



**HIMACHAL PRADESH**

**CRICKET ASSOCIATION**

AFFILIATED TO THE BOARD OF CONTROL FOR CRICKET IN INDIA

CIN: U92411HP2005NPL031707

Dated: 05.08.2019


The Supreme Court Appointed Committee of Administrators,  
BCCI

Dear Sirs / Madam,

This is with reference to your email dated 2<sup>nd</sup> August 2019 in response to our email dated 30<sup>th</sup> July 2019, We are hereby submitting the documents as follows:

1. Certified True copy of Resolution passed at the Extra Ordinary General Meeting of Members of Himachal Pradesh Cricket Association held on Saturday August 03, 2019 at 5.30 P.M. for approval of amended Memorandum and Articles of Association
2. Certified True copy of Registered Memorandum and Articles of Association
3. The copy of Receipt of MGT-14 filed with Registrar of Companies.

For Himachal Pradesh Cricket Association

  
R.P. Singh  
Director HPCA

BCCI-IPL	
INV. NO.	INV. DT
1861	7/8/19



**HIMACHAL PRADESH**

**CRICKET ASSOCIATION**

*AFFILIATED TO THE BOARD OF CONTROL FOR CRICKET IN INDIA*

CIN: U92411HP2005NPL031707

***CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA – ORDINARY GENERAL MEETING OF THE MEMBERS OF HIMACHAL PRADESH CRICKET ASSOCIATION HELD ON SATURDAY THE 3<sup>RD</sup> OF AUGUST, 2019 AT HOTEL THE PAVILION AT 5.30 PM,***

Chairman apprised the members that as per the guidelines of Hon'ble Supreme Court of India and the COA BCCI, some amendments in the existing clauses of Memorandum and Articles of Association were being asked to be inserted. Mr. Prem Thakur, member proposed and Mr. Arun Singh Dhumal seconded the following resolution to be passed as Special Resolution:

'Resolved That pursuant to Section 13 and Section 14 and all other applicable provisions of the Companies Act, 2013, read with applicable rules and in compliance with the directions and guidelines of Hon'ble Supreme Court of India and COA BCCI, the draft Memorandum and Articles of Association submitted to this meeting, be and is, hereby approved.

Resolved Further that existing Memorandum and Articles of Association, be substituted by amended Memorandum and Articles of Association.

Further Resolved That Mr. Ravinder pal Singh, Director of the company, be and is, hereby authorised to file the necessary E-Forms with Registrar of Companies for approval of the aforesaid and to take all the necessary steps that may be required or necessary in the matter on the behalf of Company.'

**Certified True Copy of Resolution**

**For Himachal Pradesh Cricket Association**

**Ravinder pal Singh**

**Director**

**DIN:03115380**

MINISTRY OF CORPORATE AFFAIRS

RECEIPT

G.A.R.7

SRN : H80896145

Service Request Date : 05/08/2019

Payment made into : State Bank of India

Received From :

Name : MOHIT SALUJA

Address : 2nd FLOOR

MALHOTRA COMPLEX SEHDEV MARKET

JALANDHAR, Punjab

India - 144001

Entity on whose behalf money is paid

CIN: U92411HP2005NPL031707

Name : HIMACHAL PRADESH CRICKET ASSOCIATION

Address : HPCA STADIUM

DHARAMSHALA, Himachal Pradesh

India - 176215

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form MGT-14	Normal	200.00
<b>Total</b>		<b>200.00</b>

Mode of Payment: Internet Banking - State Bank of India

Received Payment Rupees: Two Hundred Only

Note: The defects or incompleteness in this eForm as noticed shall be placed on the Ministry's website ([www.mca.gov.in](http://www.mca.gov.in)). In case the eForm is marked as RSUB or PUCL, please resubmit the eForm or file Form GNL-4(Addendum), respectively. Please track the status of your transaction at all times till it is finally disposed off. (Please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014) It is compulsory to file Form GNL-4 (Addendum) electronically within the due date whenever the document is put under PUCL, failing which the system will treat the document as invalid and will not be taken on record in accordance with Rule 10(4) of the Companies (Registration offices and Fees) Rules, 2014

UNDER THE COMPANIES ACT, 2013  
MEMORANDUM OF ASSOCIATION  
OF  
**HIMACHAL PRADESH CRICKET ASSOCIATION**

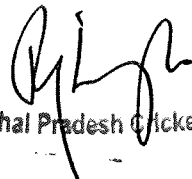
(A COMPANY LIMITED BY GUARANTEE NOT HAVING SHARE CAPITAL  
NOT FOR PROFIT UNDER SECTION 8 OF THE COMPANIES ACT, 2013)


- I. The Name of the Company: - The name of the Company is "Himachal Pradesh Cricket Association".
- II. Registered Office: - The Registered Office shall be situated in the State of Himachal Pradesh as decided from time to time.
- III. The aims and objects of the company as established are as under:-
  - A. The main objects of the Company, pursued by the Company, on its incorporation are: -
    1. To take over the Association in the name and style of Himachal Pradesh Cricket Association, Dharamshala (H.P) with all its assets and liabilities and the said association shall cease to exist.
    2. To promote, organize, manage and control the game of cricket in India and abroad and to participate in any form of the game anywhere in India at national level or otherwise and the income, funds and properties of the Company however acquired shall be utilized solely for the promotion of the objectives of the company and to promote, encourage, advance and develop the game of cricket in India and abroad.
    3. To popularize the game of cricket throughout its jurisdiction by way of organizing camps and conducting tournaments and improving the general standards of the game.
    4. To select teams and insure and pay the expenses thereof.
    5. To arrange coaching camps for the benefits of cricketers in area under the jurisdiction of the Company to provide suitable coaches and to acquire and maintain playgrounds and cricket nets either directly or through company.
    6. To maintain a general control on the game of cricket under its jurisdiction and take decisions in all matters concerning the game, either when referred to by its affiliates or Suo moto.
    7. To start and maintain a library of books, periodicals and publications on sports in general and cricket, and to defuse knowledge of cricket and ideals of sportsmanship.

For Himachal Pradesh Cricket Association  
Director

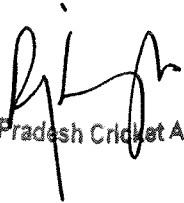
For Himachal Pradesh Cricket Association  
Director


8. To spread the ideals of cricket and all that it stands for throughout the length and breadth of its area of operation by arranging cricket practice, cricket coaching, cricket matches, cricket tournaments, cricket workshop, and seminars etc.
  9. To instill keenness for the game of cricket and foster the spirit of sportsmanship in students of schools, colleges and universities in order to enable them to develop good physique and improve the standard of the game.
  10. To conduct training and examinations of Umpires and to appoint Umpires for various matches or tournaments conducted by the Company.
  11. To grant affiliation and recognition to other bodies promoting the game of Cricket, to foster and encourage the spirit of the game.
- B. The objects incidental or ancillary to the attainment of the above main objects.
1. To acquire by all lawful means, movable, immovable properties for the company and to sell, manage, mortgage, lease out, exchange, dispose of or otherwise deal with all or any of its properties or any income accruing there from according to the Articles of Association.
  2. To purchase, take on lease or otherwise acquire any ground and to improve such ground or any other ground for playing the game of cricket or for other purposes of the Company and to provide pavilions, stadiums, dressing and refreshment rooms and such other amenities in connection therewith as may be necessary or expedient.
  3. To construct or acquire or take on rent or take on lease building or buildings of any kind for residential, commercial, for sporting or other uses.
  4. To sell, improve, manage, develop, mortgage, or deal with all or any part of the property of the Company, whether movable or immovable, provided that the sale of the immovable property is approved only by the General Body.
  5. To collect funds and to utilize the same as well as the other funds in such manner as may be considered fit for the fulfillment of the objects of the Company.
  6. To maintain a panel of approved cricket umpires and to take such steps as may be necessary for efficient and transparent umpiring.
  7. To take such action as may be necessary to co-ordinate the activities of the Company.

  
For Himachal Pradesh Cricket Association  
Director

  
For Himachal Pradesh Cricket Association  
Director

8. To arrange, stage, participate, in any match of cricket for the benefit of any cause as the company may deem fit.
9. To subscribe to funds or to stage matches for the benefit of cricketers who may have rendered services to the game of cricket or for their heirs, families or to donate to a sporting cause.
10. To stage matches and to subscribe income or to fund for philanthropic purposes, that is, for helping a disabled and/or diseased player of any game, athlete, or any other deserving individual, for relief of a person or group of persons, location, village/villages, town suffered from natural calamities and disasters.
11. To award scholarships to the needy and promising young cricketers.
12. To employ, appoint, clerks, managers, coaches, professional cricketers, umpires, scorers, statisticians, grounds men, peons, servants and other service personnel and staff and to pay to them and other persons in return pensions, honorarium, compensations any ex-gratia payments and/or provident fund and to remove or dismiss such employees as per rules.
13. To establish, promote or assist in establishing and promoting and to subscribe to and become a member of any other company, club or federation whether incorporated or not whose objects are similar either wholly or in part to the objects of the Company or the establishment or promotion of which may be beneficial to the Company.
14. To borrow or raise money which may be required for the purposes of the company upon bonds, debentures, bill. of exchange, bank overdrafts, promissory notes, or other obligations or security of the Company or gate money of any test matches, official or unofficial, or any match to be staged by the Company or by mortgage or charge of the properties of the Company.
15. To receive monies and donations from any persons/ clubs, company or institutions and to utilize and/or invest the same in any manner and for any purpose.
16. To give financial assistance to the member Districts / Clubs for purposes of promoting the game of cricket as may be decided upon by the Company from time to time.
17. To invest monies and funds of the Company, not immediately required, in authorized securities or in any way and manner as may be decided upon from time to time.

  
For Himachal Pradesh Cricket Association  
Director


  
For Himachal Pradesh Cricket Association  
Director

18. To maintain and enforce the spirit of impartiality in formation of committees, selection of players of the team/teams, places of stages of matches, delegation of powers to the functionaries of the company.
19. To establish/maintain relationship with other institutions, bodies involved in the game of cricket.
20. To engage persons as professional cricketers and to pay remuneration or honorarium to them, if necessary to frame, add, delete, alter, maintain and enforce rules for control and governance of the game and to maintain discipline amongst players and officials.
21. Generally to do all other lawful things as are incidental or conducive to the attachment of the objects specified above.  
Provided that the company shall not support with its funds or endeavor to impose on or procure to be observed by its members or others any regulations or restriction which if an object of the company would make it a trade union.

IV. The object of the company extends to the whole of India.

1. The income and property of the Company, whenever desired shall be applied solely for the promotion of its objects as set forth in this Memorandum.
2. No part of the income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by the way of profit to persons who at anytime are or have been members of the company or to anyone or more of them or to any person claiming through anyone or more of them.
3. Except with the previous approval of the Central Government no remuneration or other benefit in money or moneys worth shall be given by the Company to any of its members, whether officers or servants of the company or not, except payment of out of pocket expenses, reasonable and proper rent on premises let to the Company.
4. Except with the previous approval of the Central Government, no member shall be appointed to any office under the company which is remunerated by salary, fees, or any other manner not excepted by sub-clause(3)
5. Nothing in this clause shall prevent the payment by the Company in good faith of reasonable remuneration to any of its officers or servants

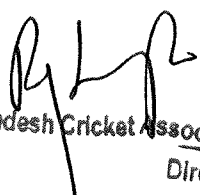
  
For Himachal Pradesh Cricket Association  
Director


  
For Himachal Pradesh Cricket Association  
Director

(not being members) or to any other persons (not being a member) in return for any services actually rendered to the Company.

- V. No alteration shall be made to the Memorandum of Association or to the Articles of Association of the company which are for the time being in force unless the alteration has been previously submitted to and approved by the Central Government and the Hon'ble Supreme Court.
- VI. The liabilities of the members are limited.
- VII. Every member of the Company undertake or guarantee to contribute to the assets of the Company in the event of the same been wound up during the time that he is a Member or within one year afterwards for payments of the debts and liabilities of the company contracted for the time which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributions amongst themselves such amount as may be required not exceeding one thousand Rupees.
- VIII. True account shall be kept all sums of money received and spent by the company and matters in respects of which such receipts and expenditure take place, and of the property, credits and liabilities of the company, and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulation of the company for the time being in force, the accounts shall be open to the inspection of members, once at least every year, the account of the Company examined and the correctness of the Balance Sheet and the income and expenditure account ascertained by the one or more properly Qualified Auditor or Auditors.
- IX. If upon the winding up or dissolution of the company there remains after the satisfaction of all the debts and liabilities any property whatsoever, the same shall not be distributed amongst the members of the Company but shall be given or transferred to such other company having objects similar to the objects of the Company, to be determined by the members of the company at or before the time of dissolution or in default thereof by the High Court of judicature that has or may or acquire jurisdiction in the matter.

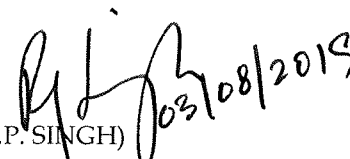
We several persons whose names, addresses, description and occupation are subscribed, are desirous of being formed into company in pursuance of this Memorandum of Association.

  
For Himachal Pradesh Cricket Association  
Director

  
For Himachal Pradesh Cricket Association  
Director



Sr. No	Name, Address description of Subscriber	Signature of Subscriber	
1	Sh. Anurag Thakur S/o Sh Prem Kumar R/o V.P.O. Samirpur, Teh. Bhoranj, Distt. Hamirpur (H.P.) - 177601	Sd/-	In Witness to all the subscribers who have signed in my presence Sd/- Virinder Sachdeva S/o Sh. T.R. Sachdeva 8, Adarsh Nagar, Jalandhar
2	Sh. Danvinder Singh S/o Sh. Maheshwar Singh R/o Rupri Palace Sultanpur, Distt. Kullu (H.P.) - 175101	Sd/-	
3	Sh. Roop Singh Kapoor S/o Late Sh. Dharampal Kapoor R/o Mohila Orchards, P.O. Bran, Teh. Manali, Distt. Kullu (H.P.) - 175131	Sd/-	
4	Sh. Vishal Marwaha S/o Sh. V.K Marwaha R/o Post Office Building, Sanjauli Shimla (H.P.)	Sd/-	
5	Sh. R.P Singh S/o Sh. Dharam Pal Singh R/o Prakaram Niwas, MohalKullu HP	Sd/-	
6	Sh. Sanjay Sharma S/o Sh. J.P. Sharma R/o Dhauladhar Colony, Lower Barol - Dari Dharamshala, Distt. Kangra (H.P.) - 176057	Sd/-	
7	Sh. Prem Parkash Thakur S/o Sh. Dalip Thakur House No. 1, Friends Colony, Arya Nagar, Distt. Una (H.P.) -174303	Sd/-	

  
(R.P. SINGH) 03/08/2019

For Himachal Pradesh Cricket Association  
Director

  
(PREM PARKASH THAKUR) 03/08/2019

For Himachal Pradesh Cricket Association  
Director

UNDER THE COMPANIES ACT, 2013  
ARTICLES OF ASSOCIATION  
OF  
HIMACHAL PRADESH CRICKET ASSOCIATION

(A COMPANY LIMITED BY GUARANTEE NOT HAVING SHARE CAPITAL  
NOT FOR PROFIT UNDER SECTION 8 OF THE COMPANIES ACT, 2013)

**DEFINITION**

1. Unless the context otherwise requires, the words or expressions contained in these Articles shall have the same meaning as is provided in the Act and/or any statutory modifications thereto in force, as at the date on which these Articles are registered, and the same shall be binding on the company.
- a) "Act" means the Companies Act, 2013 and includes where the context so permits, any reenactment or statutory modification thereof for the time being in force.
  - b) "Apex Council" means such managing body responsible for cricketing affairs of the Company.
  - c) "BCCI" means the Board of Control for Cricket in India.
  - d) "Board of Directors" means the Board comprising of Directors of the Company appointed as per the provisions of the Companies Act,
  - e) "CEO" is the Chief Executive Officer of the Company.
  - f) "Company" means "Himachal Pradesh Cricket Association"/"HPCA"/ "Association"
  - g) "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.
  - ga) "Cricket Players' Association" refers to the Cricket Players' Association as per the BCCI Constitution.
  - h) "Electoral Officer" means the person who may be appointed to conduct, supervise and deal with issues concerning elections in the Company.
  - i) "General Body" means all Members of the Company.
  - j) "Members" include Donor Members, Ordinary Members, Former International Cricketer Members, Honorary Members and Affiliated Club/District Cricket Associations/Casual/Temporary Members.

For Himachal Pradesh Cricket Association

Director

For Himachal Pradesh Cricket Association

Director

- k) "Office" means the registered office for time being of the Company.
- l) "Office Bearers" mean the President, Vice President, Secretary, Treasurer and Joint Secretary.
- m) "Ombudsman and Ethics Officer" means the authority for grievance redressal and addressing the conflict of interest principles
- n) "The Seal" means the Common Seal of the Company.

#### **INTERPRETATION**

- 2. Words imparting the singular number shall include the plural number and vice versa.
- 3. 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 became binding on the Company.

#### **MEMBERS**

- 4. Membership of the Company shall be confined to Donor Members, Casual or Temporary Members, Ordinary Members, Former International Cricketer Members, Honorary Members and Affiliated Clubs / District Cricket Associations.

#### **DONOR MEMBERS**

- 5. A Donor Member upon admission to the Company, after payment of such fees as decided by the Company from time to time, will be entitled to all privileges and rights of a member of the Company for a period of 20 years, with the right to attend and vote at a meeting and will be entitled to all rights and privileges of membership, including the right to attend and vote and be an Office Bearer of the Company subject to Clause 20 below. The donor member will not be liable to pay any annual subscription.

#### **CASUAL OR TEMPORARY MEMBERS**

- 6. Any person (s) on being duly proposed and seconded by an Ordinary Member shall become a Casual/Temporary Member. The Casual/Temporary Member shall pay such fees as may be fixed from time to time. The Proposer and Seconder shall be jointly and severally liable for all the amounts due from him to the Company. Such members shall be entitled to enjoy only the indoor facilities available within the club.
- 7. A Casual/Temporary member shall be required to fill in the application form in the prescribed manner as may be provided by the Company through its authorized representative. He shall be entitled to attend the meetings but shall have no right to vote in any meeting.

For Himachal Pradesh Cricket Association

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For Himachal Pradesh Cricket Association

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### ORDINARY MEMBERS


8. An Ordinary Member, on admission to the company and on payment of such entrance fee and subscription for the time being in force for Ordinary Members, will be entitled to all rights and privileges of membership, including the right to attend and vote. They shall be eligible to be an Office Bearer of the Company, subject to fulfilling qualifications as per Clause 20 below.
- 8A. The Company shall grant automatic membership to all former international cricketers (men and women) hailing from the State of Himachal Pradesh. Such Former International Cricketer Members shall be entitled to all rights and privileges of membership, including the right to attend, speak and vote at meetings of the General Body. They shall also be eligible to be an office bearer of the Company, subject to fulfilling qualifications as per Clause 20 below. The Former International Cricketer Members will not be liable to pay any annual subscription.


### HONORARY MEMBERS

9. The Company may invite distinguished cricketers or such other persons to be Honorary Members, without payment of entrance fee or subscription fee, for such period as the Company may think fit. An Honorary Member shall not be entitled to be an Office Bearer of the Company and shall have no voting rights.

### AFFILIATED CLUBS

10. Any Club/District Cricket Association from the area controlled by the Company whose objects are similar to those of this Company or is formed to promote the game of cricket, may apply for affiliation to the HPCA Office in the prescribed form, giving a list of its members along with a copy of its Constitution, accompanied by affiliation fee as prescribed by the Company from time to time for the financial year not exceeding 12 months. In case the financial year is extended beyond a period of 12 months, the club shall pay proportionate fee for the financial year. Any Clubs and Associations when affiliated shall become entitled to use Company's grounds and such other amenities that may be approved by the General Body of HPCA or by any committee or subcommittee constituted for the said purpose by the General Body of HPCA. The Members shall have the right to attend and vote, by way of one representative authorized to act and represent the Club/District Cricket Association in this regard. They shall also be eligible to be an Office Bearer of the Company, subject to fulfilling qualifications as prescribed by the Association.

  
For Himachal Pradesh Cricket Association  
Director

  
For Himachal Pradesh Cricket Association  
Director

11. The affiliation of such a Club or Association may be withdrawn by the General Body of the Company on the recommendation of such committee constituted by the General Body of HPCA for the said purpose at its discretion without giving any reason therefore.

#### FORM OF APPLICATION

12. The application for membership of every candidate, shall be in writing and signed by the candidate, his proposer and seconder. The form for the various categories of membership shall be prescribed from time to time.
13. The application of every candidate for admission as member shall be submitted for approval to the committee constituted by the General Body for such specific purpose as the General Body may consider fit and the recommendations of the committee(s) shall be ratified or modified in the General body meeting of the HPCA.  
Thereafter, the applicant, if found suitable shall be admitted as a member with the consent of the General Body, whose decision in this regard shall be final and binding.
14. On the election of any member, the Secretary shall place his name on the Register of Members of the Company.
- 14A. Notwithstanding, anything contained in Articles 12 to 14 above, applications for membership under the category of Former International Cricketer shall be made to the Secretary and shall be deemed to be accepted within 7 days therefrom provided the applicant is a former international player (male or female) hailing from the State of Himachal Pradesh and has not opted for membership of any other association.
15. When a person has been admitted, the Secretary shall notify such person and on request, furnish him with a copy of the Memorandum and Articles of Association.

#### NOTIFICATION OF ADDRESSES

16. Each member of the company shall communicate his address and any change thereto to the Secretary of the Company. Any member residing outside India shall give name and address in India at which all notices shall be served upon him.

#### TERMINATION OF MEMBERSHIP

17. 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 of moral turpitude,

For Himachal Pradesh Cricket Association.

Director

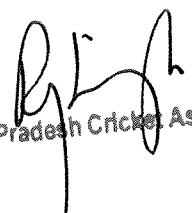
For Himachal Pradesh Cricket Association


Director

- iv) on failure to pay debts and dues to the Association after his name has been posted for non-payment,
  - v) upon expulsion from the Association under the above sub-clause (iii) and (iv),
  - vi) on his death.
  - vii) if he is found to be working against the interest of the company by any act of omission or commission.
- b) any member who refuses or neglects to comply with any provisions of the Memorandum or of the Articles or any bye-law made there under or is guilty of conduct, which the Company considers likely to endanger the harmony or effect the character or stability or interest of company, such a member shall be liable to expulsion on vote of two-thirds of the members present at a special meeting of the Company, summoned for the purpose of investigating and deciding the case. Provided that at least one week before the meeting, such member shall have had notice thereof, and of the intended resolution for his expulsion, and that he shall at such meeting and before passing of such resolution have had an opportunity of giving orally or in writing any explanation or defense that he may think fit.
- c) If any member fails to pay his subscription or clear his bills to the Company after the same has been duly demanded from him in writing, he shall be liable to have his name posted in the premises of the company for a period of 15 days and the 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 remaining unpaid, the Member shall cease to be a member of the Company and his name shall be removed from the register of members of the association, but may be re-admitted without formal re-election if he satisfies the Committee authorized by the General Body of HPCA for the said purpose. The Committee shall take a decision by majority on this issue within two weeks therefrom. However, such decision shall have to be ratified in the General Body of the HPCA, failing which the member shall not be readmitted. No member who is posted as a defaulter shall be entitled during default exercise any of the rights and privileges of Membership.

#### COLOUR

18. The color of the logo of the Company shall be orange & blue or as may be decided by the company from time to time.

  
For Himachal Pradesh Cricket Association  
Director

  
For Himachal Pradesh Cricket Association  
Director

**THE GENERAL BODY AND OFFICE BEARERS AND THEIR  
POWERS AND FUNCTIONS.**

**19. CONSTITUTION AND FUNCTIONS OF HPCA**

- a) The General Body is constituted of all the Members of the HPCA.
- b) The authorized Representatives of the various Affiliated District Associations/Clubs shall cast their votes on behalf of their respective District Associations/Clubs. Every other member who is entitled to vote shall exercise his / her vote personally. There shall be no proxy voting.
- c) All powers of governance, management and decision making shall vest in the General body. In addition to the powers given to the Apex Council, and the CEO under these Rules, the General Body may delegate such powers as it deems fit to any of them.
- d) In addition to and without prejudice to the generality of powers vested in it, the General Body shall have the power:
  - (i) To collect funds and wherever necessary borrow, with or without security, for purposes of the HPCA and to raise loans with or without security and to purchase, deem or pay off any such security.
  - (ii) To frame the Laws of Cricket in State of HP and to make alterations, amendments or additions to the Laws of Cricket in State whenever desirable or necessary.
  - (iii) To review any decision of the Apex Council.
  - (iv) To generally do all such other acts and things as may appear to the General Body to be expedient, convenient and/or conducive to the carrying out of the above functions of the HPCA

**20. ELECTION & TERMS OF OFFICE BEARERS:**

- a) Any member who is entitled to vote shall be eligible to stand for the post of an Office Bearer.
- b) The following Office Bearers of the HPCA shall be elected by the eligible Members of the HPCA from amongst them (eligible Members of the HPCA) in the Annual General Meeting of HPCA :
  - i). The President
  - ii). The Vice-President
  - iii). The Secretary
  - iv). The Joint Secretary
  - v). The Treasurer.

For Himachal Pradesh Cricket Association

Director

For Himachal Pradesh Cricket Association

Director

- c) The Term of office of all Office Bearer shall be 3 years. Their position shall be Honorary.
- d) No person shall be an Officer Bearer for more than 3 terms in all.
- e) An Office bearer who has held any post for two consecutive terms either in a HPCA or in the BCCI (or a combination of both) shall not be eligible to contest any further election without completing a cooling off period of three years. During the cooling off period, such an office bearer shall not be a member of the Governing Council in BCCI or any committee of the BCCI or of the HPCA. The expression 'office bearer' should not be permitted to be circumvented by being a member of any other committee or of the Governing Council in BCCI or HPCA, as the case may be.
- f) A person shall be disqualified from being an Office Bearer, a member of the Governing Council in BCCI or any Committee or a representative to the BCCI or any similar organization if he or she:
  - i) is not a citizen of State.
  - ii) has attained the age of 70 years.
  - iii) is declared to be insolvent, or of unsound mind.
  - iv) is a Minister or Government Servant or holds a public Office (except for the nominee of the Accountant General of the State).
  - v) holds any office or post in a sports or athletic association or federation apart from cricket:
  - vi) has been an Office Bearer of the HPCA for a cumulative period of 9 years or BCCI for a cumulative period of 9 years separately.
  - vii) has been charged by a Court of Law for having committed any criminal offence, that is, an order framing charges has been passed by a court of law having competent jurisdiction.

## 22. POWERS AND DUTIES OF OFFICE BEARERS:

### a) THE PRESIDENT

- i) The President shall preside at all meetings of the General Body and the Apex Council.
- ii) The President shall be one of the persons who sign the audited annual accounts and other financial statements of the HPCA.
- iii) The President shall also exercise such functions and duties as he may be empowered with by the General Body or the Apex

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- iv) The President shall, in the event of a vacancy or indisposition of an Office Bearer, delegate the functions to another Office Bearer until the vacancy is duly filled up, or the indisposition ceases.
- v) The President may be authorized for any other power(s) for exercise of his duties as approved by General Body from time to time.

**b) THE VICE - PRESIDENT**

- i) The Vice President shall officiate in the President's absence when the President is unavailable.
- ii) The Vice President shall also exercise such functions and duties as he may be empowered with by the General Body or the Apex Council.

**c) THE SECRETARY:**

The Secretary shall:

- i) Keep and maintain the minutes of Annual General Meetings and Special General Meetings of the General Body, the meetings of the Apex Council and of the Committees appointed by the General Body in appropriate books and shall cause them to be properly and correctly recorded and confirmed.
- ii) Be one of the three persons who sign the audited annual accounts and Other financial statements of the HPCA.
- iii) Be in charge of the records of the General Body, the Apex Council and all Committees. and such properties as may be entrusted to his care by the HPCA, the Apex Council as the case may be.
- iv) Convene the Annual General Meetings, the Special General Meetings and the meetings of the Apex Council and Governing; Council with the concurrence of the President.
- v) Circulate to all Members of the HPCA the statement of accounts prepared by the Treasurer.
- vi) Have the power to delegate any work to the Joint Secretary.
- vii) Any other power as granted by President/General Body as the case may be.

**d) JOINT SECRETARY**

The Joint Secretary shall:

- i) Convene and keep minutes of the Committees that may be placed in his charge at the Annual General Meeting or by the Secretary,

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- ii) Assist the Secretary in all matters pertaining to the affairs of the HPCA.

e) **TREASURER**

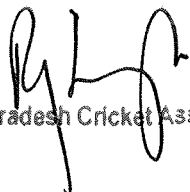
The Treasurer Shall: -

- i) Receive all subscriptions and donations and the monies payable and/or receivable by HPCA.
- ii) Be one of the persons who sign the audited annual accounts and other financial statements, of the HPCA.
- iii) Keep accounts of all monies received and expended by the HPCA, in respect of assets, credit and liabilities of the HPCA.
- iv) Prepare statements of accounts.
- v) Place before the Apex Council Annual Balance Sheet, Statement of Accounts of the HPCA and Annual Budget.
- vi) Place before the General Body duly audited Annual Balance Sheet and Statement of Accounts of the HPCA;
- vii) Invest and/or disburse the funds of the HPCA, withdraw any or all of the existing fixed deposits before the date of maturity in accordance with any general or special directions of the General Body or the Apex Council.
- (viii) Prepare budgets to be presented at the Annual general Meeting, Special General Meetings and Meetings of the Apex Council.
- (ix) Coordinate with the Auditor as well as the CEO to obtain insight into the utilization of funds by the affiliated district association.

### GENERAL MEETING

- 22. Annual General Meeting (AGM): The Company shall mandatorily be held in every Financial Year, in addition to other meeting, a general meeting as an Annual General Meeting and specify the meeting as such, in the notice calling it. Not more than 15 months should lapse between 2 AGM's of the Company.
- 23. All General Meetings, other than Annual General Meeting shall be called Extra Ordinary General Meetings and may be called by:-
  - a) The Board of Directors may, whenever it thinks fit, call an Extra-Ordinary General Meeting.
  - b) The Board of Directors shall on a requisition made in writing by at least 1/3 (one third) of the total members entitled to vote, call an Extra-Ordinary General Meeting.

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- c) Any requisition so made shall state the objects of the meeting proposed to be called and must be signed by the requisitionists and deposited at the registered office of the Company.
- d) Upon receipt of the valid requisitions, the Board of Directors shall within 21 days from that date, call the Extra-Ordinary General Meeting for consideration of those matters on a day not later than 45 days from the date of the deposit of the requisition. On failure of the Board of Directors to call the said Extra-Ordinary General Meeting within 45 days from the date of deposit of the requisition, the Meeting may be called by such of the requisitionists, as represent not less than 1/3 (one third) of the total voting power of all the members of the company.
24. The Annual General Meeting and/or Extra-ordinary General Meeting shall be held at the Registered Office of the Company or at any other places as may be decided by the Board of Directors.

#### PROCEEDINGS AT GENERAL MEETINGS

25. At least fourteen days' notice specifying the place, date and the hour of the meeting, and in case of special business, the general nature of such business, shall be given to all members entitled to such notice.
26. All business shall be deemed special that is transacted at the Extra-Ordinary general Meeting and likewise all business that is transacted at the Annual General Meeting with the exception of the consideration of the Accounts, Balance Sheet and the report of the Board of Directors, and the Report of the Auditors, the appointment & fixing of remuneration of the Auditor, shall be deemed special business.
27. Five members present in person shall form the 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 business.
28. If within half an hour after the time appointed for holding the meeting, a quorum of members is not present, the meeting if called on the requisition of the members shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, or as may be decided by the Board of Directors, and if in such adjourned meeting a quorum of members is still not present within half an hour from the time appointed for the meeting, any five members present and entitled to vote personally shall constitute the quorum and transact business for which the meeting was called.

CHAIRPERSON AT MEETINGS: The President shall preside as Chairperson at the Annual General Meeting or the Special General Meeting of the General body and in his absence the Vice-President shall preside. In the event of the Vice President also being absent, the Meeting

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shall elect one amongst them (Members) as the Chairperson of the Meeting,

29. The Chairperson may with the consent of Members, adjourn the meeting from time to time and consider the business left unfinished at the Meeting in the next meeting.
30. At any General Meeting, every resolution shall be decided in the first instance by show of hand or ballot, as the Chairperson may direct. In the case of equality of votes, the Chairperson shall have the second or the casting vote in addition to his vote as member. Unless a poll is demanded by the Chairperson, that a resolution has been carried by a particular majority, and an entry to that effect in the book of proceedings of the company shall be conclusive evidence of that fact without proof of the number of proportions of the votes recorded in favour or against such resolution.
31. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time not being later than forty eight hours from the time, the demand was made at such place. The Chairperson of the meeting may direct 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 may be withdrawn. In case of any dispute as to admission or rejection of vote, the Chairperson shall determine the same, and such determination made in good faith shall be final and conclusive.
32. 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 a question of adjournment and such a decision shall be taken at the Meeting without adjournment.

#### VOTE OF MEMBERS

33. Every member of the Company present in person and entitled to vote shall have one vote. Upon a poll, every member present in person shall have the right to vote. The Vote can only be given by way of personal attendance and not by proxy.

#### APEX COUNCIL

34. The Apex Council shall comprise of following members:

- a) The Office Bearers of the Company, i.e. the President, one Vice President, one Secretary, one Treasurer, one Joint Secretary
- b) Two, one male and one female, to be nominated by the Cricket Players' Association from amongst those of its members who hail from Himachal Pradesh.

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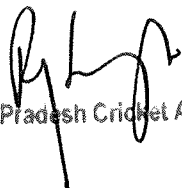
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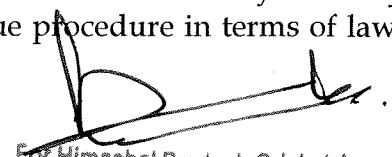
- c) One to be a nominee of the Accountant General of the State  
d) Four members to be elected by the eligible Members of HPCA from amongst them (eligible members of the HPCA).
35. Each of the elected Councillors shall have a term of 3 years in office, subject to a maximum of 3 Terms on the Apex Council. A Councillor who has held any post for two consecutive Terms either in the HPCA or in the BCCI (or a combination of both) shall not be eligible to contest any further election without completing 1 cooling off period of three years. During the cooling off period, such a Councillor shall not be a member of the Governing Council in BCCI or of any committee whatsoever of the BCCI or of the HPCA. The expression 'Councillor' should not be permitted to be circumvented by being a member of any other committee or of the Governing Council in BCCI or the HPCA, as the case may be.
- 35A. No individual, including one filling up a vacancy under Article 35D below shall be a Councillor for more than 9 years. In the event of a Councillor completing 9 years before the expiry of his term, he shall cease to hold office on completion of 9 years.
- 35B. No nominated Councillor shall have more than one term of three years.
- 35C. No member of the Apex Council of the State, once elected, shall hold any office in an affiliated District Association / Club simultaneously. The affiliated District Association / Club shall take steps to fill up the vacancy thus created immediately.
- 35D. Any vacancy in the Apex Council due to death, resignation, insolvency, unsoundness of mind, nomination to the BCCI or other disqualification shall be filled up for the remaining period :
- a) In the case of an elected Councillor, by elections at a Special General Body meeting of the HPCA convened by the Secretary for that purpose within 45 days.
- b) In the case of a nominated Councillor, in the same manner as prescribed for the respective nominee in Article 34 above.
36. The Apex Council shall have the powers to appoint from time to time various Committees (other than the Selection Committees) for the smooth functioning of the Cricketing Affairs of the Company. The Selection Committees shall comprise only of former players and shall be appointed by the General Body. No person who has been a member of any Selection Committee for a total of 6 years shall be eligible to be a member of any Selection Committee unless the extension of time is ratified by the State Association at the Annual General meeting in the eventuality of lack of eligible people.
37. The decisions of the Apex Council shall be taken by a majority vote.
38. If any member or Office Bearer vacates his office or dies before his term of office is to expire in the normal course, the resultant vacancy that may arise, shall be filled up by following the due procedure in terms of law.

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Any member so appointed shall remain in this office, as long only as the vacating or dead member would have retained the same had no such vacancy occurred.

39. The Apex Council shall meet not less than once in every three months of each calendar year for the transaction of the business.
40. 1/3<sup>rd</sup> members of the Apex Council shall form the Quorum.
41. The President or in his absence, the Vice President shall be the Chairperson of all the meetings of the Apex Council at which he is present. In the absence of the President and the Vice President, the Apex Council shall elect one of their members to be the Chairperson of the meeting in case of equality of votes. The Chairperson shall have a second or casting vote.

#### POWERS OF APEX COUNCIL

42. The Apex Council shall be responsible for the Cricketing Affairs of the Company, which shall be the following:
  - a) to control, permit and regulate all aspects regarding visits of invitee teams in the area controlled by the Company, and the visits of teams within India and outside India, and to settle the terms on which such visits shall be conducted,
  - b) to lay down conditions on which players shall take part in any tournament and by which such players should be governed, including terms of payment of such Players,
  - c) to interact and consult with the Cricket Players' Association, regarding representations made on their behalf,
  - d) to frame rules and lay down conditions, including those of travel, accommodation and allowances under which the Players shall take part in cricket tournaments/matches or Exhibition, festival and charity matches organized by the Company,
  - e) to make rules for various tournaments and exhibition matches, involving members,
  - f) to appoint one of its members to represent the Company before BCCI and/or before such other Body, Institution or Committee,
  - g) To start to maintain a library of books, periodicals and publications on sports in general and cricket in particular, and to defuse knowledge of cricket and ideals of sportsmanship,
  - h) To popularize the game of cricket throughout its jurisdiction by way of organizing camps and conducting tournaments and improving the general standards of the game,
  - i) to provide suitable coaches and acquire and maintain playgrounds and cricket nets either directly or through company,

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- j) To spread the ideals of cricket and all that it stands for throughout the length and breadth of its area of operation by arranging cricket practice, cricket coaching, cricket matches, cricket tournaments, cricket workshop, and seminars etc.,
- k) To instill keenness for the game of cricket and foster the spirit of sportsmanship in students of schools, colleges and universities and enable them to develop a good physique and improve the standard of game,
- l) To conduct training and examination of Umpires and appoint Umpires for various matches of tournaments conducted by the company,
- m) To grant affiliation and recognition to other bodies promoting the games of Cricket, so as to foster and encourage the spirit of the game,
- n) To maintain a panel of approved cricket umpires and to take such steps may be necessary for efficient umpiring,
- o) To arrange, stage, participate, in any match of cricket for the benefit, of any cause in the interest of the company,
- p) To stage matches and to subscribe income or to fund for philanthropic purposes, that is, for helping a disabled and/or diseased player of any game, athlete, or any other deserving individual, for relief of a person or group of persons, location, village/villages, town suffered from natural calamities like food, famine and fire,
- q) to award scholarships to the needy and promising young cricketers,
- r) to employ and appoint managers, coaches, professional cricketers, umpires, scorers, statisticians, grounds men, peon, servants and other service personnel and staff,
- s) To establish/ maintain relationship with other institutions, bodies involved in the game of cricket,
- t) To engage persons as professional cricketers and to pay remuneration or honorarium to them, if necessary to frame, add, delete, alter, maintain and enforce rules for control and governance of the game and to maintain discipline amongst players and officials.

#### 43. INADVERTENT OMISSION TO GIVE NOTICE OF MEETING

Inadvertent omission to give notice of an Annual General or Special General Meeting or Meetings of the Apex Council or of any of the Committees to any member entitled thereto or the non-receipt thereof by such individual shall not invalidate the proceedings of such meetings.

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44. **HPCA JURISDICTION OVER PLAYERS, MATCH OFFICIALS & TEAM OFFICIALS OF MEMBERS.**

The HPCA shall have concurrent jurisdiction and control over Players, Match Officials and Team Officials within the jurisdiction of a District Association. Such individuals participating in cricket under the aegis of a District Association shall be deemed ipso facto to submit the jurisdiction of the HPCA.

45. **CONDUCT OF PLAYERS**

The Apex Council shall have the power to enquire into the conduct of any Player within its jurisdiction and may take such disciplinary action the player as the Apex Council, may deem fit, which decision shall be final.

46. **PERMISSION TO CONDUCT TOURNAMENTS**

a) No Affiliated District Association/Club shall conduct or organize any tournament or any match in which players / teams from the region within the jurisdiction of Affiliated District Association are participating or are likely to participate without the previous permission of the HPCA.

b) No Affiliated District Association/Club shall conduct or organize any tournament or any match / matches in which players / teams from regions outside their jurisdiction are participating or are likely to participate without the previous permission of the HPCA.

c) Permission for conducting or organizing any tournament or match / matches will be accorded only to the Affiliated District Association/Club of the HPCA and will be in accordance with the rules framed by the HPCA / BCCI in this regard from time to time.

d) No Affiliated District Association/Club shall conduct or organize any international tournament or International Match / Matches in which foreign players / team are participating or are likely to participate without the previous permission of the HPCA / BCCI. Permission for conducting or organizing any International Tournaments or International match / matches will only be accorded to the Affiliated District Association/Club of the HPCA on special occasions.

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e) Affiliated district association or their affiliates desirous of undertaking tours abroad or inviting foreign teams shall obtain the previous permission of the HPCA/BCCI, which may be granted in accordance with the Rules framed by the HPCA/BCCI.


**47. BAN ON PARTICIPATION IN UNAPPROVED TOURNAMENTS**

- a) No Affiliated District Association/Club shall participate or extend help of any kind to an unapproved Tournament.
- b) No Player, Umpire, Scorer, Official or other person associated with the HPCA shall participate in any unapproved tournament.
- c) The Apex Council shall take appropriate action including suspension and stoppage of financial benefits and any other action against individual / affiliated district association contravening the above.

**BOARD OF DIRECTORS**

- 48. The Board of Directors shall act in compliance with the provisions of the Companies Act, 2013. There shall be not more than 15 directors in the Company, who shall constitute the Board of Directors. They shall be entitled to the right to attend and vote at all meetings and be an Office Bearer of the Company.
- 49. At each Annual General Meeting of the Company, one third of such of the Directors are liable to retire by rotation, or if their number is not exact one third, then the number nearest to one third shall retire from office in compliance with the Company Act of 2013.
- 50. Subject to the provisions of these Articles, those Directors shall retire by rotation at every AGM, who have served the longest in office, since their last appointment. Where the Directors were appointed on the same day, they shall retire subject to any agreement amongst themselves, or by draw of lots.
- 51. Any Director absent (except on account of illness or with the consent of the Company) from the meetings in a year, of Board of Directors shall be deemed to have vacated his appointment.
- 52. If any Director appointed by the Company in its general meeting vacates his office before his term of office is to expire in the normal course, the resulting causal vacancy that may arise, may be filled up by the Board of Directors at its meeting, but any person so appointed shall remain in this office so long only as the vacating member would have retained the same is if no vacancy has occurred.
- 53. The Board of Directors shall meet not less than once in every three months of each calendar year for the transaction of the business.

  
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54. The quorum for a meeting of the Board shall be one third of the total strength of the Board or two Directors, whichever is higher.
55. The Board of Directors shall elect one of their members to be the Chairperson of the meeting. The Chairperson shall have a second or casting vote.
56. The Directors shall be entitled to reimbursement of expenses for the extra / specialized services rendered by them. The President and / or the Secretary are severally empowered to reimburse all travelling, hotel and other expenses properly incurred by them.
- a) In attending and returning from meetings of the Board or any committee of Members of the Company;
  - b) In connection with business of the Company
57. The Board, subject to the provisions of the Act, shall have the power to authorize from time to time any of its member to look after day to day affairs of the Company, vested with such power, responsibility exercisable for such period and upon such conditions and subject to such restriction as it may determine.

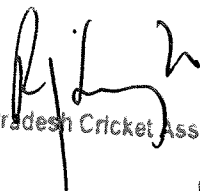
#### **COMMITTEE OF DIRECTORS**


58. The Board may, subject to provisions of the Act, delegate from time to time any of its powers to a Committee consisting of such number of Directors as it thinks fit and may revoke such delegations from time to time. Any Committee so formed shall, in exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board.

The meetings and proceedings of any such Committee of the Directors shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the preceding Article.

#### **POWER OF BOARD OF DIRECTORS**

59. Subject to the provisions of Section 179, of the Act, the Board of Directors, shall exercise all such powers and do all such acts and things as the Company is authorized to exercise or do by statute or by its Memorandum of Association, or by these Articles of such regulations and directions as may from time to time be determined upon or given in General Meeting. It is hereby expressly declared that the Board of Directors shall inter-alia exercise and perform the following powers and duties.

  
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Provided that in matters where the Apex Council has the final authority to take decision, the powers of Board of Directors of the HPCA by virtue of Section 179 of the Companies Act, 2013 will be regulatory in nature.

- a) To appoint and dismiss employees and servants and to fix their wages and remuneration, or to delegate such powers to any committee of the Board or any specific Director/ Member/ Employee of the company.
- b) From time to time, to make, alter or add to all such by-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 Company or for any matter under these Articles requiring to be regulated By-law.
- c) To register and increase the total number of member and in this connection to stipulate conditions for admission from time to time.
- d) To prohibit the use of any facility and amenity over which the Company may have control by any member who may be indebted to the Company.
  - i) To impose, increase and reduce entrance fee and subscription payable by members.
  - ii) To write off the accounts such sums as they may deem expedient in respect of bad and doubtful debts and otherwise.
  - iii) To appoint Committee of Directors and/or sub-committee consisting of its members together with or without other members.
  - iv) To delegate to a Committee of Directors and /or sub-committee and /or President and / or Secretary and /or any Director such powers or authority as may deem expedient from time to time.
  - v) To purchase or otherwise acquire any property rights or privileges which the Company is authorized to acquire and to dispose of any property rights or privileges at such price and generally on such terms and conditions the Board shall think fit.
  - vi) At their discretion to pay for any properly, rights, or privileges acquired by or services rendered to the Company.
  - vii) To collect funds and wherever necessary borrow with or without security for the purpose of the Association and to raise loans with or without security and to redeem or pay off any such security.
  - viii) To secure the fulfillment of any contract or agreements entered by the Company by mortgage or charge of all or any of the property of the Company or such other manners, as they may think fit.
  - ix) To invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such securities and in such a manner as they may think fit and from time to time vary and realize such investments.
  - x) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and to do all such acts, deeds and

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consider expedient for and in relation to any of the matters aforesaid or otherwise for the purpose of the Association.

- xi) To determine who shall be entitled to sign on behalf of the Company bill notes, receipts, acceptance, endorsement of Cheque, release contracts or documents.
- xii) To recover dues / debts from its members and other parties
- xiii) To fix responsibilities of the members of the Executive Committee with such powers and responsibilities as may be decided from time to time.
- xiv) To fill casual vacancy of Auditor or Auditors whenever it occurs.

#### GENERAL CLAUSES

- 60. The Company shall not have any provisions for any post of Office bearer to be held for more than 9 years.
- 61. The Company shall grant automatic membership to former international players (men and women) hailing from the State of Himachal Pradesh in terms of Articles 8A and 14A.
- 62. The Company shall not have any proxy voting.
- 63. Any office bearer who has held a post for two consecutive terms either in the Company or BCCI (or a combination of both) shall not be eligible to contest any further election without completing the cooling off period of three years. During the cooling off period, such an office bearer shall not be a member of the Governing Council of the BCCI or of any committee whatsoever of the BCCI or of the Company. The expression 'office bearer should not be permitted to be circumvented by being a member of any other committee or of the Governing Council in BCCI or Company, as the case may be.
- 64. A person shall be disqualified from being a Councillor if he or she:
  - (i) is not a citizen of India,
  - (ii) has attained the age of 70 years,
  - (iii) is declared as insolvent, or of unsound mind,
  - (iv) is a Minister or Government Servant or holds a public office, (except for the nominee of the Accountant General of the State,
  - (v) holds any office or post in a sports or athletic association or federation apart from cricket,
  - (vi) has been an office bearer of BCCI for a cumulative period of 9 years or of the Company for a cumulative period of 9 years,

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- (vii) has been charged by a Court of law for having committed any criminal offence, i.e. an order framing charges has been passed by a court of law having competent jurisdiction.

#### ADMINISTRATION

65. The Company may appoint a full time Chief Executive Officer (CEO) to ensure that the Company works to its maximum potential and its administrative and financial aspects are looked after properly. The CEO will be on contract with the Company and have a tenure of 5 years (unless, the contract is terminated by mutual agreement or by a 3 months' notice by either party), which can be extended by way of a fresh contract.
66. The CEO shall implement all decisions taken. He shall make such further proposals that may help in promoting the objects of the Company. He shall also ensure the overall implementation of the Memorandum and Articles of Association of the Company.
67. In case, for better functioning, the CEO requires assistance of some professionals, to assist him to achieve the objects of the Company in a better manner, in the streams of finance, infrastructure, law, media, human resources, any technical expert, etc., he may make a representation to this effect to the President, who shall after following fair and transparent due procedure, appoint such Managers on contractual basis. The CEO and such Managers shall not have any right to vote in the Company.

#### CONFLICT OF INTEREST

68. The provisions of Rules 38(1) to 38(5) of the BCCI Constitution shall apply mutatis mutandis to the Company.

#### THE OMBUDSMAN AND ETHICS OFFICER

69. **The Company shall appoint an Ombudsman and Ethics Officer at the Annual General Meeting for the purpose of guidance and resolution in instances of conflict of interest. The Ombudsman and Ethics Officer shall be a retired Judge or a person of eminence so appointed after obtaining his/her consent and on terms as determined by the Company in keeping with the dignity and stature of the office. The term of an Ombudsman and Ethics Officer shall be one year, subject to a maximum of 3 terms in office.**
70. An instance of Conflict of Interest may be taken cognizance of by the Ombudsman and Ethics Officer:
- Suo Moto
  - By way of a complaint in writing to the official postal or email address;
  - On a reference by the Apex Council as the case be;

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Provided that no anonymous complaints shall be entertained under any circumstances.

71. After considering the relevant factors and following the principles of natural justice, the Ombudsman and Ethics Officer may do any of the following:
- a) Declare the conflict as Tractable and direct that:
    - i. The interest that causes the conflict be relinquished; or/and
    - ii. The person recuse himself / herself from discharging the obligation or duty so vested in him or her.
  - b) Declare the conflict as Intractable and direct that:
    - i. The person be suspended or removed from his or her post; or/and
    - ii. Any suitable monetary or other penalty be imposed; or/and
    - iii. The person be barred for a specified period or for life from involvement with the game of cricket.

The Ombudsman and Ethics Officer is wholly empowered to also direct any additional measures or restitution as is deemed fit in the circumstances.

72. The types of disputes/ differences that form the Ombudsman and Ethics Officer's ambit and the procedures for redressal are:
- a) Member and Company Disputes  
Any disputes between or among the Company and its Members shall be automatically referred to the Ombudsman and Ethics Officer.  
*Procedure:* Both parties would submit their arguments and a hearing would be conducted following the principles of natural justice and exercising all powers of enquiry and hearing as the Ombudsman and Ethics Officer deems fit before appropriate orders are passed.
  - b) Detriment caused by Member or Administrator  
If any Member or any Administrator of the company commits any act of indiscipline or misconduct or acts in any manner which may or is likely to be detrimental to the interest of the company or the game of cricket or endangers the harmony or affects the reputation or interest of the company or refuses or neglects to comply with any of the provisions of the Memorandum and/or the Rules and Regulations of the company and/or the Rules of conduct framed by the Company, on receipt of any complaint

shall issue a Show Cause Notice calling for explanation and on receipt of the same and/or in case of no cause or insufficient cause being shown, refer the same to the Ombudsman and Ethics Officer.

*Procedure:* The Ombudsman and Ethics Officer shall, after providing opportunity of hearing to the parties concerned, pass an appropriate order.

c) Misconduct or Breach by Others

In the event of any complaint being received from any quarter, or based on any report published or circulated or on its own motion, of any act of indiscipline or misconduct or violation of any of the Rules and Regulations by any Player, Umpire, Team Official, Selector or any person associated with the Company, the Apex Council shall refer the same within 48 hours to the CEO to make a preliminary enquiry.

*Procedure:* The CEO shall forthwith make a preliminary inquiry and call for explanations from the concerned person(s) and submit his report to the Apex Council not later than 15 days from the date of reference being made by the Apex Council. On receipt of the report, the Apex Council shall forward the same to the Ombudsman and Ethics Officer, who shall call for all particulars and unless it decides that there is no prima facie case and accordingly drops the charge, hearing shall commence on the case and the same shall be completed as expeditiously as possible by providing a reasonable opportunity to the parties of being heard. If, despite due notice, any party fails to submit any cause or submits insufficient cause, the Ombudsman and Ethics Officer shall after providing reasonable opportunity of hearing to the parties concerned, pass appropriate order. In the event any party refuses and or fails to appear despite notice, the Ombudsman and Ethics Officer shall be at liberty to proceed ex-parte on the basis of the available records and evidence.


d) By the Public against the HPCA

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 and Ethics Officer.

*Procedure :* The Ombudsman and Ethics Officer would adopt the same procedure as laid down in (c) above after referring the complaint to the CEO to solicit a report on the complaint.

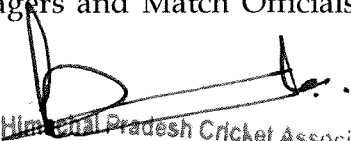
73. The Place of hearing shall be decided by the Ombudsman and Ethics Officer from time to time. The Ombudsman and Ethics Officer shall have the power to impose penalties as provided in the Regulations for Players, Team Officials, Administrators, Managers and Match Officials

For Himachal Pradesh Cricket Association



Director

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Director

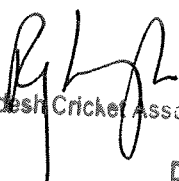
of the company.

74. The decision of the Ombudsman and Ethics Officer shall be final and binding and shall come into force forthwith on being pronounced and delivered.
75. Any Administrator, Player, Match Official, Team Official, Selector or other individual associated with the Company on being found guilty and expelled by the Company 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 in the company.
76. A Member once expelled, may, on application made after expiry of three years since expulsion, be readmitted by the company, provided the same is accepted at a General Body meeting by 3/4th members present and voting.
77. 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 Apex Council until final adjudication. However, the said adjudication ought to be completed within six months, failing which the suspension shall cease.

#### ELECTORAL OFFICER

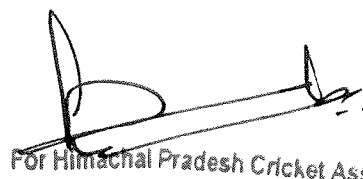
78.
  - a) The General Body shall from time to time frame rules of procedure for the elections. Any amendments to the procedure adopted shall be made at least 3 months prior to the elections.
  - b) At least four weeks prior to the Annual General meeting at which an election is to be held, the Apex Council shall appoint an Electoral Officer, who shall be a former Central or State Election Commissioner.
  - c) The Electoral Officer shall oversee and supervise the entire election process including scrutiny of the electoral rolls for Councillors, which shall include all nominations and candidatures being subject to his scrutiny in accordance with the Articles.
  - d) In case of any dispute or objection as to candidacy, disqualification, eligibility to vote, or the admission or rejection of a vote in the elections to the Apex Council or any of the Committees, the Electoral Officer shall decide the same and such decision shall be final and conclusive.

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## NOTICES

79. Subject to provisions of the act, a notice given personally or sent by post and postal certificate to the address of a member as entered in the books of the Company shall be deemed to have been duly delivered and received.
80. A notice posted at the registered office 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.
81. A certificate by the Hony. Secretary/ or Hony. Treasurer of 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

82. The financial year of the Company shall be the year ending 31st March or such other date as the Company shall fix in each year, to which the accounts of the company shall be balanced.
83. The accounts of the Company shall as soon as practicable after the end of the financial year be audited by an auditor, who shall be appointed as per the provisions of the Companies Act.
84. Each member of the executive committee, Manager, Auditor, Member of Sub- Committee, Officer, Servant, Agent, Accountant, or other person employed in the Company, shall if so required by the Company before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transaction and affair of the Company with outsider and the state of accounts with individuals and in the matter related thereto, and shall by such declaration pledge himself not to reveal any of the matter, which may come to his knowledge in the discharge of his duties, except when required so to do by the Company by law or by the person to who, such matters relate and except so far as may be necessary to comply with any of the provisions of these presents contained.
85. True accounts shall be kept by the Treasurer of all moneys received and expended by the HPCA and the matters in respect of which such receipts and expenditure take place and of all assets, credits and liabilities of the HPCA.

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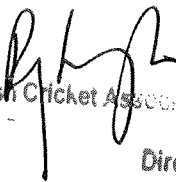
Director

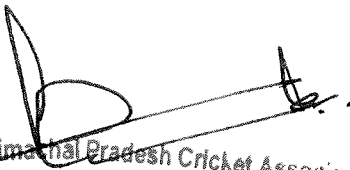
For Himachal Pradesh Cricket Association

Director

## WEBSITE

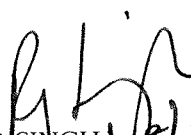
86. The website of the Company shall be properly maintained and updated on a quarterly basis. The website must carry the following details:
- a) The Memorandum of Association, Articles of Association, Office Orders and directions that govern the functioning of the Company, its Committees, the Ombudsman and Ethics Officer, Electoral Officer etc.,
  - b) the list of Members of the Company, as well as those who are defaulters,
  - c) the annual accounts and audited balance sheets and head wise income and expenditure details,
  - d) details of male, female and differently abled players representing the State in all age groups, with their names, ages and statistics.
  - e) advertisements and invitation for tenders, when the Company is seeking supply of goods or services (exceeding a minimum prescribed value as fixed), or notices regarding recruitment,
  - f) details of all goals and milestones for developing cricket in the State along with timelines and measures undertaken to achieve each of them,
  - g) details of all Office Bearers and managerial staff, like the CEO etc.
  - h) all payments and expenditures made by the HPCA which is in excess of Rs.25 Lakhs shall be enumerated and uploaded on the website.
  - i) dedicated links to all the stadia in the State which host international matches, along with their complete seating capacity, pricing, and transparent booking procedures for all tournaments whether international, domestic or IPL.
- All sponsor and other free allotments shall also be disclosed, in no event being more than 10% of the entire seating capacity in any particular category.

  
For Himachal Pradesh Cricket Assoc.  
Director


  
For Himachal Pradesh Cricket Assoc.  
Director

We several persons whose names, addresses, description and occupation are subscribed, are desirous of being formed into company in pursuance of this Memorandum of Association.

Sr. No	Name, Address description of Subscriber	Signature of Subscriber	
1	Sh. Anurag Thakur S/o Sh Prem Kumar R/o V.P.O. Samirpur, Teh. Bhoranj, Distt. Hamirpur (H.P.) - 177601	Sd/-	In Witness to all the subscribers who have signed in my presence Sd/- Virinder Sachdeva S/o Sh. T.R. Sachdeva 8, Adarsh Nagar, Jalandhar
2	Sh. Danvinder Singh S/o Sh. Maheshwar Singh R/o Rupri Palace Sultanpur, Distt. Kullu (H.P.) - 175101	Sd/-	
3	Sh. Roop Singh Kapoor S/o Late Sh. Dharampal Kapoor R/o Mohila Orchards, P.O. Bran, Teh. Manali, Distt. Kullu (H.P.) - 175131	Sd/-	
4	Sh. Vishal Marwaha S/o Sh. V.K Marwaha R/o Post Office Building, Sanjauli Shimla (H.P.)	Sd/-	
5	Sh. R.P Singh S/o Sh. Dharam Pal Singh R/o Prakaram Niwas, Mohal, Kullu HP	Sd/-	
6	Sh. Sanjay Sharma S/o Sh. J.P. Sharma R/o Dhauladhar Colony, Lower Barol - Dari Dharamshala, Distt. Kangra (H.P.) - 176057	Sd/-	
7	Sh. Prem Thakur S/o Sh. Dalip Thakur House No. 1, Friends Colony, Arya Nagar, Distt. Una (H.P.) -174303	Sd/-	

  
 (R.P. SINGH)  
 03/08/2019  
 For Himachal Pradesh Cricket Association

Director

  
 (PREM PARKASH THAKUR)  
 03/08/2019  
 For Himachal Pradesh Cricket Association

Director