

THE COMPANIES ACTS 1985 – 1989
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF THE

TOURISM MANAGEMENT INSTITUTE

adopted by special resolution dated 5 September 2007

SECTION 1

INTERPRETATION

1 In these Articles:

“2006 Act”	means the Companies Act 2006 and every statutory modification of that Act or re-enactment for the time being in force;
“Act”	means the Companies Act 1985 and every statutory modification of that Act for the time being in force;
“address”	includes a number or address used for the purposes of sending or receiving documents or information by electronic means;
“Affiliate”	means any body admitted in accordance with the provisions of Article 33;
“Associate”	means any person elected in accordance with the provisions of Article 21;

“Chairs of Working Groups”	means the chairpersons of the Policy and Advocacy Working Group, Continuing Professional Development Working Group, Events Working Group and the Communications and Membership Engagement Working Group established by the Institute;
“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;
“Corporate Member”	means any person consenting and or elected in accordance with the provisions of Articles 4 - 6;
“electronic form” and “electronic means”	have the meanings given to these terms in section 1168 of the 2006 Act;
“Executive Board”	means the directors of the Institute responsible for the strategic management of the Institute appointed or elected in accordance with article 69;
“Executive Board Co-optee”	any such additional member of the Executive Board as may be so appointed in accordance with the provisions of article 72;
“Fellow”	means any person elected in accordance with the provisions of Articles 16 - 19;
“Honorary Fellow”	means any person elected in accordance with the provisions of Article 25;
“Honorary Member”	means any Corporate Member elected in accordance with the provisions of Article 26;
“Immediate Past President”	means the individual acting as the President of the Institute immediately preceding the current President of the Institute who holds the office set out in Article 43;
“in writing” and “written”	includes a reference to hard copy form as defined in section 1168 of the 2006 Act and to electronic form;
“Member”	means any person elected in accordance with the provisions of

Article 20;

“National Council”	means the National Council of the Institute appointed in accordance with Article 88;
“National Council Co-optee”	any such additional member of the National Council as may be so appointed in accordance with the provisions of Article 89;
“National Group”	means any group of Corporate Members residing and or working respectively in England, Wales, Scotland, Northern Ireland or any other country in Europe;
“Non-Corporate Member”	means any person or body elected or admitted in accordance with the provisions of Articles 29 - 34;
“Officers”	means the members of the Council who hold the offices set out in Article 41;
“Regional Branch”	means any sub-division of a National Group;
“Retired Member”	means any Corporate Member transferred in accordance with the provisions of Article 23;
“Secretary”	means any person appointed to perform the duties of the Secretary of the Institute;
“Student”	means any person elected in accordance with the provisions of Article 31;
“Table A”	means Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000.
“the Articles”	means these Articles of Association of the Institute;
“the Institute”	means the above named company intended to be regulated by these articles;

“the Memorandum” means the Memorandum of Association of the Institute;

“the United Kingdom” means Great Britain and Northern Ireland;

“Tourism Destination Management” means the profession of tourism destination management.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject matter or context, bear the same meaning in these Articles.

SECTION II

PATRON

- 2 There may be a patron who need not be a member of the Institute and such patron shall hold office at the discretion of the Council.

SECTION III

MEMBERSHIP

Corporate Membership

- 3 Corporate Membership of the Institute shall be restricted to those persons who are or have been employed or engaged in tourism destination management.
- 4 All applications for election to Corporate Membership shall be in writing, signed by the applicant in such form as the Executive Board shall from time to time prescribe, and shall contain or have annexed thereto a declaration signed by the candidate that he/she is qualified to be a member of the Institute and that he/she agrees in the event of his/her election to observe the provisions of the Memorandum and the Articles and the bye-laws, rules and regulations of the Institute for the time being in force. The Executive Board may in addition require a candidate to produce such further or other evidence as they may consider proper that he/she is qualified for election to Corporate Membership under these Articles.
- 5 All candidates for Corporate Membership shall be proposed and seconded in writing by two Corporate Members of the Institute in a form which shall be prescribed from time to time by the Executive Board.

- 6 Corporate Members shall be elected by votes of the members of the Executive Board at a duly convened Executive Board meeting.
- 7 Every Corporate Member shall from time to time supply his/her then current residential address to the Secretary and such address notified shall be deemed to be the registered address of the Corporate Member.
- 8 Any Corporate Member may resign from the Institute by giving notice in writing to the Secretary at any time and paying with such notice any unpaid subscription that may be due from him/her and thereupon he/she shall cease to be a member.
- 9 Any Corporate Member whose annual subscription is unpaid more than three months after the date when the same became due shall thereupon cease to be entitled to the privileges of a Corporate Member but the Executive Board may in special circumstances suspend the operation of this Article as they shall think fit. If the subscription of a Corporate Member is unpaid six months after the same became due he/she shall thereupon cease to be a member. Where any person who has ceased to be a Corporate Member of the Institute under the provisions of this Article pays all arrears of his/her annual subscription within three months after the cessation of his/her membership the Executive Board may re-admit him/her to membership and if so admitted he/she shall be deemed never to have ceased to be a member and the provisions of Articles 4, 5 and 6 shall not apply to him/her.
- 10 The Executive Board shall from time to time determine a code of conduct (the “Code of Conduct”) that shall be mandatory on all Corporate Members of the Institute. The Executive Board shall also from time to time determine the procedures to be implemented following an alleged breach of the Code of Conduct or serious or persistent breach of any of these Articles or the bye-laws, rules or regulations of the Institute for the time being in force, the committing of unprofessional conduct, or conduct such as would prejudice the welfare or reputation of the Institute or its members,
- 11 Allegations of misconduct as described in Article 10 shall be considered by a committee that consists of five individuals of whom one must be a serving member of the Executive Board and one a serving member of the National Group/Regional Branch to which the Corporate Member concerned belongs and the majority of the Corporate Members of the committee shall not be members of the Executive Board.
- 12 Any Corporate Member who under the provisions of these Articles ceases to be a Corporate Member of or is expelled from the Institute shall none the less remain liable to pay to the Institute

the full amount of his/her current annual subscription as a Corporate Member and all other monies due from him/her to the Institute.

13 A Corporate Member upon election and payment of the annual subscription shall be entitled to a certificate of membership setting forth his/her name, his/her grade of Corporate Membership and the date of issue of the certificate. A Corporate Member who under the provisions of these Articles ceases to be a Corporate Member or is expelled from the Institute must return his/her certificate of membership to the Secretary. If a Corporate Member becomes entitled to a different grade of membership he/she shall be entitled to a new certificate showing the grade to which he/she has been elected.

14 All Corporate Members shall be entitled to receive notices of and to attend general meetings of the Institute and to receive copies of all reports and other documents circulated to members.

15 There shall be the following grades of Corporate Membership:

- (a) Fellow;
- (b) Member;
- (c) Associate.

a) Fellow

16 The National Council may elect duly qualified Corporate Members who so apply to be Fellows of the Institute.

17 The National Council may determine the criteria for election to the grade of Fellowship.

18 The National Council may from time to time prescribe, repeal, and vary bye-laws (not being inconsistent with these Articles) relating to the election of Fellows of the Institute. The Executive Board may require any candidate to produce such evidence that they may consider proper that he/she is qualified for election.

19 Any Fellow of the Institute who, for any reason, ceases to be a Corporate Member shall also cease to be a Fellow.

b) Member

20 Entry to the grade of Member may be gained by an applicant satisfying the qualification criteria as determined by the National Council and by satisfying the Executive Board that they have the

appropriate experience in the tourism industry considered by the National Council to be appropriate for admission to the Institute.

c) Associate

21 No person shall be eligible for election as an Associate of the Institute unless he/she at the date of his/her election can satisfy the qualification criteria as determined by the National Council or is, or has been, employed or engaged in the profession of tourism destination management, and has such professional, technical or administrative experience as the National Council may from time to time describe.

22 Unless and until the bye-laws otherwise provide any Corporate Member wishing to designate his/her membership of the Institute may:

- (a) being a Fellow, use the initials FTMI;
- (b) being a Member, use the initials MTMI;
- (c) being an Associate, use the initials ATMI

Retired Membership

23 Any Corporate Member who has retired from practice and has ceased to receive remuneration for his/her tourism destination management services may, subject to the approval of the Executive Board, be transferred to the class of Retired Members.

24 Corporate Members of the Institute upon retirement shall retain their appropriate designation with the qualification “retired”. Retired Corporate Members shall be entitled to all the privileges of Corporate Members except the right of election to the Council and of voting. The Executive Board shall from time to time determine the criteria for granting admission to the retired category of Corporate Members.

Honorary Membership

a) Honorary Fellow

25 The National Council may elect as an Honorary Fellow any individual whom it considers has rendered distinguished services either to the Institute or the profession of tourism destination management. Honorary Fellows shall not be eligible for election to the Executive Board or the National Council or to vote in the Institute elections and the Executive Board shall determine what services are offered to Honorary Fellows.

b) Honorary Member

- 26 The National Council may elect as an Honorary Member any Corporate Member whom it considers has rendered long term services to the Institute. Honorary Members shall not be eligible for election to the Executive Board or the National Council or to vote in Institute elections and the Executive Board shall determine what services are offered to Honorary Members.
- 27 Every candidate for election as an Honorary Fellow or as an Honorary Member shall be proposed in such a manner as the Executive Board may by regulations prescribe.
- 28 Every election to Honorary Membership shall be made by the National Council and an affirmative vote of all those present and voting or in the event of a postal/e-mail vote an affirmative vote of two thirds of those eligible to vote shall be necessary.

Non-Corporate Membership

- 29 There shall be the following grades of non-corporate membership:
- (a) Student;
 - (b) Affiliate.
- 30 The National Council may, from time to time, prescribe criteria, procedures and rules for the election to non-corporate membership of the Institute.
- a) Student**
- 31 The National Council may further prescribe the terms, conditions and privileges for the election of persons as registered students of the Institute. Registration as a Student shall not confer corporate membership of the Institute.
- 32 No person shall be elected or remain a Student who is qualified for election as a Corporate Member.
- b) Affiliate**
- 33 The Executive Board may admit to the status of Affiliate individuals who do not qualify for corporate membership but who are employed by destination management organisations or suppliers to the destination management sector, such as but not confined to local authorities, national tourist boards, regional tourist boards, destination management organisations, area tourism partnerships, national park authorities, professional bodies, educational institutes.

Affiliation shall not confer corporate membership of the Institute, but an Affiliate shall have such privileges as the Executive Board shall from time to time determine.

- 34 Students and Affiliates shall have no right of election to the National Council or to the Executive Board and of voting.

SECTION IV

FEES AND SUBSCRIPTIONS

- 35 Every Corporate Member, Retired Member and Non-Corporate Member shall be bound to pay to the Institute such entrance fee, registration fee and such annual or other subscription as shall from time to time be fixed pursuant to these Articles. All subscriptions and fees shall be paid at the times in the manner and subject to the conditions provided for by these Articles and by the by-laws (if any) prescribed by the National Council for the time being in force.
- 36 The amount of subscriptions and fees shall be from time to time determined by the Executive Board and different subscriptions and fees may be determined by the Executive Board for different grades of Corporate Member and for Affiliates and Students.
- 37 A Corporate Member and Non-Corporate Member must pay any entrance fee, registration fee and his/her first annual subscription immediately upon being notified by the Secretary of his/her election or admission and until payment of such fees and subscriptions his/her name will not be entered on the register of Corporate Members or Non-Corporate Members nor will he/she receive any certificate or be permitted to enjoy any of the privileges of the Institute. The Executive Board may by resolution declare void the election of any candidate who has not paid such fee or subscription within one month of the Corporate Member or Non-Corporate Member being notified of his/her election or admission.
- 38 Annual subscriptions are due and payable in advance on April 1 in each year, but Corporate Members and Non-Corporate Members elected or admitted after 1 October in any year shall be required to pay only one half of the subscription for the current year and those elected or admitted in the months of January, February or March shall pay a subscription for one year which shall cover the year following the month of their election or admission, provided further that the Executive Board shall have the power to introduce a scheme for the payment of the annual subscription in installments such scheme to include:

- (a) if the Executive Board so decide, a provision for an administrative charge for those persons paying their subscriptions by installments and;
 - (b) such consequential provisions as to arrears and termination of membership as may be necessary.
- 39 Every person transferred from one class of membership to another shall, for the year in which the transfer takes place, pay the annual subscription for the old or new class of membership, whichever be the greater sum.
- 40 Notwithstanding the provisions of the foregoing Articles the Executive Board may in its absolute discretion reduce or remit any unpaid appropriate subscription due from any member.

SECTION V

OFFICERS

- 41 The Officers of the Institute shall be:
- (a) President
 - (b) Immediate Past President
 - (c) Vice President
 - (d) Honorary Secretary
 - (e) Honorary Treasurer
 - (f) Chairs of Working Groups
- 42 The Officers shall be elected every two years or as otherwise determined at the annual general meeting and shall take office immediately upon election and shall continue in office until the election of their successors.
- 43 In the absence of any reason to the contrary which the National Council in its absolute discretion may deem sufficient the following Officers shall be entitled to stand for positions in the following manner:
- (a) The retiring President shall become the Immediate Past President.

(b) The retiring Vice President shall become the President

- 44 The President, Immediate Past President, Vice President and the Chairs of the Working Groups shall be Corporate Members and either “Fellows” or “Members” of the Institute. The Honorary Secretary and Honorary Treasurer shall also be Corporate Members and either “Fellows” or “Members” or “Associate Members” of the Institute unless no suitably qualified Corporate Member is available in which case a suitably qualified representative from an Affiliate may be eligible for election as Honorary Secretary or Honorary Treasurer. A person who is neither a Corporate nor an Affiliate Member of the Institute may be elected or appointed to the office of Honorary Secretary or Honorary Treasurer only if no suitably qualified Corporate or Affiliate member is available to undertake the duties and responsibilities of these Offices.
- 45 Any casual vacancy in any office under these Articles may be filled by the Executive Board and the person so appointed shall hold office until the dissolution or adjournment of the next annual general meeting.

SECTION VI

NATIONAL GROUPS AND REGIONAL BRANCHES

- 46 The National Council may from time to time for the purposes of promoting any of the Objects specified in the Memorandum establish in the United Kingdom and elsewhere within Europe any National Group and Regional Branch and may dissolve any such group/branch. The National Council may also from time to time prescribe and repeal bye-laws (not being inconsistent with these Articles) for the management and conduct of any National Group and or Regional Branch.

SECTION VII

GENERAL MEETINGS

- 47 Annual general meetings of the Institute shall be held once in every calendar year at such time and place as may be determined by the Executive Board provided that every such general meeting except the first to take place after the date of incorporation shall be held not more than 15 months after the holding of the last preceding meeting.
- 48 All general meetings other than annual general meetings mentioned in Article 50 shall be called extraordinary general meetings.

- 49 The Executive Board may whenever it thinks fit convene an extraordinary meeting and an extraordinary meeting shall also be convened on the requisition of members pursuant to the provisions of the Act for a date not later than eight weeks after receipt of requisition.

Notice of General Meetings

- 50 An annual general meeting and an extraordinary general meeting calling for the passing of a special resolution shall be called by at least 21 clear days' notice in writing and any other meeting of the Institute shall be called by at least 14 clear days' notice in writing. The notice shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given in a manner hereinafter mentioned to such members of the Institute as are under the provisions of these Articles entitled to receive such notice. Without prejudice to the foregoing provisions of the Articles the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice shall not invalidate the proceedings of that meeting.
- 51 A member wishing to bring before a general meeting any motion not relating to the ordinary business of such meeting shall give notice thereof to the Secretary in writing at least 35 clear days before the date of the meeting.

Proceedings at General Meetings

- 52 All business shall be deemed special that is transacted at an extraordinary general meeting and all business that is transacted at an annual general meeting shall also be deemed special except the consideration of the accounts and balance sheet and the ordinary reports of the Executive Board and of the auditors and the appointment of and the fixing of the remuneration of the auditors.
- 53 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten members present shall be a quorum.
- 54 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Chairman shall appoint and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 55 The President of the Institute shall preside at every general meeting, but if there be no such President or if at any meeting he/she be not present within 15 minutes after the time appointed for

holding the same or be unwilling to preside the members present shall choose some member of the Executive Board or if no member of the Executive Board be present or if all members of the Executive Board present decline to take the Chair some member who shall be present to preside.

- 56 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 and from place to place. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 57 At a general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or upon the declaration of the result of the show of hands, a poll be duly demanded by the Chairman or by at least two members present in person and entitled to vote or by a member representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 58 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 59 A poll shall be taken as the Chairman directs and he/she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 60 In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.
- 61 A poll demanded on the election of a Chairman of a meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded.

- 62 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 63 No notice need be given of a poll not taken immediately if the time and 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.
- 64 Only Corporate Members of the Institute shall have the right to receive notice and to attend and to vote at general meetings.

Votes of Corporate Members

- 65 Subject to Article 60, every member shall have one vote.
- 66 No member shall be entitled to vote at any general meeting unless all moneys then payable by him/her to the Institute have been paid.
- 67 On a show of hands votes may be cast personally or by proxy and on a poll votes may be cast personally or by proxy. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in a form pursuant to the Act.
- 68 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 Chairman whose decision shall be final and conclusive.

SECTION VIII

EXECUTIVE BOARD

- 69 The Executive Board shall consist of the Officers of the Company who shall at the time of election be
- (a) employed or engaged in tourism destination management; and
 - (b) save for the Immediate Past President, a director of the Institute.

- 70 An Officer or a member of the Executive Board may at any time resign his/her office or membership of the Executive Board by written notice delivered to the Secretary and such resignation shall take effect upon receipt of such notice by the Secretary.
- 71 The Executive Board may, at its discretion, co-opt members to fill any casual vacancy occurring on the Executive Board and the person so co-opted shall be subject to retirement at the same time as if he/she had become an elected member on the same day as the person whose place he/she is appointed to fill.
- 72 All retiring members of the Executive Board shall be eligible for re-election.
- 73 A member shall not be eligible to be nominated or to nominate another member for membership of the Executive Board while he/she is in arrears with his/her subscription or owes any other monies to the Institute. In the event of there being an insufficient number of nominations to fill the vacancies the Executive Board may make the necessary nominations.
- 74 The members of the Institute may from time to time at any general meeting increase or reduce the number of members of the Executive Board and may vary its constitution and determine the period during which members of the Executive Board are to hold office, and may make any appointments necessary for effecting any increase in its members, provided that all the members of the Executive Board must at all times be Corporate Members.
- 75 A member of the Executive Board shall be deemed to have resigned if he/she:
- (a) ceases to be a member by virtue of any provision in the Act;
 - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
 - (c) resigns his/her office by notice to the Institute; or
 - (d) is absent without due cause from consecutive Executive Board meetings held within a period of six months.

Powers of the Executive Board

- 76 The powers of the Institute and the business thereof shall be vested in and shall be managed by the Executive Board who may pay all such expenses of, and preliminary and incidental to the promotion, formation, establishment and registration of the Institute, as they think fit, and may exercise all such powers of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by the Act or by these Articles required to be

exercised or done by the Institute in general meeting, subject nevertheless to these Articles, to the Act and to such bye-laws being not inconsistent with these Articles or the Act as may be prescribed by the National Council in accordance with these Articles, but no such bye-laws shall invalidate any prior act of the Executive Board which would have been valid if such bye-law had not been made.

- 77 The continuing members of the Executive Board may act notwithstanding any vacancy in their body, provided always that in case the members of the Executive Board shall at any time be reduced in number to less than five it shall be lawful for them to act as the Executive Board for the purpose of filling vacancies among the elected members of their body, or of summoning a general meeting, but not for any other purpose.

Proceedings of the Executive Board

- 78 The Executive Board shall meet at least four times in each year at such times and on such day and at such hour as it shall from time to time determine.
- 79 The Executive Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be five. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the President of the Institute shall have a second or casting vote.
- 80 The President of the Institute shall preside at all meetings of the Executive Board but if there be no such President or if at any meeting he/she be not present within 15 minutes after the time appointed for holding the same or be unwilling to preside then the members of the Executive Board present shall choose one of their number to preside.
- 81 On the request of five members of the Executive Board the Secretary shall at any time summon a meeting of the Executive Board by notice served upon the several members of the Executive Board of the business to be transacted thereat. A member of the Executive Board who is absent abroad shall not be entitled to notice of a meeting. Notice of any business intended to be moved by a member of the Executive Board at such meeting shall be delivered to the Secretary at least seven clear days before the day of the meeting at which it is to be considered.
- 82 The Executive Board may delegate any of their powers to committees and sub-committees consisting of such number of members of the Executive Board, as they think fit and any committee so formed shall conform to any regulations imposed on it by the Executive Board, provided that the majority of the members of such committees or sub-committees shall be members of the Executive Board or the National Council and provided that all acts and

proceedings shall be reported back to the Executive Board as soon as possible. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Executive Board so far as applicable thereto save that the quorum for any committee or sub-committee shall be three, and so far as the same shall not be superseded by any regulation made by the Executive Board as aforesaid.

83 The Executive Board may establish subject specific Working Groups as they think fit and any Working Group so formed shall conform to any regulations imposed on it by the Executive Board from time to time and shall have a document setting out its role and responsibilities agreed by the Executive Board. Subject to the provisions of these Articles, the Executive Board may delegate any of their powers to such Working Groups as they think fit, provided that all acts and proceedings of any Working Group shall be reported back to the Executive Board as soon as possible. The meetings and proceedings of any such Working Group shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Executive Board so far as applicable thereto save that each Working Group shall establish its own quorum related to the total number of members of the Working Group and so far as the same shall not be superseded by any regulation made by the Executive Board as aforesaid.

84 All acts done by any meeting of the Executive Board or any committee or sub-committee of the Executive Board or any Working Group or by any person acting as a member of the Executive Board 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 the members of the Executive Board or of such committee or subcommittee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Board.

85 A resolution in writing signed by all the members for the time being of the Executive Board or of any committee of the Executive Board shall be as valid and effectual as if it had been duly passed at a meeting of the Executive Board or of such committee duly convened and constituted.

86 The Executive Board shall cause proper minutes to be entered in books kept for that purpose of all proceedings of general meetings of the Institute and of meetings of the Executive Board and of committees of the Executive Board and of the National Council and of all business transacted at such meetings and any such minute of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting of the same body shall be conclusive evidence without any further proof of the facts therein stated.

SECTION IX

NATIONAL COUNCIL

- 87 The National Council shall consist of the following:-
- (a) the Executive Board;
 - (b) the national representative from Scotland, Wales and Northern Ireland;
 - (c) an English regional representative from the North East, the North West, Yorkshire, West Midlands, East Midlands, East, South West, South East and London;
- (together the “National Council Members”)
- 88 The national representatives and English regional representatives shall be elected annually at the annual general meeting
- 89 In addition to the National Council Members, the National Council may, at its discretion, from time to time, appoint up to a maximum of twelve co-opted members to National Council.
- 90 The co-opted members (“National Council Co-optees”) shall be appointed from the following:-
- (a) An Affiliate representative from the suppliers’ sector
 - (b) An Affiliate representative from the higher education sector
 - (c) One representative each from the organisations which constitute the Tourism Together Partnership
 - (d) Up to six Corporate Members to ensure representation upon the National Council from such destination management sectors as the National Council may from time to time prescribe by Bye Law
- 91 National Council Co-optees shall not have the right to vote but will act in an advisory/observer role. Any National Council Co-optee who is a Corporate Member of the Institute retains the right to vote in his/her individual capacity as a Corporate Member at a general meeting of the Institute.
- 92 A National Council Co-optee shall be appointed for a term expiring at the conclusion of the annual general meeting following the date of his/her appointment. A National Council Co-optee retiring at the expiration of his/her appointment shall be eligible for further co-option and shall not be subject to retirement. Any such National Council Co-optee (who is otherwise eligible for

election) shall be eligible for election as a National Council member at any subsequent annual general meeting.

- 93 The National Council shall, unless otherwise determined by bye-law, meet at least two times in each calendar year, one of which shall be at the annual general meeting of the Institute (Article 47) and at such other times and on such days as may be determined by the National Council.
- 94 Fifteen National Council members shall constitute a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the President shall have a second or casting vote.
- 95 The President of the Institute shall preside at all meetings of the National Council but if there be no such President or if at any meeting he/she be not present within 15 minutes after the time appointed for holding the same or be unwilling to preside then the members of the Council present shall choose one of their number to preside.
- 96 On the request of any eight members of the National Council the Secretary shall at any time summon a meeting of the National Council by notice served upon the several members of the Council of the business to be transacted thereat. Any member of the Council who is absent abroad shall not be entitled to notice of a meeting. Notice of any business intended to be moved by a National Council member at such a meeting shall be delivered to the Secretary at least seven clear days before the day of the meeting at which it is to be considered.
- 97 National Council members may at any time resign offices or membership of the National Council by written notice delivered to the Secretary and such resignation shall take effect upon receipt of such notice by the Secretary.
- 98 All retiring National Council members shall be eligible for re-election.
- 99 The Institute may remove any National or Regional representative or National Co-Optee, and such removal shall be deemed to create a casual vacancy among the National or Regional representatives or National Co-Optees on the National Council.
- 100 A National Council member shall cease to hold office if he/she:
- a) ceases to be a member by virtue of any provision in the Act;
 - b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
 - c) resigns his/her office by notice to the Institute;

- d) is absent without the permission of the National Council from all its meetings held within a period of six months and the National Council resolve that his/her office shall be vacated

SECTION X

BYE-LAWS

101 The National Council may from time to time (but subject to any contrary direction in general meeting) make, adopt, alter and revoke ByeLaws for the regulation of the matters specified in the next following sub-clauses of this Article and such other matters as the Institute may from time to time determine, but in respect only of such matters as shall not under the Act require the passing of a Resolution of the Institute in general meeting and provided always that no ByeLaw of the Institute shall be construed as having the effect of modifying or excluding the operation of any of the provisions for the time being of the Memorandum or Articles of Association:

- (a) the manner of the performance of all the functions of the Institute whatsoever including the carrying out of the objects of the Institute and the management of the income, funds and property and the affairs of the Institute;
- (b) the functions, categories, designations, criteria, qualifications, disqualifications, subscriptions, registration and entrance fees of all members of the Institute and the manner of their nomination, election or admission including exemption or dispensation therefrom, suspension and any other conditions of their membership;
- (c) the number, functions, designations, criteria, qualifications, disqualifications and terms of office of members of the Executive Board and of the National Council and of Working Groups, committees and subcommittees and of the honorary and other officers and servants of the Institute and the manner of their nomination, elections, appointment, rotation, suspension and removal and any other conditions of their office or appointment;
- (d) the number of National Groups and Regional Branches and the number of Corporate Members that shall represent the aforementioned Groups and Branches on the National Council.
- (e) the manner of the safe-keeping and use of the common seal of the Institute;

- (f) the functions, time, place and frequency of and the quorum, the right to vote and the manner of voting and other matters of procedure at and with respect to general meetings and meetings of the Executive Board and the National Council;
- (g) the constitution, terms of reference, functions and procedures of Working Groups, committees and subcommittees;
- (h) the manner of the reproduction or publication of any papers, maps, plans, drawings and other documents and of any models presented to the Institute;
- (i) the manner of the allocation and delegation of the functions of the Institute;
- (j) the forms of notices and other documents;
- (k) the right of all members of the Institute to receive notices and other documents and the manner of the service (including service by post) thereof upon them;
- (l) the manner of keeping accounts, registers, minutes and other records and of the audit thereof and the right of all members of the Institute to inspection thereof and all other matters which may consistently with the Memorandum and the Articles be made the subject of bye-laws.

SECTION XI

ACCOUNTS, REPORTS AND RETURNS

- 102 The Institute in general meeting may from time to time impose reasonable restrictions as to the time and manner in which the accounts and books of the Institute or any of them shall be open to the inspection of members and subject to such restriction (if any) and regulations the accounts and books of the Institute shall be open to the inspection of members at all reasonable times during business hours.
- 103 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

SECTION XII

NOTICES

- 104 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 Executive Board need not be in writing.
- 105 The Institute may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Institute an address within the United Kingdom at which notices may be given to him/her shall be entitled to have notice given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Institute.
- 106 A member present in person at any meeting of the Institute shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 107 Proof that an envelope continuing a notice was properly addressed, pre-paid 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.

SECTION XIII

INDEMNITY

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

SECTION XIV

COMMUNICATIONS

109 For the avoidance of doubt, references to “documents” includes references to notices.

Communications to the Company

110 Any document or information to be sent or supplied by any person other than the Company pursuant to these articles (other than a notice calling a meeting of the directors) shall be in writing to an address for the time being notified for that purpose to the person giving the notice. A document or information may only be sent or supplied to the Company in electronic form to an address that the Company has specifically provided is an address that can be used for sending or supplying documents or information to it in electronic form.

Communications by the Company

111 The Company may send or supply documents or information to any person (including its members) by making them available on a website and each such person is taken to have agreed that the Company may send or supply documents or information to him in that manner provided that the conditions set out at paragraph 10(3) of Schedule 5 to the 2006 Act are met.

112 A member whose address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which documents or information may be sent or supplied to him, or an address to which notices may be sent in electronic form, shall be entitled to have documents or information sent or supplied to him at that address, but otherwise no such member shall be entitled to receive any documents or information from the Company.

113 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

114 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators 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 or, in the case of a notice sent in electronic form, at the expiration of 48 hours after the time it was sent. Any

notice not sent by post but left at a registered address shall be deemed to have been served or delivered or given on the day on which it was so left.

115 Nothing in these articles shall affect any requirement of the Act or the 2006 Act that any particular offer, notice or other document be served in any particular manner.

116 Regulation 62 (aa) and regulation 63 of Table A shall be amended so that references to “an electronic communication” be replaced by references to “in electronic form” and the wording in regulation 62 of Table A “in this regulation and the next “address” in relation to electronic communications, includes any number or address used for the purposes of such communications” shall be deleted.