



# **WALTAIR CLUB**

Visakhapatnam





**WALTAIR CLUB**  
Visakhapatnam

**NOTICE TO MEMBERS**

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Waltair Club shall be held on 23<sup>rd</sup> February, 2013 at 7.00 PM at the Centenary Auditorium of the Club to transact the following business.

**Agenda:**

- I) To consider and if thought fit to approve the draft Articles Association recommended by the Special Committee appointed by the Annual General Body Meeting held on 29.06.2012.

**Place : Visakhapatnam**

**For MANAGING COMMITTEE,**

sd/-

**Date:24.01.2013**

**(G.RAJENDRA PRASAD)  
HONY.SECRETARY.**

Note:

- 1) Members are to report and immediately intimate any change in their address registered with the Club.
- 2) Members who have not paid their bills for the month of November, 2012 or earlier months as on the date of the Meeting are not eligible to vote at the meeting.

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
WALTAIR CLUB

WALTAIR UPLANDS, VISAKHAPATNAM – 530 003.

## INDEX

S.No.	Article	Subject	Page Nos.
1.	ARTICLE - I	- DEFINITION	
2.	ARTICLE - II	- NUMBER OF MEMBERS & NEW INDUCTIONS	
3.	ARTICLE - III	- ELIGIBILITY OF MEMBERSHIP	
4.	ARTICLE - IV	- CLASSIFICATION OF MEMBERS	
5.	ARTICLE - V	- ENTRANCE FEE & SUBSCRIPTION	
6.	ARTICLE - VI	- CHANGE OF CLASSIFICATION	
7.	ARTICLE - VII	- PAYMENT OF BILLS	
8.	ARTICLE - VIII	- SHORT TERM TEMPORARY MEMBERS	
9.	ARTICLE - IX	- HONORARY AND SERVICE MEMBERS	
10.	ARTICLE - X	- RESIGNATION OF MEMBERSHIP	
11.	ARTICLE - XI	- RIGHTS AND OBLIGATIONS OF MEMBERS	
12.	ARTICLE - XII	- PENALTIES FOR MISBEHAVIOUR	
13.	ARTICLE - XIII	- VISITORS	
14.	ARTICLE - XIV	- DESIGNATED AREAS	
15.	ARTICLE - XV	- MANAGEMENT OF THE CLUB, ELECTION & ELIGIBILITY.	
16.	ARTICLE - XVI	- EXECUTIVE COMMITTEE	
17.	ARTICLE - XVII	- ANNUAL GENERAL BODY MEETING	
18.	ARTICLE - XVIII	- EXTRA-ORDINARY GENERAL MEETING	
19.	ARTICLE - XIX	- VOTING AND PROXIES	
20.	ARTICLE - XX	- NOTICE OF MEETING	
21.	ARTICLE - XXI	- QUORUM	
22.	ARTICLE - XXII	- POWERS OF COMMITTEE	
23.	ARTICLE - XXIII	- POWERS AND DUTIES OF THE PRESIDENT	
24.	ARTICLE - XXIV	- POWERS AND DUTIES OF THE VICE-PRESIDENT	
25.	ARTICLE - XXV	- POWERS AND DUTIES OF THE HONORARY SECRETARY	
26.	ARTICLE - XXVI	- POWERS AND DUTIES OF THE HONORARY TREASURER	
27.	ARTICLE - XXVII	- POWERS AND DUTIES OF THE CHAIRMAN OF SUB-COMMITTEES	
28.	ARTICLE - XXVIII	- CHARGES OF MISCONDUCT	
29.	ARTICLE - XXIX	- CONDUCT OF MEMBERS & DISCIPLINARY ACTION	
30.	ARTICLE - XXX	- CEASATION OF MEMBERSHIP	
31.	ARTICLE - XXXI	- A CORPORATE MEMBER SHALL IP SO FACTO CEASE TO BE A MEMBER	
32.	ARTICLE - XXXII	- CORPUS FUND	
33.	ARTICLE - XXXIII	- GENERAL	

Certificate of Incorporation

No.1

I hereby certify, pursuant to Act VI of 1882 of the Governor General of India in Council entitled "The Indian Companies Act, 1882" that Waltair Club is incorporated as a Company under the aforesaid Act.

Seal of  
Joint Stock Companies  
The Seal of the Assistant  
Registrar of Vizagapatam

Station: Vizagapatnam  
Date : 30<sup>th</sup> June, 1904.

Memorandum of Association  
of  
WALTAIR CLUB

Name First : The name of the Club is the Waltair Club

Situation Second : The registered office of the Club will be situated in Waltair Uplands, Visakhapatnam – 530 003.

Objects Third : The Objects for which the Club is established are:

1. To establish a Club for the accommodation of members and their friends.
2. Generally to purchase, take on lease or in exchange, hire or otherwise acquire any right or privileges, which the club may think necessary or convenient for the purpose for which it is established.
3. To invest and deal with the monies of the club not immediately required upon such securities and in such manner as may from time to time be determined.
4. To raise money in such manner as the Club shall think fit and in particular by the issue of Debentures or debenture stock perpetual or otherwise, charged upon all or any of the property of the Club (both present and future) including its guaranteed capital.
5. To pay off all existing debentures and other charges on the property to be acquired by the club and the debts and liabilities of the existing Waltair Club.
6. To make, accept, endorse and execute promotes, bills of exchange and other negotiable instruments.
7. To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the club.
8. To construct, maintain and alter any building or works necessary or convenient for the purposes of the club.
9. To promote special intercourse amongst the members of the club and their friends.
10. To do all such other things as the incidental or conducive to the attainment of the above object.

sd/-  
Special Committee

- Fourth: The income and property of the Club howsoever derived shall be applied solely towards the promotion of the objects of the club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise however, by way of profits to the persons who at any time were or have been members of the Club, or to any of them or to any persons claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club, or to any members thereof or other person in return for any services actually rendered to the Club.
- Fifty: If the Club acts in contravention of the fourth paragraph of the Memorandum or of any such further conditions, the liability of every member of the committee of such Club shall be unlimited and the liability of every member of the Club who has received any such dividend, bonus or other profits as aforesaid shall likewise be unlimited.
- Sixth: Every member of this Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member, and the cost, charges, and expenses of winding up the same and for the adjustments of the contribution among themselves, such amount as may be required, not exceeding Rupees One Hundred.
- Seventh: If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any properties whatever, the same shall not be paid to, or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club to be determined by the members of the Club at or before the time of dissolution and in default thereof by such judge of the High Court or of any Court subordinate thereto as may have or acquire jurisdiction in the Matter.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.



**Names, Addresses and Description of Subscribers:**

1. P.B. Arbuthnot
2. H. Fearon
3. W. Demorgan
4. L.R.O's Donoghue
5. T.W.S. Smyth
6. C.D.J. Carmichael
7. N.A.W. Hamilton

Witness:

K. Balakrishna Raju  
Book-Keeper  
Waltair Club

Dated the 28<sup>th</sup> Day of June 1904

WALTAIR CLUB  
Articles of Association  
Article – I Definition

Existing	Proposed
- Nil -	<p>Unless repugnant to the subject or context thereof, the following words or phrases shall mean:</p> <p>(a) "the Act" means the Indian Companies Act, 1882, or any statutory modification or re-enactment there-of for the time being in force.</p> <p>(b) "AGM" means Annual General Body Meeting held in accordance with provisions of Articles.</p> <p>(c) "Auditor" means the person or persons appointed as such by the General Body of Waltair Club.</p> <p>(d) "Associate Member" means a child of a permanent member elected as such.</p> <p>(e) "Bye-Law" means a regulation framed by the Managing Committee of the Club in accordance with the Articles of Association.</p> <p>(f) "Corporate Member" a corporate member so elected in accordance with the provisions of articles.</p> <p>(g) "Executive Committee" shall consist of President, Vice-President, the Honorary Secretary and the Honorary Treasurer</p> <p>(h) "EGM" means an Extra Ordinary Meeting duly called and held in accordance with the Articles.</p> <p>(i) "Entrance Fee" means such fee as is determined by the General Body from time to time to be paid by persons on admission to membership of the Waltair Club.</p> <p>(j) "General Body" shall consist of only permanent members.</p> <p>(k) "Honorary Member" means such person or class of persons of exceptionally high eminence who are invited to be there honorary members for a specified period.</p> <p>(l) "Life Member" means an eligible person who is elected as life member in accordance with the provisions of the articles.</p> <p>(m) "Member" means a member of the club irrespective of category of membership.</p> <p>(n) "Managing Committee" means the governing body of the Waltair Club duly elected by the General Body consisting of a President, a Vice-President, an Honorary Secretary, an Honorary Treasurer and six other members.</p> <p>(o) "Permanent Member" means a regular and Life Member of the Club.</p> <p>(p) "Register of Members" means the Register maintained by the Waltair Club wherein shall be entered the name, address, class of membership and other relevant particulars of each and every member.</p> <p>(q) "Service Member" means an officer who is elected to be a service member for a specified period.</p>

## ARTICLE – II

**NUMBER OF MEMBERS & NEW INDUCTIONS**

The number of Members shall not exceed 1650 excluding Life, Senior Citizen, **Regular Member under Member Children Category**, Associate, Temporary, Spouse of deceased Permanent Members, Service Members, Nominees of Corporate Members and Honorary Members.

Provided however that the above provision is subject to the following:

- a) The addition to the Membership by way of regular Members is proposed to be put on hold till the end of March, 2018.
- b) Provided that the restriction under sub-clause (a) shall not apply to regular Members who may be admitted in the category of children of members who have been members **Regular, Life & Spouse of Deceased Members Only** of the club for at least **TEN** years, provided that only one child per family may be so admitted in one calendar year.

Existing	Proposed
Nil	Provided that not more than two children per family may be admitted during his membership.

- c) And the number of additions in the category of Life Membership shall not exceed 10 in any year, synchronizing with the term of office of any Committee.

Existing	Proposed
Nil	d) Any applicant being considered for admission for permanent membership should be first enrolled as a temporary member for a period of six months.

9  
ARTICLE - III

Existing	Proposed
<p><b>D. ELIGIBILITY FOR MEMBERSHIP</b></p> <p>A candidate for Membership, <b>excepting that for Associate Membership and members seeking conversion from Associate Member to Regular Member as per Article-II G (ii)</b>, shall be of not less than <b>25</b> years of age and a candidate for Corporate Membership shall be an incorporate Company with a net worth (paid up share capital + Reserves - Miscellaneous Expenditure not Written Off) as per latest Audited accounts of the Company. Such candidate shall be proposed by one member who has been a Permanent Member of the Club for a minimum period of 15 years and seconded by another Member who has been a <b>permanent</b> Member of the Club for a minimum period of 5 years both of whom shall not be in arrears of Club dues.</p>	<p><b>D. ELIGIBILITY FOR MEMBERSHIP</b></p> <p>A candidate for Membership, <b>excepting that for Associate Membership and members seeking conversion from Associate Member to Regular Member as per Article-III G (ii)</b>, shall be of not less than <b>25</b> years of age and a candidate for Corporate Membership shall be an incorporate Company with a net worth (paid up share capital + Reserves - Miscellaneous Expenditure not Written Off) as per latest Audited accounts of the Company. Such candidate shall be proposed by one member who has been a Permanent Member of the Club for a minimum period of <b>20 years</b> and seconded by another Member who has been a <b>permanent</b> Member of the Club for a minimum period of <b>15 years</b> both of whom shall not be in arrears of Club dues.</p>

**Admission to Club Membership vests entirely with the Managing Committee and as per the Articles therein. Forwarding a Form of Application, payment of any prescribed fee or deposit, or being called for introduction to the Committee shall not ensure grant of Membership. An application for membership may be rejected without assigning any reasons.**

**Without prejudice to the decision of the Committee the eligibility of an applicant as on date of his election, (other than for Children of Members under Article-I, Spouse of deceased Member and foreign/NRI citizen opting for Membership) shall be as follows:**

A Graduate of recognized University and qualified Officers of the Merchant Navy, Defense Services are also eligible to apply for Membership of the Club and assessed under the Income Tax Act with a declared gross income of not less than Rs.5,00,000/- per annum in each of the preceding two years. The Applicant, if salaried should be a Class-I Officer for the last two years.

A candidate for an Associate Membership shall be a dependent child of a **permanent** member (**Regular, Life & Spouse of deceased Members only**) between the ages of 18 and 25 years either proposed by his/her parent or any Permanent Member. The parent of an Associate Member shall stand a written guarantee for payment of all his/her Club dues and his/her conforming to the Club Rules.

The Members of the Committee shall not propose or second any candidate for Membership except as a parent of a candidate for Associate Membership and no Regular Member shall propose or second more than one candidate for Membership in a calendar year.

Further, at the time of election, neither the Proposer nor the Secunder should be a Member of the Committee, except as parent of a Candidate for Associate Membership. If, however, a member had already proposed any candidate prior to his becoming a member of the Committee, the Secunder may introduce the candidate to the Committee and if the Secunder also happened to be a member of Committee at the time of election, two other Members who have been Permanent Members of the club for a minimum of 5 years may propose and second the candidate and effect his introduction to the Committee.

## **B. MEMBERSHIP APPLICATIONS**

- i) Applications for Membership shall be, in such form and at such cost as may be prescribed by the Managing Committee from time to time, issued only on the written request of any Permanent Member filled in and signed by the candidate in the case of **Regular, Service, Associate Membership** and the Principal Officer of the Company in the case of Corporate membership, counter signed by the proposer or proposer and seconder as the case may be and delivered to the Honorary Secretary.
  - ii) Each application may be registered after receiving the same along with prescribed interest fee deposit of Rs.50,000/- (with lock in period of 18 months) in the case of Regular, Life and Corporate Membership (Except for Associate, Short Term Temporary) and Rs.5,000/- in the case of Regular Under Members Children Quota. No fresh application for Regular Member shall be accepted during the period of ban as per Article - I (a) and such existing applications shall be returned.
  - iii) The Honorary Secretary shall maintain a permanent Register of such applicants category-wise i.e., (1) Regular Members (2) Regular Members Children (3) Corporate Members (4) Life Members (5) Service Members in chronological order.
- C. i) The Honorary Secretary shall then cause the material information along with applicant's photograph as provided in the aforesaid Application Form, that is delivered in accordance with the provisions contained in Article -III B (1) herein above, to be posted on the Club's Notice Board which shall remain so posted for a period of 15 days from the date of its being posted for information of the Members of the Club.

Existing	Proposed
ii) The Managing Committee shall consider all the valid applications, except those under LIFE category, in the order entered in the permanent register category-wise. However, in the case of pending applications the Managing Committee may allocate priority numbers in which order they shall be considered after thorough screening and the process	ii) The Managing Committee shall consider all the valid applications, except those under LIFE category, in the order entered in the permanent register category-wise. However, in the case of pending applications the Managing Committee may allocate priority numbers in which order they shall be considered after thorough screening and the process. <b>The Honorary Secretary shall publish an updated waiting list of applicants from time to time on the Clubs Notice Board.</b>

- iii) Any applicant whose application is pending, on written information to Honorary Secretary, be able to withdraw his application and thereafter the deposit amount shall be refunded to him. Any applicant who is not granted membership, his interest free deposit will be refunded. The deposit made by the applicant, who is elected as a member, will be adjusted against Entrance Donation as **applicable at the time of his election as Member.**

#### **D. ELECTION TO MEMBERSHIP**

A candidate duly proposed and seconded for Membership may be accepted as a temporary member, on the recommendation of any one member of the Committee for a period of 30 days or such further period as the committee may fix not exceeding 90 days pending consideration of his or her application by the Committee after collecting the interest free deposit of Rs.25,000/-. On election, he or she shall be deemed to be a regular member relating back to the date of acceptance as a temporary member. In the event of his or her rejection by the committee the Candidate shall be refunded the deposit after adjusting all & any dues.

- E.** During the period an application for membership remains posted on the Club's Notice Board, any **Permanent** Member may through either a written communication or personal address to the Committee detailing reasons, comment upon the desirability or otherwise of accepting the proposed candidate for membership.
- F.** i) Except as hereinafter provided, the Committee shall have power to elect or reject a candidate for membership, and may, before considering an application for membership make such enquiries, call for such information regarding the applicant, prescribe such procedure as it may deem fit and necessary including calling upon the candidate and his or her proposer and seconder to meet its members or any of them, and shall take into consideration any information or communication received in accordance with the provisions of Article-III(E), in electing or rejecting an application.

ii) The name of the candidates considered for election together with the names of their proposers and seconders shall against be posted on the Club's Notice Board at least 5 days before such election and in case a candidate has been rejected previously such fact shall be stated.

Existing	Proposed
<p><b>G.</b> The Committee shall decide each application for Regular, <b>Life</b> and Corporate Membership by the exercise of secret vote and three dissenting votes shall result in the rejection of candidate's Membership. The committee shall decide each application for <b>honorary</b>, Associate, Temporary and Service Membership by Resolution. <b>To render any election for Membership valid, at least Six members of the Committee must have participated.</b></p>	<p><b>G.</b> The Committee shall decide each application for Regular, <b>Life</b> and Corporate Membership by the exercise of secret vote and three dissenting votes shall result in the rejection of candidate's Membership. The committee shall decide each application for <b>honorary</b>, Associate, Temporary and Service Membership by Resolution. <b>To render any election for Membership valid, at least Six members of the Committee must have participated.</b> A balloting committee consisting two senior members of a minimum of 25 years of membership shall be constituted to deal with such situation.</p>

i) The committee shall give preference to Children of existing Permanent Members subject to their being found acceptable. As per Article-II regular memberships shall be allotted to the children of the members who have been **permanent members** of the Club for a minimum period of ten years. Only one such candidate per family will be considered **in one calendar year.**

ii) A child of a permanent member should necessarily be an Associate member for a minimum period of 5 years and on his/her application thereof may be elected as a Regular Member without ballot. However, in the event of death of the father (or mother in case if she is the Regular Member) of the Associate Member, the Associate Member can continue to be such Associate Member till he/she attains the age of 25 years, provided a Regular Member guarantees to pay all his club bills during the period of his Associate membership by any Regular Member within 5 years standing, after which he may be proposed for Regular Member ship within 3 months there of and be considered for Regular Member ship by the Managing Committee without ballot subject to his/her being an Associate Member for a minimum period of 5 years.

**H.** The decision of the Committee regarding the election or rejection of a candidate for membership shall be communicated to the applicant and to his or her proposer and seconder in writing by the Honorary Secretary within thirty days from the date of ballot.

- I.** In the event of the candidate being rejected by the Committee, his or her proposer and seconder may jointly request the President in writing within fourteen days of the receipt of the intimation pursuant to Article III (H) herein above, to place the candidate's case for ballot before the General Body consisting of Permanent Members other than Committee Members provided that not less than fifty Regular members who are not in arrears of the Club dues countersign the said request.
- J.** On receipt of a request in terms of Article - III (i), the President shall arrange for a General Ballot, which shall commence immediately after the expiry of fourteen days of receipt of such request and shall continue for three days thereafter.
- K.** The General Ballot in terms of Article - III (i) herein above, shall be conducted in accordance with the provisions herein below:
- (i) Every Regular Member, who is not a Committee Member, desiring to vote for or against the candidature, shall sign his or her name in the register provided for this purpose, and shall record his or her vote by marking on the Ballot paper and placing the same in the Ballot Box provided for this purpose.
- (ii) The Ballot Box shall be opened by the President in the presence of a Member of the Committee and one of either the proposer or seconder of the candidate if any of them so desires and the result declared.
- (iii) If the votes recorded are less than One Hundred the Candidate's application shall be rejected.
- (iv) One dissenting vote out of every six votes recorded, shall disqualify the candidate for membership.

### **ILLUSTRATION**

1. If there are 4 dissenting votes out of 24 votes recorded, the candidate will be disqualified.
  2. If there are 4 dissenting votes out of 25 votes recorded, the disqualification will not apply.
- (v) The committee may prescribe such procedure as it may deem fit from time to time for conducting the Ballot and the decision of the Committee on the result of the Ballot shall be final.
- L.** If a candidate for membership fails to present himself along with either his or her proposer or seconder before the Members of the Committee, when called upon to do so under the provisions of Article - III (F), on two occasions, the Committee shall, at its discretion, treat him or her as not interested. Further, if the candidate is interested, he or she may submit a fresh application in the usual course after the lapse of a period of six months from the date of his or her failure to be present on the second occasion.



**M.** In the event of a candidate for membership failing to be elected in accordance with the provisions of Article - III (F), or (K) hereinabove, a period of six months shall lapse from the date of such rejection, before the candidate so rejected can be proposed again for membership or introduced as a guest by any Member.

#### **N. DEPENDENT MEMBER**

Spouse of Members may be allowed to enjoy the privileges of the regular members but shall not be entitled to attend or vote at any General Meeting, to be elected or co-opted to the Committee and to propose or second candidates for membership, provided, however, they shall not be precluded from being appointed by the Committee to serve on any Sub-Committee. However, if the spouse of any member desires to become a Member of the Club independently he/she is eligible to apply for Membership in accordance with the procedure herein before prescribed. Children below the age of 21 years will be allowed to visit the Club and enjoy such limited facilities as may be determined by the Committee from time to time.

**O.** A lady who is already a member, on marrying a gentleman, who is not a member, may either continue to be a member or resign her membership on her husband being elected a member. Her membership shall not, in that event, be deemed to cover her husband's membership within the meaning of Article - III (N) herein above.

#### **P. MISINFORMATION**

In the event of the candidate being elected and it appearing subsequently, at any time, to the satisfaction of the Committee, that any statement contained in the Application for Membership was incorrect in any material particular, the Committee may after calling for an explanation from the member and considering the same, may choose to cancel the election and the Member shall there upon cease to be a Member of the Club.

**Q.** An elected member is welcomed into the club by the president by representing his/her ID card and a copy of the club's memorandum of articles and bye-laws.

### **ARTICLE - IV**

#### **CLASSIFICATION OF MEMBERS**

1. Members of the Club shall be classified into the following categories:
  - a) Permanent Member (Regular, Life, Spouse of deceased and Senior Citizen).
  - b) Corporate Member
  - c) Associate Member
  - d) Honorary Member
  - e) Service Member
  - f) Temporary Member - Short Term.

2. (a) **Permanent** Members are those members who are elected in accordance with the provision of Article - III
- i) Regular Members ii) **Life Members** iii) **Spouse of deceased Permanent Member** and iv) **Senior Citizen Members.**
- (b) Corporate Members are incorporated Companies in accordance with the provisions of Article - III, which are entitled to nominate as Members, **Who are not entitled, to attend or vote at General Body Meetings, to be elected or co-opted to the Committee, to propose or second candidates for Membership,** such number of their employees for the time being as corresponding to the Entrance Donation paid in accordance with the provisions of Article - V (A), subject to the acceptance of such employees, by the Committee.
- (c) Associate Members are those who are elected, as such in accordance with the provisions of Article - III, who are not entitled, to attend or vote at General Body Meetings, to be elected or Co-opted to the Committee, to propose or second candidates for membership and to introduce guests or visitors and who shall abide by the Rules that may be framed by the Committee from time to time relating to them. Associate Membership under this Article shall cease if the parent who proposed the Member's candidature withdraws his support, or after the expiration of one month from the date on which such parent ceases to be a member or on such **Associate** Member completing the age of 25 years. **Married Associate Members may be allowed to entertain their spouse or children and enjoy such limited facilities as may be determined by the Committee from time to time.**
- (d) Honorary Members are those who are declared as or invited to be such members by the Committee in accordance with the provisions of Article - IX (A).
- (e) Service Members are those who are declared as such members by the Committee in accordance with the provisions of Article - VIII (B).
- (f) Temporary members are those who are accepted as such, by the committee in accordance with the provisions of Article - VII (A).

Existing	Proposed
<p>3. <b>Spouse of Permanent Members, who may have expired, may apply within twelve months of such member's death for Membership under this category of "Spouse of deceased Permanent Member'.</b></p>	<p>3. <b>Spouse of Permanent Members, who may have expired, may apply within twelve months of such member's death for Membership under this category of "Spouse of deceased Permanent Member'. However if such a spouse gets remarried their membership automatically ceases. Once the vacancy caused by the death of a member is filled by admitting his/her spouse, the vacancy so caused ceases to exit.</b></p>

## ARTICLE - V

## A. i) Entrance Donation &amp; Subscription

Existing	Proposed
<p>a) <b>Life:</b> A Life Member elected in accordance with the provisions of Article - II herein above shall pay an Entrance Donation of Rs.12,00,000/- (Plus taxes as applicable) - out of which an amount of Rs.6,00,000/- shall be added to the Corpus Fund as provided under Article - XXIII and the balance amount shall be deposited in a separate "Capital Expenditure Account" meant only for approved Capital Expenditure. The entire donation paid by the Life Members shall be credited to the Corpus Fund of Waltair Club.</p>	<p>a) <b>Life:</b> A Life Member elected in accordance with the provisions of Article - III herein above shall pay an Entrance Donation of Rs.12,00,000/- (Plus taxes as applicable). <b>The entire donation paid by the Life Members shall be credited to the Corpus Fund of Waltair Club.</b></p>

Existing	Proposed
<p>b) <b>Senior Citizen:</b> Existing Regular Members of the age of above 65 years, who by the virtue of such Membership for more than 25 years, may opt to become Senior Citizen / Life Members on payment of additional Entrance Donation (other than that paid at the time of their admission) of Rs.3,000/-.</p>	<p>b) <b>Senior Citizen:</b> Existing Regular Members of the age of above 65 years, who by the virtue of such Membership for more than 30 years, may opt to become Senior Citizen / Life Members on payment of additional Entrance Donation (other than that paid at the time of their admission) of Rs.5,000/-.</p>

**ii) Regular & Member Children:** A Regular Member so elected shall pay an entrance donation of Rs.3,00,000/- (Plus taxes as applicable). However, in the case of the child of a permanent member who has become a Member before 01.07.2007 and has been such member for atleast for TEN years, as per Article - II & III the Entrance Donation shall be Rs.25,000/- (plus taxes as applicable) only, provided the age of the child is below 35 years. In the case of the child of a permanent Member of the Club who has become such a Member on or after 01.07.2007 and who has been such a member for at least 10 years as per Article - II & III the Entrance Donation shall be @ 50% (Plus taxes as applicable) of the Entrance Donation prevailing at the time of such admission provided the age of the child is less than 35 years. **Provided however in the case of the child of a permanent member, who opts admission for Life Membership the Entrance Donation shall be 50% of the Life Membership fee (plus taxes as applicable) prevailing at that time.**

iii) **Corporate:** A corporate member so elected shall pay an Entrance Donation of Rs.5,00,000/- (Plus Taxes extra) for the 1st Member it chooses to nominate under Article - IV (2b) and at the rate of Rs.3,00,000/- each for 2nd and 3rd Members it chooses to nominate. No Corporate Member shall, however be eligible to nominate more than three members at any time. However, Corporate Companies may seek a 2nd membership for the same company within the above terms.

iv) **Service:** A Service Member so elected shall pay an Entrance Donation of Rs.25,000/-.

v) **Associate:** An associate member shall pay an Entrance Donation of Rs.5,000/- which shall be adjusted towards entrance donation payable at the time of conversion to Regular Membership under Article - III (G) ii.

## **B. Honorary Members:**

Honorary Members are not required to pay any Entrance Donation. Life, Senior Citizen and Honorary Members shall not be required to pay any monthly subscription.

Existing	Proposed
<b>C.</b> Regular Members and Service Members, who are elected in accordance with the provisions of Article - II herein above, shall pay monthly subscription of Rs.400/-, Associate Member shall pay monthly subscription of Rs.200/-.	<b>C.</b> Regular Members and Service Members, who are elected in accordance with the provisions of Article - III herein above, shall pay monthly subscription of Rs.400/-, Associate Member shall pay monthly subscription of Rs.200/-.

**D.** A Corporate Member shall pay the monthly subscription as applicable to a Regular Member for each Member it chooses to nominate under Article - IV (2B).

**E.** Short Term Temporary Members shall pay an interest free deposit of Rs.25,000/- and a monthly subscription of Rs.1,000/-.

**F.** No entrance donation shall be payable by so elected "Spouse of Permanent Members", who shall be admitted as Regular Members.

## ARTICLE - VI

**CHANGE OF CLASSIFICATION**

A. Regular Member who desires to become a Life Member shall be entitled to do so on payment of the difference between the Entrance Donation for Life Membership and that of Regular Membership as on the date of seeking such conversion.

B. In the event of a Honorary Member ceasing to hold the office concerned during the tenure of which he was invited to be as Honorary Member, he or she shall if he or she so elects, be entitled to become a Regular Member of the Club in his or her own right without undergoing the procedure for election, but subject to the payment of Entrance Donation and monthly subscription as applicable to Regular Members.

C. As associate Member seeking conversion to Regular Membership of the Club shall submit a fresh membership application, which shall be considered on preferential basis.

## ARTICLE - VII

**PAYMENT OF BILLS**

A. Member bills shall become due and payable on presentation. Such bills shall be deemed to have been effectively presented on the third day after they are mailed by ordinary post and the fact of their having been so mailed is notified through the Club's Notice Board. At any time members who have not paid the entire bill presented before the end of the month preceding, shall be deemed to be in arrears. Non receipt of bills by members shall not discharge them from the penalties for non-payment.

B. If a Member fails to pay his or her bills within fifteen days of the effective date of presentation as defined in **Article - VII (A)**, the committee may post his or her name on the Club's Notice Board as a defaulter and send a written communication in this regard to the latest address of the Member available with the Club. Should such a member continue as a defaulter for a period of more than fifteen days from the date of posting of the communication in this regard his or her membership is liable to be terminated at the discretion of the Committee and without prejudice to the rights of the Club to recover the arrears due in any manner the committee deems fit. Such member may, however, on his/her written request within six months from such date of termination, be readmitted without formal re-election on assigning to the Committee reasons which they may consider and on payment of all arrears due by him and on making a payment of a fee of Rs.25,000/- and service tax as applicable towards reinstatement of his/her membership. This reinstatement fee amount shall not be adjustable against Bills or arrears and the same is non-refundable. No Member whose name is posted as a defaulter under this Article shall be entitled, during the period of his or her default, to exercise any of the privileges of membership.

Existing	Proposed
C. A member whose net dues have accumulated to Rs.7,500/- shall at the discretion of the Committee not be allowed further credit despite the time interval available for final payment under provisions of Article - VII (B) here in above.	C. A member whose net dues have accumulated to Rs.7,500/- shall not be allowed <b>further service</b> despite the time interval available for final payment under provisions of Article - VII (B) here in above.

D. A Member giving private entertainment or hosting a banquet party or purchasing considerable supplies at the Club may be required to pay the anticipated amount in cash in advance irrespective of his/her available credit.

#### ARTICLE - VIII

##### **SHORT TERM TEMPORARY MEMBERS**

A. The Committee may, by a resolution, accept any person found eligible as a "Short Term Temporary Member" for a period not exceeding three months on each occasion subject to a maximum of 6 months in any calendar year, provided the said person has been proposed by a Permanent Member for such membership. The total number of short term temporary members shall not exceed 30 at any point of time.

B. The dues by a Temporary Member which have not been paid on the last day of the second month following the one in which these were incurred shall be charged to the proposer who shall be liable for payment in all respects as though the amounts were due from him and the Club shall henceforth be under no obligation to collect the said monies from the said Temporary Member concerned.

C. Persons accepted as Temporary Members in accordance with the provisions of **Article - VIII (A)** herein above shall be entitled to such limited privileges as may be provided by the Committee but they shall not be entitled, to vote at General Body Meetings, to be elected or co-opted to the Committee, to propose or second candidates for membership and to introduce guests or visitors and to enjoy the facilities of the centenary hall and its adjoining areas. However, Temporary Members who stay in Club Chambers may be entitled to entertain guests, subject to such conditions as may be laid down by the Committee from time to time.

#### ARTICLE - IX

##### **HONORARY AND SERVICE MEMBERS**

A. The Committee may by a resolution declare or invite only such person or class of persons of exceptionally high eminence, distinction and stature to be Honorary members for period as specified in this behalf. Honorary members elected in accordance with this clause shall be eligible to all the privileges of Regular Members except that they shall not be entitled, to attend and or vote at General Body Meetings, to be elected or co-opted to the committee and to propose or second candidates for membership. Provided such invitation shall be made only to the vice-admiral (ENC), District Collector and Commissioner of Police, Visakhapatnam.

sd/-  
Special Committee

B. The Committee may by a resolution declare any officer belonging to Indian Civil Service and Defence Service (Not below the rank of a Brigador or any equalant rank), during his or her tenure of office in the District of Visakhapatnam provided that such candidate is proposed by one and seconded by another Regular Member. The tenure of the Service Membership shall be for a maximum period of three years after expiry of which the membership shall cease, provided that the Committee shall have discretion to extend the same by a further period of one year in special cases. Service members are not permitted to use the facilities of affiliated clubs.

C. Persons elected as Service Members in accordance with the provisions of **Article – IX (B)** herein above, shall be entitled to all privileges of Regular Members except that they shall not be entitled to attend or vote at General Body Meetings, to be elected or co-opted to the committee, to propose or second candidates for membership.

#### ARTICLE - X

#### **RESIGNATION OF MEMBERSHIP**

A member may resign from the Club by notifying the Honorary Secretary to that effect provided that all monies due by him or her to the Club have been paid in full. Under no circumstances is the membership transferable nor is the Entrance Donation refundable.

#### ARTICLE - XI

#### **RIGHTS AND OBLIGATIONS OF MEMBERS**

Existing	Proposed
- Nil -	<p><b>RIGHTS AND OBLIGATIONS OF MEMBERS</b></p> <p>1. Subject to the provisions of the articles of the club the right of a member to use the Club shall, in the case of gentleman, including a Corporate nominee, include his wife, unmarried daughters, dependent sons between the age of 16 and 25 and the dependant parents.</p> <p>2. Subject to the provisions of these Rules, only SUBSCRIBING Permanent Members who are exempted from or who have completed payment of their Entrance Fee and Club dues of the previous months shall have the right or be permitted to:</p>

	<p>a) Take part in any meeting of the General Body or any ballot or election;</p> <p>b) Stand for any office, or membership of the Committee;</p> <p>c) Propose or second the name of any candidate for admission or election;</p> <p>d) Request the convening of an Extra-Ordinary General Body Meeting and;</p> <p>e) Make any proposal for consideration of the General Body including any proposal to amend the Articles or Bye-laws made under them. For the removal of doubts it is hereby declared that a Corporate Nominee shall not be entitled to any of the above;</p> <p>3. It shall be the duty of every member to ascertain his dues to the Club from time to time and no failure to pay his dues within the prescribed period shall be excused for reason of absence of intimation to him of such dues.</p> <p>4. A member shall be responsible for any loss or damage caused willfully or otherwise to any of the properties of the Club by himself, a member of his family, a guest whom he may introduce or a Temporary Member proposed or seconded by him. (a) A Corporate Member shall be responsible for any loss or damage caused willfully or otherwise to any of the properties of the Club by any of its nominees, their wives, unmarried daughters and dependent sons or guests who are entitled to use the Club.</p> <p>5. No member shall interfere with the duties of any of the Office bearers or servants of the Club and should adhere to all rules and regulations imposed by the Club.</p> <p>6. Every member shall comply with the rules and regulations imposed in certain designated areas.</p> <p>7. Every member shall accept and observe the provisions of these Articles and Bye-laws made there under and shall comply with the orders or rulings of such authorities of the Club as may be competent for the purpose, and failure to do so shall make a member liable to the penalties prescribed in these Articles for misbehaviour.</p>
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ARTICLE - XII

**PENALTIES FOR MISBEHAVIOUR:**

Existing	Proposed
	<p><b>PENALTIES FOR MISBEHAVIOUR</b></p> <p>1. If, in the opinion of the committee, the conduct of a member or a member’s wife, husband or child, whether in the Club or in any other Club with which reciprocal arrangements may exist, is or has been objectionable or any reason, the Committee may, after stating the complaint in writing, demand the member’s explanation in writing or by appearance on a prescribed date or both.</p>

ARTICLE – XIII

**VISITORS**

A) Subject to any restrictions that may be imposed by the committee from time to time in this behalf, the Club is open to any visitors personally introduced by a Member eligible to do so as his/her guest, who shall enter his/her name and that of his/her guest in a book kept for the purpose and be responsible for the due observance of the articles and regulations of the Club by such guest or guests.

B) No individual shall be introduced as a guest to the Club by any member on more than four occasions in any calendar month. Members introducing guest shall pay such charges for each guest as maybe imposed by the Managing committee from time to time. Under no circumstances shall any guest be permitted to order for supplies or sign bills. No member, without the specific approval of the Honorary Secretary, shall on any single occasion, other than in the notified Banquet/Party Areas, entertain more than six guests.

C) The Committee shall have the power to bar any individual or class of individuals from being introduced as a guest without assigning any reason. No person whose membership to the Club has been rejected, suspended or terminated shall be introduced as a guest without the prior approval of the committee.

## ARTICLE – XIV

**DESIGNATED AREAS**

i) The Committee shall, as found necessary, set apart certain areas of the Club for "Men Only", "Women Only" or as "Family Area". Areas may be designated for specified purposes wherein particular and limited amenities offered. Specified food/beverages to be served in different areas as per the convenience of preparation and service, also keeping in mind the nature of the facility, its theme and location may be predetermined by the Managing Committee.

**ii) Centenary Auditorium/Adjoining Grounds & Jubilee Deck**, subject to any restrictions that may be imposed by the Committee from time to time in this behalf, the facilities of Centenary Auditorium, the Grounds Adjoining the Centenary Auditorium and Jubilee Deck are open to members and their families for specified purposes like Marriages/Receptions of member's children, special family functions, get togethers and business meetings respectively. However these facilities are to be allotted only to members for the marriage/receptions of their children, provided the facility is booked by paying the full tariff in advance of a minimum period of 30 days before the actual date of celebration.

Further, if the facility is not booked by any member, and if it is not specified for any club use, within this advance notice period of 30 days the facility may be allocated by the Committee to a member for his utilization as given under, in this order of priority, on payment of prescribed Tariff.

(a) Function / Ceremony involving member's parents.

(b) Function / Ceremony involving member's grand children.

(c) Get together involving member and his family.

(d) Business Meeting such as conferences involving the member himself / his company.

(e) Meetings of Service Organizations involving the member. However in all the above cases, the facility, shall in no case be permitted for conduct of a religious or political meeting.

## ARTICLE – XV

**MANAGEMENT OF THE CLUB, ELECTION & ELIGIBILITY**

A. The affairs of the Club shall subject to the Memorandum and Articles of Association, be managed by a Committee consisting of a President, a Vice President, an Honorary Secretary, an Honorary Treasurer and six other members.

B. The President, Vice-President, Honorary Secretary, Honorary Treasurer and other committee members shall be elected by secret ballot from amongst the permanent members who are not in arrears and who satisfy the following criteria mentioned against the respective category.

Existing	Proposed
<p>a) <b>President:</b> a permanent Member of the Club who has been such member for a minimum period of 12 years and who has served at least one term on the Committee.</p> <p>b) <b>Vice-President:</b> A Permanent Member of the Club who has been such member for a minimum period of 10 years and who has served at least one term on the committee.</p> <p>c) <b>Honorary Secretary / Honorary Treasurer:</b> A permanent member of the club who has been such member for a minimum period of 10 years and who has served at least one term on the committee.</p> <p>d) <b>Committee Members:</b> A Permanent Member of the Club who has been such member for a minimum period of 7 years.</p>	<p>a) <b>President:</b> A permanent Member of the Club who has been such member for a minimum period of <b>20</b> years and who has served at least one term on the Committee.</p> <p>b) <b>Vice-President:</b> A Permanent Member of the Club who has been such member for a minimum period of <b>20</b> years and who has served at least one term on the committee.</p> <p>c) <b>Honorary Secretary:</b> A permanent member of the club who has been such member for a minimum period of <b>15</b> years and who has served at least one term on the committee.</p> <p>c) <b>Honorary Treasurer:</b> A permanent member of the club who has been such member for a minimum period of <b>12</b> years and who has served at least one term on the committee. Hony.Treasurer should preferably a Chartered Accountant or a person having experience in dealing with accounts and finance in a responsible position in any reputed organization.</p> <p>d) <b>Committee Members:</b> A Permanent Member of the Club who has been such member for a minimum period of <b>10</b> years.</p>

e) The Club will collect a deposit of Rs.5,000/- towards nomination and will publish the photographs along with bio-data of the contesting candidates. Candidates who withdraw according to Club rules will be eligible to receive a refund of Rs.4,000/- only from the deposit.

C. i) Nominations shall be invited at least 10 days before the issue of Notice of the Annual General Body Meeting of the Club. All valid nominations received up to prescribed date, which shall not be less than 10 days from the date of the issue of notice calling for nominations shall be posted on the Notice Board of the Club. Withdrawal of nominations shall be permitted within Seven days thereafter.

ii) Within 10 days of the issue of the Notice for Annual General Body Meeting individual notice shall be served on all Members entitled to vote, furnishing there with the nominations of all the candidates validly nominated and a copy of such Notice shall be posted on the Club's Notice Board.

iii) Postal Ballot System. There will be no postal Ballot System either for resident or non-resident members. All the members should exercise their vote directly in the Club only.

iv) The President shall appoint a Scrutiny Committee for scrutinizing all valid nominations, finalize valid nominations after withdrawal of nominations, display the same on our Club Notice boards and opening the ballot box, scrutinizing the ballot papers and counting the votes. The scrutinizing committee whose decision in this regard shall be final shall submit the results to the President, who shall announce the same at the Annual General Body Meeting when the subject of election of Members of the Committee is taken up.

v) The newly elected office bearers shall assume office at the Annual General Meeting following the announcement of their elections.

vi) For the purpose of the election of the Members of the Committee all eligible permanent (Regular, Life & Senior Citizen) members shall each have one vote to be exercised in the ballot.

Existing	Proposed
vii) Candidates seeking election for any post in the committee shall be proposed and seconded respectively by one member each who has been a Permanent Member of the club for a period of Five Years and who is not in arrears of the club dues as on the date of nominations.	vii) Candidates seeking election for any post in the committee shall be proposed and seconded respectively by one member each who has been a Permanent Member of the club for a period of <b>Eight</b> Years and who is not in arrears of the club dues as on the date of nominations.

viii) Each candidate shall be eligible to file his or her nomination for one post only in the committee.

D. The President and other members of the committee elected shall hold office until the next Annual General Body Meeting.

E. No Member shall be eligible for election to any post in the Committee for more than two terms in succession.

F. The Committee shall have power to co-opt any permanent member who conforms to the eligibility standard as laid down in Clause B of this Article to fill a vacancy among its number, which for any reason may occur during the year. The member so co-opted shall hold office till the next Annual General Meeting. If the President is absent at any meeting or the office of the President falls vacant for any reason the Vice-President shall act as the President during such absence or fill such vacancy until the next Annual General Body Meeting, as the case may be.

G. Any Member of the Committee may at any time resign his or her office of membership of the committee expressing his or her intention in writing addressed to the Honorary Secretary. Any member of the committee who fails to attend three consecutive meetings or all the meetings held in three consecutive calendar months should, unless the committee condones such absence, be *IPSO FACTO* deemed to have resigned from the committee.

H. The Outgoing Managing committee shall furnish/make available to the incoming managing committee, within fifteen days of the Annual General meeting in which the income managing committee assumes office, the following.

- i) Trial Balance as on the date of Annual General Meeting.
- ii) Details of the budget provisions as approved by the AGM.
- iii) Updated Minutes Books of the Meeting of the Managing Committee.
- iv) Minutes of the Annual General Meeting.

I. "The President shall appoint an Advisory Sub-committee, to look after all legal/staff matters with regard to Club. This Committee consists of 4 members among which two of them will have to retire after two years from the date of first formation of the Committee and two new members have to be appointed in the place of them. The Membership of the Committee thereafter will be in force for a period of four years and the committee will function its activities in such an arrangement that two of the members will be changed every two years.

J. "If any legal action is initiated by anyone against any or all of the members of the Managing Committee, either by their designations as members of the managing committee or in their personal name or both for any bonafide decisions or acts taken or done by them in their capacity as members of the Managing Committee, the club shall defend the Committee Members at its expense and protect the interest of such members and indemnify them from all consequences arising out of any such litigation".

## ARTICLE – XVI

### **EXECUTIVE COMMITTEE**

The Executive Committee is part of managing committee. It consists of President, Vice-President, Honorary Secretary and Honorary Treasurer to deal with the matters of urgent nature for which it may not be possible or convenient to call for a full meeting of the managing committee meeting. The executive committee shall however, obtain the ratification of the managing committee at its immediate next meeting of all its decisions. The Honorary Secretary shall execute all such decisions.

The executive committee shall form into a purchase committee to approve the quotations called for in cases of purchase of all major items.

**ARTICLE – XVII****ANNUAL GENERAL BODY MEETING**

Existing	Proposed
A) The Annual General Body Meeting of Permanent Members of the Club, of which not less than 21 days clear notice shall be given, shall be held before the end of June each year, to resolve and consider the accounts, to consider the Balance Sheet and the Reports of the Committee and the Auditors, to announce the results of election of members to the committee conducted in accordance with the Article – XII (c) and to appoint the Auditors and fix their remuneration. The Annual General Body Meeting shall be held any day within one week after the conclusion of the Annual Election.	A) The Annual General Body Meeting of Permanent Members of the Club, of which not less than 21 days clear notice shall be given, shall be held before the end of June each year, to resolve and consider the accounts, to consider <b>and approve</b> the Balance Sheet and the Reports of the Committee and the Auditors, <b>to consider and approve the Budget Proposals for the ensuing year.</b> To announce the results of election of members to the committee conducted in accordance with the Article – XV (c) and to appoint the Auditors and fix their remuneration. The Annual General Body Meeting shall be held any day within one week after the conclusion of the Annual Election.

B) Any subject touching the business of the Club may be discussed at the Annual General Meeting provided that Notice is given in writing, in the form of a resolution, to the Honorary Secretary at least 14 days prior to the date fixed for the meeting. On receipt of such notice, the Honorary Secretary shall arrange for posting such Notice on the Notice Board of the Club and also forward copies of the same to each Regular Meeting at least 7 days prior to the date fixed for the General Meeting.

**Annual Meetings of the General Body and its powers and functions:**

The General Body consists of permanent members of the Club. It shall meet at least once in a year.

A. The Annual General Body Meeting of which not less than 21 days notice shall be given, shall be held before the end of June each year to:

Existing	Proposed
<b>- Nil -</b>	1) Review the activities of the Club and issue suitable instructions to the Managing Committee.  2) To consider and approve the Committee's report on the affairs of the club.

Existing	Proposed
	<p>1) To consider and approve the Audited Balance Sheet and Profit &amp; Loss Account of the Club.</p> <p>2) To appoint an auditor or auditors for auditing the accounts and to fix their remuneration.</p> <p>3) To discuss and pass the annual budget recommended by the Managing Committee.</p> <p>4) To lay down general policy guidelines on the acquisition, transfer, sale, lease, mortgage, gift or exchange of properties belonging to the club.</p> <p>5) To add, amend, repeal, cancel or annul from time to time of the clauses of the memorandum of Association, the rules and regulations of the club. Such amendments must have the support of 75% of the members present in the AGM/EGM.</p> <p>6) To announce the results of the elections of members to the committee conducted in accordance with the procedure laid down.</p> <p>7) To transact such other business necessary and expedient for the fulfillment of the aims and objects of the Club.</p> <p><b>B. <u>The committee's report shall contain:</u></b></p> <p>a) A review of the affairs of the club for the previous year.</p> <p>b) Details of action taken on the various decisions taken in the earlier general body meeting.</p> <p>c) Statement showing details of capital expenditure incurred during the previous year with the auditors report on the annual accounts. Auditor's report should contain a certificate that the Managing Committee has not deviated from the sanctioned budget and the guidelines prescribed.</p> <p>d) A statement giving details of the proposed capital and recurring expenditure of Rupees Five Lakhs Only in aggregate for the current year.</p> <p>e) A statement giving details of the various categories of membership of the club issued during the previous year.</p>

ARTICLE - XVIII

**EXTRA-ORDINARY GENERAL MEETING**

A. An extra-ordinary general meeting of which not less than 21 days notice shall be given, shall be convened by the Committee whenever it may be deemed expedient or on the written requisition of such number of members as are not less than one tenth of the total number of Permanent Members for the time being of the Club or in accordance with the provisions of Article-XX.

B. The notice or requisition shall state the particular subject or subjects for consideration, for which the meeting is requisitioned and shall remain posted on the Notice Board of the Club for the requisite period of Notice.

C. No subject other than the one specified on the Notice or requisition, shall be permitted to be discussed at the said Extra-Ordinary Meeting.

ARTICLE - XIX

**VOTING AND PROXIES**

At an Annual General Body Meeting or at an Extra-Ordinary General Body Meeting, every **Regular Member / Life Member** who is not in arrears, shall have the right to record one vote in person.

The President shall conduct and regulate the proceedings of the meeting.

ARTICLE - XX

**NOTICE OF MEETING**

A. All Members of the Committee shall be given at least 7 days notice of the committee meeting unless all the members agree for a short notice.

The Honorary Secretary shall convene all committee meetings in consultation with the President or in his absence with the Vice-President. However, in exigencies, the President may convene meetings of the committee on his own or on receipt of written request of at least three members of the Committee for convening a special meetings of the Committee.

B. All Permanent Members shall be given at least 21 days notice of the Annual General Body Meeting and of an Extra-Ordinary General meeting.

Existing	Proposed
C. Any notice prescribed in these Articles shall be deemed to have been effectively served on all the Members entitled to receive the same, if it is mailed to them to the address registered with the club by ordinary post and if the same remains posted on the Notice Board for the requisite period.	C. Any notice prescribed in these Articles shall be deemed to have been effectively served on all the Members entitled to receive the same, if it is mailed to them to the address registered with the club by Registered post and if the same remains posted on the Notice Board for the requisite period.



ARTICLE - XXI

**QUORUM**

A. Four members of the Committee shall form a quorum at a meeting of the committee for transacting ordinary business. At the meeting where in Applications for Membership or conduct of the Members are to be considered, the quorum shall be six.

B. 75 (Seventy Five) members who are entitled to vote in accordance with the provisions of Article-XVI herein above shall form a quorum at the Annual General Body Meeting or at an Extra Ordinary General Meeting.

ARTICLE - XXII

**POWERS AND DUTIES OF THE MANAGING COMMITTEE**

The following shall be the powers and duties of the Managing Committee.

1. Subject to the provisions of the Companies Act, the Committee shall be entitled to exercise all such power, and to do all such acts and things as the Club is authorized to exercise and do; provided that the committee shall not exercise any power to do any act or thing which is directed or required, whether by the companies Act or any other Act or by the Memorandum or Articles of Association of the Club or otherwise, to be exercised or done by the Club in general meeting. No regulation made by the Club in General Body Meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made. Provided however, that any resolution of the Committee which has been opposed by not less than three members thereof shall at the option of the three or more dissenting members be referred to an Extra-Ordinary General Meeting for decision.

2. In furtherance of and without prejudice to general powers conferred by or implied in Article - XXII (i), it is hereby declared that the Committee shall be entrusted with and may exercise and perform the following powers and duties.

Existing	Proposed
i) To spend such monies as they consider necessary from time to time in furtherance of the objects of the Club and in particular to acquire furniture, equipment, Club and household effects, sports apparatus and requisites, wines, tobaccos, stores, utensils, books, newspapers, periodicals, musical instruments and conveniences, which the committee may think necessary for the purpose of the club, and to sell or dispose of the same.	i) To spend such monies as they consider necessary from time to time in furtherance of the objects of the Club and in particular to acquire furniture, equipment, Club and household effects, sports apparatus and requisites, wines, tobaccos, stores, utensils, books, newspapers, periodicals, musical instruments and conveniences, which the committee may think necessary for the purpose of the club, and to sell or dispose of the same. Within the budgetary provision.

ii) To purchase, take on lease or hire, otherwise acquire any movable property, or any rights or privileges necessary or convenient for the purpose of the Club. Provided that the Committee shall not be empowered to acquire or dispose or charge upon, any portion of the Club's property what so ever or to construct buildings or make alterations to any Club property at a cost which shall not be beyond the budgetary provisions made.

iii) To Appoint Sub-Committee consisting of some of its Members and/or other Members of the Club and/or the spouse of the Member of the Club. To appoint and dismiss servants of the Club and to fix their wages or remuneration. To affix the common seal of the Club to any deeds or other documents required to be under its common seal, provided that all such deeds or documents shall be signed by two Members of the Committee and countersigned by the Honorary Treasurer or an Additional Member of the Committee.

iv) To make, issue, vary and repeat from time to time such bye-laws, rules, regulations, circulars or directions not inconsistent with the Articles as the Committee shall consider expedient for the management and well-being of the Club and the conduct of the Members, all of which Bye-Laws, regulations, circulars and directions shall be binding on all the Members of the Club.

v) To delegate any of its power to any of its Members or to a Sub-Committee appointed in accordance with clause (iii) above.

vi) Structures, Facilities & Tablets: The Managing Committee shall not make any change in the geographical location of any of the existing facilities, services and amenities, remove or make structural / architectural alterations or/and add, deface, alter, or remove any part of the existing structures, physical amenities or commemorative inscriptions without the express approval of the General Body. However, proper and timely maintenance, upkeep and repair shall be carried out as and when required.

The Managing Committee shall not make any changes to the existing structures architecturally. They shall not place any inaugural plaques on any new structures and also remove all existing inaugural plaques.

Explanation: This is proposed with a view to preserve the architectural style of the club which is unique in its manner. As regards the removal and non placement of fresh inaugural plaques, it should be understood that the structures and facilities are built with the funds which belong to all members. The managing committee are only custodians for a particular period who have volunteered to serve the club. All the credit for the performance of the committees should be reflected in the history of the club mentioning their names and years of office.

3. The entire Managing Committee is responsible for the smooth and effective conduct of the business of the Club.
4. To solicit and raise funds and sponsorships for the events of the Club.
5. To consider admission for membership.
6. To prescribe the fee to be paid to various departments such as Badminton, Tennis, Table Tennis, Cards, Library, Billiards, Swimming-pool etc.,.
7. To fix the limit to which credit facilities are to be provided to members and the terms and conditions on which such credit facilities are to be provided.
8. To ensure proper maintenance of all accounts and also to ensure that the accounts are kept up to date and the Annual Accounts are duly audited and presented to the Annual General Body.
9. To lay down the policies of the Club and generally to direct and conduct the affairs of the Club prudently and efficiently in the best interests of the club.
10. The Managing Committee is empowered to regulate and restrict the services / facilities of the club to organize special occasions like Club day, New Year Day and only important festivals.
11. To prepare the annual budget and place it before the annual general body meeting for its sanction. The outgoing committee will prepare a budget for the ensuing year and submit to the AGM for approval which should be implemented by the newly elected managing committee. However, any new / special projects proposed to be initiated by the managing committee can be taken up with the prior administrative and financial sanction of the EGM.

The committee shall not spend any amount over and above the budget approved by the general body and in case of any such excess expenditure over and above 10% of the budgeted amount, the committee members responsible for such expenditure shall be personally liable to the club to the extent of such excess expenditure.

12. To incur expenditure necessary to conduct the business of the Club. Such expenditure shall generally be within the budgetary provision approved by the General Body. However, in exceptional circumstances such as to comply with court directions, statutory obligations etc., the expenditure may exceed the budgetary provisions.

13. To acquire movable or immovable property for the Club. The committee shall maintain a capital inventory register wherein all properties of capital nature like fixed assets shall be recorded indicating dates of purchase and amounts paid.
14. To maintain a general stock register indicating the movable properties of the club.
15. To ensure annual stock taking of all movable and immovable properties of the club.
16. To arrange for investment of funds whenever necessary.
17. To appoint, suspend, arrange or to take any other disciplinary action against or dismiss the staff of the Club and to fix up the amount and nature of security to be taken from each employee of the Club and to prescribe service conditions of the said employees, regularization of service, fixation of seniority and promotions should be strictly in accordance with the service rules prescribed.
18. To arrange for Internal Audit and Final Audit of Accounts of the Club and to take all actions connected therewith.
19. To convene meetings of the General Body and to lay before the General Body at the Annual Meetings the annual administrative report, the audit statement of accounts and the audit report.
20. To institute, defend or compromise legal proceedings in the name of the Club.
21. To fill up by co-option vacancies arising among elected members of the Managing Committee.
22. To frame subsidiary rules for the conduct of the business of the Club. Such subsidiary rules shall be placed before the ensuing General Body Meeting for ratification.
23. To negotiate and settle all disputes in the best interests of the Club.
24. To write off at a time amounts considered irrecoverable to the extent of Rs.500/-. The total sum of such amounts not to exceed Rs.5,000/- in an official year.
25. To write off any unserviceable assets the written down value of which shall not exceed Rs.5,000/-.
26. To arrange affiliations with Clubs in our state capital and in the country other major cities having comparable facilities and standards on a reciprocal basis.

27. All construction in the Club premises shall be undertaken by the Managing Committee only after obtaining statutory approval from the competent authority. If the budget for any single construction exceeds Rs.5.00 lakhs the approval by the General Body becomes mandatory.
28. The Managing Committee shall be responsible for the upkeep of the Club and should also ensure proper discipline in the Club.
29. The members of the Managing Committee shall strictly adhere to the Articles of Association of the club and the rules and regulations framed thereunder. They are the custodians of the properties of the Club and shall be their responsibilities to ensure the safety and security of the properties of the club. Violation of Articles and the rules, financial impropriety causing loss to the club amounts to misconduct and breach of trust and shall be dealt with by stringent action against the persons responsible.

#### ARTICLE - XXIII

#### **POWERS AND DUTIES OF THE PRESIDENT**

The president shall be the Chief Executive Authority of the Club and shall have the following powers and duties.

1. To preside over and to conduct and the regulate the proceedings of the general body and the meetings of the Managing Committee and shall have power to vote on all issues and in the event of equal division, to exercise a casting vote.
2. To direct, guide and oversee the working of the Club.
3. To lead all delegations, negotiations etc.,.
4. To preside over the General Body Meeting and conduct the meeting.
5. To represent in the meetings and other Associations, Institutions, Conferences etc., if invited; or depute any Managing Committee Member.
6. To appoint all sub-committees of the Club and allocate necessary budget for their effective functioning.

## ARTICLE - XXIV

**POWERS AND DUTIES OF THE VICE-PRESIDENT**

The following shall be powers and duties of Vice-President.

1. To assist the President and the Committee in general in the conduct of the business of the Club.
2. To carry on the duties and functions of the President in his absence.
3. To be the editor of the house magazine.

## ARTICLE - XXV

**POWERS AND DUTIES OF THE HONORARY SECRETARY**

Subject to the direct control of the President and the overall control of the Managing Committee, the Honorary Secretary shall have the following powers and duties.

1. To be in-charge of the day-to-day administration of the Club.
2. To convene meetings of the Managing Committee and to keep a record of all proceedings of the Meetings and to initiate necessary follow up action.
3. To sign on behalf of the Club and conduct all correspondence on behalf of the club.
4. To ensure maintenance of the prescribed accounts and registers correctly and up-to-date.
5. To arrange for proper and safe custody of all documents and other property belonging to the Club.
6. To exercise administrative control over the staff and take necessary disciplinary action on erring staff. The power to suspend such staff for a period not exceeding six months at a time in the case of misbehaviour or dereliction of duty.
7. To sanction and incur contingent expenditure upto to Rs.1,000/- at a time subject to a maximum of Rs.10,000/- per month.
8. To be an ex-officio member of all sub-committees formed by the Managing Committee.

9. To review periodically the suggestion recorded by the members of the Club in the suggestion book to be kept in the premises of the Club and to place such suggestions before the Managing Committee at its monthly meeting for action if any. Action taken on the suggestions shall be indicated by the Honorary Secretary in the remarks column of the suggestion book.
10. To represent the Club in all legal proceedings.
11. To arrange for the conduct of the business of the Club and to perform all duties entrusted to him by the Committee.
12. To dispose of unclaimed articles after notifying the same in the Notice Board.
13. To arrange for the medical checkup of the staff of the Club once in a year.

#### ARTICLE - XXVI

#### **POWERS AND DUTIES OF THE HONORARY TREASURER**

The following shall be the powers and duties of Honorary Treasurer.

1. To be the controller of finance and accounts. The Honorary Treasurer should ensure absolute financial discipline. To prepare annual budgetary proposals and put to the Managing Committee for approval.
2. To receive and make payment of bills sanctioned by the Managing Committee/ President/Vice-President/Honorary Secretary, as per powers delegated. Honorary Treasurer should ensure every bill is authorized by Hony. Secretary or the Chairman of Sub-Committee as the case may be before payment is effected.
3. To receive all fees, subscriptions, levies, contributions etc., and issue appropriate receipts for them.
4. To maintain upto date receipts, vouchers and other books of accounts.
5. To prepare receipt and payment account every month and place it before the Committee meeting, bringing out any salient point like outstanding subscription etc.,.
6. To arrange to get books of accounts and statement of accounts audited by the Auditor appointed by the General Body.
7. To ensure that the internal audit is done promptly on day to day basis and the details of report is put up before the Managing Committee.
8. To deposit the money received in any one of the Nationalized Banks as approved by the Managing Committee.

9. To make payments exceeding Rs.20,000/- by account payee cheques only.
10. To arrange for safe investment of funds by the Club, subject to the approval of the Managing Committee.
11. To perform such other duties as may be entrusted to him by the Committee.
12. The Bank accounts of the Club shall be operated jointly by the Honorary Treasurer and either by the President or Honorary Secretary.

## ARTICLE - XXVII

### **POWERS AND DUTIES OF THE CHAIRMAN OF SUB-COMMITTEES**

The chairman of Sub-Committee shall be one of the Managing Committee members. The chairman of various committees are accountable for failure to adhere to the rules laid down. They should hold monthly meeting and present the minutes of such meeting to the managing committee.

#### **Powers and Duties of Chairman - Bar Committee**

- a) To ensure that adequate stock of liquor is maintained, however, the inventory of liquor should not exceed three months average consumption.
- b) To solicit schemes from liquor companies for cultural functions.
- c) To solicit sponsorships from the vendors for club programmes.
- d) To ensure all bar staff are well trained for proper service.
- e) To ensure that all equipment and cutlery are kept at good quality.
- f) To ensure that stock taking is done every month and submit the position to the Managing Committee.

#### **Powers and Duties of the Chairman - Catering**

- a) To ensure high quality food at reasonable price are extended to the members.
- b) To ensure that all the contractual terms are adhered to by contractors.
- c) To solicit feedback from members on the quality and service levels of catering service in the club.
- d) To ensure that all equipment and cutlery are well maintained to acceptable hygiene levels at the club.
- e) To ensure that all policy decisions are strictly complied with.
- f) To ensure that proper stock taking is done once in a month and submit the position to the Managing Committee.

#### **Powers and Duties of the Chairman - Sports**

- a) To frame and maintain the rules and regulations of all games & sports.
- b) To conduct tournaments from time to time.
- c) To encourage achievers in the club.
- d) To ensure that all equipment and facilities are well maintained.



- e) To ensure that the members and guests use the facilities in a conducive environment.
- f) To ensure that the tennis and swimming areas are well maintained.
- g) To conduct a sports meet once a year outside the club.
- h) To encourage outdoor games like cricket, football, hockey etc., and participate in tournaments.
- i) To ensure that the coaching contracts and maintenance contracts are monitored and improved continuously.

#### **Powers and Duties of Chairman - Chambers and Library**

- a) To ensure that all chamber/pavilion rooms are well maintained.
- b) To ensure that the booking, collection and review systems are monitored.
- c) To ensure that the service to the guests are well taken care of.
- d) To solicit feedback from guests on areas to improve.
- e) To ensure that the policies and procedures set are adhered to.
- f) To ensure that the library is well stocked with all types of media.
- g) To ensure that the members are encouraged to use the library facilities.
- h) To ensure that all necessary magazines are duly subscribed

#### **Powers and Duties of Chairman - Entertainment**

- a) To ensure that housie and tambola programmes are conducted periodically.
- b) To ensure that all cultural programmes are well conducted and prompt communication is sent to all members.
- c) To raise funds from sponsors for both housie and cultural programmes.
- d) To ensure that prior approval of Managing Committee is obtained before conducting any major event.

#### **Powers and Duties of Chairman - General Services**

- a) To manage the contractual terms of house keeping and security.
- b) To ensure that all aspects of security are taken care in the club.
- c) To ensure that the club is maintained at a high standard of hygiene and cleanliness.
- d) To ensure that the staff of the club and the agencies co-operate with each other.
- e) To ensure that all supplies required are monitored and stocked at reasonable levels.
- f) To ensure that all buildings and allied services are well maintained.
- g) To work with all the other chairman to ensure that their departments are well maintained.
- h) To ensure that electrical, plumbing and sewage service are taken care.
- i) To propose alterations, renovations etc., to the committee.
- j) To implement proper procedures for 24/7 upkeep of all the facilities in our club.

## ARTICLE - XXVIII

**CHARGES OF MIS-CONDUCT**

The members of the managing committee shall strictly adhere to the articles of Association of the club and the rules and regulations framed thereunder. Any violation of the bye-laws, financial impropriety including mis-use or unauthorized usage of the club funds shall be mis-conduct and breach of trust and the concerned members of the committee shall be liable for stringent action.

**Enquiry Committee:** The general body of the club shall, either in the annual general meeting or any emergency general meeting shall constitute an enquiry committee consisting of three members who shall preferably be the past presidents / secretaries except the immediate past president and secretary, to enquire into specific charges of misconduct on the part of any of the members of the managing committee made by any member of the club with particulars and proof thereof and submit its findings to the general body for consideration in the next AGM/EGM.

Without restricting the generality of the expression "misconduct" any of the following shall constitute mis-onduct.

- a) Misuse or unauthorized use of the Club Funds.
- b) Financial impropriety causing loss to the Club.
- c) Mis-representation of Facts or deliberate concealing of facts in any General Body Meetings and or communications to members of the Club.
- d) Incurring expenses beyond the budgetary provision or without the authorized sanction of the General Body.
- e) Incurring expenses beyond or without the authorized sanction of the Managing Committee.
- f) Disorderly behaviour or misbehaviour in the premises of the club.
- g) Providing false information in the resume furnished by the committee member on the eve of elections.
- h) Non implementation of resolutions of the general body.
- i) Non-adherence to the rules of the club.

**Punishments:**

The general body shall impose the following punishments for any misconduct established by the enquiry committee as follows;

- a) For misconduct specified in Article (a) (b) and (c) above suspension from membership of concerned for a period of one year and disqualification to contest in any election to the Managing Committee for a period of 5 years.
- b) For all other miscondacts specified in Articles above. Disqualification of concerned member to contest in any election to the Managing Committee for a period of 3 years.

- c) In addition to the above, if the misconduct has resulted in a financial loss in the club, then the financial loss shall be recovered from the Managing Committee members with an additional penalty of 50% of the loss incurred.
- d) Repeated misconduct by any particular member shall result in his/her removal from membership of the club.

## ARTICLE - XXIX

### **CONDUCT OF MEMBERS & DISCIPLINARY ACTION**

A. In case of the conduct of any Member in or out of the Club shall, in the opinion of the Committee, or of any twenty Permanent Members of the Club (who shall certify the same to the Committee in writing) be injurious to the character, interest, harmony or good order of the Club, the Committee shall, at its discretion take immediate cognizance of such conduct. The Committee shall take immediate cognizance of any breach on the part of any Member of the Articles, Bye-laws or Rules of the Club. The Committee shall take cognizance of any written report of misconduct or breach by our Member at any of our Affiliated Clubs.

B. The Member complained of, shall then be called upon to give his or her explanation of the charge made against him or her in writing within a month of receipt by him or her of the letter calling for explanation. The letter containing the charge shall be mailed by Registered Post to the address of such member as available with the Club.

C. The Committee may require the presence of such Members before them if they think it necessary.

D. If the member complained against does not explain his or her conduct to the satisfaction of the Committee or renders no explanation, the committee may levy such penalty, suspend or terminate his or her membership in their discretion, provided that the resolution of the Committee in such matters be carried by a two thirds majority.

E. The Member complained against shall have the right to appeal against the decision of the Committee to an Extra-Ordinary General Meeting which shall be convened, on receipt of a requisition from him or her within thirty days of receipt by him or her of the communication of the Committee provided that the requisition is counter signed by at least One Hundred Permanent Members.

F. During the specified period of Balloting for Annual Elections to the Managing Committee, the following is not permitted.

i) Candidates and/or their supporters are prohibited from any form of canvassing within the Club premises.

ii) Printed/Written material is not permitted to be distributed within the Club Premises. The duly appointed and constituted Scrutiny Committee is authorized to take necessary steps to ensure the above and is empowered to disqualify any candidate found to be violating this rule.

G. For the purpose of this article any breach of the Article, By-laws, Rules or Regulations of the Club or any misconduct on the part of the Spouse or dependant children or guest of a Member, will be treated to be a breach or misconduct on the part of the Member concerned.

#### ARTICLE - XXX

#### **CESSATION OF MEMBERSHIP**

A member of the club shall IPSO FACTO cease to be a Member.

- i) If he or she is dismissed from the services of the Government of India or State Government or of any Government with which India maintains diplomatic or friendly relations.
- ii) If he or she applies to be declared an insolvent, or is adjudged insolvent under the provisions of the Indian Insolvency Act.
- iii) If he or she is the subject of a State which is at war with India unless the committee is of the unanimous opinion that such a member is liable to prosecution in his native country, and is a genuine refugee from such prosecution.
- iv) If by unanimous vote of the committee his or her political activities are held and declared to be disloyal to the Union of India or to any Sate within the Union of India.
- v) If he or she is found to be of unsound mind by a court of competent jurisdiction, or suffers from any communicable decease.
- vi) If he or she is convicted by a court of any offence involving moral turpitude, and sentenced in respect there of to imprisonment for not less than six months.
- vii) If his or her membership is terminated in accordance with **Article - VII (B)** here of.
- viii) If he voluntarily resigned his membership in writing and paid all the debts due to the Waltair Club.

**ARTICLE - XXXI****A CORPORATE MEMBER SHALL IPSO FACTO CEASE TO BE A MEMBER**

- a. After the expiry of 10 years from the date of its election as a Corporate Member.
- b. On its being wound up or ceasing to exist following its liquidation or amalgamation or absorption with any other Company.
- c. On its Membership being terminated on account of its being in arrears of Club dues in accordance with Article - VII B as in the case of other classification of Members.
- d. Provided that Clause \*a\* of this Article shall not be applicable in the case of Corporate Member admitted before the introduction of this Article.

**ARTICLE - XXXII****CORPUS FUND**

- A. The Club shall, by 31st March, 2012, create and maintain a Corpus Fund of Rs.625 Lakhs in the form of Fixed deposits in Nationalized Banks or in Government Securities. The fund shall be inclusive of the already accrued amounts set aside from Entrance Donation received from Life Members. All such portion of receivable Entrance Donation as per Article - IV (a) (i) shall be periodically added to this Corpus. The committee shall not be empowered to withdraw or utilize any of the Corpus Fund or raise any loans there against, **except to the extent of the amount above Rs.625 Lakhs upto the end of March, 2013.** However, the interest/dividend earned there on may be utilized for the running of the Club.

Existing	Proposed
- Nil -	B. Every Annual audited statement of account of the club shall contain a certificate from the auditors that the above rule has been complied with.

**ARTICLE - XXXIII****GENERAL**

- A. Complaints or suggestions shall be made in writing in a book kept for the purpose. No member shall strike, abuse or punish any servant of the Club. Any member having cause to complain of any servant may enter his complaint in the book in words, which are not considered un-parliamentary, otherwise bring the matter to the notice of the Honorary Secretary.

- B. The committee is empowered to make such arrangements with other Clubs having objects in whole or in part similar to be objects of this Club, as they may consider desirable with a view to giving to the Members of such Clubs and obtaining for the Members of this Club reciprocal privileges. The committee may make Bye-laws or Rules for the purpose of carrying such reciprocal arrangements into effect.
- C. Members and guests are prohibited from bringing dogs or other pets inside the Club building or grounds on any pretext whatever. Members are prohibited from bringing their servants, drivers and ayahs, etc., into the Club House.
- D. The Club Building shall be open at such hours as may be determined by the Managing Committee from time to time.
- E. The Committee shall formulate Bye-laws, Rules & Regulations for the Club and its members and also frame standing orders for the Employees. All such bye-laws and rules shall be binding on members but may be set aside by a resolution adopted at a general body meeting of this Club.
- F. The Managing Committee shall give priority for reservation of rooms to the Members who have reserved the Centenary Auditorium for their Children's Marriage/Reception. The Committee can accept the general reservation of rooms in advance notice of minimum of 30 days only.



Waltair Uplands, Opp. Governor Bungalow, Visakhapatnam - 500 003.