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Form I. R.

Certificate of Incorporation.

No. 10924 of 1957-58

I hereby certify that THE COMPANY OF MASTER

MARINERS OF INDIA.

..

...

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..

..

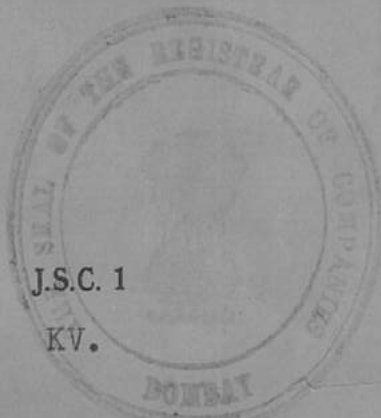
...

is this day incorporated under the Companies Act, 1956
(No. I of 1956) and that the Company is Limited.

Given under my hand at BOMBAY

this TWENTY-SECOND day of AUGUST

One thousand nine hundred and FIFTY-SEVEN.



S Venkataraman
(S. Venkataraman)
Registrar of Companies.
Bombay.

HISTORICAL NOTE

The first major amendments to the memorandum and articles of association of the Company were carried out vide Company Law Board letter no. 16(25)(8)2/88/2541 dated 29th April, 1988. These came into force with effect from 1st Jan, 1989.

Recently once again it was felt necessary to carry out certain amendments to the memorandum & articles. Finally the Registrar of Companies gave approval to these amendments vide his letter No. ROC/Appln/Sec.8/13/10/14/4869 dtd.16th Oct, 2014.

These were adopted at the Extraordinary General Meeting of the Company held on 12th March, 2015 and came into effect the same day.

With passage of time it also became necessary to amend and re-arrange the Rules of the Company. Same was approved at the General Body meeting held on 22nd Sept, 2015.

This booklet contains the Memorandum & Articles of Association and Rules of the Company as amended till date.

MEMORANDUM OF ASSOCIATION
OF
THE COMPANY OF MASTER MARINERS
OF INDIA

- (1) The name of the Company is **“THE COMPANY OF MASTER MARINERS OF INDIA”**.
- (2) The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the Jurisdiction of the Registrar of Companies, Maharashtra at Mumbai
- (3) The objects for which the Company is established are as follows :-
 - (1) To provide a central body representative of the senior officers of the Merchant Navy for the purpose of developing and promoting by the methods hereinafter mentioned, the traditions and efficiency of the Merchant Navy.
 - (2) To encourage and maintain a high and honourable standard of ability and professional conduct in the officers of the Merchant Navy.
 - (3) To promote and maintain, in all respects, efficient and friendly co-operation between the Merchant Navy and the Indian Navy.
 - (4) To collect, circulate, publish and distribute (gratuitously or otherwise) statistics, and other information relating to the Merchant Navy or to Nautical Science.
 - (5) To constitute a body of experienced seamen, who will be able to act as Members of, or to give evidence before any Government of India Commissions, or any Courts of Enquiry, Committees or Boards of any description, or governing or examining or other bodies, official or otherwise, and who will be available for advice or consultation on all questions concerning or affecting the Merchant Navy, or Judicial, commercial, scientific, educational or technical matters relating thereto.
 - (6) To provide opportunities and facilities for the discussion and study of matters concerning or affecting the Merchant Navy, or sea craft, navigation or nautical science.

- (7) To provide a central consultative body of practical seamen, who will be available to the Government of India and to shipowners, seamen, and the public, for information and advice on all matters connected with the safety and preservation of ships, passengers, seamen and cargo.
- (8) To accept any gifts of property, whether subject to any special trusts or not for the promotion of the objects of the Company.
- (9) To undertake and execute any trust which may lawfully be undertaken by the Company and may be conducive to its objects.
- (10) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be declared expedient for procuring contributions or donations to enable the Company to carry out any of its objects which may require such assistance.
- (11) To print, publish and distribute any newspapers, periodicals, books or leaflets for the promotion of the objects of the Company.
- (12) To invest any moneys of the Company, not immediately required for any of its objects, in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (13) To the extent allowed by law, to establish or support, or to aid in establishing or supporting or to affiliate any other corporation which exists for objects similar to those of the Company; and which by their constitutions prohibit the distribution of their profits or assets amongst their members to at least the extent imposed by this Memorandum of Association and the objects of which are charitable.
- (14) To provide in whole or in part for the maintenance of any necessitous Master Mariners and their dependents, and for the salaries, superannuation or pensions of servants of the Company or their dependents
- (15) To make Regulations for the good management of the affairs of the Company and for the promotion of its objects.
- (16) To undertake all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that the Company shall not support with its funds, or endeavour to impose on, or procure to be observed by its members or others, any regulation or restriction which, if an object of the Company, would make it a Trade Union.

- (4) The objects of the Company extend to the whole world.
- (5) (i) The income and property of the Company, whencesoever derived, shall be applied solely for the promotion of its objects as set forth in this Memorandum.
- (ii) No portion of the income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who at any time are, or have been, members of the Company or to any one or more of them or to any persons claiming through any one or more of them; Provided that –
 - (a) 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 interest on money lent or reasonable and proper rent on premises lent to the Company.
 - (b) No member shall be appointed to any office under the Company which is remunerated by salary, fees or in any other manner not excepted by clause (a);
 - (c) Nothing in this clause shall prevent the payment by the Company in good faith of reasonable remuneration to any of its officers or servants(not being members) or to any other person (not being a member), in return for any services actually rendered to the Company.
- (6) No alteration shall be made to this 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.
- (7) The liability of the members is limited.
- (8) Each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a

member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a sum of Rupees Twenty.

- (9) True accounts shall be kept of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and of the property, credits and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined and the correctness of the Balance Sheet and the Income and Expenditure Account ascertained by one or more properly qualified auditor or auditors
- (10) If upon a 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 this 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 acquire jurisdiction in the matter.
- (11) We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a Company not for profit, in pursuance of this Memorandum of Association.

Names, addresses, descriptions and occupations of subscribers

- | | | | |
|----|------------------|----|--------|
| 1. | Sd. Sam B. Aga | of | Bombay |
| 2. | Sd. T. Tod | of | Bombay |
| 3. | Sd. R. G. Karnik | of | Bombay |
| 4. | Sd. J. S. Hawkes | of | Bombay |
| 5. | Sd. B. L. Batra | of | Bombay |
| 6. | Sd. G. S. Singh | of | Bombay |
| 7. | Sd. P. Alexander | of | Bombay |

Dated 8th day of August, 1957.

Witness to the above signatures.

Sd. R.S. Swamy, Stenographer, Ericson & Richards, 32, Nicol Road, Bombay – 1
Names, addresses, descriptions and occupations of subscribers

| Name | Address & Occupation of the subscribers |
|---------------------------------|---|
| 1. Sam B. Aga | Marine Surveyor Ericson & Ricghards 32, Nicol Road Ballard Estate, Bombay |
| 2. Capt. Thomas Tod | Marine Superintendent Mogul Line Limited 16, Bank Street Bombay – 1 |
| 3. Capt. R.G. Karnik | Pilot Bombay Port Trust Bombay |
| 4. Capt. John Stanley Hawkes | Ag. Senior Dock Master Bombay Port Trust Bombay |
| 5. Capt. B.L. Batra | Cargo Superintendent Scindia Steam Navigation Co. Ltf. Scindia House Ballard Estate Bombay |
| 6. Capt. G.S. Singh | Deputy Nautical Advisor To the Government of India C/o. Directorate General of Shipping Commerce House Ballard Estate, Bombay |
| 7. Capt. P. Alexander | Principal Nautical & Engineering College Waudby Road Bombay - 1 |

Witness to the above signatures:

R.S. Swamy, Stenographer, Ericson & Richards, 32 Nicol Road, Bombay-1

ARTICLES OF ASSOCIATION
OF
THE COMPANY OF MASTER MARINERS
OF INDIA

1. Except as modified or altered by the following Articles, the regulations in Table “C” in Schedule I to the Companies Act, 1956 will apply to this Company so far as the circumstances of the case permit.

INTERPRETATION

2. (1) In these Articles –
 - (a) “the Act” means the Companies Act, 1956.
 - (b) “the Seal” means the Common Seal of the Company.
- (2) Unless the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any statutory Modification thereof in force at the date at which these Regulations become binding on the Company.

MEMBERS

3. The Company for the purpose of registration is declared to consist of fifty four members. These fifty four members whose names and descriptions are listed in the Annex to these Articles may be known as founder members.
4. The Court hereinafter mentioned may, elect additional members and register such members in the register of the Company.
5. (1) Every person duly elected by the Court shall subject to provisions of these Rules be designated as one or more of the following :-
 - (2) Within the meaning of these Rules :

- (i) “Student Associate” means a person holding at least
 - (a) A Certificate of Competency as an Officer-in-charge of “Navigational Watch” issued by a Country accepted by the Court or
 - (b) A degree of “Nautical Science” from a University accepted by the Court or
 - (c) Any other qualification considered equivalent to the above qualification.
- (ii) “Member” means a person holding at least a Certificate of Competency as a “Master of a Foreign going ship” issued by a Country accepted by the Court or its equivalent as decided by the Court.
- (iii) “Fellow Member” means a Member who in recognition of his outstanding contribution to the profession has been elected as a “Fellow Member” by the Court.
- (iv) “Life Member” means any Member or Fellow Member whose request for compounding his subscription for life within the meaning of these rules has been approved by the Court. Life Member shall have the same rights and privileges as Members and Fellow Members.
- (v) “Corporate Body” means a Company registered under the Companies Act, or a Partnership firm or a Co-operative Society registered under Co-Operative Society’s Act or any other similar law in force in India engaged in the business of shipping or such other allied interests. “Corporate Body” shall not have voting rights but shall be eligible to nominate three representatives to participate in all other activities of the Company.
- (vi) “Honorary Fellow” means a person who is not eligible to be a member of the Company but by reasons of his outstanding achievements, service to the industry, personal distinction and reputation, it would bring repute to the Company to bestow him with such distinction. He will be eligible to participate in all activities of the Company.

**CONTROL OF AFFAIRS, BUSINESS AND PROPERTY
OF THE COMPANY**

6. There shall be a Court of the Company of not more than 30 members (hereinafter referred to as “Wardens”). The affairs, business and the property of the Company shall be controlled by the Court. The Court shall consist of the Master, the Deputy Master, the SecretaryGeneral, the Treasurer and ordinarily20 wardens. The Court shall be elected under the provisions of these Rules. The Court may co-opt to a maximum of six members as Wardens to ensure representation of chapters and members at sea as well as persons whose participation is considered desirable by the Court. Such co-opted wardens shall not be eligible for election as Master or Deputy Master.
7. There shall be a Master of the Company. The Master shall be elected by the Wardens from amongst the elected Wardens. The general executive powers of the Company shall vest in the Master.
8. There shall be a Deputy Master of the Company elected by the Wardens from amongst the elected Wardens and he may exercise such powers as may be delegated by the Court.
9. (a) The Master, Deputy Master and Wardens shall appoint from amongst the Wardens, aSecretary General who may be delegated the general executive powers of the Master subject to the control of the Court.
- (b) The Master, Deputy Master and Wardens shall appoint from amongst the Wardens, a Treasurer who may be delegated the responsibility for maintaining the accounts and financial records, subject to the control of the Court.
- (c) No member of the Company shall be entitled to any remuneration. Expenses incurredby them during the discharge of their duties shall be reimbursed.
10. The Company shall have full power and authority to make from time to time Rules controlling such matters concerning the Company not expressly provided for in the Memorandum of Association.
11. The Rules contained in these Articles of Association shall be the Rules of the Company until they have been repealed, amended or added to in the manner hereinafter described.

12. Repeals of, amendments of and additions to the Rules shall be made only by a special resolution as hereinafter defined.
13. (1) A resolution shall be an ordinary resolution when at a general meeting of which the notice has been duly given, the votes cast (whether on a show of hands, or on a poll, as the case may be), in favour of the resolution (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the resolution by members so entitled and voting.
- (2) A resolution shall be special resolution when –
 - (a) The intention to propose the resolution as a special resolution has been duly specified in the notice calling the general meeting or other intimation given to the members of the resolution :
 - (b) The notice has been duly given of the general meeting; and
 - (c) The votes cast in favour of the resolution (whether on a show of hands, or on a poll, as the case may be), by members who being entitled so to do, vote in person, or by proxy, are not less than three times the number of the votes, if any, cast against the resolution by members so entitled and voting.

ANNUAL GENERAL MEETING

14. The Company shall, in addition to any other meetings, hold a general meeting which shall be styled its annual general meeting at the intervals and in accordance with the provisions specified below.
15. The first annual general meeting shall be held by the Company within eighteen months of its incorporation.
16. The next annual general meeting of the Company shall be held by it within nine months after the expiry of the financial year in which the first annual general meeting was held; and thereafter an annual general meeting shall be held by the Company within six months after the expiry of each financial year. In default of a general meeting so held, a general meeting shall be held in the month next following and may be called by any two members in the same manner as nearly as possible as that in which meetings are called by the Court.

17. Every Annual General Meeting shall be called at a specified time and date to be decided by the Court on a day that is not a Public Holiday and shall be held either at the registered office of the Company or at some other place within the city of Bombay. The notice calling such meeting shall specify it as the Annual General Meeting.
18. The above mentioned general meetings shall be called ordinary meetings; all other meetings shall be called extra-ordinary.

EXTRA-ORDINARY GENERAL MEETING

19. An Extra-Ordinary General Meeting shall be called by the Court on receipt of a request in writing from not less than one-tenth of the total membership of the Company. Such requisitions shall be scrutinized by the Court.
20. The requisition shall set out the matter for which the meeting is to be called.
21. The requisition may consist of several documents in like form, each signed by one or more requisitionists.
22. The Court shall, on receipt of a valid requisition, hold a meeting for the consideration of those matters only as raised in the requisition on a day not later than forty-five days from the date of the deposit of such requisition. If the Court does not, within twenty-one days from the date of deposit of a valid requisition, call a meeting for the consideration of those matters, the meeting may be called.
 - (a) by the requisitionists themselves.
 - (b) Or by such of the requisitionists as represent not less than one-tenth of the total voting power of all the members of the Company.
23. The meeting called by the requisitionists or any of them shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Court but shall not be held after the expiration of three months from the date of the deposit of the requisition.

Provided, where a meeting had commenced before the expiry of the period of three months, the same may be adjourned to some day after the expiry of that period.
24. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Court to duly call a meeting shall be repaid to the requisitionists by the Court. If any amount in the way of fees is due to the Company from the requisitionists, same shall be recovered from such payments.

PROCEEDINGS AT GENERAL MEETINGS

25. A general meeting of the Company may be called by giving not less than twenty-one day's notice in writing.
26. A general meeting may be called after giving shorter notice than above, if the consent is accorded thereto –
 - (a) In the case of an annual general meeting, by all the members entitled to vote thereat; and
 - (b) In the case of any other meeting, by members of the Company having not less than 95 per cent of the total voting power exercisable at that meeting.
27. Every notice of a meeting of the Company shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted thereat. . Notice of every meeting shall be given to –
 - (a) every member of the Company, and
 - (b) to the auditor or auditors for the time being of the Company.
28. The accidental omission to give notice to, or the non-receipt of notice by any member or other person to whom it should be given, shall not invalidate the proceedings at the meeting.
29. Where items of the business are deemed to be special as hereinafter specified there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature and extent of the interest, if any, therein, of every member of the Company.
30. Special Business :

All business shall be deemed special that is transacted at an Extra-Ordinary Meeting and all business that is transacted at an Ordinary Meeting shall also be deemed special except the consideration of accounts and the auditor's report thereon, and of the annual reports of the Court, and any Committees, the announcing of the results of the elections; and appointment and remuneration of the Auditors.

31. Person Presiding :

The Master, or failing him, the Deputy Master, or failing him any one of the Wardens, shall preside at a General Meeting. In the absence of the Master or Deputy Master, the wardens shall elect one of the Wardens to preside at such meeting.

32. If there is no Master, Deputy Master or Warden or if at any meeting one of them shall not be present within five minutes of the time appointed for holding the said meeting, the members shall choose a member of the Company from amongst those present to preside.

33. Quorum

No business shall be transacted at any meeting unless a quorum of members is present at the commencement of the business. The quorum shall be ascertained as follows, that is to say, if the members of the Company at the time of the meeting do not exceed ten in number, the quorum shall be five, if they exceed ten, there shall be added to the above quorum one for every five additional members with this limitation, that no quorum shall in any case exceed twenty.

34. In the event of a lack of quorum, the meeting shall stand adjourned for thirty minutes and shall be reconvened at the same place and on the same day and which will become a legally constituted General Meeting, whether there is quorum or not.

Once the chair is taken, the meeting cannot be adjourned unless ruled by the Chair.

35. Adjournment

The Master or other person presiding over any meeting may, with the consent of such meeting, adjourn the same from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place

36. Decisions on Resolutions

At any general meeting, unless a poll in writing is demanded by at least one third members present and voting, a declaration by the Master or other person presiding

that the resolution has been carried or lost, and an entry to that effect made in the book of proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

37. Taking of Polls

If a poll is demanded in the manner aforesaid, the same shall be taken in such a manner as the Master or other person presiding directs, and the results of the poll shall be deemed to be and resolution of the meeting at which the poll was demanded but no poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

VOTES OF MEMBERS

38. Votes at General Meetings

Subject to hereinafter provided, every Member and Fellow Member of the Company shall have one vote.

39. Casting Votes

In the case of an equality of votes, either on a show of hands or at a poll, the Master or other person presiding over the meeting, may, whether he has voted or not, give a casting vote.

40. Votes of incapacitated members

If any Member or a Fellow Member be non-compos mentis, he may vote by his committee or other legal guardian.

41. Members with subscription in arrears

A Member or a Fellow Member whose subscription is more than six months in arrears, shall not be entitled to be present, or to vote either personally or by proxy at any General Meeting of the Company during the time his subscription is in arrears.

42. Giving of Votes

Votes at meetings of the Company may be given either personally or by proxy.

43. On a show of hands, a Member or a Fellow Member present only by proxy shall have no vote.

44. Validity of Proxy

The instrument appointing a proxy shall be in writing under the hand of the appointer, and any such instrument shall be deposited at the registered office of the Company not less than forty-eight hours before the time appointed for holding the meeting at which the person named in the instrument proposes to vote.

45. Unless an instrument appointing a proxy is deposited at the Company's registered office as aforesaid, the person named therein shall not be entitled to vote in respect thereof.
46. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
47. No person shall act as a proxy, who is himself not a Member or a Fellow Member of the Company, and entitled to vote at the meeting in his own right.

48. Form of Proxy

Any instrument appointing a proxy shall be in the following form, or as near thereto as circumstances admit :-

"The Company of Master Mariners of India

I, of.....

*Member/Fellow Member of "THE COMPANY OF MASTER MARINERS OF INDIA" and entitled to one vote, hereby appoint.....

of.....another *Member/Fellow Member of

the Company, to vote for me and on my behalf at the Ordinary or Extra-Ordinary General Meeting to be held on the.....day of.....and at every adjournment thereof. As witness my hand this.....day of.....20.....”.

*Delete whichever is not applicable.

49. Death of Appointer

A vote at a meeting of a Company given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointer or the revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the Company's office one hour at least before the time fixed for holding the meeting.

COURT

50. For all purposes of the Companies Act, 1956 (No.1 of 1956) all Wardens of the Court described in the paragraph six of these articles shall be deemed to be Directors of the Company.
51. The first members of the Court aforesaid shall be elected from amongst the first fifty-four members declared on the registration of the Company vide the third paragraph of these Articles.
52. Until the members of the Court are appointed the subscribers of the Memorandum of Association shall, for all purposes of the Companies Act, 1956 (No.1 of 1956) be deemed to be directors.

POWER OF THE COURT

53. As prescribed in paragraph six of the Articles, the Court shall control the affairs, business and property of the Company and the Court may exercise such powers of the Company as are not by the Companies Act, 1956 (No. 1 of 1956), or by any statutory modification thereof for the time being in force or by these Articles, required to be exercised by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Court which would have been valid if that regulation had not been made.
- (a) The Court may from time to time consider the requests of members in Ports and cities other than Bombay to establish a Chapter of the Company. Such Chapter shall be governed by Rules made by the Court in this behalf.

ELECTIONS TO THE COURT

54. All members of the Court shall be elected in the manner prescribed in the Rules hereinafter contained.

ANNEX TO THE ARTICLES OF ASSOCIATION OF THE COMPANY OF MASTER MARINERS OF INDIA

FOUNDER MEMBERS 1956

MOTIRAM LEKRAJ ADVANI - Port officer Madras Port Service

SAM BEHRAM AGA - Marine Surveyor, Messrs. Ericson and Richards, Bombay

PHILIPPOSE ALEXANDER Ex. C., J.P., F.R., Met. Sc., M.I.N., A.I.N.A., M.I., Mar. Tech. – Principal, Nautical and Engineering College, Bombay

JAGDISH CHANDRA ANAND – Deputy Marine Superintendent, The Scindia Steam Navigation Co. Ltd., Bombay

RONALD BAKER – Chief Officer in The British India Steam Navigation Co. Ltd. Bombay

BRIJ LAL BATRA – Cargo Superintendent, The Scindia Steam Navigation Co. Ltd. Bombay

PREMNATH BATRA – Assistant Conservator, Calcutta Port Commissioners

SRINIVAS NARISIMHA BAYENKAR – Deputy Harbor Master & Dredging Superintendent, Vizagapatnam

BOMI JEHAND BUX BHANDARA – Pilot, Bombay Port Trust

SARVOTAM BHANDARI – M.I. Mar. Tech. – Cargo Superintendent, The Scindia Steam Navigation Co. Ltd. Calcutta

NARENDRA KUMAR NARBHERAM BHANSALI – Commanding in The Scindia Steam Navigation Co. Ltd. Bombay.

ROBERT BRUCH – Commanding in The British India Steam Navigation Co. Ltd.

WALTER ALFRED BUSBY – Commanding in The British India Steam Navigation Co. Ltd.

SUNIT CHATTERJEE – Master Pilot, BombayPort Trust

UPKAR JUMMY SINGH CHOPRA – Pilot, BombayPort Trust

JOHN RAMBOTTOMDAVIES Ex. C., O.B.E., R.D., M.I.N., Commander R.N.R. (Retd.) – Ex-Nautical Adviser to the Government of India.

GAJANAN DHURANDHAR – Dredge and Dispatch Service, CalcuttaPort Commissioners.

ALBERT EDWARD DOWEY – Commanding in TheScindia Steam Navigation Co. Ltd.

CHARLES ELSON M.I.N. – Chief Officer in The British India Steam Navigation Co. Ltd.

DAVID GODDARD GALE – Marine Superintendent, TheBankline (India) Ltd., Calcutta

GEORGE GEORGE – AssistantHarbor Master, CalcuttaPort Commissioner

ERIC HOPE GLASSUP – Deputy Conservator & Harbor Master, Vizagapatnam

*MARCUS FRANCIS SPENCER CRONIN HARVEY, R.D., J.P., F.R.C.S., M.I.N., Asoc., I.N.A. Lieut. Cmdr. (Retd) – Captain Superintendent Training Ship “DUFFERIN” , Bombay

JOHN STANLEY HAWKES – Dock Master, BombayPort Trust

JOHN JAMES HERBERT – Commanding in The India Steamship Co. Ltd.

SADANAND HARISCHANDRA HONAWAR – Assistant Harbor Master, Calcutta Port Commissioners

VASANT VISHWANATH JAVADEKAR, Ex. C., M.I.N., Assoc. I.N.A. – Nautical Surveyor, Directorate General of Shipping Calcutta

CHARLES WILLIAMS JENKINS – Commanding in The British India Steam Navigation Co. Ltd.

PREMNATH KAPANI – Acting Dock Master, BombayPort Trust

*RAMKRISHNA GANGADHAR KARNIK M.B.E. – Pilot, BombayPort Trust

NOSHIRWAN KAIKHUSROO KERSHAW – Chief Officer, Training Ship “DUFFERIN”, Bombay

GANESH PURSHOTTAM KIRPEKAR – Master Pilot, Bombay Port Trust

SHRI KISHEN KUMARHIA – Nautical Surveyor, Directorate General of Shipping, Ministry of Transport, Bombay

DONALD BASIL LATTIN M.I.N. (Australia) – Marine Superintendent, The British India Steam Navigation Co. Ltd. Calcutta

McDONALD MARTYN, OC. – General Manager, Messrs. Dinshaw & Sons Ltd. Bombay

JAYANT JAGMOHANDAS MERCHANT – Assistant Cargo Superintendent Messrs. A. B. Cursetjee & Sons Ltd., Bombay

BANWARI LAL MITAL – Assistant Conservator, Calcutta Port Commissioners

CALPAKAM JAGAN MOHAN – Commander I. N. (Retd) Deputy Conservator, Calcutta Port Commissioners.

MULJIBHAI SHANKERBHAI PATEL, Ex. C. – Nautical Surveyor Directorate General of Shipping, Ministry of Transport, Bombay

ROBERT CHARLES PITT – Commanding in The India Steamship Co. Ltd.

PADMANABHAN PARAMESHWARA PRASAD – Port Officer & Secretary, Tuticorin Port Trust

EDWARD HERBERT RABEY – Harbor Master, Calcutta Port Commissioner

RICHARD ARTHUR ALBERT REGO – Dock Master, Bombay Port Trust

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INDERJIT SINGH, A.M.I., Mar. Tech. – Executive Officer, Training Ship “DUFFERIN”, Bombay Harbor.

AMRITHALINGAM SIVARAMAN – Port officer, Cuddalore, Madras Port Department

VENKATRAMAN KALYANA SUNDARAM – Pilot, Vizagapatnam Port, Vizagapatnam

HEROLD THEODORE TOBIT – Director, Messrs. Metcalf & Hodgkinson (Private) Ltd. Bombay

*THOMAS TOD, F.R.G.S., M.I.N., Assoc. I.N.A., M.I., Mar. Tech. – Marine Superintendent, The Mogul Line Ltd., Bombay.

WILLIAM EDWARD VANGEYZEL – Deputy Port Conservator, Madras Port Trust

JOSEPH JAMES WALMSLEY, Assoc. I.N.A. – Ship Marine Surveyor, Messrs. Ericson & Richardson, Bombay

EDWARD GEORGE CONWAY YOUNG – Marine Superintendent, the Asiatic Steam Navigation Co. Ltd. Calcutta

*Member of the Honorable Company of Master of Mariners, England.

RULES OF THE COMPANY

CHAPTER RULES

1. CONSTITUTION

- (1) The Company may establish local chapters where at least 15 members have their normal residence. The chapter shall carry on activities of the Company locally in accordance with these rules.
- (2) Enrolment : Fellows, Members and Student Associates shall be eligible to be members of a Chapter. Sea going members may opt to be a member of a chapter even if they are not ordinarily residents of such place. The Chapter shall submit a list of members enrolled, to the Court alongwith its Annual Report.
- (3) Members may change the membership from one chapter to another chapter by giving a notice of at least 15 days to each the two chapters concerned & to CMMI head office.

2. CHAPTER COMMITTEE AND MEETINGS

- (1) Members of a chapter shall elect a Chapter Committee consisting of (a) Chairman, (b) Dy. Chairman, (c) Secretary, (d) Treasurer and 3 members. The chapter shall elect additional committee members, if more than 30 members are enrolled, at the rate of one member per 15 additional members subject to the Chapter committee not exceeding 10 in number including the 4 office bearers.

No member can serve as a Chapter Chairman for more than two terms (i.e 4 years) consecutively or otherwise.

- (2) For the purpose of election of the Committee, the Rules of the Company for election of the Court shall apply.
- (3) The Chairmen of 5 Chapters having the highest number of members shall become ex-officio co-opted Wardens of the Court. From the remaining

Chapters, one chapter chairman shall also be co-opted as a warden in rotation for a period of one year.

- (4) The Chapter Committee shall hold its meeting at least once every three months. Such a meeting will not be valid unless there are 3 committee members present.
- (5) A chapter shall hold General Meeting once a year immediately after closing of accounts, as arranged by the Committee. The Chairman shall preside over all General Meetings. In his absence Dy. Chairman or Secretary may be elected to the Chair. In the absence of all the above, the members present may elect a Fellow or a Member present at the meeting to preside over the meeting. No business shall be transacted at a General Meeting if it is not attended by at least 3 members. Quorum for the General Meeting shall be 5.
- (6) Chapter shall hold paper-reading meetings regularly. Report of each such paper reading meeting shall be submitted to the Court for information and as deemed fit for publication in the Company's "Command" journal.

3. **FINANCES**

- (1) The chapter shall be the integral part of the Company of Master Mariners of India. The Court shall provide the chapter an imprest amount as decided by the court from time to time which shall be utilised towards its expenses for paper reading meetings, seminars, stationery, postage and other small incidental expenses. The imprest amount shall be renewed as and when considered necessary.

The Chapters which are capable of self supporting / self sufficient will not be entitled to this imprest amount.

- (2) All the Chapters should endeavour to generate funds for themselves by holding seminars, workshops, lecture meetings and contributory annual dinners or through other activities in an effort to be self supportive.
- (3) The Chapter shall submit its annual report and a statement of accounts within 30 days of the close of the year i.e. by the 30th April each year. Such statement of accounts shall show all the income & expenditure for the year.

- (4) The Court may not renew the imprest amount in case the statement of accounts is not received from the chapter or it finds that the funds have not been used for the purposes stated in Para 3(1) above or the Chapter is considered to be self sufficient/supporting by the Court.

4. CLOSURE OF CHAPTER

The Court shall have the powers to close the Chapter if in its opinion the activities of the Chapter are not being conducted in the best interest of the Company or has been effectively inactive for a considerable period of time. The decision of the Court in this respect shall be final. Any such action shall be taken only after a proper inquiry is conducted. In the event of such closure, the Secretary of the Chapter shall deposit the accumulation of funds, if any, with the Court. Property of the Chapter along with the list of assets shall also be forwarded to the Court for safe custody.”

MEMBERSHIP RULES

1. DEFINITIONS AND QUALIFICATIONS.

- (1) No person can be elected as a Student Associate, a Member, a Fellow Member, a Corporate Body or a Honorary Fellow unless he is an Indian national or of Indian origin and qualifies to be as under.
- (2) Student Associate means a person holding atleast,
 - (a) a Certificate of Competency as “Officer in charge of a Navigational Watch “ issued by a country accepted by the Court or
 - (b) a degree in Nautical Science from a university accepted by the Court or
 - (c) any other qualification considered equivalent to the above qualifications by the Court.
- (3) An existing Student Member shall be termed as a “Student Associate”.
- (4) “Member” means a person holding a Certificate of Competency as Master of a foreign going ship issued by a country accepted by the Court.
- (5) “Fellow Member” means a member who in recognition of his outstanding contribution to the profession has been elected as a Fellow Member by the Court.
- (6) “Corporate Body “ means a Company registered under the Companies Act or a Partnership Firm or a Cooperative Society registered under the Cooperative Societies Act or any other similar law in force in India engaged in the business of shipping or such other allied interests. Corporate Body shall not have voting rights but shall be eligible to nominate three representatives to participate in all other activities of the Company.
- (7) “Honorary Fellow” means a person who is not eligible to be a member of the Company but by reasons of his outstanding achievements, service to the industry, personal distinction and reputation, it would bring repute to the Company to bestow him with such distinction. He will be eligible to participate in all activities of the Company but shall not have voting rights.

2. ELECTION OF MEMBERS AND STUDENT ASSOCIATES

- (1) The election of Members and Student Associates shall be vested in the Court.
- (2) Every candidate for membership and student associateship shall be proposed by one member and seconded by another.
- (3) Every such candidate shall send to the Secretary General a written application for election on a form prescribed by the Court, and shall agree to be bound by the Memorandum of Association, the Articles of Association and any Rules made there under, if elected.
- (4) After ascertaining that an applicant is eligible for membership or student associateship, the Secretary General shall put up the application for election by the Court at its next meeting.
- (5) When a candidate has been elected as a Member or a Student Associate of the Company, his name and contact details shall be registered in the “ Register of Members” and he shall be given a certificate of Membership / Student Associateship under the seal of the Company.
- (6) Every Student Associate or a Member shall upon first election or reinstatement or as soon as possible thereafter, make the following declaration:

“I _____, solemnly and sincerely declare that I will observe and keep the Memorandum and Articles of Association and Rules of the Company of Master Mariners of India. I will be obedient unto the Master in all things lawful. I will do my utmost to maintain the status, dignity and prestige of the Company. I will conscientiously endeavor to promote the efficiency of the Mercantile Marine”
- (7) The Court may, from time to time, form Rules governing procedure for induction, conduct & removal etc. of Corporate Bodies & Honorary Fellows.

3. CANCELLATION AND SUSPENSION OF MEMBERSHIP AND REINSTATEMENT

- (1) A person whose Certificate of Competency has been cancelled, shall cease to be a member of any category.

- (2) A person whose Certificate of Competency is suspended, shall cease to be a member of the Company. However, such member may be reinstated by the Court on merits of the case after any such suspension period is over.
- (3) When a member is reinstated under the preceding para, his application for reinstatement for membership will be considered by the Court. The Court may at its discretion direct that the period from the date of the cancellation of membership to the date of reinstatement, if approved, shall be counted as membership of the Company.

4. REGISTER OF MEMBERS

A “ Register of Members “ shall be kept at the office of the Company and shall be open to the inspection of members of the Company at all reasonable times during business hours. The Register shall indicate the category of membership, the date of election and such other particulars that the Court may direct to be entered.

5. MEMBERSHIP FEE

- (1) The structure of fees for Student Associate and Member would be as follows:
 - (a) Student Associate
 - Entrance Fee - Rs.1,000/-
 - Membership Fee - Rs. 2,000/-

The Student Associateship will remain valid for a period of 8 years. During this period if and when the Student Associate obtains his Certificate of Competency as Master (F.G.), he would be eligible for Membership of the Company by paying the difference between the Membership Fee and the Associateship Fee existing at that time. However in case he does not, or is unable to upgrade his Associateship into Membership within the stipulated period of 8 years, then he can be admitted as a Member only after he has obtained his Certificate of Competency as Master (F.G.) and by paying the full Entrance and Membership fee as applicable to a Member at that time.

A Student Associate will cease to be a Student Associate when he obtains his Certificate of Competency as Master (F.G) within 8 years unless he takes up Membership of the Company.

- (b) Member
 - Entrance fee :Rs. 3,000/-
 - Membership fee :Rs. 7,000/-

- (2) The existing Student Associates would be required to comply with the above fee structure while applying for election as a Member.
- (3) ” Except for the Student Associateship, the validity for all types of membership will be for life “.

6. EXISTING ASSOCIATE MEMBERS

At the time of coming into force of these Rules, all the existing Associate Members will automatically be upgraded to Members.

7. CESSATION OF MEMBERSHIP

- (1) A member of any category who wishes to resign shall give written notice to that effect to the Secretary General and the resignation of the member shall take effect on the day on which his resignation is accepted by the Court.
- (2) The Court shall have power to suspend or, to cancel the membership of any member whose conduct, in the opinion of the majority of the Court, is detrimental to the interest of the Company or renders him unfit for membership of the Company provided, at least ten Wardens vote in favour of such a decision, at a meeting of the Court.
- (3) There shall be given to the member atleast fourteen days notice of such meeting, or such longer notice as under the circumstances of the case will give him a reasonable opportunity of appearing before the Court. Every such notice shall clearly state the complaint about the member. After hearing the member, if the Court finds that the charges are justified, his membership will be terminated or suspended for a given period, provided that a majority of wardens present, not being less than ten, vote in favour of the decision taken.

COURT RULES

1. CONSTITUTION OF THE COURT

- (1) The Court shall consist of 30 members (herein after referred to as wardens) as follows :
 - (a) One Master- elected
 - (b) One Deputy Master- elected
 - (c) One Secretary General- elected
 - (d) One Treasurer- elected
 - (e) Twenty (20) Wardens- elected
 - (f) Five (5) Wardens- co-opted (Chapter Chairmen)
 - (g) One Warden- co-opted (Sailing Master)

2. ELECTION OF WARDENS

- (1) The Court in every other administrative year, shall cause a ballot to be taken among the Members and Fellows of the Company, for the election of 24 Wardens.
- (2) A Member or a Fellow would be eligible for election as a Warden of the court only after completion of 3 years of membership of the Company.
- (3) Every candidate for election as a Warden of the Court shall be proposed and seconded by a Member or Fellow.
- (4) The Court shall appoint one of the past office bearers of the Court as Returning Officer who would be responsible for carrying out the entire election process. The said Returning Officer may requisition services of one or more members to help him in carrying out the work.
- (5) The election shall be by postal, electronic media or by such other means of voting as the Court shall from time to time decide. The entire voting process should complete at least 45 days prior to the Annual General Meeting (AGM) in that year.
- (6) In every such election, a Member or a Fellow shall have one vote for each vacancy. The Student Associates are not eligible to take part in this voting process.

- (7) Voting papers, or other means of voting by means of which votes shall have been recorded for the election of Wardens, shall be submitted to the Returning Officer who shall certify the numbers of votes cast for each candidate and the names of candidates elected, and that Certificate shall be conclusive.
- (8) The result of the voting shall be announced at the Annual General Meeting of the Company in that year.
- (9) All newly elected Wardens are required to obtain a Director Identification Number (DIN) without which, under the Companies Act 2013, they will not be admitted as a warden in the Court.
- (10) All wardens shall continue to hold office till the newly elected Court holds its first meeting.
- (11) At the first meeting of the Court which a Warden attends, he shall make the declaration as stated in Annexure to these Court Rules.

3. CO-OPTED WARDENS

Regarding procedure for inclusion of co-opted wardens in the Court, please refer to Article 6 of the Articles of the Company and Rule 2(3) of the Chapter Rules.

4. VACATION OF OFFICE BY A WARDEN AND REPLACEMENT

- (1) A Warden shall ipso facto vacate his office;
 - (a) If he incurs any of the disqualifications specified in Section 164 of the Companies Act 2013;
 - (b) If a receiving order is made against him, or if he makes any arrangement or composition with his creditors;
 - (c) If he is found to be of unsound mind by a Court of competent jurisdiction;
 - (d) If he applies to be adjudicated as an insolvent or is adjudged as an insolvent;

- (e) If he is convicted by a Court in India for any criminal offence and is sentenced in respect thereof to imprisonment;
 - (f) If he absents himself from all the meetings of the Court held during a period of twelve months with or without seeking leave of absence of the Court;
 - (g) If he ceases to be a member of the Company;
 - (h) If he is removed by the Court as per procedure laid down under Rule 9 of these Rules;
 - (i) If by notice in writing he resigns his office;
 - (j) On completion of his term.
- (2) On rescission of the reasons for disqualifications stated above the member shall become eligible for election as a Warden.
- (3) The vacancy created by vacation of office by a warden under Para 3.1 above shall be filled up as follows:
- (a) In case of an elected warden – by inducting the member who is next on the list of votes secured at the last election of wardens, when read in descending order. Failing which the Court may co-opt any other suitable member as a warden.
 - (b) In case of a co-opted warden - by co-opting any other member as a warden.

5. OFFICE BEARERS

- (1) Following members of the Court shall be termed as Office Bearers :
 - a. Master
 - b. Deputy Master
 - c. Secretary General
 - d. Treasurer
- (2) The Master and the Deputy Master shall in addition be designated as Chairman and Deputy Chairman of the Company respectively.

6. ELIGIBILITY FOR ELECTION AS MASTER, DEPUTY MASTER AND SECRETARY GENERAL.

- (1) For a warden to be eligible for election as Master, Deputy Master or Secretary General, he must have completed at least one term as a warden.
- (2) No warden can serve for more than two terms as a Master, Deputy Master or a Secretary General (i.e. 4 years in each capacity)

7. ELECTION OF OFFICE BEARERS

- (1) At the first meeting of the Court, after the election of Wardens, the Court shall cause a vote to be taken amongst the wardens for the election of the Master, the Deputy Master, the Secretary General and the Treasurer. The vote shall be by secret ballot, show of hands, or by such other means of voting as the Court may decide in each case. The result shall be announced soon after the voting. This meeting will be initially chaired by the previous Master and after the new Master has been elected, the new Master shall take the chair for further proceedings.
- (2) The Office Bearers elected as above shall continue in office till the next election of the Court. However if a vacancy occurs in the office of any of the said Office Bearers, the Court shall cause a vote to be taken amongst the elected wardens for the election of the said Office Bearer. Such newly elected Office Bearer shall continue in the Court for the remainder of the term. Procedure of election would be same as stated in Para 6(1) above.
- (3) At the first meeting of the Court, all the Office Bearers shall make a “Declaration” as stated in Annexure to these Court Rules.

8. FUNCTIONS OF OFFICE BEARERS

- (1) **THE MASTER**
The general executive powers of the Company shall vest in the Master.
- (2) **DEPUTY MASTER**
The Deputy Master may exercise such of the powers of the Master as may be delegated to him by the court; and he shall act in the place of the Master during

such times as the Master may be incapacitated or prevented from acting and during vacancy in the office of Master of the Company.

(3) **SECRETARY GENERAL**

The Secretary General may be delegated the general executive powers of the Master subject to the control of Master and the Court. In the absence of Master & Deputy Master of the Company, the Secretary General may exercise such powers of the Master as may be delegated to him by the Court.

(4) **TREASURER**

The Treasurer may be delegated the responsibility for maintaining the accounts and financial records subject to the control of Master and the Court.

9. REMOVAL OF MEMBERS OF THE COURT

- (1) The Court may by a resolution passed by three fourth of the Wardens thereof present and voting at a meeting of the Court, remove the Master, or the Deputy Master or the Secretary General or the Treasurer or any of the Wardens. In any case not less than 20 Wardens shall be present and voting at such a meeting.
- (2) There shall be given to every person proposed to be removed under this Rule at least thirty days' notice of such meeting or such longer notice as under the circumstances of the case will give him a reasonable opportunity of appearing before the Court. Every such notice shall clearly state the complaint, and that, if the Court finds it to be proved, he will be liable to be removed from office.
- (3) The person shall be given an opportunity of appearing before the Court and of being heard in his own defence.

10. POWERS OF THE COURT

(1) **SCOPE OF THE POWERS OF THE COURT**

- (a) As prescribed in Paras 6 and 53 of the Articles, the Court shall control the affairs, business and property of the Company and the Court may exercise such powers of the Company as are conferred on it by the

Companies Act 2013 or by any statutory modification thereof for the time being in force or by the Articles, required to be exercised by the Company in General Meeting ; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Court which would have been valid if that regulation had not been made.

- (b) The Court shall be subject to the Articles, Rules and to such resolutions as may have been passed by the Company in General Meetings.

(2) POWER TO MAKE REGULATIONS

- (a) The Court shall have power to make Regulations for any purpose which in the opinion of the Court, may be conveniently affected by a Regulation.
- (b) Every Regulation of the Court shall be subject to the Articles & Rules
- (c) A Regulation shall be made by the passing of a resolution, in which it is stated that the resolution is to have effect as a Regulation; and such a resolution shall have been passed, if at least three-fourth of the wardens present and voting on the resolution, vote in its favour. The repeal or amendment of a Regulation shall be effected through a resolution passed in the same manner.

(3) POWER TO APPOINT COMMITTEES

The Court shall have power to constitute a committee for attending to any of the affairs of the Company. A committee may consist of wardens and/ or members of the Company & shall be chaired by a member of the Court.

(4) DELEGATION OF POWERS

- (a) The Court may delegate any of its powers or duties to:
 - (i) The Secretary General
 - (ii) The Wardens
 - (iii) A Committee of the Court or
 - (iv) Any Members of the Company

- (b) Any power or duty delegated by the court shall be exercised or performed in accordance with any resolution passed by the Court, either generally or in any particular case; and in so far as any such resolution does not extend the power of duty shall be exercised or performed in accordance with these Rules in relation to the proceedings of the Court.
- (c) The quorum of any Committee of the Court may be fixed by the Court, but if no quorum is fixed, three shall be the quorum.
- (d) The Court may authorize any Committee to co-opt to the Committee such number of other persons, whether members of the Company or not, as the Court may think fit.

11. OFFICERS AND SERVANTS

The Court may appoint and discharge officers and servants of the Company, and may determine their duties, remuneration and conditions of service.

12. TRUSTEES OF THE COMPANY

(1) CUSTODIAN TRUSTEES

The Court may from time to time appoint a Custodian Trustee of the property of the Company

(2) MANAGING TRUSTEES

The Court may from time to time appoint Managing Trustees of the property of the Company.

13. APPOINTMENT OF SECRETARY

- (1) The Court may appoint a Secretary of the Company and he shall perform such duties as are imposed upon him by the Memorandum, Articles, and these Rules and as shall be assigned to him by the Master and Secretary General.
- (2) The remuneration and conditions of service of the Secretary shall be determined from time to time by the Court.

14. RESOLUTION IN WRITING VALID

A resolution in writing signed by all Wardens for the time being, or by all members for the time being of any Committee of the Court, shall be as valid and effectual as if it had been passed at a meeting of the Court or of the Committee, as the case may be duly convened and constituted.

15. RESOLUTIONS RATIFIED AND CONFIRMED

- (1) Any resolution passed by the Court of which notice shall be given to the members of the Company for the time being entitled to vote, and which shall within three months after it shall have been so passed, be ratified and confirmed in writing by not less than three - fourth of such members, shall be as valid and effectual as a resolution of the Company duly passed at a General Meeting.
- (2) This Rule shall not apply to any resolution in respect of a matter which under the Memorandum of Association or the Articles of Association ought to be dealt with by a special resolution.

16. ACTS DURING VACANCY

The Court may act notwithstanding any vacancy in its body including a vacancy in the Mastership, or the Deputy Mastership; but if the Court shall at any time be reduced in number to less than eight, it shall be lawful for it to act as a Court for the purpose of filling up vacancies in the Court or for summoning a general meeting, but not for any other purpose.

17. VALIDATION OF ACTS DONE IN GOOD FAITH

All acts done in good faith at any meeting of the Court, or at any Committee of the Court or by any Officer of the Company, or by any person acting as an Officer of the Company, shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any member of the Court, or any member of the Committee, or in the appointment of the officer or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such member, officer or person had been duly appointed and was qualified.

18. FUNCTIONS OF THE COURT

(1) MEETINGS OF THE COURT

The Court may meet together for the dispatch of business, adjourn and otherwise regulate its meeting as it thinks fit.

(2) QUORUM

(a) The Court may from time to time determine the quorum necessary for the transaction of its business; and unless otherwise determined by a regulation of the Court under para 5.2, eight shall be the quorum.

(b) A meeting of the Court at which a quorum is present shall be competent to exercise all powers for the time being vested in the Court.

(3) SUMMONING OF MEETINGS

(a) On the written request of the Master, or the Deputy Master or any three Wardens, the Secretary General shall summon a meeting of the Court by a notice served upon the Wardens thereof and stating the proposed object of such meeting. The period of notice for such meetings shall be not less than seven days.

(b) Para 19 of these Rules apply to notices of meetings of the Court, as if the word “member” was “Warden” and as if the reference to General Meeting was a reference to Meetings of the Court.

(4) PERSONS PRESIDING AT MEETINGS

The Master, failing him, the Deputy Master, failing him, the Secretary General, failing him the Treasurer, failing him, any one of the Wardens, then and there elected shall preside at every meeting of the Court.

(5) VOTING AT MEETINGS

Questions arising at any meeting of the Court; or of a Committee thereof, shall be decided by a majority of votes; and in the event of an equality of votes, the Master or other person presiding at the meeting may, whether he has voted or not, give a casting vote.

(6) MINUTES

The Court shall cause proper minutes to be made of the proceedings at all meetings of the Court, and all Committees of the court, and any such minute of any meeting if purporting to be signed by the person presiding at the next succeeding meeting, shall until the contrary is proved, be evidence of the facts therein stated.”

19. NOTICES(1) METHODS OF SERVING NOTICES

- (a) A notice may be served by the Company upon any member, either personally or by sending it through the post/courier etc in a prepaid letter addressed to such member at his last registered address or on his electronic communication address through an electronic media.
- (b) The phrase “registered address” means a postal or electronic communication address registered in such manner as the court may from time to time direct.

(2) PERSONS ENTITLED TO NOTICES

- (a) Notices of general meeting shall be sent to members whose registered addresses are within India.
- (b) Any member whose registered address is outside India may from time to time give the Company an address within India at which notices may be sent to him, and notices shall then be sent to him at that address. Alternatively he may opt for communication through electronic media to an address wherever he desires.
- (c) Save as aforesaid, the Company shall not be bound to send any notice to any member whose registered address is outside India.

(3) SERVICE BY POST

Any notice if served by post, shall be deemed to have been served on the third day following that on which the letter containing the same was put into the post; and in proving such services it shall be sufficient to adduce such evidence

as reasonably raises the presumption that the letter containing the notice was properly addressed, and was put into the post.

(4) COMPUTATION OF NOTICE

Where a specified number of days' notice, or notice extending over any other period is required to be given, the day of the services shall be counted in such number of days or other period.

ANNEXURE TO THE COURT RULES

A. DECLARATION TO BE MADE BY THE MASTER

“I _____, solemnly and sincerely declare that I will observe and keep the Memorandum, Articles and the Rules of the Company of Master Mariners of India and will conscientiously endeavour to promote the efficiency of the Merchant Navy. I will well and impartially oversee the Company of which I have been elected Master for this term, and I will faithfully and honestly, and to the best of my ability, discharge all the duties of my office of Master.

And I make this solemn declaration conscientiously intending and being resolved, faithfully and truly to abide by, perform and fulfill the same.”

B. DECLARATION TO BE MADE BY DEPUTY MASTER/ SECRETARY GENERAL/TREASURER/WARDEN

“I _____ of _____, solemnly and sincerely declare that I will observe and keep the Memorandum, Articles and the Rules of the Company of Master Mariners of India. I will be obedient unto the Master in all things lawful. I will conscientiously endeavour to promote the efficiency of the Merchant Navy and will faithfully and honestly, to the best of my ability, discharge all the duties of a Deputy Master/ Secretary General/Treasurer/Warden/ of the Company. And I make this solemn declaration conscientiously intending and being resolved, faithfully and truly to abide by, perform and fulfill the same.”

MISCELLANEOUS RULES

1. THE SEAL OF THE COMPANY

(1) CUSTODY AND AFFIXING SEAL

- (a) The Company's seal shall be kept by the Secretary General in such a manner as the Court may determine.
- (b) The seal shall not be affixed to any document, except in pursuance of a resolution of the Court to be passed in each particular case.
- (c) The seal shall be affixed only in the presence of two Wardens and in the presence of the Secretary General.
- (d) The Wardens and the Secretary General in whose presence the seal has been validly affixed to any document shall sign the document and their signatures shall be conclusive evidence that the seal was validly fixed.

2. SCOPE OF INDEMNITY

- (1) The Master, the Deputy Master, the Secretary General, the Treasurer, the Wardens, the Auditors, the Secretary and other officers of the Company acting in relation to any of the affairs of the Company and every one of them, and all and every one of them, and all and every one of their representatives, shall be indemnified and secured harmless out of assets of the Company from and against all actions, costs, charges losses, damages and expenses which they or any of them or their personal representatives, shall, or may become liable to, incur or sustain by or by reason of any act done, concurred in or remitted or about the execution of their duties in their respective offices.
- (2) There shall be excepted from the indemnity given by the foregoing part of this Rule such actions, charges, losses, damages and expenses (if any) as any of the persons aforesaid shall become liable to incur or sustain by or through his or their own willful neglect or default through his or their own dishonesty.
- (3) None of the persons aforesaid shall be answerable for the acts, receipts, neglects or default of the other or other of them, or for joining in any receipt for the sake of conformity or for the defaults of any bankers or other persons with whom any money or effects belonging to the Company or its members shall or

may be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security, upon which any money of or belonging to the Company shall be invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices, or in relation thereto, except the same shall happen by or through his or their own willful neglect or his or their dishonesty.

3. **INTERPRETATION AND REPEAL**

(1) **INTERPRETATION**

In these Rules unless the context otherwise requires :

“Administrative Year” means the twelve months ending on the thirty first day of March.

“Articles” means the Articles of Association of the Company.

“Company” means the Company of Master Mariners of India.

“Corporate Body” means a body which has been invited under Rule 2.7 of Membership Rules to be a Corporate Body of the Company, and has notified the Company his acceptance of the invitation.

“Court” means the Court of the Company

“Financial Year” means the twelve months ending on the thirty first day of March.

“Honorary Fellow” means an Honorary Fellow of the Company elected under Rule 2.7 of the Membership Rules

“Member of the Company” means a Member duly elected under Rule 2 of the Membership Rules.

“Memorandum” means the Memorandum of Association of the Company.

“Month” means Calendar Month.

“Overseas Member” a member of the Company whose usual place of abode is outside India.

“Regulation” means a regulation made by the Court under Rule 5.2 of the Court Rules.

“Rule” includes these Rules and any Rules amending them or adding to them, and shall also include any Rules substituted for any of these Rules.

“Special Resolution” has the meaning given to that expression in Article 13 of the Articles of Association of the Company.

(2) REPEAL

These Rules may be amended or repealed by special resolution subject to the provisions of the Companies Act, 2013 and in accordance with Article 12 of the Articles of Association of the Company.

4. **BANKING, ACCOUNTS AND AUDIT**

(1) BANKING OF ACCOUNTS

- (a) Banking accounts of the Company shall be kept with such banker or bankers as the Court shall from time to time determine.
- (b) Bank accounts will be operated by the Master or the Deputy Master jointly with the Treasurer or the Secretary General.

(2) ACCOUNTS TO BE KEPT

- (a) The Court shall cause true accounts to be kept.
 - (i) Of the assets of the Company.
 - (ii) Of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place;
 - (iii) Of the credits and liabilities of the Company.
- (b) The books of account shall be kept at the Company’s office, or at such other place as the Court shall think fit.

(3) INSPECTION OF ACCOUNTS AND BOOKS

The Company in General Meeting may from time to time prescribe reasonable conditions as to the time and manner of the inspection of the accounts and books of the Company or any of them, and subject to such conditions the accounts and books of the Company shall be open to the inspection of the members of the Company at all reasonable times during business hours.

(4) SUBMISSION OF ACCOUNTS

A Balance Sheet shall be drawn up as at the end of each financial year and shall be laid before the Company in General Meeting with the Statement 6 of income and expenditure.

(5) AUDIT

- (a) Once at least in every administrative year, the accounts of the Company for the previous financial year shall be examined, and the correctness of the balance sheet and of the statement of income and expenditure ascertained by one or more properly qualified auditor or auditors.
- (b) The Company shall, at each annual general meeting, appoint an auditor or auditors to hold office from the conclusion of that meeting until the conclusion of the next annual general meeting.
- (c) A “properly qualified auditor” means a person qualified as prescribed by the Companies Act, 2013.
- (d) At any annual general meeting, a retiring auditor, by whatsoever authority appointed, shall be re-appointed, unless :
 - (i) He is not qualified for re-appointment :
 - (ii) He has given the Company notice in writing of his unwillingness to be re-appointed;
 - (iii) A resolution has been passed at that meeting appointing somebody

else instead of him or providing expressly that he shall not be re-appointed; or

- (iv) Where notice has been given of an intended resolution to appoint some person or persons in the place of a retiring auditor, and by reason of the death, incapacity or disqualification of that person or of all those persons, as the case may be, the resolution cannot be proceeded with.
- (e) The Company may fill any casual vacancy in the office of the auditor, but while any such vacancy continues, the remaining auditor or auditors, if any, may act; provided that if such vacancy is caused by the resignation of an auditor, the vacancy shall only be filled by the Company in general meeting.
- (f) Any auditor appointed in a casual vacancy shall hold office until the conclusion of the next general meeting.

REGULATION OF THE COURT

(Made under Para 5(2)(iii) of the Articles and Para10(2) of the Court Rules)

FELLOWSHIP REGULATION

(RULES GOVERNING ELEVATION OF A MEMBER TO FELLOW)

1. SCREENING COMMITTEE FOR ELEVATION TO “FELLOW”

- (1) Every two years, the Court will select a Fellowship Screening Committee for considering elevation of Members to Fellows.

The committee shall comprise of 6 persons as follows:

- (a) One past Master of the company as chairman.
- (b) Secretary General of CMMI.
- (c) Two Wardens of the present court.
- (d) Two Fellows from the general body other than Wardens.

2. CRITERIA FOR ELEVATION TO "FELLOWSHIP"

- (1) Minimum period of CMMI membership of 5 years good standing (Not including period as a Student Associate)
- (2) Proposed by a Fellow and seconded by three members.
- (3) Proposed member should have held command or a position of equal / superior professional responsibility for a minimum period of 5 years.
- (4) Proposed member should have made significant contribution to the nautical profession.

- (5) Proposed member should have made sustained contribution to the aims and objectives of the Company.

3. **PROCEDURE**

- (1) The Member should forward his proposal to the ‘Fellowship Screening Committee’ or CMMI office with detailed description of his accomplishments, professional standing etc.
- (2) Proposals should not be made or seconded by any member of the Fellowship Screening Committee.
- (3) Fellowship Screening Committee to scrutinize proposals every three months in the light of the criteria required vide Para 2.0 above.
- (4) The names of Members found suitable for elevation to Fellowship to be forwarded to the Court alongwith the details submitted by them.
- (5) Court to review such recommendations at least once in 6 months and approve/reject recommendations of the Fellowship Screening Committee.