

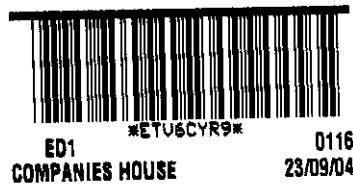
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The Companies Acts 1985 and 1989

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

**MEMORANDUM AND ARTICLES
OF ASSOCIATION
OF**

Visit London Limited



The Companies Acts 1985 and 1989

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

**MEMORANDUM OF ASSOCIATION OF
Visit London Limited¹**

1. The name of the Company is "VISIT LONDON LIMITED" ²
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are: -
 - (a) To attract visitors to London both from other parts of the United Kingdom and from overseas, to extend the London visitor season, and to promote London as a base for visits to other parts of the United Kingdom;
 - (b) To encourage the holding of national and international conferences conventions exhibitions and trade fairs in London;
 - (c) To consult with and advise the British Tourist Authority, the Greater London Authority and the London Development Agency on publicity and promotion to attract visitors to London;
 - (d) To provide information reception and other services for visitors to London and to liaise with and assist the British Tourist Authority, the Greater London Authority and the London Development Agency in providing information reception and other services for visitors to Britain;
 - (e) To promote, organise, assist, participate in, subscribe to, guarantee and defray the expenses of exhibitions, entertainments, conferences and meetings of all sorts tending directly or indirectly to further any of the objects of the Company;
 - (f) To maintain offices for answering enquiries and disseminating information and to print publish sell circulate and distribute gratuitously or otherwise handbooks, guidebooks, publications and souvenirs of all sorts calculated to be useful to members visitors or others or to promote directly or indirectly any of the objects of the Company;

¹ Adopted by Special Resolution passed 20 March 1980; Clause 3 amended by Special Resolution passed 18 July 2005

² Name changed from London Tourist Board Ltd on 3 July 2003 following a Special Resolution passed on 5 June 2003

- (g) To promote and assist the promotion of tours, exhibitions, and entertainments of every kind (whether in or outside London) by the sale of tickets or otherwise among visitors to London
- (h) To undertake, encourage and support every form of publicity and advertising calculated to promote directly or indirectly any of the objects of the Company;
- (i) To carry on any negotiations with or between and to liaise and enter into arrangements with or act on behalf of any authorities national local municipal or otherwise or any corporations or persons in respect of any matters calculated directly or indirectly to promote any of the objects of the Company; to take all necessary or proper steps in Parliament or otherwise for any of the purposes aforesaid and to oppose any steps taken by any other authority, corporation, firm or person which may be considered likely directly or indirectly to prejudice any of the objects of the Company and whenever possible to do so in conjunction or in association with the British Tourist Authority, the Greater London Authority and the London Development Agency;
- (j) To organise and train persons engaged or who wish to engage in the provision of services to visitors to London either alone or in conjunction with any other body, and to award qualifications to and promote by any other means the services of those who satisfy the standards of competence laid down from time to time by the Company;
- (k) To represent the interests of visitors to London on consultative bodies and organisations;
- (l) To encourage and assist the development of services and amenities for visitors to London and to undertake and support all forms of research calculated directly or indirectly to promote such development or any other object of the Company;
- (m) To form a fund for the purpose of carrying out the objects of the Company and to receive subscriptions thereto either by way of outright gift or by way of guarantee or credit for the purpose of carrying out the objects of the Company or any of them and defraying the expenses incurred in carrying out the objects of the Company on any terms the Company may think fit and either subject or not subject to repayment on any contingency;
- (n) To purchase, or take on lease, or hire, or use real or personal property, and any rights or privileges necessary or convenient for the purposes of the Company, and to enter into any agreements, and so far as the Company may think desirable, to take over and carry out any agreement which may have been made, and to pay for any service which may have been rendered prior to the formation of the Company for any of the objects of the Company and of which the Company will obtain the benefit;
- (o) To use, or to let on lease or otherwise, or to permit the use and occupation of all or any part of the property of the Company for the purposes of the Company, or for such other purposes calculated to promote the objects of the Company as may be considered advisable;
- (p) To subscribe for, purchase or otherwise acquire, and to hold, and dispose of shares, stocks and securities of any other company, whether British or

foreign, as may be deemed expedient with a view to the promotion of the objects of the Company, subject nevertheless as mentioned in paragraph (r);

- (q) To pay all expenses of and preliminary or in anywise relating to the formation, establishment and registration of the Company;
- (r) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (s) To borrow money with or without security and in particular upon bonds, bills, promissory notes, or other obligations or securities of the Company, or upon its property and effects or any part thereof or in such other manner as the Company shall think fit; and to make, accept, indorse and execute promissory notes, bills of exchange, or other negotiable instruments;
- (t) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections;
- (u) To do all such other lawful matters and things as are incidental or conducive to the attainment of the above objects or any of them;

Provided always as follows: -

- (i) the Company shall not carry out any of its objects or perform any activity outside the United Kingdom except in agreement with the British Tourist Authority;
- (ii) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (iii) the Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulations, restrictions or condition which if an object of the Company would make it a Trade Union;
- (iv) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or Governing Body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or

impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee or Government Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.

Provided that nothing herein shall prevent the payment to any member officer or servant of the Company of any sum due to him as a result of any bona fide commercial transaction with the Company, or in respect of out-of-pocket expenses incurred by him in pursuance of his duties on behalf of the Company.

5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding One Pound.
7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be devoted to some public object or objects, charitable or otherwise, to be determined by the Company, in such shares or proportions and in such manner as shall be fixed by the Members of the Company, at or before the time of its being wound up, and if and so far as effect cannot be given to the foregoing provisions then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

FREDA CORBET 21 Avoca Road, London SW.17	Member of Parliament
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B H RUSSELL 144 Montagu Mansions, London N1	Company Director
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KENNETH HALL 22 Leicester Square, London WC2	Company Director
---	------------------

W I LUXTON 69 Cannon Street, London EC4	Secretary
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S PLOWDEN ROBERTS King William Street House, London EC4	Company Director
--	------------------

VERNON ELWES 215 Latymer Court, London W6	Staff Manager
--	---------------

J D C CHURCHLL 1 Orchard Road, Bromley, Kent	Transport Officer
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DATED this 2nd day of May 1963

Witness to the above signatures:-

C A McINTYRE
29/30 St James's Street London SW1

Secretary

The Companies Acts 1985 and 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARES CAPITAL**

ARTICLES OF ASSOCIATION OF

Visit London Limited³

INTERPRETATION

1. In these Articles:

"the Company" means the company known as Visit London Limited

"the Act" means the Companies Act 1985 and **"the Acts"** means the Companies Acts as defined in Section 744 of the Act

"the United Kingdom" means Great Britain and Northern Ireland

"the seal" means the common seal of the Company

"the Office" means the registered office of the Company

"Month" means a calendar month

"Year" means a calendar year

"these presents" means these Articles of Association as originally framed or as from time to time altered in accordance with the provisions therein contained and with the Acts

"the Secretary" means any person appointed to perform the duties of the Secretary of the Company

"the Board" means the members for the time being of the Board of Directors of the Company

Expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography, telex and other modes of representing or

³ Adopted by special resolution on 18th July 1985

Amended by special resolution on 17th September 1985

15th July 1987, 11 February 1994, 15 September 1997 and 5 June 2003

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

MEMBERS

2. The Board may from time to time register an increase in the number of members ("**Members**") with which the Company is registered.
3.
 - (a) The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these presents shall be Members of the Company.
 - (b) Membership shall be open to corporations, sole traders, partnerships and representatives of firms or other incorporated associations.
4. The Board may elect any person approved by it as a Member of the Company on his signing and delivering to the Company an application for admission in such terms as the Company shall from time to time require.
5.
 - (a) No firm (herein meaning an unincorporated partnership) or other unincorporated association may as such become a Member of the Company but if any such firm or other unincorporated association should desire to obtain the advantages of membership, it shall nominate one of its members to act as its representative, to apply in its name for membership, to sign the application form as its representative and to exercise the rights of membership on its behalf.

Every person so applying for membership shall be subject to the same rules and regulations concerning admissions and otherwise as any person not so nominated, and shall, if admitted to membership, have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions hereinafter contained. The firm or other unincorporated association shall deposit with the Board the nominations of such applicant for membership and shall give all information that may be reasonably required by the Board regarding itself and such applicant.

- (b) A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such person and nominate another representative in his place. Upon receipt by the Board of any such revocation such person shall ipso facto cease to be a Member of the Company or act or be entitled or recognised as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the Board become a Member of the Company as the representative whose nomination has been revoked as aforesaid.
 - (c) All nominations and revocations mentioned above shall be in writing signed by all the members of the firm or other unincorporated association or by one or more of the members duly authorised in that behalf. Any change in the constitution or nature of such firm or association or in the status of any of its members shall be immediately notified in writing to the Board, which if it does not approve such change shall be entitled (without prejudice to the provisions hereinafter contained) to give notice in writing to the Member representing such firm or other unincorporated association to terminate his membership and to

withdraw from the Company and thereupon such representative shall cease to act or be entitled or recognised as a Member and such firm or other unincorporated association as aforesaid shall have no further right to nominate a member to act as its representative.

MEMBERSHIP FEES

- 6
- (a) Members of the Company shall pay an annual subscription, which shall be due within seven days of receipt of invoice and thereafter due annually on each date in the year as the Board may from time to time resolve.
 - (b) Members whose annual membership subscription is not (subject to Article 6(d)) paid within three months of becoming due shall thereupon cease to be Members of the Company until re-admitted in accordance with these presents provided that for the avoidance of doubt the provisions of Article 28 apply during such period of three months.
 - (c) Annual subscriptions for all members shall be determined by the board prior to the end of each year.
 - (d) The Board may at any time propose to an Extraordinary General Meeting of the Company amended minimum figures of annual subscription and terms of applicability and if such proposals are adopted by ordinary resolution of the Company in general meeting the same shall have effect in accordance with the terms of such resolution.
 - (e) Provided always that the Board shall have power in its absolute discretion to waive postpone or reduce the membership subscription at any time for any or all Member or Members.

VOTING RIGHTS OF MEMBERS

- 7.
- (a) Members shall be categorised by the Board as "A" Members, "B" Members or "C" Members for each Year according to whether the annual subscription paid by that Member for the Year in question is not less than the appropriate minimum figure of annual subscription specified for that Year in accordance with the provisions of Article 6.
 - (b) A "B" Member or a "C" Member may during the course of any Year change the category of his Membership by paying an additional annual subscription appropriate for the whole of the Year in question of an appropriate amount.

EX-OFFICIO MEMBERS

- 8.
- (a) Those persons of a status and experience acceptable to the Board nominated by such of the bodies or groups specified in this Article 8 which are from time to time desirous of nominating Ex-Officio Members to the Company in accordance with these presents and regulations made from time to time by the Board and who consent in writing to their membership shall be Ex-Officio Members.
 - (b)
 - (i) The Board may from time to time designate any body or bodies representing in its view some or all of the organs of local government in London as a "Local Government Association" for the purpose of this Article 8 and Article 52 and shall review such designation or

designations at the first meeting of the Board after 1st April in each year.

- (ii) If at any time there be but one body designated as a Local Government Association pursuant to Article 8(b) (i) hereof that body shall automatically be entitled to nominate an Ex-Officio Member of the Company. If at any time there be more than one body designated as a Local Government Association as aforesaid the Board shall determine which one or more bodies shall be entitled to nominate an Ex-Officio Member of the Company and the Board may vary such determination from time to time. The Board shall also have power at any time and from time to time to specify any designated Local Government Association or Local Government Associations as being able to nominate one or two additional Ex-Officio Members of the Company provided the total number of Ex-Officio Members nominated by designated Local Government Associations shall not exceed three;
- (iii) In the event that any such specification by the Board of the number of Ex-Officio Members to be appointed by a particular Local Government Association as aforesaid shall result in a reduction of the number of Ex-Officio Members entitled to be nominated by that or another Local Government Association the Board shall specify which of the Ex-Officio Members nominated by the Local Government Association in question shall cease to be a Member or Members of the Company as the case may be;
- (c) (i) The following bodies shall each be entitled to nominate one such person to be an Ex-Officio Member from time to time:
 - The British Tourist Authority
 - The Greater London Authority
 - The London Development Agency
- (ii) A Local Government Association (as above defined) shall be entitled to nominate to be Ex-Officio Members of the Company from time to time the said number of such persons (being not more than three) determined in accordance with Article 8(b)(ii) hereof
- (d) an Ex-Officio Member shall be a Member for such period not exceeding three years from the date his written consent to be a Member is received as may be specified therein. An Ex-Officio Member shall cease to be a Member immediately upon the occurrence of any one of the following events:-
 - (i) the expiration of such period as aforesaid; or
 - (ii) his nomination being revoked by the body which nominated him; or
 - (iii) the body which nominated him ceasing to be designated by the Board as a Local Government Association under paragraph (b) (i) of this Article 8; or
 - (iv) his being specified by the Board under paragraph (b) (iii) of this Article 8.

- (e) The Board shall have power from time to time and at any time to add to or reduce the number of Ex-Officio Members, either by increasing or reducing the number of persons to be nominated by any or all of the bodies mentioned in this Article 8 or by deleting or adding other bodies as nominating bodies of Ex-Officio Members and to specify voting rights as specified in Article 30(e) (provided that the total number of Ex-Officio Members at any one time shall not exceed nine).

MEMBERSHIP

9. Any Member may withdraw from the Company at any time by giving written notice to the Company of his intention so to do and upon the delivery of such notice such Member shall cease to be a Member of the Company but shall remain liable for any unpaid membership subscription which may be due at the date of the giving of such notice. No part of the annual membership subscription of a Member so withdrawing shall be refundable to him.
10. The Board may in its absolute discretion:-
- (a) for the purposes of Article 4 decline to approve any person for membership of the Company without assigning any reason therefor; and
- (b) serve a written notice upon any Member specifying conduct or behaviour of such Member (or of the firm or other unincorporated association which he represents) which is considered to be such as to justify the termination of his membership. Such notice shall also specify the date, time and place of a meeting of the Board whether or not specially convened for the purpose (being not less than fourteen days nor more than twenty-eight days after the service of such notice) at which the Member concerned shall be given a reasonable opportunity to be heard. After the Member concerned shall have been heard, or, if he fails to appear within thirty minutes of the time for which the meeting is convened. The Board may by resolution passed by a majority of not less than two-thirds of those present and voting forthwith terminate the membership of the Member concerned and shall inform him of such resolution as soon as possible. No part of the annual membership subscription paid for the then current Year by a Member whose membership is terminated as aforesaid shall be refundable to him.
11. Membership of the Company shall not be transferable and shall cease upon the death, bankruptcy or winding up of a Member.

GENERAL MEETINGS

12. The Company shall in each Year hold a general meeting as its annual general meeting in addition to any other general 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. The annual general meeting shall be held at such time and place as the Board shall appoint.
13. All general meetings of the Company other than annual general meetings shall be called extraordinary general meetings.
14. The Board may, whenever it thinks fit, and shall upon a requisition made in writing by ten or more Members of the Company convene an extraordinary general meeting, or, in default, such a meeting may be convened by such requisitionists as is provided in

Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Board to form a quorum, any member of the Board or any four Members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

15. Any requisition made by Members of the Company shall express the object of the general meeting proposed to be called, and shall be left at the Office.
16. Upon the receipt of such requisition the Board shall forthwith proceed to convene a general meeting; if it does not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists may themselves convene a general meeting.

NOTICE OF GENERAL MEETINGS

17. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by twenty-one days notice in writing at the least and a general meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least.

The notice shall be exclusive of the day for which it is given and shall specify the place, the day and the hour of the 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 the auditors and to such other persons as are entitled under the Acts or these presents to receive such notice. Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in these presents be deemed to have been duly called if it is so agreed:-

- (i) in the case of a meeting called as an annual general meeting by all the Members entitled to attend and vote thereat and
- (ii) in the case of any other general meeting by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety-five percent of the total voting rights at that meeting of all the Members.

The Board may, but shall not be bound to give such details and recommendations as it may decide on any notice referring to notices received pursuant to Article 63 and may but shall not be bound to state on any notice that any person standing for election or re-election as a Director is the candidate recommended by the Board.

18. 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

19. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets, the ordinary report of the Directors and the report of the Auditors, the election of members of the Board in the place of those retiring and the fixing of the remuneration of the Auditors.

20. No business shall be transacted at any general meeting unless a quorum of not less than twenty Members is present in person or by proxy when the meeting proceeds to business. A corporation being a Member shall be deemed to be present if represented by a representative.
21. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the Members present shall form a quorum.
22. (a) The Chairman (if any) shall preside as chairman at every general meeting of the Company, but if he is not present within fifteen minutes after the time appointed for the holding of the meeting or if he is unwilling to act the members of the Board present shall elect one of their number to be chairman of the meeting.
- (b) If at any general meeting of the Company none of the Directors is willing to act as chairman of the meeting or if none of the Directors is present within fifteen minutes after the time appointed for the holding of the meeting the Members present shall choose one of their number to be chairman of the meeting.
23. The chairman of the meeting may with the consent of the meeting adjourn any general meeting of the Company from time to time and from place to place, but no 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 thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. 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.
24. (a) At any general meeting of the Company 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:-
- (i) by the chairman of the meeting; or
- (ii) by at least five Members present in person or by proxy; or
- (iii) by any Member or Members present in person or by proxy representing not less than one tenth of the total voting rights of all the Members of the Company having the right to vote at the meeting (meaning for the purposes of this Article 24 votes in accordance with the provisions of article 29 and not votes in accordance with Article 30).
- (b) Unless a poll be so demanded a declaration by the chairman of the meeting 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 book 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.
- (c) The demand for a poll may be withdrawn.

25. If a poll is so demanded in manner aforesaid the same shall be taken at such time and in such manner as the chairman of the meeting directs and the result of such poll shall be deemed to be the resolution of the Company in general meeting, save that a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. The demand for a poll may be withdrawn.
26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
27. Subject to the provisions of the Acts a resolution in writing signed by all of the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

28. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.
29. Subject to Article 28 on a show of hands every Member of the Company present in person or by proxy shall have one vote.
30. Subject to Article 28 on a poll Members of the Company present in person or by proxy shall have the following votes namely:

(a)	Ex-Officio Members appointed by the bodies specified in Article 8 (c)	10 votes each
(b)	"A" Members	10 votes each
(c)	"B" Members	5 votes each
(d)	"C" Members	1 vote each
(e)	Any Ex-Officio Members appointed pursuant to Article 8 (e)	10 votes each or such lesser number of votes as the Board may specify when exercising the power under Article 8(e)
31. On a poll votes may be given either personally or by proxy.
32. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same power on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.
33. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.

34. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority certified by a solicitor shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
35. An instrument appointing a proxy shall afford Members an opportunity of voting for or against a resolution or resolutions and shall be in the following form or a form as near thereto as circumstances admit and it may refer to the resolution or resolutions (or some of them) in such detail as the Board thinks fit and shall allow the Member to indicate his voting intention for each such resolution separately:

"Visit London Limited"

I/We

of

being a (here specify the category of membership) Member of Visit London Limited,

hereby appoint

of

or failing him

of _____ as my/our proxy to vote for me/us on my/our behalf at the annual/extraordinary general

meeting of the Company to be held on the _____ day of _____ 200 and at any adjournment thereof.

Signed this _____ day of _____ 200

This form is to be used * in favour of/against the resolution.

Unless otherwise instructed the proxy will vote as he thinks fit.

* Strike out whichever is not desired.

36. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
37. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or the adjourned meeting at which the proxy is used.

THE PRESIDENT

38. The President of the Company shall be such person (whether or not a Member of the Company) as may from time to time accept that office upon the request of the Board. The President shall normally hold that office for three years and thereafter the Board may request him to continue in such office for so long as may be agreed. The President shall not be a Director by virtue of holding the office of President but may if he so desires attend any or all general meetings of the Company, Board meetings and meetings of any sub-committee thereof, and may (without being entitled to vote thereat) speak at any such meetings.

VICE-PRESIDENTS

39. The Board shall have power from time to time and at any time to nominate up to two persons to be Vice-Presidents of the Company in recognition of services to tourism generally and to the Company in particular. Any person so nominated shall normally hold that office for three years from the time of his nomination and thereafter may be reconfirmed in such office by the Board for one further term of three years. A Vice-President shall not by virtue of such office be a Director, but may if he so desires attend any or all general meetings of the Company, Board meetings and meetings of any sub-committee thereof, and may (without being entitled to vote thereat) speak at any such meetings.

THE CHAIRMAN

40. The Board shall have power from time to time and at any time to appoint any person to be the Chairman of the Company and also to determine his remuneration if any. Such person need not be a Member of the Company but his nomination shall be approved by the Mayor of London. The Chairman shall normally hold that office for three years and may be appointed for one second term of the like period consecutively. The Chairman shall for so long as he remains Chairman be ex-officio a member of the Board but he shall not be an Elected Director and shall not be subject to retirement by rotation and shall not require re-appointment as provided in Article 55. The Chairman shall also be ex-officio a member of all sub-committees of the Board.

THE VICE-CHAIRMAN

41. The Elected Directors shall within one month after each annual general meeting or from time to time upon the office becoming vacant elect one of their number to be the Vice-Chairman of the Board who shall hold office until the conclusion of the next following annual general meeting, provided that if the Elected Directors shall not so elect the Vice-Chairman no business of the Board or of the Company in general meeting shall be invalidated thereby and any meeting at which the Vice-Chairman would have taken the chair shall be conducted as if he were absent therefrom.

THE MANAGING DIRECTOR

42. The Board may from time to time appoint any person to the office of Managing Director for such period and on such terms (subject to the provisions of clause 4 of the Memorandum of Association) as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. Such person need not be a Member of the Company.

Upon such appointment such person shall be and become a Director but he shall not be an Elected Director and he shall notwithstanding the provisions of Articles 53 and 58 but

subject to Article 55 remain a Director for so long as he retains the office of Managing Director. The Managing Director shall also be ex-officio a member of all sub-committees of the Board.

BORROWING POWERS

43. The Board 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 third party.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

44. The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Acts or by these presents required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Acts or these presents and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
45. All cheques promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board shall from time to time by resolution determine.
46. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as they think fit, and any such powers of attorney may contain such provision for the protection and convenience of persons dealing with any such attorney as the Board thinks fit.
47. The Board shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the Directors and others present at each general meeting of the Company and each meeting of the Directors and of any sub-committee of the Board;
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Board and of all sub-committees of the Board;

and every Director present at any such meeting shall sign his name in a book to be kept for such purpose.

COMPOSITION OF THE BOARD

48. Until determined otherwise by an ordinary resolution of the Company in general meeting the number of Directors shall not be less than four nor more than twenty of which not more than eleven shall be Elected Directors.

49. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director. It shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.

An alternate director shall cease to be an alternate director if his appointor ceases to be a director, but if a director retires by rotation or otherwise but is re-appointed or is deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.

Save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

50. For so long as there shall be an Ex-Officio Member nominated by the British Tourist Authority the Chief Executive for the time being of that Authority or such other person as he may nominate of a status and experience acceptable to the Board shall be appointed a Director of the Company.
51. For so long as there shall be an Ex-Officio Member nominated by the Greater London Authority and/or the London Development Agency such Ex-Officio Member(s) may from time to time by notice in writing to the board appoint any person of a status and experience acceptable to the board to be a Director of the Company for a period of not more than three years (provided that such appointment may be renewed) and may at any time by notice in writing to the board remove such person so appointed.
52. For so long as there shall be an Ex-Officio Member or Members nominated by a Local Government Association (as defined in Article 8(b)) each such Ex-Officio Member may from time to time by notice in writing to the Board appoint any person (including himself) of a status and experience acceptable to the Board to be appointed a Director of the Company for a period of not more than three years (provided that such appointment may be renewed) and may at any time by notice in writing to the Board remove such person so appointed.
53. Provided that the number of Directors provided in or pursuant to Article 48 or as increased pursuant to Article 64 is not thereby exceeded and provided that any vacancy in the number of Directors capable of being appointed pursuant to Articles 50, 51 and 52 shall remain capable of being filled without exceeding such limit in the number of Directors so provided the Members may from time to time in general meeting appoint eligible persons to be Directors in manner herein or by the Acts provided for and Directors so appointed are (together with Directors appointed pursuant to Article 54) herein referred to as "Elected Directors".

54. The Board may from time to time and at any time appoint any eligible person or persons to be an Elected Director either to fill a casual vacancy in their number or by way of addition thereto provided that subject to Article 64 the maximum prescribed pursuant to Article 48 be not thereby exceeded. A person so appointed as an Elected Director shall remain a Director only until the next annual general meeting but he shall then be eligible for re-election. Such Director shall not be taken into account in determining the Elected Directors who are to retire by rotation at such annual general meeting.
55. Only persons who are Members of the Company or are nominated by a Member of the Company as a representative of that Member may by notice in writing to the Company at the Office be eligible for election or appointment as Elected Directors provided that for the avoidance of doubt this requirement shall not apply to the Chairman and the Managing Director.

DISQUALIFICATION OF DIRECTORS

56. The office of Director shall be vacated if the Director:-
- (a) becomes bankrupt or makes an arrangement or composition with his creditors generally.
 - (b) becomes prohibited from being a Director by reason of any court order made under the Acts; or
 - (b) becomes of unsound mind; or
 - (d) resigns his office by notice in writing to the Company;
 - (d) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 317 of the Act;
 - (f) ceases to be an eligible person pursuant to Article 55.
 - (g) is removed from office by resolution in general meeting pursuant to the Acts or these presents; or
 - (h) is removed by resolution of the Board in accordance with these presents; or
 - (i) is either an Ex-officio Member pursuant to Article 8(c)(ii) or a nominee for such Member, in the event that the body which nominated him (or as the case may be) the body which nominated the Ex-Officio Member who nominated him shall cease to be designated by the Board as a Local Government Association under paragraph (b) of Article 8.
57. A director shall not vote in respect of any contract in which he is interested or on any matter arising there out, and if he does so vote his vote shall not be counted.
58. No person shall be or become a Director having attained the age of seventy years and any Director attaining that age shall retire at the conclusion of the next annual general meeting following his seventieth birthday.

ROTATION OF DIRECTORS

59. At the annual general meeting in every Year one-third of the Elected Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
60. The Elected Directors to retire in every Year shall be those who have been longest in office since their last election, but as between persons who became Elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
61. A retiring Elected Director shall, subject to Article 58, be eligible for re-election.
62. The Company at the meeting at which an Elected Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Elected Director shall, if offering himself 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 Elected Director shall have been put to the meeting and lost.
63. No person other than an Elected Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director unless, not less than 42 days before the date appointed for the meeting, there shall have been left at the Office notice in writing signed by 12 Members of the Company duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
64. The Company may from time to time by ordinary resolution increase or reduce the number of Directors and Elected Directors and may also determine in what rotation the increased or reduced number is to go out of office.
65. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these presents or in any agreement between the Company and any such Director.
66. The Company may by ordinary resolution appoint another person in place of an Elected Director removed from office under the immediately preceding Article. Without prejudice to the powers of the Directors under Article 54 the Company in general meeting may subject to Article 63 appoint any eligible person to be a Director either to fill a casual vacancy or subject to Article 48 as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.
67. In the event that the number of candidates seeking election or re-election as a director at an annual general meeting is greater than the number of vacancies the board may cause a postal vote or ballot to be taken. A voting paper shall be sent by the Company to every Member who is eligible to vote at any general meeting (but subject to Article 28) and that Member may cast his votes "for", but not against the candidates of his choice as he thinks fit, but at all times subject to any conditions imposed by the board for the conduct of the postal vote or ballot. The board shall fix the date for the return of the voting papers and shall appoint two or more persons (not being Members of the company) or the Auditors or other independent body to act as scrutineers to open the

envelope containing the votes, to count the votes and to report the result in writing to the chairman of the meeting. The scrutineers shall be empowered to reject voting papers that do not comply with the instructions issued thereon as laid down by the Board. The declaration of the result by the chairman shall be binding upon the Company.

PROCEEDINGS OF THE BOARD OF DIRECTORS

68. The Directors 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 chairman of the meeting of the Board shall have a second or casting vote. Three Directors may at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of the Directors to any Director (or President or Vice- President) for the time being absent from the United Kingdom.
69. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be four of whom at least two must be Elected Directors and at least one a Director nominated pursuant to Articles 50, 51 or 52.
70. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the minimum number fixed by or pursuant to these presents, the continuing Director or Directors may act for the purpose of increasing the number, or of summoning a general meeting of the Company, but for no other purpose.
71. The Chairman shall act as chairman of all meetings of the Board but if he is not present within fifteen minutes after the time appointed for the holding of the same the Director (if any) from time to time designated by the Board as the Vice- Chairman shall so act and if he also is not so present the Directors may choose one of their number present to act as chairman of the meeting.
72. The Board may at any time and from time to time appoint any person or persons to attend meetings of the Board or of any sub-committee and to advise and assist the Directors. Any person so appointed (hereinafter called "an Advisory Person") shall not be a member of the Board and shall not be entitled to vote at meetings of the Board. Subject as aforesaid the Directors may define and limit the powers and duties of any Advisory Persons.

SUB-COMMITTEES

73. The Board may delegate any of its powers to sub-committees consisting of the Chairman and at least one other Director together with such other Members of the Company or representatives of Members of the Company as they may think fit and any sub-committee so formed shall be entitled to request any Advisory Person or other person whom the sub-committee may decide to invite to attend the meetings of such sub-committee in an advisory capacity without any entitlement to vote thereat; any sub-committee so formed shall have its quorum fixed by the Board and shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board provided that all acts and proceedings of any such sub-committee shall be fully reported back to the Board as soon as possible. The Board may revoke or vary any such delegation.

74. A sub-committee shall elect as chairman of its meetings the Chairman or one of the Directors present or if at any meeting neither the Chairman nor a Director is present within fifteen minutes after the time appointed for holding the same the Members present may choose one of their number to be chairman of the meeting of the sub-committee.
75. 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 of the sub-committee present, and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote. Provided that no resolution passed at a meeting of a sub-committee shall be valid or effective unless either (i) a majority of the members of the sub-committee present at the meeting is composed of Directors, Members of the Company or (ii) the resolution is confirmed by the Board.

VALIDITY

76. All acts done by any meeting of the Directors or of a sub-committee appointed by the Board, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director 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.
77. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors, duly convened and held. Such a resolution may consist of several separate documents in like form.

SECRETARY

78. Subject to Section 10 of the Act the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions consistent with the provisions of Clause 4 of the Memorandum of Association as they may think fit and any Secretary so appointed may be removed by it.
79. A provision of the Acts or these presents requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the Secretary.

THE SEAL

80. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or a committee of the Directors specifically authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or a by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

81. The Directors shall cause accounting records to be kept in accordance with sections 221 to 223 of the Act.
82. The accounting records shall be kept at the Office or, subject to section 222 of the Act, at such other place or places as the Directors think fit, and shall always be open during ordinary office hours to the inspection of Members and Directors.

83. The Directors shall from time to time in accordance with Sections 227, 229, 235, 241, 242, 245, 246, 711, 736, 742, and 744 of the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in those Sections. the Auditors' report shall be open to inspection and be read before the meeting as required by Section 241 of the Act.
84. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditors' report, shall not less than twenty-one days before the date of the meeting be sent to every Member of, and every holder of debentures of the Company. Provided that these presents shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.]

AUDITORS

85. One ore more qualified auditors shall be appointed and their duties regulated in accordance with Sections 236, 237, 241, 247, 252, 253, 262, 384 to 392 and 713 of the Act.

NOTICES

86. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time of which the letter would have been delivered in the ordinary course of post.
87. Notice of every general meeting shall be given in manner hereinbefore authorised to:
- (a) every Member except those Members who (having no registered address in the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;
 - (b) Directors, the President and the Vice-Presidents, and the Auditor or Auditors for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

INDEMNITY

88. Save and except so far as the provisions of this Article shall be avoided by any provisions of the Act every Director, President, Vice-President, Chairman, Vice-Chairman, Managing Director, agent, auditor, secretary and other officer for the time being of the Company and their respective executors or administrators shall be identified out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them, or for joining in any receipt for the sake of

conformity or for any bankers or other persons with whom any money or moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in any relation thereto.

WINDING UP

89. The provisions of clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these presents.