

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
THE TOURISM SOCIETY LIMITED

1. The name of the Company is "THE TOURISM SOCIETY LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company (hereinafter called "the Society") is established are:-

To improve and maintain the standards of professional competence of persons involved or engaged in tourism and in the provision of tourist services and to enhance the reputation of such persons:

- (i.) by the introduction of a generally recognised institution to which such persons would become affiliated by the attainment of certain standards of qualification and,
- (ii.) by prompting the widespread recognition of such an institution among the general public.

Tourism is deemed to include any activity concerned with the temporary short term movement of people to destinations outside the places where they normally live and work and their activities during the stay at these destinations and tourist services means services and facilities provided for the benefit and enjoyment of such people.

And the Society shall have the following powers exercisable in the furtherance of its said objects but not further or otherwise, namely –

- (a) To promote a wider understanding of tourism as a whole particularly among those engaged in its component parts but also among others generally.
- (b) To represent, improve and promote the interests of all those engaged in tourism.
- (c) To establish and impose means for testing the standards of knowledge and skills of candidates for admission to membership of the Society and to grant certificates to successful candidates and these qualified for admission in other ways.
- (d) To assist members and others to enhance their standards of expertise and competence in tourism.

- (e) To supervise and protect the interests of the industry and to secure for them such standing as may assist them and to encourage just and honourable conduct in the practise of their occupations.
- (f) To promote understanding and recognition by employers in tourism of the Society and of the value of its membership qualification to careers and employment in tourism.
- (g) To facilitate discussions and exchange of information and ideas on tourism among members and to provide an authoritative source of information about tourism to members and others.
- (h) To devise, organise and to hold conferences, meetings, exhibitions and other events connected with any of the objects of the Society, to prepare, issue and publish books, writings, periodicals and other information and material of interest to members and others whether for sale or distribution; to form a library for the use of members and others.
- (i) To promote research, scholarship, education and training in tourism and to make grants for such purposes.
- (j) To encourage educational authorities and other bodies to institute, continue, vary, modify or abandon courses of instruction in subjects related to tourism.
- (k) To form links and to co-operate with other bodies and individuals concerned with tourism in the United Kingdom and elsewhere.
- (l) So far as the Society lawfully may, to indemnify any member of the Society in respect of any action taken or to be taken, or liability incurred, or to be incurred, by him in any action which the Council of Management for the time being (hereinafter called "the Council") of the Society may consider conducive to the interests of the Society and tourism.
- (m) To make and enforce in such manner as may be appropriate rules and regulations for the regulation of transactions between Members and others.
- (n) To borrow or raise any moneys required for the objects of the Society on such terms and on such security as the Council may determine.
- (o) To provide and collect funds from the Members and others and to receive voluntary contributions for the purpose of carrying on or furthering the objects of the Society or any of them.
- (p) To use the funds of the Society for the purpose of executing or promoting any of the objects of the Society as the Council may think fit.
- (q) To pay reasonable and proper remuneration to any officer or servant of the Society or to any Member of the Society in return for any service or services actually rendered to the Society, but so that no member of the Council shall be appointed to any salaried office of the Society and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of the Council, except repayment of out-of-pocket expenses.
- (r) To purchase, take on lease, exchange, hire or otherwise acquire any real property, whether situate in the United Kingdom or abroad, and any personal

property, and any rights or privileges necessary or convenient for the purposes of the Society and to construct, alter and maintain any buildings required for the purposes of the Society.

- (s) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Society.
- (t) To invest the funds of the Society not immediately required for the purposes thereof in or upon such securities or other investments of any kind whatsoever and in such manner as the Council may think fit and from time to time to vary or realise such investments subject nevertheless to such conditions (if any) and such consents (if any) as may from time to time be imposed or requested by law and subject also as hereinafter provided.
- (u) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (v) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit persons then or previously engaged in tourism and their dependants and to contribute to or otherwise assist any charitable or benevolent institutions or undertakings.
- (w) To procure the Society to be registered or recognised in any foreign country or place.
- (x) To pay all expenses preliminary or incidental to the formation of the Society and its registration.
- (y) To do all such other lawful things as may be in the opinion of the Council necessary, proper or advisable for the advancement generally of the interests of the Industry or which are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

- (i.) In case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (ii.) The objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii.) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Council 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 the Council have been if no incorporation had been effected and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the Council but they shall as regards any

such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

4. The income and property of the Society shall be applied solely towards the promotion or its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Society and no member of its Council of Management or Governing Body shall be appointed to any office of the association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society.

Provided that nothing herein shall prevent any payment in good faith by the Society

- (a) of reasonable and proper remuneration to any member, officer or servant of the Society (not being a member of its Council of Management or Governing Body) for any services rendered to the Society;
 - (b) of interest on any money lent by any member of the Society or of its Council of Management or Governing Body at a rate per annum not exceeding 2 per cent less than the minimum lending rate for the time being prescribed by the Bank of England or 3 per cent, whichever is the greater;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Society or of its Council of Management or Governing Body;
 - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Council of Management or Governing Body of the Society may also be a member holding not more than 1/100th part of the capital; and
 - (e) to any member of its Council of Management or Governing Body, of out-of-pocket expenses.
5. The liability of the members is limited.
 6. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up while he is a member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Society contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amounts as may be required not exceeding £1.
 7. If upon the winding up or dissolution of the Society 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 Society but shall be given or transferred to some other institution or institutions have objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof such institution or institutions to be determined by the Members of the Society at or before the time of dissolution and if so far as effect cannot be given to such provision then to some charitable object.