

(Pursuant to the meeting dated 29-06-2017 with the Members who had given written representations/suggestions to the proposed Articles of Association, enclosed is the draft of the Proposed Articles of Association for the EGM dated 04-07-2017)

LODHA COMMITTEE:
HIGH COURT:
STATUTORY REQUIREMENT:
MR. JUSTICE SEN:

RED
GREEN
MAGENTA
BLUE

ARTICLES OF ASSOCIATION

OF

DELHI & DISTRICT CRICKET ASSOCIATION

(A Licensed Company under Section 25 of the Companies Act, 1956)

DEFINITION

1. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act and statutory modification thereof in force.
 - (a) **“THE ACT”** means the Companies Act, 2013 and includes where the context so admit any re-enactment or statutory of modification thereof for the time being in force;
 - (b) **“COMPANY”** means “ Delhi & District Cricket Association Limited”/ “DDCA”/ “Association”;
 - (c) **“ARTICLES”** or **“ARTICLES OF ASSOCIATION”** shall mean the Articles of Association or as amended from time to time;
 - (d) **“AUDITOR”** is the auditor of the Company appointed by the Board of Directors at an annual general meeting in accordance with the applicable provisions of the Act;
 - (e) **“CEO”** is the Chief Executive Officer of the Company appointed by the Board of Directors;
 - (f) **“CONFLICT OF INTEREST”** refers to situations where an individual associated with the Company in any capacity acts or omits to act in a manner that brings, or is perceived to bring the interest of the individual in conflict with the interest of the game of cricket and that may give rise to apprehensions of, or actual favouritism, lack of objectivity, bias, benefits (monetary or otherwise) or linkages;
 - (g) **“ELECTORAL OFFICER”** is the person appointed to conduct, supervise and deal with issues concerning elections;
 - (h) **“ETHICS OFFICER”** is the person appointed to administer the Conflict of Interest principles;
 - (i) **“BOARD OF DIRECTORS”** shall mean the Board of Directors as defined under the Companies Act, 2013 and it shall also be referred to as ‘Executive Committee’.

- (j) “MEMBERS” include Patron, Vice-Patron, Life-Members, Ordinary Members and Club/Casual/Temporary members;
- (k) “MEMORANDUM” or “MEMORANDUM OF ASSOCIATION” means the Memorandum of Association of the Company/ DDCA/ Association as originally framed or as amended from time to time
- (l) “THE OFFICE” means the registered office of the time being of the Association;
- (l) “OFFICE BEARERS” means the President, Vice-President, Secretary, Joint Secretary, and Treasurer;
- (m) “OMBUDSMAN” is the independent grievance redressal authority;
- (n) “PLAYER” is any Cricketer past or present registered with DDCA, BCCI or any of its Members as a player and shall include any person selected in any squad to represent India in a Test Match, ODI tour match, Twenty/20 or Junior Tournament Match in India or Abroad;
- (o) “SEAL” means the common seal of the Company;

2. INTERPRETATION

- (i) Words imparting the singular number shall include the plural number and vice versa.
- (ii) Unless the context otherwise requires, word(s) or expression(s) contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Association.

MEMBERS

- 3. For the purpose of registration, the number of the members 4600 (Four thousand Six Hundred)including 300 (Three Hundred) Corporate/Institutional Members without voting rights but the Executive Committee may, from, time to time, and in accordance with these Articles, whenever the Association or objects of the Association require, register an increase of members.
- 4. The subscribers to the Memorandum and Articles of Association of the Association and such other persons as the Executive Committee admit to membership after proper scrutiny and interview of the applications shall be members of the Association.

PATRON-IN-CHIEF

- 5. (i) Such Persons of distinction as the Executive Committee may invite, shall, on acceptance of the invitation, become Patron-in-Chief of the Association without payment of any subscription fees.
 - (ii) A Patron-in-Chief shall not have any voting rights.
 - (iii) Patron-in-Chief may act as an Advisor to the Board of Directors.
 - (iv) He will be entitled to all the privileges of Membership except the right of attending and voting at General Meetings.

PATRONS AND VICE-PATRONS

6. The Executive Committee shall have power to invite such person(s) as they think fit to become Patrons and Vice-Patrons of the Company. One of the patrons shall be distinguished cricketer who may act as advisor to the Executive Committee.
7. A Patron and Vice-Patron of the Association, on his agreeing in writing to be bound by the Memorandum and Articles of the Association and bye laws for the time being of the Association, will be entitled to all the privileges of membership except the right of attending and voting at General Meeting and will not be liable to pay an entrance fee or annual subscription fee for the period of membership.

LIFE MEMBERS

8. A member on admission to the Association and on payment of the subscription fee for the time being in force for life Membership will become a Full Member for life and will be entitled to all rights and privileges of Membership of Association including the rights of attending and voting at general meeting.

CORPORATE/ INSTITUTIONAL MEMBERS

9. Corporate/Institutional Membership On admission to the Association, such members shall be entitled to all the privileges and rights of members of the Company for a period of 10 years, except the rights of attending and voting at a meeting. The Corporate/Institutional Members shall not be liable to pay any annual subscription fee. A maximum of four nominees of each Corporate/Institutional Member shall be entitled to use the facilities of the Association. A Corporate/Institutional Member shall indicate the name of the nominees at the time of applying for membership. The Corporate/Institutional Members shall have the right to change their nominees from time to time subject to the approval of the Executive Committee.

GUEST

10. Any person accompanying the ordinary or life-members shall be treated as a guest of that member but shall be liable to pay such fee(s) for each day as may be fixed by the Executive Committee from time to time. The said member shall be liable for all amounts due from the guest(s) to the Association. The Association reserves the right to refuse admission to the guest(s) without assigning any reason.
11. A guest shall be required to fill in such application form in the prescribed manner as may be provided by the Executive Committee. He shall have no right to attend and vote in any meeting of the Association.

ORDINARY MEMBERS

12. An Ordinary Member, on admission to the Association and on payment of such entrance fee and annual subscription fee for the time being in force for ordinary

members, will be entitled to all the rights and privileges of Membership including the right of attending and voting at meeting.

MEMBERSHIP FEE

13. The Executive Committee shall fix the lump sum subscription fee payable for Life Membership, Corporate/Institutional Membership, and Annual Subscription fee payable by the Ordinary Member and guest fee(s) payable by the members. The Executive Committee shall have absolute powers to increase or decrease the aforesaid fee from time to time.

HONORARY MEMBERS

14. (i) The Executive Committee may invite distinguished cricketers or other persons to be Honorary Members without payment of entrance fee or subscription for such period, as the Executive Committee may think fit. An Honorary Member shall be entitled to all the privileges of membership except the right to vote or to contest for any position of the Association.
- (ii) **An Automatic membership shall be granted to former international players, hailing from the State provided they have not opted for membership of other association.**

FORM OF APPLICATION

15. The application for membership of every candidate except Patron-in-Chief, Patron, Vice-Patron and Honorary Member shall be in writing, signed by the candidate, his proposer and seconder, who shall be the existing member of the Association. The forms for the various categories of membership shall be prescribed by the Executive Committee from time to time.
16. The application of every candidate for admission as member shall be submitted for approval to the Executive Committee or the Membership Committee formed for the purpose of admitting members, the decision of which shall be final and binding. The Executive Committee shall admit new members only after proper scrutiny and interview of the applicants.
17. On the election of any member, the Honorary General Secretary shall place the name of such member on the Register of Members of the Association.
18. When a person has been admitted as a member of the Association, the Honorary General Secretary shall notify such person and on request, provide him, with a copy of the Memorandum and Articles of Association..

NOTIFICATION OF ADDRESSES

19. Every member of the Association shall communicate his address and any change of

address to the Secretary of the Association. Any member residing outside India shall provide his address in India at which all notices shall be served upon him.

TERMINATION OF MEMBERSHIP

20. (a) A member shall cease to be a member of the Association:
- i) On his resignation;
 - ii) On his being adjudged insolvent;
 - iii) On his conviction by a competent Court of any offence involving moral turpitude;
 - iv) On failure to pay debts and dues to the Association after his name has been posted for non-payment as required under sub-clause;
 - v) On expulsion from the Association under sub-clause (iii) and (iv) hereof;
 - vi) On his death.
- (b) If any member refuses or neglects to comply with any provision of the Memorandum and Articles of Association or any by-law made there under or is guilty of conduct which the Executive Committee may consider likely to endanger the harmony or effect the character or stability or interest of Association, such member shall be liable to be expelled on the vote of two third of the members present at special meeting of the Executive Committee summoned for the purpose of investigating and deciding the case, provided that at least one week before meeting, such member(s) shall have had notice thereof, and of the intended resolution for his expulsion and that he 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 may think fit.
- (c) If any member fails to pay his subscription fee or bills to the Company after the same have, in the opinion of the Executive Committee, been duly demanded of him in writing, he shall be liable to have his name posted in the premises of the Association as a defaulter for a period of 15 days and notice of such posting shall be sent to the registered address of the member immediately. If at the expiration of the period aforesaid, the amount due or any part thereof remains unpaid, the member shall cease to be the member of the Association and his name shall be removed from the register of members of the Association, but he may be re-admitted without formal re-election if he satisfies the Executive Committee that there was sufficient cause, of which the Executive Committee shall be the sole final judge, for his failure to pay such subscription fee or bills and makes the payment within 2 weeks therefrom, and of any subscription fee falling due in such period. Any member who is declared as a defaulter shall be entitled during such default to exercise any of the rights and privileges of Membership of the Association.
- (d) A member may also be expelled if he is found guilty of selling the complimentary ticket issued to him for any matches/tournament. If a complaint is received by the Board of Directors they will refer it to the Ethics officer immediately to inquire into the issue. After giving a hearing to the complainant/member, the ethics officer

will give his recommendation/findings within two weeks from the date of reference by the Board of Directors.

- (e) A person ceasing to be member by any of the provision of these Articles shall forfeit all his rights but he shall nevertheless remain liable for and shall pay to the Company all money, which at the time of his ceasing to be a member may be due to the Company.

AFFILIATED CLUBS

- 21. Subject to the provisions of Article 23(i), any club from the area covered by the Company whose objects are similar to those of this Association or is formed to promote the game of Cricket, may apply for affiliation to the Executive Committee in a prescribed form providing list of its members along with a copy of its constitution accompanied by annual affiliation fee as prescribed from time to time. Any Club or Association when affiliated may become entitled to use of Company's grounds and other amenities with the prior approval of the Executive Committee that may be granted to such affiliated bodies.
- 22. The affiliation of such a club or Association may be withdrawn by the Executive Committee.
- 23.
 - (i) No club or Association shall be affiliated, or its affiliation continued, unless it is registered as a society or as a not for profit Company, and which has submitted its duly audited financial statements and annual reports, especially about the amounts received from the Company or other bodies for the promotion and development of the game during the last three financial years. This condition shall be complied within 3 months of the coming into force of the amendment, in respect of all existing affiliated members; failure to comply would result in loss of affiliation.
 - (ii) The correspondence with the existing Affiliated Clubs shall only be addressed to the registered office of the Company.
 - (iii) The existing Clubs, which are registered with the Registrar of Societies/Registrar of Companies and fulfill all statutory compliances, shall only be given affiliation by the Company.
 - (iv) The Board of Directors of the Company shall ensure that the existing Affiliated Clubs provide the details of the disbursement and utilization of finances, which are provided by the Company for the promotion of Cricket to the Affiliated Clubs within thirty days from the end of every financial year to maintain accountability and transparency. The Company shall ensure that details of disbursement and utilization of finances for a preceding financial year are provided to it by affiliated clubs before finances are disbursed by it to such affiliated clubs for the succeeding financial year.
 - (v) The accounts pertaining to the grant provided by the Company to the Affiliated Clubs shall be submitted to the Company.

- (vi) The Company shall check that the grant has been utilized for the promotion of cricket and should grant affiliation to the Clubs for the next cricketing season only after being satisfied that the grant has been properly utilized for the promotion of Cricket.
- (vii) The Company shall ensure that no social club is in the management and/or control of the Company.

23A. WORKING COMMITTEES

1. SPORTS WORKING COMMITTEE (“SWC”)

- (i) The Board of Directors shall form a Sports Working Committee consisting of 10 members from amongst the following:
 - a) 5 retired men or women international or national / state / Ranji Trophy cricketers of credible repute (the names proposed should be approved by the BCCI)
 - b) 2 members elected by Affiliated Clubs
The elections of the Affiliated clubs shall be held under the supervision of the Company. The Affiliated clubs shall nominate one person per club as their nominees for elections to the Sports Working Committee and such nominees would elect amongst themselves two members who shall be the members of sports working committee.
 - c) 2 members of Institutional Clubs
The elections of the Institutional clubs shall be held under the supervision of the Company. The Institutional clubs shall nominate one person per club as their nominees for elections to the Sports Working Committee and such nominees would elect amongst themselves two members who shall be the members of sports working committee.
 - d) 1 senior coach (the name proposed should be approved by the BCCI).
- (ii) The term of the Sports Working Committee will be a minimum of one year, which may be extended to a maximum term of two years by the Executive Committee.
- (iii) The Sports Working Committee shall perform the following functions and duties:
 - a) To supervise all the sports relating activities within Company.
 - b) To organize matches between the affiliated clubs.
 - c) To conduct meeting for the aforesaid and prepare the Minutes of Meeting for the approval of Board of Directors.
 - d) To get an approved budget from the Accounts Department for the league matches, super league and hot weather tournaments between affiliated clubs.

- e) To decide for the fixtures of teams playing, fixtures of dates.
 - f) To enter into agreement with various institutions for hiring of grounds within Delhi.
 - g) To recommend the names of the Selectors, Coaches and Team Manager of the Delhi team to the Board of Directors after verifying the credentials like coaching certificate from BCCI etc.
 - h) To recommend it to the Board of Directors about refreshment amount to be payable to the players after the matches.
 - i) To recommend the amount of subsidy to be provided to the Private Clubs with adequate bifurcation to the Board of Directors for approval.
 - j) To manage boarding, lodging and transportation for the Delhi Team players for the outstation matches.
 - k) To provide for 5 star or equivalent standard accommodation to Ranji players and 3 star hotel accommodations for the junior teams.
- (iv) Proper minutes shall be prepared for all meetings of the Sports Working Committee, signed by the Chairman of the Committee and submitted with the Board of Directors within 30 days from the date of such meetings. Such minutes shall be available for inspection by the members of the Company on any working day during business hours.

2. **TENDERING COMMITTEE:**

- (i) For the purpose of procuring items/services for Company, or for execution of any matches/BCCI tournaments/Indian Premier League/International One day matches/Test matches, the Board of Directors shall appoint a three member Tendering Committee, for a term not exceeding three years three years. The tender team shall comply with the following process in execution of their tasks:
 - a) Procurement of orders be placed by issuing tenders either electronically and/or by means of publication of an advertisement in the daily newspapers.
 - b) All quotations/tenders sought shall be displayed on the website for perusal by the public and advertised in the newspapers about the tenders floated on website.
 - c) Exigent powers of procurement of items of value of below Rs.50,000/- may be delegated to the CEO.
 - d) The bidders must meet the requirements of financial and the technical bid.
 - e) Subject to clause (d) above, the lowest bidder would be awarded the tender and would enter into a contract with Company for the same.
 - f) The lowest bidder need not be awarded the contract if he shows inability to perform the work assigned under the tender.
 - g) The successful bidder should be issued a proper purchase order.
 - h) Payments should be made only against invoices after proper verification of the work and certification in favour of vendor.
 - i) Where orders are placed without calling quotations, the reasons for not inviting quotations shall be recorded. A detailed statement for the entire selection criteria of the vendor, basis for decision on rates, whether

competitive or not, shall be narrated in details and be put forth in AGM or immediate next EGM.

- j) The procedure mentioned in sub clause (d), (e) and (f) should be strictly adhered to also in the event of orders being placed without floating any tenders.
- (ii) The Vendors/Contractors to whom the work is awarded shall disclose by way of an Affidavit whether he is a relative of any member of the Board of Directors of the Company or any of its committees or a member of the Company or any of its affiliated clubs.
- (iii) A register of interests shall be maintained so that the office bearers disclose their interests so as to avoid any conflict of interest.
- (iv) Proper minutes shall be prepared for all meetings of the Tendering Committee, signed by the Chairman of the Committee and submitted with the Board of Directors within 30 days from the date of such meetings. Such minutes shall be available for inspection by the members of the Company on any working day during business hours.

3. SELECTION COMMITTEE AND THE SELECTION PROCESS

- (i) The Board of Directors shall appoint a three member Selection Committee, for a term not exceeding three years, for selection of players to represent DDCA in all age groups (men and women), for appointment of coach and Manager of the DDCA team. One person from the Selection Committee will consist of one retired international cricket player. The names of the Selectors shall be approved by BCCI and no selection panel should exceed more than 3 members.
- (ii) The Selection Process adopted by Selection Committee shall be fair and transparent. All selected candidates shall fill a detailed form, which shall also specify their relation, if any, with the office bearers, Board of Directors and Sports Working Committee members or with any person concerned with the Company. The said disclosure shall be made public and the list of candidates to be considered by the Selection Committee shall also be made public on the website.
- (iii) The Coaches or any other person sought to be appointed by the Company shall enter into formal contract before their appointment. Their remuneration should be fixed by the Board of Directors prior to their appointment.
- (iv) Proper minutes shall be prepared for all meetings of the Selection Committee, signed by the Chairman of the Committee and submitted with the Board of Directors within 30 days from the date of such meetings. Such minutes shall be available for inspection by the members of the Company on any working day during business hours.

4. **MEMBERSHIP COMMITTEE:**

A Membership Committee shall be appointed by the Board of Directors, comprising of three members, for a period not exceeding three years, for assisting in admission of members and re-admission of existing memberships and updating the records of the members of the Company.

5. **CATERING COMMITTEE:**

- (i) A Catering Committee, comprising of three members, shall be appointed by the Board of Directors for a term not exceeding three years.
- (ii) This Committee shall be responsible for determining the food and beverage needs, quantities, negotiate prices, and contract with vendor.
- (iii) The Committee shall co-ordinate with the tendering Committee to upload a tender for the provision of catering services at DDCA.
- (iv) The vendor with the lowest bid shall be awarded the tender.
- (v) That Committee shall enter into a proper agreement with the caterer with the option of terminating the contract in case of any default without giving any notice.
- (vi) Following functions shall be performed by the catering Committee:
 - (a) Preparation of budget, menu items, rate list and getting approved from the Board of Directors.
 - (b) Keeping check over the food quality.
 - (c) Complying with regulations related to food safety laws and inspection requirements and see that they are met.
 - (d) Arrangement for water, dustbins, chairs and other ancillary items for catering counters and cafeteria at DDCA.
 - (e) Room decoration as per requirement.
 - (f) To provide for gas burners, cooking range, storage refrigerator and space for storage of raw material to the caterer.
 - (g) Counting of coupons and recording of plates for billing purpose.

6. **TICKETING & ACCREDITATION:**

- (i) Maximum number of tickets ought to be put on sale for the benefit of the spectators and the Company's finances.
- (ii) Every ticket should have a seat number assigned to ensure comfort and assured seat for the spectators.
- (iii) The Complimentary passes for the office bearers, Directors, SWC, Women

Committee Members, various authorities, players, coaches and affiliated clubs and passes for the members should only be assigned in West Stand Fourth Floor, Hill Band West Stand Ground Floor of the Stadium.

- (iv) The number of complimentary passes issued shall not exceed the following limit:
 - a) Directors –10 per match
 - b) SWC- 4 per match
 - c) Patrons- 4 per match
 - d) Various Authorities - Shall not exceed 1000 per match.
 - e) Current & Former International Players (Men &Women) – 2 per match
 - f) Current & Former National Players (Ranji Men &Women) – 1 per match
 - g) Present Players (Men &Women of all age categories) - 1 per match
 - h) Senior Coaches (List to be approved by a committee consisting of 3 international players from Delhi) – 2 per match
 - i) Affiliated Clubs-1 per match
- (v) One pass (Members Pass) should be issued to each member of the Company. If any member is found to have sold any complimentary ticket, action will be taken against such member of the Company after following due process.
- (vi) The complimentary passes of the authorities should only be handed over to the nodal officer appointed by that particular Authority.
- (vii) The Board of Directors, Sports Working Committee members, patrons and employees should be issued only one Accreditation Card for themselves. No request for any additional Accreditation Card shall be entertained.
- (viii) People involved in cricket operations should only be given Accreditation Cards after getting prior approval of the Board of Directors as they get access to various sensitive areas which are restricted by the Company.
- (ix) A proper system of issuance and verification of Accreditation Cards shall be followed to avoid misuse of the generic Accreditation Cards issued to the various authorities.
- (x) The office Bearers of the Company shall not promote the culture of watching the match at Ferozshah Kotla Ground or any other ground with complimentary passes and shall stop entertaining the requests for any complimentary passes.
- (xi) Details regarding the distribution of discretionary quota of Complimentary passes and Accreditation Cards shall be furnished to the Board of Directors.
- (xii) All records of distribution of Complimentary Passes and Accreditation Cards shall be maintained by the Company and posted on the website of the Company after every match. All information pertaining to Tendering, issuance of

Contracts/ Work Orders shall also be made public and posted on the website of the Company.

(xiii) All financial and other documents relating to the matches, selection and the functioning of the Company (Minutes of Meetings) shall be posted on the Website by the Company, since it performs public functions and such disclosure will not only ensure transparency but also enhance the reputation of the Company and its office bearers in the eyes of its members and general public

(xiv) In order to bring Ferozshah Kotla Stadium to its erstwhile International standards a permanent maintenance committee comprising of an independent professional person shall be constituted and it shall function regularly.

24. **COLOURS**

The colours of the Association shall be red, navy blue and yellow.

GENERAL MEETINGS

25. (i) Annual General Meeting (“AGM”): The Company shall mandatorily hold with respect to every financial year, in addition to other meetings, a general meeting as an Annual General meeting and specify the meeting as such in the notices calling it. Not more than fifteen months should elapse between two (2) Annual General Meetings of the Company.

(ii) All General Meetings other than Annual General Meetings shall be called Extra-ordinary General Meetings.

26. The Annual General Meetings and Extra-ordinary General Meetings shall be held at the registered office of the Company or at any other place in the NCT of Delhi as may be decided by the Executive Committee.

27. (1) The Executive Committee may, whenever if think, fit, call an extra-ordinary General Meeting.

(2) The Executive Committee shall on a requisition made in writing by atleast 1/10th of total members entitle to vote, call an extra ordinary General Meeting.

(3) Any requisition so made shall state the object of the meeting proposed to be called and must be signed by the requisitionists and deposited at the registered office of the Association.

(4) On receipt of valid requisition, the Executive Committee shall within 21 days from the date of valid requisition in regard to any matter, proceed duly to call an Extra-Ordinary General Meeting for the consideration of those matter on a day not later than 45 days from the date of the deposit of a requisition. On the failure of the Executive Committee to call an extra-ordinary General Meeting not later

than 45 days from the date of deposit of a requisition, the meeting may be called by such of the Requisitionists as represent not less than 1/10th of the total voting power of all the members of the Association.

PROCEEDINGS AT GENERAL MEETINGS

28. A notice of at least fourteen (14) days shall be given for a General Meeting, specifying the place, the day and the hour of General Meeting and in the case of special business, the general nature of such business accompanied by an explanatory statement under section 102 of the Act, shall be given to the persons mentioned below:

- (i) every member of the Company, legal representative of any deceased member or the assignee of an insolvent member;
- (ii) the Auditor or Auditors of the Company; and

Provided that the accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate any resolution passed or proceedings held at any such General Meeting.

29. All business shall be deemed special that is transacted at the Extra-ordinary General Meetings, and likewise all business that is transacted at the Annual General Meeting with the exception of the consideration of the Account, Balance sheet and the report of the Executive Committee and the report of the Auditors, the election of the members of the Company and the appointment & fixing of remuneration of the Auditors shall be deemed special business.
30. Thirty Five members present in person shall form a valid quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.
31. If within half an hour after the time appointed for holding the meeting, quorum of Members is not present, the Meeting, if called on the requisition of members shall be cancelled but in any other case, it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned Meeting, a quorum of Members is not present within half an hour from the time appointed for the meeting, the Members present and entitled to vote personally shall be the quorum and may transact the business for which the Meeting was called.
32. The President shall preside as Chairman of every General Meeting of the Association, but if at any Meeting the President is not present at the time of holding the same or he is not willing to preside, the Members present shall choose one of themselves to be the Chairman of the Meeting.
33. The Chairman may with the consent of the Meeting and shall if so directed by the Meeting, adjourn the meeting from time to time other than the business left unfinished at the meeting from which the adjournment took place.

34. At every General Meeting, all resolutions shall be passed in the first instance by show of hands or by poll as the Chairman may direct and in the case of equality of votes on a show of hands or by poll, the Chairman shall have a second or casting vote in addition to his vote as a Member. Unless a poll is demanded by the Chairman or members present in person and having not less than one-tenth of the total voting power in respect of the resolution, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the book of proceeding of the Association shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
35. If a poll is demanded as aforesaid, it shall be taken in such a manner and at such time, not being later than forty eight hours from the time, the demand was made and at such place, as the Chairman of the Meeting may direct and either at once, or after an interval or adjournment, or otherwise, and the result of the poll shall be deemed to be the resolution, or the Meeting at which the poll is demanded. The demand of poll may be withdrawn. In case of any dispute as to the admission or rejection of vote, the Chairman shall determine the same, and such determination made in good faith shall be final and conclusive.
36. The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairman of a Meeting and a poll demanded on a question of adjournment shall be taken at the Meeting without adjournment.
- 36A. The following business shall be transacted at every Annual General Meeting of the Company:
- (a) Adoption of the Report of the Secretary for the year under review;
 - (b) Adoption of the Treasurer's Report and the audited accounts for the year under review;
 - (c) Appointment of Auditor or Auditors for the year and fix their remuneration;
 - (d) Appointment of the Ombudsman and Ethics Officer;
 - (e) Consideration of the Report and recommendations of the Board of Directors, the CEO and the Committees and to propose policy directions to the Board of Directors;
 - (f) Consideration of the Report and recommendations of the Board of Directors and to propose policy directions to the Executive Body;
 - (g) Consideration of any amendments to the Rules and Regulations of the Company, as proposed by a Full Member shall not be considered unless the proposals for amendments are received by the Secretary of the Board of Directors atleast 60 days prior to the date of the Annual General Meeting;
 - (h) Consideration of the Reports of the Ombudsman and Ethics Officer and any recommendations made therein;
 - (i) Consideration of any motion, notice whereof is given by a Full Member to the

Secretary fourteen days before the meeting. (Such a motion shall be circulated in advance to all members);

- (j) To appoint the DDCA or its representatives to BCCI and;
- (k) Consideration of any other business which the President may consider necessary to be included in the agenda.

MINUTES OF MEETING

- 36B. (i) The proceedings of every meeting (including Extra-ordinary General Meeting, Meeting of Board of Directors, and Meeting of Each Committee etc.) and every resolution passed shall be recorded in the Minutes book as per the Companies Act, 2013.
- (ii) The minutes of proceedings of each meeting shall be entered in the books maintained for that purpose along with the date, type of meeting, venue of meeting and conclusion of meeting of such entry within thirty days from the conclusion of meeting. It shall record the name of the Directors and the members personally present.
 - (iii) Each page of the minutes of meeting shall be initialled or signed and the last page of the proceeding of each meeting shall be dated and signed by the chairman of the meeting. Minutes once signed by the chairman, shall not be altered.
 - (iv) The Minutes book shall be kept at the registered office of the Company and shall be preserved permanently and kept in the custody of the Company secretary or any other Director as approved by the Board. The Minutes for Annual General Meetings and Extra-ordinary General Meetings shall be available for inspection by the members of the Company on any working day during business hours.
 - (v) The Minutes shall mention the brief background of all proposals, summary of deliberations thereof, in case of major decisions, the rationale thereof. The minutes shall contain a fair and correct summary of proceedings of the meeting. Minutes shall be written in third person and past tense. Resolutions however, should be in present tense. Minutes should be exact transcript of the proceedings at the meeting.
 - (vi) Within 15 days from the date of conclusion of the Meeting, the draft Minutes thereof shall be circulated to all the Directors of the Board or the Committee by hand or by speed post or courier or email etc. for their comments on the draft minutes within seven days from the date of circulation thereof, so that the minutes are entered in the Minutes Book within the specified time of thirty days. Minutes once entered into minutes book shall not be altered except for the express approval of the board at its subsequent meeting in which such meetings are sought to be altered.

- (vii) A copy of the signed minutes certified by the Company Secretary or where there is no Company secretary, by any Director authorised by the Board, shall be circulated to all Directors within fifteen days after these are signed by the Chairman.
- (viii) The Directors, Company Secretary, the Statutory Auditor, Internal Auditor of the Company, could inspect the minutes of the meetings.
- (ix) Minutes of meeting shall be preserved permanently in good order, physical form or in electronic form for as long as they remain current for eight financial years, whichever is later.

VOTE OF MEMBERS

37. On a show of hands or on a ballot every Member present in person and entitled to vote shall have one vote, and upon a poll every member present in person shall have one vote. Vote may be given personally only. No proxy voting shall be allowed during the meetings.

BOARD OF DIRECTORS

38. (1) The Directors of the Association shall be elected by its members in a General Meeting.
- (2) The Board of Directors shall consist of 16 Directors comprising one nominee of the Chief Controller of Accounts of the Government of National Capital Territory of Delhi and three nominees of the Government of India. The elected Directors shall comprise 5 (five) office bearers (which are President, Vice-President, Secretary, Joint Secretary and Treasurer), one member who has represented DDCA in First Class Cricket and above, one woman member and 5 other Directors. The nominee Directors shall be the Honorary Members of the Association till such time as they remain on the Board of Directors and shall have full voting rights. The nominee Directors shall have the option to resign from the Board of Directors.
- (3)The term of a Director shall be for a period not exceeding three years, but with a maximum of three such terms regardless of the post held, with a cooling off period of three years after each such term. Every elected member shall stand automatically disqualified after 9 years to be elected as Director.
- (4)The individual(s) who stand disqualified in terms of the Articles of Association, shall also be disqualified from being representatives/nominees, patrons, advisors ,or members of any committee.
39. One third of all Directors except the office bearers and nominee of the Chief Controller of Accounts of the Government of National Capital Territory of Delhi shall retire by rotation at every Annual General Meeting. The Directors to retire by rotation at every

Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. At the Annual General Meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring director if he is eligible for such appointment as per these Articles or some other person thereto.

- 40(a) The Office bearers namely, President, Vice-President, Secretary, Joint Secretary and Treasurer shall hold office till the conclusion of the Annual General held after next two consecutive Annual General Meetings. In other words, the members would elect the above-stated office bearers at every third Annual General Meeting held after their elections. The retiring Office bearers shall be eligible for re-election subject to the Articles of Association herein.

Proviso deleted

- (b) Deleted
- (c) Notwithstanding anything contained in any provision of these articles, any elected Director of the Company, shall stand automatically disqualified after nine years as an officer bearer (i.e. member of the Board of Directors) and shall also be disqualified from contesting or holding the post of a Director of the Company if he has completed the age of 70 years or is charged under the penal law for an offence involving moral turpitude or is declared to be of unsound mind, or, is a Minister of any State or Central Government of India or any Government servant or holds any post in another sports body in the country.

41. Any member of the Executive Committee absent (except on account of illness or with the consent of the Executive Committee) from three consecutive Committee Meetings shall be deemed to have vacated his appointment.
42. If any member of the Executive Committee appointed by the Company in General Meeting vacates office as a member before his term of the office will expire in the normal course, the resulting casual vacancy may be filled up by the Executive Committee at its General Meeting, but any person so appointed shall remain in his office so long only as the vacating member would have retained the same as if no vacancy had occurred.
43. The Executive Committee shall meet not less than **twice** in every six months of each calendar year for the transaction of business. **The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it think fit.**
44. Seven members of the Executive Committee **personally present** shall form the quorum for the meeting of the Executive Committee. For meetings of the Working Committee, the quorum shall be four members personally present.

45. The President shall be the Chairman of all meetings of the Executive Committee at which he is present. In the absence of the President, the Executive Committee shall elect one of their members to be the Chairman of the meeting. In case of equality of votes, the Chairman would have a second or casting vote.

46. Subject to the provisions of 164(1) of the Companies Act, 2013, a person shall not be eligible for appointment as a director of a company, if

- (a) he is of unsound mind and stands so declared by a competent court;
- (b) he is an undischarged insolvent;
- (c) he has applied to be adjudicated as an insolvent and his application is pending;
- (d) 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;

- (e) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;
- (f) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;
- (g) 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
- (h) he has not complied with sub-section (3) of section 152.

Subject to the provisions of 164(2) of the Companies Act, 2013, No person who is or has been a director of a company which

- (a) has not filed financial statements or annual returns for any continuous period of three financial years; or
- (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, shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.

- 46A. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes of the members present and in case of equality of votes, the chairperson shall have a second or casting vote.
- (ii) All acts done by any meeting of the Board of Directors thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.
- (iii) Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board of Directors thereof, for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effective as if it had been passed at a meeting of the Committee, duly convened and held.

POWERS OF THE EXECUTIVE COMMITTEE

47. The management and control of the Association shall be vested in the Executive Committee, who shall be the Governing Body of the Association and who may exercise all such powers and do all such acts and things as the Association, is by statute or by its Memorandum of Association, or by these Articles or by statute directed or required to be exercised or done by the Association statute or by these Articles to such regulations and directions and directions as may from time to time be determined upon or given in General Meeting, provided that no such regulation or direction shall invalidate any prior act of the Executive Committee which would have been valid if the regulation or direction had not been made or given.
48. In furtherance of and without prejudice to the general power conferred by or implied in the last proceeding Article, it is hereby declared that the Executive Committee shall be entrusted with and may exercise and perform the following power and duties:
- (a) To appoint and dismiss employees & servants of the Association, and to fix their wages and remuneration. No employee shall be appointed without the prior approval of the Executive Committee.
- (b) To provide a common seal for the purpose of the Association and affix it to any deed or other documents required to be under the common seal; Provided that, the seal shall be so affixed only on all deed or other documents as shall be signed by two members of the Committee and counter signed by either the Joint Secretary or the Treasurer.
- (c) From time to time, to make, annual alter or add such bye-laws not inconsistent with the Memorandum of Association or these Articles as the Board may deem

expedient or convenient for the proper conduct management and control of the Association or for any matter under these Articles requiring to be regulated by By-law.

- (d) To register and increase the total number of members.
- (e) To prohibit the use of any facility & amenity over which the Association may have control by any member who may be indebted to the Association.
- (f) To impose, increase and reduce entrance fee and subscriptions payable by members of the Association.
- (g) To write off in the account of the Association such sums as they may deem expedient in respect of bad and doubtful debts and otherwise.
- (h) To appoint sub-committee consisting of its members together with or without other members of the Association.
- (i) To delegate to sub-committees such powers as may deem expedient.
- (j) To purchase or otherwise acquire for the Association any property rights or privileges which the Association is authorized to acquire at such price and generally on such terms and conditions they shall think fit.
- (k) At their discretion to pay for any property, rights or privileges acquired by or services rendered to the Association.
- (l) To secure the fulfillment of any contract or agreements entered into by the Association by mortgage or charge of all or any of the property of the Association or such other manners, as they may think fit.
- (m) To pay the cost, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Association.
- (n) To appoint any persons whether incorporated or not, to execute and do all such deeds and things as may be requisite in relation to any such trust to accept and hold in trust for the Association any property belonging to the Association or in which it is interested or for any other purpose and provide for the remuneration of such Trustee or Trustees.
- (o) To invest and deal with any moneys of the Association not immediately required for the purpose thereof upon such securities and in a such manner as they may think fit and from time to time vary and realize such investments.
- (p) To enter into all such negotiations and contracts and rescind the same, and execute and to do all such acts, deeds and consider expedient for and in relation to any of the matters aforesaid or otherwise for the purpose of the Association.

- (q) To determine who shall be entitled to sign bills, notes, receipts, acceptance, endorsements of cheques, release contracts or documents on behalf of the Association.
- (r) To recover dues/debts from its members and other parties.
- (s) To fix additional responsibilities of the members of the Executive Committee including the Vice-President with such powers and responsibilities as may be decided from time to time.
- (t) To adopt Annual Budget of the Company.
- (u) The Board of Directors shall have the powers to appoint from time to time a Working Committee(s) which will exercise such powers as are delegated to them by the Board of Directors.

NOTICES

- 49. Subject to provisions of the Act, a notice given personally or sent by speed post or registered post to the address of a member as entered in the Register of Members of the Association or through electronic mode shall be deemed to have been duly delivered and received.
- 50. A notice posted at the registered office of the Association or on website of the Company shall be deemed to be well served on any member, who has not a registered place of address in India, at the expiration of twenty-four hours after it is so posted.
- 51. A certificate by the Secretary/ or Treasurer, presenting on website of the Company or posting up at the Registered office of any notice, bill or other communication shall be conclusive evidence of the service on or presentation to any member of such notice, bill or other communication.

ACCOUNTS

- 52. The financial year of the Association shall end on the 31st March or such other date as the Executive Committee shall fix in each year, to which date the Accounts of the Association shall be balanced/closed.
- 53. (a) The Accounts of the Association shall as soon as practicable after the end of the financial year be audited by an Auditor, who shall be appointed at each Annual General Meeting.
 - (b) True accounts shall be kept by the Treasurer of all moneys received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of all assets, credits and liabilities of the Company.

- (c) The financial framework and administration of the Company shall strictly adhere to Financial Manual which shall lay down financial policies and procedures to guide operations and management of money within the Company. The Financial Manual shall contain and define the Controls on financial assets, Exercising Budgetary Control, Control on Human Resources, Control on Physical Assets, and other financial regulations etc.
- (d) The members of the Company at Annual General Meeting shall appoint a an individual or a firm as an Auditor of the Company who shall hold the office from the conclusion of that meeting till the conclusion of sixth annual General Meeting subject to ratification by the members of the Company at each Annual General Meeting. The Auditor(s) of the Company shall have the right of access at all times to the Books of Accounts, Vouchers and any other documents relating to the accounts of the Company and shall be entitled to obtain from the Office-bearers and Committees such information and explanation as may be necessary in the discharge of his/their duties.
- (e) The Balance Sheet duly audited with the Auditor's remarks shall be laid before the Executive body at the Annual General Meeting.
- (f) Accounts and Finance Department shall be mandatorily consulted for the proposal having financial implications.
- (g) Accounts and Finance Department shall maintain a internal control and management information system (MIS) on Debtors, Creditors, Bills pending for approval of management, outstanding statutory dues like TDS, Service Tax, Employees Provident Fund, Cash Flow, Advances pending adjustment etc. and prepare budget for each match in addition to annual budget of the Company.
- (h) Bills to be approved by the Committee formed by the Board of Directors.
- (i) Pending bills are not to be approved by Board of Directors in any event and to be shown as outstanding.
- (j) Bills reimbursable by BCCI shall be separately furnished in meeting of the Board of Directors of the Company.
- (k) The accounts for the utilization of the funds and grants from BCCI and other bodies to be maintained.
- (l) The Books of Account of the Company shall be open to inspection by the members of the Company during office hours subject to prior intimation.

SECRECY

54. Each member of the Executive Committee, manager, Auditor, member of Sub-committees, officer, servant, agent, accountant or other person employed in the Association, shall if so required by the Executive Committee, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Association with the outsiders and the state of accounts with individual and in matters related thereto, and shall by such declaration pledge himself not to reveal any of the matters, which may come to his knowledge in the discharge of his duties except when required so to do by the Executive Committee or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions of these presents contained.

ADMINISTRATION

55. The Board of Directors shall appoint a full time Chief Executive Officer (“CEO”) to ensure that the Company works to its maximum potential and administrative and financial aspects are looked into properly. The CEO would ideally be a person with managerial experience for five years as the MD/CEO of a corporation with an annual turnover of at least Rs. 10 crores. The CEO would be on contract with the Company and have a fixed tenure of five years (unless the contract is terminated by mutual agreement or by a 3 months’ notice by either party).
56. The CEO shall be assisted by not more than 6 full-time professionals (Managers) who shall be appointed by the Board of Directors in consultation with the CEO essentially to govern the streams of finance, technical, infrastructure, law, media and human resources. The CEO may however realign or re-allot these streams as he deems fit.
57. The eligibility criteria for the CEO and Managers shall be laid down by the Board of Directors keeping in mind the following guidelines:
- a. Knowledge and familiarity with cricket or other sports;
 - b. Understanding of financial position and fiscal direction of the Company;
 - c. Knowledge of operations of cricket administration and overall policy;
 - d. Clarity on role, division of responsibilities and hierarchy;
 - e. Familiarity with regulatory and legal responsibilities as well as attendant risks;
58. There shall be an appropriate induction process laid down by the Board of Directors for the CEO and the Managers, which shall include a fair and transparent process of appointment.
59. The CEO shall have the following functions on behalf of the Company:
- a. To implement all the Rules and Regulations made by the Governing Body and the Board of Directors in regard to non-cricketing matters;
 - b. To issue guidelines in respect of travel, accommodation, allowances, etc., to be paid to players, support staff and officials participating in matches, other than international matches;

- c. To lease and manage immovable property of the Company wherever situated, in order to promote the objects of the Company.
- d. To lay down parameters for the laying of grounds for playing the game and to provide pavilion, canteen and other conveniences and amenities in connection therewith.
- e. To appoint Team Officials for the State teams which shall compulsorily include qualified coaches, managers, physiotherapists, nutritionists, trainers, analysts, counselors and medics.
- f. To secure Players' welfare to ensure that the logistics manager will arrange for accommodation and travel, to ensure that tickets given to Players for matches will be on par with those given to the Members, and to also ensure that no expenditures towards the game (baggage handling, injury related, etc.) will be undertaken by the Player, failing which such expenses will be reimbursed to the Player within 30 working days of the requisition being made. Also, to process requests made by Players to make arrangements for the accommodation and travel of their respective wives / partners / family members, wherever permitted.
- g. To ensure that all measures are adopted to eliminate any form of racial, communal, casteist or other hatred from the game, with stringent action taken against the offenders including the initiation of criminal proceedings.
- h. To produce by itself the Cricket content for telecast of cricket matches and/or ceremonies by hiring or owning equipment and hiring necessary crew, technicians, etc.
- i. To publicize the stadium capacity with compulsory seat numbers.
- j. To provide at stadiums, wholesome and hygienic food and beverages at affordable rates, clean and hygienic restrooms for all genders and for the differently-abled, adequate fire and emergency entries and corridors, sufficient access avenues and wheelchairs for the differently-abled, proper signage, parking and transport facilities as well as efficient security systems.
- k. To arrange and organize the National Championship of India for the Ranji Trophy matches or for University, Schools or other tournaments or for any Exhibition matches between members and / or between the Universities including regulations and bye-laws in respect of travel, accommodation, allowances to be paid to players and officials participating in such matches.
- l. To frame guidelines generally for the convenience and ease of day-to-day management of affairs of the Company.
- m. To prescribe guidelines to lay out or convert any ground into high quality turf wickets at all levels and to provide Pavilions, Canteens, Public Conveniences and other amenities with disabled access and suitable signage, especially to involve more people in the game of cricket and to encourage participation of all sections of society.
- n. To assist the Cricket Committees and facilitate the implementation of their tasks and recommendations.
- o. To collate monthly reports concerning the functioning of the various Committees, to create action plans in advance and upload the same on the website of the Company.

- p. To create a database of all cricketers at all levels, maintain records and statistics, track performances and certify age and identity of participants.
- q. To take steps to create world class infrastructure at DDCA.
- r. To put in place mechanisms to encourage cricketers to play internationally and hone their skills so that a wider talent pool is available to represent the country.
- s. To enter transparently into contracts with third parties and vendors for the purposes of the various Committees of the Company, and to ensure that in all contracts for television and media rights, the interests of the public remain uncompromised, and full, unhindered broadcasts of all deliveries and their replays are shown with the screen offering a full and complete view without advertisement banners or margins, and to restrict commercial time only to the refreshment and other team breaks during and between innings.
- t. To report to the Board of Directors every quarter or as often as required by it on the functioning of the management and the progress made in developing cricket at DDCA.
- u. To consider the reports of the Auditor, to verify whether Full Members are meeting their objectives and to assess whether cricket is being suitably developed and promoted.
- v. To consider all applications for financial aid or any other benevolence to cricketers, Umpires and administrators as per the rules framed by the General Body in this behalf from time to time and recommend the same to the Board of Directors for their approval.
- w. To examine all the expenditure exceeding the Budget and to control such outlays as are required for the proper administration of the Company
- x. To advise the Company regarding investments.
- y. To process requests made for increase in all types of allowances, subventions/ subsidies to be paid to the associated clubs, tariff for Coaching Camps, Coaching Subsidies to the associated clubs, allowances to the players for matches of different Trophies and when playing against foreign sides, both at home and away and to recommend the same to the Board of Directors.
- z. To do all acts and things which are delegated by the Board of Directors to him, and all other functions as are necessary and expedient to carry out the objects of the Company as aforesaid.

60. **DISPUTE RESOLUTION AND CONFLICT OF INTEREST**

A Conflict Of Interest may take any of the following forms as far as any individual associated with the Company is concerned:

- (i) *Direct or Indirect Interest*: When the Company, a Member, the IPL or a Franchisee enter into contractual arrangements with entities in which the individual concerned or his/her relative, partner or close associate has an interest. This is to include cases where family members, partners or close associates are in positions that may, or may be seen to compromise an individual's participation, performance and discharge of roles.

- (ii) *Roles compromised*: When the individual holds two separate or distinct posts or positions under the Company, a Member, the IPL or the Franchisee, the functions of which would require the one to be beholden to the other, or in opposition thereof.
- (iii) *Commercial conflicts*: When the individual enters into endorsement contracts or other professional engagements with third parties, the discharge of which would compromise the individual's primary obligation to the game or allow for a perception that the purity of the game stands compromised.
- (iv) *Prior relationship*: When the individual has a direct or indirect independent commercial engagement with a vendor or service provider in the past, which is now to be engaged by or on behalf of the DDCA, its Members, the IPL or the Franchisee.
- (v) *Position of influence*: When the individual occupies a post that calls for decisions of governance, management or selection to be made, and where a friend, relative or close affiliate is in the zone of consideration or subject to such decision-making, control or management. Also, when the individual holds any stake, voting rights or power to influence the decisions of a franchisee / club / team that participates in the commercial league(s) under DDCA;
- (vi) Within a period of 15 days of taking any office under the Company, every individual shall disclose in writing to the Board of Directors any existing or potential event that may be deemed to cause a Conflict of Interest, and the same shall be uploaded on the website of the Company. The failure to issue a complete disclosure, or any partial or total suppression thereof would render the individual open to disciplinary action which may include termination and removal without benefits. It is clarified that a declaration does not lead to a presumption that in fact a questionable situation exists, but is merely for information and transparency.
- (vii) A Conflict of Interest may be either Tractable or Intractable.
 - a. Tractable conflicts are those that are resolvable or permissible or excusable through recusal of the individual concerned and/or with full disclosure of the interest involved;
 - b. Intractable conflicts are those that cannot be resolved through disclosure and recusal, and would necessitate the removal of the individual from a post or position occupied so that the conflict can cease to exist;

(viii) It is clarified that no individual may occupy more than one of the following posts at a single point of time except where prescribed under these Rules:

- a. Player (Current)
- b. Selector / Member of Cricket Committee
- c. Team Official
- d. Commentator
- e. Match Official
- f. Administrator / Office-Bearer
- g. Electoral Officer
- h. Ombudsman & Ethics Officer
- i. Auditor
- j. Any person who is in governance, management or employment of a Franchisee
- k. Member of a Standing Committee
- l. CEO & Managers
- m. Office Bearer of a Member
- n. Service Provider (Legal, Financial, etc.)
- o. Contractual entity (Broadcast, Security, Contractor, etc.)
- p. Owner of a Cricket Academy

61. **ETHICS OFFICER**

The Board of Directors shall appoint an Ethics officer for monitoring the adherence to the principles governing avoidance of conflict of interest. The Ethics Officer shall have power inter-alia of laying down additional guidelines and bye laws on ethics, initiation of investigation or adjudicatory proceedings and awards of warning fines and reprimands, suspension or other actions as may be recommended by him to the Company.

62. **OMBUDSMAN**

(i) The Board of Directors shall appoint an Ombudsman who shall be a retired Judge of Supreme Court Of India) or a former Chief Justice of High Court for the resolution of disputes existing within the Company, arising due to gross mismanagement. The Ombudsman shall be appointed once a year in AGM to investigate any complaint received her him/her or suo-moto and to resolve any dispute between the Company, any of the entities, or among themselves by following the principles of natural justice, production of evidence and fair hearing. The types of Disputes that form the Ombudsman ambit are as under:

- a. Member, Association & Franchisee Disputes
- b. Detriment caused by Member or Administrator by an act of indiscipline to misconduct which is detrimental to the interest of the Company and game of cricket
- c. Misconduct or breach by any player, umpire, Team official, Selector or any

other person associated with the Company.

- d. By the Public against the Company: Where a member of the public is aggrieved concerning ticketing and access and facilities at stadia, the same may be brought in the form of a complaint to the Ombudsman.

(ii) The Place of hearing shall be decided by the Ombudsman from time to time. The Ombudsman shall have the power to impose penalties as provided in the Regulations for Players, Team Officials, Administrators, Managers and Match Officials of the Company.

- a. The decision of the Ombudsman shall be final and binding and shall come into force forthwith on being pronounced and delivered.
- b. Any Administrator, Player, Match Official, Team Official, Selector or other individual associated with the Company on being found guilty and expelled by the Board shall forfeit all their rights and privileges. He or she shall not in future be entitled to hold any position or office or be admitted in any committee or any role on the Company.
- c. A Member or Franchise once expelled, may, on application made after expiry of three years since expulsion, be readmitted by the Board, provided the same is accepted at a General Meeting of the Company by 3/4th members present and voting.
- d. Pending inquiry and proceeding into complaints or charges of misconduct or any act of indiscipline or violation of any Rules and Regulations, the concerned Member, Administrator, Player, Match Official, Team Official, or other individual associated with the Company (along with their respective privileges and benefits) may be suspended by the Board of Directors until final adjudication. However, the said adjudication ought to be completed within six months, failing which the suspension shall cease.

63. ELECTIONS

- a. Fair and transparent elections shall be conducted by the way of secret balloting.
- b. The Board of Directors shall appoint an Electoral officer for conducting elections of the Committee to ensure competence and to distance the entity from suspicion or bias. For the purpose, a former State Election Commissioner shall be appointed as Electoral Officer, whose decisions on any subject relating to elections shall be final and conclusive.

64. ELECTORAL OFFICER

- c. Fair and transparent elections shall be conducted by the way of secret balloting.
- d. The Board of Directors shall appoint an Electoral Officer for conducting elections

of the Committee to ensure competence and to distance the entity from suspicion or bias. For the purpose, a former State Election Commissioner shall be appointed as Electoral Officer.

- e. In case of any dispute or objection as to candidacy, disqualification, eligibility to vote or admission or rejection of vote, the Electoral Officer shall decide the same and such decision shall be final and conclusive.

65. **WEBSITE**

The website of the Company should be properly maintained and updated at least on a quarterly basis. The website must carry following minimum details:

- i. The Constitution, Memorandum of Association and Rules & Regulations, Bye-Laws and Office Orders and directions that govern the functioning of the Company, its Committees, the Ombudsman and the Ethics Officer.
- ii. The list of Members of the Company as well as those who are defaulters.
- iii. The annual accounts & audited balance sheets and head-wise income and expenditure details.
- iv. Details of male, female and differently abled players representing the State at all age groups with their names, ages and detailed playing statistics.
- v. Advertisements and invitations for tenders when the Company is seeking supply of any goods or services (exceeding a minimum prescribed value), or notices regarding recruitment, as also the detailed process for awarding such contracts or making such recruitments.
- vi. Details of all goals and milestones for developing cricket in the State along with timelines and the measures undertaken to achieve each of them.
- vii. Details of all office bearers and other managerial staff (including CEO, COO, CFO, if any etc.)
- viii. Details of directives from the BCCI and their compliance.
- ix. Details of the tenders floated by the Company.

All the above information will have to be maintained at the registered office of the Company and when sought, the same shall be shared with the applicant on the payment of a reasonable fee, as may be prescribed by the Company.

66. **SUITS BY OR AGAINST COMPANY**

The Company shall sue or to be sued in the name of Secretary.

67. **ENGAGEMENT OF SERVICES**

- f. The Human Resource department shall issue notification for empanelment of professionals in the field of law, audit etc. The notification shall be published in the newspaper and shall also be uploaded on the website of the Company.
- g. The qualifications, Age limit and the criteria like work experience shall be

ascertained while the engagement of professionals and the same shall also be specified in the Notification of Empanelment.

h. The candidates shortlisted shall be selected on merit.

68. **AMENDMENT AND REPEAL**

These Articles of Association of the Company shall not be repealed, added to, amended or altered except when passed and adopted by 3/4th Majority of the members present and entitled to vote at a General Meeting convened for the purpose or at Annual General Meeting.

69. The By-laws of the Company as amended from time to time shall be enforceable.

70. The Association shall adopt the Agents Registration Norms as prescribed by BCCI.

Names		Addresses & Descriptions of subscribers	
1.	F.T. Jones	Sd/- Jones	7, Tughlak Road, New Delhi Central PWD and President Delhi & District Cricket Association
2.	T.H. Dixon	Sd/- T.H. Dixon	11, J.D.G Club, New Delhi Central PWD and Hony. Secretary Delhi & District Cricket Association
3.	Syed Nazer Husain	Sd/- Nazer Husain	Furniture Merchant Old Police Station Darya Ganj, New Delhi
4.	S.K. Bose Lecturer	Sd/- S.K. Bose	Faiz Bazar Road, Delhi Ramjas College University of Delhi
5.	Mohd. Zafar	Sd/- Mohd. Zafar	1095, Qasim Jan Street, Delhi Journalist
6.	Mirza Yusuf Begg	Sd/- M.Y. Begg	Bhojla Pahari Delhi Merchant
7.	S.D. Kapoor	Sd/- S.D. Kapoor	160, Jathi Wara Street, Meerut (Govt. Service)

Witness to the above
Signature (1 to 7)

Sd/- Illegible
824, Gali Ambiya, Delhi

