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INDIATECH.ORG

CHARTER & RULES

APPLICABLE TO ALL MEMBERS ASSOCIATED WITH
INDIATECH.ORG

Chapter Charter

IndiaTech.org is a non-profit, voluntary organization that has the objective of creating a strong and vibrant technology and innovation ecosystem in India. The organization will serve as a platform for the Indian internet companies and their investors with the aim of ensuring a level-playing field for Indian entrepreneurs and promoting innovation and strategic growth. The organization will serve as a collaborative platform for Indian internet companies and their investors in addressing key ecosystem issues through multiple channels.

Objectives

The objective of this voluntary organization is to aid Indian internet companies and their investors with thought leadership based policy advocacy, and to promote local entrepreneurship, thereby maximizing India's potential in the internet space. This organization will lead the following on behalf of the community:

1. **Policy Advocacy-** Policy advocacy with the government and related stakeholders to facilitate rapid growth of the industry, ecosystem and investments in India.
2. **Attracting Investments-** Helping the sector attract more investments, by connecting companies with investors and vice-versa, and by addressing investor concerns/questions.
3. **Promoting Entrepreneurship-** Design and execution of programs/events aimed at promoting entrepreneurship in India and supporting entrepreneurs across backgrounds.
4. **Technology & Economic Research-** Cutting-edge work to ensure leadership in technology innovation, economic research, evidence-based advocacy to advance multi-stakeholder interest, and encouraging technology entrepreneurship to develop India specific solutions.
5. **International Best Practices-** Adopting international best practices and learnings to accelerate growth of internet and innovation in India.

Benefits of Membership

Membership with IndiaTech.org offers a wide array of benefits. Following benefits and privileges are available to Founding and/or Associate Members of IndiaTech.org:

- Expert opinion on all the subjects related to e-commerce, internet-based technology companies, IPOs, differential voting rights, access to Government e-Marketplace, level playing field and strategic operational challenges etc. on an as and when basis;
- Participate in Core Committees and Sub-Committees on specific policy issues;
- Attend free or at discounted rates, the seminars, conferences and workshops organized and supported by IndiaTech.org;
- Attend General Body Meetings, Conference Calls and other key meetings with government stakeholders- on a quarterly basis;
- Eligible to be nominated for election to the Governing Board, which establishes and guides policies and priorities (Not available for Associate Members);
- Eligible to vote on important issues and matters (Not available for Associate members);
- IndiaTech.org maintains website for members to provide updated information
- Automatically prominent visibility on the website
- Logo prominently positioned at all the event/programme/publication conducted by IndiaTech.org
- Preference in Research Projects and Studies/ White papers/ Consultation notes and Representations

However, the above membership benefits will not be achieved, or sought to be achieved, through adoption of exclusionary methods which may contravene provisions of any law for the time being in force.

Governance Structure

The purpose of the proposed management structure is to maximize speed, effectiveness and efficiency to ensure the objectives of the organization. The organization will comprise of a Governing Body and an Executive Committee which would comprise of Founding and Associate Members.

Governing Body

A **Governing Body** will lead the organization and will initially comprise of the Founding members. The Founding members can select one additional member from other member tiers (*Membership tiers defined below*) as decided by them in order to ensure representation from all three stakeholder groups – Indian entrepreneurs, Indian VCs/PEs and foreign investors in Indian start-ups.

The Governing Board will work with the CEO and his team (Secretariat), who will be full-time employees of the organization, to meet the objectives of the organization. The Governing Board's initial term of service will be for 3 years from the date of its constitution formally. Thereafter elections will be held every 2 years. In case the Governing Board members are unable to attend the Board meetings, they can appoint a nominee prior to the meeting on their behalf. The Governing body shall have a maximum of 5 members.

Role of Governing Board:

- To determine the agenda along with the CEO and review periodically the immediate and long-term priorities for the organization and support in developing strategies for their implementation.
- To oversee and direct Secretariat in planning and execution of programs to meet the objectives of the organization.
- To actively advocate and represent the views and perspectives of the organization emanating from its charter.
- To identify common areas of concerns and opportunities that may need vigorous intervention either at the policy or Industry level.
- To develop close co-ordination with and provide necessary assistance to regulatory and policy making bodies of the government at all levels.
- To determine and approve the budgetary needs of the organization.
- To seek and arrange for funds needed for the organization.
- To admit any general members to the organization.
- To debate and approve any amendments to the charter of the organization.

Note: Any change in the organization's charter would require approval from two thirds of the members of the Governing Body. Any Governing Body member has the right to veto admission of a new member with sufficient reason for such a veto specifically if they were to feel strongly that such an admission will be contrary to the stated charter objectives of the organization.

All decisions are made by voting of majority of the Governing Body except in the cases mentioned above. However, notwithstanding the collaboration and cooperation, IndiaTech.Org will encourage fair competition between its members and not encourage:

- Direct or indirect fixing of prices
- Direct or indirect fixing/standardization of trading conditions

- Sharing or customers/market(s)
- Collusive Tendering or Bid-rigging
- Collection, sharing and dissemination of sensitive information (such as prices, volumes and commercial strategies)
- Setting production/output targets for members
- Setting marketing restrictions on members

In addition to the Governing Body, up to 5 members from among the Associate members will be nominated to form the Executive Committee.

Executive Committee

The Executive Committee will be the forum for members to debate and discuss topics of interest and relevance to the organization and share their views with the Governing Body for consideration and prioritization. The Executive Committee will comprise of up to 10 members from the companies / investors who have signed up for the Associate Membership (*Membership tiers defined below*). The Executive Committee's term of service will be for 2 years, thereafter renewed every year. Founding Members will also be eligible to be part of the Executive Committee.

Role of Executive Committee:

- Executive Committee will put forward member concerns with regard to policy issues, industry development programs and any other topics that may progress the charter objectives of the organization.
- Executive Committee will contribute to creating and representing Committees and Sub-Committees for the organization, depending on their domain expertise such as IoT, e-Commerce, Logistics, Travel, Transportation, etc.
- Executive Committee members will represent the organization in various events and forums.
- Executive Committee members can leverage association's expertise and resources to support their organization in case of an unforeseen event.

There will also be the following functionaries who will work towards strategizing and executing the agenda of the association as directed by the Governing Body.

- *Chairman* - Will be elected by the Governing Body from among the Founding members
- *Vice-Chairman* – Will be elected by the Governing Body from among the Founding or Associate Members.
- *CEO* - Will be the head of the organization, a full-time employee who will also be the President on the Governing Board. He will report to the Governing Board. The CEO will be chosen by the Founding Members and there will be no voting process outside the Founding Members to select the candidate for the role. The final decision-making authority for the selection of the President and his secretariat is with the Governing Board.

As the organization grows, the governance structure will continue to evolve and change. This will be discussed in the Board on a regular basis and will be updated accordingly.

Membership Requirements

IndiaTech.Org will represent the “new India” in business – passionate and committed entrepreneurs who are eager to create solutions for India, as well as investors in Indian internet companies that want to see a strong and vibrant internet ecosystem in the country.

Membership to IndiaTech.Org will be voluntary, and it will initially admit only the below mentioned types of members:

- Indian internet companies (i.e. companies founded by entrepreneurs in India that use internet as their primary medium of business) including companies in artificial intelligence, internet of things, etc.
- Investors in Indian internet companies

Pre-Requisites for Membership

The Governing Body will have the authority to decide on giving membership to any prospective members keeping in view the following:

- Only Indian companies operating in the internet space or investors who have invested in these firms will be considered for Membership.
- Subsidiaries and associated companies of existing members, while eligible for general membership, cannot be on the Governing Body/Executive Committee so long as their principal is its member.
- Prospective members must be sponsored by at least one existing members of the Governing Body or Executive Committee in order to be considered for membership.
- Final decision on membership will be taken by the Governing Body.
- IndiaTech.Org will primarily encourage membership for India internet companies rather than companies that are controlled or owned by foreign multi-national companies or foreign investors. i.e. those internet companies operating in India that have a single global internet company or foreign investor owning more than 50%, and/or the Indian internet company’s revenue is under 20% of the foreign internet companies’ total global revenues at the time of signing up).

Notwithstanding the above, the final decision to determine whether a firm fulfills pre-requisites for membership shall vest with the Governing Body.

Membership Tiers

- **Founding member (only by invitation by Governing Body)**
Annual Fee: INR 1 crore; inclusive of membership fee (plus applicable taxes)

A company or an institution or any other legal entity engaged in the field of activity as related to the scope and purpose of IndiaTech.org shall be eligible to become a Founding Member of the association. Founding Membership shall be by invitation only. Founding members would be part of the Governing Board. Founding members in the Governing Board will also have rights and responsibilities to protect the integrity and execution of the organization.

- **Associate Membership**
Annual Fee: INR 25 lakhs; inclusive of membership fee (plus applicable taxes)

A company or an institution or any other legal entity engaged in the field of activity as related to the scope and purpose of IndiaTech.org shall be eligible to become an Associate Member of the association.

Associate Membership shall be considered basis approval by the Board. Associate Members would form the Executive Committee, which will suggest overall strategy and priorities of the organization to the Governing Board. Associate Members are also entitled to receive regular access to internet industry research and analysis generated by the organization as well as represent the organization in various forums and events.

The membership tiers will evolve as the organization grows, to accommodate voting rights and other Committees and Sub-Committees formed in due course. In the event that membership dues of any member organization are delayed by over 90 days, that member shall lose their membership.

Chapter Rules

Preliminary

1. Words in these Rules have the same meanings as in the Charter and reference herein to Members are to the Founding, Associate Members of IndiaTech.org; and in the interpretation of these Rules the following words and expressions shall have the following meanings, unless such meaning is excluded by the subject or context:
 - *Founding Member: A company or an institution or any other legal entity engaged in the field of activity as related to the scope and purpose of IndiaTech.org shall be eligible to become a Founding Member of the association. Founding Membership shall be by invitation only. Founding members would be part of the Governing Board. Founding members in the Governing Board will also have rights and responsibilities to protect the integrity and execution of the organization.*
 - *Associate Member: A company or an institution or any other legal entity engaged in the field of activity as related to the scope and purpose of IndiaTech.org shall be eligible to become an Associate Member of the association. Associate Membership shall be considered basis approval by the Board. Associate Members would form the Executive Committee, which will suggest overall strategy and priorities of the organization to the Governing Board. Associate Members are also entitled to receive regular access to internet industry research and analysis generated by the organization as well as represent the organization in various forums and events.*
 - *Charter: 'the Charter' means the Charter of the organization granted to it in January 2019 as from time to time amended or added to;*
 - *Rules: Rules mean Rules made by the Board;*
 - *Governing Body; Governing Board; Board: A Governing Body leads the organization and comprises of the Founding members.*
 - *Executive Committee: Associate Members form a part of the Executive Committee which bring issues to be taken up to the IndiaTech team which will be taken up after approval of Governing Board.*
 - *Chief Executive: means the chief executive officer (however described by title) for the organization and includes any person duly authorized to perform any of the duties of the Chief Executive.*

Classes of member

2. The members shall be persons engaged or employed in work connected with Indian Internet Companies, subject to such further provision as may be made in rules. Members who cease to be so engaged or employed may retain their membership at the Board's discretion.
3. The membership of IndiaTech.org shall consist of;
 - (a) Indian Internet Companies
 - (b) Investors in Indian Internet Companies
4. The Board shall provide for and regulate the membership of organizations which must satisfy requirements as may from time to time be specified in the Charter.

Rights of Members

5. All Members shall, subject to these Rules, be entitled to present at all General Meetings/ Quarterly calls of the organization and to take part in the discussions relating to the objectives of the organization.
6. Any Member shall, without prejudice to its liability, be entitled to resign his membership on providing prior communication in writing of its intention to do so.

Records of Members

7. A record shall be kept by the organization containing the names of all Members, the dates when they were admitted to membership, elected to any position on the Governing Body or Executive Committee, ceased to be Members or were re-admitted, and such further particulars as the Board may determine.

Membership subscription and fees

8. All subscriptions and fees shall be fixed by the Governing Body in consultation with the CEO of the organization.
9. The subscription year for each Member shall run for 12 months from the first day of April till last day of March of the subsequent year. In the event of a member joining IndiaTech during the course of the year, the membership fee shall be prorated to the extent of the remainder of the year.
10. Any increase in subscription and fees or relaxation shall be decided by the Governing Board in consultation with the CEO.
11. Any Member who has failed to pay his subscription within three months of its falling due may be excluded from membership, unless the Governing Board determines otherwise, and if excluded shall cease to have any of the rights or privileges of membership. Such Member shall nevertheless remain liable to the organization for the amount due unless the Board otherwise directs.

The Governing Board

12. The Board shall consist of;
 - (a) the Chairman
 - (b) the Vice-Chairman
 - (c) Chief- Executive (who shall also be the President)
13. In accordance with the Charter, this Board is essentially the governing body who shall strategize and execute decisions in the best interest of the organization.

Proceedings of the Board

14. The Board shall meet for the conduct of business at such times and places as it may determine, and shall determine its own procedure and that of its Committees, including the procedure for meetings conducted by telephone and other means by which members of the Board or committee are able to speak to and hear all of those connected simultaneously.
15. The Board may appoint Members as Chairman, Vice-Chairman or President, subject to approval by resolution at the Annual General Body Meeting of IndiaTech.org, who shall serve from such meeting until the next Annual General Body Meeting.
16. The Board may appoint a person to fill a vacancy in the office of the Chief Executive Officer.

Committees and Sub-Committees

17. Any Committee shall operate in accordance with the terms of reference as issued by the Board from time to time and shall, in the exercise of its powers, conform to any instructions given by the Board, but shall in all other aspects regulate its own procedure. The Members who are a part of the Executive Committee shall be entitled to attend all meetings of such Committees except those of the Board.

Annual and Special General Meetings

18. The Annual General Body Meeting shall be held at such time and at such place as the Board may from time to time determine. The ordinary business of an Annual General Body Meeting shall be;
 - (a) to received and consider Annual Report and Accounts;
 - (b) to announce the results of the election of Board Members/ Representative Members (Chairman, VC) and any appointments to the Board;
 - (c) to decide the objectives of the organization;
 - (d) to define the strategy to be followed in the direction of achievement of those objectives
19. The Board
 - (a) May, whenever it thinks fit, convene a Special General Meeting;
 - (b) Define the agenda and objective of a Special General Meeting
20. At every General Board Meeting the chair shall be taken by the President.

