

Number of Company: 761149

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

SPECIAL RESOLUTIONS

(Pursuant to S.283 of the Companies Act 2006)

of

VISIT LONDON LIMITED

Passed 16 November 2009

AT the ANNUAL GENERAL MEETING of the above-named Company, duly convened, and held at The London Transport Museum's Cubic Theatre, Covent Garden Piazza, London, WC2E 7BB, on Monday 16 November 2009 the following SPECIAL RESOLUTIONS were duly passed:

1. **SPECIAL RESOLUTION**

THAT Clause 3 of the Memorandum of Association containing the objects of the Company, which from 1 October 2009 is to be treated as a provision of the Company's Articles of Association pursuant to Section 28(1) of the Companies Act 2006 (the "**Act**"), be amended as follows:


- (a) By the insertion of the following wording as Clause 3(a) of the Memorandum of Association and Article 6(a) of the Articles of Association to be adopted pursuant to Resolution 2 below and the renumbering of subsequent sub-clauses:

"To promote London as a world class destination;" and

- (b) By the insertion of the words "including but not limited to leisure and business travellers, students, sporting cultural and educational persons and organisations, businesses and investors" after the words "To attract visitors" contained in Clause 3(b) of the Memorandum of Association and Article 6(b) of the Articles of Association to be adopted pursuant to Resolution 2 below.

2. **SPECIAL RESOLUTION**

THAT the Company adopt new Articles of Association in the form attached and initialled by the Chairman for the purposes of identification.



.....
Chair

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

**ARTICLES OF ASSOCIATION OF
Visit London Limited ¹**

INTERPRETATION

1. No regulations or model articles set out in any statute, or in any statutory instrument or other subordinate legislation made under any statute, concerning companies shall apply as the regulations or Articles of the Company.

2. In these Articles:

"Company"	means the company known as Visit London Limited
"Act"	means the Companies Act 2006
"the Acts"	means the Companies Acts as defined in Section 2 of the Act
"United Kingdom"	means Great Britain and Northern Ireland
"Seal"	means the common seal of the Company
"Office"	means the registered office of the Company
"Month"	means a calendar month
"Year"	means a calendar year
"Articles"	means these Articles of Association as originally adopted or as from time to time altered in accordance with the provisions therein contained and with the Acts
"Secretary"	means any person appointed to perform the duties of the Secretary of the Company
"Board"	means the members for the time being of the Board of Directors of the Company

¹ Adopted pursuant to a Special Resolution passed on 16 November 2009.

Expressions referring to writing shall, unless the contrary intention appears, be construed as the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise. References to one gender shall include all genders and references to the singular shall include the plural and vice versa. 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.

OBJECTS AND LIMITATION OF LIABILITY

3. 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 these Articles 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.

4. The liability of the Members is limited.
5. 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.
6. The objects of the Company are:
 - (a) To promote London as a world class destination;
 - (b) To attract visitors, including but not limited to leisure and business travellers, students, sporting, cultural and educational persons and organisations, businesses and investors 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;
 - (c) To encourage the holding of national and international conferences conventions, exhibitions and trade fairs in London;
 - (d) To consult with and advise Visit Britain (formerly known as the British Tourist Authority), the Greater London Authority and the London Development Agency on publicity and promotion to attract visitors to London;
 - (e) To provide information reception and other services for visitors to London and to liaise with and assist Visit Britain, the Greater London Authority and the London Development Agency in providing information reception and other services for visitors to Britain;

- (f) 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;
- (g) 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;
- (h) 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;
- (i) To undertake, encourage and support every form of publicity and advertising calculated to promote directly or indirectly any of the objects of the Company;
- (j) 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 Visit Britain, the Greater London Authority and the London Development Agency;
- (k) 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;
- (l) To represent the interests of visitors to London on consultative bodies and organisations;
- (m) 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;
- (n) 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;
- (o) 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;

- (p) 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;
- (q) 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);
- (r) To pay all expenses of and preliminary or in anywise relating to the formation, establishment and registration of the Company;
- (s) 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;
- (t) 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;
- (u) To make payments towards insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law);
- (v) 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;
- (w) 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) 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;
- (ii) 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;
- (iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commission in England and Wales or the

Department for Children, Schools and Families or the Department for Innovation, Universities and Skills, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and shall at all times have regard to and comply with Part V of the Charities Act 1993 and any subsequent re-enactment thereof, 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 Commission, the Department for Children, Schools and Families or the Department for Innovation, Universities and Skills over such Executive Committee or Governing 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.

MEMBERS

7. The Board may from time to time register an increase in the number of members ("**Members**") with which the Company is registered
8.
 - (a) The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these Articles shall be Members of the Company.
 - (b) Membership shall be open to corporations, sole traders, partnerships and representatives of firms or other incorporated associations.
9. The Board may elect any person approved by it as a Member of the Company on his signing and delivering to the Company, by any means provided for in the Acts, an application for admission in such terms as the Company shall from time to time require.
10.
 - (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 or otherwise authenticated 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

- 11. (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 11(e)) paid within three months of becoming due shall thereupon cease to be Members of the Company until re-admitted in accordance with these Articles provided that for the avoidance of doubt the provisions of Article 34 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 a 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

- 12. (a) Members shall be categorised by the Board as Premier Members, Platinum Members, "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 11.

- (b) A Platinum Member, "A" Member, "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.

MEMBERSHIP

- 13. 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.
- 14. The Board may in its absolute discretion:-
 - (a) for the purposes of Article 9 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.
- 15. Membership of the Company shall not be transferable and shall cease upon the death, bankruptcy or winding up of a Member.

GENERAL MEETINGS

- 16. Any general meeting named as an annual general meeting in the notice to that meeting shall be regarded as such. Not more than eighteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Any annual general meeting shall be held at such time and place as the Board shall appoint.
- 17. All meetings of the Company other than annual general meetings shall be called general meetings.
- 18. The Board may, whenever it thinks fit, and shall upon a requisition made in writing by Members of the Company representing at least 10% of the total voting rights of all the members having a right to vote at general meetings or if more than 12 months

has elapsed since the last requisitioned meeting, 5% of the total voting rights, convene a general meeting, or, in default, such a meeting may be convened by such requisitionists as is provided in Section 305 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 a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

19. 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.
20. 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 for a date not more than twenty eight days after the date of the notice convening the meeting, the requisitionists may themselves convene a general meeting.

NOTICE OF GENERAL MEETINGS

21. All general meetings including but not limited to annual general meetings of the Company shall be called in writing by at least fourteen days' notice.

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 the manner hereinafter mentioned or in such other manner if any as may be prescribed by the Company in general meeting. Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in these Articles be deemed to have been duly called if it is so agreed 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 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 72 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.

22. A notice may be served by the Company upon any member, either:
 - (a) personally; or
 - (b) by sending it through the post in a prepaid letter, addressed to the member at 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; or
 - (c) by sending it using electronic means to an address or number for the time being notified for that purpose by the member to the Company; or
 - (d) by making the notice available on a website and notifying the member of its presence.
23. Where a notice is

- (a) served 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 at the expiration of twenty-four hours after the letter containing the same is posted.
 - (b) served by electronic means, service of the notice shall be deemed to be effected by properly addressing and sending an electronic transmission containing the notice and to have been effected at the expiration of twenty-four hours after the transmission containing the same is sent.
 - (c) served by making it available on a website, service of the notice shall be deemed to be effected by properly notifying the member of the fact that the notice is available on the website and to have been effected at the expiration of twenty-four hours after the notification is sent.
24. A document or information including notices of general meetings may only be sent by the Company by electronic means in accordance with the provisions of the Acts to a member who has agreed that the document or information may be sent by those means and who has provided an address for that purpose.
- A document or information including notices of general meetings may only be sent by the Company by making them available on a website to a member who has agreed or is deemed to have agreed pursuant to Schedule 5 Part 4 of the Act that the document or information may be sent in this manner.
25. Notice of every general meeting shall be given in a 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) the Directors and the Auditor or Auditors for the time being of the Company.
- No other person shall be entitled to receive notices of general meetings.
26. 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

27. All business shall be deemed special that is transacted at a 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 as transacted at an annual general meeting.
28. 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.
29. 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.

30. (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.
31. The chairman of the meeting may adjourn any general meeting of the Company from time to time and from place to place if:-
 - (a) The meeting consents to an adjournment; or
 - (b) It appears to the chairman that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
32. The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
33. 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.
34. Directors may attend and speak at general meetings whether or not they are members and the Chairman of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.
35. (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 35 votes in accordance with the provisions of Article 40 and not votes in accordance with Article 41).

- (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.
36. If a poll is so demanded in the 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.
 37. 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.
 38. Pursuant to Part 13, Chapter 2 of the Act a resolution in writing signed or otherwise authenticated by the requisite majority of 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

39. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.
40. Subject to Article 3939 on a show of hands every Member of the Company present in person or by duly appointed proxy shall have one vote.
41. Subject to Article 39 on a poll Members of the Company present in person or by duly appointed proxy shall have the following votes namely:

(a) Premier Members	20 votes each
(b) Platinum Members	15 votes each
(c) "A" Members	10 votes each
(d) "B" Members	5 votes each
(e) "C" Members	1 vote each
42. On a poll votes may be given either personally or by proxy.
43. 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.

44. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor 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.
45. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or otherwise authenticated or a copy of that power or authority certified by a solicitor shall be deposited at the Office, transmitted by any electronic means provided for by the Acts to an address or number specified for that purpose in the notice convening the meeting or deposited 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.
46. 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 [] and at any
adjournment thereof.

Signed this[] day of []

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.

47. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
48. 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 CHAIRMAN

49. 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 further terms 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 subject to retirement by rotation and shall not require re-election as provided in Article 61. The Chairman shall also be ex-officio a member of all sub-committees of the Board.

THE VICE-CHAIRMAN

50. The 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 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 CHIEF EXECUTIVE

51. The Board may from time to time appoint any person to the office of Chief Executive for such period and on such terms (subject to the provisions of Article 3 of these Articles) 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 subject to retirement by rotation and shall not require re-election as provided in Article 61 and he shall notwithstanding the provisions of Article 67 remain a Director for so long as he retains the office of Chief Executive. The Chief Executive shall also be ex-officio a member of all sub-committees of the Board.

EXECUTIVE DIRECTOR

52. The Board may from time to time appoint to the Board an employee of the Company who on appointment to the Board shall be known as the Executive Director. Such person need not be a Member of the Company.

Such person shall be and become a Director but he shall not be subject to retirement by rotation and shall not require re-election as provided in Article 68 and he shall notwithstanding the provisions of Article 67 remain a Director for so long as he remains an employee of the Company. Not more than one Executive Director shall be appointed to the Board at any one time.

BORROWING POWERS

53. 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

54. The business of the Company shall be managed by the Board who may exercise all such powers of the Company as are not by the Acts or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Acts or these Articles 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.
55. 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.
56. 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 Articles) 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.
57. 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 the name of every Director present at any such meeting shall be recorded in those minutes.

COMPOSITION OF THE BOARD

58. 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.
59. 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 or otherwise authenticated 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.

60. Provided that the number of Directors provided in or pursuant to Article 58 or as increased pursuant to Article 73 is not thereby exceeded and provided that any vacancy in the number of Directors 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 persons willing to act to be Directors in the manner herein or as provided for by the Acts.
61. The Board may from time to time and at any time appoint any person or persons who is willing to act to be a Director either to fill a casual vacancy in their number or by way of addition thereto provided that the maximum prescribed pursuant to Article 58 or as increased pursuant to Article 73 be not thereby exceeded. A person so appointed as a 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 Directors who are to retire by rotation at such annual general meeting.

DISQUALIFICATION OF DIRECTORS

62. The office of Director shall be vacated if the Director:
 - (a) becomes bankrupt or makes an arrangement or composition with his creditors generally; or
 - (b) ceases to be a director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or
 - (c) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
 - (d) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
 - (e) resigns his office by notice in writing to the Company and such resignation has taken effect in accordance with its terms; or

- (f) 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 177(1) of the Act or
- (g) is removed from office by resolution in general meeting pursuant to the Acts or these Articles; or
- (h) is removed by resolution of the Board in accordance with these Articles.

INTERESTS OF DIRECTORS

63. Pursuant to Section 175 of the Act a Director must avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company, including but not limited to the exploitation of any property, information or opportunity notwithstanding that the Company cannot take advantage of such property, information or opportunity. Pursuant to Section 175(5)(b) of the Act, the Board may authorise such a conflict of interest provided that any Director having such a conflict of interest shall not vote or count in the quorum in respect of any resolution of the Board authorising his conflict of interest.
64. If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
65. But if:
- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process; or
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause;

a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

For the purposes of this Article, the following are permitted causes:-

- (i) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
- (ii) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- (iii) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

For the purposes of this Article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

66. Subject to Article 67 below, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
67. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

ROTATION OF DIRECTORS

68. At the annual general meeting in every Year one-third of the 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.
69. The 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 Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
70. A retiring Director shall be eligible for re-election.
71. The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring 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 Director shall have been put to the meeting and lost.
72. No person other than a 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 or otherwise authenticated by that person of his willingness to be elected.
73. The Company may from time to time by ordinary resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.
74. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 312 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and any such Director.
75. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article. Without prejudice to the powers of the Directors under Article 61 the Company in general

meeting may subject to Article 72 appoint any person willing to act to be a Director either to fill a casual vacancy or subject to Articles 58 and 73 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.

76. 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 form shall be sent by the Company to every Member who is eligible to vote at any general meeting (but subject to Article 39) 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 forms 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 count the votes and to report the result to the chairman of the meeting. The scrutineers shall be empowered to reject voting forms 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

77. 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 for the time being absent from the United Kingdom.
78. A Director or his alternate may validly participate in a meeting of the Directors or a committee of Directors by conference telephone and/or any other form(s) of communication equipment (whether in use when these Articles are adopted or not) if all persons participating in the meeting are able to communicate with each other throughout the meeting. A person participating in this way shall be deemed to be present in person at the meeting and, subject to the provisions of these Articles shall be counted in a quorum and entitled to vote. Subject to the Acts, all business transacted in this way by the Directors or a committee of Directors shall for the purposes of the articles be deemed to be validly and effectively transacted at a meeting of the Directors or of a committee of Directors even though fewer than two Directors or alternate Directors are physically present at the same place. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.
79. 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.
80. 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 Articles, 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.

81. 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.
82. 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 Director 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

83. 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.
84. 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.
85. 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 of the Company or (ii) the resolution is confirmed by the Board.

VALIDITY

86. 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.
87. A resolution in writing, signed or otherwise authenticated by a majority of 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

88. A Secretary may be appointed by the Board for such term, at such remuneration and upon such conditions consistent with the provisions of Article 3 of these Articles they may think fit and any Secretary so appointed may be removed by it.
89. A provision of the Acts or these Articles 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

90. 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

91. The Directors shall cause accounting records to be kept in accordance with the provisions of the Acts.
92. The accounting records shall be kept at the Office or, subject to the provisions of the Acts, 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.
93. The Directors shall from time to time in accordance with the provisions of the Acts 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 the Acts.
94. 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 fourteen days before the date of the meeting be sent to every Member of, and every holder of debentures of the Company. Provided that these Articles 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

95. One or more qualified auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts.

INDEMNITY

96. Subject to Article 97 below a relevant officer of the company or an associated company may be indemnified out of the company's assets against:
 - (a) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;

- (b) any liability incurred by that officer in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); and
 - (c) any other liability incurred by that officer as an officer of the company or an associated company.
97. Article 96 above does not authorise any indemnity which would be prohibited or rendered void by any provision of the Acts or by any other provision of law.

For the purposes of this Article and the preceding Article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant officer" means any director, former director or other officer of the company or an associated company (but not its auditor).

WINDING UP

98. 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.