

The Companies Acts 1985 and 1989

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

**MEMORANDUM AND ARTICLES
OF ASSOCIATION
OF**

Visit London Limited

76729



**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 1985

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
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W I LUXTON 69 Cannon Street, London EC4	Secretary
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S PLOWDEN ROBERTS King William Street House, London EC4	Company Director
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VERNON ELWES 215 Latymer Court, London W6	Staff Manager
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J D C CHURCHLL I 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