

**CHELMSFORD CLUB BYE LAWS**

**2 BYE LAWS - Members, Managing Committee & President**

Serial Number	These Rules shall always be read in conjunction with the Memorandum of Association (MOA) and Articles of Association (AOA) (Charter Documents), of the Club.	Heading
	<b>MEMBERS:</b>	
1.	<p>The term 'Member' as used in the following Bye-Laws includes all categories of Members <u>as defined in the AOA</u> as listed below:-</p> <ul style="list-style-type: none"> <li>- Patron in Chief and Patron</li> <li>- Vice Patrons</li> <li>- Life Members</li> <li>- Permanent Members</li> <li>- Corporate Members</li> <li>- Temporary Members</li> <li>- Permanent Members (Widow of a Member)</li> <li>- Honorary Members</li> <li>- Lady Members shall include Permanent Lady Member and Temporary Lady Member</li> <li>- Visiting Member</li> </ul>	
2.	<p>In terms of Article 5 of the Articles of Association, the following Members do not have the right to vote, attend the AGM or stand for elections:</p> <ul style="list-style-type: none"> <li>- Temporary Member</li> <li>- Permanent Membership for the Widow of a Member</li> <li>- Honorary Member</li> <li>- Temporary Lady Member</li> <li>- Visiting Member</li> </ul>	

	<b>MANAGING COMMITTEE:</b>	
3.	The Managing Committee shall hereinafter be referred to as "MC"	<b>MC</b>
	<b>Roles, Duties, Responsibilities and Functions:</b>	
4.	The Managing Committee shall act in	<b>Powers</b>

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	accordance with all the powers vested in it by its Memorandum of Association, by these Articles of Association, inter-alia, <u>(Article 57, 58 (a) to (r) and 59)</u> and by the Statute of Law.	
5.	The Managing Committee of the Club shall be duly elected by Members as mentioned in AOA. The MC may delegate authority to any person, generally, or specifically, by resolution of the Managing Committee, as per Articles of Association or bye-laws of the Club.	<b>Election Delegation</b> /
6.	The Managing Committee of the Club shall until otherwise determined by the Club in General Meeting consist of not more than 25 Members and shall be elected as provided in the <u>Article 39</u> of the Articles of Association.	<b>Total number</b>
7.	The MC shall elect from amongst themselves a Chairman, an Honorary General Secretary, Honorary Secretary, an Honorary Treasurer or any other office bearers, as they may desire, at a meeting.	<b>Office bearers</b>
	<b>CODE OF CONDUCT FOR ELECTIONS OF MANAGING COMMITTEE AND PRESIDENT OF THE CLUB:</b>	
	<b>GENERAL RULES</b>	
8.	It is important that the elections of “The Club” are conducted in a manner that upholds the dignity of this august institution. It is the duty of our Members to ensure that the election process enhances the prestige of the “The Club”, which is considered amongst one of the finest Clubs in the country.	<b>Dignity</b>
9.	Indulging in criticism of other candidates in any manner, either verbal, electronic or written (e.g. Spreading rumors or gossiping about individuals, writing anonymous letters, sending in-discriminatory emails or making baseless and false allegations etc.) should not be done.	<b>No Badmouthing</b>
10.	There will be no canvassing of any kind within the Club premises on the day of election.	<b>No canvassing</b>

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11.	Using of relatives or friends on the day of election as proxy canvassers is not permitted.	
12.	All candidates seeking election will follow the Election procedure defined in the AOA and the Companies Act, 2013.  Scrutinizers for the process will also be appointed in keeping with the AOA and the Companies Act, 2013.	<b>Election procedure &amp; Scrutinizers</b>
13.	The Secretary shall circulate a circular along with the notice of AGM to all the Members entitled to vote, inviting them to state, not less than 14 clear days before the meeting, whether they are desirous of serving on the Managing Committee of the Club. The process of Election shall be followed as given in the Charter Documents.	<b>Conduct of Elections</b>
	<b>CANDIDATURE FOR MANAGING COMMITTEE:</b>	
14.	Every Member, other than retiring Member, standing for election whether on his own or proposed by any other Member, is required to deposit with the Club along with his nomination papers, a sum of Rs. 1,00,000 (Rupees One Lac Only) by way of Cheque or Demand Draft as security deposit.	<b>Security Deposit</b>
15.	The amount of the security deposit shall be refunded if the Member gets elected or gets more than twenty-five per cent of total valid votes cast, otherwise the security amount shall be forfeited under Section 160 of the Companies Act, 2013.	<b>Refundable on re-election</b>
16.	Subject to Article 46 of the Articles of Association, a Member shall not be eligible to stand for election of the Managing Committee, if he has attained the age of 65 years.	<b>Age bar</b>
17.	Undertaking to be signed by candidates contesting for the Managing Committee.  <i>** Members found indulging in what may be judged as unfair practice by the Managing Committee in the period prior to filing of</i>	<b>Undertaking</b>

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	<i>Nominations will not be permitted to file their nominations and contest.</i>	
18.	Along with filing of Nomination, the candidates shall provide their consent to Act as Director under Section 152 of the Companies Act 2013 and agree to abide by the <b>Memorandum and Articles of Association</b> , Bye Laws, rules regulations and previous resolutions of the MC.	<b>Consent to Act as Director</b>
19.	<p>Under Section 164 (1) &amp; 164 (2) of the Companies Act 2013, a person shall not be eligible for appointment as a Director (including Director appointed in Casual Vacancy) if:</p> <ol style="list-style-type: none"> <li>1. He is of unsound mind and stands so declared by a competent court;</li> <li>2. He is undischarged insolvent;</li> <li>3. he has applied to be adjudicated as an insolvent and his application is pending;</li> <li>4. He has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;</li> <li>5. An order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;</li> <li>6. He has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or</li> <li>7. He has not complied with sub-section (3) of section 152– Cannot be appointed unless DIN has been allotted;</li> <li>8. As per Section 165(1) – He is already a Director in 20 companies including 10 public companies;</li> <li>9. He who is or has been a director of a company which—</li> </ol>	<b>Disqualifications</b>

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	<p>a. Has not filed financial statements or annual returns for any continuous period of three financial years.</p> <p>b. Has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more,</p> <p>shall not be eligible to be appointed as a director of the Club for a period of five years from the date on which the said company fails to do so.</p> <p>The candidates should also not have been disqualified as per <b>Article 15 and Article 46</b> of the Articles of Association of the Club.</p> <p>The above restrictions are not exhaustive and any other restrictions provided in Law/AOA/ imposed by the Club from time to time shall also apply.</p>	
	<p><b>CANDIDATURE FOR PRESIDENT:</b></p>	
<p>20.</p>	<p><b>Article 44(a)</b> of the Articles of Association states that a President in addition to the strength of the MC of 25 Members shall be elected at every AGM, to hold office until the close of the next Annual General Meeting or until he ceases to be a Member of the Club whichever shall be earlier.</p> <p>The President shall be entitled to preside at every meeting of the Managing Committee, as per Article 53 of the Articles of Association of the Club. In case of absence of the President the meeting shall be presided as per the provisions of the Articles.</p>	<p><b>AOA, Article 44</b></p>
<p>21.</p>	<p>Since, the President is entitled not only to attend all the Managing Committee Meetings but also to preside at every meeting of the Managing Committee and also, he represents the Club as its figurehead. Being such an important, prestigious and relevant position, it is thought fit that only young, serious and worthy people apply and get elected. To ensure the same it is thought fit to make bye-laws providing disqualifications</p>	<p><b>Requisites &amp; Responsibility</b></p>

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	and requirement of pre-deposit to ensure that only young, serious, energetic and dignified persons apply and get elected for the post of President and that he shall share the duties and responsibilities pari passu with the Managing Committee.	
22.	<p>A person shall not be eligible for appointment as President if:</p> <ol style="list-style-type: none"> <li>1. He is of unsound mind and stands so declared by a competent court;</li> <li>2. He is undischarged insolvent;</li> <li>3. He has applied to be adjudicated as an insolvent and his application is pending</li> <li>4. He has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;</li> <li>5. Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;</li> <li>6. He has been convicted of the offence dealing with related party transactions under section 188 of the Companies Act, 2013 at any time during the last preceding five years.</li> <li>7. If he has attained the age of 65 years.</li> </ol>	<b>Disqualification</b>
23.	Every Member standing for the post of President, is required to deposit with the Club, at the time of his nomination, a sum of Rs. 1,00,000 (Rupees One Lac Only) by way of Cheque or Demand Draft as security deposit.	<b>Security Deposit</b>
24.	The security deposit of Rs. 1,00,000 (Rupees One Lac Only) mentioned in Bye-law above shall be refunded to the Member if the Member gets elected to the post of President, or gets more than twenty-five per cent of total valid votes cast; otherwise the security amount shall stand forfeited.	<b>Refund/ forfeiture of security deposit</b>