.**

- (a) The Members of the Executive Committee may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the surviving or, continuing Auditor or Auditors (if any) may act, but where such vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Club in General Meeting.
- (b) Any Auditor appointed in a casual vacancy shall hold office until the conclusion of the next Annual General Meeting.

**148. Removal of Auditors.**

Any Auditor appointed under the aforesaid Article may be removed from office before the expiry of his term only by the Club in General Meeting, after obtaining the previous approval of the Central Government in that behalf.

**149. Resolution for appointment of persons other than retiring auditors.**

A person, other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless special notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Club not less than fourteen days before the meeting and the Club shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members and all the other provisions of Section 140 of the Act shall apply in the matter. The provisions of this clause shall also apply to a resolution that the retiring Auditor shall not be re-appointed.

**150. Qualification & Disqualification of Auditors.**

- (1) The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.
- (2) None of the persons mentioned in Section 141 of the Act as not qualified for appointment as Auditors shall be appointed as Auditors of the Club.

**151. Audit of branch offices.**

The Club shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of branch offices of the Club.

**152. Remuneration of auditors.**

The remuneration of the Auditors of the Club shall be fixed by the Club in General Meeting, except that the remuneration of any Auditor appointed by the Executive Committee to fill any casual vacancy may be fixed by the members of the Executive

Committee. Any sum paid by the Club in respect of the Auditor's expenses shall be deemed to be included in the expression 'remuneration'.

**153. Powers and duties of Auditors.**

Every Auditor of the Club shall have a right of access at all times to the books and vouchers of the Club and shall be entitled to require from the Executive Committee and officers of the Club such information and explanations as the Auditor may think necessary for the performance of his duties as Auditor.

**154. Right of Auditor to Notice of and to attend General meeting.**

- (1) All notices of and other communications relating to, any General Meeting of the Club which any member of the Club is entitled to have sent to him shall also be forwarded to the Auditor of the Club; and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditors.
- (2) The Auditor's Report shall be read before the Club in General Meeting and shall be open to inspection by any member of the Club.

**NOTICES, DOCUMENTS AND SERVICE OF DOCUMENTS**

**155. Notice to include summons etc.**

A notice which expression shall be deemed to include and shall include any summons, document, requisition, order other legal process and registers, whether issued, sent or kept in pursuance of the Act or any other Act or otherwise.

**156. Service of documents on members by Company.**

- (1) A notice may be served by the Company on any member thereof either personally or by sending it by post to him at his registered address, or if he has no registered address, in India, to the address, if any, within India supplied by him to the Company for the giving of notices to him.
- (2) Where a notice is sent by post:
  - (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a, letter containing the notice, provided that where a member has intimated to the Club 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 Club a sum sufficient to defray the expenses of doing so, service of the document or Notice shall not be deemed to be affected unless it is sent in the manner intimated to by the member; and
  - (b) such service shall be deemed to have been effected
    - (i) in the case of a notice of a meeting at the expiration of fortyeight hours after the letter containing the same is posted; and

- (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

**157. Service on members having no registered address.**

If a member has no registered address in India, and has not supplied to the Club an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighbourhood of the registered office of the Club shall be deemed to be duly served on him on the day on which the advertisement appears.

**158. Advertisement.**

Subject to the provisions of the Act any document required to be served or sent by the Club on or to the members or any of them and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised once in one daily English and one daily vernacular newspaper circulating in Bombay.

**159. How notice to be signed.**

Any notice to be given by the Club shall be by such member of the Executive Committee, Secretary or officer as the Executive Committee may appoint. The signature to any notice to be given by the Club may be written or printed or lithographed.

**160. Service of Documents on the Company.**

A document (which expression for this purpose shall be deemed to include and shall include any summons, notice, requisition, process, order, judgement, registers or any other document in relation to or in the winding up of the Company) may be served on the Club or an officer thereof by sending it to the Club or officer at the registered office of the Club by post under a certificate of posting or by registered post, or by leaving it at its registered office.

**161. Service of documents on the Registrar.**

A document (which expression for this purpose shall be deemed to include and shall include any summons, notice, requisition, process, order, judgement, registers or any other document in relation to or in the winding up of the Club) may be served on the Registrar by sending it to him at his office by post under a Certificate of posting or by registered post, or by delivering it to, or leaving it for him at his office.

**162. Forms of Contracts.**

- (a) A contract, which if made between private persons, would by law be required to be in writing signed by the parties to be charged therewith, may be made on behalf of the Club in writing signed by any person acting under its authority, express or implied, and may in the same manner be varied or discharged.
- (b) A contract which, if made between private persons, would by law be valid although made by parol only and not reduced into writing, may be made by

parol on behalf of the Club by any person acting under its authority, express or implied and may in the same manner be varied or discharged.

**163.** A bill of exchange, hundi, promissory note or negotiable instrument, cheque, draft or pay Order shall be deemed to have been made, accepted, drawn, discharged or endorsed on behalf of the Club if made, accepted, drawn, discharged or endorsed in the name of, or on behalf of, the Club by any person acting under its authority express or implied.

**164. Execution of deeds.**

(1) The Club may, by writing under its common seal, empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds on its behalf in any place in or outside India.

(2) A deed signed by such an attorney on behalf of the Club and under its Seal where sealing is required, shall bind the Club and shall have the same effect as if it were under its Common Seal.

**AUTHENTICATION OF DOCUMENT :**

**165. Authentication of documents and proceedings.**

Save as otherwise expressly provided in the Act or these Articles, a document or proceedings requiring authentication by the Club may be signed by a Member of the Executive Committee, the Secretary or an authorised officer of the Club and need not be under its common Seal.

**EVIDENCE**

**166. Evidence in actions by Club against Members.**

On the trial or hearing of any action or suit brought by the Club against any member, or his representatives to recover any debt or money claimed to be due to the Club it shall be sufficient to prove that the name of the defendant is or was when the claim arose, on the register of members of the Club and the amount claimed is not entered as paid in the books of the Club, and it shall not be necessary to prove the appointment of the members of the Executive Committee who made any call, nor that a quorum of Members of the Executive Committee was present at which any call was made nor that the meeting at which any call was made was duly convened or constituted, nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

**167. Registers etc. to be evidence.**

The Register of Members, the Register of Debenture holders, the Annual Returns, Certificates and Statements referred to in Article 133 shall be prima facie evidence of any matters directed or authorized to be inserted therein by the Act and /or these Articles.

## **INDEMNITY AND RESPONSIBILITY**

### **168. Members of Committee's & other's right to indemnity.**

Subject to the provisions of Section 197 of the Act every member of the Executive Committee and of every Local and Sub-Committee Auditor or other officer and/or employee of the Club shall be indemnified by the Club against, and it shall be the duty of the Executive Committee out of the funds of the Club, to pay or reimburse all costs losses and expenses (including traveling expenses) which any such Member of the Executive Committee, or of the Local or sub-Committee, Auditor, Officer and/or employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such Member of the Executive Committee, Local or sub-committee, Auditor, Officer and/or employee or in any way in the discharge of his duties and in particular so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as Member of the Executive Committee or Local or sub-Committee, Auditor, Officer or servant in defending any proceedings whether civil or criminal in which Judgment is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 633 of the Act in which relief is given to him by the Court.

### **169. Not responsible for acts of others.**

Subject to the provisions of Section 197 of the Act, no member of the Executive Committee or any Local or Sub-Committee, Manager or other officer of the Club or any person employed as an Auditor would be liable for the acts, receipts, neglects or defaults of any other member of any such Committee or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Club through insufficiency or deficiency of title to any property required by order of the Executive Committee for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, Company or Corporation, with whom any moneys securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty. Provided always that the indemnity and rights conferred under these articles shall not exempt any Member of the Executive Committee, Secretary or other Officer of the Club, from or against any liability which by virtue of any rule or law would otherwise attach to him in respect of any negligence, default, misfeasance, breach of duty or breach of trust of which he may be guilty in relation to the Club.

## **NOTE**

The above Articles of Association were substituted pursuant to the Special Resolution passed at the General Meeting of the Club held on 20<sup>th</sup> March 1964 which is as under:

“That the Regulations contained in the document submitted to this meeting and for the purpose of identification subscribed by the Chairman thereof be and they are hereby approved and adopted as the Articles of Association of the Club in substitution for and to the exclusion of the existing Articles thereof.”

\*\* The above Articles of Association were substituted pursuant to the Special Resolution passed at the General Meeting of the Club held on 27th September, 2019 which is as under:

"That the Regulations contained in the document submitted to this meeting and for the purpose of identification subscribed by the Chairman thereof be and they are hereby approved and adopted as the Articles of Association of the Club in substitution for and to the exclusion of the existing Articles thereof."

\*\*\* The above Articles of Association were substituted pursuant to the Special Resolution passed at the General Meeting of the Club held on 27th November, 2020 which is as under:

"That the Regulations contained in the document submitted to this meeting and for the purpose of identification subscribed by the Chairman thereof be and they are hereby approved and adopted as the Articles of Association of the Club in substitution for and to the exclusion of the existing Articles thereof."

\*\*\*\* The above words were inserted in the Articles of Association, pursuant to Special Resolution passed at the Annual General Meeting of the Club held on 12th November, 2021 which is as under:

"That the Regulations contained in the document submitted to this meeting and for the purpose of identification subscribed by the Chairman thereof be and they are hereby approved and adopted as the Articles of Association of the Club in alteration to the existing Articles thereof."

\*\*\*\*\* The above words were substituted pursuant to the Special Resolution passed at the Annual General Meeting of the Club held on 30th September, 2022 which is as under:

"That the Regulations contained in the document submitted to this meeting and for the purpose of identification subscribed by the Chairman thereof be and they are hereby approved and adopted as the Articles of Association of the Club in substitution for and to the exclusion of the existing Articles thereof."

\*\*\*\*\* The above words were substituted pursuant to the Special Resolution passed at the Annual General Meeting of the Club held on 27th September, 2024 which is as under:

"That the Regulations contained in the document submitted to this meeting and for the purpose of identification subscribed by the Chairman thereof be and they are hereby approved and adopted as the Articles of Association of the Club in substitution for and to the exclusion of the existing Articles thereof."

# The above words were substituted pursuant to the Special Resolution passed at the 68th Annual General Meeting of the Club held on 30th September, 2025 which is as under:

"That the Regulations contained in the document submitted to this meeting and for the purpose of identification subscribed by the Chairman thereof be and they are

hereby approved and adopted as the Articles of Association of the Club in substitution for and to the exclusion of the existing Articles thereof."