

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

***THE BOMBAY INCORPORATED LAW
SOCIETY***

***Subscribed to on 15th day of December
1894***

***Incorporated on 15th day of January
1895***

**Certificate of Registry of the Memorandum and
Articles of Association of
The Bombay Incorporated Law Society.**

*Under Section 26 of Act No. VI of 1882 of the Legislative
Council of India.*

I certify that the above Society has been incorporated with limited liability, and that it has been this day duly registered pursuant to the provisions of the above named Act.

Dated at Bombay the 15th day of January 1895.

V. N. Bapat

Off. Registrar of Joint Stock Companies,

Bombay.

The Seal of
the Registrar of
Joint Stock
Companies,
Bombay.

**License under Section 26 of the Indian Companies
Act, 1882.**

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Whereas the Society calling itself "The Bombay Incorporated Law Society," has proved to the Governor of Bombay in Council that it is formed for the purpose of supporting and protecting the character, status and interest of the legal profession generally and particularly of Solicitors and Attorneys practicing within the territories under the jurisdiction of the Governor of Bombay, etc., and that it is the intention of the Society to apply its income in promoting its objects and to prohibit the payment of any dividend to its members;

The Governor in Council is pleased, by this License, to direct, under the provisions of Section 26 of the Indian Companies Act, 1882, that the said Society be registered with limit liability, without the addition of the word "limited" to its name.

This license is granted subject to the conditions and regulations which are contained in the Memorandum of Association of the said Bombay Incorporated Law Society, as subscribed by the members thereof a copy of which is hereunto annexed.

Given under the hand of J. Nugent, Esquire, Chief Secretary to the Government of Bombay this 9th day of January 1895.

J. Nugent
Chief Secretary to Government.

TABLE OF CONTENTS

	Page
I Memorandum of Association	1 to 5
II Articles of Association	1 to 28
Article	
1 Table "C" not to apply	1
2. Interpretation	1-4
Act	1
General Meeting	1
In writing	1
Marginal Notes and catch lines	1
Managing Committee	2
Member	2
Month	2
Office	2
President	2
Vice President	2
Register of Members	2
Registrar	2
Rules and Regulations	2
Society	2
Seal	2
Secretary	2
Singular Number	3
Year	3
3 Who can be a Member	4-5
4 Annual Subscription	5
5. Removal of Member due to arrears of subscription	5
6 Liability of outgoing member	5

7	Register of Members	5
8.	Managing Committee	6-7
9.	Appointment of alternate Managing Committee Member	7
10.	Managing Committee may fill up vacancies	7
11.	Managing entitled to co-opt Members	7
12.	Quorum for the meeting of members of Managing Committee	7
13.	When office of a Member of the Managing Committee shall be vacated	8-9
14.	Retirement by rotation of elected members of the Managing Committee.	9
15.	Ascertainment of members of Managing Committee retiring by rotation and filling up of vacancies.	9
16.	Eligibility for re-election	9
17.	Notice of candidature for office of the Managing Committee except in certain cases.	9 - 10
18.	No marginal notes	10
19.	Election of the members of the Managing Committee	10 - 11
20.	Appointment of members of the Managing Committee	11 - 12
21.	Functions of the President	12
22.	Functions of the Vice-President	12
23.	Powers of the Managing Committee	12
24.	Meetings of the Managing Committee	12
25.	Special Powers of Managing Committee	13-17
26.	Power to Make Rules & Regulations	17
27.	Secretary and Assistant Secretary	17

28	Meetings of the Society	18
29.	Annual General Meeting	18
30.	Extra ordinary General Meeting	18-19
31.	Calling of Extra Ordinary General Meeting on requisition	19
32.	Notice of business to be given	
33.	Quorum at General Meeting	
34.	If Quorum not present, meeting to be adjourned	
35.	Chairman of General Meeting	
36.	Notice of General Meeting	
37.	Business to be transacted at Annual General Meetings	
38.	Business to be confined to election of Chairman whilst chair vacant.	
39.	Questions at General Meeting how decided	
40.	Voting in person	
41.	Chairman's casting vote	
42.	Society to appoint successors	
43.	Provisions in default of appointment	
44.	Minutes to be kept	
45.	Managing Committee to keep true accounts	
46.	Inspection of registers etc. by members	
47.	Annual accounts and balance sheet	
48.	Accounts shall be sent to each member	
49.	Accounts to be accounted	
50.	Auditors	
51.	Annual Return and accounts	
52.	Service of documents notices on members by Society.	
53.	Service of notice by advertisement	

54. To whom documents or notices must be given
55. Document or notice by Society and signature thereto.
56. Service of document or notice by members
57. Seal
Indemnity

**MEMORANDUM OF ASSOCIATION
OF THE
THE BOMBAY INCORPORATED LAW SOCIETY**

1. The name of the Society is "THE BOMBAY INCORPORATED LAW SOCIETY".
2. The Registered Office of the Society will be situate in the City of Bombay.
3. The objects for which the Society is established are:—
 - (1) To support and protect the character, status, and interest of the legal profession generally and particularly of the members practising within the territories under the jurisdiction of the Governor of Bombay.
 - (2) To promote honourable practice, to repress malpractice, to settle disputed points of practice, and to decide all questions of professional usage or courtesy between or among the members.
 - (3) To consider all questions affecting the interests of the profession and to initiate and watch over or promote depositions in relation to general measures affecting the profession, and to procure changes of law or practice and the promotion of improvements in the principles and administration of the law; and for the purposes aforesaid to petition Parliament, the Government of India, the Local Government, the Judges of the High Court of Judicature at Bombay or elsewhere, the Faculty of Notaries Public in England, the Benchers of the Inns of Court in England, or the Incorporated Law Society of England, or any other legal authority in England, and the Chamber of Commerce in Bombay.
 - (4) To maintain high standard of professional conduct and etiquettes amongst the members and to expel or suspend a member from membership of the Society.
 - (5) To encourage further intensive and specialized study of law by persons desiring to be members of the Society and for that purpose to provide for practical training and experience, to hold and conduct tests and/or examinations, to stipulate and provide for the qualifications and grant and issue of certificates or diplomas to candidates who so qualify and to prescribe the required and necessary rules and regulations from time to time and to accept donations, on such terms and conditions as may from time to time be prescribed, of a prize, or prizes, or other rewards or distinctions.
 - (5-A) To provide the required machinery, organization, facilities and to prescribed the required rules and the regulations for settlement of disputes and / or differences in international, national, commercial or of any other nature or kind by means of conciliation and / or arbitration. (Amended pursuant to Resolution passed at the 87th Annual General Meeting held on 24th April 1981)
 - (5-B) To promote and propagate the cause of the administration of Justice, rule of law, the independence of judiciary, the independence of the bar and the legal profession and for this purpose to disseminate information and knowledge, to arrange seminars, conferences and programmes, to publish brochures, pamphlets and literatures, to collaborate with any other body dealing with such matters and to make appropriate representations to any authority or person, if any, to adopt appropriate legal proceedings and remedies in vindication thereof or to intervene in any appropriate legal proceedings. (Amended pursuant to Resolution passed at the 87th Annual General Meeting held on 24th April 1981)

- (6) To promote information on legal subjects by lectures, discussion, books, correspondence with Government officials, public bodies and individuals or otherwise.
- (7) To do all such other things as are incidental or conducive to the attainment of the above objects.
- (8) To provide for the settlement of the disputes between parties in general by arbitration and for that purpose to establish a Redressal mechanism and arbitration machinery, frame rules for arbitration, appoint a panel of arbitrators to act on any reference made by parties desirous of having recourse to conciliation or arbitration under the arbitration rules of the Society and to determine and charge fees for settlement of disputes by conciliation or arbitration under the arbitration rules of the Society. (Amended pursuant to Resolution passed at the 106th Annual General Meeting held on 29th September 2000).

4. The income and property of the Society, whence so ever derived, shall be applied solely towards the promotion of the objects of the Society, as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the persons who at any time are or have been members of the Society, or to any of them or to any person claiming through any of them. Provided that nothing herein contained shall prevent the gratuitous distribution among, or sale at a discount to subscribers to the funds of the Society or any books or other publications, whether published by the Society or otherwise, relating to all or any of its objects as above set forth, nor the payment, in good faith, of remuneration to any officers, or servants of the Society, or to any member thereof, or other person, in return for any services actually rendered to the Society.

5. The fourth paragraph of this Memorandum is a condition on which a Licence is granted by the Local Government to the Society, in pursuance of Section 26 of the Indian Companies Act, 1882.

6. If any member of the Society pays or receives any dividend, bonus or other profit in contravention of the terms of the fourth paragraph of this memorandum his liability shall be unlimited.

7. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up during the time he is a member or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at 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 contributories amongst themselves such amount as may be required not exceeding thirty rupees or in case of his liability becoming unlimited such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

8. If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society to be determined by the members of the Society at or before the time of dissolution and in default thereof by such Judge of the High Court of Judicature at Bombay as may have or acquire jurisdiction in the matter.

9. True accounts shall be kept of the sums of money received and expended by the Society and the matter in respect of which such receipts and expenditure takes place and of the property credits and liabilities of the Society and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being shall be open to the inspection of the members.

Once at least in every year the accounts of the Society shall be examined and the correctness of the balance sheet certified by auditors in accordance with the provisions of the Indian Companies Act, 1913.

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

Names, Addresses and Description of Subscribers

H. C. Burder, Solicitor, Bombay
Khunderao Moroji, Solicitor, Bombay.
Bhaishanker Nanabhai, Solicitor, Bombay.
Leslie Crawford, Solicitor, Bombay.
A. Craigie, Solicitor, Bombay.
C. B. Lynch, Solicitor, Bombay.
Eust. Ferrers Nicholson, Solicitor, Bombay.
Nanu N. Kothare, Solicitor Bombay.
Mansukhlal M. Munshi, Solicitor, Bombay.
D. B. Chitnis, Solicitor, Bombay.
Charles F. Moir, Solicitor, Bombay.
J. C. G. Bowen, Solicitor, Bombay.
G. W. Roughton, Solicitor, Bombay.
S. M. Kanga, Solicitor, Bombay.
P. Byrne, Solicitor, Bombay.
Ardeshir Framji, Solicitor, Bombay
Merwanji Kaikhua, Solicitor, Bombay.
H. A. H. Payne, Solicitor, Bombay.
Balkrishna V. N. Kirtikar, Solicitor, Bombay.
A. C. Walker, Solicitor, Bombay.
Regd. Gilbert, Solicitor, Bombay.
Allan F. Turner, Solicitor, Bombay.
Mirza Hoosein Khan, Solicitor, Bombay.
Chandulal Dayabhai, Solicitor, Bombay.
R. S. Brown, Solicitor, Bombay.
Pestonjee Kavasjee, Solicitor, Bombay.
Abdalla M. Dharamsi, Solicitor, Bombay.
Muljee Bhowanidass Barbhaya, Solicitor, Bombay.
Gulabchand M. Damania, Solicitor, Bombay.
R. M. Sayani, Solicitor, Bombay.
Vernon B. F. Bayley, Solicitor, Bombay.
Ochharam Nanabhai Haridas,
1, Ash Lane, Fort, Bombay,
Pleader and Attorney, High Court.

F. A. Little, Solicitor, Bombay.

Dated this 15th day of December 1894.

Witness to the above signatures.

F. E. DINSHAW

Clerk to Messrs. Crawford Burder, Buckland & Bayley,
Solicitors, Bombay

**ARTICLES OF ASSOCIATION
OF
THE BOMBAY INCORPORATED LAW SOCIETY**

Table 'C' not to apply but the Society to be governed by these Articles.

1. No regulations contained in Table 'C', in the First Schedule to the Companies Act, 1956, or in the corresponding Schedule to any previous Companies Act, shall apply to this Society, except so far as expressly incorporated herein, but the regulations for the management of the Society and for the observance of the Members thereof shall, subject to any exercise of the statutory powers of the Society with reference to the repeal or alteration, of, or addition to, its regulations by Special Resolution, as prescribed by the said Companies Act, 1956, be such as are contained in these Articles.

INTERPRETATION

Interpretation Issue.

2. In these Articles, unless there be something in the subject or context inconsistent therewith :-

"Act" shall mean and include "The Companies Act, 1956", or any statutory modification or re-enactment thereof for the time being in force.

"General Meeting" shall mean and include a General Meeting of the Members held in accordance with the provisions of Sections 166, 167 and 169 of the Act and of these Articles and any adjourned holding thereof.

"In writing" and **"written"** shall mean and include printing, lithography, typing, Cyclostyling and other modes of representing or reproducing words in visible form. (By a resolution passed at the 83rd Annual General Meeting held on 15th April 1977 words "typing" and "cyclostyling" have been added)

"Marginal Notes and Catch Lines" --- The Marginal Notes and Catch Lines contained in these Articles shall not affect the construction thereof.

"Managing Committee" shall mean and include the Committee of the Society functioning in the manner prescribed by these Articles.

"Member" shall mean and include member of the Society for the time being who shall be entitled to style himself as a "Solicitor".

"Month" shall mean and include a calendar month.

"Office" shall mean and include the Registered Office for the time being of the Society.

"President" shall mean and include the President of the Society for the time being.

"Vice-President" shall mean and include the Vice-President of the Society for the time being.

"Register of Members" shall mean and include the Register of Members to be kept pursuant to the Act.

"Registrar" shall mean and include the Registrar of Companies.

"Rules and Regulation" shall mean and include the rules and regulations of the Society for the time being in force.

"Society" shall mean and include the Bombay Incorporated Law Society, ~~incorporated under Section 36 of the Indian Companies Act, 1913.~~ (Deleted by resolution passed at 83rd Annual General Meeting held on 15th April 1977)

"Seal" shall mean and include the Common Seal for the time being of the Society.

"Secretary" shall mean and include the Secretary and the Assistant Secretary for the time being of the Society.

"Singular Number" words importing the singular number shall mean and include the plural number and vice versa.

Words importing masculine gender shall mean and include feminine gender and vice versa.

"Year" shall mean and include the calendar year.

(By a resolution passed at the 83rd Annual General Meeting in Article 2 wherever the words "means", "include" "shall mean" and "shall include" appeared they have been deleted and substituted by the "shall mean and include")

Save as aforesaid any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

- ~~3. (1) The following persons shall be members of the Society:~~
- ~~(a) Every person who has been admitted as an Attorney and is on the roll of the High Court of Judicature at Bombay as on 31st December 1976;~~
 - ~~(b) Every person who between 1st January 1977 and 1st April 1996 has passed the examination held or recognised by the society;~~
 - ~~(c) Every person who, with effect from 2nd April 1996 has passed the Examination held or recognised by the Society and shall be an Advocate on the Rolls of the Bar Council of India or of any State Bar Council in India.~~
- ~~(2) An application in such form as be prescribed by the Managing Committee from time to time shall be sent to the Society by any person eligible and desiring to become a member of the Society. Provided that a person who is a member of Society as on 31st December 1976 shall not be required to make any application as provided herein.~~
- ~~(3) A member of the Society shall be granted by the Society a certificate or a diploma in such form as may be prescribed by the Managing Committee from time to time certifying him to be a person who has undergone the required training, experience and further studies and entitled to style himself as "Solicitor".~~
- ~~(4) A member shall cease to be a member of the Society if his name is struck off the rolls by the Bar Council of Maharashtra. (Pursuant to resolution passed at the 86th Annual General Meeting held on 25th April 1980 this clause was added and original Article "3 (4)" appearing herein after renumbered as "3 (5)")~~
- ~~(5) A person who ceases to be member of the Society shall surrender the Certificate granted by the Society.~~

Strikethrough portion herein above and clause 3 appearing herein after was decided at the extra ordinary general body meeting of the Societ held on 22nd June 2001.

3. (1) The following persons shall be eligible to be the members of the Society:
 - (a) Every person who has been admitted as an Attorney and is on the Roll of the High Court. of Judicature at Bombay as on 31st December 1976;
 - (b) Every person who after 1st January 1977 has passed the examination held or recognized by the Society and shall be an Advocate on the Rolls of any State Bar Council in India.
- (2) An application in such form as be prescribed by the Managing Committee from time to time shall be sent to the Society by any person eligible and desiring to become a member of the Society, Provided that a person who is a member of Society as on 31st December 1976 shall not be required to make any application as provided herein.
- (3) A member of the Society shall be granted by the Society a certificate or a diploma in such form as may be prescribed by the Managing Committee from time to time certifying him to be a person who has undergone the required training, experience and further studies and entitled to style himself as "Solicitor".
- (4) A member shall cease to be a member of the Society if his name is struck off the rolls by the Bar Council with which the member is enrolled.
- (5) A member who ceases to be a member of the Society shall surrender the certificate granted by the Society.

MEMBERS OF THE SOCIETY

Annual subscription.

4. A member shall pay such annual subscription as may be decided upon by the Members of the Society in General Meeting from time to time. The annual subscription shall, unless and until otherwise directed by the Managing Committee, be payable on the 1st of January of every year. A person who becomes a Member at any time after 1st July, shall be liable to pay one half of the annual subscription.

Removal of Members due to arrears of subscription.

5. Any member whose subscription or other dues shall be three months in arrears and who has not paid such arrears within one month, after written notice calling for such payment, may be removed by the Managing Committee from the Register of Members and thereupon he shall cease to be a member.

Liability of outgoing Member

6. Any member who shall for any reason cease to be a member, shall nevertheless remain liable for and shall pay to the Society all moneys, which, at the time of ceasing to be a Member, may be due from him to the Society.

Register of Members.

7. A Register of Members shall be kept in which shall be set forth the names, occupations, nationalities and addresses of the Members for the time being and the date at which such Member became a member and the date at which such Member ceased to be a Member and in which, all changes in Membership from time to time taking place, shall be recorded.

MANAGING COMMITTEE

Managing Committee.

8. The Society shall have a Managing Committee consisting of not more than 18 (eighteen) members of which ~~fourteen~~ fifteen members will be elected members. The Managing Committee shall at the first meeting after the Annual General Meeting in every year elect out of its members its President, Vice-President, Secretary and if necessary, Assistant Secretary. The President and Vice-President of the Managing Committee shall respectively be the President and Vice-President of the Society, and the Secretary of the Managing Committee shall be the Secretary of the Society. The Assistant Secretary, if any, of the Managing Committee shall be Assistant Secretary of the Society. (Pursuant to resolution passed at 88th Annual General Meeting held on 29th June 1982 the number of elected members of the Managing Committee increased from fourteen to fifteen)

Appointment of alternate Managing Committee Members.

9. Subject to Section 313 of the Act, the Managing Committee may appoint any member of the Society as an alternate Member of the Managing Committee to act for a Member of the Managing Committee (hereinafter called "the Original Member") during his absence for a period of not less than three months from the State of Maharashtra. An alternate Member appointed under this Article, shall vacate the office if and when the Original Member returns to the State of Maharashtra.

Managing Committee may fill up vacancies.

10. The Managing Committee shall have power at any time and from time to time to appoint any member of the Society to be a Member of the Managing Committee, to fill a casual vacancy, but so that the total number of Members of the Managing Committee shall not at any time exceed the maximum fixed under Article 8. Any person so appointed shall hold office only up to the date to which the member in whose place he is appointed would have held office if it had not been vacated.

Managing Committee entitled to co-opt. Members.

11. The elected members of the Managing Committee shall be entitled to co-opt not more than three members of the Society as members of the Managing Committee by three-fourth majority of the Managing Committee members present and voting at any meeting of the Managing Committee. The members of the Managing Committee so co-opted by the Managing Committee shall cease to be members of the Managing Committee on the date of the Annual General Meeting of the Society to be held after their co-option by the elected members of the Managing Committee, but shall be eligible for re-appointment as co-opted members of the Managing Committee.

Quorum for the meetings of members of Managing Committee.

12. The quorum for meetings of the members of the Managing Committee of the Society shall be one-third of its total strength for the time being.

When Office of a Members of the Managing Committee shall be vacated.

13. Subject to Section 283(2) of the Act, the office of a Member of the Managing Committee shall become vacant if —

- (a) he resigns office by a notice in writing to the Secretary; or
- (b) he is found to be of unsound mind by a Court of competent jurisdiction; or
- (c) he applies to be adjudicated an insolvent; or
- (d) he is adjudged an insolvent; or
- (e) he absents himself from three consecutive meetings of the Managing Committee; or from all meetings of the Managing Committee for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Managing Committee; or
- (f) he is removed from office in pursuance of Section 283 of the Act; (Pursuant to resolution passed at 83rd Annual General Meeting held on 15th April 1977 the words "Section 28" deleted and substituted by the words "Section 284" or
- (g) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months; or
- (h) he becomes disqualified by an Order of Court under Section 203 of the Act; or
- (i) he makes default in payment of the annual subscription determined under the provisions of Article 4 hereof and is removed in pursuance of Article 5 hereof; or
- (j) he (whether by himself or by any person for his benefit or on his account) or any firm in which he is a partner or any private company of which he is a director, accepts a loan or any guarantee or security for a loan from the Society in contravention of Section 295 of the Act; or
- (k) his name is removed from the Roll of Advocates maintained by the State Bar Council; or
- (l) is suspended or expelled from the membership of the Society.

Retirement by rotation of elected members of the Managing Committee.

14. At every Annual General Meeting of the Society one-third of such of the elected members of the Managing Committee for the time being as are liable to retire by rotation, or if their number is not 3 or a multiple of 3, the number nearest to one-third shall retire from office.

Ascertainment of Members of Managing Committee retiring by rotation and filling up of vacancies.

15. The members 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 members of the managing Committee on the same day those who are liable to retire shall, in default of and subject to any agreement amongst themselves, be determined by a lot.

Eligibility for re-election.

16. A retiring member of the Managing Committee shall be eligible for re-election.

Notice of candidature for office of the Managing Committee except in certain cases.

17 (a) Subject to the provisions of the Act, a member other than a retiring Member of the Managing Committee shall be eligible for appointment to the office of member of the Managing Committee at any General Meeting, if he or some member intending to propose him, has, not less than ~~fourteen~~ ten days before the meeting, left at the office of the Society a notice in writing under his hand signifying his candidature for the office of the member of the Managing Committee or the intention of such member to propose him as a candidate for that office, as the case may be. (Pursuant to resolution passed at 86th Annual General Meeting held on 25th April 1980 the word "fourteen" was deleted and substituted by the word "ten")

(b) The Society shall inform its members of the candidature of a person for the office of a Member of the Managing Committee or the intention of a Member to propose such person, as the candidate for that office, by serving individual notices on the Members not less than ~~seven~~ five days before the meeting. (Pursuant to resolution passed at 86th Annual General Meeting held on 25th April 1980 the word "seven" was deleted and substituted by the word "five")

18. A person, other than a member of the Managing Committee, reappointed after retirement, shall not act as a member of the Managing Committee of the Society, unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing as such member of the Managing Committee. (Pursuant to resolution passed at 83rd Annual General Meeting held on 15th April 1977 sub clause (a) of the article was deleted and description "(b)" from sub clause (b) was deleted and the words "the Society and" from the marginal note also deleted)

Election of the Members of the Managing Committee.

19. Members of the Society present at the Annual General Meeting at which the members of the Managing Committee retire, may fill up the vacated offices by electing persons thereto. If at any meeting at which an election of the member of the Managing Committee ought to take place, the places of any such vacating members are not filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned to the same day in the next week at the same time and place or if at the adjourned meeting also the places of any such vacating members are not filled up, then subject to the provisions of Section 256 of the Act, such vacating members or such of them as have not had their places filled up, shall be deemed to have been re-elected at the adjourned meeting.

Appointment of Members of the Managing Committee

20. (1) At the Annual General Meeting voting in respect of appointment of elected members of the Managing Committee the voting paper bearing the names of all the candidates and stating the number of members of the Managing Committee to be elected, shall be given by the Honorary Secretary to each voter who shall apply in person therefore.
- (2) Every member of the Society entitled to vote shall do so by placing a cross against the name of any candidate for whom he desires to vote. He shall not place a cross against more names than the number of the members of the Managing Committee to be elected. He shall not give more than one vote to one candidate. The voting paper need not be signed by the voter. In the event of any erasures, obliterations or alterations on the voting paper or of an excessive number of votes purported to have been given the voting paper shall be deemed to be invalid and votes therein shall not be counted. If any mistake be made in filling up the voting paper, it may be exchanged for another before being handed over to the Chairman of the Meeting.
- (3) The voter shall personally fill up and deliver the voting paper to the Chairman of the Meeting.
- (4) The Chairman of the Meeting shall at the meeting appoint scrutineers to count the votes.
- (5) At the conclusion of the voting, the votes shall be counted by the scrutineers, who shall make their report to the Chairman of the meeting who will thereupon announce the names of the successful candidates.
- (6) In the event of their being an equal number of votes in favour of two or more members and in the event of the number of such members, exceeding the number of vacancies available, result of the election shall be determined by lot drawn by the Secretary in the presence of the Chairman of the Meeting.

FUNCTIONS OF THE PRESIDENT

Functions of the President.

21. The President shall preside at all meetings of the Managing Committee; shall have general supervision over the working of the Society and shall do everything which in his opinion, may tend to promote the prosperity and welfare and increase the usefulness of the Society to its members and shall perform such other duties, as may be incidental to the office of the President.

FUNCTIONS OF THE VICE-PRESIDENT

Functions of the Vice-President.

22. The Vice-President, in the absence of the President, shall have powers and perform the duties of the President.

POWERS OF THE MANAGING COMMITTEE

Powers of the Managing Committee.

23. The Management of the business, funds and property of the Society shall be vested in the Managing Committee who may exercise all such powers and do all such acts and things, as may be exercised or done by the Society and are not hereby or by law expressly directed or required to be exercised or done by the Society in General Meeting.

MEETINGS OF THE MANAGING COMMITTEE

Meetings of the Managing Committee.

24. The Managing Committee shall meet at such times as they may deem advisable, but at least once in every three months and make such regulations, as they think proper as to the summoning and holding of meetings of the Managing Committee and for transaction of business at such meetings.

SPECIAL POWERS OF MANAGING COMMITTEE

Special powers of the Managing Committee.

25. Without prejudice to the general powers conferred by Article 23 hereof, the Managing Committee shall have power :—

- (a) To appoint committees or sub-committees for such special purpose and for such period as the Managing Committee may determine. Such sub-committees may consist of member or non-members as may be elected by the Managing Committee from time to time.
- (b) Subject to the provisions of Section 292 of the Act, to delegate, subject to such conditions as they think fit, any of their powers to departmental committees or sub-committees.
- (c) To make, vary and repeal bye-laws or rules for the regulation of the proceedings of departmental committees or sub-committees.
- (d) To make, vary and repeal bye-laws or rules for the regulation of the business of the Society, of the officers or servants or of the Members of the Society, or of any department or section of the Society.
- (e) From time to time to appoint, and at their pleasure to remove or suspend, such officers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries, wages, commission or emoluments and to require security in such instances and to such amount as they may think fit.
- (f) To purchase all articles and things which may from time to time be required by the Society and to pay for the same in cash or otherwise as may be deemed expedient.
- (g) To purchase or otherwise acquire for the Society any property, rights or privileges which the Society is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or other acquisition to accept such title as the Managing Committee may believe or may be advised to be reasonably satisfactory.
- (h) To undertake on behalf of the Society the payment of all rent and the performance of all covenants, conditions and agreements contained in or reserved by any deed or contract to which the Society may be a party, or which may have been assigned to the Society; to insure and keep insured, if deemed expedient, all or any of the buildings, articles or other property of the Society; to

insure against the consequential loss through fire of the Society's revenue and/or standing charges; and to execute all deeds, agreements, contracts, receipts and other documents that may be necessary or expedient for the purposes of the Society.

- (i) To commence, institute, prosecute and defend all such actions and suits as the Society may deem necessary or expedient on the part of the Society and to compromise or submit to arbitration the same actions and suits as the Society in their discretion may think fit.
- (j) To make and give receipts and other discharges for money payable to the Society and for the claims and demands of Society.
- (k) To determine the manner in which bills, notes, receipts, acceptances, endorsements, cheque, releases, contracts and documents shall be signed or executed by or on behalf of the Society.
- (l) To execute in the name and on behalf of the Society in favour of any member of the Managing Committee or other person who may incur or be about to incur any personal liability for the benefit of the Society, such mortgages of the Society's property (present and future) as they may think fit and any such mortgage may contain a power of sale and such other powers, covenants, and provisions, as shall be agreed upon.
- (m) To establish and support or aid in the establishment and support of associations, institutions, funds or trusts, calculated to benefit employees or ex-employees of the Society or the dependants or connections of such persons, and to grant pensions and allowances and to make payments towards insurance.
- (n) Subject to the provisions of the Act, to invest and deal with any moneys of the Society not immediately required for the purpose thereof, upon such security, or without security and in such manner as they may think fit, and from time to time to vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Society's own name.
- (o) Subject to the provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Society to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Society as they may consider expedient.
- (p) To prescribe standards of professional conduct and etiquette to be observed and maintained by the members of the Society.
- (q) To prescribe rules, regulations and procedures to initiate and hold disciplinary proceedings against a member and provisions for suspension or expulsion of a member wholly or for the time being.
- (r) To prescribe rules, regulations and procedures for the practical training and experience, further intensive and specialised studies in law, the curriculum for the specified tests and or examinations, the conduct of such tests and/or examination including declaration of results and grant and issue of certificates or diplomas to members who qualify as members of the Society.
- (s) To grant and issue certificates or diplomas to members of the Society who are eligible and entitled by virtue of Article 3(1) certifying and entitling them to style themselves as "Solicitors" in such form and manner as may be prescribed from time to time.

- (t) To prescribe rules, regulations and procedure for arbitration tribunal or arbitration machinery to be set up by the Society for the speedy disposal of disputes and differences arising between any parties.
- (u) To prescribe rules and regulations regarding the schedule of fees to be charged by the members of the Society and other incidental matters.
- (v) To prescribe such other rules, regulations and procedures dealing with any other matter relating to any of the functions of the Society or which may in the interest of the Society or its members and to alter, amend, repeal or vary any rules of the Society. The Assistant Secretary, if any, shall perform such duties as may be assigned by the Managing Committee from time to time in that behalf.

(Pursuant to resolution passed at 83rd Annual General Meeting held on 15th April 1977 sub clauses (t), (u) and (v) have been added)

Powers to make Rules and Regulations.

26. The Society in General Meeting may make rules and regulations for better conduct of the Society, provided however that such rules and regulations be not be inconsistent with these Articles and may from time to time repeal or alter the same.

Secretary and Assistant Secretary

27. The Secretary shall perform any functions which, by the act or the articles for the time being of the Society, are to be performed by the Secretary, and shall execute any other duties which may from time to time be assigned to the Secretary by the Managing Committee of the Society, the Assistant Secretary if any, shall perform such duties as may be assigned by the Managing Committee from time to time in that behalf.

MEETINGS OF THE SOCIETY

Meetings of the Society

28. The General Meetings of the Society shall be of two kinds, namely :—

- (a) Annual General Meetings.
- (b) Extraordinary General Meetings.

All General Meeting other than Annual General Meetings shall be called Extraordinary General Meetings.

Annual General Meeting.

29. An Annual General Meeting shall be held within six months after the expiry of each financial year; provided that not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the rights conferred upon the Registrar under the proviso to Section 166(1) of the Act to extend the time within which any Annual General Meeting would be held. Every Annual General Meeting shall be called for a time during business hours, on a day that is not a public holiday and shall be held at the Registered Office of the Society or at some other place within Greater Bombay as the Managing Committee may determine and notices calling the Meeting shall specify it as the Annual

General Meeting. Every member of the Society shall be entitled to attend and the Auditor of the Society shall have the right to attend and to be heard at any General Meeting, which he attends on any part of the business, which concerns him as Auditor. At every General Meeting of the Society, there shall be laid on the table the Managing Committee's report and Audited Statement of Accounts and the Auditors Report (if not already incorporated in the Audited Statement of Accounts).

Extraordinary General Meeting.

30. The Managing Committee may, whenever it thinks fit, call an Extraordinary General Meeting. If at any time there are not within India members of the Managing Committee capable of acting, who are sufficient in number to form a quorum, any member of the Managing Committee or any two members of the Society may call an Extraordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Managing Committee at such time and place as he or they may determine.

Calling of Extraordinary General Meeting on Requisition.

31. The Managing Committee shall, on requisition of such member or members of the Society, as is specified in sub-section (4) of Section 169 of the Act, forthwith proceed duly to call an Extraordinary General Meeting of the Society and in respect of any such requisition and of any meeting to be called pursuant thereto, all the other provisions of section 169 of the Act shall apply.

Notice of business to be given.

32. No Annual General Meeting or Extraordinary General Meeting shall be competent to enter upon, discuss or transact any business, which has not been mentioned in the notice upon which it was convened.

Quorum at General Meeting

33. Five members present in person shall be a quorum for a General Meeting.

If Quorum not present, meeting to be adjourned.

34. If, at the expiration of half an hour from the time appointed for holding a General Meeting, a quorum shall not be present, the meeting, if called upon the requisition of the members shall stand dissolved and in any other case the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Managing Committee may determine, and if at such adjourned meeting a quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.

Chairman of General Meeting.

35. The President shall be entitled to take the Chair at every General Meeting. If there be no such President, or he has intimated his inability to be present, or if at any meeting he shall not be present, within fifteen minutes of the time appointed for holding such meeting, then the Vice-President thereat shall be entitled to take the Chair and failing him, the members present shall elect another member of the Managing Committee as Chairman, and

if no member of the Managing Committee be present or if all the members of the Managing Committee present decline to take the Chair, then the members present shall elect one of their number to be the Chairman.

Notices of General Meetings.

36. A General Meeting may be called by giving not less than ~~twenty one days notice at least of every Annual General Meeting~~ fourteen days' notice in writing, specifying the day, place and hour of meeting, and the statement of the business to be transacted thereat, to such persons as are under these Articles entitled to receive notice from the Society. The accidental omission, however, to give any such notice to any of the members, or the non-receipt thereof, shall not invalidate the proceedings of or any resolution passed at any such meeting. No fresh notice shall be necessary for an adjourned meeting unless it is adjourned for a period of not less than fourteen days. (Pursuant to resolution passed at 83rd Annual General Meeting held on 15th April 1977 the words "twenty one days notice at least of every Annual General Meeting" deleted and substituted by the words "A general Meeting may be called by giving not less than fourteen days notice in writing" Further the words "shall be given in the manner as herein after provided" deleted. At the end of the Article the words "No fresh notice shall be necessary for an adjourned meeting unless it is adjourned for a period of not less than fourteen days" added)

Business to be transacted at Annual General Meetings.

37. (a) In the case of an Annual General Meeting all business to be transacted at the meeting shall be deemed special with the exception of the business relating to :—
- (i) the consideration of the Accounts, Balance Sheet and Income and Expenditure Account and the Report of the Managing Committee and of the Auditors.
 - (ii) the appointment of the members of the Managing Committee.
 - (iii) the appointment and the fixing of the remuneration of the Auditors.

In the case of any other meeting all business shall be deemed special.

- (b) Where any items of business to be transacted at the meeting are deemed to be special as aforesaid, there shall be annexed to the Notice of the meeting an Explanatory Statement setting out all material facts concerning each such item of business as are set out in Section 173 of the Act as far as applicable.
- (c) Where any item of business to be transacted at any General Meeting of the Society consists of according to the approval of the meeting to any document, the time and place where the document can be inspected shall be specified in the Explanatory Statement.

Business to be confined to election of Chairman whilst Chair vacant.

38. No business shall be discussed at any General Meeting except the election of a Chairman, whilst the chair is vacant.

Questions at General Meeting how decided.

39. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the results of the show of hands) demanded by at least five members present in person, or by the Chairman of the Meeting and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the Minute Book of the Society, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution. These provisions shall not apply to the provisions for election of the elected Members of the Managing Committee.

Voting in person

40. Every member of the Society shall have one vote and voting shall be in person. No member shall, be entitled to vote at any meeting, if he has been declared a defaulter in payment of subscription, or any other amount that may be due by him to the Society.

Chairman's casting vote.

41. In the case of an equality of votes, the Chairman of the Meeting shall, both on a show of hands and at a poll, if any have a casting vote in addition to the vote to which he will be entitled as a member.

Society to appoint successors.

42. The Society may, at the General Meeting at which a member of the Managing Committee retires in the manner aforesaid, fill up the vacancy by appointing the retired member or some other member of the Society in the manner herein before set out.

Provisions in default of appointment.

43. (a) If the vacancy of the retirement of a member of the Managing Committee is not so filled up and the meeting has not expressly resolved not to fill up the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place or if that day is a public holiday till the next succeeding day, which is not a public holiday at the same time and place.
- (b) If at the adjourned meeting also, the vacancy of the retiring member is not filled up and that meeting also has not expressly resolved not to fill up the vacancy, the retiring member shall be deemed to have been re-appointed at the adjourned meeting, unless :—
- (i) At the meeting or at the previous meeting a resolution for the re-appointment of such member has been put to the meeting and lost;
 - (ii) The retiring member has by a notice in writing addressed to the Society expressed his unwillingness to be so re-appointed;
 - (iii) He is not qualified or he is disqualified for re-appointment.

Minutes to be kept.

44. (1) The Society shall cause minutes of all proceedings of General Meetings and of all proceedings of meetings of its Managing Committee or of every Committee or Sub-Committee of the Managing Committee to be kept by making within ~~fourteen~~ thirty days of the conclusion of every such meeting concerned entries thereof in the books kept for that purpose with their pages

consecutively numbered. (Pursuant to resolution passed at 83rd Annual General Meeting held on 15th April 1977 the word "fourteen" was deleted and substituted by the word "thirty")

- (2) Each page of every such book shall be initialed or signed and the last page of records of proceedings of each meeting in such book shall be dated and signed.
 - (a) in the case of minutes of proceedings of a meeting of the Managing Committee or of a Committee thereof by the Chairman of the said meeting or Chairman of the next succeeding meeting;
 - (b) in the case of minutes of proceedings of General Meetings by the Chairman of the said meeting within the aforesaid period of ~~14~~ 30 days or in the event of the death or inability of such Chairman within that period by a member of the Managing Committee duly authorised by Managing Committee for the purpose. (Pursuant to resolution passed at 86th Annual General Meeting held on 25th April 1980 the figure "14" was deleted and substituted by the figure "30")
- (3) In no case the Minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (4) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- (5) All appointments of officers made at any of the meetings aforesaid shall be included in the Minutes of the meetings.
- (6) In the case of meeting of the members of the Managing Committee or of a Committee thereof, the Minutes shall contain :—
 - (a) The names of all the members present at the meeting; and
 - (b) In the case of each resolution passed at the meeting, the names of all the members, if any, dissenting from or not concurring in the resolution.
- (7) Nothing contained in clauses (1) to (4) hereof shall be deemed to require the inclusion in the minutes of such meetings of any matter which in the opinion of the Chairman of the meeting;
 - (a) is or could reasonably be regarded as defamatory of any person;
 - (b) is irrelevant or immaterial to the proceedings; or
 - (c) is detrimental to the interests of the Society.

The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the Minutes on the grounds specified in this clause.

ACCOUNTS

Managing Committee to keep true accounts.

45. The Managing Committee shall cause proper books of account to be kept of the transaction of the society and of the assets and liabilities thereof, which books of account shall be kept at the Registered Office of the society, provided that all or any of the books of account may be kept at such other place in India, as the Managing Committee may decide and when the Managing Committee so decides, the Secretary shall, within seven days of the decision, file with the Registrar a notice in writing giving the full address of that other place.

Inspection of Registers etc. by Members.

46. Subject to Section 163 of the Act, the Managing Committee shall, from time to time, determine whether and to what extent and at what times and places and under what

conditions and regulations the registers, indexes, returns and copies of certificates and documents or any one or more of them shall be open to the inspection of the members (not being members of the Managing Committee) and no member (not being a member of the Managing Committee) shall have any right of inspecting the registers, indexes, returns and copies of certificates and documents or any one or more of them except as conferred by law or authorised by the Managing Committee or by the Society in General Meeting.

Annual Accounts and Balance Sheet.

47. The Managing Committee shall, from time to time in accordance with Sections 210, 211, 215, 216 and 217 of the Act cause to be prepared and to be laid before the members in General Meeting such Balance Sheets, Accounts, and Reports, as are required by those sections.

Accounts shall be sent to each member.

48. A copy of every Income and Expenditure Account and Balance Sheet, duly audited (including the Auditors' report and every other document required by law to be annexed or attached to the Balance Sheet) shall at least ~~21 days~~ fourteen days before the Meeting at which the same are to be laid before the members, be sent to the members of the Society, and to all persons entitled to receive notices of General Meetings of the Society. (Pursuant to resolution passed at 83rd Annual General Meeting held on 15th April 1977 the figure and words "21 days" were deleted and substituted by the words "fourteen days")

Accounts to be accounted.

49. Once at least in every year the accounts of the Society shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by an auditor or auditors.

Auditors.

50. Auditors shall be appointed and their remuneration and duties regulated in accordance with Sections 224 to 233 of the Act.

Annual Return and Accounts.

51. The Committee shall prepare an Annual Return in accordance with Sections 160 excluding clause (aa) of Sub-Sections (1) and 161, and forward the same to the Registrar of Companies, Maharashtra together with 3 copies of the Accounts as required by Section 220 of the Act.

Service of documents notices on members by Society.

52. (1) A document or notice may be served or given by the Society on any member either personally or by sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Society for serving documents or notices on him.
- (2) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a member has intimated to the Society in advance that documents or notices should be sent to him under a Certificate of Posting or by Registered Post with or without Acknowledgment Due and has deposited with the Society a sum sufficient to

defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member and unless the contrary is proved, such service shall be deemed to have been effected in the case of notice of a meeting at the expiration of forty-eight hours after the letter containing the document or notice is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

Service of notice by advertisement.

53. A document or notice advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Society shall be deemed to be duly served or sent on the day on which the advertisement appears to every member who has no registered address in India and has not supplied to the Society an address within India for the serving of documents on or the sending of notices to him.

To whom documents or notices must be given.

54. Documents or notices of every General Meeting shall be served or given in the manner hereinbefore authorised on or to (a) every member and (b) the auditor or auditors for the time being of the Society.

Document or notice by Society and Signature thereto.

55. Any document or notice to be served or given by the Society may be signed by the Secretary or some person duly authorised by the Managing Committee and for such purpose and the signature thereto may be written, printed or lithographed.

Service of document or notice by Members.

56. All documents or notices to be served or given by members on or to the Society or any Office thereof shall be served or given by sending it to the Society or Officer at the Registered Office of the Society by post under a Certificate of Posting or by Registered Post, or by leaving it at its Registered Office.

SEAL

Seal

57. The Managing Committee shall provide a Common Seal for the purpose of the Society and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and shall provide for the safe custody of the seal for the time being and it shall not be used except by the authority of the Committee and in the presence of the President or Vice-President of the Society, or two members of the Managing Committee.

INDEMNITY

Right to Indemnity of Members of the Managing Committee.

58. Save and except in so far as the provisions of this Article shall be avoided by Section 201 of the Act, the Managing Committee, Auditor, Secretaries and other officers or servants

for the time being of the Society and Trustees (if any) for the time being acting in relation to any of the affairs of the Society, and every one of them and every one of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Society from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or committed in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through or by their own willful neglect or default, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Society shall or may be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Society shall be placed out or invested, or for any other loss, misfortune or damage which may happen in execution of their respective offices or trusts or in relation thereto except when the same shall happen by or through their own willful neglect or default respectively.

NOTE.

The above Articles of Association were adopted as the Articles of Association of the Society as per the Special Resolution passed at the Annual General Meeting of the Society held on 25th March 1964, which is as under: —

“Resolved that the Regulations contained in the document submitted to this meeting and for the purpose of identification subscribed by the Chairman thereof be and they are hereby approved and adopted as the Articles of Association of the Society in substitution for and to the exclusion of the existing Articles thereof.”

R. A. Gagrati, M.
President

B. Madgavkar,
Hon. Secretary