



THE FEDERATION OF HOTEL & RESTAURANT ASSOCIATIONS OF INDIA

MEMORANDUM AND ARTICLES OF ASSOCIATION

(as amended up to date)

Registered office :
**B-82, 8th Floor, Himalaya House,
23, Kasturba Gandhi Marg,
New Delhi – 110 001**

CERTIFICATE OF INCORPORATION

No. C. 2587 of 1955-1956

I hereby certify that the Federation of Hotel & Restaurant Associations of India (Licenced u/s 26 of the Indian companies Act, VII of 1913) is this day incorporated under the Indian Companies Act, VII of 1913, and that the Company is Limited.

Given under my hand at New Delhi this seventh day of December, one thousand nine hundred and fifty five.

(Sd) N.D. Bhatia

REGISTRAR OF JOINT STOCK COMPANIES



प्रमाणित हस्तलिपि

J. Som
06.01.14

अध्यक्ष सहायक न्यायिक अधिकारी
हाउस ऑफ लेजिस्लेशन, दिल्ली एवं उत्तर प्रदेश

01/14

Company Limited by Guarantee and not having a Share Capital

**Memorandum of Association
Of
The Federation of Hotel & Restaurant
Associations of India**

1. The name of the company is **THE FEDERATION OF HOTEL AND RESTAURANT ASSOCIATIONS OF INDIA.**
2. The Registered office of the Federation will be situated in the State of Delhi.
3. The objects for which the Federation is established will extend to the whole of the Union of India.
4. The objects for which the Federation is established are:
 - (i) To unite the four Regional Associations functioning in the country, Viz. Hotel & Restaurant Association at Delhi, Mumbai and Calcutta and South India Hotels and Restaurants Association at Madras, and such other Hotel & Restaurant and Affiliated Associations and Establishments in the country which are interested in encouraging, promoting and protecting by lawful means the interests of the Hotel and Restaurant Industry, and raising the standard and the reputation of the industry both at home and abroad.
 - (ii) To consider all questions of interest to the Hotel and Restaurant industry, of national and international character, including hotel and restaurant policy, hotel guides, international transfer of money, conditions of labour and personnel, and any legislations, bye-laws or regulations affecting the same, to discuss such questions, with authorities of State and Central Governments where necessary, and to initiate, support or oppose by lawful means such legislation or regulation either by petition, public meeting or otherwise.
 - (iii) To apply for and obtain any rights, concessions and privileges from and to enter into any arrangements that may seem directly or indirectly conducive to the objects of this Federation with any authorities, central local or otherwise.
 - (iv) To give advice to members on questions of national and international character affecting the industry and to disseminate statistical and commercial information regarding all departments of the industry, and regarding travel agencies.
 - (v) To collect and disseminate statistical and other information relating to hotel and kindred interests and to diffuse among its members information on all matters affecting hotels, restaurants, boarding houses and all allied trades and to print, publish, issue and circulate in India and abroad such papers, periodicals, books, circulars, pamphlets, and other literature as may seem conducive to any of these objects or calculated to advance those interests.
 - (vi) To encourage the discovery of and investigate and make known the nature and merits of inventions which may seem capable of being used by persons engaged in hotels, restaurants, boarding houses and all allied trades and to acquire any patents or licenses relating to any such inventions with a view to use thereof by the member of the Federation, either gratuitously or upon such terms as may seem expedient.
 - (vii) To organise meetings to encourage friendship between members and to discuss professional questions of current importance.
 - (viii) To secure organised action direct and by lawful means on all subjects mentioned above.
 - (ix) To convene, when thought necessary, national and international conferences in the interest of Hotel Industry at such place and at such time as may be determined.
 - (x) To contribute information regarding hotels and restaurants to a Guide or Journal already functioning until such time the Federation is in a position to publish a national hotel and restaurant guide or journal of its own.
 - (xi) To create and maintain an Employment Office for qualified staff, to order out Managers, Chefs, Confectioners, Maitred' Hotels, Bartenders, House Keepers, etc. to be offered to hotels in rotation in

different regions, and to recommend orchestras and Cabaret Artistes to the Member Associations, if called upon to do so.

- (xii) To run Institute/Education Centre(s) to provide education and training, both formal and job specific, in the field of Hospitality Management, Technology and professional education, to meet the requirement of India's Hospitality, Tourism and allied Industries.
- (xiii) To have power to establish offices of agencies within or outside India or appoint agents there in order to carry out the objects mentioned above.
- (xiv) To acquire and take over, and apply for the purposes and objects of this Federation, all or any of the assets and liabilities of any Federation, or corporation having objects similar to this Federation.
- (xv) To raise or borrow money and secure the repayment thereof on such terms as may seem expedient.
- (xvi) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments or securities.
- (xvii) To invest the money of the Federation not immediately required for the purposes of the Federation upon such securities or otherwise and in such manner, as may from time to time be determined, as permitted by law. Such investments may however be done only in Government securities and securities of Public Financial Institutions.
- (xviii) To purchase, take on lease or exchange, hire or otherwise acquire, any property (movable or immovable) and any rights or privileges which the Federation may think necessary or convenient for the purposes of its business.
- (xix) To construct, maintain, enlarge, alter, pull down and remove any buildings or works necessary or convenient for the purposes of the Federation.
- (xx) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with, all or any part of the property and rights of the Federation.
- (xxi) To establish, undertake, superintend, administer and contribute to any charitable or benevolent fund from which may be made donations or advances to deserving persons who may be or have been engaged in hotels, restaurants, boarding houses and all allied trades or connected with any person engaged therein and to contribute to or otherwise assist any charitable or benevolent institutions or undertakings.
- (xxii) To establish and support or aid in the establishment and support of Federation, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Federation or the dependants or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or for any public general or useful object.
- (xxiii) To dedicate, present or otherwise dispose of either voluntarily or for value any property of the Federation deemed to be national, public or local interest to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of any of the same or of the public.
- (xxiv) To establish, subsidize, promote, co-operate, or amalgamate with affiliate or become affiliated to federate or join a Federation of any similar Associations with objects altogether or in part similar to those of the Federation, act as trustees or agents for, or manage, control, superintend, lend monetary assistance to or otherwise assist any association and institutions incorporated or not incorporated with objects altogether or in part similar to those of the Federation and which may prohibit the payment of any dividend or such profit to its members as would be contrary to the intention of the section 26 of the Indian Companies Act 1913, and not being a trade union.
- (xxv) To assign to any class of members any preferential, special, or qualified rights or privileges over or as compared with any other member as regards voting or otherwise howsoever.
- (xxvi) To enquire into, adjust and settle disputes or controversies among the members of the Federation and to arbitrate in the settlement of disputes arising out of transactions between parties willing to abide by the decision of the Federation.
- (xxvii) To do all such lawful things as may be deemed by the Federation to be incidental or conducive to the attainment of the objects of the Federation, or any of them, provided that the Federation shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restrictions which, if an object of the Federation, would make it a trade union.

- (xxviii) And generally to do all that may be necessary in the interests of the realisation of the objects of the Federation directly or indirectly.
5. The income and property of the Federation, whencesoever derived, shall be applied solely towards the promotion of the objects of the Federation as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the person who at any time are or have been members of the Federation or to any of them or to any person claiming through any of them, provided that subject to the provisions hereinafter contained, nothing herein contained shall prevent the payment in good faith remuneration to any officer or servant of the Federation, or to any member of the Federation, or other person in return for any services actually rendered to the Federation, repayment of out of pocket expenses and interest on money lent or rent for the premises demised to the Federation.
 6. No member of the Federation shall be appointed to any salaried office of the Federation or to any office paid by fees.
 7. The fifth paragraph of this Memorandum of Association is a condition on which a licence is granted by the Government to the Federation in pursuance of Section 26 of the Indian Companies Act, 1913.
 8. The liability of the members is limited.
 9. Every member of the Federation undertakes to contribute to the assets of the Federation in the event of its being wound up while he is a member or within a one year afterwards, for payment of the debts and liabilities, of the Federation contracted before he ceases to be a member, and the costs, charges and expenses of winding up the Federation, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding rupees one hundred only.
 10. If upon the winding up or dissolution of the Federation there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be distributed among the members of the Federation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Federation, to be determined by the Members of the Federation at or before the time of dissolution, or and in default thereof by High Court having jurisdiction in the matter.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Federation in pursuance of this Memorandum of Association.

Name and Signatures of Subscribers	Address and Description of Subscribers	Witness to the Signature
1. A.P. Sabavala B.A., Bar-at-law	President, Hotel and Restaurant Association of Bombay Region, Managing Director, Indian Hotels Co. Ltd., Taj Mahal Hotel, Apollo Bunder, Bombay	S.D. Joshi
2. Maneck S. Shaw	Partner, Sea Green Hotel, Marine Drive Bombay	S.D. Joshi
3. S.W. Edwards	President, South India Hotels and Restaurants Association, Mount Road Madras Managing Director, Spencer and Co. Ltd. Madras	J.W.H. Knott. M.H.C.I.
4. K. Heuer, F.H.C.I.	Hony. Secretary and Treasurer, South India Hotels & Restaurants Association, Madras Manager, Hotels and Catering Deptt. Spencer and Co. Ltd. Madras	J.W.H. Knott M.H.C.I.
5. C. Green	President, Hotel and Restaurant Association of Eastern Region Director, Great Eastern Hotel, Calcutta	B.K. Ray
6. Geeta Sinha	Hony. Secretary and Treasurer, Hotel and Restaurant Association of Eastern Region Grand Hotel, Calcutta	T. Singh
7. M.S. Oberoi	President, Hotel & Restaurant Association of Delhi Region	S. Ramakrishnan
8. S.S. Reen	Hony. Secretary, Hotel & Restaurant Association of Delhi Region	S. Ramakrishnan

Dated 15th day of April, 1955

Company Limited by Guarantee and not having a Share Capital

Articles of Association of The Federation of Hotel & Restaurant Associations of India

PRELIMINARY

INTERPRETATION

1. (a) In this Articles, if not inconsistent with the subject or context, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column thereof.

WORDS	MEANINNG
The Act	The Companies Act, 1956
The Statutes	The Companies Act, 1956, and every other Act for the time being in force affecting the Company.
These Articles or These Regulations	These Articles of Association as originally framed or as from time to time altered by Special Resolution.
The Board or the Committee	The Executive Committee of the Federation.
The Federation or The Company	The Federation of Hotel & Restaurant Associations of India

ESTABLISHMENTS

- (i) Any Establishment carrying on the business of a bonafide Hotel, which expression shall mean an establishment carrying on the business of Residential Hotel, Restaurant, or group of Railway Restaurants, Restaurant Cars, catering in Passenger ships or Passenger aircraft or allied trades, such as Wine Merchants, Provision of Merchants, Travel Agents, Airlines etc. whether owned by an individual company, partnership or association of persons, which in the opinion of the Executive Committee is correctly desired as such respectively.
- (ii) Any Association of Members or Allied trades or such other Association as the Executive Committee considers desirable to admit to the membership of the Federation, such as Automobile Associations, etc. etc.

Individual	Any natural person.
Member Body	Any organisation Member of the Federation.
The Office	The Registered Office of the Company
Paid	Paid or credited as paid.
The Register	The Register of Members of the Company required to be kept by Section 150 of the Act.
Regional Association	Hotel & Restaurant Association of Eastern India, Hotel & Restaurant Association of Northern India, The South India Hotels & Restaurants Association, Hotel & Restaurant Association (Western India), at present comprising the following Territories.

HOTEL & RESTAURANT ASSOCIATION OF EASTERN INDIA

State of West Bengal, Assam, Orissa, Bihar, Jharkhand, Tripura, Meghalaya, Manipur, Arunachal Pradesh, Nagaland, Sikkim, Mizoram and Union Territory of Andaman & Nicobar Islands.

HOTEL & RESTAURANT ASSOCIATION OF NORTHERN INDIA

National Capital Territory of Delhi and States of Haryana, Punjab, Rajasthan, Jammu & Kashmir, Himachal Pradesh, Uttar Pradesh, Uttarakhand and Union Territory of Chandigarh

SOUTH INDIA HOTELS & RESTAURANTS ASSOCIATION

State of Tamil Nadu, Andhra Pradesh, Kerala, Karnataka and Union Territory of Pondicherry and Lakshdeep

HOTEL & RESTAURANT ASSOCIATION (WESTERN INDIA)

State of Maharashtra, Gujarat, Madhya Pradesh, Chhattisgarh, Goa and the territories of Daman and Diu, Dadra and Nagar Haveli.

The Seal The Common Seal of the company

The Secretary General

The Secretary General means an officer (an employee) appointed by the Executive Committee to carry out day to day administrative work of the Federation and perform such other duties as per the directions of the President of the Federation. The Secretary General of the Federation shall act under the general superintendence and control of the Executive Committee of the Federation. In the event of any contradiction, the decision and instructions of the Executive Committee shall be final and the same shall prevail.

In Writing

- (a) Written, Type-written, Printed or Lithographed or in any other mode of representing or reproducing words in visible form.
- (b) Save as aforesaid, any words or expressions defined in the Statutes shall bear the same meaning in these Articles.
- (c) The marginal notes are inserted for convenience and shall not affect the construction of these Articles.

Registered Office

2. The Registered Office shall be at such place in the Union Territory of Delhi, as the Committee shall from time to time appoint.

MEMBERSHIP**Number of Members**

3. The number of the members of the Federation shall be unlimited
4. (a) Until otherwise determined by the Federation, there shall be the following four classes of Members.
 - i. Organisation Members;
 - ii. Individual Members;
 - iii. Honorary Members; and
 - iv. Associate Members;
- (b) The Federation may from time to time create new classes, or reduce the said various classes of Members.

Eligibility for Members

5. (1) (a) Regional Associations shall be eligible to be enrolled as Organisation Members.
 - (b) Hotel and restaurant establishments and local associations thereof (if and only if they are Members of Regional Association) shall be eligible to be enrolled as Individual Members.
 - (c) Members of the Hotel or Restaurant profession and other individuals, who have rendered special service to the Hotel or Restaurant Industry, may be admitted as Honorary Members.
 - (d) Establishments such as wine merchants, provision merchants, Travel agents, taxi operators, manufacturers and suppliers of hotelware etc. etc. and Associations thereof (if and only if they are members of a Regional Association) shall be eligible to be enrolled as associate members.
2. Notwithstanding any thing contained in this Article, the Federation may, on the recommendation of the Committee, by a special Resolution, vary or waive the requirements as to qualifications for membership in individual deserving cases.

Application of Membership

6. (a) A Regional Association desirous of becoming an "Organisation Member" of the Federation shall send an Application to the Secretary General of the Federation in the form to be prescribed the Committee for the purpose.
- (b) An Establishment or a local association thereof, desirous of becoming an "Individual Member" or "Associate Member" of the Federation shall send an application (duly certified by the member-body concerned that the applicant is a member of that body) to the Secretary of the Federation in the form to be prescribed by the committee for the purpose, together with such further information as may, from time to time be required.

- (c) All applications for membership shall be placed before the Committee at the meeting held next after the receipt of the application or by circular for their consideration.
 - (d) Before electing any association as ‘Organisation Member’ or ‘Individual Member’ or ‘Associate Member’ of the Federation, the Committee shall be guided inter alia by the following considerations.
 - (i) That such association is eligible to become a member;
 - (ii) That it actually represents the interests that it seeks to represent; and
 - (iii) That it has not got on its roll a substantial number of members who are already of another Member-body which effectively serves the Industry’s interests.
 - (e) The Committee may admit the applicant to the membership of the Federation or reject any application without assigning any reason.
7. (1). The rights and privileges of a member shall not be transferable and shall cease:
- (a) Upon his/its failure to pay the dues of the Federation, within six months of his/its being requested to do so in writing.
 - (b) Upon the Committee finding by a 2/3rd majority of those present and voting the Member has ceased to possess the prescribed qualification for membership or has ceased to exist or to represent the interests which it sought to represent.
 - (c) Upon his giving notice in writing to the Secretary, resigning his membership, and the resignation being accepted by the Committee.
 - (d) Upon the Executive Committee finding by a majority of 2/3rd of its Members in a meeting where a specific agenda is framed to consider such issue, that a member has been acting in derogation of the interests of the Federation in spite of a written notice from the Committee to refrain from doing so; Provided that before passing any such resolution for removal of the member, the Executive Committee shall give a proper and prior opportunity of showing cause against the proposed action by the Committee.
 - (e) Upon his death, insanity, insolvency or conviction of an offence, involving moral turpitude; and
 - (f) Upon an individual member ceasing to be a member of his respective Regional Association.
- 7(A) (1) The rights and privileges of a member of the Executive Committee shall not be transferable and shall cease
- (a) On the death of such member prior to expiry of his term in office.
 - (b) On such member’s establishment ceasing to be a member of the Federation for any reason whatsoever.
 - (c) On such member giving notice in writing to the Association resigning his membership of the Executive Committee or the Association on its being accepted by the Executive Committee.
 - (d) On expiry of one month after notice in writing requiring such member to withdraw from the Executive Committee or the Association shall have been given by the Executive Committee pursuant to a resolution passed by 2/3 majority of the members present at a meeting of the Executive Committee specially convened for the purpose of considering the question of his withdrawal at which such members shall have been given a proper opportunity of attending and being heard.
 - (e) Upon his death, insanity, insolvency or conviction of an offence, involving moral turpitude.

Cessation of Membership

Removal of members of the Executive Committee

(f) Upon an individual member ceasing to be a member of his respective Regional Association.

(2) A member, who ceases to be a member of the Federation shall not be entitled to claim return of any money paid by him to the Federation, whether by way of subscription, fee or donation; nor shall his ceasing to be a member relieve him of any liability under Clause 9 of the Memorandum of Association.

8. Substituted by Article 6 above

“NO CONFIDENCE MOTION” for Impeachment / Removal of President

(a) Not less than 10 (Ten) members of the Executive Committee of the Federation may submit to any of the Vice Presidents a letter expressing “No Confidence” in the President of the Federation, and express their intention to move a “No Confidence Motion”. A copy of such a letter shall be marked to the Secretary General. The Secretary General shall thereupon be bound to immediately call an emergent meeting of the Executive Committee to be known as “Special Meeting” at the Registered Office after giving 21 days clear notice.

Impeachment / Removal of Vice Presidents, Honorary Treasurer, Honorary Secretary or any other Office Bearers

(b) In case of the Vice Presidents, Honorary Secretary, Honorary Treasurer or any other office bearers of the Federation, Not less than 10 (Ten) members of the Executive Committee of the Federation may submit to the President a letter expressing “No Confidence” in such person and express their intention to move a “No Confidence Motion”. A copy of such a letter shall be marked to the Secretary General. The Secretary General shall thereupon be bound to immediately call an emergent meeting of the Executive Committee to be known as “Special Meeting” at the Registered Office after giving 21 days clear notice.

(c) The “Special Meeting” in case of consideration of a “No Confidence Motion” against the President shall be presided over by a Chairperson elected by the Committee Members present in the meeting and in all other cases by the President. In his absence the members can elect a Chairperson from amongst those members present in the meeting.

d) The quorum for “Special Meeting” shall be not less than 2/3rd of the total strength of the Executive Committee Members of the Federation.

(e) The “No Confidence Motion” shall be considered as having been passed if 2/3rd of the members of the Executive Committee present cast their vote in favour of the motion. In case of removal of the **President, Vice Presidents, Honorary Treasurer, Honorary Secretary or any other Officer Bearers of the Federation**, the Executive Committee shall then elect, out of its members, a new **President, Vice Presidents, Honorary Treasurer, Honorary Secretary or other Officer Bearer as the case may be** for the remaining period of the term left by his predecessor. Any such meeting shall be held at the Registered Office of the Company.

GENERAL MEETINGS

Annual General Meeting

9. The Federation shall in each year hold in addition to any other meetings a general meeting as its annual general meeting and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Federation and that of next.

Other Meetings

10. (a) All general meetings other than annual general meetings shall be called extraordinary general meetings.

All General Meetings other than Annual General Meeting shall be called Extraordinary General Meetings

(b) The Secretary General / Honorary Secretary of the Federation shall be a competent officer to call the meetings of the Federation, (as per instructions and directions of the President) whether General/ Extraordinary and or Meetings of the Executive Committee and he shall make all statutory compliances relating to the meetings of the Federation as aforesaid under the provisions of the Indian Companies Act 1956 (as amended).

11. The Committee may, whenever it thinks fit, call an Extraordinary general meeting. An extraordinary general meeting shall also be convened on such requisition or in default may be convened by such requisitionists, as provided by Section 169 of the Act.
12. If at any time there are not within India Committee Members capable to acting who are sufficient in number to form quorum, any Committee Members or any two members of the Federation may call an extraordinary general meeting in the same manner as nearly as possible, as that in which such a meeting may be called by the Committee.

Extraordinary General Meetings

NOTICE OF GENERAL MEETINGS

13. 1. A general meeting of the Federation may be called by giving not less than fourteen days notice in writing.
2. A general meeting may be called after giving shorter notice than that specified in sub-clause (1) provided that the procedure laid by Section 171 (2) is complied with.
3. The Executive Committee shall along with the notice of the Annual General Meeting, Specifying the date, time and place of Annual General meeting cause, to be sent to each member a copy of the balance sheet, income and expenditure account, Auditors' report, the report of the Executive Committee and any relevant document, and the names of the members of the Executive Committee who are liable to retirement at the meeting. In addition thereto, the notice shall state any other resolutions that are to be laid before the meeting for consideration along with necessary explanatory statement required in pursuance of Section 173 of the Act. In the case of member bodies four copies of the Agenda shall be sent to them.
4. A notice may be given by the Federation to any member either personally or by sending it by post to his registered address or (if he had no registered address in India) to the address if any within India supplied by him to the Federation for giving of notice to him.
5. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post, provided that in the case of a meeting it shall be deemed to have been effected at the expiration of 48 hours.
6. If a member has no registered address in India, and has not supplied to the Federation an address within India for the giving of notice to him, a notice addressed to him, and advertised in a newspaper circulating in the neighbourhood of the registered office of the Federation shall be deemed to be duly given to him on the day which the advertisement appears.
14. The accidental omission to give notice to, or the non-receipt of notice by, any member or other person to whom it should be given, shall not invalidate the proceedings at the meeting.

Notice of Meetings

Omission to give Notice

PROCEEDINGS AT GENERAL MEETINGS

15. (1) In the case of an annual general meeting, all business to be transacted at the meeting shall be deemed special with the exception of business relating to:
 - (i) the consideration of the accounts, balance sheet and the reports of the Executive Committee and auditors
 - (ii) the appointment of members of the Executive Committee in place of those retiring and
 - (iii) the appointment of, and the fixing of the remuneration of the auditors and
- (2) in the case of any other meeting, all business shall be deemed special.

Quorum

16. (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time which the meeting proceeds to business.
- (2) Save as herein otherwise provided, fifteen delegates representing at least fifteen members shall be quorum provided however that each of the organisation members is represented by a delegate or by proxy.
17. (1) If within half an hour from the time appointed for holding a meeting of Company, a quorum is not present, the meeting, if called upon the requisition of members, shall stand dissolved.
- (2) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine.
- (3) If at the adjourned meeting also a, quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall form a quorum.

Chairman of the Meeting

18. The President of the Federation shall preside at every general meeting.
19. If the President is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman of the meeting, the Committee Members present shall elect one of the Vice-Presidents and in the absence of the Vice-Presidents, one of their members to be Chairman of the meeting.
20. If at any meeting neither the President nor the Vice-Presidents nor any Committee Member is willing to act as Chairman or if neither the President nor the Vice President nor a Committee member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be chairman of the meeting.

Adjournments

21. (1) The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time from place to place.
- (2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (3) When the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (4) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting

Manner of deciding questions

22. At a General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the show of hands) demanded –
 - (a) by the Chairman of the meeting; or
 - (b) by at least five delegates present, and representing at least five members.

Unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost and any entry to the effect in the book containing the minutes of the proceedings of the Federation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Poll when taken

23. (1) A poll demanded on a question of adjournment shall be taken forthwith.
- (2) A poll demanded on any other question (not being a question relating to the election of the Chairman) shall be taken at such time, not being later than forty eight hours from the time when the demand was made, as the Chairman may direct.
24. Any business other than upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

25. In the case of any equality of votes, whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote. **Casting vote**
26. (a) (i) Every 'Organisation Member' shall be entitled to nominate 3 delegates to attend general meetings of the Federation. Only such individuals shall be eligible to be nominated as are members of the Executive Committee of the 'Organisation Member' and are authorized to act on behalf of a member of the 'Organisation Member' concerned in its ordinary course of business. **Voting by Members**
- (ii) In the event of an Executive Committee member of the Organisation Member being unable to attend the general meeting of the Federation as a delegate, the Executive Committee of such Organisation Member may nominate in writing a substitute who shall have all the powers of the Executive Committee Member he substitutes.
- (b) Every 'Individual Member' shall entitled to nominate one delegate to attend the general meeting of Federation. Only such individuals as are actively engaged in the business of the Establishment or the Association concerned shall be so nominated.
- (c) Each delegate shall have one vote.
- (d) In the absence of nomination under this article, the nominee under Article 84(a) shall be deemed to be a delegate within the meaning of this Article.
- (e) Every 'Associate Member' shall be entitled to nominate one representative to attend the General Meeting of the Federation as an observer, who will not have the right to vote.
27. Substituted by Article 21 above.
28. Honorary Members and members of the Regional Associations (other than those nominated to represent the Member bodies under Article 26(a), (i) & (ii), or who are individual members in their own right) may also be present at the meeting of the Federation but shall not be entitled to participate in the deliberations, vote or exercise any other rights of membership.
29. Individuals entitled to attend and vote at the annual or other general meetings of the Federation shall be called delegates.
30. A member shall not be entitled to exercise any of the privileges of a member unless and until he shall have paid to the Association every subscription which shall have become due and payable by him. **Call in Arrears**
31. (1) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. **Objections of Vote**
- (2) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decisions shall be final and conclusive.
32. The instrument nominating a delegate shall be writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised and if the appointer is a firm, under the hand of partner. **Nomination to be in writing**
33. The instrument nominating a delegate and the power of attorney, or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting, which the delegate named in the instrument proposes to attend. **Instrument nominating delegates to be deposited**
34. Every appointment of a delegate shall as nearly as circumstances admit, be in the following form: **Form of Appointment of a delegate**

**THE FEDERATION OF HOTEL AND
RESTAURANT ASSOCIATIONS OF INDIA**

“I/We _____ being a member of the Federation of Hotel and Restaurant Associations of India, hereby appoint _____ or failing him as my/our _____ delegate to vote for me/us and on my/our behalf at the Annual/Extraordinary General Meeting of the Federation to be held on the _____ day of _____ and at any adjournment thereof.

Signed this _____ day of _____ 20 _____

Delegates may demand Poll

35. The instrument nominating a delegate shall be deemed to confer full authority upon the delegate to participate in the deliberations of the general meeting, to vote by show of hands or upon poll, to demand or join demanding a poll, and to exercise all other rights which the member could have exercised, if personally present.

Revocation of Authority

36. A vote given by delegate shall be valid, notwithstanding the previous death or insanity of the appointer or the revocation of the appointment of the authority under which the appointment was made, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Federation at its office before the commencement of the meeting, or adjourned meeting, attended by delegate.

EXECUTIVE COMMITTEE

Duly Constituted

37. The business of the Federation shall be managed by an Executive committee, composed in the manner set forth in the Appendix A annexed hereto.

38. The Committee shall be deemed to be duly constituted and to be entitled to carry on its functions in spite of any vacancy or vacancies in its composition.

Term of Office

39. Every member of the Committee shall remain in office until he retires as provided for in the Appendix A annexed hereto and until his successor is elected or nominated.

Duties of the Committee

40. The duties of the Executive Committee are :-

- a) To elect Office-bearers, i.e. President, Vice-Presidents, Honorary Secretary, Joint Honorary Secretary and Honorary Treasurer from amongst themselves.
- b) To elect members and terminate membership in accordance with the Articles of Association.
- c) To determine the rates of subscription and delegation fee.
- d) To direct the aims and progress of the Federation.
- e) To receive and examine suggestion from members for subjects to be considered at meetings of the General Body and to determine the agenda for such meetings, also to fix the date and place of the meetings of the General Body.
- f) To decide any question relative to the interpretation of these articles.
- g) To determine its own procedure in so far as such procedure may not be in consistent with the Act or these articles.
- h) To take such steps as they may consider necessary or expedient for giving effect to the resolutions passed at General Meeting of the Federation and generally to exercise all powers and functions of the Federation not, by Act or hereby, exclusively conferred upon the General meetings of the Federation.
- i) To present a report of their proceedings and a statement of accounts of the Federation duly certified by the auditors at the Annual General Meeting of the Federation.

- j) To appoint Sub-Committees of the Members of Committee or of the members of the Federation and such Sub-Committees may be permanent or temporary or for such special purposes as the Committee may determine.
 - k) To delegate, subject to such conditions as they may think fit, any of their powers to Sub-committees and to make, vary and repeal such by-laws or rules for the regulation of the proceedings of the Sub Committees.
 - l) To consult, appoint and nominate counsel, legal advisors and solicitors and pleaders, to advise them on all or any matters connected with the Federation and authorise them to represent the Federation in all duly constituted courts, either civil or criminal or revenue and arbitration courts, either as Plaintiffs or as defendants and to represent them before any Officer or body or men or the legislative councils or any other council or before the sub-committees or standing committees in connection with the welfare of the members or of the profession in general.
 - m) To incur all necessary expenses for the maintenance and carrying out of the objects and intentions of the rules and memorandum of Federation and to do all other acts relating to the work and management of the Federation.
 - n) To collect subscriptions and other sums of money due in connection with the Federation and to apply for funds which shall be in the shape of donations, or voluntary subscriptions by members or others in furtherance of the objects of the Federation and do all such acts relating to the proper working and management of the Federation.
 - o) To raise loans in order to carry on the business of the Federation upon such terms and conditions as they think fit.
 - p) To purchase, take on lease or otherwise acquire for the Federation any property movable or immovable, rights or privileges, the possession, use or occupation of which they may consider beneficial or advantageous to the Federation upon such terms and conditions as they think fit, provided that the Committee shall take permission of the General Body of the Members of the Federation before they purchase any immovable property for and on behalf of the Federation.
 - q) To invest and deal with any money of the Federation upon such securities and in such a manner as they think fit and from time to time vary or realize such investments.
 - r) To determine who shall be entitled to sign bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents, on behalf of the Federation and to do such other acts and things as may be necessary or desirable to do so in the interest of the Federation, provided that the same is not specifically reserved by the Act or these presents for the General meeting.
41. (a) Notwithstanding any thing in Article 40, the Committee shall have power to appoint such officers and create such posts with such powers and responsibilities and duties on such terms and conditions for such periods as may be deemed appropriate by them.
- (b) The Committee may delegate its powers of incurring the expenditure to such officers of the Federation as they may decide from time to time. The committee may also delegate all or any of its powers as mentioned in article 40(1) to its President and / or Honorary Secretary and/or Executive Secretary and/or Managing Editor, as may be considered necessary for conducting the day-to-day business.
42. (a) The meetings of the Executive Committee shall be held at least once in every 3 calendar months and there shall also be at least 4 such meetings every year as per the provisions of the Companies Act, 1956 and subject to the conditions specified in Article 10 hereinabove. The minutes of the

Appointment of Officers

Delegation of Powers

Meetings

meetings shall be maintained in terms of the provisions laid down under Section 193 of the Act.

- (b) The meetings of the Committee shall be presided over by the President. In the absence of the President, one of the Vice-Presidents and in the absence of the Vice-President a member to be elected by the Committee shall be the Chairman of the meeting. Absence includes failure to turn up five minutes after the time fixed for the meeting.
- (c) In the event of Secretary General and or President of the Federation fails to call Meetings of the Executive Committee of the Federation, as required to be held under the provisions of Articles 42(a) above, the Honorary Secretary or any Four members of the Executive Committee, shall be eligible to call for and convene such meetings of the Federation. Any such meeting shall be held at the Registered office.

How Convened	43. The Secretary, under the directions of the President shall send a notice of every meeting to each member of the committee, and shall mention in such notice any important business expected to come before the meeting.
Minutes of the Meetings	44. The Secretary, under the directions of the President shall arrange the business of the meeting and take minutes or notes of the proceedings.
Signatures of the Minutes	45. (a) The Secretary shall record minutes in the Minute Book and they shall be read out to the Members and signed by the Chairman as confirmed on a subsequent meeting of the Committee. (b) Any such minutes of any such meeting as aforesaid if purporting to be signed by the Chairman of such meeting or by the Chairman of such meeting or by the Chairman of next succeeding Meeting shall be receivable as prima facie evidence of the matters stated in such minutes.
Resolution – by-Circulation	46. A resolution will be deemed to have been duly passed by the Executive Committee or by a sub-committee thereof, by circulation, if the resolution has been circulated in draft together with the necessary papers, if any, to all the members of the Executive Committee or to the members of the sub-committee, then in India, (not being less in number than the quorum fixed for the meeting of the Executive Committee or the sub-committee as the case may be), and to all other members at their usual address in India and has been approved by such of the members of the Executive Committee or the sub-committee as then in India, or by a majority of such of them as are entitled to vote on the resolution.
Delegation of Powers in case of Emergency	47. The Committee shall have the right by a proper resolution to delegate, any of its powers in case of emergency in favour of the President, Vice-President or the Honorary Secretary. In such cases the acts done by such officers shall bind the Federation. Whether there exists an emergency or not is to be decided by the Committee and its decision shall be final.
Binding effect of Resolutions	48. All resolutions passed or recommendations made or course of action proposed by any of the sub-committees appointed under Article 40(k) shall be subject to the approval of the Executive Committee and unless varied or dis-approved by the Executive Committee, such resolutions passed, recommendation made or course of action proposed by any of the sub-committees shall be binding on the Federation and shall be acted upon.
Vote at Executive Committee Meeting Casting Vote of the Chairman	49. Questions before the Executive Committee shall be decided by a majority of votes of the members present. 50. At a meeting of the Executive Committee, or of a Sub-Committee thereof, in case of equality of votes, the Chairman of the meeting will be entitled to a second or casting vote.
Quorum	51. Six members present shall constitute a quorum at a meeting of the committee.

OFFICE BEARERS

52. The Federation President shall be elected by the Members of the Executive Committee region-wise, by rotation, for one term, in the following order:
- Hotel & Restaurant Association of Eastern India
Hotel & Restaurant Association (Western India)
South India Hotels & Restaurants Association
Hotel & Restaurant Association of Northern India
- For the purpose of these Articles, 'one term' shall mean the period commencing from the date and time of election of the President until his/her successor is elected by the incoming Executive Committee. It is made clear that no person shall be entitled to a tenure exceeding two terms as President of the Federation during his lifetime. Provided further that the second term is approved by the $\frac{3}{4}$ th members of the Executive Committee present in the meeting.
53. Under the general superintendence and control of the Executive Committee, the President shall be Executive Head of the Federation and shall be vested with all administrative powers, including the appointment of necessary staff and the supervision of the work of the office.
- The President may, however, delegate all or any of his administrative powers, including the appointment of necessary staff and the supervision of the work of the office, to the Honorary Secretary and/or Secretary General as may be considered necessary for conducting the day to day business. However in the event of any contradiction, the decision taken and instruction issued by the Executive Committee shall be final and shall prevail.
54. (a) The Executive Committee shall elect three Vice Presidents from amongst the nominees from the Region other than the Region from which the President is elected.
- (b) If the President be absent from India or notified to the Vice-President as well as to the Honorary Secretary that he will be unable to perform the duties of the President, owing to illness or otherwise, one of the Vice-Presidents in the order of their precedence shall perform the functions and duties of the President.
55. The Honorary Secretary, the two Joint Honorary Secretaries and the Honorary Treasurer shall be elected by the Executive Committee and shall hold office for one term. A person shall be eligible for re-nomination/re-election to the above posts for two consecutive terms only and thereafter shall not be entitled to hold the post of office bearer of the Federation for a period of three years. They shall be responsible for carrying out the decisions and policies of the Executive Committee.
56. The Honorary Secretary, the two Joint Secretaries and the Honorary Treasurer shall work under the supervision and direction of the President of the Federation and shall be responsible to him in all matters relating to the affairs of the Federation. The Committee of the Federation may also from time to time entrust to and confer upon the Honorary Secretary for the time being such powers and authorities as the Committee may think fit, and from time to time revoke, withdraw, alter or vary all or any of such powers and authorities.
57. The annual balance sheet and financial books of the Federation must be approved by the Executive Committee, after having been duly audited by the approved auditors.
58. All acts done by any meeting of the Executive Committee or of a Committee thereof, or by any person acting as a member of the Executive Committee, shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such members of the Executive Committee or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such member of the Executive Committee or such person has been duly appointed and was qualified to be a member of the Executive Committee.

Method of election of President

Explanation

Vice-President

Honorary Secretary

Defect in Constitution

OFFICE OF HONOUR

President of Honour

59. The Committee may assign a title of “President of Honour” to a past President of the Federation who will have rendered outstanding services to the Federation and the Industry, and no other President of the Federation will be appointed “President of Honour” during the life-time of such a “President” unless the “President of Honour” resigns his appointment as “President of Honour”. The “President of Honour” *ipso facto* will be an ex-officio member of the Executive Committee in addition to the maximum of 24 Executive Committee members provided for in the Appendix A to these Articles, the President of Honour shall have the same voting rights as an elected member of the Executive Committee.

Member of Honour

60. The Executive Committee may appoint one or more members who have rendered outstanding or valuable services to the Federation and the Industry as “Member of Honour” subject to the proviso that the maximum number of Members of Honour at any time will not exceed five. “Member of Honour” will continue to be so during his life-time unless he resigns his appointment as such. The “Member of Honour” *ipso-facto* will be an ex-officio member of the Executive Committee in addition to the maximum of 24 Executive Committee members provided under Appendix “A” (Article I) of the Federation Constitution and may be appointed. “President of Honour” if this appointment becomes vacant. The Member of Honour shall have the same voting rights as an elected member of the Executive Committee.

SUBSCRIPTION AND ACCOUNTS

61. Each Regional Association member shall pay to the Federation an annual subscription of Rs. 500/- or such higher amounts as may be fixed from time to time by the Executive Committee.
62. All other members including the affiliated associations excepting the above shall pay Rs. 125/- an annual subscription or such higher amount as may be fixed from time to time by the Executive Committee. The Honorary members shall also pay the normal subscription of Rs. 125/- or more as fixed by the Executive Committee but the Executive Committee shall have the right to waive this fee at their discretion in the case of a person becoming an honorary member at the invitation of the Federation.
63. The above annual subscription shall be regarded as minimum.
64. Members first subscription shall become due on election and subsequent subscription shall become due on the first day of April in every calendar year and all such subscription shall be paid to the Federation forthwith on their becoming due.
65. A member shall not be entitled to exercise any of the rights and privileges of a member unless and until he shall have paid to the Federation every subscription which shall become due and payable by him in respect of his membership.
66. The Executive Committee may at any time impose an entrance fee for new members.
67. All subscription and moneys of the Federation shall be paid to its credit at some bank named by the Executive Committee. All cheques shall be signed by the President or Vice-President jointly with the Honorary Secretary or Joint Honorary Secretary and / or any other person as may be nominated by the Committee.
68. Money not required for the current expenditure of the Federation and all properties of the Federation may be held and dealt with in such manner as the Committee may from time to time decide.
69. The Committee shall in (accordance with the provisions of the Memorandum of Association and of Sec. 209 of the Act), cause to be kept in appropriate books proper and sufficient account of the assets and liabilities receipts and expenditure, and sales and purchase of goods by the Federation, and the matters in which such receipt and expenditure take place.
70. The books of accounts shall be kept at the registered office of the Federation or at such other place or places in India as the Committee thinks fit. If the Books

are to be kept at the place other than the Registered Office that the Registrar under the Section 209(1) proviso of the Act, will be duly notified address of the place where the books are to be so kept.

Financial Year and Accounts

71. The financial year of the Federation shall begin on 1st April of each year and end with the 31st March of the next calendar year. All references in these Articles to 'year' shall be deemed to refer to the financial year of the Federation.
72. An Income and Expenditure Account for each financial year, together with a Balance Sheet containing a summary of the property and liabilities of the Federation made up to the end of such financial year or period shall be laid before the Federation at each Annual General Meeting of the Federation. Every such Balance Sheet shall be accompanied by the report of Auditors and as report of the Committee as to the state and conditions of the finances of the Federation and the Committee shall in all respects comply with the provisions of Sections 210 and 217 of the Act.
73. The Register of the Members of the Federation and other statutory Books, (not including the Account-Books), shall be open to the inspection of the members at all times during the usual business hours subject nevertheless to such responsible restrictions as to time and manner of inspecting the same as may be imposed by the Federation in its Articles or in General Meeting.
74. A copy of every Balance Sheet, including every document required by law to be annexed or attached thereto which is to be laid before any meeting of the Federation together with a copy of the Auditors report shall not less than 14 days before the date of the General Meeting be sent to all persons entitled to receive notice of General Meetings of the Federation and to all holders of debentures or other securities of the Federation, and auditors of the Federation.

AUDIT

75. Once at least in every year the accounts of the Federation shall be examined and the correctness of the Balance Sheet & Income and Expenditure Account ascertained by one or more properly qualified Auditor or Auditors.
76. The appointment and duties of such Auditor or Auditors shall be in accordance with the provisions of Sections 224-227 of the Act, which shall apply to and be observed by the Federation, the members of the Committee being treated as the Directors mentioned in these Sections.
77. Every account of the Committee when audited and approved by a Meeting of the Federation shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error shall be discovered within the period, the account shall forthwith be corrected and thenceforth shall be conclusive.
78. The President and the Vice Presidents and the Honorary Secretary and Joint Honorary Secretary or any member of his staff may with the approval of the Executive Committee be reimbursed the expenses incurred in connection with any travel undertaken for the Federation. No expenses will be payable to members of the Committee unless by a resolution of the Executive Committee.

LEGAL PROCEEDINGS

79. The Federation shall not undertake or assist the proceedings in any court of law or any judicial or quasi-judicial authority without the approval of the Executive Committee, unless the Committee has delegated all or any of its powers to undertake or assist the proceedings, to its President and / or Honorary Secretary and / or other persons authorised by the Committee. Suits or legal proceedings by or against the Federation may be instituted or taken in the name of its President and / or Honorary Secretary and / or other persons authorised by the Executive Committee.

IDEMNITY

80. Subject to the provisions of Section 201 of the Act, every Member of the Committee and Office-bearers as the case may be and other officer or servant of

the Federation shall be indemnified by the Federation against, and it shall be duty of the Committee out of the funds of the Federation to pay all costs, losses and expenses which any member of the Committee, Officer or servant may be authorised to incur or become liable to by reason of any contract entered into or act or thing done by him as such member of the Committee, Officer, or servant as aforesaid or in any way in the discharge of his duties, including all necessary and reasonable travelling expenses.

81. Subject to the provisions of Section 201 of the Act, no member of the committee or other officer or servant of the Federation shall be liable for acts, receipts neglects or defaults of any other member of the committee and Office-bearers or other officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Federation, through the insufficiency or deficiency of title to any property acquired by order of the Committee for or on behalf of the Federation, for the insufficiency or deficiency of any security in or upon which any of the moneys of the Federation shall be invested, or for any loss damage arising from the bankruptcy, insolvency or any tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error or judgement, or for any other loss, damage or misfortune which shall happen in the execution of or in relation to his duties. (Without prejudice to the generality of the foregoing Article) the Federation may indemnify any such member of the committee, and Office-bearers or other officer of the Federation against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act, in which relief is granted to him by the court.

DISSOLUTION OF THE FEDERATION

82. In case of dissolution of the Federation the funds of the Federation shall be distributed among the four Regional Associations equally, or transferred to some other institution or institutions having objects similar to the objects of the Federation. No other member shall participate in any distribution of funds of the Federation.

THE SEAL

83. (a) The Executive Committee shall provide for the safe custody of the seal.
(b) The seal of the Federation shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and except in the presence of at least two members of the Executive Committee and of the Secretary or such other persons as the Executive Committee may appoint for the purpose, and those two members of the Executive Committee and the Secretary or other person as aforesaid shall sign every instrument to which the seal is so affixed in their presence.

MISCELLANEOUS

84. (a) Every member of the Federation other than a sole proprietor shall nominate in writing to Secretary of the Committee the name and address of an individual who shall be exercising the right of membership on its behalf.
(b) A member who is a sole proprietary concern shall intimate the name and address of its proprietor.

NOTICE

85. Notices shall be served in accordance with the procedure prescribed by Section 52 of the Act.

ALTERNATES

86. Subject to provisions of Sec. 313 of the Act, an organisation member may nominate to the Committee an alternate for any of its nominated during his absence for a period of not less than three months from the state in which he resides usually.

APPENDIX 'A'

- I. The Executive Committee shall consist of not more than 24 (Twenty Four) members as nominated by four regions, including the Office Bearers but excluding the President of Honour, Member of Honour and 4 (four) members from Hotel/Restaurant chains co-opted by the Executive Committee based on the rules framed from time to time by the members in the General Meetings only. The co-opted members shall not have right to vote in any of the resolution moved in any Executive Committee Meeting.
- II.
 - (a) The member of the Executive Committee shall be elected at every Annual General Meeting.
 - (b) The Executive Committee so constituted as per para (a) above, shall elect its office bearers within a period of one month from the date of its constituted /date of the Annual General Meeting.
 - (c) The incoming Executive Committee shall be deemed to have taken office from the date its office bearers are elected.
 - (d) The previous Executive Committee as well as the retiring office bearers shall continue to hold office until the new office bearers are elected by the incoming Executive Committee.
- III. Each of the four Organisation Members shall be entitled to nominate to the Committee six members, subject to qualifications prescribed under Article V.
- IV.
 - (a) At least 14 days before each annual general meeting the Secretary shall invite nominations to the Committee from the organisation Members. The nominations shall be sent to the Secretary by such date and time and at such address as may be specified by him.
 - (b) The retiring members of the Executive Committee shall be eligible for re-nomination to the Committee by the Regional Organisation Member for more than 11 (Eleven) terms making a total of 12 terms in his lifetime.
 - (c) An Executive Committee Member who has a member of the Committee for a period of 8 terms continuously shall automatically cease to be member and shall not be eligible for re-nomination to the Executive committee for a period of 2 terms thereafter

Provided that upon the expiry of the said period of 2 terms a person may once again be re-nominated to the executive Committee for an additional maximum period of 4 terms only.
- V. A person Nominated to the Committee must be an office-bearer or member of the Executive Committee of the Organisation Member, for the year.
- VI. Subject to Article 86 and only in the event of an organisation member failing to nominate a representative within 28 days from the date when such appointment should have been made or a vacancy occurs, the Committee shall have the power to fill up casual vacancies, the incumbents so appointed to continue till the next Annual General Meeting.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Federation in pursuance of this Memorandum of Association.

Name and Signatures of Subscribers	Address and Description of Subscribers	Witness to the Signature
1. A.P. Sabavala B.A., Bar-at-law	President, Hotel and Restaurant Association of Bombay Region, Managing Director, Indian Hotels Co. Ltd., Taj Mahal Hotel, Apollo Bunder, Bombay	S.D. Joshi
2. Maneck S. Shaw	Partner, Sea Green Hotel, Marine Drive Bombay	S.D. Joshi
3. S.W. Edwards	President, South India Hotels and Restaurants Association, Mount Road Madras Managing Director, Spencer and Co. Ltd. Madras	J.W.H. Knott. M.H.C.I.
4. K. Heuer, F.H.C.I.	Hony. Secretary and Treasurer, South India Hotels & Restaurants Association, Madras Manager, Hotels and Catering Deptt. Spencer and Co. Ltd. Madras	J.W.H. Knott M.H.C.I.
5. C. Green	President, Hotel and Restaurant Association of Eastern Region Director, Great Eastern Hotel, Calcutta	B.K. Ray
6. Geeta Sinha	Hony. Secretary and Treasurer, Hotel and Restaurant Association of Eastern Region Grand Hotel, Calcutta	T. Singh
7. M.S. Oberoi	President, Hotel & Restaurant Association of Delhi Region	S. Ramakrishnan
8. S.S. Reen	Hony. Secretary, Hotel & Restaurant Association of Delhi Region	S. Ramakrishnan

Dated 15th day of April, 1955

No. 29 (94) – CL/54
GOVERNMENT OF INDIA
Ministry of Finance
(Department of Economics Affairs)
New Delhi, dated the 25th April, 1955

LICENCE UNDER SECTION 26 OF THE INDIAN COMPANIES ACT, 1913

WHEREAS it has been proved to satisfaction of Central Government that the Federation of Hotel & Restaurant Associations of India, Delhi, an association capable of being formed as a limited company, has been formed for promoting objects of the nature included in section 26 of the Indian Companies Act, 1913 (VII of 1913), and intends to apply its profits and other income in promoting its objects and to prohibit the payment of any dividend to its members.

Now, therefore, in exercise of the powers conferred by Section 26 of the Indian Companies Act, 1913 (VII of 1913), by Central Government, by this licence under the hand of its Secretary in the Ministry of Finance, Department of Economics Affairs, directs that the said Federation of Hotel & Restaurant Associations of India, Delhi be registered as a company with limited liability without the addition of the word "Limited" to its name subject to the following conditions, namely:-

- (1) that the said Association shall in all respects be subject to and governed by the conditions and provisions contained in its Memorandum of Association;
- (2) that the income and property of the said Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, Bonus, or otherwise by way of profits, to persons who at any time are or have been members of the said Association or to any of them or to any person claiming through any of them; provided that nothing contained in the said Memorandum of Association shall prevent payment in good faith of reasonable and proper remuneration to any of its officers or servants or any other person in return for any services rendered to the said Association;
- (3) that no member of the said Association shall be appointed to any salaried office of the Association or to any office thereof paid by fees;
- (4) that no remuneration or other benefit in money or money's worth shall be given by the said Association to any of its members except repayment of out of pocket expenses, interest on money lent, or reasonable and proper rent for premises demised or let to the said Association;
- (5) that this licence and the registration of the said Association pursuant hereto shall cease to have any force or effect on violation of any of the aforesaid conditions or any of the conditions and provisions contained in its Memorandum of Association and thereupon this licence shall be revoked in accordance with provisions of the said section 26 of the Indian Companies Act, 1913.

By order and in the name of the
President of India
(Sd) H.M. Patel
Secretary to Govt. of India
Ministry of Finance,
Department of Economic Affairs

Date this 25th day of April, 1955