

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF TOURISM CONCERN

INTERPRETATION

1. In these Articles:

'the Act' means the Companies Act 1985 as amended by Companies Act 1989 or any re-enactment or statutory modification of those Acts.

'clear days' in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect.

'the Council' means the Management Council of the Company.

'the Company' means the above named Company.

'the Office' means the registered office of the Company.

'the seal' means the common seal of the Company.

'the United Kingdom' means Great Britain and Northern Ireland

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form including electronic communication.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Words importing the masculine gender shall include the feminine gender.

OBJECTS

2. The Company is established for the object expressed in the Memorandum of Association.

## MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Company.
4. Membership shall be open to individuals over the age of eighteen and who have paid the annual subscription (if any) as laid down from time to time by the Council.
5. Every person admitted to membership of the Company shall either sign a written consent to become a member or sign the register of members.
6. An application for membership may be approved or rejected by the Council. The Council shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member concerned shall have a right to be heard before a final decision is made.
7. The Council may from time to time appoint Honorary members on such terms and conditions as it deems appropriate. Such Honorary members shall not be entitled to vote.
8. Unless the members of the Council or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 67 the Council members may in their absolute discretion permit any member of the company to retire provided that after such retirement the number of members is not less than two.

## GENERAL MEETINGS

9. The Company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, 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 Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
10. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Council to form a quorum, any member of the Council or any two members of the Company may convene an Extraordinary General Meeting.

## NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing. Other meetings shall be called by at least fourteen clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company: PROVIDED THAT a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:
  - (a) in the case of the Annual General Meeting, by all the members entitled to attend and vote; and
  - (b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

13. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
14. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; two per cent of the membership subject to a minimum of three shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be 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 Council may determine.
15. The chair, if any, of the Council shall chair every General Meeting of the Company, or if there is no such chair, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council present shall elect one of their number to chair the meeting.

16. If at any meeting no Council member is willing to act as Chair or if no Council member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.
17. A Council member shall, notwithstanding that he is not a member of the Company, be entitled to attend and speak at any General Meeting.
18. The chair 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 and from place to place, but no other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. At any 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 result of the show of hands) demanded:
  - (a) by the chair; or
  - (b) by at least two members present and having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company 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.

The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chair. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote in addition to any other vote he may have.
21. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the Chair of the meeting directs, not being more than thirty days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.
23. No notice need be given of a poll not taken immediately if the time and the place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### VOTES OF MEMBERS

24. Subject to Article 20, every member shall have one vote.
25. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him/her to the Company have been paid.
26. 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 tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

#### COUNCIL OF MANAGEMENT

27. The Council shall consist of the Honorary Officers who compromise a Chair, Vice-Chair, Treasurer and up to six members. The minimum number of Council Members shall be three.
28. The first Council members shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under these Articles. Future Council members shall be appointed as provided subsequently in these Articles.
29. The Council members shall be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from Council meetings or General Meetings of the Company or in connection with the business of the Company.

#### BORROWING POWERS

30. The Council may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable body where such action will directly further the objects of the company.

## POWERS AND DUTIES OF THE COUNCIL

31. The business of the Company shall be managed by the Council who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
32. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time determine provided that all cheques in excess of £500 shall be signed by not less than two authorised signatories.
33. The Council shall cause minutes to be made:
  - (a) of all appointments of officers made by the Council;
  - (b) of the names of the Council members present at each Council Meeting; and
  - (c) of all resolutions and proceedings at all meetings of the Company, and of the Council.

## DISQUALIFICATION OF COUNCIL MEMBERS

34. The office of Council member shall be vacated if the member:
  - (a) ceases to be a Council member by virtue of any provision in the Act or is disqualified from acting as a Council member by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
  - (c) resigns his office by written notice to the Company;
  - (d) is absent without the permission of the Council members from all their meetings held within a period of six months and the Council members resolve that his office be vacated.
35. A Council member shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

## ELECTION OF COUNCIL MEMBERS

36. Council members shall be appointed at the Annual General Meeting of the Company and one third of Council members shall retire annually. The members so to retire shall be those who resign voluntarily, those who complete three years service or who have been longest in office. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.
37. Council members may serve for up to three years.
38. A retiring Council member shall be eligible for re-election to a second term of office of up to three years. In special circumstances, where there is no immediate replacement for a Council member who fills an important role, a Council member may serve for a further one year period. Subsequently s/he will be eligible to stand only after a year has expired since the second term of office.
39. The Company at the meeting at which a Council member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Council member shall, if offering himself/herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
40. No person other than a Council member retiring at the meeting shall unless recommended by the Council be eligible for election to the Council at any General Meeting unless, not less than three nor more than twenty-one days before the date set for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the register of committee members.
41. Subject to Article 27, Trustees may, as perceived necessary, co-opt, up to a maximum of three people, appropriate individuals to the Council without referral to the membership of the company.
42. The Council shall have power at any time to appoint any person to be a Council member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Council members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Council member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.
43. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Council member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Council member removed under this Article.
44. No person may be appointed as a Council member:

- (a) unless he has attained the age of 18 years;
- (b) in circumstances such that, had he already been a Council member, he would have been disqualified from acting under the provisions of Article 34.

## PROCEEDINGS OF THE COUNCIL

- 45. The Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chair shall have a second or casting vote. A Council member may at any time summon a Council meeting. It shall not be necessary to give notice of a Council meeting to any member for the time being absent from the United Kingdom.
- 46. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be one-third of the membership of the Council, subject to a minimum of two.
- 47. The Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Council may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
- 48. The Council may elect a Chair of their meetings and determine the period for which he is to hold office; but, if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the Council members present may choose one of their number to chair the meeting.
- 49. The Council may delegate any of their powers to sub-committees consisting of such persons as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Council and shall report all acts and proceedings to the Council fully and promptly.
- 50. A sub-committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
- 51. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.
- 52. All acts done by any meeting of the Council or of a sub-committee, or by any person acting as a Council member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council member.
- 53. A resolution in writing, signed by all the Council members entitled to receive notice of a Council meeting, shall be as valid and effectual as if it had been passed at a Council meeting duly convened and held, and may consist of several documents in like form each



signed by one Council member or more.

## THE SEAL

54. The Council shall provide for the safe custody of the seal, if any, which shall only be used by the authority of the Council or of a sub-committee authorised by the Council in that behalf and every instrument to which the seal shall be affixed shall be signed by a Council member and shall be countersigned by a second Council member *or* by some other person appointed by the Council for the purpose.

## ACCOUNTS

55. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

## ANNUAL REPORT

56. The Council members shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## ANNUAL RETURN

57. The Council members shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

## NOTICES

58. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.
59. The Company may give any notice to a member either personally or by sending it by post to him/her or to his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives the Company an address within the United Kingdom at which notices may be given to him/her shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
60. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for giving of notices to them;
  - (b) every person being a legal personal representative or a trustee in bankruptcy or a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
  - (c) the auditor for the time being of the Company; and
  - (d) each Council member.

No other person shall be entitled to receive notices of General Meetings.

61. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
62. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## INDEMNITY

63. Subject to the provisions of the Act every Council member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or connection with any application in which relief is granted to him/her by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## DISSOLUTION

64. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

## RULES OR BYE LAWS

65. (a) The Council may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules of Bye Laws regulate:
1. The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
  2. The conduct of members of the Company in relation to one another, and to the Company's employees.
  3. The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
  4. The procedure at General Meetings and meetings of the Council and sub Councils in so far as such procedure is not regulated by these Articles.
  5. And, generally, all such matters as are commonly the subject matter of Company rules.
- (b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions to them and the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which, so long as they shall be in force, shall be binding on all members of the Company. PROVIDED, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.