

ASSOCIATION OF DOMESTIC TOUR OPERATORS OF INDIA

Memorandum of Association – 2019

1 NAME OF THE SOCIETY

The name of the society shall be "ASSOCIATION OF DOMESTIC TOUR OPERATORS OF INDIA", hereinafter called the **ADTOI**.

2 REGISTERED OFFICE

The Registered Office of the Society shall be located at its Secretariat Office in the NCT of Delhi wherever situated from time to time. The present Secretariat Office of the Society is situated at No.403, 4th Floor, Padma Tower-II, Rajendra Place, New Delhi-110008 from 7th May 2014.

3 AIMS AND OBJECTS

The aims and objects of the society are as follows:

- a) To promote and encourage environmental protection, cultural exchanges and national integration.
- b) To diffuse and disseminate useful knowledge; and for that purpose, to organize, participate, manage, supervise or otherwise help in the promotion of educational, scientific, technical and other seminars, group discussions, exhibitions, expositions, displays, fairs, museums and the like, whether of permanent or temporary nature in India and elsewhere.
- c) To found, maintain, manage, or supervise libraries, educational, technical training and vocational centers, polytechnics, research institutes, laboratories and other institutions concerned with the diffusion and dissemination of knowledge.
- d) To chart plans, publish and encourage the publication of reference books, catalogues, directories, periodicals, leaflets, statistics, magazines, journals and books of a scientific or technical nature.
- e) To grant stipends, scholarships, and other help to student engaged in the study of tourism and its development; to promote cultural exchanges and environmental protection within the territory of India.
- f) To constitute Chairs and fellowships in India.
- g) With a view to diffuse and disseminate knowledge for the development of domestic tourism in India, to prepare, draw up public plans, blue prints, surveys, schemes and reports concerning the status of the domestic tourism industry.
- h) To establish channels of communication and liaison with the Department of Tourism, Government of India, State, and other public and private bodies and take all necessary steps to promote and develop domestic tourism in India.
- i) To establish a healthy atmosphere in the domestic tourism industry and foster healthy relations between tour operators, travel agents and other persons and organizations in the tourism industry in India.
- j) To formulate a uniform code of conduct to govern the procedures of booking, confirmation, payment, refund, cancellation, no-shows, changes, postponements, preponements, retention charges, commissions and discounts.
- k) To affiliate with other societies or associations of tour operators in India and abroad.
- l) To amalgamate with any society or association, institution, company or other body, whether corporate or not, having similar objects; likewise to purchase, acquire or

otherwise take over the properties, assets, liabilities and engagements or any such similar bodies.

- m) To set up and maintain high ethical standards in the Tourism Industry.
- n) To purchase, take on lease, or exchange, hire or otherwise acquire any movable or immovable property.
- o) To sell, manage, pledge, mortgage, lease, dispose of, or otherwise deal with all or any of the properties of the society.
- p) To borrow or raise money in such manner as the society may deem fit.
- q) To invest any monies of the society that not immediately required for any of its objects in such manner as may from time to time be determined.
- r) To prepare and publish periodicals or reports relating to the activities of the society.
- s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- t) If upon dissolution of the society there shall remain, after the satisfaction of all its debts and liabilities, any property, whatsoever the same shall be disposed of in accordance with the provisions of section 14 of the Societies Registration Act, 1860.
- u) All the income, earnings, moveable, immoveable properties of the Association shall be solely utilized and applied towards the promotion of the Aims and Objects only as set forth in the memorandum of the Association and no profit thereof shall be paid or transferred directly or indirectly by way of dividends, bonus, profits, or in any manner whatsoever to the present or past members of the Association or to any person claiming through any one or more of the present or past members. No members of the Association shall have any personal claim or any moveable or immoveable properties of the Association or make any profits, whatsoever, by virtue of his membership.

4. Governing Body

The names, addresses, occupations and designation of the present members of the Governing Body to whom the management of the Association is entrusted as required under section 2 of the Societies Registration Act, 1860, as applicable to the N.C.T. of Delhi are as under:

S.NO	NAME & ADDRESS	OCCUPATION	DESIGNATION (IN ASSOCIATION)
1.	Mr. P P Khanna , Diplomatic Travel Point (P) Ltd. C-3, C Block Mkt Shopping Complex, 2 nd floor, Vasant Vihar, New Delhi-57	BUSINESS	PRESIDENT
2.	Mr. Rajesh Arya , India International Tours & Travels, 150-A, Kaur Market, Pahar Ganj, New Delhi – 55	BUSINESS	VICE-PRESIDENT
3.	Mr. Chetan Gupta , R.G. Destinations Pvt. Ltd., 202 &207, Suchet Chamber, Bank Street, Karol Bagh, New Delhi - 110005	BUSINESS	GENERAL SECRETARY
4.	Mr. Dalip Gupta , DGs Travel House Pvt. Ltd. 241, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055	BUSINESS	TREASURER
5.	Mr. Anil Kumar Rajput , Promark Travel Services Pvt.Ltd. 202, 2nd Floor, R. G. Complex, Central Market, Sector-5, Dwarka , New Delhi, Delhi - 110075	BUSINESS	JOINT SECRETARY

5 Desirous Persons

We, the undersigned are desirous of forming a society named association of Domestic Tour Operators of India under the Societies Registration Act, 1860 as applicable to the N.C.T. of Delhi in pursuance of this Memorandum of the Society.

S.NO	NAME & ADDRESS	OCCUPATION	SIGNATURE
1.	SPAN TOURS 'N TRAVELS CHANDRALOKBUILDING (1ST FLOOR), 36, JANPATH, NEW DELHI REPRESENTED BY SAJIVE TREHAN (CHIEF EXECUTIVE)	BUSINESS	SIGNED
2.	ALLWAYS MARKETING AND TRAVEL SERVICES 17A/46, W.E.A. KAROL BAGH, NEW DELHI REPRESENTED BY ARUN VARMA (PARTNER)	BUSINESS	SIGNED
3.	LAWRENCE TRAVELS, GROUND FLOOR, CHANDRALOK BUILDING, 36, JANPATH, DELHI REPRESENTED BY RAJIV VARMA (CHIEF EXECUTIVE)	BUSINESS	SIGNED
4.	LANDMARK TOURS AND TRAVELS PVT. LTD 15A/38,W.E.A. KAROL BAGH, NEW DELHI REPRESENTED BY RAVI LUTHRA (DIRECTOR)	BUSINESS	SIGNED
5.	TEAM FOUR HOSPITALITY SERVICES PVT.LTD., E-1 MERCANTILE BUIDLING (2ND FLOOR) CONNAUGHT PLACE, NEW DELHI (SHIFTED TO A-405 DEFENCE COLONY, NEW DELHI) REPRESENTED BY B. CHATTERJEE (DIRECTOR)	BUSINESS	SIGNED
6.	TOUR LOVERS TOURISM (INDIA) PVT.LTD., B-126 B.K. DUTT COLONY, LODHI ROAD, NEW DELHI REPRESENTED BY ROTHIN SIRCAR (DIRECTOR)	BUSINESS	SIGNED
7.	RATH HOTELS AND TRAVELS LTD., A-92, MALVIYA NAGAR, NEW DELHI REPRESENTED BY GURINDER BEESLA (EXECUTIVE DIRECTOR)	BUSINESS	SIGNED

SIGNED

(NIRUPENDRA PANDE)

TALWAR & PANDE ASSOCIATES, ADVOCATES & ATTORNEYS

B-146, MAHARANA PRATAP ENCLAVE, NEW DELHI-110034

SIGNATURES 1 TO 7 ATTESTED

ASSOCIATION OF DOMESTIC TOUR OPERATORS OF INDIA

Rules and Regulation – 2019.

AMENDED RULES – 2019

1. Name

The name of the society shall be "ASSOCIATION OF DOMESTIC TOUR OPERATORS OF INDIA".

2. Definitions

- a) In these rules and regulations, unless the context otherwise requires:
- (i) The term "Act" means the Societies Registration Act 1860 and as extended to the N.C.T. of Delhi.
 - (ii) The terms "ADTOI" and "Association" shall mean the "Association of Domestic Tour Operators of India"
- b) Unless context provides otherwise a "Person" includes the term "person" includes:
- (i) an individual,
 - (ii) a Hindu undivided family,
 - (iii) company/corporation incorporated under the Companies Act 2013,
 - (iv) a firm,
 - (v) every artificial juridical person, not falling within any of the preceding sub-clauses.
- c) The term "Domestic Tour Operator" shall mean and include any person(s) who has been connected with the tourism industry and fulfil the following requirements:
- (i) In operation in tourism industry for a minimum period of one year prior to date of application for Membership with the Association
 - (ii) Has done bookings worth at least Rs 25,00,000.00 (Rupees twenty five lakhs only) in the preceding financial year of Domestic Hotel rooms or tented accommodation or Domestic Tours/ Packages or Pure domestic MICE within India and on behalf of Indian citizens (Stand alone transport or Air ticket bills will not be included in the package or in the turnover of INR25 Lacs)
 - (iii) Is an Income Tax assessee/as per prevailing Government/ state(s) rules in India
 - (iv) Has registered office space of minimum 100 sq. ft and whose Sole Proprietor, any of the Partners/ Directors/ Employee has a minimum experience of 2 years in Tourism Industry and has two or more than two full time working people including employer.
 - (v) Irrespective of turnover threshold limit for compulsory registration of GST, Member should be registered with GST or any other government certification replacing GST in future.
 - (vi) Should not have been convicted in any criminal case in India or abroad.

Those person(s) who does not fulfil any one of the above requirements can be enrolled as Allied member. Provided that a subsidiary or branch office of a Hotel shall not be considered as a Domestic Tour Operator.

The Managing committee will have right to ask members to resubmit the active member eligibility criteria documents, to remain as an active member of the association, as and when decided by the Management committee or any change occurs.

Explanation: For the purpose of this definition the term subsidiary would include a subsidiary company as defined by the Indian Companies Act 2013 as well as concerns in which the partner/ sole proprietor/ shareholders/ Directors of the firms and companies owning, running or managing any hotels have any shareholding or interest more than 2%.

- d) The term "Council" shall mean the Managing Committee (MC) constituted as per the rules and regulations who shall be the governing body of the Association consisting of Office Bearers (OB) and Executive Council Member (EC).
- e) The term "Founding Member" shall mean the seven members who have conceived the idea of forming this Association and have promoted and effectuated the same, mentioned in clause 5 of the Memorandum of Association.
- f) The term "Representative" shall mean the authorized representative of a member COMPANY/Legal Entity to represent in the activities of the Association as per these Rules and Regulations.
- g) The term "Chapter" means the branch of the Association as constituted under these rules and regulations of ADTOI

3. Membership

- (i) The membership of the Association shall be open exclusively to such concerns, companies and individuals who enjoy a good professional reputation and Goodwill in the travel Industry.
- (ii) All applications for membership must be made on the prescribed form and must be proposed by two active members
- (iii) Membership Committee shall be constituted by the Managing Committee in the chairmanship of Joint Secretary. Such committee shall comprise of such number of members as Management Committee may decide but having not less than two members.

The applications for membership shall be scrutinized and recommended by the Membership Committee to the Managing Committee (MC) for approval. The decision of the MC with respect to grant of membership shall be final and binding on applicant concerned

- (iv) While applying for membership aspirants have to nominate maximum two Representatives in the prescribed manner (But the representation will be done by - 1- representative at one time, in any of the meetings, events and election of the Association). Only the sole proprietor or the partner or a full time director or the Chief Member Officer, as the case may be shall be eligible to be so nominated; provided that the member may at any time revoke the authority of the representative and nominate someone else in the manner prescribed subject to the eligibility stated above
- (v) Registered office of the Association shall maintain proper record/ one or more registers of all Active, Allied and Honorary Members containing information about them, as may be prescribed
- (vi) Every member shall notify the General Secretary change in his address or any other particular entered in the above said registers within fifteen days of such change.

4. Categories of membership:

The membership of the society shall be composed of:

- a) Active members
 - b) Allied Members
 - c) Nominated Allied Members
 - d) Honorary Members
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- a) **Active Members** : Only Domestic Tour Operators as defined in these rules and regulations would be eligible to become Active Members who shall have the right to vote in the elections of the Association or any other meeting as the case may be
 - b) **Allied Members** : The Allied members shall have the right to participate in the activities of the association except the right to vote in the elections of the Association or any other meeting as the case may be
 - c) **Nominated Allied Members** : The Nominated Allied Members will be represented on the Managing Committee (MC) of the Association through -2- Members (from Hotels/Domestic Airlines/ domestic cruise liner/ railways) and they shall be nominated by the Managing Committee (MC). The Allied members shall have the right to participate in the activities of the association except the right to vote in the elections of the Association or any other meeting as the case may be
 - d) **Honorary Membership** : The Managing Committee may invite persons who have distinguished themselves by their services to the tourism and travel industry in the National or International field to become Honorary Members of the association. Such members shall be invited to the association only by the unanimous vote of all the members of the Managing Committee (MC). The Honorary Members shall not have the right to vote in the elections of the Association or any other meeting as the case may be
 - e) *Categories of "Overseas Allied Members" and "Associate Members" are abolished as there is no such member.*

5. Membership Fee:

Member	Admission Fee	Subscription
a) Active Member	Rs.3000.00	Rs.5000.00
b) Allied Member	Rs.2500.00	Rs.5000.00
c) Honorary Member	NIL	NIL
Resolved that the subscription to be increased from 3000/- to Rs.5000/- w.e.f. 1 st April 2020		

6. Termination of membership

- a) Resignation: A member may resign from membership and upon acceptance of his resignation by the Managing Committee (MC) he shall cease to be a member
- b) Default in payment of arrears: The annual subscription of member shall become due on 1st April of each year. If any member fails to pay his subscription beyond the period of 31 July of each year, or fails to pay any other dues in the stipulated time, the General Secretary shall issue a notice to him through certified posts/ mail / email, requesting for payment of such dues and if this payment is not made within 30 days from the date of the receipt of notice, the member will be deemed defaulter and the Managing Committee (MC) has the right to cancel the membership of such Member

- c) Disciplinary Action : A Member of the Association may be expelled/ suspended on account of disciplinary action taken by the Association on following acts of a Member that shall be construed as ‘Misconduct’:
- (i) Conviction of the Member by the Court for criminal and/ or economic offence
 - (ii) Any act of the Member against the interests of the Association or Travel and Tourism industry
 - (iii) Writing, posting, forwarding any post that defame, malign, damage the image of the Association/ its Managing Committee, on any social, print media including Facebook, twitter, LinkedIn, WhatsApp, Instagram etc
 - (iv) Writing any circular, article, comment through letter/ email/ circular to the Member/s of the Association, that contain derogatory and defamatory language about the Association, its Managing Committee
 - (v) Noncompliance of any of the directions of the Managing Committee duly approved in the General House
 - (vi) Unruly behaviour or activity of the Member during any meeting/ conference/ conclave/ FAM / event/convention etc. of the Association resulting in disruption of the meeting/ conference/ event or bringing disrepute or damage to the name and cause of the Association
 - (vii) A Member being declared Proclaimed Offender or Undischarged insolvent or bankrupt by court
 - (viii) Any other act of the Member that may cause financial loss/ disrepute/ administrative difficulties in carrying out aims and objects of the Association
 - (ix) Any act of the member disregarding/violating the terms and conditions/procedures/Rules and Regulations contained in MOA and Bye laws of the Association

Procedure for dealing discipline related issues:

Any Member of the Managing Committee can bring into the knowledge of the President/ General secretary about the alleged misconduct committed by a Member.

Thereafter a show cause notice will be issued to the concerned Member by the President of the Association, seeking clarification. The concerned Member shall reply to the show cause notice within 15 days of receipt of the same.

The reply to the Show Cause Notice shall be considered by the Managing Committee and if the same is found satisfactory, the matter will be closed; and in case the Management Committee does not receive any reply or reply is not found satisfactory then the President shall appoint a -3- Member Disciplinary Committee (consisting of 2 members from the existing MC and 1 active member from the general house chosen by the president/MC), to enquire into the charges of alleged misconduct. Principles of Natural Justice, Fair play and Equity shall be observed by the Disciplinary Committee. The charged Member shall be afforded full opportunity to defend his case before Disciplinary Committee. The Enquiry should be completed preferably within one month from the date of constitution of Disciplinary Committee.

After the enquiry is concluded, the Enquiry Report will be submitted to the Management Committee for consideration. The Managing Committee (MC) can suspend or expel the member by a resolution of the Managing Committee passed at a duly convened MC meeting and supported by at least 3/4th members present. The voting shall be by secret ballot. The President shall have a casting vote. Although General House is supreme

7. OFFICE BEARERS AND EXECUTIVE COUNCIL MEMBERS

There shall be SIX office bearers of the Association, viz. President, Senior Vice President, Vice President, General Secretary, Treasurer and Joint Secretary who shall be elected by the Active members of the Association in the manner prescribed.

To contest for the post of Office Bearers, except for the President and General Secretary, an Active Members contestant must have completed one term as Executive Council (EC) Member.

To contest for the post of President contestant must have completed one term as an office bearer and for General Secretary, contestant must have completed two terms in any of the previous Managing Committee.

To contest for 8 EC Members an Active Members should have already completed two years as an active member on or before the date of announcement of election.

The seven founder members should not remain permanent member

- a) **President:** The president shall be the Chief Executive of the Association. He shall preside over all the meetings of the Managing Committee and shall have the casting vote. He shall attend and represent the Association at various forum, occasions, seminars, conferences, etc. individually or advisably with any of the office bearers. The president shall sign the deeds, mortgages, bonds, contracts or any other instruments except in case where the signing and execution thereof shall be expressly delegated by the Council or by these Rules and Regulations or any other statute to some other officer of the Association and such other duties as may be prescribed by the Council. The President shall have individual financial Powers up to Rs.25,000/-And subsequently update to the Council about details of expenses. The amount to be recouped from time to time with the approval of Managing Committee. The President shall have the power to supervise the functioning of the sub-committees and the Chairman of the Sub-Committees shall report to the President
- b) **Senior Vice President** shall mainly supervise all activities pertaining to Convention, Road Shows and Travel marts on PAN India Basis or as decided by the Managing Committee from time to time. The Senior Vice-President shall also perform such other duties as may be delegated to him by the President or Managing Committee from time to time. In the absence or inability of the President to attend to his duties and perform duties of the President
- c) **Vice President:** shall supervise the functioning & all the activities of the Regional/ State Chapters, development of new Chapters and conducting of the election of Regional / State Chapters or as decided by the Managing Committee. All Chairmen of the Regional/ State Chapters shall report to the Vice-President or as decided by the Managing Committee. He is also responsible for development of various categories of the Membership in the Regional/ State Chapters of the Association.

The Vice-President shall also perform such other duties as may be delegated to him by the President or Managing Committee from time to time. He will also be responsible for remitting the Chapter share to the respective chapters in consultation with the Treasurer or as decided by the Managing Committee. In the absence or inability of the

senior vice President to attend to his duties and perform duties of the senior vice President

- d) **General Secretary:** The General Secretary shall be the Member Officer of the Association and shall supervise and control the day to day affairs of the Association.

The General Secretary shall be responsible to disseminate and timely circulate the notice of the EC meetings/ General House Meetings and Annual General meeting or any EOGM to the respective Members and also responsible to timely circulate the minutes of the proceedings and also ensure smooth and effective functioning of the above said meetings. Preparing the Agenda of all meetings in consultations with the President and OB. Producing an Annual Report on the activities of the Association which shall be considered by the committees and submitted to the Annual General Meetings. Maintaining a Membership Register of Members. Maintaining the attendance register of meetings. Receiving, preparing and dispatching all correspondence on behalf of the Association.

The General Secretary shall ensure that all books, documents, papers, records etc. are duly maintained and preserved under his care. The General Secretary shall be entrusted with the safe keeping of the common seal of the Association.

General Secretary will have a financial power of Rs 25,000/- to meet any contingency expenses in consultation with the President or Treasurer by email and the same should be ratified by the MC there after. The amount to be recouped from time to time with the approval of MC

- e) **Treasurer:** The Treasurer is, except as otherwise ordered by the Managing Committee, is empowered to receive or pay on behalf of the Association all income arising from (a) Admission fee as approved by the Management Committee (b) Budgeting & Providing revenue from the organized events (c) Donations etc. approved by the Managing Committee (d) To sign cheques jointly with either the Vice-President, or the General Secretary or Joint Secretary of the Association.

The Treasurer shall have the charge and custody of all the funds of the Association and be responsible for all funds, investment of funds in fixed deposits/ securities/ receipts, and disbursements of the Association funds and shall deposit all funds of the Association in nationalized bank or any other bank/s as may be selected or approved by the Managing Committee. He shall receive, give and preserve proper receipts for payments made to the Association and all the money disbursed by the Association. He shall render full statement of the financial condition of the Association whenever requested to do so by the President or by the Managing Committee. He shall perform such other duties as are incidental to the office of the Treasurer or as may from time to time be assigned to him by the Management Committee or as may be prescribed by law or by these Rules and Regulations or by the bye-laws, if any

Four (04) Office Bearers of the Association namely 1. Vice President, 2. General Secretary 3. Treasurer 4. Joint Secretary shall be the authorised signatories to operate the Current/ savings bank Account and internet banking. All the cheques shall be signed by any two of the above authorized signatories at one time, to be honoured by the concerned bank for payment.

Treasurer should invariably be the first signatory while issuing the cheques and in cases when he is not available to sign the cheque/s or refuses to sign the cheque/s due to any reason (Payments duly approved by MC), then the matter should be referred to the MC and on approval of MC, the other authorised signatories could sign the cheque/s on behalf of the Association to avoid any delay. However, cheque/s issued in the absence of Treasurer will be brought to his knowledge or cheque issued on his refusal to sign a cheque payment duly approved by the MC or Association will be notified to the treasurer by Email.

The Treasurer shall perform such other duties as are incidental to the office of the Treasurer or as may from time to time be assigned to him by the President or Managing Committee as may be prescribed by law or by these Rules and Regulations or by the bye-laws, if any

The Treasurer shall also to coordinate with the Chartered Accountant/Auditor regarding GST, Income Tax, TDS and other tax related matters and will be solely responsible and accountable for all time bound actions/ statutory compliances with respect to the Association. Treasurer has to present quarterly statement of Income and Expenditure to the Managing Committee.

The Treasurer shall present an Annual Report and Audited Balance Sheet of the Association to the Committee (minimum 60 days prior to the prescribed date by the Government regulations), who shall consider Annual Report and submit it to the Annual General Meeting. All payments made on account of the Association shall be subject to the approval of the Managing Committee

- f) **Joint Secretary:** The Joint Secretary shall perform all duties of General Secretary a) in his absence or b) inability of the General Secretary to attend to/ perform his duties; at the request of the President. The Joint Secretary shall also perform such other duties as may be delegated to him from time to time by the President in the absence of the General Secretary. The Joint Secretary shall be reporting to the General Secretary and the General Secretary may forward him the day to day queries from members for taking appropriate action in consultation with the General Secretary. The Joint Secretary has to scrutinize applications for Membership in terms of these Rules and appoint/nominate member/s for inspection of applicant's credentials wherever necessary

8. GENERAL MEETINGS:

- a) A meeting of members of the Society shall be called as general meeting or general house meeting alternatively. A General Meeting shall be held within twelve months from the date of registration of the Association (herein after called as Annual General Meeting) and thereafter once at least in every year at such time (not being more than fifteen months after the holding of the last preceding Annual General Meeting). Place of the AGM of the Association shall be decided by the Managing Committee. In default of Annual General Meeting being so held, Annual General Meeting shall be held in the month next following and may be called by not less than 1/10th of the Active Members of the Association in the same manner in which such meetings are to be called by the Managing Committee

- b) The General Meetings of the Association may be held at such time and place in N.C.T. of Delhi or any other place in India as the Managing Committee may determine
- c) The Managing Committee may, whenever it may deem fit, call an Extraordinary General Meetings (EOGM) may also be called on a requisition by not less than one tenth of the active members of the Association
- d) The Annual General Meeting shall be convened within 6 months after the close of the financial year i.e. 31st March every year with all Statement of Accounts and financial details of the Association. The General Secretary shall issue Notice of the AGM to all the Members of the Association by email/ any other means by giving them 21 days time form date of receipt of notice to participate in AGM. For Notice by email, date on which the same is sent by email of the Member as provided by him to the Association, it shall be deemed to have been served on that very day. -30- Active members present shall constitute the quorum. If the requisite quorum is not present, the meeting shall be adjourned for half an hour.

If within half an hour from the appointed time for the meeting, the quorum is not present, the meeting, if called upon the requisition of the Active members shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same place and time and if at the adjourned meeting requisite quorum is not present within half an hour from the time appointed for the AGM, the active members present at the adjourned AGM shall form the quorum. In case the same place (venue) is not available, a substitute place will be chosen for the adjourned AGM by MANAGING COMMITTEE.

During the Annual General Meeting, voting shall take place with the consent of at least 51% Active Members present and voting by secret ballot to be exercised under the direct supervision of any two office bearers to be nominated by MC for the purpose as "Election Observers".

- e) General House meeting will be held on 3rd Saturday with minimum six meetings in a year. In case Managing Committee decide to have more meetings can rescheduled
- f) Managing Committee will have a minimum one separate meeting with allied and active members respectively in a year.

9. PROCEEDINGS AT GENERAL HOUSE MEETINGS:

- a) Ten days' prior notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the time of meeting, and in case of special business, the general nature of that business shall be given in manner hereinafter mentioned or in such other manner, if any as may be prescribed, by the General Secretary, to such persons as are by these Rules and Regulations entitled to receive such notices from the Association, but the accidental omission to give notice to or non-receipt of the notice by any member shall not invalidate the proceedings at any meeting. For Notice by email, date on which the same is sent by email of the Member as provided by him to the Association, it shall be deemed to have been served on that very day. Minutes of the general house meeting must be circulated with 15 working days from the date of meeting
- b) All business shall be deemed special that is transacted at an extraordinary meeting and all that is transacted at an ordinary meeting with the exception of the consideration of the accounts of balance sheets and the ordinary reports of the Managing Committee and auditors, the election of members of Managing Committee and other officers in place of those retiring by rotation and the appointment of auditors and the fixing of their remuneration will be deemed ordinary

- c) No business shall be transacted at any General House Meeting unless twenty Five active members are present in person at the time when the meeting proceeds to business
 - d) If within half an hour from the time appointed time for the meeting requisite quorum of -25- Members is not present, then the meeting if called upon the requisition of the Active Members shall stand dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the active members present shall form the quorum. In case same place is not available for adjourned meeting, then the place of adjourned meeting shall be decided by the Managing Committee
 - e) The President shall preside as Chairman at every General Meeting of the Association, and if he does not than the Senior Vice-President and if both unable to/not available to preside than the Vice President shall do so
 - f) If President, Senior Vice President and Vice President are not present in any of the General House Meeting or if all the three of them are unable to act as Chairman for any reason, then OB's (Office Bearers) & EC's (Executive Council Members) present shall appoint a person from among OB's as Chairman. In case no Office Bearer is present, then meeting shall stand adjourned
 - g) The Chairman may, with the consent of Members present at any meeting at which a quorum is present (and shall if so directed by the Members of the meeting), adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the previous Meeting that was adjourned. When a meeting is adjourned for twenty one days or more, notice of the adjournment shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting
 - h) At any General House Meeting a Resolution put to vote of the meeting shall be decided by show of hands, unless a poll by secret ballots (before or on the declaration of the result of the show of hands) is demanded by at least three Active Members and unless a poll is so demanded, a declaration by the Chairman, that the Resolution has by show of hands, been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book of the proceedings of the Association, shall be conclusive evidence of the fact without any further proof of the number or proportion of the votes recorded in favour of or against that Resolution
 - i) If a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was so demanded
 - j) In the case of an equality of votes, whether by show of hands or in a poll, the Chairman of the meeting shall have casting vote
 - k) A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs
10. **VOTE OF MEMBERS** : Only Active member who have completed three months (03 months) from the date of grant of Membership of the Association, shall have a right to vote at any meeting and in any ADTOI forthcoming election for the Managing Committee of the Association. No member shall be entitled to vote in his own right at any AGM/EOGM /General house meeting if there are any dues pending against such member or a Member is not eligible in terms of Rule 6 of the Association

11. MANAGING COMMITTEE :

- a) Managing Committee : The Managing Committee shall comprise of members of the Association constituted as provided by these rules. The Managing Committee be entrusted with the Management of the affairs of the Association. There will be a Managing Committee consisting of not less than 12 (Minimum -6- Office Bearers and -6- Executive Council members) and not more than -17- members. Out of these -17- Members, -2- Members (from Hotels/Domestic Airlines/ domestic cruise liner/ railways) shall be nominated by the Managing Committee as per MC tenure. MC will nominate an ADVISOR from amongst the Active Members of the Association, based upon their contribution to ADTOI and Travel & Tourism Industry.
- Managing Committee Meeting will be held / convened on the 2nd Saturday of every month or as decided by the General Secretary in consultation with the President to discuss various reports, agenda set from time to time. Notices for such meetings will be issued at least 04 days in advance by email. Notice will be sent to the Member on email as per Association records and it shall be deemed to have been served on that very day. At least 6 MC members (minimum of 2 OB and 2 EC member) will constitute the quorum for the meeting. Notice will be sent by the General Secretary of the Association
- b) The first election for the Council shall be held after one year from the date of registration of the Association in the ordinary general meeting. Subsequent elections for the Council will be held thereafter every two years. A member who is contesting for the Office Bearers Post should complete one term (2 years) in the Executive Council. OB should not be allowed to remain as OB on one post for more than three terms in row.
- c) The Managing Committee shall nominate two Allied members within a period of two months of the constitution of the Council. The nominated members shall retire at the time of the next election of the Managing Committee or as decided by the Managing Committee.
- d) The nominations paper of a contesting Member for the elections to the Managing Committee of the Association should be signed by two active members who have cleared all their dues till that day of signing. A declaration of the contestant that the dues of such contesting member are clear and in the preceding year the contesting member have not defaulted in payment of dues. Such declaration to this effect would also be required in the nomination papers. A contesting Member has to sworn an affidavit along with Nomination Form while submitting his application and documents to the Association. (Performa to be given by RO).
- e) The qualification for contesting for any of Managing Committee post is member should have attended at least 50% meetings of the total held in last term. (attendance will be decided on total meetings held in chapter/ Delhi NCR respectively.)
- f) The Managing Committee shall appoint a "Returning Officer" for conduct of elections of the Association Managing Committee. Voting shall be by a secret ballot. Returning Officer shall issue a detailed notification for election interalia mentioning:
- (i) number and particulars of posts of Management Committee
 - (ii) date of submission of Nomination Forms
 - (iii) Date of withdrawal of nominations
 - (iv) Date/s for scrutiny of the nominations
 - (v) date of display of list of eligible contestants for each post
 - (vi) date of election, if required
 - (vii) date of counting of votes and
 - (viii) date of declaration of result

All the contestants shall endeavour to cooperate with the Returning Officer (“RO”) during the election and Returning Officer shall have power to disqualify the contestant to contest/vote for that particular election for any act which in the judgment of the R O is misconduct. Returning Officer’s decision will be final binding on all the contestants/ members of the Association. In case of any dispute/grievance with respect to decision of RO shall can be raised before General House/General Meeting alone

- g) Only a member of the Association who is a Domestic Tour Operator, as defined, is eligible for ADTOI election to the Managing Committee
- h) Any member of the Association who is eligible to vote may inspect the above nomination papers in the Administrative office of the Association or request the information through post/email
- i) The elections for the Managing Committee shall be by secret ballot.
- j) Active Member, eligible to cast vote as per Rule 10, & for contestants eligible to contest election for EC/OB's of the Association as per rule 11(g). Members must follow schedule for filing/withdrawal of nominations. A new active member who has completed two years with the Association should only be allowed to contest election of the Managing Committee. The Active members as defined under Rule 10, will have the right to elect Managing Committee of the Association
- k) No Office Bearer or EC (Candidate) shall be eligible to file nomination in case he /she holds any post in any other National Travel Trade Associations such as TAAI, TAFI, IATO, IAAI, ATOI, OTOAI, ETAA etc as Office Bearer or EC at the time of nomination for a post in the elections of the Association(ADTOI) Managing Committee or any time during the tenure
- l) The Association may from time to time in General House Meeting increase or decrease the number of members of the Managing Committee
- m) Any casual vacancy occurring in the members of the Managing Committee may be filled up by nomination through the process of election but the person so chosen shall remain such member for the same period as if he /she had become a member of the Managing Committee on the day on which the member whose place he is nominated was last elected /nominated to the Managing Committee
- n) A member of the Managing Committee may, by notice in writing addressed to the President of the Association, resign from his office with effect from a date specified in the notice, subject to acceptance of the same.
- o) Resignation of OB/EC: The President being the nodal head of the Association will receive resignation of EC/OBs. The President will forward the same to Managing Committee and subsequently to General House (Only Active Members) for decision. In case of President, he shall submit his resignation to Senior Vice President who will forward the same to Managing Committee and subsequently to General House (Only Active Members) for decision
- p) The Association in its meetings may by extraordinary Resolution remove any member of the Managing Committee before the expiration of his period of office, and may elect another person in his place. The person so elected shall function till the remaining tenure of the Managing Committee or till election to such post, whichever is earlier
VACANT POST: The vacant post of Office bearer consequent upon the acceptance of resignation by Managing Committee will be filled from the General House by election within 60 days. In case of Executive council member (EC) consequent upon the acceptance of resignation by Managing Committee, the decision to fill the vacancy shall be taken by Managing Committee subject to minimum -6- EC otherwise the position of EC will be filled from the General House by election within 60 days

- q) The members of the Managing Committee may meet together for the dispatch of business, adjourn and other regulate their meetings, if they think fit. Questions arising at any meeting shall be decided by a majority of votes, but a member shall not vote on any contract or arrangement in which he is either directly or indirectly concerned or interested nor shall his presence count for the purpose of forming a quorum at the time of any such vote, and if he does so vote, his vote shall not be counted. In case of an equality of votes, the Chairman shall have a second or casting vote. A member of the Managing Committee may, and the General Secretary of the Association, on a requisition of an active member, shall, at any time, summon a meeting of the Managing Committee
- r) Quorum necessary for transaction of the Business of the Managing Committee will be minimum 06 MC member with minimum 02 OB and 02 EC members.
- s) The continuing members of the Managing Committee may act notwithstanding at validity of their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Rules and Regulations as the necessary minimum number of members, the continuing members may act for the purpose of increasing the number of members of the Managing Committee to that number, or of summoning a General Meeting of the Association, but for no other purpose
- t) Sub-Committees: The Managing Committee shall constitute Sub-Committees of two or more persons and may delegate any of its functions, duties or powers upon the said Sub-Committee; any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on them by the Managing Committee
- u) The meetings and proceedings of any Sub-Committee of the Managing Committee shall be governed by the provisions therein contained for regulating the meeting and proceedings of the Managing Committee in so far as the same are applicable thereto and are not superseded by any regulation made by the Managing Committee
- v) All Acts done by any meeting of the Managing Committee or of a Sub-Committee of the Managing Committee or by any person acting as a member of the Managing Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such members or persons acting as aforesaid, or that they or any of them were disqualified, be as if every such person had been duly appointed and was qualified to be a member of the Managing Committee
Any fault with qualification/appointment of OB/EC Members or other officials of the Association shall not invalidate the actions and functioning of the OB/EC Members or other officials of the Association as the case may be. The functioning of association shall not be interfered under any circumstances

12. ELECTION PROCESS : The contestants shall have to sign a dispute/grievance resolution agreement with the association, at the time of nominations, which shall also include mediation and conciliation, as mode of dispute resolution in respect of any disputes for election process. The Contestants shall expressly undertake and waive any right to seek injunction against the functioning of the Association. The agreement shall expressly mention that any fault with qualification/appointment of OB/EC Members or other officials of the Association shall not invalidate the actions and functioning of the OB/EC Members or other officials of the Association as the case may be. The functioning of association shall not be interfered under any circumstances

- a) Proxy voting not allowed. However, in case First Representative is not available for any reason, then the second Representative of the Company (As per ADTOI Records) is

allowed to cast the vote on behalf of concerned Active Member. All Outstation Active Members will vote through postal ballot. However, in case any outstation active member wants to vote in person he/she should inform the RO of his/her intention by the date of withdrawal of nomination. In this case postal ballot will not be sent to that member. Postal Ballot shall be provided to the outstation Active Members by the Returning Officer by Speed Post / courier on their available addresses with the Association. All such Members shall send the postal vote to the Returning Officer by Speed Post / courier only. However, in case of out station postal ballots are not received by the member due to any various exceptional reasons like climatic conditions, labour unrest, political unrest, Government decisions etc. RO's discretion will apply to allow to vote in person or not

- b) Printing of Ballot Papers should be under strict supervision of Returning Officer. RO should be responsible for safe custody of Ballot Papers during the entire election process is complete and further for a period of 7 days from date of pronouncement of results by RO and thereafter RO shall hand it over to The President/ General Secretary of the Association for proper disposal
- c) The Process of printing of Ballot papers should start immediately after the list of eligible candidates to contest the election of the Association is declared by the Returning Officer. General Secretary to provide updated list of Active Members to the Returning Officer. Every ballot paper is to be serial numbered on counterfoil to keep record of Members who casted vote
- d) A contesting candidate may appoint -1- representative as his observer for the date of polling
- e) On request, all contestants should be provided updated list of eligible voters along with their email ids and mobile nos. by the RO immediately after display of final list of eligible contesting candidates. The list to RO will be provided by General Secretary of the Association
- f) After the announcement of Election Schedule, all decisions pertaining to elections shall be taken by the Returning Officer. The complete election process shall be the sole domain of the Returning Officer. The Returning Officer may seek opinion from the contesting candidates/ any other person/ legal advisor of the Association on any matters, contesting candidate have right to give observation in writing against any decision taken by the RO. However, the decision of RO shall be final and binding upon all candidates and voters.
- g) To ensure free and fair conduct of the Elections, there may be 02 independent Observers to oversee the process of Elections of the Association. The nomination of observers shall be the sole discretion of RO (Returning Officer).
- h) After the Announcement of Election process, strict code of conduct should be followed. All existing OB/ EC shall cease to have any powers including financial powers from the date of issue of election notification by the Returning Officer except to meet election expenses, exigency expenses with the permission of RO. Existing OB/ EC will not take any decision or will not use their official position that may influence the process, conduct or outcome of elections in any manner what so ever.
- i) RO should be a respectable person from the Industry or any professional like CA, Advocate, retired judge, or retired bureaucrat etc., who should be unbiased. RO cannot be an active member of the association
- j) In case of any indiscipline by the contestant/s and or Member/s of the Association during the election process i.e. from date of issue of 'election notification' to 'date of declaration of results' for the posts of Managing Committee of the Association, RO has a right to debar the contestant from contesting the election/voting in the election. The

decision of Returning Officer shall be final and binding on all the contestant and members. The Complaint to RO should be made within same day of the election or may be next date not thereafter

- k) In case any contestant has any objection on RO decisions he/she/they should first approach the General House for his/her/their grievances and General house decision will be the final binding. The General House will decide the procedure for sorting out the issues arising out of the complaint. General house may decide to form the 3 members committee to sort the issues out if necessary.
- l) No suit or complaint or any other proceedings shall be initiated by a contestant and contravening the same shall be a violation of the discipline of the Association. Still if the contestant initiates any proceedings contravening these Articles against the Returning Officer or elected team or officials of the association after declaration of result, he/she/they shall be automatically debarred from the membership of the Association without requiring any resolution/decision in this regard thereof
- m) Effort should be made to implement ONLINE voting. This will eliminate misuse and ambiguity. If online voting is not feasible the idea of having electronic voting machine should be explored
- n) In case of any mid-term election, any sitting OB/EC desirous of contesting to any higher post should first submit their resignation from the post already held
- o) Only the Active Member who has completed -2- years as Member with the Association and the dues of such member should be clear and in the preceding year the member should not have defaulted in payment of their dues, shall only be allowed to contest the election subject to other eligibility criteria as per these Rules

Essential Certificate

Certified that this is the correct copy of the MOA, Rules and Regulation and By-Laws of the Society.

Authorized Signatories (OBs / ECs)

P P Khanna President	Rajesh Arya Vice President	Chetan Gupta General Secretary	Dalip Gupta Treasurer	Anil Rajput Jt. Secretary
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EC Members:

Ashish Sehgal	Ekta Watts (Ms.)	Manoj Varshney	Neetish Gupta
Rajeev Sobti	Siddharth Jain	Ved Khanna	Vishal Bhatia

Signed on Dt. :