

THE COMPANIES ACT, 1956
COMPANY LIMITED BY GUARANTEE, BUT NOT HAVING SHARE
CAPITAL

ARTICLES OF ASSOCIATION

OF

INTERNATIONAL KABADDI FEDERATION

(A company limited by guarantee without share capital not for profit under section 25 of the Companies Act, 1956)

1. The regulations contained in Table "C" in Schedule I to the Companies Act of 1956 as amended from time to time shall apply to this Company unless the context requires otherwise and constitute its regulations except in so far they are herein after expressly or impliedly, excluded, modified or varied.

INTERPRETATION

2. In these Articles, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meaning set out in the first column of the table below shall bear the meaning set alongside there respectively in the second column thereof.

a. Federation	International Kabaddi Federation
b. The Act	The Companies Act, 1956
c. The Statutes	The Companies Act, 1956 and amendments thereof and every other Act for the time being in force concerning companies
d. The Board	Meetings of the Directors duly called and constituted or, as the case may be, the directors assembled at the Board.
e. Directors	the Directors of the Federation.
f. Office	The Registered Office of the Federation

g. Seal	The Common Seal of the Federation
h. Month	Calendar Month
i. Year/Financial Year.	Period from 1 st of April to 31 st of March of the succeeding year.
j. In writing	Handwritten or typed or reproduced by any substitute for writing, or partly by one or partly by one and partly by another.
k. Secretary	Includes any person appointed by the Board to perform duties of the Secretary.
l. Rules and Regulations	Means and include rules and regulations of the Federation from time to time in force.
m. Members	Means National Associations/Organisation recognized by the Federation including the subscribers to the Memorandum and Articles of Association.
n. General Meeting	Meeting of the members. One representative from each affiliated unit.
o. National Association	The controlling body of Kabaddi in a country or territory registered with local government and recognised by the Federation.
p. Persons	Include Corporation.
q. Seal	Common Seal for the time being of the Federation
r. Chief Executive Officer	Any person appointed to perform the duties of Chief Executive Officer
s. Writing	include printing, lithography and any other mode or modes representing or reproducing, the words in visible form
t. Committee	Any committee of the Federation appointed by the Board of Directors.
u. Official	Manager, coaches, trainers, match commissioners, technical and medical officials and administrative employees of the federation or a national association or club. It also includes persons who are appointed to the various committees of the federation
Kabaddi	The game as regulated by the laws of the game controlled by the Federation.

3. Words importing the singular number include the plural number and vice-versa.
4. Rules, regulations and standing orders are those promulgated by the Board of Directors from time to time

DEFINITION OF PRIVATE COMPANY

5. The Federation is a private company as defined in Section 3 (1)(iii) of the Companies Act, 1956, and accordingly :
 - a) the right to transfer the shares is restricted in the manner hereinafter appearing.
 - b) number of members of the Federation exclusive of :-
 - (i) the persons who are in the employment of the Federation.
 - (ii) persons who having been formerly in the employment of the Federation, were members of the Federation while in that employment and have continued to be members after the employment ceased, shall be limited to fifty, provided that where two or more person hold one or more shares in company jointly, they shall for the purpose of this clause, be treated as a single member.
 - (c) Any invitation to the public to subscribe for any shares in or debentures or debenture stock of the Federation is hereby prohibited

- (d) Any invitation for or acceptance of deposits from persons other than its members, directors or their relatives is prohibited.
6. Subject as aforesaid, any words expressly defined in the act, except where the subject or context forbids, bear the same meaning in these Articles.
7. The official language of the Federation shall be English.

MEMBERS

8. The number of members with which the Federation proposes to be registered is 16, but the Board of Directors may from time to time, and in accordance with, whenever the Federation or objects of the Federation requires, register an increase of members, with the prior approval of the Regional Director, Ministry of Company Affairs, Western Region, Mumbai.
9. Ordinary Membership shall be open to National Associations of Kabaddi.

ORDINARY MEMBERS

10. Only one Association in each country shall be eligible to become an ordinary member of the Federation.
11. Any registered National Association which subscribes to the objects of the Federation shall be eligible to become an ordinary member of the Federation on payment of such admission fee and annual subscription as prescribed by the Board from time to time. An ordinary member shall be entitled to all rights and privileges of membership including the right of attending a meeting and shall also be liable to pay annual subscription for the time being in force for members.

ASSOCIATE MEMBERS

12. Associate membership may be granted by the Board to a National Association which is not a member of the Federation for a period not exceeding two years, on payment of such amount as prescribed by the Board.
13. Associate members shall be entitled to all the privileges of a member except the right to vote at the General meeting and to hold office.

PATRON - IN -CHIEF

14. Such persons of distinction as the Board of Directors may invite may, on acceptance of the invitation, become Patron-in-Chief of the Federation.

PATRONS

15. The Board of Directors shall have power to invite such persons as they think fit to become Patrons of the Federation for the period as decided by the Board of Directors. One of the patrons may be distinguished Kabaddi personnel (men/women), who may act as Chief Advisor to the Federation.
16. A patron of the Federation on his agreeing in writing to be bound by the Memorandum and Articles of Association and the bye laws for the time being of the Federation, and shall be entitled to all the privileges of the membership except the right of voting at general meetings and shall not be liable to pay any admission fee or Annual subscription during the period of his patronship.

FOUNDER MEMBERS

17. Any person who has subscribed to the Memorandum and Articles of the Federation will be the Founder Member and will be Life Member of the Federation without payment of membership fee or any other subscription. Founder members shall be permanent Advisory Board members with all the rights and privileges of an Advisory Board Member.

LIFE MEMBERS

18. A member on admission to the federation and on payment of the subscription for the time being in force for the life membership will become life member and will be entitled to all rights and privileges of membership of Federation including the rights of attending the Annual General Meeting. No voting rights

CORPORATE/INSTITUTIONAL MEMBERS

19. A corporate/institutional member, on admission to the Federation will be entitled to all the privileges and rights of members of the Federation for a period of four years, except the rights of attending and voting meeting of the Federation.

ADMISSION FEE

20. All the members will have to pay in advance, such admission fee as prescribed by the Board from time to time. The admission fee and the subscription fee or any part thereof once paid shall not be refundable on termination, cessation of membership. Admission fees payable in full at the time of admission of members to the Federation.

MEMBERSHIP FEE

21. The Board shall fix the lumpsum and the annual membership fee/subscription payable for different types of membership, corporate/institutional membership. The Board shall have the powers to increase or decrease the subscription from time to time.

SUBSCRIPTIONS/MEMBERSHIP FEE

22. The amount of annual subscription/membership fee payable by members for each calendar year by the 31st day of January shall be determined by the Board of Directors

ADMISSION TO MEMBERSHIP

23. A National Association willing to become a member of the Federation shall apply in the prescribed form and send the same to the Chief Executive Officer of the Federation along with the prescribed admission fee and the subscription fee. The application shall be placed before the Board of the Federation at their following meeting for their consideration. The Board of the Federation may refuse any application without assigning any reason or admit the applicant to the membership of the Federation. The applicant whose membership is rejected shall be entitled to the refund of the amount of admission fee and the subscription fee paid in advance. On admission of an applicant to the membership, he/it shall be bound by the rules and regulations of the Federation. On admission of any member, its/his name shall be entered on the Register of members of the Federation.

FORM OF APPLICATION

24. The application form for various categories of membership shall be prescribed by the Board from time to time. The application for membership by any association seeking membership except patron-in-chief and patron, shall be in writing signed by a person authorised by the respective association, submitted to the Federation accompanied by a Resolution of the governing body of the association authorising the application to be made and authorising the signatory to the application to sign the application on behalf of the association.

RESIGNATION OF MEMBERSHIP

25. A member wishing to resign membership, shall notify the Board of Directors by registered letter of its intention. If the letter of resignation is not received at least one month before the expiry of the official year of the Federation along with his dues if any,; otherwise the member shall have to pay membership fee for the following year also. The Board, on receipt of the notice of resignation, shall ensure that the member has fulfilled all its financial obligations to the Federation, before accepting the resignation from the membership of the Federation

EXPULSION

26. A member shall forfeit its membership with the Federation
1. If its dues, levies or debts to the Federation are not paid;
 2. If it infringes its statute or statutes and the regulations of the Federation.
 3. If it ceases to have the legal status of a National Association in its own country or territory
 4. If a member is expelled by the Board of Directors.
27. A national association shall enjoy the privileges of a member so long as its membership subscription is paid up-to-date as stipulated in Article 22.

OBLIGATIONS OF MEMBERS

28. The members shall
- i) Notify the Federation promptly of any changes of its address and the names of principal office bearers.
 - ii) Notify the Federation of all amendments or alterations to their statutes.
 - iii) Respect and honour all expulsions and suspensions imposed by the Federation.
 - iv) Recognise each of the members as the sole controlling body of Kabaddi in their respective countries.
 - v) Not to form themselves into regional associations or federation without the consent of the Federation.
 - vi) Abide by the statutes, regulations and orders of the Federation at all times.

REGISTER OF MEMBERS

29. The Federation shall keep a register in which shall be entered:
- b. the name and address of each member,
 - c. class of membership in which each member is enrolled
 - d. names of the representative and alternate representatives of each member wherever applicable.
 - e. The date on which each member was admitted to the membership of the Federation.
 - f. The date on which each member ceased to be a member of the Federation.

PRIVILEGES OF MEMBERS

30. Every ordinary member of the Federation shall have the following rights and privileges:
- i) To attend and vote at all the meetings of the Federation both ordinary and extra-ordinary.
 - ii) To vote at the election of the members of the Board.
 - iii) To nominate a candidate at the election.

Explanation: Only one representative of the member whose name is entered in the Register of Members of the Federation shall be entitled to exercise the privileges mentioned above.

PENALTIES

31. The Federation may impose the following penalties; caution, censure, fine suspension and expulsion.
32. The Board of Directors of the Federation shall have the powers to caution, censure, fine and suspend members, their clubs, and officials for any contravention of the Statutes, Regulations and Standing Orders of the Federation.
33. Expulsion of a member shall only be decreed by the decision of a General Meeting with the approval of three fourths of the total votes, cast in favour of the expulsion.
34. Members who are expelled shall not engage in Kabaddi Activities with other members and enjoy the membership privileges of the Federation.
35. Members who do not participate in at least two of the competitions organised by the Federation in a period of two years shall lose voting rights at the General Meeting.

GENERAL MEETING

36. There shall be held every year an Annual General Meeting of the members of the Federation which shall be held within six months of the close of the official year of the Federation to transact the following business:
 - i. To receive and adopt the annual report of the Board and Audited Statement of Accounts of the Federation.
 - ii. To record the declaration of the result of election of the Board elected by the General Body for the next term, as and when held.
 - iii. To appoint an Auditor for the year and to fix his remuneration.
 - iv. To transact such other business as the Board may deem necessary and of which the Chief Executive Officer/Secretary, under the direction of the Board, shall have given notice to the members at least 7 days before the date of the meeting

An extra ordinary general meeting of the members may be called whenever the Board thinks fit and the Board shall call a special general meeting on the requisition of at least one fourth of the total number of members stating the object of the meeting in clear terms. Within 30 days of the receipt of such requisition, the Chief Executive officer /Secretary General shall convene special general meeting. The business of special general meeting shall be confined to the business for which it is convene and such special general meeting shall not transact any other business.

37. Not less than 10 clear days' notice a General Meeting, whether ordinary or special, specifying the date, hour and place, of the meeting and the business to be transacted thereat shall be given to every member. The accidental omission to give any such notice to, or the non-receipt of any such notice by, any of the members to whom it should be given shall not invalidate any resolution passed or proceedings held at any such meetings. In computing the days for the purpose of giving notice under this rule, the day on which the notice is issued and the day of the meeting shall be excluded. The date of posting will be deemed as date of issue of notice. An explanatory statement in respect of special items of business under Section 173 of the Act, need not be annexed to or sent with any notice of any General Meeting. In giving such notice the Company may, but shall not be bound to, comply with section 176(2) of the Act with respect to any General Meetings or to meetings of any class of members of the Federation.
38. No business shall be transacted at any General Meeting unless a quorum of members is at the time when meeting proceeds to business. Five members personally present or by proxy shall be a quorum. If within half an hour of the time fixed for a general meeting, no quorum is formed, the meeting shall be adjourned for thirty minutes and such adjourned meeting shall be held on the same day at the same place after thirty minutes. Such adjourned meeting will require no quorum. In the case of requisitioned meeting, the meeting shall be dissolved if there is no quorum at the time fixed for such meeting and no meeting will be called for the same purpose within the next six months.

39. The Chairman shall preside every General Meeting. If the Chairman is absent, the members present may elect one from amongst them to be the Chairman of the meeting.
40. Every resolution submitted at the General Meeting shall be decided by majority of the votes of the members present, the votes being taken by a show of hands unless a ballot is demanded by at least 25% of members. When ballot is so demanded, the Chairman shall direct the ballot to be taken. In the case of equality of votes, the Chairman shall have a casting vote in addition to his own vote.
41. One representative from each affiliated unit is eligible to attend the general meetings of the Federation.
42. No representative of any member shall be entitled to attend any meeting unless all sums presently due from such member have been paid to the Federation.

THE BOARD OF DIRECTORS

43. Until otherwise demanded by a General Meeting the number of directors shall not be less than two and more than 7
44. The first Directors of the Federation shall be:
 1. MR. JANARDAN SINGH GAHLOT
 2. MR. JAYARAM ANTHAYA SHETTY
45. The Board will appoint one among themselves Chairman, after election of the Board once in every two years.
46. The directors may appoint any person to be an alternate director to act for a director (hereinafter in this article called the original director) during his absence for a period not less than three months from the state in which meetings of the directors are ordinarily held, but such alternate directors shall ipso facto vacate office if and when the original director returns to the state in which meetings of the directors are ordinarily held.
47. The Board shall retire once in two years but shall continue in office till their successors are elected and take charge immediately after the Annual General Meeting

CO-OPTION

48. The Board may at their first or subsequent meetings after the Annual General Meetings, co-opt out of the general body of members, not more than two to serve on the board.

AFFAIRS OF THE FEDERATION

49. The affairs of the Federation shall be managed by the Board who may exercise all such powers of the company as are not expressly stated or not required by the rules to be exercised by the Company in General Meetings. The directors may be paid all expenses incurred in setting up and registering the Federation.

Save as otherwise provided hereinabove, the Board shall exercise such powers as are necessary to achieve the objects of the Company as set out in the Object Clause No. III of the Memorandum. The Board may delegate any of their powers to committees/sub committees consisting of such number of members of the Federation as they may deem fit.

The Board may frame their own rules for the purpose of conducting or regulating their proceedings and may amend or revise the same as and when they deem fit.

NON – ATTENDANCE IN BOARD MEETINGS

50. The Chief Executive Officer, shall send a reminder to the member who has absented from the meetings of the Board for three consecutive meetings without obtaining leave of absence from the Board, his /her seat may be declared vacant by the Board.

LEAVE OF ABSENCE OF OFFICE BEARERS

51. The Chairman can get leave of absence from work of his office for a period not exceeding three months at a time during which period the Board shall appoint an Acting Chairman from amongst themselves.

MEETINGS OF THE BOARD

52. The Board shall meet at least once a quarter of calendar year to dispose of business and at least four such meetings shall be held in each calendar year. The Board may regulate its meetings as it thinks fit.
53. The quorum necessary for the transaction of the business at the meetings of the Board of Directors shall be two.
54. At the meetings of the Board, every member shall have one vote only. Save as otherwise expressly provided in this Act, questions arising at any meeting of the Board shall be decided by a majority of the votes. In case of tie, the Chairman shall have a casting vote in addition to his/her own.
55. Not less than four clear days' notice shall be given to every member to call an ordinary meeting of the Board. A Special Meeting of the Board can be called on a notice of shorter duration.
56. A meeting of the directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by law or under the Articles and regulations for the time being vested in or exercisable by the directors.

POWERS AND DUTIES OF DIRECTORS

57. The powers and responsibilities of the Directors of the Company shall be as in Table 'C' of the Act except in so far as they stand modified by the provisions of these Articles.
58. Voting at all the meetings shall be decided by majority votes.
59. The Directors may pass a resolution without a meeting of the Directors being held if a document containing the resolution is sent to all Directors and a majority of the Directors entitled to vote on the resolution sign the document containing a statement that they are in favour of the resolution set out in the document. Separate copies of that document may be used for signing by Directors if the wording of the resolution and the statement is identical in each copy.
60. Without prejudice to the generality of the power conferred upon the Directors, whether by the provision of law for the time being in force, and/or the applicable Articles of Table 'C' and/or the provisions of these presents or otherwise however, it is hereby expressly declared that the Directors shall have the following powers:
 - (i) To purchase or otherwise acquire for the Federation any property whether movable or immovable and rights and privileges whether corporal or incorporeal which the Federation is authorised to acquire at such prices and generally on such terms and conditions as they deem fit.
 - (ii) At their discretion to pay for any property, rights or privileges acquired by or services rendered to the Federation, wholly or partly, in cash or debentures or other securities of the Federation and such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Federation and its uncalled capital or not so charged.
 - (iii) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Federation or its officers or otherwise concerning the affairs of the Federation, also to compound and allow time for payment or satisfaction of any debts or dues and claims or demand by or against the Federation.
 - (iv) To refer any claims or demands by or against the Federation to arbitration and observe and perform the awards.

- (v) To make and give receipts, release and other discharges for money payable to the Federation and for the claims and demands of the Federation.
- (vi) To determine who shall be entitled to sign, on the Federation behalf, bills, notes, receipts acceptances, endorsements, cheques, release, contracts and documents.
- (vii) Form time to time to provide for the management of the affairs of the affairs of the Company in such manner as they think fit and in particular to appoint any person to be attorneys or agents of the Federation with such powers (including power to sub delegate) and upon such terms as may be thought fit.
- (viii) To invest and deal with any of the money of the Federation not immediately required for the purposes thereof in such securities and in such manner as they may think fit, and from time to time vary or release such investments.
- (ix) To borrow or raise or secure the payment of any sum of sums of money for the purposes of the Federation in such manner and upon such terms and conditions as the Directors shall think fit by mortgage, pledge, hypothecation of all or any of the Federation's property.
- (x) To enter into all such negotiations and contracts and rescind and vary, all such contracts and execute to do all such acts, deeds and other things, in the name and on behalf of the Federation, as they may consider expedient, for or in relation to, any of the matters aforesaid, or otherwise for the purpose of the Federation.

MINUTES

- 61. The Board shall keep or cause to be kept minutes of the proceedings of its meetings as also of the meetings of the General Body. Such minutes shall be open for inspection during the office hours by any member who shall give at least 24 hours notice to the Secretary/Chief Executive Officer.

COMMITTEES/SUB-COMMITTEES

- 62. The Board may appoint Advisory Board consisting of such office bearers as it may deem fit And nominate such as it may deem fit as the office bearers of the Advisory Board. The Board may also lay down such rules and regulations regarding the role, functions, designations of office bearers, meetings. Quorum for the meetings of the advisory board.
- 63. The Board may also constitute committees/sub-committees for various subjects or branches of activity and such committees/sub-committee shall consist of such members of the Federation/directors on the Board as the Board may deem proper.

The Committees/sub-committees so formed shall make their reports to the Board on specific matters referred to them for their study and opinion and the board may take such actions they may deem fit.

The Board may, at their discretion, in special circumstances, authorise the Advisory Board, committees and sub committees to take necessary action on any matters referred to them.

BORROWING POWERS

- 64. The Board may borrow on such terms and conditions as may be deemed necessary for a specific purpose with the prior approval of the General Body Meeting.
- 65. All moneys and funds of the Company shall be received by the Secretary who shall deposit the same into an account opened in the name of the Federation with a bank or banks approved by the Board. Further, the Board shall have the power to invest the funds of the Federation in such bank or banks or Companies/institutions on such terms and conditions as may be decided from time to time.

ARBITRATION

- 66. The Board may form a Tribunal of Arbitrators to decide disputes and differences as may be referred to the Federation or the Tribunal. The Board shall frame rules for such tribunal from time to time. Members or official shall refer disputes of the

Federation or other members to the Tribunal for arbitration. In the event of disagreement between two or more members on the choice of arbitrators, the board shall have the right to decide and this decision shall be final and binding on the members concerned. All decisions taken by the Federation or arbitration tribunals regarding disputes referring to them for adjudication shall be deemed to be final and binding upon all parties. The members shall first refer all disputes between themselves or with their officials to the tribunal of Arbitrators appointed by the Federation.

SECRETARY GENERAL

67. A Secretary General may be appointed by the Board for such term as it may think fit; any Secretary General so appointed may be removed by the Board.
68. A director may be appointed as Secretary General.

SEAL

69. The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors or the Chairman or the Secretary on any and every instrument to which the seal shall be affixed, shall be signed by a Director or such other person as the Director or Chairman may appoint for the purpose.

COLOUR

70. The colour to be used by the Federation shall be determined by the Board of Directors.

EMBLEM AND THE FLAG

71. The Emblem and the Flag of the Federation shall be determined by the Board of Directors of the Federation.

WINDING UP

72. If the Federation shall be wound up, the liquidator may with the sanction of a Special Resolution of the Federation, and any other sanction required by the Act, divide amongst the members in specie or in kind the whole or any part of the assets of the Federation, whether they shall consist of the property of the same kind or not.

INDEMNITY

73. Subject to the provisions of the Act, no Director, Auditor or other Officer of the Federation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act or for any loss or expenses happening to the Federation through the insufficiency or deficiency of title to any property acquired by order of the Director for or on behalf of the Federation or for the insufficiency or deficiency of any security in or upon which any of the money of the Federation shall be invested, or upon which any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or Federation to or with whom, any money securities or effects shall be entrusted or deposited or for any loss occasioned by any other loss, damage or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto, unless the same shall happen through his own dishonesty.
74. No member shall be entitled to ask for any information in respect of any details of the Federation trading or any matter in the nature of a trade secret, mystery of trade or secret, mystery of trade or secret process which may relate to the conduct of the business of the Company, and which in the opinion of the Directors it may not be expedient in the interest of the members of the Company to communicate to the public.

ALTERATION IN THE CLAUSES OF THE CONSTITUTION

75. The foregoing rules and regulations shall be kept in a book along with records of the Federation. No alteration or addition/deletion shall be made therein or thereto save and except by a majority of two third of the members of the Federation present at a General Meeting convened for the purpose by a notice issued at least ten clear days before the holding of such meeting and in which all the terms of the proposed alterations or additions shall have been clearly set forth.

Mumbai
Date: 16/11/06