



**COONOOR CLUB
COONOOR - 643 101**

PROCEEDINGS OF THE ANNUAL GENERAL MEETING OF THE COONOOR CLUB HELD ON SATURDAY, 7TH NOVEMBER, 2020 AT 5.00 P.M. AT THE COONOOR CLUB, COONOOR

Members Present / Voted:

In Person: 139
In Proxy: 146

Mr. Ullas Menon, President welcomed the members to the Annual General Meeting and called the meeting to order at 05.00 p.m.

1. To read the notice calling the meeting: With the permission of members, the notice convening the meeting was taken as read.

2. President's Address: Before starting the proceedings, a minute silence was observed to pay homage to the following who had passed away since the last meeting.

Dr B Santhosh Kumar, Mrs Mangaram, Mr DK Rajagopal, Mr S Bhaskar, Mr M.M. Chandy, Mr S. Raghu, Mr Feroz S Shapurji, Mr Pervis Homi Dastur, Mr R Rangaprasad, Mr N Devakannan, Mr Pavan Kaula and Mr Deepak Krishna Rao.

President remarked that the meeting was held in an unprecedented difficult time and it was beyond any one's imagination that Covid crisis would prolong for a long time. Nearly 7½ months were lost and it had severe impact on the finances of the Club. The total shut down imposed from 17th March was at a time when the Club was getting ready for the summer season during which period the Club made major portion of its revenue.

The Club was partially re-opened on 4th September maintaining strict protocol as per the SOPs laid down by the Government. Initially, operations were allowed only till 8 pm and it was extended to 9 pm and up to 10 pm at present. Though the club had been opened, the usage was limited and it was not sure at that juncture what was going to be the situation in the near future and it might take a long time to return to normalcy. He mentioned in such a situation, the Committee had no other way but to take some hard decisions and make some proposal for the consideration of members. He requested members to lend a supporting hand to bring the Club back to a healthy position.

3. To approve and adopt the minutes of the Annual General Meeting held on 30th September 2019 circulated along with the mail dated 9th March, 2020 convening the Budget General Meeting: The minutes were circulated along with the mail dated 9th March, 2020 convening the Budget General Meeting. Since no comments were received it was unanimously approved.

4. To ratify the Revised Budget Estimate (RE) 2019-20 and Budget Estimate (BE) 2020-21 circulated to the members on 9th March, 2020: The Budget General Meeting scheduled on 30.3.2020 could not held as the club was closed as per the Government's directive on account of Covid. Approval was sought for a capital expenditure of Rs. 33.33 lakh in the Revised Estimate for 2019 - 2020 for CAO's Residence. Original plan was to modify the building where the generator was kept but had to go for an entirely new structure as its' foundation was weak. The Capital expenditure incurred being Rs. 38.38 lakh, it was indicated in the agenda that the RE be changed accordingly and approved.

President informed members that as per the budget proposals for the year 2020-21 circulated in March 2020, there was a cash surplus of Rs 1,87,026. A fresh proposal was worked out on the basis of the current scenario, according to which there would be a deficit of Rs 29,87,786.32 and the copy of the fresh working was given to all members at the meeting.

President also mentioned about the letter received from Mr. Gajendra Kumar and relevant portions pertaining to the CAO's residence was read out. He said that the building was made according to the plan approved and the Sub-Committee on Building and Infra-structure and Mr. Vikram C Devaraj who made the plan were monitoring the work regularly. Few changes to the walls, windows etc. had to made while the work was progressing. The total cost was inclusive that of the fencing work which was not part of the original proposal and it was felt necessary by the Sub-Committee.

Mr. Philip Mathew, member in charge of construction explained that despite all the extra essential work that needed to be done, efforts taken to procure the materials from Coimbatore at much cheaper rates than in the market enabled the construction to be completed at a cost of Rs 1,920 per sq.ft which was very reasonable.

There was a suggestion from the floor that any changes to the approved cost passed by the general body should be intimated to members by email. President clarified that it was not practical to intimate changes required to all the members on a regular basis and it was up to the Committee to take a judicious call and carry on. Such a practice was not followed by other organizations and clubs also. Major deviation, if any, is reported at the next general body meeting for ratification. There was detailed discussion on the subject matter and it was agreed at the meeting that there was no need to circulate the changes to the cost and decided to maintain status quo. The members were assured that the Sub-Committee will do its best to monitor and complete the construction, repairs & maintenance or procurement of equipments at competitive rates without compromising on quality and increase, if any, to the approved cost, will be brought up at next general body meeting for ratification.

Concluding the discussions, President sought the approval for the Revised Budget Estimate 2019-20 and Budget Estimate 2020-21 with the corrections indicated in the agenda/circulated at the meeting and it was accorded unanimously.

5. To consider, pass and adopt the report of the Managing Committee and Audited Accounts for the financial year ended 31st March 2020: The President mentioned that no submissions were received from members seeking clarification as per bye-law 29.1(d), and accordingly proposed that the report of the Managing Committee and the audited accounts for the financial year ended 31st March 2020 be approved and it carried unanimously.

6. To appoint Auditors for the financial year 2020– 2021 and fix their remuneration: Proposal of the Managing Committee to re-appoint M/s. L. Ashok & Associates, Chartered Accountants, Coonoor as the Statutory Auditor for the financial year 2020-2021 on a remuneration of Rs. 40,000/- plus GST and out of pocket expenses was unanimously approved.

7. Levy of additional contribution of Rs 2,500 for the year 2020-21 and enhancement of the yearly subscription from Rs 4,500 to Rs 7,000 from the FY 2021-22: The President indicated that the Managing Committee had decided to levy Rs 2,500 as additional contribution during the year 2020-21 to cope up with the difficult financial situation on account of closure of the club and its activities due to Covid. This was done in the overall interest of the Club. He reminded all being the members of a reputed organisation, they have an obligation to look after its employees and safe guard the existence of the century old institution. Similar decision was taken by many other clubs. The subscription amount was not sufficient for administrative and other fixed costs. Usage of the club, being in a small township, was very limited and does not generate sufficient surplus funds to compliment the subscription income. A revised working of the budget for the year 2020-21 based on the current situation was prepared and given to the members while considering point No 4 on Budget Estimate 2020-21. It was pointed out that the revised working was with the reduced salary paid to the employees from April to August 20 and full salary from September 20 onwards. The disruption of routine activities will result in a cash deficit of Rs 29.88 lakhs during the FY 2020-21 as per the fresh proposals which were passed. He also mentioned that the club was not financially sound with a good general reserve. Other reserves were designated for specific purposes and it was not advisable to appropriate it for general purpose even in a situation what was faced now. Under such circumstances, the Committee had no other option but to go for an additional levy. Amount of Rs 2,500 levied and ratification sought now will generate Rs 23.85 lakhs (954 x 2,500). Even then, the current year cash deficit would be Rs 6.03 lakhs (29.88 - 23.85). The decision taken by the Committee was within the powers vested as per the Bye Law and accordingly bills were raised.

President informed members that there were comments from many members against the levy of Rs 2,500. He said if the members wanted the comments to be read out, the CAO will do it. Members agreed that it would be time consuming and there was need to read them.

President then brought members attention to the proposal to enhance the existing yearly subscription of Rs 4,500, as per Bye Law 11 (a) & (b), to Rs 7,000 from the Financial Year 2021-22 and 10%, rounded off to the nearest hundred, every year thereafter. He said that there were many comments received from members objecting to the increase at present and also considering the fact that many members could not make it to the meeting and respecting the sentiments of those who have responded, he proposed on behalf of the Managing Committee that an appropriate decision about the enhancement of subscription be left to the new Committee who can review the financial position at the end of this financial year in March 2021 and come up with necessary proposals at the Budget General Meeting to be held in March, 2021. This was appreciated by all members present.

He then sought ratification of the additional contribution of Rs 2,500 billed in October 2020. This point was discussed threadbare. Few members were for using up the contingency reserves, instead of taxing the members at a difficult time like this. It was clarified that the contingency reserves cannot be touched as it was kept for various cases relating to taxes and those cases have not been closed. It was cautioned that additional funds than what was accrued so far in those accounts may be required but nothing was clear as of then.

It was pointed out from the floor that due to non functioning of the club, substantial establishment cost was not incurred and accordingly additional funds need not to be sought from the members. President clarified that as mentioned by him a while back, the revised estimate for the year 2020 - 2021 prepared based on the actual position on account of Covid, there would be a cash deficit of Rs. 6.03 lakhs even after members contributing additional Rs. 2,500/-.

Mr Cherian Mathew mentioned that the membership fee collected was being apportioned to different heads namely 65% to building and infrastructure fund, 25% to corpus fund and 10% to contingency fund. He wondered why there should be such a huge allocation to building and infrastructure fund and instead, if more allocation was made to the general fund, then the current situation seeking additional fund could have been avoided. Mr. Philip Mathew clarified that the funds are required for the betterment of the facilities and precisely for that reason, more allocation to Building & Infrastructure Fund and was approved earlier and should not be meddled with.

A clarification was sought from the floor whether the employees of the club will be paid in full for the lock down period. It was clarified that Rs. 2,500/- proposed was considering payment of full salary only from September 2020 when the Club partially started the operation . It was further clarified that for payment of full salary to all employees from April 2020 to August 2020, additional Rs. 20 lakhs would be required which translates to Rs. 2,000/- per member. Members opined that it was only fair that full salary is paid to all the employees during the lock down period and accordingly proposed that Rs. 4,500/- from member be collected during the financial year 2020-21. Show of hand was requested by the President for the proposal to levy Rs 4,500/- as special subscription during the year 2020-21 and the ones supporting the proposal was much more than the negative ones, President announced that the proposal to levy Rs 4500/- as Special Subscription during the year 2020-21 was approved.

Mrs Lalitha Gauthama pointed out that some wastage in the food was happening which should be avoided by strict monitoring. Members welcomed the suggestion and the Managing Committee agreed that necessary precautions will be taken.

(PS: Additional levy of Rs 4,500 during the FY 2020-21: Rs 2,500 was already billed in October 2010, Balance Rs 2000 is being billed in 4 installments from December 2020 onwards)

8. Amendment to Bye - Law 11: It is proposed to change the due date for payment of Annual subscription as given below.

Bye Law No	Description	Amount (Rs)	Periodicity	Existing Due date	Proposed Due Date
11(a) & (b)	Resident Permanent Members and Outstation Permanent Members and Long Term Temporary Members	4,500	2 installments	Two equal Installments - By 30 th June and 31 st December of each Financial Year	Yearly subscription will be billed in the month of April and payable at the end of May

The President indicated that currently, the yearly subscription was billed in two instalments in the month of April and October payable by end June and end December respectively. It was proposed that full amount be billed in April payable like other dues by the end of next month. There being no objections, it was unanimously approved.

9. Payment for usage of the facilities (Pre-payment instead of post payment as at present): President stated that as per the powers vested with the Committee under Bye Law 27.1, it was agreed by the General Body at the BGM held on 28.03.2019 to limit the credit limit of members to Rs 20,000 per month. The dues from the members were huge on a regular basis, to be specific Rs 21 lakhs on the basis of 24 months average, and club at the present financial position was finding it difficult to carry on some of the routine functions. Bills are payable on presentation which is normally the first week of succeeding month. But members have time to pay till end of the month. If not paid No 1 notice is issued, giving another 14 days to pay, If still not paid, No 2 notice is issued and another 14 days given to settle, failing which treated as defaulter and name posted on the notice board. If not settled even after 30 days of posting, membership is removed. Accordingly one gets 30 + 14 + 14 + 30 days ie almost 3 months. When such defaulter settles, he/she gets back the all the privileges of a member. Nothing stops him/her in defaulting again. It was therefore proposed by the Committee to stop the credit facilities and make it mandatory to pay in advance as the members wish as per their requirements. Accordingly once the amount paid in advance is exhausted, usage of club facilities will not be allowed to such members until they recharge amount. Once the proposal is approved, Bye Law No 17 will be applicable only for the subscription to be billed in the months of April and necessary changes will be made to Bye Law No 17.

President mentioned that many comments were received from members against the proposal. He clarified that the Club in its current financial position was not able to afford Rs 20 lakh outstanding from members on a regular basis.

Detailed deliberation followed and it was argued that the Club should not work on pre-payment basis at the same time agreed that the Club should not be put to financial stress by the members by not settling the dues promptly. There was even a suggestion that instead of doing away with the credit facility, the credit limit of Rs 20,000 offered could be reduced. But members were of the view that for a few defaulters, the entire membership should not be put to hardship and should continue with the current system and instead stricter payment schedule should be implemented. After due debate, the following was suggested and agreed to unanimously;

- a) The bill for a month has to be settled by end of the succeeding month. If not received, it is the responsibility of the member to find it out from the club office or from the web-site.
- b) If the bill for a month is not paid by end of the succeeding month, the member will be given another 15 days to settle his/her outstanding with 10% as penalty on total outstanding.
- c) If the member fails to pay even after 15 days as indicated in (b) above, he/she shall be considered as defaulter and the membership will be suspended and shall not be allowed to use the club. The defaulter will be notified by e-mail as well as by registered post to settle the dues with the penalty of 10% within 30 days from issue of notice. The defaulter's name shall be posted on the Notice Board for a period of 30 days and, if the bill remains unpaid during the time of 30 days from the date of posting, he/she shall cease to be a member of the Club from the date of posting. However, he/she shall nevertheless remain liable and shall pay to the Club all monies which at the time of cessation of his/her membership may be due.
- d) Once a defaulter settles the dues with penalty within the time limit as provided in (c) above, the suspension will be revoked and he/she will be allowed to use the facilities but the credit facility will not be allowed (suspended) for one year and during that time, such members will have to pay in advance as they wish as per their requirement.
- e) A ceased member, at the discretion of the Committee, may be reinstated as a member on application in writing to the Honorary Secretary/CAO of the Club as per Bye Law No 21. (Bye Law No "**21. RE-INSTATEMENT OF PERMANENT MEMBERS:** (a) *Any person who has ceased to be a member only because of the operation of Bye Law 20 (a) during his absence from India, shall, and any person who has otherwise ceased to be a member because of the operation of Bye Law 19 or 20 (a) and (b) may, at the discretion of the Committee, be reinstated as a member on application in writing to the Honorary Secretary/CAO of the Club and on payment of all sums payable by the applicant to the Club prescribed by the Bye-Laws in force on the date of the application for each financial year or portion thereof which has elapsed since he ceased to be a member of the Club and (b) However, no person shall be reinstated who on the date of his application for reinstatement, is not resident in India"*)

10. To consider and, if thought fit, to amend the existing Bye - Law, as given below, with or without modifications;

EXISTING:	PROPOSED:
<p>8. <u>ELECTION OF MEMBERS:</u></p> <p>8.1 Resident Permanent Members</p> <p>(e) If the Committee decides to proceed further, as per sub clause (d) a photocopy of the Bio – data Form shall be exhibited on the club Notice Board for not less than fourteen days.</p> <p>(f) Within the said period of fourteen days, any Permanent Member having any objection shall submit his/her objections in writing.</p> <p>(g) On the expiry of the said period of fourteen days, the Proposal cum Bio-data form shall be put up at the next meeting of the Committee and the objections if any shall be considered. If found in order, a ballot shall be taken by the Committee to decide on admitting the candidate as a Member. At least five elected members of the Committee should be present for the Ballot. Two dissenting votes shall negate the election. The number of dissenting votes shall not be disclosed. In the case of those applicants who were offered Temporary Membership or Long Term temporary Membership, the approval process will be completed after completion of their Membership as a Temporary Member or Long Term Temporary Member.</p>	<p>8. <u>ELECTION OF MEMBERS:</u></p> <p>8.1 Resident Permanent Members</p> <p>(e) If the Committee decides to proceed further, as per sub clause (d) a photocopy of the Bio – data Form shall be exhibited on the club Notice Board for not less than fourteen days and also circulated to all permanent members by e-mail. giving them 14 days to convey objections, if any.</p> <p>(f) Within the said period of fourteen days, any Permanent Member having any objection shall submit his/her objections in writing to the Honorary Secretary /CAO</p> <p>(g) On the expiry of the requisite period of fourteen days, the Proposal cum Bio-data form shall be put up at the next meeting of the Committee. If found in order, the candidate will be admitted as a Member. Objection/s if any, will be deliberated by the Committee and if required, a ballot shall be taken. At least five elected members of the Committee should be present for the ballot and majority dissenting votes shall negate the election. In the case of Long Term temporary Member (LTTM) applying for Permanent Membership as stipulated in Bye Law No 5.3, the admission process shall be completed if the eligibility criteria as per Bye Law No 5.1 is met and there will not be a ballot as that process was already done while admitting as an LTTM.</p>

The proposal to amend Bye Law no 8 was discussed. President informed members that as per the proposal, the Bio Data received for all Permanent Membership will be circulated to all Permanent members by e-mail instead of displaying in the notice board alone. If there are no objections, the Committee will admit the applicant. In case of any objections, it will be deliberated and balloted, if required. Instead of two votes to negate the election, it was proposed to have majority votes to negate. However, balloting will be done only once. There will not be any ballot when an LTTM is made as a Permanent member as it was done earlier when he/she was admitted as an LTTM. . This was unanimously approved.

11. As per Bye Law No 26(g) "*All discussions held at the Committee meeting shall be recorded in the Minute Book maintained for the purpose*". It is proposed to replace it by "All discussions held at the Committee meeting will be confidential and will not be disclosed to others. The relevant portions of the discussion will be recorded in the minute book maintained for the purpose".

Members felt that there was no need of changing the bye-law no 26(g) and accordingly decided to retain it as it was.

12. To elect seven members to form the Committee for the Term of years 2020-2021 to 2021- 2022: 12 nominations were received to form the Committee for the term of years 2020-2021 to 2021- 2022. To help out the members, during the current Covid regime, to cast their votes, ballot box was kept from 10.30 am to 3.30 pm at the club premises. Members present requested Mr P. Raghunandan to take charge of elections and Mr. Dinesh Mathias and Mr. R. Kiran Kumar to help Mr Raghunandan. The balloting was taken up after AOB. Ballot boxes were kept in the library and the members exercised their franchise following social distancing and other covid protocol.

The following seven members were elected to form the committee for the term of years 2020 -2021 to 2021 - 2022:

1. Mr Arjun VM
2. Mr Cherian P Mathew
3. Mrs Deepa Jacob
4. Mr. Philip Mathew
5. Mr Rajubetten S
6. Mr. Ullas Menon and
7. Mr. Vinod K Shenai.

(PS: At the 1st meeting of the Managing Committee held after the AGM, Mr Philip Mathew was elected as President.)

13. Any other business: President mentioned that no notice was received as per Bye Law 29 to transact Any Other Business. However, he suggested that if any member wish take up any general Point, it may be done.

Mr. JC Anand suggested putting a ban on capital expenses till the normalcy returns. Mr Philip Mathew pointed out that it may not be right to put a ban on capital expenses as there were certain works that needs to be undertaken on a priority basis namely rest room for the staff members as there was none at present, additional chambers at the place where the old kitchen used to be as the chambers generate additional income and a linen room. President said that it be left to the new Committee who will come up with necessary proposal at the next Budget General meeting and it was endorsed by the members.

Mr. Cherian P Mathew proposed vote of thanks to the out-going Committee under the Presidentship of Mr. Ullas Menon for steering the Club during the period 2018-19 to 2019-20 and said that they had done a good job.

Mr. Ullas Menon thanked members for being present at the meeting following the Covid protocol and supporting the Committee by approving the important agenda items proposed especially levying Special subscription of Rs 4,500 during year 2019-20. He informed members that necessary changes will be made to the Bye Laws incorporating/changing the proposals approved.

There being no other matter the Annual General Meeting was concluded at 19.00 hrs.

G. SUDHEENDRAN
Chief Admin Officer