

THE COMPANIES ACT 1956
(COMPANY LIMITED BY GUARANTEE)

ARTICLES OF ASSOCIATION
OF
MADRAS BOAT CLUB

Interpretation

1. In these articles:-
Regulations contained in Table "C" shall apply to the Company. Following clauses so far as they are not inconsistent or repugnant to Table "C" shall apply.
 - a. Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force on the date at which these regulations become binding on the Company.
 - b. "The Act" means the Companies Act 1956 and every statutory modification thereof.
 - c. "Company" means Madras Boat Club.
 - d. "Office" means the Registered Office of the Company for the time being.
 - e. "SEAL" means the common seal of the Company.
 - f. Words importing singular shall include plural and vice versa and words importing masculine gender shall include feminine gender and words importing persons shall include bodies corporate.
 - i. "General Meeting" means either annual or extra-ordinary general meeting of the shareholders of the Company.
 - g. "Month" and "Year" means calendar month and calendar year respectively.
 - h. The Board or the Board of Directors/Management Committee means the Board of Directors of the Company. The directors assembled in a place or the presence of requisite number of directors at a particular pre-determined place are entitled to take decisions subject to the provision in the Articles and/or Act; the directors are entitled to take a decision on any matter by circulation in accordance with the articles.
 - i. Directors/ Members of the management Committee means the Directors including alternate directors/ Management Committee Member for the time being of the company ,whether assembled in a place or not.
 - j. Member shall mean members as defined in Article 9 (a) of Rule III
 - k. Person shall include any Corporation or individual.

RULE I PRELIMINARY

2. The Company is a public company within the meaning of the Act.
3. The Company shall be called MADRAS BOAT CLUB.
4. The number of members with which the Company is proposed to be registered shall not exceed 2,500.
5. The subscribers to the Memorandum and such other persons as the Committee shall admit in accordance with the articles shall be members of the Club.
6. Madras Boat Club hereinafter called the CLUB shall promote and encourage the sport of Rowing.
7. The Club colours shall be dark-blue and gold and its flag and pendant shall be a gold cross on a dark-blue background.

RULES II: AFFILIATION

8. The Club is affiliated to the Amateur Rowing Association of the East, Far Eastern Amateur Rowing Association and the Tamil Nadu Amateur Rowing Association and shall also be affiliated to such other Associations connected with rowing and to such other Associations / Club at the Committee's discretion from time to time, and the rules for regattas and the Laws of Boat Racing adopted by these Associations shall be observed by the Club and the Association's definition of an "amateur" shall govern the qualification of every competitor in the Club's regattas. Should go in for affiliation with other clubs in India and abroad other than rowing clubs.

RULE III: CONSTITUTION

9. The Club shall consist of:
 - a) Rowing Members
 - b) Lawn Members
 - c) Outstation Members
 - d) Institutional Members
 - e) Long Term Temporary Members
 - f) Absentee Members
 - g) Service Members
 - h) Honorary Members
 - i) Honorary Life Members
 - j) Adyar Property Holding Nominees
 - k) Student Members
 - l) Parent Children Category

Rowing members are the members defined under the Companies Act, 1956 and whose name shall be entered in register of members under the Companies Act, 1956.

RULE IV: ELIGIBILITY FOR MEMBERSHIP

10.
 - a) Persons over the age of 21 subject to Rule V, who are resident within 60 kms from the Madras Boat Club, who are received in general society in Chennai and who are in sympathy with the objects, traditions and conventions of the Club shall be eligible for membership.
 - b) India colours in rowing (oarspersons who have represented the country officially), club colours (oarspersons who have been awarded the club colours) and parent-children category are exempt from the need to be resident within 60 kms from Chennai.
 - c) Persons who have attained the age of 21 and applied for membership may be considered by the Committee and the decision of the Committee shall be final.
 - d) The total number of members shall be limited to:

Rowing Members	2500
Lawn Members (incl. absentee)	620
Institutional Members (individuals)	300
Long Term Temporary Members	200
Service Members	10
Honorary Members &	20
Honorary Life Members	20
Adyar Property Holding Nominees	20

Parent Child - Lawn	500
Student Members	100

- e) The limit on Lawn members shall exclude spouses of deceased members.

RULES V: MEMBERSHIP

11.

- a) **Rowing Members**
Admission shall be by election only; in accordance with Rule-VI. Rowing members shall be entitled to all facilities offered by the Club subject to such bye-laws as may be introduced in accordance with these Rules.
- b) **Lawn Members**
Admission of persons above the age of 25 shall be by election only in accordance with rule VI. They shall not be permitted to use any of the racing crafts, except with the Captain's Approval. They shall however entitled to row in pleasure boats and to enter for all races for such craft. The dependent children of Lawn members shall be entitled to the use of equipment, subject to the approval of the Captain, just as the dependent children of Rowing members.
- c) A Lawn member, who wishes to become a Rowing member, may on application to the committee and upon their approval be allowed to use racing boats, subject to rules and bye-laws of the Club. His election as a Rowing member will be determined by his satisfying Rule VI (K).
- d) A lawn member who has been a member for at least ten years and who has indisputable record of contribution to the sport of rowing may upon application to the committee, and with an affirmative vote from every member of the committee, be converted to a Rowing member.
- e) *Parent- Children memberships.
- e1) *Parent Child – Rowing
Only children of Rowing & Lawn members are eligible for this Category to become Rowing Members. A member may propose his son / daughter and only two memberships can be available per member. A member should have put in at least 15 years in the Club. Priority would be accorded to members by the seniority in the Club. The age limit of this category would be a minimum of 21 years and the Rowing Criteria would have to be strictly complied with.
- e2) *Parent Child – Lawn
Children of Rowing and Lawn members residing in Chennai and those who have been an elected member for at least 15 years are eligible for this category of Lawn membership. The son or the daughter should have completed 21 years of age should have independent income and should not have completed 35 years of age. The total number of members shall be 500 and maximum in take shall be 50 persons per year on a first come first serve basis on receipt of application along with payment by the club office, subject to fulfilling the other rules of the club. These members shall enjoy the same rights as lawn members.
- f) The spouse of a deceased Lawn or Rowing member who had been a member of the Club for a minimum period of five years may apply for Lawn membership. In such cases, the applicant will be exempted from paying entrance fees, provided, the application is received within twelve months from the date of demise of the member. This membership shall lapse if the marital status of the spouse changes.

g) Outstation Members

Admission shall be by election only (in accordance with Rule VI). Persons residing at more than 60 kms distance from the Club House, or by transfer of residence of a Rowing member, to such residence. Outstation members shall be entitled to use racing craft only with the permission of the Captain, Vice-Captain or Honorary Secretary, but shall otherwise be entitled to the full amenities of the Club, subject to such bye-laws as may be introduced in accordance with these rules. Outstation rowing members will be entitled to one vote per member.

h) Institutional Members

There shall be a class of membership called institutional Membership with the following conditions:

- 1 It is open to Firms, Companies, Banks and Public Sector Corporations located in Chennai to sponsor not exceeding 8 of their resident executives for membership of the Club.
- 2 An Institution can re-nominate some other person for membership in the place of the original nominee sponsored by it, if it so wishes, to replace the existing member.
- 3 The procedure laid down in Rule VI will be followed for admission of a person as an Institutional Member.
- 4 *The entrance fees prescribed elsewhere in the rules shall be a lump sum payment per nominee. The period of twenty years shall be calculated in relation to the date of admission of the Institution.
- 5 The entrance fees prescribed shall be payable within 30 days of admission of the nominee of the Institution as a temporary member, pending election by ballot of the committee. If the entrance fee is not paid by the stipulated date the proposal shall be treated as withdrawn.
- 6 The Institution sponsoring members shall be held responsible for the payment of their nominees' bills. In the event of the conduct of any nominee of an institution, or the said nominee's dependent/s, either in or out of the Club, being injurious to the prestige of the Club; or in the event of any other circumstances occurring not specially provided for, which are likely to disturb the order and harmony of the Club, or in the case of any infraction of the Rules of the Club or the bye-laws of the Committee; the committee may insist on the nominee being replaced; Secretary giving notice in writing to such institution member and its nominee by registered post, that the institution member and its nominee shall not be eligible and shall no longer be entitled to enjoy the privileges of the membership of the Club. If any such notice be given, the Institution shall replace its nominee with another candidate who shall be entitled to the privileges of the membership.
No money paid towards the membership would be refunded.
- 7 Institutional members as well as their dependent relatives residing with them from time to time shall be entitled to enter any part of the club premises from which they are not excluded by reason of their sex, and to take part in all Club competitions and recreation, and enjoy the amenities provided by the Club and sign for the prescribed charges in force, for the time being, for the various amenities.
- 8 Institutional members shall not have the power to propose or second any candidate for election nor to vote on any occasion, nor sign any requisition for General Meetings nor be eligible to serve on the Committee.

i) Long Term Temporary Members

Admission is open to persons living in Chennai. This membership will be for three (3) years, extendable for a period of three (3) more years. During this period of temporary membership they are not eligible to apply for any other type of membership. They are neither entitled to vote nor can they propose candidates for membership. Their application for membership will be proposed and seconded by members with 5 years of standing in the Club. They may use the Club rowing equipment with the approval of the Captain of Boats. They are subject to the Rules and bye-laws of the Club. This type of membership is restricted to 50 in a year, subject to a total of 200 members, notwithstanding the limit prescribed in the rules.

j) Absentee Members

Elected members, other than Outstation Rowing members may when leaving Chennai for a period expected to be more than six months, upon payment of the stipulated subscription have their names registered as Absentee members. Such members shall be entitled to reinstatement as members upon their return to Chennai. An Absentee member who has not paid subscription for two (2) consecutive years shall automatically cease to be a member of the club.

k) Service Members

Cadets or Commissioned officers of the Indian Navy, Indian Army, and Indian Air Force & Indian Coast Guard engaged in military duties and residing within 60 kms of Fort St. George may be admitted to Service Membership without payment of entrance fees, but such Service members shall have no vote or voice in the management of the Club. Membership subscription at the regular rate for Commissioned Officers and students rates for Cadets will however be applicable.

l) Honorary Members

The following position in the hierarchy of the Government is deemed Honorary. Members of the club and the incumbent are invited as honorary member of Madras Boat Club.

1. His Excellency The Governor of Tamilnadu
2. Hon'ble Chief Minister of Tamil Nadu
3. Hon'ble Minister for Sports
4. Hon'ble Minister for Education
5. Vice Chancellor, Anna University
6. Vice Chancellor, Madras University
7. Chief Justice of Madras High Court
8. The General Officer Commanding in Chief (G.O.C.IN.C)Southern Command
9. Worshipful Mayor of Chennai
10. Member-Secretary, Sports Development Authority of Tamil Nadu

The Committee may invite any individual or crews and members of sporting teams visiting Chennai to become honorary members for a period of one month and for further periods at the discretion of the committee, but not exceeding in all three months.

m) Honorary Life Members

The Committee shall have the power to nominate any person for election to Honorary Life Membership at a General Meeting of members.

n) Temporary Members

On application by two members of the club, and with the approval on an office bearer of the Committee, anyone who is eligible to become a member and who resides temporarily in Chennai may be made Temporary Member of the Club, without payment of an entrance fee, such membership shall be limited to an aggregate period not exceeding one month in a period of 12 months. This may be extended for a further maximum period of two additional months in special cases at the discretion of the Committee.

o) Adyar Property Holding Nominees.

Twenty nominees of Adyar Property Holding Company will be invited to be Honorary Members with the rights, privileges and responsibilities of an institutional Member. This membership would be valid for 20 years.

p) Student Members

- (1) The Committee at their discretion may invite Students in Chennai i.e., of any recognized school, College, University, or such other educational institution, to become members. Such Student members shall continue at the sole discretion of the Committee and shall be

terminable whenever the Committee shall so decide. Such members shall neither pay an entrance, fee, nor shall they have any vote or voice the management of the Club. They shall be permitted to use the Club's boats and equipment only with the approval of the Captain or a member of the Club authorized by the Captain.

- (2) Student members shall not introduce guests in the Club except at regattas in which they are competing.
 - (3) Applications for student membership shall be made in the prescribed form through the Head of the Institution to which he belongs. The applicant shall submit a letter from his parents/local guardian accepting full liability for outstanding bills and indemnifying the Club from any claim arising out of accidents.
 - (4) The Committee may from time to time, prescribe regulations, governing use of the Club by Student members.
 - (5) Students who have completed their education and are awaiting admission to regular Rowing membership may be allowed to continue as Student members at the sole discretion of the Committee. Such consideration by the Committee will depend upon their continued active participation in rowing.
- Q) All applications shall be considered in a chronological manner on receipt of the completed applications by the Club and the date of receipt of the completed application which is valid in all respects can only be accepted.

All applications shall be acknowledged by the office with date of the receipt. A register shall be maintained for all applications and shall be open for inspection by any member provided a written application is made with 48 hours notice.

The Honorary Secretary shall be responsible for the maintenance of the Register of Applications and shall periodically place the same before the Committee.

The Committee at its discretion may admit not more than 1 candidate per category out of turn during its term provided it is beneficial to the Club and shall have the unanimous approval of all the members of the Committee.

The Committee shall put up a notice two weeks before the candidates induction with the candidates details and reasons for induction on a priority.

A list of pending applications shall also be published and displayed after the last Committee meeting of the Committee before its term finishes.

RULE VI: ELECTION AND BALLOTING TO MEMBERSHIP

12.

- (1) Every candidate for election under Rule V (a, b, c, d, e & f) shall be proposed in the regular form by two members both of whom know him personally. No member shall be deemed to be eligible to propose or second a candidate for membership until he himself has been a member of the Club for a period of not less than two (10) years. No members eligible to propose shall propose or second more than two candidates, within a period of twelve (12) months.

- (2) No Institutional member, Absentee member, Temporary member, Honorary Member, Honorary Life Member, Service Member or Student member shall be entitled to propose or second a candidate for any membership of the Club.
- (3) No member of the Committee shall propose or second a candidate for membership of the Club.
- (4) Subject to the approval of the Committee, membership forms may be issued by the Honorary Secretary to intending proposers on receipt of a written application made by the proposer. Separate forms shall be used for each proposal.
- (5) On approval of the application form by the Committee, the amenities Of the Club may be offered to a prospective member(s), pending election, which election shall take place not less than twelve months thereafter or after complete receipt of the entrance fee whichever is later this being subject to Rule VI
- (6) The entrance fees, if any, and the subscription shall be paid in full within 21 days of the offer of the amenities of the Club to a prospective member and failure to pay the same on demand shall render the offer voidable at the discretion of the Committee
- (7) Every candidate shall be balloted for by the committee in whom shall be vested the power of election. There shall be not less than five(5) affirmative votes recorded, including, in the case of candidate for Rowing membership, an affirmative vote of the Captain or in his absence that of the Vice-Captain. Two black balls exclude the candidate from membership.
- (8) If a candidate shall fail to receive sufficient votes in favor or be declared not elected, he and his proposer shall be so notified by the Honorary Secretary and the candidate shall cease to enjoy the privileges of membership.
- (9) Should a prospective member fail to secure the mandatory votes at the time of his election, the entrance fee, if any, paid shall first be adjusted against any debts and dues payable to the Club by such prospective member; and an amount of Rs.25,000 (Rupees twenty-five thousand only), per year or part thereof would be deducted and the balance, if any, due shall be refunded.
- (10) All elected members shall be given a copy at the club Rules upon election, and all members, whether elected, or otherwise admitted shall be bound by the Rules, and by the Committee's interpretation of the Rules.
- (11) Rowing criteria for confirmation of Rowing Permitted to use the Club (P.U.C) Members.
- (12) In order that a PUC (Permitted to Use the Club) member may be confirmed as a Rowing member, the Committee, shall ensure that the following rowing criteria is met in addition to the other requirements set out elsewhere in the rules.
- (13) In the event of the applicant being a Club colour (i.e if he has represented the Club in a main event at any of the inter Club regattas and has been awarded the colors by the captain/committee) he would have automatically fulfilled the required rowing criteria. Reputed oarspersons from other premier rowing clubs/ institutions in the country / world shall also be considered as having satisfied the criteria as envisaged by this rule.
- (14) In the event of the applicant not falling into the category described in Rule VI, it shall become necessary that his PUC period be extended to thirty six (36) months. During this period, he shall have participated in a minimum of 75% (decimal place deleted) of the intra-club regattas

held during the period (M&B regattas included as one for the purpose). To record his participation in a regatta, he shall have raced the full distance of the race, at least once, in the said regatta. He shall in addition have a minimum of three hundred (300) outings, in racing craft, which shall be duly recorded in the register maintained for the purpose.

- (15) In the case of genuine illness etc. of the applicant, the Committee at its discretion, may at the maximum extend the PUC period by another six months within which time the criteria must be met.
- (16) Each out-going captain shall submit a report of Rowing PUC members, giving details of date of induction, regattas participated and outings during the period, a copy of which shall be posted on the Club notice board.
- (17) The Committee may at any time terminate a PUC member, if it becomes obvious that he has no possibility / intention of meeting the above said criteria.

RULES VII: ENTRANCE FEE & SUBSCRIPTION

13.

- (1) The Entrance fee shall be payable in accordance with Rule VII (2). The entrance fee shall be paid in full by Demand Draft/Pay Order within 21 days of receipt of letter of offer from the Club. The membership number will be activated after receipt of the entrance fee.
- (2) *The Entrance fees for members shall be as follows:

Rowing (Club colours)	Rs. 5 0,000.00
Rowing	Rs. 5,00,000.00
Lawn*	Rs. 7,00,000.00
Institutional (per nominee)*	Rs. 8,00,000.00
Long Term Temporary *	Rs. 2,50,000.00
Parent-Children membership (both rowing & lawn)	Rs. 50,000.00

- (3) Subscription for members shall be as follows:

Rowing / Lawn (Annual)	Rs. 8800/- p.a
Rowing	Rs. 800/-p.m
Lawn	Rs. 800/-p.m
Outstation	Rs. 7150/-p.a
Rowing / Lawn (Senior Members)	Rs. 130/-p.m
Outstation (Senior Members)	Rs. 930/-p.a
Institutional	Rs. 800/-p.m
Long term temporary	Rs. 800/-p.m
Absentee	Rs. 7150/-p.a.
Absentee (Senior Members)	Rs. 930/-p.a
Service	Rs. 800/-p.m
Parent Children category	Rs. 800/-p.m
Honorary	Nil
Honorary Life	Nil
Temporary	Rs. 600/-p.wk
Student	Rs. 400/-p.m

- (4) Rowing and lawn members, who have completed 60 years of age and have simultaneously, completed 25 years as a member from the date of joining shall be categorized as senior members and shall pay a subscription specially listed for them.
- (5) The Subscription is payable in advance.
- (6) All members for whom a monthly subscription is applicable may pay the same as a one – time annual Payment. The annual payment shall be equal to 11 months subscription.
- (7) Out of all the new entrance fees collected an amount equivalent to 75% of the fees thus collected shall be earmarked as a “special fund” for the purposes of meeting future capital expenditure requirements.
- (8) There shall be a rowing fund levy of `30/- per month in respect of all categories of membership excepting, honorary life members and honorary members. This fund shall be separately administered and used exclusively for organizing and participating in regattas and procurement of rowing equipment.
- (9) Whenever applicable, members shall exercise the option to pay their subscriptions either monthly or annually before 20th February each year. Members shall settle their Club bills for the period ending 28th February (including annual subscription whenever applicable) IN FULL latest by 31st March; otherwise, members will be charged monthly subscription from the 1st of April each year.
- (10) All categories of members shall pay an entertainment subscription of `30/- per month. The Committee shall not charge any further entrance fee for members and their dependent members for cinemas and entertainment nights organized in the club premises, except in the case of special nights, but shall levy entrance fee for the guests as may be found necessary.
- (11) In the case of absentee / outstation members, apart from the absentee / outstation subscription and such other fees that shall be determined by the general body shall be paid as a one time payment. Any resolution passed that warrants payment from all members, the absentee / outstation members may pay the same during the following year.
- (12) Water charges, not exceeding, `40/- (per month per member), on actual shall be charged equally to every member as and when incurred.
- (13) *Every Temporary Lawn Member (TLM), shall make use of club’s facilities, for an average value of Rs.2500 / per month and that any under utilization observed over a period of 12 months, shall lead to termination.
- (14) *Every member shall pay an amount of Rs.100/- as Power cess and the same shall take effect from 1st April 2012.

RULES VIII: MANAGEMENT COMMITTEE

14.

- 1 The General Management of the Club shall be vested in a Committee of not less than ten and not more than twelve members consisting of
 1. A President
 2. A Captain
 3. A Honorary Secretary
 4. A Honorary Treasurer and 5 elected Members.

These Members shall be 3 rowing and 2 Lawn Members .The Committee shall Co opt 1 Lawn Member to be the Sixth Member in the Committee and may Co-opt 1 Rowing Member to be the Seventh Member of the Committee subject to Members fulfilling Rule VIII. The

Committee may further invite the immediate Past President to serve on the Committee for one term. The immediate Past President and co-opted members shall have the same rights as an elected member on the Committee. The Committee shall, subject to the control of the members of the club in General Meeting assembled, have full powers over the affairs of the club, races and regattas and the regulation of charges.

- 2 The President, Captain, Honorary Secretary, Honorary Treasure and three (3) members of the Committee shall be elected by the rowing members alone and two lawn members shall be elected by the lawn members at the Annual General Meeting. In respect of Casual vacancies arising in the Committee during the course of the year, for any reason whatsoever, the Committee shall have the power to appoint members to fill them until the next Annual General Meeting.
- 3 Five members of the Committee shall form the quorum.
- 4 The First Members of the Management Committee shall be the Subscribers to the Memorandum as indicated below:
 1. Gopal Madhavan
 2. Sanjeev Kesu
 3. A Venkatakrishnan
 4. Rajiv Subramani
 5. V J Bharat
 6. V N Rajender
 7. V A Kurien
 8. K L Thadani
 9. R Srinivasan
 10. R S Ananth
 11. Dr. Devendra
- 5 They shall hold office till the first Annual General Meeting.
- 6 Subject to the provisions of the Act, the Management Committee shall be entitled to exercise all such powers , and to do all such acts and things ,as the club is authorized to exercise and do; provided that the directors shall not exercise any powers or do any act or thing which is directed or required ,whether by the Act, or by the Memorandum of Association of the Club or these presents 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 Management Committee shall be subject to the provisions contained in that behalf in the Act or in the Memorandum of Association of the Club or these presents or in any regulation not inconsistent therewith and duly made there under including regulations made by the club in the General Meeting. The Management Committee shall have the power to delegate all powers, subject to the Act, with the power to sub delegate, to the President.
- 7 All actsdonebyany meetingoftheManagement Committee shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such members or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such member or such person had been duly appointed and was qualified to be a member.
- 8 Save as otherwise expressly provided in the Act, a resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee , shall be as valid and effectual as if it had been passed at a meeting of the Management Committee, duly convened and held.

- 9 The Committee shall meet at least twice a month. The President shall preside, or in his absence any Committee member may be elected to the Chair. All decisions of the Committee shall be by a majority of votes and in the event of equal voting the Chairman shall have the second or deciding vote.
- 10 The bank accounts of the club shall be operated by the joint signatures of the Honorary Treasurer and any one of the other three office-bearers; the president, the Captain of Boats and the Honorary Secretary. In the event of the absence of the Honorary Treasurer any two of the office-bearers shall be allowed to operate the bank account.

RULES IX: DUTIES OF THE COMMITTEE

15.

1 Duties of Captain

The Captain will be responsible for the organization of rowing and the selection of crews and for the care and upkeep of the boats and rafts and all other rowing equipment subject to the approval of the committee. The Captain shall be at liberty to appoint a Vice- Captain from amongst the Rowing members only, who will be an ex-officio member of the Committee. The Captain shall be responsible for the coaching of rowing members and student members.

2 Duties of Honorary Secretary

The Honorary Secretary shall keep a correct record of the proceedings, of all General Meetings and of all Committee Meetings and such Minutes shall be signed by the chairman within 30days from the date of the General Meeting, Committee Meeting as the case may be and all Minutes purporting to have been so signed shall for all purposes whatsoever, be the prima facie evidence of the actual and regular passing of the resolutions and of the regularity of the Meeting and the Chairmanship and signature of the person appearing to have signed as Chairman and of the date on which such meeting was held.

The Honorary Secretary or, in his absence, the Honorary Treasurer shall be in charge of the buildings and fittings and all furnishings, and all other property of the Club except the stocks of liquor and provisions.

3 Duties of Honorary Treasurer

The Honorary Treasurer shall keep the books of accounts and operate upon the Club's bank accounts. He shall keep a correct record of all monies received and paid out by the Club and shall submit at the close of each financial year and at such other times as the Committee may require, a correct statement of the Income and Expenditure and a Balance Sheet of the Property and Assets of the Club.

The Honorary Treasurer shall have charge of all assets of the Club. One of the elected members of the Committee, who has been given the portfolio of Refreshment / Bar-in-charge, shall submit to the Committee an account of the stocks of liquor and refreshments. Such a member so appointed, shall be responsible to the Committee for the observance and fulfillment of the statutory obligations governing the holding and issue of liquor.

RULE X: MEMBER'S ACCOUNTS

16. BILLING

- a). The members may opt for a monthly or quarterly minimum billing. A minimum billing of Rs. 500/- per month or Rs. 1,500/- per quarter (exclusive of subscription, rowing fund & any other levy) shall be levied against Rowing, Lawn, Parent Child, Institution, Long Term Temporary, Service Members & PLM from time to time if their usage is nil during the month / quarter.

Provided further that if the member's usage is lower than Rs. 500/- per month or Rs. 1,500/- per Quarter, the difference between the usage and the minimum billing shall be charged

- b). Free usage shall not be applicable to members who have been categorized as senior members, absentee members and outstation members.
- c). A member shall, on his account, for subscription or other liabilities to the Club, being presented to him for payment by the Honorary Secretary or Honorary Treasurer, settle his accounts by the 7th of the following month of the date of such account; failing which the Honorary Secretary or Honorary Treasurer shall send to the member's last known address a registered/courier letter with acknowledgement due/POD (at the members cost) calling his attention to this Rule, and demand immediate payment of the amount due. If a member shall neglect or refuse to pay such account by the 14th of the said month, the name of the defaulting member shall, unless in the opinion of the Committee there be good and sufficient reason to the contrary, be posted in a conspicuous place in the club and the member shall be informed of such posting. If a posted member shall further neglect or refuse to pay such account by the 21st of the said month, he shall without further notice cease to be a member of the club and he shall be notified to this effect.
- d.1) Re-instatement of a person who has been terminated, subsequent to posting for nonpayment, shall be done automatically, subject to rule X(d.2), after he has paid all dues to the Club, including current dues and as penalty has paid all subscriptions & levies during the period of termination that would have been applicable had he not been terminated and also the penalties as under:
- i. Penalty of `Rs.1000, if paid within the calendar month of being terminated.
 - ii. An additional penalty of `Rs.2000 for every additional month of delay or part thereof subject to a maximum of `Rs.15000
- d.2) Re-instatement of a person who has been terminated, subsequent to posting for non-payment, and has continued to remain a defaulter for more than 4 months beyond the calendar month of termination, shall be at the discretion of the committee subject to payment of all dues as in rule X(d.1) and upon application by the defaulting person.
- e). In the event of any member receiving an account, which he considers incorrect, he shall immediately inform the Honorary Treasurer in writing while simultaneously setting the bill as presented. Unless a member can submit contrary evidence, the vouchers, chits and entries in the books maintained by the Honorary Treasure shall be considered prima facie evidence of the state of any account.
- f). The Committee, in consideration of the finances of the Club, may place a limitation on the credit of members and they shall be notified to this effect. The Honorary Treasurer., in consultation with the president or in has absence the Honorary Secretary, is empowered to order the discontinuance of further credit at any time when the account of any member has reached the credit limit, after due notice to the member concerned.

- g). A member whose credit has been stopped shall not be permitted to use the facilities of the club on the basis of cash coupon payment until all his dues have been settled.
- h). The Committee may demand from those members whose credit has been stopped a deposit equal to the previous twelve month's average billing, before they are permitted to use the Club's facilities again. This deposit held as security will not attract interest and shall not be adjusted against subsequent bills for a period of three years.
- i). Reinstatement of a member terminated for non-payment can only be done within three (3) years of such termination, failing which the member has to again apply for fresh membership.
- j). The Committee reserves the right to recover its dues from members present or past by taking appropriate action, legal or otherwise.
- k). Outstation / Absentee members shall be charged an additional subscription of `150/- for those months in which they use the Club more than once.

RULE XI: ALIEN: ENEMY MEMBERS

- 17. On the outbreak of war between the Indian Republic and any other country, any member who is a citizen of that country shall IPSO FACTO cease to be a member of the Club.

RULE XII: GUESTS

- 18.
 - A. Subject to such restrictions as may from time to time be imposed by the Committee or under these Rules, any member except student members subject to Rule V may introduce guests provided they are received in general society.
 - B. A person residing within 60 kms from Madras Boat Club if eligible for membership shall not be introduced as a guest more than twelve (12) times during a period of twelve (12) months. No person whose membership has been terminated by a decision of the Committee or the General Body shall be introduced as a guest.
 - C. The Committee shall have the power to prohibit the introduction of any individual as a guest without assigning any reason whatsoever.
 - D. Every member introducing a guest shall write his or her name, address and occupation in a book kept for the purpose. A guest may use the Club only in the company of a member entitled to introduce guests. A guest fee stipulated by the committee will be valid for 24 hours.
 - E. 'Dependent Relatives' shall constitute a member's spouse, dependent parents over the age of 65 and children below 25 years of age who are registered in the club records. No other relative shall be considered to be dependent relatives.
 - F. 'Dependent Relatives', other than a member's spouse while introducing guests shall carry a letter of authorization from the original member. The original member shall be responsible for the behavior of the guests and dues as they arise.

RULE XIII: CHANGE OF ADDRESS

- 19. All members shall give notice in writing of the address he or she desires to be recorded as his or her registered address which address shall be the members address for all purpose under these rules. Any change in address must be notified to the Honorary Secretary, promptly, in writing.

RULE XIV: RESIGNATION

20. Any member desirous of resigning the membership of the Club shall communicate such intention in writing to the Honorary Secretary, who shall place such resignation before the Committee at the next ensuing committee meeting. Subscription shall be payable up to the end of the month or the year as the case may be, during which the resignation is tendered. No member may resign unless he or she has paid all outstanding debts to the Club, before resigning.

RULES XV: SUSPENSION OR EXPULSION

- 21.
- a) In the event of the conduct of any member or members either in or out of the Club being injurious to the prestige of the club, or in the event of any other circumstances occurring, not specially provided for, which is likely to disturb the order and harmony of the Club, or in the case of any infraction of the Rules of the Club or bye-laws of the Committee, the committee may suspend such members for a period not exceeding three months, the Honorary Secretary giving notice in writing to such member or members, by Registered Post that he / they is/ are suspended from the privileges of membership of the Club and upon receipt of such notice, such member or members shall no longer be entitled to enter the club premises until he/they are permitted to do so by the committee. If any such notice be given, the member to whom it was given shall be entitled to appear before the next meeting of the committee (or such later meeting as the Committee shall with the consent of such member, decide) to explain his conduct or tender apology.
 - b) If the Committee should consider it advisable that the circumstances should be submitted for the consideration of the members of the club, a special General Meeting shall also be convened within the period of suspension. At such meeting the circumstances shall be discussed and a vote of the members entitled to vote and present shall be taken by ballot upon the question as to whether the member whose conduct is under discussion shall continue to belong to the club, and if a two to one majority of the members present and voting decide that the offender has merited expulsion, he shall cease to be a member of the club; and notification thereof shall be sent to him by the Honorary Secretary; any subscription which may have been paid by him in advance being returned, but such member shall remain liable for all debts to the Club incurred up to the time of his expulsion. The member concerned shall be given an opportunity to explain his case to the General Body, if he so desires.
 - c) Any member who shall be adjudicated insolvent or who shall seek the protection of the Court shall forthwith cease to be a member of the Club.
 - d) Any member upon being expelled from the Club in terms of Rule XV (B) or upon ceasing to be a member of the Club for any reason whatsoever according to the provisions of these rules, shall forfeit all rights as a member.

RULE XVI: DAMAGE OF CLUB PROPERTY

22. If any Member shall cause loss or damage to any property of the Club, such loss or damage shall be repaired, or replaced by the club at his or her expense or at the discretion of the Committee paid for by the member.

RULE XVII: FINANCE

- 23.
- A. Financial year of the club shall close on the 31st day of March, each year.

B. All capital expenditure exceeding Rs.10 lacs proposed to be incurred in a financial year should have the concurrence of the general body.

RULE XVIII: GENERAL MEETINGS

24.

- a. Subject to the provisions of the Act, the Company shall, in addition to other meetings, hold a General Meeting which shall be styled as Annual General Meeting, when a statement of the income and expenditure for the preceding year and a Balance Sheet of the Assets and Liabilities of the club as at the end thereof, duly audited by a Chartered Accountant, shall be considered by the members for adoption. Notice convening the Annual General Meeting, together with the Annual Report shall be sent to each member of the club not less than twenty-one (21) days before the date of the meeting. The meeting shall elect the office bearers, five committee members and appoint an auditor or auditors for the ensuing year and shall decide upon any resolution that may have been duly submitted to the meeting as hereinafter provided.
- b. All proposals for election to the various Offices and Committee shall be submitted in writing, in the prescribed form, to reach the Club office at least thirty (30) days before the Annual General Meeting. If there are no nominations for any of the offices, then proposals from the floor may be accepted, for those offices, at the time of the Annual General Meeting.
- c. Any Member desirous of moving a resolution at the Annual General Meeting, other than proposals to alter the Rules of the Club, shall give notice thereof in writing to the Honorary Secretary not less than thirty (30) clear days before the date of such meeting.
- d. A extra ordinary general meeting may be convened by the committee or at the written request (Which shall state clearly the reason for such request) of not less than one-tenth (1/10) members of the club, provided that at least twenty one (21) days notice for convening such special general meeting which shall specify the business to be transacted, shall be sent to each member of the club.
- e. All members shall be entitled to be present at General Meetings, but only Rowing members and Outstation Rowing Members shall be eligible to vote. However on matters pertaining to the passing of accounts, the Lawn members present at such General Meeting shall be eligible to vote. Voting by proxy shall not be permitted. Ten members present, who are entitled to vote, shall form a quorum.
- f. Any member wishing to propose any alteration in the Rules of the Club or raise any question regarding the Club's accounts at any General Meeting shall give notice in writing to the Honorary Secretary at least fourteen (14) clear days prior to the meeting. The Honorary Secretary shall circulate such proposals to all members and if the motion be seconded, a vote shall be taken; but in order to carry the proposed alternation the majority in favor of it must be not less than three to one of the votes of members present in person and voting.
- g. At all annual and Extra Ordinary General Meetings the President shall take the chair. In the absence of the president the meeting shall elect a member of the Committee as Chairman. Subject to rules XV (B), XVIII (F) XX, XXII and XXIII (D) all resolutions shall have to be passed by a simple majority in favor; the Chairman having a second and deciding vote in the event of a tie.
- h. If within half-an-hour from the time appointed for holding General Meeting, a quorum is not present the meeting shall stand adjourned to the same day next week at the same time and place, 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 form the quorum.

i. No amendment other than a motion of adjournment shall be moved to any resolution proposed to any Annual or Extraordinary General Meeting unless written notice thereof shall have been sent to the Honorary Secretary not less than seven(7) days previous to the meeting, and shall have been forthwith posted in the club house.

j. Eligibility to Contest

J.1 Only members of having five years standing are eligible to contest for the Committee of Management

J.2 A member is not eligible to seek election for more than one post of office-bearer and also cannot seek election as a member of the committee if he is seeking election as an office-bearer. A member seeking election as a member of the committee cannot also seek election as an office-bearer.

J.3 Any member, who has been President of the Club for two (2) years continuously, shall not be eligible to contest for the post of President unless there has been a break of two years from the last date of holding Office.

J.4 Any member, who has been Captain of the Club for two (2) years continuously, shall not be eligible to contest for the post of Captain, unless there has been a break of two (2) years from the last date of holding Office

J.5 Any member, who has been Honorary Secretary of the club for two (2) years continuously, shall not be eligible to contest for the post of Honorary Secretary, unless there has been a break of two (2) years from the last date of holding Office.

J.6 Any member, who has been Honorary Treasurer of the club for two (2) years continuously, shall not be eligible to contest for the post of Honorary Treasurer, unless there has been a break of two (2) years from the last date of holding Office.

J.7 Any Member, who has been a Committee member for two (2) years continuously, shall not be eligible to contest for the post of a committee member, unless there has been a break of two (2) year from the last date holding office.

J.8 Any member who has served on the committee of the club in any capacity continuously for five (5) years shall not be eligible to contest for any post, including nominated post in the Committee, immediately after the expiry of five(5) years, unless there is a break of two (2) years from the last date of holding any office of the Committee of the club.

RULE XIX: POWER OF COMMITTEE

25.

a. In the event of any contingency arising, not provided for in these Rules, the committee shall have power to deal therewith, and such decision after having been posted in the club for a period of 14 days, shall have all the force and authority of Rule of the Club until the ensuing General Meeting when the matter shall be brought up for confirmation.

b. The committee shall have power to decide on all question relating to the interpretation of the Rules and Bye-laws of the Club, and such decisions shall be final and binding upon all members.

- c. The committee shall have the power to make Bye-laws, Regulations, and conduct the affairs of the Club, provided they are not inconsistent with these Rules.

RULE XX: BORROWING POWERS

- 26. If at any time the members of the club in General Meeting assembled shall pass a resolution authorizing the committee to borrow any sum of money, the committee shall thereupon be empowered to borrow for the purposes of the club, that sum either at one time or from time to time within a period of one year from the date of the passing of such resolution, at such rates of interest and in such form and manner and upon such security as may be agreed upon (inclusive of debentures charging the club property and funds). Thereupon the committee shall make all such dispositions of the club property or any part or any part or parts thereof and enter into such agreements in relation thereto, as the committee may deem proper for giving security for such loan and interest. All members of the Club, whether voting on such resolution or not, and all the persons becoming members of the club after the passing of such resolution, shall be deemed to have assented the same as if they had each voted in favour of such resolution. To be effective, any such resolution must be passed by a majority of not less than three votes to one of those members present at the meeting and voting. Any lady or gentleman thereafter applying for membership shall be informed of any loan outstanding for which under the above Rule he or she may become liable.

RULES XXI: STAFF

- 27.
 - A. No disciplinary action may be taken against the staff by any member, in the event of any fault being found ,it shall be stated in writing to the Honorary Secretary or entered in the Complaints Book.
 - B. No members shall give to any staff of the club any sum of money or gratuity upon any pretexts whatever. Any staff that receives such money or gratuity shall be liable for punishment, which may extend to dismissal. Any member infringing this Rule shall be warned and if the offence is repeated, may be suspended under Rule XV.

RULE XXII: RULES & BYELAWS

- 28.
 - A. The Rules and byelaws of the club shall be posted in a conspicuous part of the premises and shall be binding on all members.
 - B. No existing Rule and byelaws shall be modified or new Rule enacted except by the authority of a resolution passed by a majority in favour, which should be not less than three to one of the votes of members present in person and voting.

RULE XXIII: AUDIT

- 29. The accounts of the company shall be audited annually by a Chartered Accountant,(s) , duly qualified, and appointed by the members at each annual General Meeting. The first auditors shall be appointed by the Committee. Their remuneration shall be fixed by the Members, Committee as the case may be.

RULE XXIV: SEAL

30. The Management Committee shall provide for the safe custody of the common seal. The seal of the club shall not be affixed to any instrument except by an authority of the MC by way of a resolution and in the presence of and under the signature of any two MC members..

RULE XXV: SECRECY

31. No member shall be entitled to inspect the company's books without the permission of the Management Committee or to require any information or details about the Club's activities which in the opinion of the Management Committee may be inexpedient in the interest of the Company to communicate to the public.

RULE XXVI: GENERAL POWER

32. Where ever in the Companies Act, it has been expressly provided that the Company shall have any right, privilege or authority or that the Company could carry out certain transactions only if the Company is so authorized by its articles, then and in that case this regulation hereby authorizes and empowers the Company to have such right, privilege or authority to carry out such transactions which have been permitted by the Act, without there being any specific regulation in that behalf herein provided.

To alter conditions of Memorandum and Articles subject to provisions of the Act and with the consent of the Company in General Meeting. Wherever required, the Management Committee shall have the power to alter the Memorandum, Articles of the company in such manner as they shall think fit.

RULE XXVII: WINDING UP

- 33.
- A. No part of the income of the club shall be distributed to members.
 - B. If at any time in 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 under Rule XVIII (D) to consider the matter, by giving 21 days notice to all members.
 - C. On winding up, the excess if any of the assets over Liabilities accumulated on the date of winding up shall be handed over to another institution with similar objective or as close to the objectives of Madras Boat Club.
 - D. Any resolution under this Rule shall be passed by a majority, which should be, not less than three to one of the vote of members present in person or by postal vote.
 - E. All members shall be addressed by registered letter to that address which they have recorded in the Club Register or to the latest notified address.

RULE XXVIII: DISPUTE RESOLUTION

- 34 Any claim, doubt, differences or dispute (hereinafter called the 'Disputes') arising our of or in relation to or connected with the memorandum of association, articles of association, termination, expulsion of suspension of membership) or generally the affairs of the Madras Boat Club between any one or more of the Madras Boat Club, its Committee members, its members (including but not limited to rowing members, lawn members and institutional

members) PUCs shall be referred to mediation by one or more to be appointed by the Management Committee of the Madras Boat Club. The mediator(s) shall be members of the Madras Boat Club and shall not be parties to a Dispute. The mediator(s) shall facilitate an amicable resolution of the Disputes. The provisions of the Arbitration and Conciliation Act, 1996 relating to mediation and conciliation shall apply.

Disputes which have not been resolved within 30 days from the commencement of the mediation shall be referred to arbitration by a sole arbitrator to be appointed by the Management Committee of the Madras Boat Club. The arbitrator shall be a former judge of the High Court or of the Supreme Court. The terms of appointment and remuneration of the sole arbitrator shall be decided by the Management Committee.

Courts in Chennai city shall have exclusive jurisdiction and the jurisdiction of all other courts are expressly excluded

(*Amended as approved by Regional Director and adopted by the members vide resolution passed at the Extra Ordinary General meeting of the Company held on 07.07.2014)

Certified to be true
For Madras Boat Club

Sunil M. Reddy
Honorary Secretary