

1117511/69

THE COMPANIES ACTS, 1948 TO 1980
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

*
THE INSTITUTE OF TRAVEL AND TOURISM

(As amended by Special Resolutions passed on
15th July 1975, 8th December 1976, 23rd June
1977, 22nd June 1978, 26th June 1980, 25th
June 1981, 18th June 1982 and 21st June
1984.)

*
(Formerly known as Institute of Travel Agents Limited.
Name changed on 8th December 1976).

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANING
The Act	the Companies Act 1948
The Statutes	the Companies Act 1948 to 1980, and every statutory modification or re-enactment thereof for the time being in force
These Presents	these Articles of Association, and the regulations of the Institute from time to time in force
The Institute	the above-named Institute
The Committee	the Committee of Management for the time being of the Institute
The Officers	the President, Chairman, Vice-Chairman and Treasurer for the time being of the Institute
The Secretary	the Secretary for the time being of the Institute
The Seal	the common seal of the Institute
Month	calendar month
In writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
Voting members	fellows, full members and associate members
Non-voting members	retired members, affiliate members, honorary members and life members



Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The Institute is established for the purposes expressed in its Memorandum of Association.

3. The Institute shall have an emblem to be selected by the Committee which shall prescribe the manner in which, and by whom, the emblem may be used.

MEMBERSHIP

4. The number of members for the purposes of the Statutes with which the Institute proposes to be registered is 3,000 but the Committee may from time to time register an increase of members.

5. The subscribers to the Memorandum of Association, and such other persons as shall be admitted to membership as provided below, shall be members of the Institute, each according to his grade of membership, but non-voting members shall not be members for the purposes of the Statutes and accordingly particulars in relation to them shall not be entered in the Register of Members which shall in all other respects be kept in accordance with section 110 of the Act.

6. For the purposes of Article 9 of these presents, references to the Institute shall be deemed to include its predecessors, the Institute of Travel Agents and the Institute of Travel Agents as part of the Association of British Travel Agents Limited and shall be deemed to have included such predecessors in relation to admissions or elections to membership of the Institute which have already taken place.

7. All other persons wishing to become Members of the Institute shall submit an application in such form as the Committee may from time to time prescribe. The Committee shall have power from time to time to prescribe such regulations (not inconsistent with these presents) relating to admission to membership as it may consider necessary, which shall be published in such manner as it may think fit. The Committee shall consider all applications for membership and shall have an absolute discretion as to the election or rejection of applicants for membership, but shall not be required to declare their reasons for election or rejection in any particular case.

8. On admission to membership each Member shall on the prescribed form undertake to comply with and observe the Bye-Laws and Regulations of the Institute as from time to time in force.

GRADES OF MEMBERSHIP AND REGISTERED STUDENTS

9. The members of the Institute shall be divided into such grades and following such criteria as shall be determined by the Committee from time to time; such determination shall require ratification at the next Annual General Meeting.

10. Members of each grade in the Institute shall be entitled to use such titles and abbreviations in respect of such grade as the Committee shall from time to time prescribe and shall use no others.

SUBSCRIPTIONS AND ENTRANCE FEES

11. The amount of Members' annual subscriptions shall be fixed from time to time by the Committee.

12. Subscriptions shall be due and payable in advance on 1st January in every year and must be paid within one calendar month thereafter. Persons elected to membership shall, for the subscription year then current, within one month after election pay a subscription at the full rate, unless elected within the last six months of that year, in which case the subscription shall be at half-rate.

13. Entrance fees shall be fixed from time to time by the Committee.

RESIGNATION AND REMOVAL FROM MEMBERSHIP

14. Any member may resign from the Institute by sending his written notice of resignation to the Secretary of the Institute.

15. If any member shall not pay his subscription or entrance fee within three months of the same becoming due then he shall be deemed to have served a notice of resignation in accordance with the provisions of Article 14 above.

16. (A) The Committee may, if they think fit, by notice in writing request any member who shall have acted in a way which the Committee consider to be detrimental to the interests or well being of the Institute, to attend a meeting of the Committee specially convened to consider his case and at which the member, whose conduct is in question, shall be given a proper opportunity of stating his case. The Committee may following the meeting (notwithstanding that the member may have failed to attend the meeting), if it considers the conduct of the member sufficiently detrimental to the interests or well being of the Institute, require the member by 21 days notice in writing to resign his membership. Subject to sub-clause (B) below, the member shall be treated as having resigned on the expiration of the notice whether or not he tenders his resignation.

(B) A member, on receipt of a notice requiring him to resign may, at any time prior to the expiry of the notice, by notice in writing to the Committee request a further hearing at which he may attend to appeal against the decision of the Committee. In such event, the Committee shall provide a further hearing at which the member shall attend and at which the decision of the Committee shall be reconsidered. In the event that the Committee shall decide not to reverse its previous decision the notice requiring the member to resign and served under sub-clause (A) above shall remain in full force and effect. In the event that the Committee shall reverse its decision such notice shall be deemed never to have been served.

17. On ceasing for any reason to be a member, the former member shall forthwith return to the Institute all and any Certificates issued to him by the Institute and all and any property of the Institute then in his possession or under his control and, notwithstanding his ceasing to be a member, shall remain liable to the Institute for all subscriptions and other sums due from him, including those for the then current year.

PRESIDENT AND VICE PRESIDENT

18. The President, who need not be a member, shall be elected by the Committee as being a person of distinction who shall hold office for one year but may be re-elected for one further consecutive period of a year but without prejudice to his being elected for subsequent periods no sooner than eleven months after the determination of his previous period of office. The President shall be entitled to receive notice of and to attend meetings of the Committee but he shall not be entitled to vote thereat or be deemed to be a Committee member for the purpose of the Statutes or these presents.

SECRETARY

19. The Committee shall from time to time appoint a suitable person to be Secretary of the Institute to perform such duties as the Committee may require. He shall be appointed for such term, at such remuneration and on such conditions as the Committee may think fit and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed.

MEETINGS

20. The meetings of the Institute shall be:-

- (A) Annual General Meetings
- (B) Extraordinary General Meetings and
- (C) Ordinary Meetings (which shall not be "General Meetings" for the purposes of these presents or of the Act).

CHAIRMAN OF MEETINGS

21. The Chairman, if any, of the Committee shall preside as Chairman at every meeting of the Institute, or if there be no such Chairman, or if he be not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chairman, if any, of the Committee shall preside, or if there be no such Vice-Chairman, or if he be not present within the said fifteen minutes or is unwilling to act, the Committee members present shall elect one of their number to be Chairman of the meeting. If at any meeting no Committee member is willing to act as Chairman or if no Committee member is present within fifteen minutes after the time appointed for holding the meeting, the voting members present shall choose one of their number to be Chairman of the meeting.

22. Ordinary Meetings shall be meetings open to all grades of Members and shall be held and conducted for such purposes of the Institute as the Committee may from time to time determine, provided that no business shall be transacted at any Ordinary Meetings which by these presents or by the Act is reserved for or ought properly to be dealt with at an Annual General Meeting or an Extraordinary General Meeting.

ANNUAL GENERAL MEETINGS

23. The Institute shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held at such time and place as the Committee shall appoint.

24. The Annual General Meeting shall, if practicable, be held not later than 30th June in each year, to announce the names of the Committee members for the following year, and to consider the accounts and balance sheet of the Institute for the year ended on the previous 31st December, and the reports of the Committee and Auditors, but in no case shall more than fifteen months elapse between the date of one Annual General Meeting and that of the next. Any voting member desiring to raise special business at an Annual General Meeting shall give notice thereof to the Secretary by not later than 30th April in each year so that it may be included in the notice of meeting, if considered desirable by the Committee.

EXTRAORDINARY GENERAL MEETINGS

25. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Committee may, whenever they think fit, convene an Extraordinary General Meeting; an Extraordinary General Meeting shall also be convened on the requisition of not less than thirty Voting members.

NOTICE OF GENERAL MEETINGS

26. All general meetings shall be called by not less than 21 days' written notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under these presents, entitled to receive such notices from the Institute.

27. 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

28. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the announcement of the names of the Committee members for the following year, the consideration of the accounts, balance sheets and the reports of the Committee and Auditors, and the appointment, and the fixing of the remuneration, of the Auditors.

29. No business shall be transacted at any general meeting unless a quorum of members be present at the time when the meeting proceeds to business; save as herein otherwise provided, thirty members present in person shall be a quorum.

30. If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened on the requisition of voting members, shall be dissolved and, in any other case, shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Chairman shall decide, and if at the adjourned meeting a quorum be not present within half an hour from the time appointed for the meeting, the voting members present shall be a quorum.

31. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at 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.

VOTES OF MEMBERS

32. (A) At any general meeting a resolution put to the vote of the meeting shall be decided by the voting members present either in person or by proxy on a show of hands, each such member having one vote, unless a poll is before or on the declaration of the result of the show of hands demanded:-

(a) by the Chairman

(b) by at least twenty members present and entitled to vote; or

(c) by any member or members present and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

(B) Unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive and an entry to that effect in the minute book of the Institute shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(C) If a poll is duly demanded, it shall be taken either forthwith or at such other time and place and in such manner (including by means of posted polling papers) as the Chairman directs, and the result of a poll shall be deemed to be the resolution of the meeting of which the poll was demanded. No poll shall be demanded or taken on the election of a Chairman of the meeting or on any question of adjournment of a meeting.

(D) On a poll every voting member who is present in person or by proxy shall have one vote.

(E) 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 the poll is demanded shall be entitled to a further or casting vote.

(F) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded, and it may be withdrawn at any time before the poll is taken.

33. No Voting member shall be entitled to vote at any General Meeting unless all moneys then payable by him to the Institute have been paid.

THE COMMITTEE OF MANAGEMENT

34. With effect from the conclusion of the Annual General Meeting to be held in 1983 the Committee shall comprise 9 voting members each elected from one of the 9 Administrative Areas referred to below as follows:-

<u>Administrative Area</u>	<u>Geographical Area</u>
Ireland	All geographical areas
Scotland	All geographical areas
Wales	All geographical areas
Greater London and South East	Berkshire, Buckinghamshire, East Sussex, Essex, Greater London, Hertfordshire, Kent, Oxfordshire, Surrey, West Sussex
Midlands	Bedfordshire, Cambridgeshire, Derbyshire, Gloucestershire, Hereford and Worcester, Leicestershire, Lincolnshire, Norfolk, Northamptonshire, Nottinghamshire, Shropshire, South Yorkshire, Staffordshire, Suffolk, Warwickshire, West Midlands
North East	Cleveland, Durham, Humberside, North & West Yorkshire, Northumberland, Tyne & Wear
North West	Cheshire, Cumbria, Greater Manchester, Lancashire, Merseyside, and Isle of Man
South	Dorset, Hampshire, Isle of Wight, Wiltshire, and Channel Islands
South West	Avon, Cornwall, Devon, Somerset

all of whom shall serve with effect from the conclusion of the Annual General Meeting at which their election or nomination is announced.

35. Members will be registered in the Administrative Area appropriate to their geographical area. Where it would be more appropriate a member for reasons of convenience or otherwise may elect to be registered in another Administrative Area of his choice.

36. The Area representatives shall serve until the conclusion of the second Annual General Meeting following that at which their election is announced and a system of rotation of election shall apply that is to say five Area representatives shall be elected in one year and four in the following year and so on.

37. All nominations of persons for election as Committee members representing each of the nine Administrative Areas shall be lodged with the Secretary by not later than 30th April in each year. No person shall be nominated as a representative of an Administrative Area unless he be registered in that Administrative Area, and his nomination shall be signed by two voting members registered in the same Administrative Area and accompanied by a written notice signed by the person nominated, of his willingness to be elected.

38. The election of persons as Committee members representing each of the nine Administrative Areas shall be by postal ballot. The Secretary shall, with the notice convening each Annual General Meeting, send ballot papers which shall show the names of the persons validly nominated for each Administrative Area and the names of the persons who nominated them respectively, and shall otherwise be in such form as the Committee may direct. Only voting members shall be entitled to participate in the ballot, and may only vote for persons nominated for the Administrative Area in which they are registered. Ballot papers duly completed shall be returned to the Secretary in sufficient time for counting prior to that Annual General Meeting. In the event of an equality of votes for and against any nominated person, the Chairman shall have a casting vote.

39. The names of the persons elected to the Committee by postal ballot shall be announced at the Annual General Meeting.

40. A retiring Committee member shall be eligible for re-election.

41. Not more than two persons who are officers, employees or shareholders of any one company may be nominated to serve on the Committee at any one time except that any trading company which operates offices in more than one of the said Administrative Areas shall be entitled to nominate a member to serve on the Committee from each Administrative Area.

POWERS AND DUTIES OF THE COMMITTEE

42. The affairs, business and property of the Institute shall be managed by the Committee, who may pay all expenses incurred in promoting and registering the Institute, and may make regulations binding upon the members of the Institute (not being inconsistent with the provisions of the Act or these presents) and may exercise all such powers of the Institute as are not, by the Act or by these presents, required to be exercised by the Institute in general meeting, subject nevertheless to the provisions of the Act and these presents, provided that no regulations made by the Institute in general meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made. In particular (but without prejudice to the generality of the foregoing) the Committee:

- (A) may exercise all the powers of the Institute to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and secure the repayment of any money so borrowed by mortgage, charge or lien upon the whole or any part of the Institute's undertaking, property and effects, both present and future and
- (B) may appoint at their discretion, remove or suspend such officials, clerks, agents or servants for permanent, temporary or special service, as they may from time to time think fit, and may determine their powers and duties, and shall pay to them such salaries, wages or remuneration as they may think fit and
- (C) may prescribe such rules and regulations in regard to the library and the use thereof as to them may seem reasonable and
- (D) may arrange for the publication and distribution of such information, statistics, papers, documents and other matters as may be considered by them to be likely to promote all or any of the objects of the Institute, and for such publications to be distributed free to members (but no report of the proceedings of any meetings of the Institute shall be taken or published except with the consent of the Committee) and

(E) may draw up rules and regulations for holding examinations and may from time to time amend, alter and add to the same and may provide for examinations and the expense thereof, for the purpose of testing the qualifications of candidates for election or transfer to any grade of membership of the Institute, and may provide or assist in providing courses of lectures and tuition in the subjects included in all or any of such examinations and may fix the fees to be paid by candidates in respect of such courses of lectures and tuition and examinations.

43. The Committee shall have power to appoint any voting member to fill a casual vacancy or to hold the office of Treasurer under Article 44, and without prejudice to such power, the Institute in general meeting may appoint any such person to fill a casual vacancy. Any Committee member so appointed shall retire at the conclusion of the next Annual General Meeting. The Committee may act notwithstanding any vacancy in their body.

44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Institute, shall be signed, drawn accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Committee shall from time to time decide.

45. The Committee shall cause minutes to be made in books provided for the purpose of all appointments of officers made by the Committee, of the proceedings of all general meetings of the Institute, of the Committee and of all sub-committees, and of all business transacted at such meetings. The minutes of any such meeting, if purporting to be signed by the Chairman thereof, or of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

46. The Committee shall provide for the safe custody of the Seal of the Institute, which shall only be used by the authority of the Committee, and every instrument to which the Seal may be affixed shall be signed by a Committee member and shall be countersigned by the Secretary or by a second Committee member or by some other person appointed by the Committee for the purpose.

PROCEEDINGS OF THE COMMITTEE

47. The Committee may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. The Committee may determine the quorum necessary for the transaction of business which, unless otherwise determined, shall be five, at least one of whom shall be an Officer. Questions arising at any meeting shall be decided by a majority of votes, each Committee member present having one vote, but in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

48. On the request of the Chairman, or on written request by any five other Committee members, the Secretary shall summon a meeting of the Committee, but it shall not be necessary to give notice of a meeting of the Committee to any Committee member for the time being absent from the United Kingdom.

49. The Committee shall elect from among their number a Chairman and Vice Chairman of their meetings. The Chairman shall be elected annually and may thereafter be elected for one further consecutive period of a year but without prejudice to his or her being elected for subsequent periods no sooner than eleven months after the determination of his previous period of office. The Committee may determine the period of office of the Vice Chairman without the aforementioned restriction applying. If neither a Chairman nor Vice Chairman be elected, or if at any meeting the Chairman and Vice Chairman be not present within five minutes after the time appointed for holding the same, the Committee Members present may choose one of their number to be Chairman of that meeting.

50. The immediate Past Chairman shall, if he be not elected a Committee member, be treated as an ex officio Committee member for one year and shall be entitled to receive notice of and to attend meetings of the Committee, but he shall not be entitled to vote thereat or be deemed to be a Committee member for the purpose of the Statutes or these presents.

51. The Committee may co-opt any person to advise the Committee as may be considered necessary, but he shall not thereby be deemed to be a Committee member.

52. The Committee may appoint sub-committees to cover such specific interests in relation to the needs of members of the Institute, and for such other specific purposes, as it may think fit, and any such sub-committee shall conform to such regulations in regard to the conduct, minuting, reporting and approval of its proceedings, as the Committee shall from time to time impose. Any sub-committee so appointed shall comprise at least one Committee member and such members of the Institute as the Committee from time to time appoint. The activities of any sub-committee may be terminated, and any members thereof removed, as the Committee may by resolution decide.

53. All acts done by any meeting of the Committee or of a sub-committee, or by any person acting as a Committee member or sub-committee member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member 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 and was qualified to be such a member.

54. A resolution in writing signed by all the Committee members for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a duly convened meeting of the Committee. Any such resolution may consist of several documents in like form each signed by one or more of the Committee members.

DISQUALIFICATION OF COMMITTEE MEMBERS

55. A Committee member shall vacate office if he:

- (A) becomes a Non-voting member of the Institute or
- (B) resigns his office by written notice to the Institute or
- (C) becomes bankrupt or makes any arrangement or composition with his creditors or
- (D) becomes prohibited from being a Committee member by reason of an order made under section 188 of the Act or section 28 of the Companies Act 1976 or
- (E) becomes of unsound mind or
- (F) without the consent of the Institute in general meeting holds any other office of profit under the Institute or
- (G) is directly or indirectly interested in any contract with the Institute and fails to declare the nature of his interest in manner required by section 199 of the Act. A Committee member shall not vote in respect of any such contract or any matter arising thereout and, if he does so vote, his vote shall not be counted.
- (H) is removed from office by a resolution duly passed pursuant to section 184 of the Act

56. There shall be no retiring age for Committee members and section 185 of the Act shall not apply.

ADMINISTRATIVE AREA COMMITTEES

57. When convenient and so decided by the Committee, members living within an Administrative Area shall be administered by an Administrative Area Committee which shall consist of a Chairman, Secretary, Treasurer and such other Members as they wish to co-opt. The purpose of such Administrative Area Committees shall be to provide local facilities for meetings, lectures and discussion and the formation thereof shall in no way detract from or supersede the duties of the Committee.

ACCOUNTS

58. The Committee shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure takes place
- (b) all sales and purchases of goods by the Institute; and
- (c) the assets and liabilities of the Institute.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions.

59. The books of account shall be kept at the registered office of the Institute or, subject to the provisions of the Statutes, at such other place or places as the Committee think fit, and shall always be open to the inspection of the Committee members.

60. The Committee shall from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to the inspection of Members other than Committee members, and no Members other than Committee members shall have any right of inspecting any account or book or document of the Institute except as conferred by statute or authorised by the Committee or by the Institute in general meeting.

61. The Committee shall from time to time, in accordance with the provisions of the Statutes, cause to be prepared and to be laid before the Institute in general meeting such profit and loss accounts, balance sheets, and reports as are referred to in those sections.

62. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institute in general meeting, together with a copy of the auditor's report, shall not less than twenty one days before the date of the meeting be sent to every member entitled to receive notice thereof, subject nevertheless to the provisions of section 158 (1)(c) of the Act but this Article shall not require a copy of those documents to be sent to any person of whose address the Institute is not aware.

63. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

TREASURER

64. A Treasurer may be appointed by the Committee from amongst its own number. If no committee member is willing to act, a Treasurer may be co-opted in accordance with Article 43 and he shall have the same voting rights as every other committee member. Subject to the direction of the Committee the Treasurer shall have overall responsibility for the conduct of all financial matters.

PROXIES

65. Votes may be given either personally or by proxy in accordance with the following provisions:-

(A) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy must be a member of the Institute.

(B) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the Institute or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time of holding of the meeting or adjourned meeting, at which the person named in the instrument proposes to vote.

(C) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"Institute of Travel & Tourism

I _____ of _____
being a member of the Institute hereby appoint
of _____ or failing him
_____ of _____
as my proxy to vote for me on my behalf at the Annual/Extraordinary General
Meeting of the company to be held on the _____ day of _____ 19____
or any adjournment thereof.

SIGNED this _____ day of _____ 19____."

(D) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"Institute of Travel & Tourism

I _____ of _____
being a member of the Institute hereby appoint
of _____ or failing him
_____ of _____
as my proxy to vote for me on my behalf at the Annual/Extraordinary General
Meeting of the company to be held on the _____ day of _____ 19____
or any adjournment thereof.
My proxy shall vote for/against* the resolution.

SIGNED this _____ day of _____ 19____."

*strike out whichever is not desired."

(E) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

(F) 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 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 Institute at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

NOTICES

66. A notice may be given by the Institute to any member either personally or by sending it by post to him 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 Institute 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, prepaying and posting an envelope containing the notice, and to have been effected at the expiration of 24 hours after the envelope containing the same is posted.

67. Notice of every general meeting shall be given in any manner authorised by these presents to every Member who is by these presents entitled to receive the same except those who (having no registered address within the United Kingdom) have not supplied to the Institute an address within the United Kingdom for the giving of notices to them, and to the Auditors for the time being of the Institute. No other person shall be entitled to receive notices of general meetings.

68. Clause 7 of the Memorandum of Association of the Institute relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were printed in these Articles.