

**The Tourism Management Institute –
The Destination Management Section of the Tourism Society**

**Minutes of Extraordinary General Meeting, Thursday 10 March 2016
Flanders House, London**

Present:

Voting Members

Robin Barker, President	Services for Tourism
Cathy Guthrie, Hon. Secretary	Cathy Guthrie Associates
Peter Colling, Hon. Treasurer	Tourism South East
Andrew Bateman, Head of Policy & Advocacy	Hampshire County Council
Jude Leitch, Head of Communications & Marketing	Northumberland Tourism
Peter Cole	Cole & Shaw
Andrew Daines	Visit Flanders
Philip Evans	Eastbourne Borough Council
Peter Hampson	British Destinations
Alex Holmes	Tourism Engineers
Andrew Keeling	ACK Tourism
Ken Robinson	Tourism Society
Peter Robinson	Wolverhampton University
Jayne Stocks	Sheffield Hallam University

1.0 Notice of Meeting

Notice of the meeting had been circulated to all members on 22 February 2016

2.0 Apologies

Formal apologies had been received from some 20 members and these are appended at the end of these Minutes.

3.0 Resolutions

The President began by welcoming all and thanking them for their attendance. All non National Council members were welcome to stay on for the TMI Section National Council meeting which would follow the EGM. He particularly wanted to thank the Hon. Secretary, Ken Robinson, Peter Colling and others who had worked extremely hard to cover all the detailed preparation necessary in advance of this Extraordinary General Meeting.

The President explained that the purpose of the Extraordinary General Meeting was to consider and vote on the 8 resolutions which had been circulated. The resolutions related to details following from the substantive resolution which had been passed at the AGM approving the decision that TMI should separate from the Tourism Society to re-establish itself as an independent organisation. Approval was necessary in order to

complete the process of separation. Ken Robinson suggested that each Resolution should be put to the vote in turn, as they had been constructed in a logical sequence.

Peter Cole asked who were the founding Directors of the new TMI company limited by guarantee, and who were proposed to be the Directors going forward. The Hon Secretary confirmed that the founding Directors were herself, Robin Barker, Peter Colling, Andrew Bateman, Jude Leitch and Paul Williams, and that proposed articles provided for the members elected to the Executive to be Directors, i.e. President, Vice president, Hon. Treasurer, Hon. Secretary, and the Heads of Communications, CPD, Events and Policy and Advocacy.

Introducing Resolution 6 proposing approval of the articles and bye-laws of TMI, the President noted that the TMI Executive had spent considerable time reviewing the articles and bye-laws of the former TMI and had made some changes in drawing up the constitution for the new TMI. The chief of these was to combine the current membership categories of New Entrant and Associate, to strengthen Associate membership, and to introduce a new category of Affiliate for those with an interest in TMI but not working in destination management. The new constitution also allowed for TMI to offer group membership, on terms to be decided by the Executive, as a means to enhance engagement with national bodies and the HE sector. The Hon. Secretary added that there had also been changes to the number of members required for various meetings to be quorate, and to bring the articles in line with current Companies Act requirements.

In response to a query from Andrew Keeling, the Hon Secretary confirmed that provided the applicant was working in destination management, the requirement for a qualification had been dropped from the criteria for Associate membership.

4. Voting

Each resolution was put to the meeting in turn and voted on as follows:

1. THAT on completion of the de-merger, the TMI Section of the Tourism Society shall close and all assets and copies membership list and databases of the TMI Section shall be transferred to Tourism Management Institute, a company limited by guarantee (with registration number 0965075)(TMI)

Proposer: Robin Barker FTMI

Seconded: Andrew Daines MTMI

Votes in favour: 31 (13 members present, 18 by proxy)

Votes Against: 0

Abstention: 1

2. THAT the terms of the demerger shall be those agreed by the Tourism Management Institute Board and the Tourism Society

Proposer: Robin Barker FTMI

Seconded: Andrew Daines MTMI

Votes in favour: 31 (13 members present, 18 by proxy)

Votes Against: 0

Abstention: 1

3. THAT the de-merger takes effect on the 1st April 2016 or such other date as the Tourism Management Institute Board and the Tourism Society may agree

Proposer: Robin Barker FTMI

Seconded: Philip Evans FTMI

Votes in favour: 31 (13 members present, 18 by proxy)

Votes Against: 0

Abstention: 1

4. THAT, immediately following the de-merger, TMI enters all of the members of the TMI Section as members of TMI

Proposer: Robin Barker FTMI

Seconded: Jude Leitch MTMI

Votes in favour: 32 (14 members present, 18 by proxy)

Votes Against: 0

5. THAT the issued share capital in TMI Trading Ltd be transferred to TMI

Proposer: Robin Barker FTMI

Seconded: Peter Colling MTMI

Votes in favour: 31 (13 members present, 18 by proxy)

Votes Against: 0

Abstention: 1

6. THAT the proposed constitution of TMI (including its articles of association and bye-laws) are hereby approved, subject to such minor amendments as the directors of TMI may in their absolute discretion approve

Proposer: Robin Barker FTMI

Seconded: Andrew Bateman FTMI

Votes in favour: 31 (13 members present, 18 by proxy)

Votes Against: 0

Abstention: 1

7. THAT the Tourism Management Institute Board is hereby authorised to do all acts and sign all documents as may be necessary to give effect to these resolutions acting in their absolute discretion

Proposer: Robin Barker FTMI

Seconded: Alex Holmes MTMI

Votes in favour: 31 (13 members present, 18 by proxy)

Votes Against: 0

Abstention: 1

8.0 That the board of the Tourism Society are authorised to amend the articles of association of TMI Trading Ltd (7034322) as follows:

8.1 Articles 17.1 and 17.3 be deleted and articles 17.2,.17.4 and 17.5 be renumbered as Articles 17.1 to 17.3 inclusive

Proposer: Robin Barker FTMI

Seconded: Andrew Bateman FTMI

Votes in favour: 31 (13 members present, 18 by proxy)

Votes Against: 0

Abstention: 1

8.2 Article 21 be deleted in its entirety

Proposer: Robin Barker FTMI

Seconded: Andrew Keeling MTMI

Votes in favour: 31 (13 members present, 18 by proxy)

Votes Against: 0

Abstention: 1

The President declared that all resolutions were passed by a majority greater than the 75% majority of those present and/or voting by proxy as required by the TMI Section constitution.

5.0 Any Other Business

Ken Robinson commented that both Tourism Society and TMI believed in the same things, they were just going to work towards them in different ways. He fervently suggested that both organisations should work together in future when appropriate, and that the door should be kept open so that if, in future, there were opportunities to work together and save on resources, this could still be done.

He stated that the Tourism Society embraced everyone working in tourism. The Tourism Society Board would be inviting those of its members working in or interested in destination management to form a destination management section. However he had recommended to the Tourism Society Board that this should be left to a later date, after the dust of separation had settled and the new TMI had established itself.

Peter Cole thanked Ken Robinson for his hard work. From his point of view as Wales representative, he said that with only 79 Tourism Society and 8 or 9 TMI members in Wales, it would be crazy not to take Ken Robinson's advice and work together in the regions and nations. It was of paramount importance to ensure that tourism's voice was still heard.

There being no other business, the President thanked everyone for attending and declared the meeting closed at 2.15 pm

Apologies:

Nell Barrington
Adam Bates
Anthony Climpson
Roger Carter
Helen Cutting
Pam Foden
Katie Foster
Becky Frall
Peter Lane
Suzanne Mantell
Tim Manson
Vicky Martin
Simon McCloy
Neil McCollum
Craig Nattress
Tracey Parker
Tom Pridmore
Jane Randall
Natalie Semley
Paul Williams
Pam Wilsher

Barrington Associates
Blue Sail Consulting
New Forest District Council
TEAM Consulting
Visit East Anglia
Visit England
Retired
Marketing Birmingham
Planet PLC
Visit Brighton
Marketing Birmingham
Canal & River Trust
Shropshire Tourism
English Heritage
Ryedale District Council
Visit Essex
Ribble Valley Borough Council
Visit Manchester
Plymouth University
Staffordshire University
Pam Wilsher Consulting