

BHUBANESWAR CLUB LTD.



MEMORANDUM & ARTICLES OF ASSOCIATION

(As amended up to AGM held on 14th July, 2007)

SECOND
CERTIFICATE OF INCORPORATION

No.20 of 1949-50.

I hereby certify that **THE BHUBANESWAR CLUB LIMITED** was incorporated on the twenty first day of January, One thousand nine hundred and fifty under the Indian Companies Act, VII of 1913 and the Company is Limited.

Second Certificated issued at Cuttack, this Twenty fourth day of January, One thousand nine hundred and eighty four.

- Sd -

(N.R.Sircar)
Registrar of Companies, Orissa.

MEMORANDUM OF ASSOCIATION

OF THE

BHUBANESWAR CLUB LIMITED

1. The name of the Company shall be **BHUBANESWAR CLUB LIMITED**.
2. The Registered Office of the Company shall be at **BHUBANESWAR, ORISSA**.
3. The objects for which the Company is established are:-
 - (a) To promote an association of members selected from gentry of all walks of life who are interested in sports, cultural and recreational activities.
 - (b) To setup infrastructure and other facilities for members, their families and guests as well as affiliated members of other clubs for the activities outlined above.
 - (c) To conduct any business with a view to achieving and furthering the above mentioned objectives.
 - (d) To operate as far as possible on a no profit, no loss basis and any accidental surpluses generated from providing to the categories of persons mentioned above rental accommodation in rooms, food & beverages etc. to be utilised for the development of such and more of similar facilities for the categories of persons mentioned above.
 - (e) To afford to its members all the usual privileges, advantages and conveniences of a Club.
 - (f) To take over the effects and liabilities of the present temporary club in Bhubaneswar, including its outstanding debts.
 - (g) From time to time to borrow or 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 Company, or by Mortgage or charge of the Company's property, including its uncalled up capital (if any) and the amount guaranteed by the members of the Company for the time being as mentioned in the fourth clause hereof.
 - (h) To purchase, take on lease, or hire or otherwise acquire any movable or immovable property, or any rights or privileges necessary or convenient for the purpose of the Club.
 - (i) To construct or alter or keep in repair any buildings required or used by or for the Club.
 - (j) To invest the money of the Company not immediately required in such Securities as may, from time to time, be decided by the Committee, including any Debentures issued by the Company.
 - (k) To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Company, with power especially to distribute Wines, Spirits, Tobacco and other stores among members, whether residing in the Club premises or not, or for consumption.
 - (l) Generally to do all such things as are incidental or conducive to the attainment of the above objects.

4. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up during the time he is a member or within one year afterwards, for payment of the debts and liabilities of the Company, contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amounts as may be required not exceeding Rs.100.
5. The liability of members is limited.
6. If upon the winding up or dissolution of the Company, there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be paid to or distributed among the members of the Company in equal shares.

ARTICLE - 1

SHORT TITLE

- (a) These Articles shall be called the BHUBANESWAR CLUB ARTICLES OF ASSOCIATION hereinafter referred to as the Articles.

ARTICLE - 2

DEFINITIONS

In these Articles unless there is something repugnant in the subject or the context.

- (i) 'Committee' means the Executive Committee constituted under the Articles of Association.
- (ii) 'Company' or 'Club' means the Bhubaneswar Club Limited.
- (iii) 'Member' means all categories of Members admitted under Article-4.
- (iv) 'Non-Resident Member' means a Permanent Member who has shifted his residence either temporarily or otherwise, a place which is more than 50 kms. from the Municipal limits of Bhubaneswar.
- (v) 'Guest' means and includes parents of the Member, sisters of the Member dependent on him. Sons and daughters above the age of 25, family guest of the Member residing temporarily with him, casual guests not ordinarily resident within 10 km of Bhubaneswar Municipal area and casual guests resident with 10 kms. of Bhubaneswar Municipal area but not a person whose application for membership was rejected or an ex-member whose membership has ceased or whose membership has been suspended for a length of period under the provisions of these Articles.
- (vi) President, Vice-President Honorary Secretary / Secretary and Joint Secretary means those persons who have been duly elected to the respective posts as per provisions of these Articles.
- (vii) 'Returning Officer' means the person approved by the Executive Committee for conducting the annual election of the Members of the Executive Committee.
- (viii) A Notice to the Member will be deemed to have been given if such notice is sent to the address indicated in the Member's application for admission or the latest address notified by the Member or where no such address as available, if the notice is put on the Club's Notice Board.
- (ix) The words he or derivatives thereof shall include the word she or derivatives thereof wherever so applicable.
 Provided that guests who are resident within 10 Kms. of Bhubaneswar Municipal area will not be admitted to the Club as a guest unless so permitted by the Secretary or a Member of the Committee authorised in this behalf.
 PROVIDED FURTHER that a member can get the permission mentioned in the foregoing provisions on a footing subject to such terms and conditions as the Committee may decide upon for such purpose.
 PROVIDED FURTHER that the Committee has the power to lay down the terms and conditions for the use of the Club by guests including the guest charges to be levied and all other matters relevant thereto.
- (x) 'Family' means family of a Member consisting of his/her spouse, and unmarried dependent children below the age of 25.
- (xi) 'Act' means the Companies Act, 1956
- (xii) Month means calendar month and shall include also unexpired part of the month.
- (xiii) Year means the period from 1st April to 31st March inclusive of both days.

ARTICLE - 3

LIABILITY OF MEMBERS

The liability of Members of the Club is limited by guarantee within the meaning of the provisions of the Companies Act. 1956.

ARTICLE- 4

MEMBERSHIP

Membership of the Club is open to Ladies and Gentlemen who are above the age of 25 Years. The total number of Permanent Members excluding other categories of Members shall at no time exceed two thousand. However, the Committee shall have discretion to exceed this limit in the case of admission (a) widows of Permanent Members and (b) children of Permanent Members of more than 10 years membership tenure in the Club.

ARTICLE - 5

CLASSES OF MEMBERS

a. Permanent Member :

- i) The following categories of persons will be eligible to be considered for admission as Permanent members.
 - (a) Officers of Govt. of Orissa / India / Any State / UT
 - (b) Senior Officers belonging to PSU/PSC Bodies / Autonomous Bodies of Govt. of Orissa / India / Any other State / UT
 - (c) Retired Govt. Servants with excellence in any creative field
 - (d) Accredited Journalists worked as Staff Correspondent at least for 10 years continuously in National Dailies
 - (e) Sitting MLAs / MPs
 - (f) Others (Ladies & Gentlemen having good social standing and status in the society)
- ii) Non Resident Member means a Permanent Member as is ordinarily not resident within 50 kms of Bhubaneswar Municipal area or is ordinarily resident within this area but who may cease to reside within these limits for a continuous period of three months or more and give notice in writing to the Secretary of such ceasure of residence and of his desire to be treated as a Non Resident Member. The Committee has the power to fix from time to time the subscription of Non Resident Members. The Committee has also power to fix from time to time the terms and conditions for the use of amenities of the Club by Non-Resident Member. Non-Resident members do not enjoy voting rights in the meetings of the General Body.
 - a) Tenorial Members include sitting MLA's and MP's who will be eligible to seek membership of the Club as per usual admission procedure on payment of requisite entry fees at par with officers of Govt. of Orissa / India, serving under Govt. or Public Sector Undertaking. The membership of MLA's / MP's with the Club will cease upon the end of their respective tenure. Existing sitting MLA's and MP's who have been earlier admitted as tenorial members will be eligible to seek permanent membership of the Club on payment of requisite entry fees and their membership with the Club will cease upon the end of their respective tenure unless they pay the requisite fee as prescribed under Article-7(l)(e). The existing tenorial Members have no voting rights in the meetings of the General Body till their membership is converted into regular permanent member on payment of the balance amount.
- b) Honorary Member/Patron.
Honorary Members / Patrons include persons of eminence who may be invited with the approval of the Executive Committee to become Honorary members without the usual admission procedure and without payment of entrance fees or subscription for the period to be determined by the Executive Committee.

When a person is admitted as a Patron, Vice-Patron or Honorary member, the Committee shall indicate whether such privilege is conferred on the person in his individual capacity or in ex-officio capacity. In case it is in ex-officio capacity this privilege will automatically cease to exist when the person vacates the concerned office. Honorary members do not enjoy voting rights in the meetings of General Body.

c) Life Member

Persons, in their individual capacity, coming within the definition of Permanent Members who wish to become Life Members, on payment of the prescribed entrance fee can be admitted as Life Members, as decided by the Executive Committee as per usual admission procedure. This class of Members enjoy voting rights in the meetings of the General Body.

d) Corporate Member

- a) Companies registered under the Companies Act, 1956, other forms of business organisations, voluntary associations registered under the Registration of Societies Act and any other association can be admitted at the discretion of the Committee as a Corporate Member of the Club. The procedure prescribed for admission of a permanent Member shall *mutandis mutandis* apply for admission of such Corporate Members.

PROVIDED that the organisation admitted as a Corporate Member shall nominate three persons not below the status of a covenanted officer or senior executive as their representative who will be entitled to enjoy the facilities of the Club and such nomination can be changed from time to time by notice in writing to the Secretary.

PROVIDED FURTHER that the initial nomination and subsequent changes shall become effective after approval by the Secretary subject to such conditions as may be prescribed from time to time by the Committee.

PROVIDED FURTHER that the Organisation admitted as a Corporate Member can nominate more than Three persons as their representative if they pay Rs.75,000/- for each additional representative.

This class of Members enjoy voting rights provided a Corporate Member irrespective of the number of nominees has only one vote in the meeting of the General Body.

e) Institutional Member

Institutional Members include, Institutions, autonomous bodies incorporated under special statute, voluntary bodies, associations which are registered under the Societies Registration Act, 1860 or Co-operative Societies Act can be admitted on usual prescribed procedure. Institutional members do not enjoy voting rights in the meeting of the General Body.

f) Long Term Temporary Member (Indian National)

This class of Members may be admitted on usual procedure by the Committee subject to the following:

- 1) Only Senior officers of any Govt. Senior Administrative or Technical or Executive officers of any industry, Factory, Company, Statutory Body or Firm, who by virtue of the nature of their duties, are temporarily stationed in Bhubaneswar and are liable to be transferred, shall be eligible for this class of membership.
- 2) Their membership shall be for not more than three years continuously. If a member under this category ceases to be a member at any time after becoming a member, he shall not be eligible for admission under this category again until after three years from the date of such cessation.
- 3) They shall have all the privileges of members except those of attending and voting at the General Body meeting and serving on any of the Committees of the Club or proposing or seconding new candidates for membership. This class of members shall at no time be in excess of 200 (Two hundred only) and will not come under the limit prescribed for the permanent members.

- g) Long Term Temporary Member (Non-Resident Indian / Foreign National)
Non-Resident Indians / Foreign Nationals who are temporarily employed or engaged on account of any assignment in Bhubaneswar or in Orissa may be admitted by the Committee under usual prescribed procedure. Their membership shall not exceed for more than three years. This class of members have all privileges of members except those of attending and voting at the General Body meeting and serving on any of the Committees of the club or proposing or seconding new candidates for membership.
- h) Temporary Members
Temporary members shall be admitted on payment of prescribed non-refundable entrance fee. Temporary members shall be proposed by one permanent members and seconded by two permanent members of not less than two years standing and approved by the Honorary Secretary subject to formal ratification by the Executive Committee and subject further to the following conditions:-
- (i) No one can be a temporary member of the Club for more than 90 days in a calendar year or more than three times in a calendar year for a period of 30 days each. Periods of shorter duration will count as, 30 days.
 - (ii) No one permanently residing in Bhubaneswar shall be eligible to become a Temporary Member.
 - (iii) Temporary members shall have all the privileges of members except those of attending and voting at the General Body Meeting, serving as Members of any Committee of the Club or proposing or seconding new candidates for membership.

ARTICLE - 6

ADMISSION PROCEDURE & COMMENCEMENT OF MEMBERSHIP

- (a) Admission Procedure
- (i) Every Candidate for admission to the Club must be, proposed for admission by one Member and seconded by another Member to both of whom the applicant must be known personally. The proposal will be in the form as may be prescribed from time to time by the Committee.
PROVIDED that the Entrance Fee shall accompany the proposal in the form of cash or Bank Draft or cheque on any Bank in Bhubaneswar drawn in favour of the Club. Proposals without Entry Fee shall be treated as invalid.
PROVIDED FURTHER that a proposal to admit a new Member is rejected or withdrawn as per provisions of Articles of Association, the Entry fee shall be returned by the Club to the applicant for such membership.
PROVIDED that the proposer or the seconder shall not be a Member of the Committee of the Club and shall not be a defaulter in payment of the Club's dues in excess of the permissible limit fixed by the Club Committee from time to time.
 - (ii) The proposal form for admission of a new Member duly filled up shall be put on the Notice Board of the Club at least two weeks in advance of the date of the Committee meeting when the proposal shall be considered. If not less than ten permanent members of the Club object in writing to the Secretary against the admission, such application for Membership shall be rejected provided that such objections in writing shall be kept confidential by the Secretary. In all other cases the Committee will decide whether to admit or not to admit the applicant as a Permanent Member. Membership shall be decided by the Members of the Committee.
PROVIDED that when an application for memberships which has been proposed or seconded by any member(s) of the Committee, such member(s) of the Committee shall abstain from the deliberations of the Committee when such question of admission is being discussed and not take part in the secret ballot process.
PROVIDED that the proposal for admission of a Corporate Member shall also contain the permanent address of the Head Quarters Office of the Corporate Organisation.
 - (iii) The candidate can withdraw his name before expiry of the period of two weeks mentioned above.
 - (iv) If the applicant is not admitted the Secretary shall inform the proposed of the same. Particulars of Members who objected to the admission shall be kept confidential by the Secretary.

- (v) An applicant whose application is rejected or whose name is withdrawn shall not again be proposed for admission to the Club for a period of six months from the date of the publication on the Notice Board.
- (vi) The Executive Committee shall approve or reject the applications for membership.
- (vii) A new member (excluding Corporate / institutional Members, and Temporary members) will be on probation for a period one year from the date of induction or till he is confirmed a regular member whichever is later. Such confirmation will be in the shape of a resolution of the Executive Committee. During the period of probation he / she will not have voting rights. During the period of probation, the members who have proposed or seconded the application for membership, will be held responsible for any default in payment of club dues or any so of in-discipline or misconduct. During the period of probation, he / she will not have voting rights.
- (b) Commencement of Membership
- i) In the case of the Permanent Members, Life Members, Corporate / Institutional Members, the membership of the Club shall commence from the date of the approval by the Executive Committee in the prescribed manner.
 - ii) In the case of LTTM from the date of approval by the Executive Committee.
 - iii) In the case of Honorary Members, it will be from the date of receipt by the Honorary Secretary of the acceptance of the offer extended by the Executive Committee.
 - iv) In the case of Temporary Members, it will commence from the date of approval by the Honorary Secretary.
- All classes of membership shall automatically cease of death, resignation after settlement of dues up to date or as otherwise provided for in the Rules. A member who has resigned his membership in good standing from the Club, may with the approval of the Executive Committee be readmitted out of turn on payment of the entrance fee.

ARTICLE - 7

ENTRANCE FEE

Applicants have to pay the following admission and development fees at the time of application

I .	Permanent Members	<u>Admission Fees</u>	<u>Development Fees</u>
a)	Officers of Govt. of Orissa / India / Any State / UT	Rs.1,000	Rs.9,000
b)	Senior officers belonging to PSU/PSC Bodies Autonomous Bodies of Govt. of Orissa / India / Any State / UT.	Rs.2,000	Rs.18,000
c)	Sitting MLA / MPs (on tenurial basis)	Rs.2,000	Rs.18,000
d)	MLAs / MPs (non-tenurial basis)	Rs.5,000	Rs.45,000
e)	Retd. Govt servants with excellence in any creative field.	Rs.2,000	Rs.18,000
f)	Accredited Journalists working for atleast 10 years as full-timers in daily newspapers and news magazines of standing	Rs.2,000	Rs.18,000
g)	Members' Child nominated by the Member	Rs.5,000	Rs.45,000
h)	Winning Children of Members in Mega Quiz or any Mega Event as designated by the Club:		
	1 st Prize Winners -	Free Membership	
	2 nd Prize Winners -	Rs.2,500	Rs.10,000
	3 rd Prize Winners -	Rs.5,000	Rs.20,000
	<i>The Winning Children of Members will be admitted as Members under Article 7(1) of the Articles of Association only on their attaining the qualifying minimum age as well as after qualifying other criteria for Membership of the Club, as may be decided by the Committee of Management.</i>		
i)	All others	Rs.20,000	Rs.1,80,000
2.	Life Members	Rs.30,000	Rs.2,70,000

3. Corporate Members / Institutional Members	Rs.1,00,000	Rs.9,00,000
With three nominees (for every additional nominee up to a maximum of six)	Rs.10,000	Rs.90,000
4. Long-term Temporary Members (Indian citizens) (3 years tenure)	Rs.2,500	Rs.22,500
5. Long-term Temporary Members (other than Indian Citizen) (3 years tenure)	Rs.5,000	Rs.45,000
6. Temporary Members (3 months tenure)	Rs.500	Rs.4,500

The admission as well as development fees will not be refunded once the applicant member has been admitted as a Member and the same will in no case be refunded even on cessation/death or resignation/termination or any such contingent circumstance. The admission fees and development fees will be added only to the "General Fund" under Capital Account of the Club.

ARTICLE - 8

MEMBERS' SUBSCRIPTION

- a) The monthly subscription of all categories of members (excepting the Life Members, Corporate and Institutional Members) shall be as decided by the Committee from time to time.
PROVIDED that the Member shall be liable to pay additional charges for Club services provided by the Club, the charges for each service being fixed by the Committee from time to time.
PROVIDED that these charges mentioned in the proviso above shall be so fixed by the Committee that the cost of providing facility or service is recovered from the particular charges so fixed.
PROVIDED that any Member may pay the subscription in advance if he so desires.
- b) All payments to the Club will be either in cash or in shape of cheque or demand draft or pay order payable on any Bank situated in Bhubaneswar and by Credit Cards approved by the Committee. In case of out-station cheques a separate collection charge will be levied.
- c) It is incumbent on all categories of Members to ascertain the dues payable to the Club and to pay such dues within the period. The Club is not responsible for any liability accruing to the Member due to non-payment of the dues of the Member solely due to the reason that the Club has not sent the bills for such dues to the Member or that bills have been sent to the wrong address or the bills have not reached the member for any reason whatsoever.
- d) The monthly subscription shall be paid in advance. All other dues of the Member shall be paid within the period prescribed by the Committee. If the dues are not paid within the prescribed period, interest / surcharge on such dues may be charged at the rates as decided by the Committee.

ARTICLE - 9

GUESTS

No non-member shall be allowed to the Club unless introduced and accompanied by a Member except as otherwise permitted as under:

1. Any Member, other than Affiliated and other eligible Members, may bring their friends into the Club as their guests, provided that such friends are eligible for Membership of the Club, and they may partake of meals or other refreshments and may be introduced into the public rooms of the Club.
2. Bonafide visitors to Bhubaneswar may be introduced as guests for not more than twelve occasions during a calendar year by the same Member. A guest who is a resident of Bhubaneswar may be introduced for not more than six occasions during a calendar year by the same Member. (This will not apply to guests invited to meals by members actually resident in Bhubaneswar and to guests who are bonafide visitors to Bhubaneswar introduced as residents in the Club premises by a Member. This also will not apply to club guests).
3. The names of guests shall be entered in the book provided for the purpose. Every Member introducing guests shall be responsible for their conduct and for the compliance with the Rules and Bye-Laws of the Club.

The Committee may relax the rule.

ARTICLE - 10

CLUB FACILITIES / AMENITIES AND PAYMENT OF CLUB DUES

(a) Club Facilities / Amenities

The amenities at the Club are intended primarily for the benefit of the Member and his family.

PROVIDED that guest will be permitted to use the facilities of the Club subject to such restrictions and conditions as may be prescribed from time to time by the Committee.

PROVIDED FURTHER that Members of affiliated Clubs can avail of the facilities of the Club subject to such terms and conditions as may be prescribed from time to time by the Committee.

(b) Payment of Club Dues and Credit facilities

Club facilities are provided to the members (excepting Temporary Members and members of the affiliated Clubs) against credit for a month. All club Bills shall be mailed or presented not later than the 15th of each month and all sums due shall be settled in full not later than the 5th of the next month irrespective of the amount due. Any member who has not paid his bill on due date shall be charged surcharge @ 21% p.a. (or at such rate as may be fixed by the committee from time to time) from the due date to the date of payment subject to other restrictions like deprivation of Credit facilities, deprivation of services etc.

i) Credit facilities to members for club services

The Committee may fix a limit for credit facilities to be availed of by members of the Club. However the Committee reserves the right to disallow such credit facility to defaulting member/members if it is deemed necessary.

ii) It shall be the duty of every member of the Club to ascertain whether or not he is indebted to the Club, and it shall be especially incumbent on him not to leave Bhubaneswar without discharging such debt. The provision in clause (i) regarding the presentation of bills to members who may be indebted to the Club shall not be held to relieve them of their responsibility in this respect, and non receipt by members of a bill or bills will in no, way free them from the penalty attached to non-payment. Any change of address must be notified to the Office in writing and the member must insist on a confirmation of recording change of address from the office.

If a member has not paid his bill by the fifth day of the month, succeeding the month for which the bill has been sent, the Member's name shall be posted on the Club Notice Board as defaulter under postal intimation to the concerned Member. Thereafter, in case the Member does not pay his bill within ten days of his name being posted, on the Club Notice Board as defaulter, his membership may be terminated by the Honorary Secretary of the Club.

Example: "The bill for the month of March will be sent to the member before 15th of April and it is payable on or before the 5th of May in case of failure in making payment, the member's name will be posted on the Club Notice Board as defaulter under postal intimation to the concerned member. In case of failure to pay the bill by 15th of May, the membership of the defaulting Member may be terminated by the Honorary Secretary".

ARTICLE - 11

CESSATION OF MEMBERSHIP, DISCIPLINE AND RESTORATION OF MEMBERSHIP

(A) Cessation of Membership

A member shall cease to be a Member and his connection with the Club shall be terminated in any of the following ways :-

- (i) On voluntary resignation in a letter addressed to the Secretary provided all outstanding dues have been paid at the time of sending the letter of resignation.
- (ii) On being adjudged an insolvent by a competent court of Law.
- (iii) On being dismissed by the Member's employer for an offence involving moral turpitude or a Member being convicted by a competent court of law of an offence involving moral turpitude.
- (iv) On being found guilty of grave misconduct of the Members himself or his guest.

PROVIDED that the Committee arrives at such a decision after giving the Member an opportunity to be heard by the Committee.

PROVIDED FURTHER that the Member has the right of appeal against such a decision of the Committee to the Annual General Meeting. Till the appeal is decided upon, the Member shall not be eligible to use the facilities of the Club.

- (v) On expulsion by a vote of majority of not less than two thirds of the Members present at an extraordinary General Meeting convened for the purpose.
- (vi) On removal of his name from the Membership Register of the Club on account of negligence/refusal in the payment of Club dues by operation of the provisions of the Article 11.
- (vii) On vacating the concerned office by a Patron/Honorary Member admitted in his ex-officio capacity.
- (viii) On coming to notice to the Club that the contents of a Membership application form has any untrue statements, facts or misleading information, the membership would be liable for termination.

(B) Discipline

- 1) If any Member uses, in the Club premises, improper language or indecorous behaviour towards another Member or Member's family or guests or any Club employee or breaks or otherwise damages any Club property deliberately or behaves in a manner not befitting a Member of the Club or assaults or threatens to assault any employee of the Club or if a Member's guest commits any of the acts of misconduct he may become liable for summary punishment by the President of the Club and such punishment may be any or all of the following :

- i) Deprivation of all or some of the facilities of the Club to the errant Member for a period to be specified in the order of the President.
- ii) Levy of penalty not exceeding six times the cost of replacement or repair of the Club property broken or damaged by the errant Member.
- ii) Suspension of Membership for a period to be specified in the orders of the President.
- iii) Termination of Membership:

PROVIDED that the President of the Club can act suo moto in initiating the proceedings under this Article either on receipt of written or oral communication from any body or based on his own information.

PROVIDED FURTHER that the President of the Club shall give an opportunity to the errant Member to be heard before awarding punishment. These proceedings shall however be of a summary nature.

PROVIDED FURTHER that an appeal against the order of the President of the Club shall lie with Committee if the errant Member prefers an appeal in writing in this regard to the Secretary within seven days of the order of the President of the Club. During the pendency of the appeal the order of punishment of the President of the Club shall remain in force. The errant member has the right of appeal against a decision of the Committee to the Annual or Extraordinary General Meeting. The Committee may prohibit any Member or Members whose conduct forms the subject of enquiry, from using the Club, pending the decision of the Annual / Extraordinary General Meeting.

PROVIDED FURTHER that it is open to the President of the Club to refer the matter to the Committee for taking action if he is of the opinion that the acts of the errant Member are sufficiently serious to warrant such course of action.

PROVIDED that in an emergency, when the President is not available, the Vice-President may exercise the above powers subject to ratification by the President and all actions taken by the President and Vice-President under this Article shall be placed before the Committee.

- 2) A Member whose connection with the Club is terminated or ceased by virtue of operation of the provisions of Article-11 shall, in case he is a Member of the Committee automatically cease to be a Member of the Committee from the date of such termination or cessation.

- 3) Notwithstanding anything contained in Article 11(B)(1), the President, or in his absence, the Vice-President or in the absence of the President as well as the Vice-President, the Honorary Secretary may suspend, the membership of any member of any category for such period as it may be specified for the purpose where a disciplinary proceeding against such member is contemplated or is pending against him. The order of suspension made or deemed to have been against him. The order of suspension made or deemed to have been made shall continue to remain in force until it is modified or revoked by such authority who is competent to pass the order or by the Committee or by the General Body in the AGM or EGM. During the period of suspension, the member against whom the disciplinary proceedings are pending, shall be deprived of all or any of the facilities of the Club, as may be specified in the order.
- C) Readmission of Terminated Members
- i) Persons ceasing to be Members on account of grave misconduct himself or his guest shall not be considered for readmission as Members of the Club.
 - ii) Person ceasing to be Members on account of non-payment of dues may be readmitted as Members on application and approval by the Committee, out of turn only after expiry of six months from the date from which he ceased to be a Member on payment of all dues payable during the period for which he ceased to be a Member provided that he has not been a defaulter in payment of Club dues more than once. The Committee however, reserves the right of admission or otherwise, of such ceased Member, provided that an appeal against the decision of the Committee for refusal on readmission of the ceased Member shall lie with the Annual General Meeting and the decision of the AGM is final.

ARTICLE - 12

GENERAL BODY - ANNUAL GENERAL MEETINGS, EXTRA ORDINARY MEETINGS - QUORUM

- (a) The General Body shall elect Executive Committee out of all eligible voting members annually in the Annual General Meeting.
PROVIDED that at no time the number of the Government officials in the Committee shall be less than half the total number of persons in the Committee including the co-opted members. If the total number of members including the co-opted members is an odd number, the number of Government officials shall not be less than a number equal to half the total number of such members added by one.
PROVIDED FURTHER that the Committee shall co-opt such member of members that the number of Govt. officials in the Committee including the co-opted members shall conform to the provisions of the first proviso above and for this purpose the number of members who can be co-opted by the Committee shall exceed four.

PROVIDED FURTHER that if co-option of Govt officials as members of Committee is necessary to conform with the provisions of first proviso above, the Committee shall have the powers to co-opt as members only the members of Club who are Govt officials.
- (b) A General Meeting of the Club shall be held after the month of March of each year or as soon as may be practicable within the provisions of Companies Act 1956.
- (c) The Meeting held shall be called Annual General Meeting and all other Meetings of the Club shall be called Extraordinary General Meeting.
- (d) The Committee at any time on their own authority may, or on the written requisition of not less than one tenth of the total of all the Members having at the said date a right to vote in regard to the matter, shall call an Extraordinary General Meeting, specifying shortly the particular object for which the Meeting is called and such Meeting shall not be at liberty to discuss any subject other than that specified in the notice or requisition as the case may be.
- (e) Decisions on all issues / items discussed in any Annual or Extraordinary General Meeting including adjourned Meetings thereof shall be by majority of vote of the Members present and entitled to vote provided that Members present constitute the prescribed quorum.
PROVIDED that will govern the procedure for ascertaining majority where applicable.
- (f) Subject to provisions of the Companies Act, the Honorary Secretary shall cause notice to be sent to all eligible Members on the rolls of the Club for Annual General Meeting or Extraordinary General Meeting at least 21 days before the date of the Meeting so fixed by the Committee along with the agenda items duly approved before issue of notice by the Honorary Secretary. The Club has no obligation to cause sending of notices to ineligible members, who inter alia include Members on Probation, Honorary

Members/patrons, Non-Resident (Outstation) permanent Members, Institutional Members, Tenorial members, Long-term Term Temporary Members and Temporary Members.

The notice shall be sent by post to the address given by the Members in their membership application forms. A copy of this notice and the Agenda Items will be put on the Notice Board of the Club twenty one days before the date of the Meeting. Any claim that the notice or the Agenda items were not received by any Member shall not invalidate the proceedings of any such Meeting.

- (g) The proceedings of an Annual General Meeting shall include:-
- (i) To receive the Committee's report
 - (ii) To adopt the Audit report and to accounts for the preceding year (1st April to 31st March).
 - (iii) To appoint Auditors
 - (iv) To elect a President, a Vice-President, an Honorary Secretary, a Joint Secretary and six Members of the Committee.
 - (v) To transact any other business duly brought forward.
- (h) When it is proposed to alter or revise any of these Articles or add thereto, such proposals shall be published in the Club's Notice Board and a notice intimating such publication shall be sent to the Members in the manner prescribed for sending notices for Annual General Meetings or Extraordinary General Meetings.
- (i) When a Member wishes to propose any alteration or addition to the Articles or withdrawal thereof, he shall intimate the details to the Secretary along with the details of the proposed changes not less than ten days before the date of the Meeting. The Secretary shall put these proposals on the Club's Notice Board and notify the Members about the fact of such publication in the Club's Notice Board.
- (j) Forty-five Members present in person shall constitute a quorum for the Annual or Extraordinary General Meeting. The President of the Club shall be the Chairman of the Meeting. In the absence of the President and the Vice-President the Members present shall choose any one of the Members present to be the Chairman of the Meeting.
- (k) Any Member of the club entitled to attend and vote at a meeting of Club shall not be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself.
- (l) If within an hour from the time appointed for any Annual or Extraordinary General Meeting a quorum is not present the Meeting shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned Meeting a quorum is not present those Members who are present shall form the quorum and may transact the business for which the Meeting was called.
- (m) At any Annual or Extraordinary General Meeting or adjourned meeting thereof unless voting is demanded by at least five members present, a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book or proceedings of the Club shall be conclusive evidence of the fact without proof of the number proportion of the votes recorded in favour of or against such resolution.
PROVIDED that any member willing to be on the Committee of Management has to have completed two years of continuous membership of the Club on or before the date of filing of the nomination for being elected as a member of the Committee of Management. However, this will not be applicable to such members who at any given point of time in the past have already completed one year as Member of the Club. Non resident members are not eligible to vote or contest for any post on the Committee of Management.
- PROVIDED that for the election of the President, the Vice-President the Honorary Secretary, Jt. Secretary and the six Committee members, if more valid nominations than the number prescribed for each office have been received, the election of the President, the Vice-President, the Honorary Secretary and the six Committee Members as the case may be shall be by polling of the votes of the Members.
- PROVIDED FURTHER that the Committee shall decide the procedure for filling nominations for the posts of the President, the Vice-President, the Honorary Secretary, Jt. Secretary and six members of the Committee, for scrutiny of such nominations, for withdrawal of such nominations, for polling of the votes for election of these office bearers, for declaration of the results of election and for the appointment of the Returning Officer for these purposes.
- (n) If a poll is demanded as aforesaid or where a poll is mandatory it shall be taken in such manner and at such time and place as the Chairman of the Meeting directs and either at once or after an interval or adjournment or otherwise; and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. In case of a poll at any Annual or Extraordinary General Meeting or adjourned Meeting thereof each Member is entitled to a vote. In case of equality of vote the Chairman

of the Meeting or the adjourned Meeting as the case may be shall have casting vote in addition to the vote he is entitled to as a Member.

- (o) The Chairman of the Annual or Extraordinary General Meeting may with the consent of the Meeting adjourn the same 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. Any poll duly demanded on the election of a Chairman of a Meeting or any question of adjournment shall be taken at the Meeting and without adjournment.
- (p) The adjournment of a poll shall not prevent the continuance of the Meeting for the transaction of any business other than the question on which the poll has been demanded.
- (q) The annual accounts of the Club, duly audited by the Chartered Accountants firm/s appointed for the purpose shall be placed before the Annual General Meeting along with the Audit Report and the Annual Report for adoption.
- (r) Voting Rights and other Rights
 - (i) A Member who is in default of payment of any dues of the Club as on the cut-off date as fixed by the Committee shall not be entitled to vote, contest for any post of office bearer/Committee, propose or second for any office on the Committee or participate in the Annual General Meeting or Extra Ordinary General Meeting of the Club.
 - (ii) Subject to above, Members (on probation), honorary members, non-resident (outstation) permanent members, Institutional members, Long-term Members (both Indian Nationals and Non-resident Indian nationals, Foreign nationals, tenurial members and temporary members do not enjoy any voting right in the Annual General Meeting/Extra Ordinary General Meeting and are not entitled to contest or second for any post of office bearers/Committee or participate in the AGM/Extra Ordinary General Meeting in terms of Article No.5(b), (e), (g), (h) of the Articles of Association of the Club.

Subject to above, the non-defaulting resident permanent members, life members and Corporate Members are entitled to participate in the AGM/Extra Ordinary General Meeting, exercise voting rights and other rights (to contest, to propose or second for any post of office bearers of the Committee). Irrespective of the number of nominees, the non-defaulting Corporate Member (including non-defaulting nominees) is entitled to authorise only one nominee (from among those approved nominees as per Club records) and has to intimate the name of such authorised nominee in advance to the Returning Officer, who will approve the same for the purpose of voting exercise, in consultation with the Honorary Secretary of the Club. The decision of the Returning Officer shall be final. Should there be any difference of opinion between the Returning Officer and the Honorary Secretary, on any matter pertaining to matters of classification in the matter of conduct of elections, the decision of the Committee shall be final. The club shall cause to notify the list of eligible members for exercising their vote in a reasonable time, atleast one day before the date of Annual General Meeting or Extra Ordinary General Meeting.

ARTICLE -13

MANAGEMENT BY EXECUTIVE COMMITTEE (EC) MEETINGS AND QUORUM

- (a) The management of the affairs and concerns of the Club shall vest in a Committee called the Committee of the Club which shall consist of a President, a Vice-President, an Honorary Secretary, a Joint Secretary, six other elected members and such other members co-opted in pursuance of the provisions of second proviso hereunder.
- (b) Subject to the provisions of the Companies Act, the Committee shall hold atleast four meetings of the Executive Committee in a year with a maximum intervening period of three months between each of the meeting.
- (c) If any Member of the Committee is absent from three successive meetings of the Committee without adequate reasons, the Members present may remove such a Member from the Committee. The decision of the Committee in this regard shall be final and binding.

- (d) Any vacancy occurring in the Committee Membership, the other Officers of the Committee and the co-opted Members of the Committee shall be filled by the Committee by any eligible Member of the Club. PROVIDED that the Joint Secretary shall exercise all the powers of the Honorary Secretary during latter's absence from Bhubaneswar and he shall perform such other duties as the Committee may entrust.
PROVIDED that Members who have not paid all their dues including the dues against whom there are written or oral complaints or the President of the Club has his own information of any of the acts or who is the subject matter of a notice for Extraordinary General Meeting shall not be co-opted as Members of the Committee.
- (e) The Honorary Secretary shall have the power to convene the Committee meeting by giving seven days' notice along with agenda for discussion. Items not in the Agenda can be discussed with the permission of the Chair.
PROVIDED that the Committee meetings' decisions will not be invalidated for the reason that adequate notice was not given or items of agenda for discussions were not circulated.
PROVIDED FURTHER that the Secretary shall cause to be put on the Notice Board of the Club within seven days of the date of the meeting of the Committee all decisions taken and resolutions passed in the said meeting except matters, which in the opinion of the President of the Club, is likely to be an unwarranted intrusion into the privacy of the Member or is likely to lead to a libel suit by any Member against the Club. The decision of the President of the Club in this regard is final.
- (f) One third of the total membership of the Committee reduced by vacancies, if any, shall form the quorum at any meeting of the Committee. Each Member of the Committee shall have one vote and in the event of an equality of votes the Chairman of the meeting shall have a casting vote in addition to his own vote.
The President of the Club shall be the Chairman of the Committee Meetings. In the absence of the President, the Vice-President shall be the Chairman of the Committee Meeting and in the absence of the both President and Vice-President, the Members of the Committee present shall elect a Chairman from among them.
- (g) No Resolution shall be deemed to have been duly passed by the Committee or by Committee thereof by circulation unless the resolution has been circulated in draft, together with necessary papers if any, to all the members of the Committee (not being less in number than the quorum fixed for a meeting of Committee as the case may be and all other members of the Committee at their usual address) and has been approved by the majority of such of them, and are entitled to vote on the resolution.
- (h) Minutes of the Meetings shall be kept in accordance with the provisions of the Companies Act, 1956.
- (i) No member shall be capable of being appointed as the member of the Executive Committee if he incurs the disqualifications prescribed under the provisions of the Companies Act, 1956 as are applicable for appointment of Directors of a Company.
- (j) Notwithstanding anything contained in these Articles, the provisions of the Companies Act., to the extent relevant, in respect of the disqualifications, prescribed for vacation of office by Directors and removal of Directors of a Company, will be made applicable to the members of the Committee.

ARTICLE - 14

RESPONSIBILITIES OF EXECUTIVE COMMITTEE

- (A) The Committee shall have the responsibility to prescribe such Rules and Regulations and procedures not being inconsistent with these Articles as amended from time to time at any Annual or Extraordinary General Meetings and to appoint sub-committees for the internal management of Club and for the regulation of all the facilities and concerns of the Club and from time to time amend or cancel any Rule and Regulation and procedures being in force and to appoint and dismiss the employees of the Club.
- (B) The Committee shall in addition to the responsibilities entrusted to it by statute or by these Articles expressly conferred upon them, may exercise all such powers and do all such acts and things as shall be by statute or these Articles decided or authorised to be done by the Club as a Company limited by guarantee and which are not by these Articles directed to be done by the Club in Annual General Meeting or Extraordinary General Meeting or by Honorary Secretary but subject nevertheless not regulated by statute or by these Articles to such regulations and directions as from time to time be determined upon or given at any Annual or Extraordinary General Meeting of the Club provided that no

such regulation or direction shall invalidate any prior act of the Committee or Honorary Secretary which would have been valid if the regulation or direction had not been made or given.

The Committee of the Club shall have all the powers and responsibilities of the Board of Directors within the meaning of the Companies Act. 1956. The Committee shall have the powers to alter, revise, delete or add to the general bye-laws provided that such changes do not contravene the provisions these Articles.

- (C) Subject to the provisions of the Companies Act, the Committee shall be entitled to exercise all such powers and to do all such acts and things as the Club authorised to exercise and do, provided that the Committee shall exercise any power or do any act and things that are required to be exercised by the Club in the General Meeting, subject nevertheless to any regulation of the Articles and to the provisions of the Act and to such further regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Club in the general meeting but no such regulations made by the Club in general meeting shall invalidate any prior act of to Executive Committee Members which would have been valid if that regulation had not been made.

Without prejudice to the general powers conferred on the Committee, it hereby declared that the Committee shall have the following powers, that to say:

- (a) To make and sign all such contracts,, bills, documents and to draw accept endorse, negotiate cheques, drafts, bills of exchange, promissory notes, hundies, G.P Notes, Government and other securities including shares and debentures and deeds, instruments etc. as shall be necessary proper or expedient for carrying on the business of the Club.
 - (b) To purchase, take on lease, hire or otherwise acquire for the Club as property rights, agencies or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions thought fit.
 - (c) To invest, deposit and deal with any money of the Club in such manner as thought fit to pay or realise the same.
 - (d) To open and operate accounts with any scheduled or other Bank on behalf of the Club and also determine who shall be entitled to sign on Club's behalf bills, notes, receipt acceptances, endorsements, cheque releases, contracts and documents.
 - (e) To institute, conduct, defend, compound, abandon, any legal proceedings by or against the Club, or its officers or otherwise concerning the affairs of the Club and also to compound and allocate time for payment or satisfaction of any debts and of any claim or demand by or against the Club and to refer to any dispute or difference arbitration.
 - (f) To register all kinds of documents relating to transactions by the Club and to receive back documents filed therein.
 - (g) From time to time to make, vary and rescind bye-law for regulations of business of the Club, its officers and servants.
 - (h) To borrow or raise a sum not exceeding Rs. 50,00,000/- (Rupees Fifty lakhs) from institutions upon such terms and conditions as the Committee may think fit.
 - (i) To affix the common seal of the Club to any deeds or other documents required to be under its common seal. All such deeds or other documents sealed with the common seal and signed by two Members of the Club, one of whom shall be the Honorary Secretary, shall be deemed to be executed. When the deed/document required to be executed provides for only one signatory, the person executing such a deed/document shall be the Honorary Secretary.
 - (j) To appoint, remove, or suspend employees of the Club, agents and brokers and to engage or otherwise the services of attorneys, lawyers, advocates, solicitors, etc.
 - (k) To constitute special funds like Mutual Benefit Fund, debt redemption fund, building fund, and any other fund as approved by the Committee, in addition to creation of funds under various statutes.
 - (l) To exercise all such powers as may be conducive for the betterment of the Club.
- (D) The Committee shall cause true accounts to be kept of all sums of money received and expended by the Club and of all matters in respect of which such receipt and expenditure take place and of all the assets, credits and liabilities of the Club.
- (E) The Committee may by general or special order, delegate to the President, the Honorary Secretary or to any other Committee member or to a sub-committee or to a member of the Club, employee of the Club, subject to such conditions and limitations, if any as may be specified in the order, such of its powers and duties under these Articles as it may deem necessary.

ARTICLE - 15

**RESPONSIBILITIES / DUTIES OF
THE PRESIDENT, VICE-PRESIDENT, SECRETARY & JOINT SECRETARY**

(a) Duties/Responsibilities of President

Notwithstanding anything contained in these Articles the President shall preside over the meetings of the Committees, the AGM and the EGMs, if any, and conduct/regulate the proceedings of the meetings and as far as meetings are concerned his decision on points of order may be modified by a resolution of which due notice has been given at a subsequent general meeting. Questions of validity of a vote, of an irregularity in form and notice, of the relevance of an amendment, or whether resolution would alter the rules of the Club, are for this purpose, points of order. The President shall allow no resolution to be put to the meeting which in his opinion reopens a question which has been decided by a general meeting within the preceding year.

The President shall have the right to exercise his casting vote in case of equality of votes in addition to his vote is entitled to his vote. The President shall be the appellate authority in discipline matters.

(b) Responsibilities / duties of the Vice-President

In the absence of the President the Vice-President will discharge the responsibilities of President and shall be the Chairman of the Meeting of the General Body and Committee Meetings and in the absence of both President and Vice-President and members of the Committee present shall elect the Chairman from among them to conduct the meetings.

(c) Responsibilities / Duties of the Secretary

All operations of the Club shall vest in the Honorary Secretary with such powers and functions as would be necessary to provide effective and efficient management and smooth running of the Club. Provided, nevertheless the powers and functions shall be subject to the superintendence, control and directions of the Executive Committee. Notwithstanding what has been stated in the provisions of the Articles of the Association of the Club he shall convene the meetings of the Committee, Annual General Meetings, Extra Ordinary Meetings and exercise day to day supervision and control of the operations of the Club.

(d) Responsibilities of the Joint Secretary

The Joint Secretary shall exercise all powers of the Secretary in his absence and also exercise such powers as are specifically assigned to him by the Committee.

ARTICLE - 16

ACCOUNTS AND AUDIT

Books of Accounts

- (a) The Executive Committee shall cause to be kept proper books of account with respect to :-
1. All sums of money received and expended by the Club and the matters in respect of which the Receipts and Expenditure take place
 2. All sales and purchase of goods and services by the Club and
 3. The assets and liabilities of the Club.
- (b) The books of accounts shall be kept at the Registered Office of the Club or at such other place or places as the Committee think fit and subject to any reasonable restriction as to time and manner of inspection that may be imposed by the Committee, they shall be open to the inspection of the Members of the Club.
- (c) Before the Annual General Meeting the accounts of the Club for the previous year shall be approved and the correctness of the Profit and Loss Account shall be certified by a Chartered Accountant or a firm of Chartered Accountants who shall appointed by the Members in every Annual General Meeting.

Audit

- (a) At the Annual General Meeting in every year the Committee shall lay the duly audited Profit and Loss Accounts and the Balance Sheet of the Club containing a summary of the assets and liabilities of the Club made up to the preceding 31st day of March. Copies of such Accounts and Balance Sheet and

the Auditors Report shall be put on the Notice Board of the Club at least twenty-five days before the date of the Meeting.

- (b) Every account of the Club when audited and approved by the Annual General Meeting shall be conclusive except as regard any error discovered therein within three months after the approval thereof. Whenever any such error is discovered with that period the accounts shall forth with be corrected and henceforth shall be conclusive.

ARTICLE - 17

COMMON SEAL OF THE CLUB

To affix the common seal of the Club to any deeds or other documents required to be under its common seal, all such deeds or other documents sealed with the common seal and signed by two Members of the Committee, one of whom shall be the Honorary Secretary shall be deemed to be executed. When the deed/document required to be executed provides for only one signatory, the person executing such a deed/document shall be the Honorary Secretary.

ARTICLE - 18

AFFILIATION WITH OTHER CLUBS

- (a) The Committee may allow affiliation of any other Club of comparable standards and facilities with the club on a reciprocal basis, subject to the rules approved by the Committee.
- (b) Infraction and violation of the Rules and Regulations of the Club on the part of members of affiliated clubs, will entail disciplinary action, in the first instance, by the Honorary Secretary with due report to the affiliated club concerned, not excluding suspension from use of facilities for such periods as may be deemed warranted.
- (c) The Committee reserves the right for disqualification with the concerned club should there be reason warranting the same.

ARTICLE - 19

POWERS TO AMEND THE ARTICLES OF ASSOCIATION

These Articles may be altered or added to or deleted at any time by a resolution passed by the majority of Members present at the Annual or Extraordinary General Meeting.

PROVIDED that at the Annual or Extraordinary General Meeting, it is open to the members to condone the absence of advance notice of the proposed alteration or addition or deletion of the Articles by a vote by majority of the Members present in favour of condoning such absence notice.

ARTICLE- 20

POWERS TO FRAME CLUB RULES

The Committee may frame rules consistent with the Memorandum of Objectives and Articles of the Association of the Club in respect of smooth functioning of the Club.

ARTICLE - 21

GENERAL

- (a) Any notice if served by post shall be deemed to have been served at the time when the letter containing the same was put into the post and in proving such service it shall be sufficient, to prove that the letter containing the notice was properly addressed and put in the Post Office. All notices given by advertisement shall be deemed to have been given on the day on which the advertisement thereof first appeared.

- (b) A copy of this Memorandum and of these Articles and of any Bye-Laws, Rules or Regulations made by the Committee shall be furnished to every Member of the Club on application.
- (c) Any doubt / clarification regarding interpretation of the Articles or the Rules framed there under, the decision of the Executive Committee in the matter shall be final.
- (d) All Bye-Laws or Regulations shall be posted in a conspicuous place in the Club as soon as possible after they have been made.
- (e) The Committee shall take immediate cognisance of any infraction of the Article or Bye-Laws or Regulations of the club and should such information not be promptly regularised in the manner they may consider fit, or should any circumstances occur likely to interrupt the harmony to affect the character or endanger the stability of the Club, it shall be their duty to call an Extraordinary General Meeting; and in the event of not less than two-thirds of the Meeting deciding by ballot or otherwise on the expulsion of the Member or Members concerned, he or they shall cease to belong to the Club and shall forfeit all claims and privileges thereunto belonging.

ARTICLE - 22

WINDING UP

1. If at any time it should appear to the Committee that it is necessary or desirable that the affairs of the Club should be wound up, an Extraordinary General Meeting shall be convened to consider the matter.
2. Any resolution under this Article must be passed by a majority of 2/3 of the votes of the number of members present at the meeting of General Body specially called for the purpose, the unalterable quorum for such a meeting being the said ninety percent, this rule can be amended at a General Meeting only by a majority as indicated in this Rule.
3. Appointment of liquidators: If it be resolved to wind up the meeting shall appoint a liquidator or liquidators and fix his or their remuneration. The liquidation shall be conducted as nearly as practicable in accordance with the laws governing voluntary liquidation under the Companies Act or any statutory modification thereon.

Distribution of assets in specie

If the Club shall be wound up whether voluntarily or otherwise, the liquidator(s) may with the sanction of a special resolution of the Club divide among the contributories in specie or in kind, any part of the assets of the Club in trustee upon such trusts for the benefit of the contributories or any of them, as the liquidator(s), with the like sanction shall think fit.

ARTICLE - 23

SECRECY

Every member of Executive Committee, Manager, Secretary, trustee for the Club, its members or debenture-holders, members of a committee, officer, servant, agent, accountant or other person employed in or about the business of the Club shall, if so required by the Executive Committee, before entering upon his duties sign a declaration pledging himself to observe a strict secrecy respecting all transaction of the Club with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when, required so to do by the Executive Committee or by any General meeting or by a Court of Law and except so far as be necessary in order to comply with any of the provisions in these Articles and the Act.

ARTICLE - 24

INDEMNITY

The members of Executive Committee Manager, Secretary or officer of the Club or any person (whether an officer of the Club or not) employed by the Club and any person appointed auditor shall be indemnified out of the funds of the Club against all liability incurred by him as such member of Executive Committee, Manager, Secretary, officer, employee or auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, in which he is acquitted, or in connection with any application under provision of the Act, in which relief is granted to him by the court.