

THE TRAVANCORE-COCHIN LITERARY,  
SCIENTIFIC AND CHARITABLE SOCIETIES REGISTRATION ACT, 1955

**MEMORANDUM OF ASSOCIATION**

**AND**

**RULES & REGULATIONS**

**OF**

**KERALA TRAVEL MART SOCIETY**

**MEMORANDUM OF ASSOCIATION**

- 1. Name** The name of the Society is Kerala Travel Mart (hereinafter called the “Society”).
- 2. Address** The Registered Office of the Society shall be at **38/1912, Elamkulam Road, Cochin – 682 017** or at such other place as may be decided by the General Body of the Society.
- 3. Area of Operation** The Area of operation of the Society shall be in the State of Kerala.
- 4. Nature of the Society** The Society shall be a non-profit making charitable society, with aims and objects specified in this Memorandum of Association.
- 5. Objects** The Objects of the Society shall be:
  - 5.1 To promote tourism in the State of Kerala and to promote the interests of all persons engaged in activities connected with tourism.
  - 5.2 To invite and organise study tours of foreign travel agents, tourism promotion agencies and travel writers to the State of Kerala with the objective of disseminating information on tourism potential.

- 5.3 To collect and disseminate statistical information on tourism within India and abroad, educate the members of the Society about the potential of tourism in the State of Kerala and develop strategies to achieve such potential.
- 5.4 To collect and disseminate statistical information on arrival of tourists in the State of Kerala, their places of origin, spending habits, places visited, days spent etc.
- 5.5 To undertake tourism promotion efforts in India and abroad by conducting seminars, workshops, exhibitions, study classes, tours and visits and publishing books, magazines, periodicals, travel guides, information brochures and advertisements.
- 5.6 To act as a spokesman of the tourism industry in the State of Kerala.
- 5.7 To undertake or to engage consultants for tourism promotion studies, and to identify opportunities and threats and disseminate such information to the members.
- 5.8 To undertake training programme for the staff and members of the Society and other interested students in the travel and tourism industry.
- 5.9 To undertake all efforts to make known the activities of the Society to the public in general, and to the travel and tourism trade in particular.
- 5.10 To render help, arrange for and encourage and promote celebrations of national, cultural, social and such other festivals conducive to the objects of tourism promotion.
- 5.11 To represent the problems and issues concerning tourism trade to appropriate authorities in the Government or other agencies and obtain redressal of such grievances.
- 5.12 To react to the policies and practices of the Government and local authorities, that may have an impact on the tourism trade in general.
- 5.13 To seek legal remedy on any problem of general nature faced by any or all members or the general public in the interest of justice.
- 5.14 To establish, promote, manage or assist in the establishment, promotion or management of any other body, association or Company or to amalgamate with such body, association or Company whose objects or aims are similar to that of the Society and to become a member of and/or to subscribe to such

other body, association or Company for bona fide furtherance of the objects of the Society.

- 5.15 To enter into any agreement or arrangement with any other Organization, society, trust or association having objects similar to those of the Society and to join any such Organization, society, trust or association and to get affiliated or grant affiliation to any such Organization, society, trust or association having similar objects.
- 5.16 To open and operate bank accounts (current, savings or fixed) in the name of the Society in any of the banks in India to be operated in such manner as may be decided by the Managing Committee.
- 5.17 To raise funds for carrying out the affairs of the Society through donations, membership subscription, stall rent, exhibitions, tuition fees, advertisement in souvenirs, donations, gifts, benefit shows, sales of gift items, dinner/tea meetings etc.
- 5.18 To acquire by purchase, gift or otherwise any movable or immovable properties, rights, interests or titles therein.
- 5.19 To borrow from bank or other financial institutions or individuals or members, any amounts that may be necessary for carrying out the objects of the Society subject to such limits as may be specified by the members in the General Meeting from time to time.
- 5.20 To conduct such other business, purchase or sale, hire or lease of any movables or immovables for the benefit of the travel trade in general, or for raising funds for the Society.
- 5.21 To spend the available funds for the promotion of the objects of the Society.
- 5.22 To lend or advance money belonging to the Society to any of its employees or others on such terms as may be decided by the Managing Committee from time to time.
- 5.23 To invest the surplus funds, that may be available with the Society in bank deposits or other Government Securities or trust securities and realize the same as per the directions of the Managing Committee.
- 5.24 To receive, hold, and possess any property including securities of any kind and to construct and maintain any building.

- 5.25 To donate funds belonging to the Society for any public cause of national or regional importance or for the promotion of the tourism industry in general.
- 5.26 To frame rules and regulations and byelaws and amend the same from time to time with the consent of the members.
- 5.27 To do all things as are incidental and conducive to the attainment of the above objects or any of them.

Provided, however, that any contributions by the Society to or co-operation with any other trust, society or project having as its sole objects all or any of the aforesaid objects shall mean furtherance of the objects of this Society.

## **6. Society not for profit:**

The income and the property of the Society shall be applied solely towards the promotion of the objects of the Society and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, interest or otherwise by way of profit to persons who, at any time are, or have been members of the Society or to any one or more of them or to any person claiming through any one or more of them, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any employee of the Society in return for services rendered to the Society or payment of interest at a reasonable rate on money borrowed, or expenses incurred by a member or anyone so empowered in connection with the work of the Society. No member of the Society shall have any personal claim on any movable or immovable properties of the Society or make any profit, whatsoever, by virtue of his membership.

## **7. Governing Body.**

The management and control of the Society is entrusted to the Managing Committee to be elected by the general body of members and the management shall be carried on in accordance with the Rules and Regulations. The names, addresses and designations of the first members of the Managing Committee are subscribed hereunder.

Sl. No.	Name	Designation	Address
1.	Mr. Jose Dominic	President	Casino Group of Hotels Willingdon Island, Cochin 682003
2.	Mr. James Kodianthara	Secretary	Concord Tours & Travels

- |    |                  |  |
|----|------------------|--|
|    |                  | G. S. Road, Manorama Jn.<br>Kottayam 686001              |
| 3. | Mr. P. D. Joseph | Treasurer Pioneer Travels<br>Bristow Road, Cochin 682003 |

## RULES & REGULATIONS

### 8. Definitions:

- (a) "Society" means the "Kerala Travel Mart".
- (b) "Member" means a person who is for the time being duly admitted as a member of the Society according to its Rules & Regulations or a duly appointed nominee or representative of such member and includes active member, affiliate member and honorary member who has been admitted as a member of the Society according to its rules and regulations and whose name is entered in the Register of members of the Society and paid subscription as provided in the rules and whose membership has not terminated by resignation, removal or otherwise
- (c) "General Body" constitutes the aggregate of the members of the Society.
- (d) "Managing Committee" means Managing Committee of the Society to whom, by the rules and regulations of the Society, the management of the affairs is entrusted.
- (e) "Office Bearers" means the President, the Hon. Vice President, the Hon. Secretary, the Hon. Joint Secretary and the Hon. Treasurer. (amended- ref: EGM on 31-01-13)
- (f) "Act" means the "The Travancore-Cochin Literary, Scientific and Charitable Societies Registration Act, 1955".
- (g) "Rules" means the Rules & Regulations of the Society as herein contained or as amended, altered or substituted from time to time.
- (h) "Memorandum" means the Memorandum of Association of the Society.
- (i) "Person" shall include individuals, firms, institutions, establishments and Companies.

- (j) "Year" means the financial year of the Society which until otherwise determined by the Society shall extend from 1<sup>st</sup> April to 31<sup>st</sup> March.

NOTE: Words importing masculine gender shall include the feminine and words in singular shall include its plural.

## **MEMBERSHIP:**

### **9. Classes of Members:**

There shall be three classes of members in the Society, viz.,

- (i) Active/Ordinary members
- (ii) Affiliate members Institutional
- (iii) Honorary members

### **10. Active/Ordinary Members:**

Any firm, establishment or company having an established place of business in Kerala and is one of the following shall be eligible for membership as an Active Member of the Society. Ordinary members shall be those firms, establishments or companies who are admitted and registered as members in accordance with these Rules: (amended- ref: EGM on 31-01-13)

- (1) Has taken part in Kerala Travel Mart 2000 by taking a stall as a seller.
- (2) Tour Operator approved by Government of India, Ministry of Tourism/Department of Tourism, Government of Kerala with Service Tax Registration from Kerala. (amended- ref: EGM on 31-01-13)
- (3) Hotels or Restaurants, approved or classified by the Ministry of Tourism, Government of India.
- (4) Cochin International Airport Ltd.
- (5) Airport Authority of India (AAI)
- (6) Kerala State Industrial Development Corporation (KSIDC).
- (7) (a) Home/House stays registered under Paying Guest Regulation of Government of India/Government of Kerala. (amended- ref: EGM on 31-01-13)
- (b) Serviced Villas or such other new products approved by Government of Kerala/India Tourism Departments. (amended- ref: EGM on 31-01-13)
- (8) Cochin Port Trust
- (9) An airline, international or domestic.
- (10) House Boats approved by Government of Kerala.
- (11) Ayurveda Centres approved by Government of Kerala.

- (12) Institutes for hospitality/tourism/travel studies offering courses approved by Government of Kerala/AICTE.
- (13) District Tourism Promotion Councils.
- (14) Departments of Government of India engaged in tourism related activities within Kerala. (amended- ref: EGM on 31-01-13)
- (15) Departments of Government of Kerala engaged in tourism related activities. (amended- ref: EGM on 31-01-13)
- (16) Any establishment not covered under any of the above which in the opinion of the Managing Committee should be admitted as an active member
- (17) A Travel Agent approved by IATA and the Govt. of India, Ministry of Tourism and or by Government of Kerala Tourism Department with Service Tax Registration from Kerala. (amended- ref: EGM on 31-01-13)

## **INSTITUTIONAL**

### **11. Affiliate Members:**

Any person, firm or company not falling under any of the categories mentioned in 10 above and who is regularly engaged or associated with tourism related activities and has an established place of business in Kerala or any other State or Union Territory of India shall be eligible to be an affiliate member. The affiliate member shall have a right to participate but shall have no right to vote in the meetings of the Society.

Institutional Members of the Society shall be those firms, institutions and companies who are admitted and registered as members in accordance with these Rules. An Institutional member shall by notice in writing registered with the Society nominate one of its Officers to represent the institution in the Society.

### **12. Honorary Members:**

Managing Committee may at its discretion admit any person whom it considers to be a prominent and renowned person as an Honorary Member of the Society. The Honorary Members are not required to contribute to the funds of the Society. The

Honorable Minister for Tourism of the Government of Kerala, the Secretary Tourism of the Government of Kerala and the Director Tourism of the Government of Kerala shall be ex-officio Honorary Members of the Society.

### **13. Entrance Fee & Subscription:**

Active and Affiliate Individual and Institutional Members shall contribute to the funds of the Society an entrance fee in lump-sum at the time of admission and registration as a member and an annual subscription on or before the 31<sup>st</sup> May of each year. The quantum of entrance fee and annual subscription shall be as decided by the Managing Committee from time to time.

### **14. Admission of Member:**

- (1) An application for membership shall be made in the prescribed form and recommended by 2 active members of the Society. The application form shall be submitted to the Secretary of the Society who shall submit the same for the consideration of the Managing Committee at its next meeting. The Managing Committee shall have absolute power and discretion to accept or reject any application without being bound to give any reason and the decision of the Managing Committee shall be final, provided however that in appropriate cases the General Body may direct the Managing Committee to admit any firm, establishment or company as a member in accordance with the rules. A candidate whose application is rejected shall be eligible to apply again only after the expiry of 12 calendar months from the date of rejection. (amended- ref: EGM on 31-01-13)
- (2) The Managing Committee shall in special cases have power to allow any firm, establishment or company to become a member of the Society for such purposes subject to such conditions and upon payment of such sums as the Managing Committee may in their absolute discretion think fit. In such cases, the Managing Committee shall have power to and may dispense payment of entrance fees. (amended- ref: EGM on 31-01-13)

Admission of members shall be restricted to persons recommended by the Managing Committee or the General Body of the Society from among persons who are engaged in lawful activities connected with the tourism industry. Any application for membership shall be made in the specified form and recommended by 5 members of the Society. The application shall be considered by the Managing Committee which shall have the discretion to decide any question which may arise as to the eligibility or otherwise of any firm, establishment or company for membership and the decision of the Managing Committee thereon shall be final, provided however that in appropriate cases the General Body may direct the Managing Committee to admit any firm,



establishment or company as a member in accordance with these Rules.  
(amended - ref: EGM on 31-01-13)

#### **15. Enrolment of members:**

Members can only be enrolled in the name of the firm, establishment or company under which they carry on their business and shall for all purposes of the Society be represented by the person nominated as their representative in their application for membership or subsequent renewal application. Such nominee shall be entitled to exercise all or any of the rights and privileges of membership as regards attendance and voting at meetings and otherwise generally as effectually as the member represented by him/her. The nomination made in the application may be altered by the member by notice in writing to the Secretary. The nomination will become effective after the Secretary has acknowledged the receipt of the writing containing the nomination. However, no alterations can be made after the final voters' list is published by the Returning Officer to the election to the Managing Committee. (amended - ref: EGM on 31-01-13)

#### **Succession:**

An Ordinary member, may, by notice in writing registered with the Society, nominate any one from among his/her spouse or children to be his/her successor on his/her death and may from time to time, by like notice, cancel such nomination and/or substitute the nominee. On the death of such a member, the successor so nominated shall be enrolled as an Ordinary Member in his/her place and the successor shall have all the powers and privileges his/her predecessor had. The rights and privileges of a member shall not be transferred and any such transfer which is not in accordance with the above provision shall not be binding or recognized by the Society.(amended – ref. AGM on 03-10-07)

#### **16. Initial Members:**

Notwithstanding anything in these Rules, the establishments represented by the signatories to the Memorandum shall be the Initial Members of the Society.

#### **17. Register of Members:**

(1) The Secretary of the Society shall keep a Register of all the members of the Society in which shall be entered in separate columns the following particulars as regards each member viz. (1) Name under which each member carries on business, (2) the class of the member, (3) the address given in the application, (4) the date when the member became a member, (5) the name

of the person nominated as representative by the member in his or their application, and (6) if and when the member ceases to be a member, the date of such ceasing.

- (2) Every member shall forthwith notify in writing to the Secretary any change of address and name of any substituted nominee appointed by the member and sanctioned by the Managing Committee and the alterations shall be immediately entered in the Register by the Secretary.

### **18. Cessation /Termination of Membership:**

The Membership of any member shall cease/be terminated in the following circumstances:-

- (a) On resignation by a letter addressed to the Secretary
- (b) On the failure to pay the annual subscription within a period of 6 months after it has fallen due for payment; provided however that the Managing Committee shall before terminating his membership give 10 days notice in writing to the member to show cause as to why his membership should not be terminated
- (c) On being adjudicated insolvent or having suspended payment or compounded with his creditors or ordered to be wound up by a competent court
- (d) On being found guilty by a competent court or tribunal of an offence involving, in the opinion of the Managing Committee, moral turpitude or gross misconduct

### **19. Exclusion and suspension of member:**

Any member who acts to the detriment of or against the interests of the Society or who shall fail in the observance of or violate any of the Articles of Association or the bye laws of the Society or whose conduct or action in the opinion of the Managing Committee is improper or is prejudicial to the Society or is detrimental to the interests of the public may after due enquiry be censured, suspended or excluded from the Society by the General Body. The General Body may act either on its motion or on the motion of the Managing Committee or written charges preferred by a number of members. Provided however that no member shall be excluded from the Society except by a resolution passed at a General Meeting of the Society with three-fourth majority of the members present and voting at such meeting after notice of the resolution proposed to be passed and an opportunity to defend himself in person or by another member appointed by him is given to the concerned member. Any member who has been excluded

under these rules shall not be eligible to apply for membership again for a period of two years.

20. A member ceasing to be a member by any means shall forfeit all rights to or claims upon the Society but shall nevertheless remain liable for and shall pay to the Society all moneys which may be due from him to the Society.

**21. Rights and Privileges of Members:**

The rights and privileges of every member shall be personal and shall not be transferred by his own act, or by operation of law, except in the case of a limited company or partnership firm in any of which cases the rights and privileges of the member may be enjoyed by either a director or such other responsible officer of the limited company as may be duly appointed in writing or by any partner or officer of the partnership firm as may be duly appointed in writing by the firm.

The rights and privileges of members shall include:

- (a) To vote, if present, at a General Meeting of members, or to appoint a proxy to vote in his stead,
- (b) To receive notice of all the annual and extraordinary general meetings,
- (c) To propose or second an applicant for membership,
- (d) To serve as an office bearer or Managing Committee Member of the Society,
- (e) To make representations to the Managing Committee regarding any business or trade issues that affects the travel and the tourism industry.

**GENERAL BODY:**

**22. General Body:**

The General Body of the Society shall consist of all the members of the Society. The General Body shall hold meetings whenever required or whenever called by the Managing Committee.

**23. General Meetings:**

- (a) The Quorum for a General Meeting shall not be less than 25 members present in person or by proxy. (amended- ref: EGM on 31-01-13)
- (b) Not less than twenty one days notice of General Meetings shall be given to members which shall specify the day, hour, place and purpose of the meeting.

- (c) Minutes of all proceedings of General Meetings shall be entered in the books kept for the purpose. The minutes shall be read and passed at the next meeting.
- (d) Decisions shall be taken on any issue by a simple majority vote on a show of hands unless otherwise stated. Each member shall have one vote. However, a member shall be eligible to vote only if he has previously paid all subscription dues to the Society.
- (e) The President shall preside over the meetings of the General Body and in his/her absence, the Hon. Vice President and in the absence of both, the meeting may elect one among the members present to preside over the meeting. (amended- ref: EGM on 31-01-13)

#### **24. Annual General Meeting:**

There shall be held an Annual General Meeting of the Society at least once in every calendar year within 6 months of closing of the Annual Accounts and not more than fifteen months shall elapse between one Annual general Meeting and the next. Provided, however that the first Annual General Meeting of the Society may be held at any time within eighteen months from the date of registration of the Society. At the Annual General Meeting the following business shall be transacted:

- a) to consider and adopt the Annual Report presented by the Committee;
- b) to consider and adopt the annual balance sheet and audited accounts of the society and the Auditor's Report on the Accounts of the Society;
- c) to elect members to the Managing Committee (at every alternate Annual General Meeting);
- d) to appoint an auditor and fix their remuneration; and
- e) to transact such other business as may be included in the Agenda for the meeting.

#### **25. Extraordinary General Meeting:**

- (a) The Managing Committee of the KTM society may at any time call an Extraordinary General Meeting of the Society by giving 21 days notice. (amended-ref: EGM on 31-01-13)
- (b) The Managing Committee of the KTM society shall within one month after receipt of a requisition in writing from not less than 50 members setting out the

matter to be discussed, call an extraordinary general meeting after giving the usual 21 days notice. (amended- ref: EGM on 31-01-13)

## **MANAGING COMMITTEE:**

### **26. Composition:**

The management of the affairs of the Society shall vest in the Managing Committee consisting of twenty one members unless the Society shall in the General Meeting decide otherwise. The Secretary - Tourism of the Government of Kerala, the Director- Tourism of the Government of Kerala, the Managing Director of the Kerala Tourism Development Corporation Limited and the Immediate Past President of the Kerala Travel Mart Society shall be the ex-officio members of the Managing Committee. The President, the Hon. Vice President, the Hon. Secretary, the Hon. Joint Secretary, the Hon. Treasurer and the remaining twelve members shall be elected directly by the General Body in accordance with these rules. The Past Presidents, who have not been elected to the Managing Committee, shall be Special invitees to the Organizing Committee.

The Managing Committee shall appoint a person with sufficient experience as Returning Officer for the conduct of election. The Returning Officer shall take necessary steps for the conduct of election and the Managing Committee shall render all necessary help to the Returning Officer for the conduct of the election. However, the Managing Committee of the KTM Society will have the right to frame the procedures and rules for the smooth conduct of the election from time to time. (amended - ref: EGM on 31-01-13)

### **27. Election of Members to Managing Committee:**

The first Managing Committee shall be the persons whose names, descriptions and addresses are given in clause 7 of the Memorandum of the Society. They shall hold office until the first Annual General Meeting of the members. The members of the subsequent Managing Committee shall be elected at the Annual General Meeting of the Society to hold office for a period of two years. Any casual vacancy arising on account of the death, retirement or resignation of a Managing Committee Member shall be filled in by the Managing Committee provided however that the person who is appointed shall hold office only for such period as his predecessor would have. Retiring members of the Managing Committee shall be eligible for re-election. A list of the Managing Committee shall be filed with the Registrar within 14 days of the Annual General Meeting.

**28. Office Bearers:**

The Office Bearers ie., the President, the Honorary Vice President, the Honorary Secretary, the Honorary Joint Secretary and the Honorary Treasurer along with the remaining twelve members of the Managing Committee shall be elected directly by the General Body in accordance with these rules. (Amended- ref. EGM on 31/03/13)

**29. Proceedings of the Managing Committee:**

- (a) The Managing Committee may meet at such intervals as is considered necessary to transact business and conduct, adjourn or otherwise regulate meetings and proceedings as the Committee thinks fit; provided however that the Managing Committee shall meet at least once in every quarter of the year. Such meetings shall be convened by the President or the Honorary Secretary.
- (b) The Quorum for meetings of the Executive Committee shall be three members present in person. The President shall preside over the meetings of the Managing Committee.
- (c) At every meeting of the Managing Committee voting shall be in person, by a show of hands and or by secret ballot. Each member shall have one vote provided however that in the event of equality of votes, the President shall have a second casting vote. No member of the Managing Committee may vote on any matter in which he has a pecuniary interest. (amended- ref: EGM on 31-01-13)
- (d) In the absence of the President, the Hon. Vice President or in the absence of both, the members present shall choose one amongst themselves to be the Chairman for that meeting. (amended- ref: EGM on 31-01-13)
- (e) Notice of every meeting of the Managing Committee stating the general nature of all business to be transacted at the meeting signed by the Secretary shall be sent by post to each member of the Managing Committee at least 5 clear days before such meeting unless urgent circumstances require short notice; but the proceedings of a meeting held bona fide shall not be invalidated by any inadvertent irregularity or omission in respect of such notice or by reason of any business being transacted which is not specified in the notice.
- (f) A Resolution circulated to all members of the Managing Committee and approved in writing by a majority of them shall be as valid as a Resolution passed at a meeting duly convened and held.

- (g) The Managing Committee shall keep minutes of all its meetings which shall be read, approved and signed by the Chairman at the next meeting.

**30. Powers and Duties of the Managing Committee:**

The Managing Committee shall in addition to the powers and duties stated elsewhere, have the following powers and duties:

- (a) To take appropriate steps to carry out the objects of the Society,
- (b) To purchase or otherwise acquire property, rights or privileges at such prices and under such terms and conditions as the Managing Committee thinks fit,
- (c) To invest in or deal with the funds in such a manner as may be beneficial to the Society and its members,
- (d) To dispose of applications for membership from those eligible under the rules of admission with or without assigning any reason,
- (e) To control the finances of the Society,
- (f) To enforce the rules and bye-laws of the Society,
- (g) To appoint a Chief Executive Officer, other officers, clerks, and servants of the Society on such terms and conditions as may be decided, and to suspend, discharge, retire or dismiss any of them and to vary or alter the terms and conditions of service from time to time in such manner as it thinks fit,
- (h) To take disciplinary action against any member,
- (i) To borrow or otherwise raise funds on behalf of the Society and for the benefit of the Society,
- (j) To lend money to staff and officers of the Society or to any other party against supply of goods or services to the Society at such terms and conditions as may be decided by the Managing Committee,
- (k) To enter into contract with others for the benefit of the Society,
- (l) To convene general meetings of the Society,
- (m) To appoint the first auditor of the Society and to fix his remuneration and the expenses reimbursable,
- (n) To maintain proper books of account and records to reflect the transactions of the Society and to get them audited by a duly appointed auditor.
- (o) To form Committees and Sub-Committees and delegate its powers to such committees and sub committees or any office bearer or employee of the Society.

**31. Powers and Duties of the Office Bearers:**

**President**

The President shall have general control over the affairs of the Society. He can direct the Secretary to convene a meeting of the Managing Committee. He can

appoint in consultation with the Secretary and with the approval of Managing Committee such persons as he thinks fit to execute the functions of the Society. He shall execute all documents on behalf of the Society. He shall generally perform such duties as pertains to the office of the President. He shall also chair the meetings of the Managing Committee and of the members. In the absence of the President, the Vice-President shall perform the duties of the President.

### **Hon. Vice President**

To assist the President in all matters. To take charge in the absence of the President. To take assignments entrusted by President. To take care of any duties assigned by the Managing Committee. (amended - ref: EGM on 31-01-13)

### **Honorary Secretary**

The Honorary Secretary shall be the administrative head of the Managing Committee. His duties are as follows:

- (a) To receive all applications for membership in the Society and to place them before the Managing Committee for its consideration and disposal,
- (b) To take appropriate steps to execute the decisions of the Managing Committee,
- (c) To convene meetings of the Managing Committee as well as the general body in consultation with the President,
- (d) To prepare the agenda for the meetings for approval of President,
- (e) To maintain a page numbered minutes book to record the proceedings of the meetings of the Committee and the General Body,
- (f) To place before the Managing Committee all important correspondence upto the date of the meeting,
- (g) To make arrangements for the conduct of the business of the Society and control over office,
- (h) To keep custody of all documents and records of the Society,
- (i) To maintain a petty cash balance to meet the day-to-day expenses of the Society,
- (j) To represent the Managing Committee in all legal proceedings before authorities,
- (k) To give effect to the directions or decisions of the Managing Committee & General Meeting,
- (l) To take all such measures and do all such things as may be required to achieve the objects of the Society.



**Hon. Joint Secretary**

To assist the Hon. Secretary in all matters. To take charge in the absence of the Hon. Secretary. To take assignments entrusted by President/Hon. Secretary. To take care of any duties assigned by the Managing Committee. (amended - ref: EGM on 31-01-13)

**Honorary Treasurer**

The Honorary Treasurer shall be the sole custodian of all the funds and accounts of the Society, and he shall perform the following duties:

- (a) To receive and deposit in the bank all entrance fees, subscriptions, donations and other moneys payable to the Society and to keep regular accounts and vouchers for receipts and payments and to submit every month an abstract showing the financial position of the Society for the inspection of the Managing Committee,
- (b) To get the annual accounts audited by the auditor,
- (c) To operate the bank account jointly with any other office bearer,
- (d) To give effect to all directions and decisions of the Society in General Meetings or of the Managing Committee,
- (e) To look after and safeguard the financial interest of the Society to the best of his ability,
- (f) To implement all rules and regulations of financial control and to ensure adequacy of internal control in the administration of the Society.

**ACCOUNTS AND AUDIT****32. Accounts:**

- a) The Society shall keep at its registered office, proper books of account, containing accurate details of:
  - i) All sums of money received and the sources thereof and all sums of money spent by the Society and the matters in respect of which the receipt and expenditure took place,
  - ii) All sales and purchases of goods by the Society,
  - iii) The assets and liabilities of the Society giving true and fair view of the state of affairs of the Society.

b) The Managing Committee shall at least once in every calendar year, cause to be prepared a balance sheet and income and expenditure account for the year. The balance sheet and the income and expenditure account stated above shall be signed by at least three members of the Managing Committee.

c) The said annual accounts shall be examined, audited and certified by one or more qualified auditor appointed by the Society.

d) A copy of the balance sheet, statement of receipts and payments and the income and expenditure account duly certified by at least two members of the Managing Committee shall be filed with the Registrar with the appropriate fee.

e) The first auditors shall be appointed by the Managing Committee within one month of the date of registration of the Society and his or their remuneration shall be fixed by the Managing Committee. Such first Auditor/Auditors shall hold office till the conclusion of the first Annual General Body Meeting. Subsequent auditors shall be appointed by the members at the Annual General Body Meetings.

f) Subject to any reasonable restrictions as to the time and manner of inspecting as may be imposed by the Managing Committee the said accounts shall be open to inspection of the members of the Society.

#### **OPERATION OF BANK ACCOUNT:**

33. The Society shall open, maintain, operate and close account or accounts with any bank or banks in India or abroad and pay or earn interest and withdraw money from such account or accounts and make, draw, execute and issue cheques. Any one of the office bearers along with the Chief Executive Officer, as may be decided by the Managing Committee from time to time, shall operate the bank account or accounts.

#### **LEGAL PROCEEDINGS:**

34. (1) All legal proceedings by/against the Society shall be in the name of the President or the Hon. Secretary. No suit or proceedings by or against the Society in any civil court shall abate or discontinue by reason of the person by or against whom such suit or proceedings shall have been brought or continued dying or ceasing to fill the character in the name whereof he shall have sued or been sued, but the same suit or proceeding shall be continued in the name of or against the successors of such person. If the decree is against the person or officer named on behalf of the Society, such decree shall not be executed against

the property, movable or immovable, or against the body of such person or officer, but against the property of the Society. (amended- ref: EGM on 31-01-13)

**(2) Governing Law and Jurisdiction**

All the matters shall be governed by the laws of India and Courts having the jurisdiction of the location of the registered office of the KTM Society only. (amended - ref: EGM on 31-01-13)

**35. The Society may sue any member in any of the following cases:**

- a) where he is in arrear of subscription
- b) where he possesses or detains any property of the Society in a wrongful manner
- c) where he injures or destroys any property of the Society
- d) where he embezzles or defrauds any money or property of the Society
- e) where he commits or any act whereby the funds or property of the Society is put to loss.

**AMENDMENTS:**

36. Notwithstanding anything herein contained, the Memorandum or the Rules may be amended altered or modified only by a special resolution passed by not less than two-third majority of the Members of the Society present in person or by proxy at a meeting convened specially for the purpose, giving at least twenty one days notice of the proposal for the amendment and in accordance with the Act. A true copy of all amendments shall be submitted to the Registrar's Office within fourteen days from the date of the General Body Meeting at which the amendments are made. (amended- ref: EGM on 31-01-13)

36A. No amendment to the Memorandum of Association and Rules and Regulations will be made without the prior approval of the Commissioner of Income Tax.

**DISSOLUTION:**

37. If at any time it is found that the affairs of the Society can no longer be carried on for any reason the Society may be dissolved by a special resolution passed by not less than three-fourth majority of the Members of the Society at a meeting convened specially for the purpose, giving at least twenty one days notice of the proposal for the dissolution. If upon winding up or dissolution of the Society there remains after satisfaction of all claims and liabilities any property of the Society whatsoever, the same shall be given or transferred to some other Society having objects similar to the objects of the Society as lawfully decided by the

Society at the time of dissolution and in default thereof the same shall be disposed of in accordance with the provisions of the Act.

37A. In the event of dissolution, the net assets, if any, after satisfying all the debts and liabilities shall either be transferred to Societies/Trusts having the same or similar objectives or shall be vested with the Government.

38. These Rules shall be read subject to the provisions of the Act.

### **Subscription**

We, the several persons whose names, occupations, addresses and signatures are given below are desirous of being formed into a Society by name of "Kerala Travel Mart" under The Travancore-Cochin Literary, Scientific and Charitable Societies Registration Act, 1955 in pursuance of this Memorandum of Association.

Dated this the 3<sup>rd</sup> day of July 2000

Sl. No.	Name and address	Occupation	Signature.
1.	Mr. Jose Dominic Casino Group of Hotels Willingdon Island, Cochin 682003	Company Executive	sd/-
2.	Mr. A. G. K. Kumar Travel Corporation (India) Ltd Telstar Bldg., M. G. Road Ravipuram, Cochin 682016	Company Executive	sd/-
3.	Mr. P. D. Joseph Pioneer Travels Bristow Road, Cochin 682003	Company Executive	sd/-
4.	Mr. S. K. K. Nair Galfar Convention Centre Kundanur Jn., Maradu 682304	Company Executive	sd/-
5.	Mr. S. Krishnan Sita World Travel (India) Ltd Tharakan Bldg., M. G. Road Ravipuram, Cochin 682016	Company Executive	sd/-

- |    |   |                   |      |
|----|---|-------------------|------|
| 6. | Mrs. Rani Bachani<br>Vice Regal Travels & Resorts Ltd<br>S-17/s-18 GCDA Shopping Complex<br>Marine Drive, Cochin 682031 | Company Executive | sd/- |
| 7. | Mr. James Kodianthara<br>Concord Tours & Travels<br>G. S. Road, Manorama Jn.<br>Kottayam 686001                         | Business          | sd/- |

## Witnesses:

- |    | Name          | Occupation        | Address  | Signature |
|----|---------------|-------------------|--|-----------|
| 1. | K. N. Shastry | Company Executive | R2 Choice Park<br>Perandoor Road<br>Kochi 682026.                      | sd/-      |
| 2. | K. J. Roy     | Office Assistant  | M/s Joseph & Kuriyan<br>Advocates,<br>Power House Road<br>Kochi 682018 | sd/-      |