

Judicial (1895) Department.

ORDINARY MS.

G.O., No. 257

DATED 7th Feb. 1895.

INDEXED.

[Despatch Abstract.]

REGISTRATION OF COMPANIES

Requesting advice of the Government Solicitor as to whether the Association of the Malabar Club and the Town High School, Kumbakonam, can be legally registered under section 26 of the Indian Companies Act, 1882 with limited liability but without the addition of the word "limited" after their names.

BACK PAPERS.

G.O.	No.	Department.	Date.	G.O.	No.	Department.	Date.
	3003.		8-12-94.				

FURTHER PAPERS.

G.O.	No.	Department.	Date.	G.O.	No.	Department.	Date.
	753		1895.				
	931		1895				

59
1003

89

CERTIFICATE OF INCORPORATION.

No. 3. of 1890-91.

I HEREBY certify, pursuant to Act VI of 1882 of the Governor-General of India in Council, entitled "The Indian Companies Act, 1882," that THE TOWN HIGH SCHOOL KUMBHAKONAM is incorporated as a Company under the aforesaid Act, and that the said Company is limited.

(Signed) S. HARI ROW,

Registrar of Joint Stock Companies.

Madras,
18th April 1890. }

ARTICLES OF ASSOCIATION

OF

THE TOWN HIGH SCHOOL KUMBHAKONUM.

Constitution of the Managing Committee.

1. The Association shall consist of fifteen members only and they shall constitute the Managing Committee of the Town High School.
2. It shall appoint a Secretary and a Treasurer from among their number.
3. The offices of secretary and Treasurer shall be tenable for three years but the same persons may be reappointed.
4. The Secretary and the Treasurer shall be guided by such rules as the Managing Committee may pass from time to time for the conduct of business and for affairs in general pertaining to the Institution or Institutions under its control.
5. Whenever a vacancy occurs in the Managing Committee the remaining members shall within three months from the time of such vacancy, fill it up by electing a duly qualified person to the same, at a meeting of at least half the remaining members; failing which the election shall be made at any meeting of the Committee after the expiry of the said time.
6. Five members or one third of the members on the roll shall constitute the quorum of the Managing Committee. For purposes of calculating the quorum a fraction shall be treated as a whole number.
7. No person shall be eligible to be appointed a member of the Managing Committee unless he has been at the time of nomination resident in the town of Kumbhakonam for a period of at least six months and unless he comes under one or other of the classes specified below:—
 - (a) Resident Mirasidars of the town of Kumbhakonam owning not less than thirty velies of land.
 - (b) Resident Merchants or members of other callings of the town of Kumbhakonam, paying Municipal taxes in the aggregate of not less than Rs. 30 or paying the Imperial Income tax of not less than Rs. 50 a year.
 - (c) Graduates of any Indian or British University of at least three years' standing and of a monthly pay from Government or other body of not less than Rs. 100 or a monthly pension of Rs. 50 and upwards or paying an Imperial Income tax of not less than Rs. 25 in the year.
 - (d) Any Government officer in receipt of a monthly pay of not less than Rs. 200 or a monthly pension of not less than Rs. 70.
8. Any member who being a Government or other officer is transferred permanently from Kumbhakonam or any member who fails to attend any four consecutive meetings of the Managing Committee shall be deemed to have vacated his membership provided that in the latter case a formal declaration shall be made by the Managing Committee of such vacation of membership.

9. Any member who may be absent from the town for six months continuously or who fails to attend any one of the meetings held in the course of six months shall be deemed to have vacated his membership.

10. The Managing Committee shall be competent to frame bye-laws having the force of the rules herein set forth and cancel or alter or suspend the operation of any rule herein set forth, or bye-law that may be so hereafter passed provided that the same be done by passing special resolutions as defined in section 77 of the Indian Company's Act.

Signatures of Members.	Addresses.	Signature of Witness.
V. Sreenivasa Charlu	Sub-Judge Kumbhakonam.	A. V. Ramachendra Aier Writer, Town High School Kumbhakonam.
S. Seshyya	Govt. College Do.	
V. Krishna Aier	High Court Vakeel Do.	
K. Renganada Row	Mirasdar Do.	
S. Ramadas Aier	4th Lectr. Govt. College Do.	
A. C. Narayanasamy Aier	1st Grade Pleader Do.	
S. Raghava Aiengar	Do. Do.	

Dated this sixteenth April 1890.

MEMORANDUM OF ASSOCIATION

OF

THE TOWN HIGH SCHOOL KUMBHAKONUM.

1. The name of the Association is the Association of the Town High School, Kumbhakonam.

2. The Registered Office of the Association will be situate in the town of Kumbhakonam.

3. The objects for which the Association is established are:—

(a) To conduct and manage the Institution designated the Town High School Kumbhakonam and its feeders and branches now in existence or that shall hereafter come into existence in and near Kumbhakonam.

(b) To enlarge or modify the aim and scope of the education imparted in the said Institution and its feeders and branches and to change their designations according to such improved or modified conditions.

(c) To provide for the delivery and holding of Lectures, Exhibitions, Public meetings, Classes and Conferences calculated directly or indirectly to advance the cause of education whether general, professional or technical.

(d) To carry on any other business which may seem to the Association capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Association's property or rights.

(e) To acquire and undertake the whole or any part of the business, property and liabilities of any person, Company or Association carrying on any business which this Association is authorized to carry on or possessed of property suitable for the purposes of this Association.

(f) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Association may think necessary or convenient for the purposes of its business and in particular any land, buildings and easements.

(g) To invest and deal with the moneys of the Association, not immediately required upon such securities, and in such manner, as may from time to time be determined.

(h) To raise money in such manner as the Association shall think fit, and in particular by the issue of Debentures or Debenture stock perpetual or otherwise charged upon all or any of the Association's property.

(i) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Association.

(j) To make, accept, endorse and execute Promissory notes, Bills of Exchange and other negotiable instruments.

(k) To construct, maintain, and alter any buildings or works necessary convenient for the purposes of the Association.

(l) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.

(m) To do all or any of the above things either as Principals, Agents, Trustees or otherwise, and by or through Trustees, Agents or otherwise, and either alone or in conjunction with others.

(n) To do all such other things as are incidental or conducive to the attainment of the above objects.

4. The income and property of the Institution and its branches and feeders whencesoever derived, shall be applied solely towards the promotion of the objects of the Association 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, remuneration or otherwise howsoever by way of profit to any of the members of the Association in respect of any services performed by them as members of the Managing Committee as such, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association who may also be members thereof in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 6 per cent on moneys borrowed from any member of the Association or be deemed to exclude any member of the Association from the benefit of any grant made, in furtherance of any of the objects of the Association.

5. If any member of the Association pays or receives any dividend, bonus remuneration, or other profit, in contravention of the 4th paragraph of this Memorandum, his liability shall be unlimited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member or within one year afterwards, for payments of the debts and liabilities of the Association, 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 Rs. 5 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.

7. If upon the winding up, or dissolution of the Association, 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 Association, but shall be given, or transferred to some other Association or Associations, having objects similar to the objects of this Association, to be determined by the members of the Association at or before the time of dissolution or in default thereof, by such court of judicature, as may have or acquire jurisdiction in the matter.

8. True accounts shall be kept of moneys received and expended by the Association, and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Association, 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 Association for the time being, shall be open to the inspection of the members, once at the least in

every year the accounts of the Association shall be examined, and the correctness of the balance sheet, ascertained by one or more properly qualified Auditor or Auditors.

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

Signatures of Members.	Addresses.	Signature of Witness.
V. Sreenivasa Charlu	Sub-Judge Kumbhakonam.	A. V. Ramachandra Aier Writer, Town High School Kumbhakonam.
S. Seshyya	Govt. College Do.	
V. Krishna Aier	High Court Vakeel Do.	
K. Renganada Row	Mirasdar Do.	
S. Ramadas Aier	4th Lectr. Govt. College Do.	
A. C. Narayanasamy Aier	1st Grade Pleader Do.	
S. Raghava Aiengar	Do. Do.	

Dated this sixteenth April 1890.



89
Town High School
Kumbhakonam
10th January 1895.

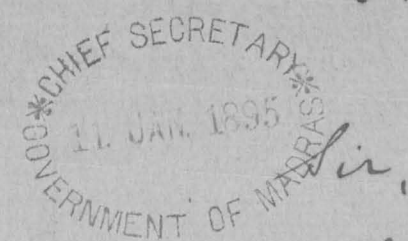
No. 1.

From

K. Ranganada Rau B. A.
Secretary to the Town High School
Association (limited)
Kumbhakonam.

To

The Chief Secretary to Government
Madras.



Sir,

I have the honor to inform
you that the above named Association
has been already registered under
Act VI of 1882, as a company limited
by guarantee.

In evidence of this, I have herein
enclosed a printed copy of the certificate
of incorporation granted to us by the Re-
gistrar of Joint Stock Companies on the
18th of April 1890. I have also enclosed
herein similar copies of the Memorandum
and Articles of our Association to prove
that our company has been formed by

for a charitable purpose and that
members thereof have individually ^{no}
pecuniary interest therein. As I have not
been directed by our managing committee
which comprises of all the members
of our Association, to apply to Government
to be graciously pleased to bestow upon
us the privileges referred to in Section
26 of the said Act, I have written this
to do so accordingly. It only remains
for me on behalf of our Association
to request that you will be good enough
to oblige us by obtaining the sanction of
Government for the purpose and by kindly
~~issuing~~ ^{issuing} a license in the name of our
Association, in honoris causa, as pro-
vided for in the said Section.

I have the honor to be,
Sir,

your most obedient
servant

M. Ranganatha Rao,
Secretary.

Q. 2581: 29.10.92 W
+ papers (Sund)

From
The Secretary to the
Town High School Assoc. (C)
Kumbakonam

For orders.

Dated 10/1/95
Recd 11/1/95
Encls. 3

Subject
Regr! to bestow on them
the privileges referred to
in Sec. 26 of the Act of 1882 & issue a license
in the name of their
Assocn. as provided for
in the Section above
mentioned

From

The Secretary to the
Town High School Assoc.
Kumbakonam

Dated 10 January 1895

FOR ORDERS.

It hardly seems to be my
business to act as a legal
adviser in such a case.
Notwithstanding the difficulties
felt in both cases the first
Committee took his advice.

W
4/2/95

It is submitted that the Memorandum
of Association will require alteration
before the proposal can be approved
for the following reasons.

Article 3 (b) authorizes the Association
to raise money as it thinks fit,
by borrowing from the members.
Article 3 (g) authorizes the Association
to invest & deal with the moneys of the
Association in such manner as may
be determined e.g. to enter upon any
trade or business using such moneys
as capital.

2. Article 4 while purporting to require
members of the Association to accept
remuneration dividends or profit
to receive interest not exceeding
6 per cent. on money borrowed from
the Association is therefore as the Memo. of Assocn.
is legally binding there appears to
be no clause preventing the members
from entering on any subsidiary
trade or business in order to get interest
on capital which they may desire to invest.
3. Article 6 provides that in certain
cases the liability of particular members

main company's Act & Statutes

of the Malabar
asked file
to however that the Memo. of
of the Oolac. Club is
not as wide in meaning as
of this Company; - see Articles
20, 3.

31.3 2/2/95

H.M.

For orders

[Put up the Calcut Club case
recently dealt with]

22.1

20.3.94 No 3039
20.8.94 No 3003

[Lodge pending receipt of
reply to No. 78 Dec. 1894 No
3003, for which a reminder
might issue]

22.1

23/1/95

Submitted for
Signature.

Submitted

23/1/95

2/2/95

CURRENT NO. 33/

LOCAL AND MUNICIPAL DEPARTMENT.

Ind Dept

From

The Secretary

Obacamm Club

No.

Dated 25 - 1 - 95

Received 27 - 1 - 95

Regd 28 - 1 - 95
Enclosures 2

SUBJECT.

Two copies of Memorandum of
Association of that Club & copies
of the correspondence regarding
the License under Sec 26 of the
Barr Camps Act & Statute

8.03003: 8.12.94
Hapers.

Registration of
Malabar Club

For order.

Please see No. 73 Nov. 1894 No.
+ No. 78 Dec. 1894 No 3003. Except
the heading of the clauses, the Memo.
of Assoc. of the Malabar Club correct
in substance - save to the copying of clerical
& grammatical mistakes - with that
the Oolacamm Club, to which a
license was issued in No. 318. It
for consideration whether under these
circumstances it is necessary to take
legal advice as to the legality of the
part of the Memo. as revised. - The
question does not appear to have been
raised in the case of the Oolac. Club

2/2/95

note
This order
on 2/2/95 (sising)

THE OOTACAMUND CLUB.

MEMORANDUM OF ASSOCIATION.

First.—The name of the Club is the Ootacamund Club.

Second.—The Registered Office of the Club will be situate in Ootacamund.

Third.—The objects for which the Club is established are—

1. To establish a Club for the accommodation of members and their friends.
2. Generally to purchase, take on lease or in exchange, hire, or otherwise acquire any immovable or moveable property and any rights or privileges which the Club may think necessary or convenient for the purposes for which it is established.
3. To invest and deal with the monies of the Club not immediately required upon such securities and in such manner as may from time to time be determined.
4. To raise money in such manner as the Club shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the property of the Club (both present and future) including its guaranteed capital.
5. To pay off all existing debenture and other charges on the property to be acquired by the Club and the debts and liabilities of the existing Ootacamund Club.
6. To make, accept, indorse and execute pro-notes, bills of exchange and other negotiable instruments.
7. To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Club.
8. To construct, maintain and alter any building or works necessary or convenient for the purposes of the Club.
9. To promote social intercourse amongst the members of the Club and their friends.
10. To do all such other things as are incidental or conducive to the attainment of the above objects.
11. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be

When given for copying

Ootacamund 25th February
 To, The Honble H. E. Stokes
 Chief Secretary to Government
 Fort Saint George.

Sir,

As it is proposed to reconstitute the Ootacamund Club by registering it under Act 6 of 1882, as Association limited by guarantee, I am requested the Committee of the Club to solicit that Government will, be pleased, under clause 26 of the said to allow the Club to be registered with limited liability without the addition of the word "Limited" to its name.

I have the honor to be &c
 /Signed/ C. A. Liardet Colonel
 President Ooty Club.

Ootacamund 25th April 1888
 To, The Honble H. E. Stokes
 Chief Secretary to Government
 Ootacamund

Sir,

With reference to my letter of the 25th February last, and G. O. thereon, dated 15th March N. 65, I have the honor to inform you that I am directed by the Committee of the Ootacamund Club to address Government again in the matter, and to point out that the Club is established to promote a useful object. That all profits made by the Club

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 were or have been members of the Club, or to any of them or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith, or remuneration to any officers or servants of the Club, or to any member thereof or other person in return for any services actually rendered to the Club.

12. The eleventh paragraph of this Memo. is a condition on which a license is granted by the Local Government to the Club in pursuance of Section 26 of the Indian Companies Act 1882 (Act No. VI of 1882). For the purpose of preventing any evasion of the terms of the said eleventh paragraph the Local Government may from time to time on the application of any members of the Club impose further conditions which shall be duly observed by the Club.
13. If the Club acts in contravention of the eleventh paragraph of this memorandum or of any such further conditions, the liability of every member of the Committee of such Club shall be unlimited and the liability of every member of the Club who has received any such dividend, bonus, or other profit as aforesaid shall likewise be unlimited.
14. Every member of this Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and the costs, charges, and expenses of winding up the same and for the adjustment of the contributories amongst themselves such amount as may be required not exceeding Rupees one hundred.
15. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any properties whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, to be determined by the members of the Club at or before the time of dissolution, and in default thereof by such Judge of the High Court or of any court subordinate thereto as may have or acquire jurisdiction in the matter.

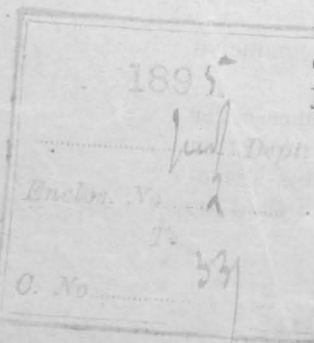
CURRENT NO. 33/ J. 2
Astalamm Club
25 January 1895

To the Chief Secretary to Govt.
Madras

Sir.

With reference to the Order of Govt. dated 8 Decr 94 No. 3003 I have the honor to enclose as requested a copy of the Memorandum of Association of this Club, and also Copies of the Correspondence regarding the License under Sec. 26 of the Indian Companies Act.

The License granted by Govt. is not in my possession having been forwarded to Messrs Barclay & Company in April 1889 for



are devoted to such object, and that though the benefit to members is considerable, yet no member can derive any pecuniary profit from the Club, nor is he entitled to any dividend thereon.

I am further requested to point out that the English Act, and the English practice as is by Withemier (whose book is herewith submitted for reference if necessary) is in consonance with the request made by this Committee, and I therefore trust Government will be pleased to reconsider the matter and grant the request solicited.

I have the honor to be
/signed/ C. A. Lardet
President City Club.

Judicial Department
Proceedings of the Madras Government.

Read the following paper
from the President, City Club Committee, dated
25th April 1888.

Order thereon 10th May 1888 No 1089.

In view of the English Statute and the practice under it as stated by Withemier, the Government will be prepared to give the permissions solicited on being satisfied that the rules prohibit the payment of any profits or dividend to the members of the Association.

/I am, Sir,
/signed/ H. E. Stokes.
Chief Secretary

To The President
City Club Committee
with book.

the purpose of having the
Club registered.

I have the honor to be

in

Yours most obedt Servant

W. Schmitt

Secy. Ovtacand Club

When examined,
When signed

[G.]
24
100-20-12-94,

189.

DEPARTMENT.

Papers to be read in Proceedings:—

Again G.O., dated

5 — 11 —

1894, No. 2629

Again G.O., dated

5 — 12

1894, No. 3003

Current No. 331

of 1895, dated

25

1

from

the Secy. Ovtacand Club

Current No. 89

of 1895, dated

10

Jan

from

The Secy, Town

High School, Kumbakonam

Order of 7th Feb 1895, No. 257.

The Memoranda of Association of
Malabar Club & the Town High
School, Kumbakonam will be forwarded
to the Govt. Solicitor with the request
that he will advise Govt. as to whether
these two bodies can ^{legally} be registered
under § 26 of the Indian Companies Act
with limited liability but on
the addition of the word "limited"
to their names.

2. ^{His} Special attention will be
drawn to those clauses in the Memoranda
rendering the liability unlimited
in certain cases. It will also be seen
that a number of the so-called objects
of these associations are rather in the
nature of their existence than purposes for
which they are created. — For instance
reading ^{together} articles 4 & 5 ^{3(g)} of the Memoranda
of Association of the Town High School Kumbakonam it would appear that one of the
objects of the Company might be the issue
of money lent by members thereof

the purpose of having the
Club Registered.

I have the honor to be
in
Yours most obedt Servt
W. Schmitt
Secy. Ovtacand Club

[G.]
[24]
100-20-12-94.

DEPARTMENT.

Papers to be read in Proceedings:—

Again G.O., dated 3 — " — 1894, No. 2629

Again G.O., dated 5 . 12 1894, No. 3003

Current No. 331 of 1895, dated 25 - 1 - from the Secy Ovtacand Club

Current No. 89 of 1895, dated 10 Jan from The Secy, Town
High School Inst,

Order 7th Feb 1895, No. 257. Kumbakonam

The Memoranda of Association of
Malabar Club & the Town High
School, Kumbakonam will be forwarded
to the Govt. Solicitor with the request
that he will advise Govt as to whether
these two bodies can ^{legally} be registered
under 26 of the Indian Companies Act
with limited liability but on
the addition of the words "limited"
their names.

2. ^{His} Special attention will be
drawn to those clauses in the Memoranda
rendering the liability unlimited
in certain cases. It will also be seen
that a number of the so-called objects
of these associations are rather incoherent
if their existence than purposes for
which they are created. — For instance
reading ^{together} Articles 4 & 5 of the Memoranda
of Association of the Town High School Kumbakonam it would appear that one legitimate
object of the Company might be the issue
of money lent by members thereof

er. cat in capital so ^{lent} borrowed.

Capital (from orders) 81495
The Govt. Secy, with
DESPATCH Enclosure.

11/18/95

in M.S.

Registration of Companies

When given for copying

When copied

When examined

When signed

189.

READ AGAIN G.O., No.

189

DATED

CURRENT No.

ENCLOSURES TO O. No.

ORDER OF GOVERNMENT

LETTER OF GOVERNMENT.

STATEMENT WITH DITTO.

PAPERS NOT FILED UP, BEING MEANT FOR DESPATCH
IN ORIGINAL.

N.B.—

- A = Copy in full.
- B = Not to be copied
- P = Copy abstract only.
- Q = Copy heading only

log be