

The Companies Acts 1985 and 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

THE INSTITUTE OF TOURIST GUIDING

Registered No. 04391794

(As altered by Special Resolution passed 11th November 2010, 1st November 2011, 12th November 2015, 14th November 2016 and 15th November 2017)

Interpretation

1 In these Articles:

- ‘the Company’¹ means the company intended to be regulated by these Articles;
- ‘the Act’ means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
- ‘the Articles’ means these Articles of Association of the Company;

¹ Amended by special resolution on 11 November 2010

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| ‘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; |
| ‘executed’ | includes any mode of execution; |
| ‘Member Directors’ | means Directors who are members of the Company; |
| ‘the Memorandum’ | means the Memorandum of Association of the Company; |
| ‘Non-Member Directors’ | means Directors who are not members of the Company; |
| ‘office’ | means the registered office of the Company; |
| ‘the seal’ | means the common seal of the Company if it has one; |
| ‘Secretary’ | means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy Secretary; |
| ‘the Directors’ ² | means the directors of the Company (and ‘Director’ has a corresponding meaning); |
| ‘United Kingdom’ | means Great Britain and Northern Ireland; |

and words importing the masculine gender only shall include the feminine gender.

² Amended by special resolution on 1 November 2010

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

- 2 (1) The subscribers to the Memorandum and such other persons or as are admitted to membership in accordance with the rules made under Article 58 shall be members of the Company. Only individuals shall be admitted to membership, and no person shall be admitted a member of the Company unless his application for membership is approved by the Directors.
- (2) Unless the Directors or the Company in general meeting shall make other provision under Article 58, the Directors 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.
- (3) Membership shall not be transferable, and shall cease on death.

General meetings

- 3 The Company shall hold an annual general meeting each year 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 times and places as the

Directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

- 4 The Directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

Notice of general meetings

- 5 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of annual general meeting, shall specify the meeting as such.

The notice shall be given to all members and to the Directors and auditors.

- 6 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 at that meeting.

Proceedings at general meetings

- 7 (1) No business shall be transacted at any meeting unless a quorum is present. Fifty persons for the time being entitled to vote upon the business to be transacted, who are present in person or by proxy, shall constitute a quorum.³
- (2) If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
- 8 A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 9 A President of the Company or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the President nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.

³ Amended by special resolution on 12 November 2015

- 10 If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 11 The chairman may, with the consent of a 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 business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When 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. Otherwise it shall not be necessary to give any such notice.
- 12 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chairman; or
 - (2) by at least one-twentieth of the total number of members having the right to vote at the meeting.
- 13 Unless a poll is duly demanded, a declaration by the chairman that a resolution has 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

the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 14 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.
- 15 A poll shall be taken as the chairman directs and he 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.
- 16 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 17 A poll demanded on the election of a chairman 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. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the 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.
- 18 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.

Votes of members

- 19 Subject to Article 16, every member shall have one vote.
- 20 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
- 21 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.

Directors

- 22 The number of Directors shall not be more than twenty; of whom a majority shall at all times be Member Directors. There shall be a minimum of seven Member Directors and a maximum of six Non-Member Directors.
- 23 The first Directors 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 the Articles. Future Directors shall be appointed as provided subsequently in the Articles.

Power of Directors

- 24 (1) Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been

made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

(2) The Directors may delegate any of their powers to any committee(s) consisting of one or more Directors and such other persons (if any), not being Directors, co-opted on to such committee(s) as the Directors think fit; provided that the number of co-opted persons not being Directors shall not exceed one-half of the total number of members of any such committee. Any such delegation may be made subject to any conditions the Directors may impose, and may be collateral to their own powers, and may be revoked or altered from time to time. Subject to any such conditions, the proceedings of any committee with two or more persons shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.⁴

25 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely:

- (1) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company;
- (2) to enter into contracts on behalf of the Company.

⁴ Amended by special resolution on 11 November 2010.

Appointment and retirement of Directors

- 26 At the first annual general meeting one-half of the Member Directors shall retire from office, and at every subsequent annual general meeting one-third of the Member Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one Director of such class who is subject to retirement by rotation, he shall retire Provided That the President(s) and Deputy President(s) shall not be liable to retirement by rotation while in office nor shall they be taken into account in computing the numbers to retire.
- 27 Subject to the provisions of the Act, the Member Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment; but as between persons who become or were last reappointed Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 28 Subject to Article 22, before each Annual General Meeting, the Directors shall (after taking account of the number of Directors retiring) determine the number of Directors vacancies to be filled by election. At the Annual General Meeting, each member shall have the number of votes equal to the number of vacancies (not more than one to be cast for any one candidate), and that number of candidates receiving the most votes shall be elected.
- 29 No person other than a Director retiring by rotation shall be appointed or re-appointed a Director at any general meeting unless:
- (1) he is recommended by the Directors; or

(2) not less than twenty-one nor more than thirty-five clear days before the date appointed for the meeting, notice signed by two members qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating to which class he is being proposed;⁵

and in either case delivers to the Company at least fourteen days before the meeting the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's Register of Directors together with a notice executed by that person of his willingness to be appointed or reappointed, and together also with a written declaration of all such person's financial and business interests in tourism.

30 (1) No person may be appointed as a if he is under the age of eighteen years; or in circumstances such that, had he already been a Director, he would have been disqualified from acting under the provisions of Article 35 or unless he has first delivered to the Company a signed declaration of his financial and business interests in tourism.

(2) A retiring Director who has served as a Director for at least 6 of the previous 9 years shall not be eligible for appointment or reappointment until the expiration of 1 year from the date of such retirement.⁶

31 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting, notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is

⁵ Amended by special resolution on 11 November 2010.

⁶ Amended by special resolution on 14 November 2016.

recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's Register of Directors.

- 32 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, and may also determine the rotation in which any additional Directors are to retire.
- 33 The Directors may appoint a person who is willing to act, to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors or the maximum number of Non-Member Directors. A Member-Director so appointed shall hold office only until the next following annual general meeting, and a Non-Member Director so appointed shall hold office until the annual general meeting next following the third anniversary of his appointment, and in either case shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at its conclusion.
- 34 Subject as aforesaid, a Director who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of Directors

35 A Director shall cease to hold office if he:

- (1) ceases to be a Director by virtue of any provision in the Act;⁷
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the President from three consecutive meetings and the Directors resolve that his office be vacated.⁸

Directors' expenses

36 The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Directors' appointments

37 Subject to the provisions of the Act and to Clause 5 of the Memorandum, the Directors may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated

⁷ Amended by special resolution on 15 November 2017.

executive office under the Company. Any such appointment may be made upon such terms as the Directors determine. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director. A managing director and a Director holding any other executive office shall not be subject to retirement by rotation.

- 38 Except to the extent permitted by Clause 5 of the Memorandum, no Director shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Director in any other contract to which the Company is a party.

Proceedings of Directors

- 39 Subject to the provision of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

- 40 The quorum for the transaction of the business of the Directors shall be one-half of their number for the time being.

- 41 The Directors may act notwithstanding any vacancies in their number; but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

⁸ Amended by special resolution on 15 November 2017.

- 42 The Directors may appoint from their number (who, apart from the first President(s), shall have been a Director for at least one year) the President(s) and Deputy President(s) of the Company and the chairman or chairmen of their meetings, and may at any time remove such persons from office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present; but if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
- 43 The Directors may appoint one or more sub-committees consisting of three or more Directors for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such subcommittees shall be fully and promptly reported to the Directors.
- 44 All acts done by a meeting of Directors or of a committee of Directors shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- 45 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be as valid and effective as if it had been passed at a meeting of Directors or

(as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

- 46 Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least two Directors.

Secretary

- 47 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration (if not a Director) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

Minutes

- 48 The Directors shall keep minutes in books kept for the purpose:
- (1) of all appointments of officers made by the Directors;
 - (2) of all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting; and
 - (3) of the declarations of business and financial interests in tourism of all current Directors.

The Seal

49 The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed, and unless otherwise so determined it shall be signed by a Director and by the Secretary or a second Director.

Accounts

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

Annual Reports

51 The Directors shall comply with their obligations under the Companies Acts 1985 and 1989 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to Companies House.⁹

Annual Return

52 The Directors shall comply with their obligations under the Companies Acts 1985 and 1989 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual confirmation statement and its transmission to Companies House.¹⁰

⁹ Amended by special resolution on 15 November 2017.

¹⁰ Amended by special resolution on 15 November 2017.

Notices

- 53 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 Directors need not be in writing.
- 54 The Company may give any notice to a member either personally, by electronic mail sent to the member's registered email address, or by sending it by post in a prepaid envelope addressed to the member at his 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 Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.¹¹
- 55 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.
- 56 Proof that electronic mail and/or posted mail was properly addressed shall be conclusive evidence that notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. A notice sent by electronic mail should be deemed to have been given if no "non-delivery" report is received by the Institute from its mail server.¹²

¹¹ Amended by special resolution on 1 November 2011.

¹² Amended by special resolution on 1 November 2011.

Indemnity

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

(2) The Directors shall have power to purchase and maintain at the expense of the Company for the benefit of any Director, officer or auditor of the Company indemnity insurance; save that the policy shall not cover loss arising from any act or omission which the insured knew to be a breach of trust or breach of duty or which was committed by the insured in reckless disregard of whether or not it was any such breach.

Rules or Bye Laws

58 (1) The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular (but without prejudice to the generality of the foregoing), they may by such rules or bye laws regulate:

- (i) 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;

- (ii) the conduct of members of the Company in relation to one another, and to the Company's servants;
- (iii) 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;
- (iv) the procedure at general meetings and meetings of the Directors and committees of the Directors insofar as such procedure is not regulated by the Articles;
- (v) all matters relating to management, conduct and procedure, including (but not limited to) disciplinary matters, termination of membership, executive offices and the Consultative Council;
- (vi) The admission and classification of non-member categories of affiliation to the Company and their rights and privileges and the terms of such affiliations;
- (vii) generally, all such matters as are commonly the subject matter of such rules.

(2) The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws, and the Directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the

Company; provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.