

MEMORANDUM
OF
ASSOCIATION
AND
RULES & REGULATIONS
OF

INDIA CONVENTION PROMOTION BUREAU
NEW DELHI

Amended up-to-date

INDIA CONVENTION PROMOTION BUREAU

MEMORANDUM OF ASSOCIATION

1. NAME OF THE SOCIETY

The name of the Society shall be 'India Convention Promotion Bureau' and its authorized abbreviation is ICPB.

II REGISTERED OFFICE

The Registered office of the Society shall be located in the NCR Delhi. At present it is located at " Room 233 A, Ashok Hotel, Niti Marg, Chanakya Puri, New Delhi – 11 0 021

III AIMS & OBJECTIVES:

- a) To promote India as a competent and credible venue / destination for Meetings, Incentives, Conferences and Exhibitions (MICE).
- b) To undertake a continuing programme of creating better awareness of the role and benefits of MICE in the context of national objectives.
- c) To collect, both from primary and secondary sources, relevant information that could be used to develop a Data Bank and to disseminate such information to the membership.
- d) To undertake research for development of India's MICE industry.
- e) To undertake a continuing programme of advertising and other publicity, using various media aimed at motivating national associations/organizations to bid for conventions/events etc.
- f) To encourage the growth of professionalism in the MICE Segments with particular regard to the solicitation and servicing of MICE and evolve an industry code of ethics.
- g) To provide necessary guidance and feedback to the Central Government and advise the State Governments in the development of, infrastructure and facilities for MICE industry Segments.
- h) To disseminate knowledge to MICE industry personnel through educational programmes in association with leading business schools in India and abroad and also to develop modules on Convention Management with educational institutions.
- i) To conduct seminars, group discussions, courses of study and exchange of visits with Indian Associations/ Organizations and relevant world Associations/Organizations.
- j) To seek affiliations with world bodies having similar aims and objectives.

k) To do or get done such other lawful things that are incidental or conducive to the attainment of the above aims and objectives.

l) To promote interests of members at national / international forums.

"All the incomes, earnings, moveable and/or immovable properties of ICPB shall be solely utilized and applied towards the promotion of its aims and objects only as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus, profit or in any manner whatsoever, to the present or past members of ICPB or to any person or persons claiming through any one or more of the present or past members. No member of ICPB shall have any personal claim on any moveable and/or **Unmovable** properties of ICPB or make any profit, whatsoever, by **virtue** of his membership.

INDIA CONVENTION PROMOTION BUREAU (ICPB).

Memorandum of Association

GOVERNING BOARD

The names / addresses, occupation and designation of the present members of the Managing Committee to whom the management and affairs of the India Convention Promotion Bureau are entrusted as required under section 2 of the Societies Registration Act 1860 (Punjab Amendment Act, 1957) as extended to Union Territory of Delhi are as follows: -

SL.NO.	Name/Address	Occupation	Designation
1.	Sh. Sanjay Kothari Ministry of Tourism Govt. of India Transport Bhawan 1, Sansad Marg New Delhi – 110 001.	Additional Secretary	Chairman
2.	Mr. Rajeev Kohli Creative Travel Pvt. Ltd. 27-30, Creative Plaza Nanakpura, Motibagh New Delhi – 110 021.	Director of Marketing	Vice Chairman
3.	Mr. Shyam Nagpal International Conference & Exhibition Services Pvt. Ltd. A – 23, Bhawani Kunj Behind Sector D-2, Vasant Kunj New Delhi – 110 070	Managing Director	Hony. Secretary
4.	Mr. Chander Mansharamani M/s. Alpcord Network Travel & Conferences Management Co. 614, 6 th Floor, New Delhi House, 27 Barakhamba Road, New Delhi – 110001	Managing Director	Hony. Treasurer
5.	Mrs. Vijay Lakshmi AIR INDIA LTD. Old Engineering Complex, Safdarjung Airport, New Delhi	Asst. General Manager - Tourism & BD	Member
6.	Mr. Sarab Jit Singh Travelite (India) 5-H, Vandana Building Tolstoy Marg New Delhi - I 10 001	Managing Director	- do -
7.	Mr. Naveen Rizvi Le Passage to india E-27 Hauz Khas Shopping Centre, New Delhi 1100 016, India	Asstt. Vice President	- do -
8.	Sh. Raji Gomber (Ms.) Cox & Kings (India) Ltd. H Block, Indra Palace, Connaught Circus New Delhi -110 001.	Senior Manager	- do -
9.	Mr. Jaideep Khanna, Kuoni Destination Management SITA Conferences Plot No. 109 Udyog Vihar, Phase IV Gurgaon – 122001	Vice President	- do -
10.	Ms. Deepali Bhatia Taj Group Of Hotels Taj Palace Hotel, New Delhi Sardar Patel Marg, Diplomatic Enclave New Delhi – 110 021	Addl. General Manager	- do -

- | | | | |
|-----|--|--|--------|
| 11. | Ms. Pariva Rustagi
Marriott Hotels India Pvt. Ltd.
Level - 6, JMD Regent Square,
Mehrauli Gurgaon Road, Gurgaon 122001 | Director of Sales &
Marketing - Delhi | - do - |
| 12. | Ms. Madhu Berry
Delhi Sales Office
Hyderabad International Convention Centre
& Novotel Hyderabad
Plot No: 86 - P, Sector 44,
Gurgaon -122003 Haryana, India | Sr. Sales Manager | - do - |
| 13. | Sh. Suman Sharma,
Delhi Tourism &
Transportation Devp.
Corp. Ltd.
18-A, DDA SCO Complex
Defence Colony
New Delhi – 110 024. | Chief Manager (PR &
Pub) | - do - |
| 14. | Sh. Mukesh Sharma,
I.T.E. India Pvt. Ltd.
I-83, Lajpat Nagar – II
New Delhi – 110 024. | Managing Director | - do - |

INDIA CONVENTION PROMOTION BUREAU

RULES AND REGULATIONS

1. NAME OF THE SOCIETY

The name of the Society is 'India Convention Promotion Bureau' and its authorized abbreviation is ICPB.

2. INTERPRETATION

In these Rules and Regulations, unless there be anything in the context repugnant thereto or inconsistent therewith:

- (a) 'ICPB' means India Convention Promotion Bureau.
- (b) The 'Governing Board' shall mean the Governing Board of ICPB as constituted and provided by these Rules.
- (c) The 'Chairman' means the Chairman of the Governing Board of ICPB.
- (d) The 'Vice Chairman' means the Vice Chairman of the Governing Board of ICPB.
- (e) The "Honorary Secretary" means the Honorary Secretary of the Governing Board of ICPB.
- (f) The "Honorary Treasurer" means the Honorary Treasurer of the Governing Board of ICPB.
- (g) The 'Executive Director' means the Executive Director of ICPB.
- (h) The 'General Body' means the General Body of ICPB to include Active, Observer, Allied members and patrons.
- (i) A 'member' means a member admitted as such under Rules.

3. MEMBERSHIP

The Membership of ICPB will be under the following four categories: -

- i) **Active Membership** **Observer Membership**
- iii) **Allied Membership** and iv) **Patrons (Honorary)**

4. MEMBERSHIP DEFINED

I ACTIVE MEMBERSHIP

Active membership will comprise such corporate entities located in India as are mentioned below, which are directly concerned with India's MICE Industry segments and would be placed under the following sub-categories :

- | | |
|---|---|
| 1. The Department of Tourism, Government of India | G |
| 2. Airlines | A |
| 3. Meeting Hotels | H |
| 4. Travel Agencies | T |
| 5. Tour Operators | O |
| 6. Conventions and Exhibition centers | V |
| 7. Professional Congress / Convention Organisers | C |
| 8. Professional Exhibition Organisers | E |
| 9. Any other organization accepted by the Governing Board | |

II OBSERVER MEMBERSHIP

Observer Membership will comprise such corporate entities as are mentioned in the membership definition in these rules. Only those organizations will be considered who have **initiated** business towards the growth of MICE traffic. They would be duly registered by the Government and preferably approved by the Department of Tourism as per criteria laid down for each segment of the MICE Industry segments and would be placed under the following sub-categories :

- | | |
|--------------------|---|
| 1. Travel Agencies | T |
| 2. Tour Operators | O |

III ALLIED MEMBERSHIP

This category includes all organizations located in India, which are directly or indirectly involved with MICE industry, other than those given under Active Category and Patrons.

1. State / Union Territory Tourism Development Corporation
2. Airport Authorities
3. Chambers of Commerce and Industry
4. Air Cargo Agents
5. Media (trade journals/newspapers/magazines)
6. Surface Transport Companies
7. Ancillary services providers.
8. Advertising Agencies
9. Professional Associations from tourism and hospitality industry connected with MICE.
10. Event Managers / Management Companies
11. Passenger Cruise-Ships / Companies
12. Tourism and Hospitality related Educational Institutions
13. Other organizations as decided by the Governing Board of ICPB.

IV PATRONS

Membership of 'Patrons' will be awarded honorarily to those Associations based in India, who are preferably concerned with the development of MICE Industry and also to Individuals whose association will benefit ICPB. **The Governing Board will invite patrons for the duration of its term only.**The Governing Board shall be the final authority to determine membership under this category without any voting right:-

1. Centres of Education and Learning
2. National Institutions such as ICMR, INSA, CSIR, NPL etc.
3. Big Business Houses / Corporate entities.
4. Distinguished Individuals / Organizations.
5. Other Organizations / Individuals as decided by the Governing Board.

5. CONDITIONS FOR MEMBERSHIP

1. Membership of ICPB will be open to all the segments of conference and conference related industry registered and approved by the Ministry of Tourism, Government of India wherever applicable..

It has been divided into four categories, namely Active, Observer, Allied and Patrons. The Governing Board of ICPB shall be the final authority to determine category-wise membership.

- a) **Active:** Membership will comprise such corporate entities as are mentioned in the membership definition in these rules. However, such organizations should be directly related to the MICE industry segments. Only those organizations will be considered which have the potential and capabilities to contribute effectively towards the growth of MICE traffic and to the development of allied services up to international levels. All such corporate entities would be duly registered by the Government and preferably be approved by the Department of Tourism as per criteria laid down for each segment of the MICE industry.
- b) **Observer :** Membership will comprise such corporate entities as are mentioned in the membership definition in these rules. Only those organizations will be considered who have **initiated** business towards the growth of MICE traffic. They would be duly registered by the Government and preferably approved by the Department of Tourism as per criteria laid down for each segment of the MICE Industry.

The 'Observer Members' shall have no voting rights and would be inducted only for one year before they are upgraded as 'Active Members' provided they fulfill pre-defined criteria of active membership. While they are Observer Members they can not use ICPB's Logo for marketing purposes.

- c) **Allied:** Membership will include all organizations which are directly or indirectly involved with various segments of MICE other than those given under Active category.

The principle of eligibility to allied membership would essentially be that the organization is duly registered either with relevant Government Institution/Ministry or is approved by the Department of Tourism and that it has the potential and capability to contribute effectively either towards attracting MICE Traffic to India or towards providing excellence in provision of services to various segments of MICE and other management activities matching international standards.

- d) **Patrons:** Membership will include those individuals/organizations who/which are considered by the Governing Board because of their distinguished character and/or performance or because of their likely useful contribution to the development of ICPB and the MICE industry in India.

2. All new applications for membership shall be scrutinised by the Governing Board for (a) eligibility of admission to ICPB (b) applicable category to which the applicant may be admitted. Application for admission to ICPB is in no way a right nor guarantees admission to this speciality organisation. A rejected membership application would not bar the applicant from re-applying at a later stage where the Governing Board will reexamine the case at that time.
3. Every Corporation/organization/Ministry/Association will be represented at ICPB only by one nominated person for each segment and category of membership. Accordingly, the Bureau would take cognizance of the communications received only from the nominated representative from a particular organization. Segments in each category will conduct their own election/nomination for representation at the Governing Board. No. alternate person would be permitted to attend the Governing Board meetings.
4. Members shall adhere to the code of ethics evolved by the Governing Board from time to time. In case of non-adherence, the Governing Board may constitute a disciplinary committee as and when required.

6. ADMISSION FEE AND SUBSCRIPTIONS:

The category-wise admission fees/corpus fund and subscription are stated below:

CATEGORY OF MEMBERSHIP	ADMISSION FEE/ CORPUS FUND	ANNUAL SUBSCRIPTION
Active	Rs. 10,000	Rs. 35,000
Observer*	--NIL--	Rs. 15,000/-
Allied	Rs. 5,000	Rs. 15,000

Patrons

Honorary

Honorary

* On approval of membership after completion of one year, the admission fee of Rs. 10,000/- will also have to be paid.

7. FEES AND SUBSCRIPTION WHEN DUE:

- a) The invoices of annual subscription to be sent by ICPB to members by 31st March, and members should ensure to remit their subscriptions within 90 days. If the annual subscription is not received within 90 days, their membership will automatically be suspended.

Further, the Governing Board will consider revoking suspension of the member, if the payment is received after six months.

- b) The above-mentioned admission Fees/Corpus Fund shall be effective on financial year basis i.e. from April-March. Patrons shall not pay any admission fee/corpus fund and the annual subscription from time to time.
- c) The Department of Tourism, Govt. of India, is exempted from payment of annual subscription. However, the admission fee / corpus fund shall be paid by it.
- d) The "Corpus Fund" shall be utilized for building/acquiring a permanent facility for ICPB and for its subsequent growth and expansion.
- e) The Governing Board is empowered to change the Admission fee and Annual subscription.

8. TERMINATION OF MEMBERSHIP:

- a) Membership under various categories may resign from membership of the ICPB, for which they should give at least three months notice. After acceptance of the resignation by the Governing Board, the organization shall cease to be a member. Further, there would be no refund of on dues once paid.
- b) If any member fails to pay his subscription or Admission fee/Corpus Fund as defined at clauses 6 & 7 above or any other dues, the Executive Director shall issue a notice calling for payment of such dues and if the payment is not made within the financial year membership will mean automatic termination.
- c) In the event of review by the disciplinary committee, not following the prescribed code of ethics, the Board may terminate his membership.

9. RE-ADMISSION:

It is further provided, however, that on full payment of the said dues and any other sums which may later have become due, the Governing Board shall have the discretion to restore his membership.

10. MEMBERSHIP TO BE BOUND BY REGULATIONS:

Every member of ICPB shall be bound by the provisions of the Memorandum of Association and Rules and Regulations, a copy of which shall be supplied to the member on joining ICPB or on request and that he shall be fully bound by all the bye-laws made, amended or re-enacted by the Governing Board.

11. RIGHTS AND PRIVILEGES OF MEMBERS:

I. ACTIVE CATEGORY

- i. To receive advance information on all Potential conferences, events etc.
- ii. To receive notice of all meetings Of ICPB.
- iii. To attend and vote at the general meeting of ICPB, as per clause 15 of these rules.
- iv. To take Part in all meetings and events arranged by ICPB as per notices issued.
- v. To receive, on request, data and other statistics maintained by ICPB on payment, that is, decided by Governing Board from time to time.

II OBSERVER CATEGORY

- i. To receive notice of all meetings of ICPB.
- ii. To attend the general meeting of ICPB, as per clause 15 of these rules. However, they will not have any voting right.
- iii. To take Part in all meetings and events arranged by ICPB as per notices issued.

III ALLIED CATEGORY

- i. To receive available information on all congresses / events bids for which have been won in favour of India as soon as the information is authentically received by ICPB.
- ii. To receive notices of all meetings Of ICPB
- iii. To attend the general meeting of ICPB as per clause 15 of these rules.
- iv. To take part in all meetings and events arranged by ICPB as per notices issued.

IV PATRONS CATEGORY

- i. To receive notices of meetings of the Open House / General Body of ICPB
- ii. To attend General Body Meeting.
- iii. To help to publicize India as a Conference / Events destination and help in getting more conferences / Events to India.

12. GENERAL BODY - ANNUAL GENERAL MEETING: -

The General Body shall constitute all members of ICPB as provided by these Rules:

- a) The Annual General Meeting of ICPB will be held, by 31st October after the expiry of the financial year on a date, time and place fixed by the Governing Board for the following purposes:
 - i. To receive the annual report and the audited statement of accounts for the preceding year.
 - ii. To elect members on the Governing Board every alternate year.
 - iii. To elect or appoint Auditor or Auditors, honorary or paid, for the ensuing year, provided that a person or persons so elected are not member/s of the Governing Board.
- b) For the annual General Meeting **twenty one days** notice will be given to all members at their last known addresses as may be decided by the Governing Board.
- c) The quorum for the Annual General Meeting called under sub-clause (b) above shall be 1/3rd of the members of ICPB with voting rights. If there is no quorum, the Chairman shall adjourn the meeting to 30 minutes later on the same day. At such adjourned meeting no quorum shall be required.
- d) No member who has not complied with a notice issued under rule 8(b) for payment of dues, shall be entitled to participate or vote at the Annual General Meeting.
- e) The Chairman of the Governing Board or, in his absence, the Vice Chairman and if none of these is present, one of the members of the Governing Board (except the Executive Director) chosen by the members present shall be the Chairman of the meeting.

13. EXTRA-ORDINARY GENERAL MEETING:

- a) An extra-ordinary General Meeting may be called at any time by the Governing Board on its own initiative or on a requisition in writing from not less than one-third of active members.

- b) Notices for an Extra-Ordinary General Meeting shall be given in the same manner as for the General Meeting. Such notices shall specify the motion or motions to be considered with a brief explanatory note. Nothing shall be considered by the Extra-Ordinary General Meeting except the motions for the consideration of which the meeting has been convened and any amendments to such motions of which notice in writing has been given to the Executive Director at least seven days before the date of the meeting.
- c) The provisions regarding quorum, adjournment etc. in rule 12(c) shall apply equally to Extra Ordinary General Meeting.

14. GOVERNING BOARD

(i) The category-wise representation on the Governing Board and their voting rights shall be as under

	Seats on the Board (Maximum Limit)
(a) Active Category	
Chairman, - Department of Tourism	1*
Vice Chairman	
Hony. Secretary	1
Hony. Treasurer	1
• Airlines	2
• Hotels	2
• Travel Agencies	2
• Tour Operators	2
• Congress / Convention Centres	1
• Professional Congress / Convention Organisers	1
• Professional Exhibition Organisers	1
• Immediate past Vice Chairman	1
(b) Allied Category	2
Total (a) + (b)	18

* The Chairman shall cast, only a tie breaking vote, if required.

(ii) For Airlines, Travel Agencies, Tour Operators, Hoteliers, a minimum of five members must be members of ICPB to qualify for 2 voting rights. If the Airlines, Travel Agencies or Tour Operators or Hoteliers have less than 5 members in ICPB, the voting right will be restricted to one for each irrespective of the number of seats listed on the Governing Board.

(iii) All questions at all the meetings of ICPB unless otherwise provided for, shall be decided by show of hands, or by ballot if at least 1/3rd present demand. The Chairman of any meeting shall, in the equality of votes on any matter, have the right to exercise a second or a casting vote.

(iv) Election of **Office** Bearers by Proxy shall not be permitted. However, voting by the authorized representative of a particular Organisation may be permitted to cast his vote.

15. CONSTITUTION OF GOVERNING BOARD

(a) The Governing Board would comprise the following, as under:

Chairman	} As per the voting pattern outlined under Rule 14
Vice Chairman	
Hony. Secretary	
Hony. Treasurer	
Members - 14 (Active 12 + Allied 2)	
Executive Director (Without voting right)	

ICPB shall have five Office bearers as follows: -

Office Bearers	{ Chairman Vice Chairman Honorary Secretary Honorary Treasurer Executive Director (Without voting right)
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- b. The Chairman shall be appointed by the Government of India.
- c. The positions of Vice Chairman, Honorary Secretary and Honorary Treasurer shall be filled-up only out of the 'Active Category', by the **General Body over and above the elected members from various segments of Active Category. Further, they shall not be elected for more than two consecutive terms for a particular post. However, they may be elected after a gap of one term.**
- d. The requisite number of representatives on the Board, as per Rule 14, would be elected / nominated by members of each segment of Active Category and Allied Category.
- e. A member of the Governing Board shall be elected in person representing his member organization. No other person in his place shall be permitted to attend the Meetings of the Governing Board.
- f. If at any time a seat becomes vacant on the board, a written notification will be sent to all members of that segment for their nominations for a replacement. In absence of any nominations being received, the Governing

board may co-opt a qualified member of that relevant segment as a replacement.

- g. The **office** bearers will work in an honorary capacity except the Executive Director, who will receive remuneration from ICPB funds.
- h. The Governing Board is to meet once every quarter.
- i. The Executive Director of ICPB will bring all important correspondence to the notice of the Governing Board at these meetings as to keep the board abreast to the functioning of the association
- j. The strength of the Governing Board may be changed by the General Body, an intimation, if required may be sent to Registrar of Societies.
- k. The Governing Board may Co-opt not more than 3 individuals as special invitees to the Board for specific projects / purposes / meetings. These may or may not be members and it will be left to the board to determine their credentials.

16. ELECTION TO GOVERNING BOARD

- (a) The election of the Governing Board of the Bureau shall take place at every alternative year.
- (b) The Governing Board shall announce the election of office bearers and members of the Governing Board at least 21 days prior to the date to be fixed for the elections by the Governing Board. The Governing Board shall also announce the dates for filing of nominations and withdrawals of nominations, which shall be within 7 days and 10 days respectively from the date of announcement of holding elections, thereby leaving at least 10 days for the Returning Officer to complete the election process by conducting and holding the same.
- (c) The authorised representative of the Company / Organisation on record on the date of election of members company / organisation having membership of the Bureau for two years with no outstanding dues shall be eligible to offer himself / herself for the election to the Governing Board.
- (d) The office bearers of the Governing Board shall not be elected for more than two consecutive terms for a particular post. However, they may be elected after a gap of one term.
- (e) The election shall be conducted by the Returning Officer who shall be appointed / nominated by the outgoing Governing Board simultaneously with the announcement of the elections. The Returning Officer upon being appointed / nominated by the Governing Board shall begin the conduct and holding of elections notifying the members about the same.
- (f) The election of the Governing Board / Office Bearers shall be strictly by the secret ballot.

- (g) Elections to the posts of Office Bearers shall be conducted first and results announced after which the elections for the remaining board members shall be conducted.
- (h) Active Members may contest both the positions of Office Bearers and also as members on the Governing Board. Once the results of the elections for office bearers are announced as per clause “16-g”, if a candidate is elected as an office bearer, he / she will have to withdraw any duplicate nominations.

17. THE TERMS OF OFFICE:-

Any member of the Governing Board, who without leave of absence being granted, does not attend three consecutive Board meetings, is considered to have resigned. The Governing Board may co-opt any member of the Bureau in order to fill a vacant position on account of this or any other reason until the date of the next Annual General Meeting.

In a situation where the Vice Chairman resigns or the office of the Vice Chairman otherwise falls vacant, the Hony. Secretary shall take over and officiate till the next AGM, when elections can be/are conducted.

In a situation where the Hony. Secretary resigns or the office of the Hony. Secretary otherwise falls vacant, the Hony. Treasurer shall take over and officiate till the next AGM, when elections can be/are conducted.

In a situation where the Hony. Treasurer resigns or the Office of the Hony. Treasurer otherwise falls vacant, the Governing Board shall nominate one of the member to take over till the next AGM, when election can be / re conducted.

18. POWERS, DUTIES AND FUNCTIONS OF THE GOVERNING BOARD

The Governing Board shall manage the business of ICPB and shall be entitled to exercise all such powers as are entitled by the Memorandum of Association, Rules and Regulations, and Statutory Modifications or reenactments thereof decided at an ICPB General Body Meeting under the provision of Section 12 & 12 A of the Societies Registration Act, 1860. No. regulations made by ICPB in a General Body Meeting or an Extra-Ordinary General Body Meeting shall invalidate any prior Act of the Governing Board which would have been valid had the Regulation/s not been made.

(a)The Governing Board will have the powers to: -

(i) Honour any prominent person or persons/organization by nominating him or them to ICPB as honorary member or any special designation that it may deem fit, and to invite any person or persons to the meeting of the Governing Board.

(ii) Appoint any Committee or Sub-committee to delegate to them any of the powers vested in the Governing Board **for specific purpose / duration.**

(iii) Dissolve any committee or sub-committee at any time or to remove any members from them. Vacancies caused by the removal of any member of the committee or sub-committee shall be filled in under the direction of the Governing Board.

(iv) Affiliate itself with any world body if such affiliation helps attain the aims and objectives of ICPB.

(v) Administer the funds of the ICPB in keeping with its aims and objectives and to invest and deal with such proportions of the ICPB's moneys not immediately required in such matter as may from time to time be determined by the Governing Board and to vary or dispose of any investments.

(vi) Collect subscription, contributions, gifts, donations, grants of all kinds.

(vii) Purchase, take on lease or in exchange, or otherwise acquire any land, building, basement, rights of common property or real estate which may be considered necessary to attain any of the objects of ICPB.

(viii) **To authorize the Executive Director or any other Office Bearer to sign and execute agreement on behalf of ICPB.**

(ix) Decide all admissions to and dismissals from various categories of membership of ICPB or modify the classification of membership. Such decisions of the Governing Body shall be ratified at either the Annual General Meeting or at an Extra-ordinary General Body Meeting.

(x) **The Governing Board shall be responsible to employ, regulate or terminate services of Officers, Staff or employees as well as determine their salaries, etc. from time to time.**

(xi) Own, purchase, lease, construct, alter, repair, manage and mortgage buildings or part thereof and other movable and immovable properties for the purpose of carrying out the aims and objects of the ICPB.

(xii) Establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of ICPB or of the dependents or connections of such persons, and to grant pensions and all relevant allowances and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition for any public, general or useful objects.

(xiii) Make, enact, alter, amend, repeal, re-enact, and enforce Rules and Regulations and bye-laws, from time to time, for the Management and conduct

of the work, business and affairs of ICPB and in respect of the qualifications, categories of membership, admission, rates of subscription, admission fees, corpus fund, conduct, punishment and expulsion/restoration of its members and the constitution, control and conduct of the committee/s and/or sub-committee/s of ICPB.

(xiv) Negotiate and enter into any arrangement with Governments, State Chamber of Commerce, University, Municipality or any other public or private authority, philanthropist or individuals, which may seem conducive to any of the objects of ICPB.

(xv) Invest money of ICPB and to vary or transpose any investment in such a manner as the Governing Board shall, from time to time, deem fit to open and operate on current accounts with any bank or banks.

(xvi) Commence, prosecute, defend, appear to, conduct, continue, compromise, abandon, contest or submit to any civil, criminal, administrative, revenue, municipal arbitration, conciliation or other proceedings or inquiry for the furtherance of or in conjunction with any of the objects or functions of ICPB and to engage and remove experts, specialists, actuaries, lawyers, accountants, contractors, brokers, agents and others for any of the purposes of ICPB, on such terms as the Governing Board shall deem fit.

(xvii) To incur and approve expenses from time to time as it considers necessary for the promotion and maintenance of the aims and objectives of ICPB and for its day-to-day functioning.

(xviii) Do all such other lawful things as are incidental or conducive to the attainment of the aims and objectives of ICPB.

(xix) The Governing Board members would enjoy the Rights and Privileges of their respective category as defined under Rule 11.

(xx) In case any member of the Governing Board including elected Office bearers fails to attend **four consecutive meetings of the Governing Board**, he would cease to be a member of the Governing Board.

(xxi) The resignation by any member of the Board, shall be addressed to the Chairman for final consideration by the Governing Board.

(xxii) The Vice Chairman or Hony. Secretary or Hony. Treasurer are empowered to make any financial decisions upto Rs. 50,000. All decisions are subject to final approval by the Governing board at the next meeting

(xxiii) At any meeting of the Governing Board 1/3rd of the elected Governing Board present in person shall constitute a quorum.

(b) Minutes of the meetings of the Governing Board entered in the Minutes Book and signed by the Chairman of such meetings and duly confirmed at successive meetings shall be conclusive evidence of all resolutions of the Governing Board. Minutes, if Governing Board so decided at the meeting or meetings, shall be circulated among members of the Governing Board before they are signed by the Chairman.

(c) The Executive Director of ICPB shall be selected after due consideration by the Governing Board, keeping in mind the special qualities needed for fulfilling this role on terms and conditions duly decided by the Governing Board.

19 POWERS OF CHAIRMAN:

(a) The Chairman of ICPB shall have the power to use his discretion and to take any step on his own as he may deem **fit** in any matter, or under conditions of emergency, but provided that all such steps taken by him are within the framework of these rules and shall be subject to the confirmation of the Governing Board at its next meeting.

(b) All decisions of the Governing Board shall be placed before the Chairman of ICPB for his approval prior to implementation.

(c) At any meeting of the ICPB the declaration by the Chairman that a resolution has been carried by a particular majority shall be conclusive. The Chairman of any meeting of ICPB may, with the consent of the majority of the members present, adjourn such meetings from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

20. POWERS OF VICE CHAIRMAN

The Vice Chairman will be responsible for conducting the meetings of ICPB in the absence of the Chairman. He will use his discretion to take decisions on behalf of the Chairman, in the absence of the Chairman only on matters of great urgency and such decisions will be taken in the best interest of ICPB. These decisions will be subject to confirmation by the Governing Board.

21. POWERS OF HONORARY SECRETARY

The Honorary Secretary will be responsible for management of all administrative matters of ICPB and shall use his discretion and to take any steps under conditions of emergency, but provided that all such steps taken by him are within the frame work of these rules and shall be subject to the confirmation of

the Governing Board. He will also be responsible for issuing notices of General Body meetings.

22. POWERS OF HONORARY TREASURER

The Honorary Treasurer will be responsible for management of all financial matters. Whilst major decisions would be taken by the Governing Board regarding financial matters, the Honorary Treasurer could take decisions on routine matters keeping the Governing Board informed as and when required. He should hold quarterly meetings with Auditors and inform the Governing Board accordingly. He will recommend to the Governing Board all financial matters under these Rules and Regulations. He will also be responsible for up-to-date accounting, audit and the annual financial report.

23. DUTIES OF THE EXECUTIVE DIRECTOR

- (a) The Executive Director shall have the overall responsibility for running of ICPB, keeping its aims and objectives in view and as directed by the Governing Board. He shall conduct all the correspondence of ICPB and attend to all its financial and legal matters. He shall keep such registers of members and of the properties of ICPB as are necessary. He shall take, at the end of every official year of the ICPB, a detailed inventory of all the property, moveable or immovable belonging to ICPB as well as all documents and other important papers.
- (b) The Executive Director shall generally take care of the implementation of the decisions taken at the General Body Meetings, Governing Board Meetings and Sub-Committee/s meetings after obtaining the formal approval of the Chairman. He will supervise the working of ICPB, prepare all reports and perform all such other duties as are incidental to the aims and objectives of the ICPB.
- (c) The Executive Director will be fully responsible for the smooth functioning of all the functioning of ICPB, namely, Marketing and Research, Publicity and Public Relations, Administration and Finance, keeping aims and objectives of ICPB in view.

24. SOURCES OF INCOME AND UTILIZATION OF FUNDS:

The Governing Board should continuously explore more avenues for generating additional resources towards meeting the marketing expenses.

The income and property of ICPB shall be applied solely towards the promotion of the Aims and Objectives of ICPB as set forth in the Memorandum of Association and Rules and Regulations, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, howsoever, to the members of ICPB, provided that nothing herein contained

shall prevent the payment in good faith of remuneration to any officer or employee of ICPB or to any member of ICPB or other persons for any services actually rendered to ICPB.

25. FINANCIAL YEAR

The financial year of ICPB shall be from 1st April to 31st March.

26. ACCOUNTS AND AUDIT

(a) ICPB shall maintain such books in relation to its accounts in such form and in such manner as may, **in** consultation with the Auditors of ICPB, be prescribed.

(b) ICPB shall, as soon as may be, after closing its annual accounts, prepare a statement of accounts in such form as the Governing Board may, in consultation with the Auditors of ICPB determine.

(c) An Auditor or Auditors shall be appointed by the members at every Annual General Meeting. The Auditor or Auditors shall hold office till the following Annual General Meeting. Retiring Auditor or Auditors shall be eligible for reappointment. The Auditors shall be responsible for inspection of accounts and verification of the state of funds of ICPB and shall present to the Members a report on the state of accounts of ICPB.

(d) The Annual Accounts of ICPB, together with the audit report thereon, shall be laid before the General Body, as far as practicable at its annual meetings. If the statement of the audited accounts be not ready by the date of annual meeting, it shall be placed before the General Body at a subsequent meeting called for the purpose.

27. OPERATION OF BANK ACCOUNTS

The Governing Board has the power by a resolution to appoint its Bankers and authorize **Hony. Treasurer or in his absence Executive Director and one of the two office Bearers to operate the Bank Accounts jointly.**

28. AMENDMENTS:

Amendments to the Rules and Regulations of ICPB may be made by the General Body only, by a two-thirds majority of the members present by the voting at the meeting convened for the purpose. However, Amendments in the Memorandum of Association shall be made as per sections 12 & 12A of the Societies Act 1860.

29. LEGAL PROCEEDINGS:

ICPB may use and be sued in the name of the Executive Director or any other person appointed by the Governing Board.

30. DISSOLUTION AND ADJUSTMENT OF AFFAIRS:

If upon the dissolution of ICPB, there shall remain, after the satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of ICPB, but shall be given over to organizations with comparable purposes according to the decisions of the Governing Board or, in default thereof, that of a competent Court as per Sections 13 & 14 of the Societies Act 1860.

31. FILING OF ANNUAL LIST OF MEMBERS OF GOVERNING BOARD UNDER SECTION 4 OF THE ACT:

Every year the list of the members of the Governing Board shall be filed with the Registrar of Societies as per Section 4 of the Societies Act, 1860.

32. JURISDICTION:

That if any dispute arises between the member/s of the Governing Board, the dispute be referred to the Courts of original Jurisdiction at Delhi. The Governing Board shall, within a month of its election, frame the necessary bye-laws and Rules and Procedures for regulating its meetings. All the provisions of the Societies Registration Act XXI of 1860 (Punjab Amendment Act., 1957) as extended to the Union Territory of Delhi, shall apply to ICPB.

We the undersigned member of the Society certify that this is a true copy of the Rules and Regulations of 'India Convention Promotion Bureau', the authorized abbreviation of which is 'ICPB'.

Sl. No.	Name	Designation	Signatures
1.	Mr. Devesh Chaturvedi	Chairman	
2.	Mr. Rajeev Kohli	Vice Chairman	
3.	Mr. Shyam Nagpal	Hony. Secretary	
4.	Mr. Chander Mansharamani	Hony. Treasurer	

Date...../..../2009

Place : New Delhi