

ANNEXURE – A”

The following amendments are proposed to update, clarify and strengthen various provisions of the Articles of Association of the Club, including membership, borrowing powers, elections, disciplinary procedures, notices and communications, and related provisions, in line with applicable laws and current governance practices.

Article No.	Old Article	New/Proposed Article
<p>The Committee members decided to replace the words "Permanent member" with "Life/Ordinary Member" wherever it appears in the Articles. As a result, the following changes were made:</p>		
1.2	<p>“AOA” means the articles of the Club, adopted and amended from time to time, by the general body of (the Permanent) Members. AOA is the constitution of the Club. It is to be clearly understood that legal provisions under any statute / the Companies Act applicable to the Club</p>	<p>“AOA” means the articles of the Club, adopted and amended from time to time, by the general body of the Life/Ordinary Members. AOA is the constitution of the Club. It is to be clearly understood that legal provisions under any statute / the Companies Act applicable to the Club</p>
1.4	<p>“Committees / Sub-Committees” means the Committees / Sub-Committees constituted by the Executive Committee for a fixed duration and will be denoted by a generic name Committee. The Committee provides a platform for members to participate in planning and managing various activities and assist the Executive Committee in the overall management of the affairs of the Club. Only Permanent Members are eligible to become members of any Committee. However, members of other categories may be nominated as invitee members of the Committee. Committees are required to function in accordance with the directions and the guidelines issued by the Executive Committee. In case of any inconsistency or question raised on operation of any Committee, the decision of the Executive Committee shall be final and</p>	<p>“Committees / Sub-Committees” means the Committees / Sub-Committees constituted by the Executive Committee for a fixed duration and will be denoted by a generic name Committee. The Committee provides a platform for members to participate in planning and managing various activities and assist the Executive Committee in the overall management of the affairs of the Club. Only Life/Ordinary Members are eligible to become members of any Committee. However, members of other categories may be nominated as invitee members of the Committee. Committees are required to function in accordance with the directions and the guidelines issued by the Executive Committee. In case of any inconsistency or question raised on operation of any Committee, the decision of the Executive Committee shall be final and binding.</p>

Article No.	Old Article	New/Proposed Article
	binding.	
1.9	<p>"Member" means a Patron, Vice-Patron, Founding Member, Life Member or Ordinary Member (all regarded as Permanent Member), but as regards the use of the Club premises, the enjoyment of amenities provided by the Club and all other matters include (except as otherwise provided in these AoA or in the Bye-Laws) any Honorary Patron, Honorary Member, Temporary Member, Short Term Member, Sports Member, Service Member, Playing Member, Gymkhana Member and Corporate Member</p>	<p>"Member" means a Patron, Vice-Patron, Founding Member, Life Member or Ordinary Member, but as regards the use of the Club premises, the enjoyment of amenities provided by the Club and all other matters include (except as otherwise provided in these AoA or in the Bye-Laws) any Honorary Patron, Honorary Member, Temporary Member, Short Term Member, Sports Member, Service Member, Playing Member, Gymkhana Member and Corporate Member</p>
1.20	<p>"The Executive Committee" means the governing body of the club (<i>Board of Directors</i>) elected by the Permanent Members of the Club in accordance with the provisions of the AOA, for overall management and governance of the Club</p>	<p>"The Executive Committee" means the governing body of the club (<i>Board of Directors</i>) elected by the Life/Ordinary Members of the Club in accordance with the provisions of the AOA, for overall management and governance of the Club</p>
Further, the Committee member decided to make the following changes in the Articles:		
1.21	<p>"The Secretary" means the incumbent Secretary of the Club</p>	<p>"The Secretary" means the incumbent Secretary of the Club and shall also include Officiating Secretary, Deputy CEO or CEO as may be decided by the Executive Committee from time to time.</p>
2.	<p>For the purpose of registration, the number of members is 12,000 (twelve thousand) but the Executive Committee may from time to time register an increase of members.</p>	<p>For the purpose of registration, the number of members is 15,000 (fifteen thousand) but the Executive Committee may from time to time register an increase of members.</p>
5.	<p>Any person who has attained the age of 21 (twenty-one) years and is received in general society shall be eligible for admission to membership of the Club. Provided however that, so far as the Playing Members are concerned, they would be</p>	<p>(a) Any person who has attained the age of 21 (twenty-one) years shall be eligible for admission to membership of the Club. (b) So far as the Playing Members are concerned, they would be eligible for membership of the Club after they have attained the age of 10 (ten) years.</p>

Article No.	Old Article	New/Proposed Article
	eligible for membership of the Club after they have attained the age of 10 (ten) years	
18(c)	<p>If any Member shall refuse or neglect to comply with any provisions of the Memorandum or of these AOA or any bye-law made thereunder or shall be guilty of conduct such as the Executive Committee considers likely to endanger the harmony or affect the character or stability or interests of the Club, such Member shall be liable to expulsion by a resolution of the Executive Committee, provided that not less than 2/3rd (two-thirds) of the members present shall have voted in favour of the same and provided also that at least 14 (fourteen) days before the meeting at which such resolution is passed he/she shall have had notice thereof and on the intended resolution for his/her expulsion and that he/she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he/she may think fit. It shall be in the power of the Executive Committee to exclude such Member from the Club till such resolution has either been passed or rejected.</p> <p>The Executive Committee shall give or post to him/her by registered post a letter containing a notification of the said resolution. On the passing of such resolution, the Member shall forthwith cease to be a Member of the Club and shall not have any claim against the Executive Committee of the</p>	<p>If any Member shall refuse or neglect to comply with any provisions of the Memorandum or of these AOA or any bye-law made thereunder or shall be guilty of conduct such as the Executive Committee considers likely to endanger the harmony or affect the character or stability or interests of the Club, such Member shall be liable to expulsion by a resolution of the Executive Committee, provided that not less than 2/3rd (two-thirds) strength of the Executive Committee members present shall have voted in favour of the same and provided also that at least 14 (fourteen) days before the meeting at which such resolution is passed he/she shall have had notice thereof and on the intended resolution for his/her expulsion and that he/she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he/she may think fit. It shall be in the power of the Executive Committee to exclude such Member from the Club till such resolution has either been passed or rejected.</p> <p>The Executive Committee shall give or post to him/her by Registered Post/Speed Post/Hand delivery and through an E-mail a letter containing a notification of the said resolution. On the passing of such resolution, the Member shall forthwith cease to be a Member of the Club and shall not have any claim against the Executive Committee of the Club, but any fees or subscriptions paid in advance after adjusting the same towards the dues by him shall be refunded. No appeal shall lie from the determination of the Executive Committee.</p>

Article No.	Old Article	New/Proposed Article
	Club, but any fees or subscriptions paid in advance after adjusting the same towards the dues by him shall be refunded. No appeal shall lie from the determination of the Executive Committee.	
27	Copies of the Memorandum and AOA of the Club and other documents referred to in Section 17 of the Companies Act shall be sent by the Club to every Member at his request within 7 (seven) days of the request on payment of the sum as approved by the Executive Committee	Copies of the Memorandum and AOA of the Club and other documents referred to in Section 17 of the Companies Act shall be given to every Member at his request within 7 (seven) days of the request on payment of the sum as approved by the Executive Committee
28	Subject to the provisions of Sections 179 and 180 of the Companies Act and of these AoA, the Executive Committee may from time to time at its discretion, by a resolution passed at a meeting of the Executive Committee raise or borrow or secure the payment of any sum or sums of money for the Club.	Pursuant to the provisions of Sections 179 and 180 of the Companies Act and of these AoA, the Executive Committee may from time to time at its discretion, by a resolution passed at a meeting of the Executive Committee raise or borrow or secure the payment of any sum or sums of money for the Club, subject to the approval of the members of the Club in the general meeting.
29	The payment or re-payment of moneys borrowed aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Executive Committee may think fit and in particular by a resolution passed at a meeting of the Executive Committee (and not by circular resolution) by any part of the property of the Club (both present and future) and other securities may be made assignable free from any equities between the Club and the person to whom the same may be issued	The payment or re-payment of moneys borrowed aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Executive Committee may think fit and in particular by a resolution passed by 3/4th of the strength of the Board at a meeting of the Executive Committee (and not by circular resolution) by any part of the property of the Club (both present and future) and other securities may be made assignable free from any equities between the Club and the person to whom the same may be issued subject to the approval of the members of the Club in the general meeting.
44	Where a poll is to be taken, the Chairperson of the meeting	Where a poll is to be taken, the Executive Committee shall recommend the scrutinizers, with

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	<p>shall appoint 2 (two) scrutinisers to scrutinise the poll process and the votes given on the poll and to report thereon to him/her. 1(one) of the scrutinsiser so appointed shall always be a member (not being an officer or employee of the club) present at the meeting, provided such a member is available and willing to be appointed. The Chairperson shall have power at any time before the result of the poll is declared to remove a scrutinsiser from office and fill vacancies in the office of scrutinsiser arising from such removal or from any other cause</p>	<p>the final appointment to be made by the Chairperson from such recommendations to appoint 2 (two) or more scrutinisers to scrutinise the poll process and the votes given on the poll and to report thereon to him/her. 1 (one) of the scrutinsiser so appointed shall always be a member (not being an officer or employee of the club) present at the meeting, provided such a member is available and willing to be appointed. The Executive Committee shall have power at any time before the result of the poll is declared to remove a scrutineer from office and fill vacancies in the office of scrutinsiser arising from such removal or from any other cause.</p>
56A	<p>At the Annual General Meeting there shall be elected out of the Members, for the ensuing year, of the Executive Committee, including the Nominated Member and those declared to have been elected as Members at such meeting, a President and Treasurer and each office-bearer so elected shall hold office for a term of 2 (two) years i.e. until the close of the Annual General Meeting held after the immediate next Annual General Meeting or until he/she ceases to be a Member of the Executive Committee whichever shall be the earlier.</p> <p>Should any such office-bearers not be elected at any Annual General Meeting then the Members of the Executive Committee shall elect from among themselves such office bearers to fill the vacancies.</p> <p>(to be rephrased)</p>	<p>At the Annual General Meeting there shall be elected out of the Members, for the ensuing year, of the Executive Committee, including the Nominated Member and those declared to have been elected as Members at such meeting, a President and Treasurer and each office-bearer so elected shall hold office for a term of 2 (two) years i.e. until the close of the Annual General Meeting held after the immediate next Annual General Meeting or until he/she ceases to be a Member of the Executive Committee whichever shall be the earlier.</p> <p>a) Should any such office-bearers not be elected at any Annual General Meeting then the Members of the Executive Committee shall elect from among themselves such office bearers to fill the vacancies.</p> <p>b) If 2 (two) or more candidates obtain an equal number of votes the Scrutinizers may, if this is necessary in order to reduce the number of elected candidates to the number of vacancies, select by lot from such candidates which of them is to be deemed to be elected. The names of the elected candidates shall thereupon be announced by the Scrutinizers.</p> <p>Provided that, no member of the Executive Committee</p>

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	<p>Provided that, no member of the Executive Committee shall hold office of President for more than 2 (two) consecutive terms of 2 (two) years each, but such member shall be eligible for being elected as President after the expiration of such period of 2 (two) years.</p> <p>Provided further that, no member of the Executive Committee shall hold office of Treasurer for more than 2 (two) consecutive terms of 2 (two) years each, but such member shall be eligible for being elected as Treasurer after the expiration of such period of 2 (two) years.</p>	<p>shall hold office of President for more than 2 (two) consecutive terms of 2 (two) years each, but such member shall be eligible for being elected as President after the expiration of such period of 2 (two) years.</p> <p>Provided further that, no member of the Executive Committee shall hold office of Treasurer for more than 2 (two) consecutive terms of 2 (two) years each, but such member shall be eligible for being elected as Treasurer after the expiration of such period of 2 (two) years.</p>
56B	<p>1) Soon after each Annual General Meeting, the Executive Committee shall hold a special meeting and elect from out of its members, the following office bearers in accordance with the provisions of sub-articles</p>	<p>(1) Soon after each Annual General Meeting, the Executive Committee shall hold a special meeting and elect from out of its members, the following office bearers in accordance with the provisions of sub-articles (2) and (3) hereof:</p> <p>a) One Vice-President; and</p> <p>c) One Joint Treasurer</p>

Article No.	Old Article	New/Proposed Article
	<p>(2) and (3) hereof:</p> <p>a) One Vice-President; and</p> <p>b) One Joint Treasurer.</p> <p>(2) For the purposes of such election, any person who is a member of the Executive Committee (whether elected or nominated) shall be entitled to offer himself as a candidate, provided he/she is proposed by one such other member and seconded by another such member, such proposer and seconder not being candidates themselves for the relevant post for which purpose a communication shall be sent by the Club to each of the Executive Committee members within 7 (seven) days from the date of such Annual General Meeting, inviting such candidature within a period of not less than 2 (two) weeks from the date of such Annual General Meeting and such special meeting shall be held soon after the last date on which such proposal and secondment are to be submitted but in any event, not later than the expiry of 30 (thirty) days from the date of such Annual General Meeting.</p> <p>Provided that in relation to the first occasion after this Article takes effect, these provisions shall operate as if the day on which the Article takes effect had been substituted in place on the date of the Annual General Meeting.</p>	<p>(2) For the purposes of such election, any person who is a member of the Executive Committee (whether elected or nominated) shall be entitled to offer himself as a candidate, provided he/she is proposed by one such other member and seconded by another such member, such proposer and seconder not being candidates themselves for the relevant post for which purpose a communication shall be sent by the Club to each of the Executive Committee members within 7 (seven) days from the date of such Annual General Meeting, inviting such candidature within a period of not less than 2 (two) weeks from the date of such Annual General Meeting and such special meeting shall be held soon after the last date on which such proposal and secondment are to be submitted but in any event, not later than the expiry of 30 (thirty) days from the date of such Annual General Meeting.</p> <p>Provided that in relation to the first occasion after this Article takes effect, these provisions shall operate as if the day on which the Article takes effect had been substituted in place on the date of the Annual General Meeting.</p> <p>(3) The election for each of the foregoing Office Bearership shall take place in accordance with the following;</p> <p>a) the election shall be conducted by show of hands during the meeting, and the members participating in the meeting through video or other virtual means shall also be enabled to cast their votes</p> <p>b) in respect of each of the foregoing office bearerships, a person shall be deemed to have been elected to that post if the number of votes cast in his/ her favour constitutes a simple majority of the total strength of the Executive Committee:</p> <p>c) in the event, upon the votes being counted for the position of vice-president and Joint Treasurer, none of the candidate secures a simple majority of the total strength of the Executive Committee, and a tie occurs between two or more candidates, such tie</p>

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	<p>(3) The election for each of the foregoing Office Bearership shall take place in accordance with the following;</p> <p>a) the election shall be by secret ballot which may be exercised at such special meeting or within 48 (forty-eight) hours thereafter to enable those who were not able to attend the special meeting to exercise their votes;</p> <p>b) separate ballot papers shall be prepared and distributed for each of the foregoing office bearerships with provision of separate boxes in which the relevant ballot papers can be deposited after voting, which boxes shall be kept in a completely sealed condition until the boxes are opened in the presence of the President and the Treasurer soon after the deadline for exercising such votes;</p> <p>c) such voting shall be exercised by indicating the sign, designated in the ballot paper for the purpose, against the name of the candidate in whose favour the vote is cast, with no other mark against the name of any other candidate. The ballot paper shall not be</p>	<p>shall be resolved by the casting vote of the Chairperson, whose decision shall be final and binding. The Chairperson shall exercise the casting vote forthwith after the declaration of the tie result, and the candidate in whose favour the casting vote is given, shall be deemed to have been duly elected to the said office.</p> <p>(4) Each of the office bearers so elected shall hold the office till the conclusion of the next Annual General Meeting.</p> <p>(5) The Vice-President shall assist the President in the discharge of the functions in such manner as the President may from time to time require and likewise the Joint Treasurer shall assist Treasurer in the discharge of his functions in such manner as the Treasurer may from time to time require.</p> <p>(6) Each of the office bearers shall vacate the office if he/she ceases to be a Member of the Executive Committee for any reason whatsoever and in the event of any casual vacancy occurring in such office, the President or as the case may be, the Treasurer shall be entitled to nominate some other person from out of the Members of the Executive Committee to fill up the casual vacancy</p>

Article No.	Old Article	New/Proposed Article
	<p>required to be signed or bear any identifying mark or particulars so as to ensure the secrecy of the ballot;</p> <p>d) the said boxes shall be opened, soon after the expiry of the deadline for voting, in the presence of the President and the Treasurer and in the event either the President or the Treasurer is for any reason not in a position to remain present, another member of the Committee who is himself/herself not a candidate for any of the office-bearership, along with either the President or as the case may be the Treasurer shall constitute the scrutineers for counting the votes and declaring the results thereof;</p> <p>e) in respect of each of the foregoing office bearership, a person shall be deemed to have been elected to that post if the number of votes cast in his/her favour are not less than 2/3rd (two-third) of the total strength of the Executive Committee for the time being any fraction being ignored;</p> <p>f) in the event no candidate secures the requisite 2/3rd (two-third) of the votes as aforesaid, the person getting the least number of votes in</p>	

Article No.	Old Article	New/Proposed Article
	<p>respect of the relevant office bearership shall be eliminated and a fresh voting held forthwith at another meeting to be called within 48 (forty-eight) hours of the time when first counting took place and so on until in respect of each of the office bearerships a candidate obtains such requisite 2/3rd (two-third) of the votes.</p> <p>(4) Each of the office bearers so elected shall hold the office till the conclusion of the next Annual General Meeting.</p> <p>(5) The Vice-President shall assist the President in the discharge of the functions in such manner as the President may from time to time require and likewise the Joint Treasurer shall assist Treasurer in the discharge of his functions in such manner as the Treasurer may from time to time require.</p> <p>(6) Each of the office bearers shall vacate the office if he/she ceases to be a Member of the Executive Committee for any reason whatsoever and in the event of any casual vacancy occurring in such office, the President or as the case may be, the Treasurer shall be entitled to nominate some other person from out of the Members of the Executive Committee to fill up the casual vacancy.</p>	
59 (b)	Any member of the Executive Committee shall ipso facto cease to	Any member of the Executive Committee shall ipso facto cease to be a Member thereof if:

Article No.	Old Article	New/Proposed Article
	<p>be a Member thereof if:</p> <p>he/she absents himself from 3 (three) consecutive meetings of the Executive Committee or from all meetings of the Executive Committee for a continuous period of 3 (three) months whichever is the longer without leave of absence from the Executive Committee; or</p>	<p>he/she absents himself / herself from all meetings of the Executive Committee held during a period of 12 months with or without seeking leave of absence of the Executive Committee; or</p>
64	<p>The Secretary may at any time convene a meeting of the Executive Committee and shall do so on being so requested by any Member of the Executive Committee.</p> <p>All the Executive Committee Members shall be informed of the meeting.</p>	<p>The Secretary or any other Official as may be authorised by the Executive Committee may at any time convene a meeting of the Executive Committee and shall do so on being so requested by any Member of the Executive Committee.</p> <p>All the Executive Committee Members shall be informed of the meeting.</p>
82	<p>(1) A document or notice may be served or given by the Club to any Member either personally or by sending it by post to him/her at his/her registered address or (if he has no registered address in India) to the address, if any, in India supplied by him/her to the Club for serving documents or notices to him/her. In addition, the Club may send the document or notice by email, text message, WhatsApp, by publishing it on the Club's website, or share it through any approved application or social media platform as specified by the Executive Committee subject to ensuring compliance with applicable laws including data protection laws.</p> <p>(2)Where a document or notice is sent by post, email, text message, WhatsApp or through any approved application or social</p>	<p>(1) A document or notice may be served or given by the Club to any Member either personally or by sending it by Registered Post/Speed Post/Hand delivery/ E-mail/ Whatsapp to him/her at his/her registered address or (if he has no registered address in India) to the address, if any, in India supplied by him/her to the Club for serving documents or notices to him/her. In addition, the Club may send the document or notice by email, text message, WhatsApp, by publishing it on the Club's website, or share it through any approved application or social media platform as specified by the Executive Committee subject to ensuring compliance with applicable laws including data protection laws.</p> <p>(2)Where a document or notice is sent by Registered Post/Speed Post/Hand delivery, E-mail, text message, WhatsApp or through any approved application or social media platform, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Member has intimated to the Club in advance that documents or notices should be sent to him/her under a certificate of posting or by registered post with or without acknowledgement due and has deposited</p>

Article No.	Old Article	New/Proposed Article
	<p>media platform, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Member has intimated to the Club in advance that documents or notices should be sent to him/her under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Club a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the Member and unless the contrary is proved, such service shall be deemed to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the document or notice is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post.</p>	<p>with the Club a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the Member and unless the contrary is proved, such service shall be deemed to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the document or notice is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post.</p>
86	<p>All documents or notices to be served or given by Members on or to the Club or any officer thereof shall be served or given by sending it to the Club or officer at the Office by post under a certificate of posting or by registered post, or by leaving it at the Office.</p>	<p>All documents or notices to be served or given by Members on or to the Club or any officer thereof shall be served or given by sending it to the Club or officer at the Office by post under a certificate of posting or by Registered Post/Speed Post/Hand delivery, or by leaving it at the Office.</p>

1.	Deleted Text has been specified in RED Colour
2.	Changes/Additions in the Text has been made in GREEN colour
3.	The Paras / Wording to be Rephrased has been specified in BLUE colour

