

Articles of Association

Defined terms

1. In the articles, unless the context requires otherwise:
 - “articles” means the Association’s articles of association;
 - “the Association” means the Group Travel Organisers’ Association Limited;
 - “Associate Member” means an individual or company who is professionally linked to the travel and tourism industry and who is a member of the Association.
 - “Branch” means a group of members, as defined by the Constitution.
 - “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association;
 - “AGTO Constitution” means the Constitution in place from time to time to govern the day to day running of the Association;
 - “member” has the meaning given in section 112 of the Companies Act 2006;
 - “proxy notice” has the meaning given in article 41;
 - “trustee” has the meaning given in article 49.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Association.

Liability of Members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:
 - 2.1 payment of the Association’s debts and liabilities contracted before he ceases to be a member;
 - 2.2 payment of the costs, charges and expenses of winding up; and
 - 2.3 adjustment of the rights of the contributories among themselves.

Name and Status

3. The name of the Association shall be the GROUP TRAVEL ORGANISERS’ ASSOCIATION LIMITED, which shall be a company without share capital, limited by the guarantees of its trustees.
4. At the discretion of the Board of Directors, the Association may adopt such other trading names as it considers appropriate or necessary.

Aims and Objectives

5. The aims and objectives of the Association are to enhance the status and professionalism of Group Travel Organisers and the importance afforded to group travel.
 - 5.1 To represent the interests of Group Travel Organisers in their dealings with trade suppliers and official bodies.
 - 5.2 To help Group Travel Organisers exchange information.
 - 5.3 To allow a channel for the provision of other services to the membership.

Organisation and Management

6. The general policy of the Association shall be vested in the members of the Association. The general administration and conduct of the affairs of the Association shall be managed by a Board of Directors (“Board”), as defined in article 7. Both the members and the Board shall at all times be bound, and must operate within, the rules contained in the AGTO Constitution in force at the time.

THE BOARD OF DIRECTORS

Composition of the Board

7. The Board of Directors shall comprise the following directors:
 - 7.1 A representative of each Branch nominated by the Branch.
 - 7.2 Associate Members shall nominate, from amongst paid-up Associate Members, directors equal to the number of Branches of the Association.
 - 7.3 The chair and vice chair of the Board will be chosen annually from amongst and by the constituent members of the board at the first meeting after the Annual General Meeting. Either role may normally only be held for a maximum of two years, but the board has the absolute right to extend this, should no alternative candidate come forward. The role of chair is purely internal to the conduct of meetings and carries no further executive power than any other member of the board.

8. At all times the Board shall consist of no less than four directors.

Duties and general authority of the Board of Directors

9. The duties of the Board will be to oversee the proper and legal running of the Association, which will include the derogation of tasks and responsibilities to appropriately qualified and approved persons as deemed necessary for the efficient administration and development of the Association.
10. Subject to the articles, the Board are bound by and may act only in accordance with the terms contained in the AGTO Constitution.
11. Any decision of the directors must be a majority decision at a meeting.
12. If, in voting upon a proposed decision, a director is subject to a conflict of interests, that director may take part in the vote, only if they disclose the conflict to the Board before any vote is taken.

Removal of Directors from the Board of Directors

13. **Branch Representatives**
 - 13.1 Any representative appointed to the Board (“Appointed Representative”) by way of nomination by their respective Branch, shall only remain a director and hold their position on the Board for so long as they enjoy the support of their local Branch
 - 13.2 An Appointed Representative will be deemed to have lost the support of their local Branch, when they are deselected by that branch. De-selection will occur when a local Branch passes a majority vote of no-confidence in the Appointed Representative or where the local Branch elects a new representative in place of the Appointed Representative. Upon notification of this fact to the Board, that named Appointed Representative will be asked to submit their resignation.
 - 13.3 Should the Appointed Representative in question fail to submit their resignation upon request:

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13.3.1 A member from the local Branch shall propose a resolution to remove the Appointed Representative as a director;

13.3.2 Special notice of this resolution must be provided to the Association at least 28 days before the General Meeting at which the resolution is to be heard;

13.3.3 The Association will provide notice of the resolution at the same time as providing notice of the General Meeting and will, at the same time, advise the members of any written representations submitted by the Appointed Representative;

13.3.4 The resolution will then be heard by way of an ordinary resolution at the General Meeting, where again the Appointed Representative will have the opportunity to speak on the resolution.

13.4 Upon removal of the Appointed Representative the Branch in question will be permitted to nominate a new representative to be appointed to the Board in place of the outgoing Appointed Representative.

14. Associate Members

14.1 Any Associate Member appointed to the Board ("Appointed Associate Representative") by way of nomination by the collective Associate Members, shall only remain a director and hold their position on the Board for so long as they themselves (or the company that they represent) remain an Associate Member of the Association.

14.2 Should an Appointed Associate Representative (or the company that they represent) cease to be an Associate Member of the Association they will be asked to submit their resignation.

14.3 Should the Appointed Associate Representative in question fail to submit their resignation upon request,

14.3.1 A Board member shall propose a resolution to remove the Appointed Representative as a director;

14.3.2 Special notice of this resolution must be provided to the Association at least 28 days before the General Meeting at which the resolution is to be heard;

14.3.3 The Association will provide notice of the resolution at the same time as providing notice of the General Meeting and will, at the same time, advise the members of any written representations submitted by the Appointed Associate Representative;

14.3.4 The resolution will then be heard by way of an ordinary resolution at the General Meeting, where again the Appointed Associate Representative will have the opportunity to speak on the resolution.

14.4 Upon removal of the Appointed Associate Representative the remaining Associate Members of the Association will be permitted to nominate a new Associate Member to be appointed to the Board in place of the outgoing Appointed Associate Representative.

Co-option and Appointments by the Board of Directors

15. The Board may co-opt members to the Board of Directors, such appointments to be limited to the period for which they are co-opted, or until the task for which they are co-opted to perform has been completed. Additional co-opted members shall be permitted on sub-committees. Co-opted members shall have no voting rights.

Calling a Board Meeting

16. Any director may call a Board Meeting by giving notice of the meeting to the directors or by authorising the Association

secretary (if any) to give such notice.

17. Notice of any Board Meeting must indicate:

17.1 its proposed date and time;

17.2 where it is to take place; and

17.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

18. Notice of a Board Meeting must be given to each director, but need not be in writing.

Chairing of Board Meetings

19. The chairman of the Board will chair all Board Meetings, or the vice chair in the event that the chairman is unable to attend.

20. If the chairman and vice chairman are not participating in a Board Meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it instead.

Quorum at Board Meetings

21. At a Board Meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

22. The quorum for Board Meetings may be fixed from time to time by a decision of the directors, but it must never be less than four, and unless otherwise fixed it is four.

23. If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

23.1 to appoint further directors, or

23.2 to call a General Meeting so as to enable the members to appoint further directors.

Records of decisions to be kept

24. The directors must ensure that the Association keeps a record, in writing, for at least 6 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' expenses

25. In so far as is permitted by the AGTO Constitution, the Association may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

25.1 meetings of directors or committees of directors;

25.2 General Meetings;

25.3 or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

MEMBERSHIP

Applications for membership

26. Membership of the Association will at all times be governed by the rules contained in the AGTO Constitution.

GENERAL MEETINGS

Annual General Meeting

27. The Annual General Meeting ("AGM") of the Association shall be held in the first six months of the financial year for the purpose

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of transacting the following business:

- 27.1 To approve the minutes of the previous AGM.
 - 27.2 To receive and approve the Board of Directors' reports on the previous year.
 - 27.3 To receive and approve the accounts of the Association and the independent financial examiner's report thereon.
 - 27.4 To appoint an independent financial examiner of the Association's accounts.
 - 27.5 To authorise the establishment of new Branches.
 - 27.6 To receive resolutions and questions from Members.
 - 27.7 To set the Annual Subscription rates and the proportion to be allocated to Branches.
 - 27.8 To transact such other business as is appropriate.
28. The Notice convening the AGM and the draft agenda shall be sent to each member of the Association entitled to receive notice, subject to the provisions of the Companies Act, at least 14 clear days before the date of the said meeting.
29. 50 members of the Association shall constitute a quorum.

Extraordinary General Meeting

30. The Board of Directors may call an Extraordinary General Meeting ("EGM") of the Association at any time. The Board of Directors shall convene such a meeting within thirty days of receiving a request, signed by no less than 20 members of the Association, specifying the proposal(s) to be considered at the meeting.
31. 50 members of the Association shall constitute a quorum.
32. Notices convening an Extraordinary General Meeting shall be sent to each member at least, subject to the provisions of the Companies Act, 14 clear days before the day of the said meeting and shall state the matter(s) to be discussed.
33. No further business shall be transacted other than that for which the meeting was convened.

Conduct of Meetings

34. The Conduct of the meetings shall be in accordance with the rules contained in the AGTO Constitution.

Voting at General Meetings

Voting: general

35. A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
36. In any vote amongst the members, each member is entitled to one vote.

Poll votes

37. A poll on a resolution may be demanded:
- 37.1 in advance of the meeting where it is to be put to the vote; or
 - 37.2 at a meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
38. A poll may be demanded by:
- 38.1 the chairman of the meeting;

38.2 the directors;

38.3 five or more persons having the right to vote on the resolution; or

39. A demand for a poll may be withdrawn if:

39.1 the poll has not yet been taken; and

39.2 the chairman of the meeting consents to the withdrawal.

40. Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Proxy Votes

Content of proxy notices

41. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

41.1 states the name and address of the member appointing the proxy;

41.2 identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;

41.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

41.4 is delivered to the Association in accordance with the articles and any instructions contained in the notice of the General Meeting to which they relate.

42. The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

43. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

44. Unless a proxy notice indicates otherwise, it must be treated as:

44.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

44.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

45. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

46. An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

47. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

48. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

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ADMINISTRATIVE ARRANGEMENTS

Trustees

49. The Trustees of the Association shall be the Board of Directors for the period of their office.
50. The Association may indemnify the Trustees in accordance with articles 71 and 72.

The Financial Year

51. The financial year shall be from the first day of September until the last day of August or as subsequently determined by the Board of Directors and agreed by members at an AGM or EGM.

Annual Subscription and Application Fee

52. The annual subscription shall be set out in the AGTO Constitution and shall become due on the first day of the Association's financial year.
53. The application fee shall also be set out in the AGTO Constitution and shall become due on acceptance into membership.

Non-Profit Distribution Clause

54. Any and all profits created by the Association will be used to further the objects of the Association only and will not be paid to the members in any form.

Association Funds

55. The funds of the Association shall be kept with a recognised clearing bank or financial institution.
56. Only those members elected to the Board of Directors shall act as administrators of the Association's funds, and the signatures of two directors shall be necessary for the disbursement of any money.

Accounts

57. The Board of Directors shall cause true accounts to be kept of the sums of money received and expended by the Association, and a statement thereof shall be placed before members for approval at the AGM.
58. No GTO or Associate member shall enter into any arrangement which may result in a charge being made on the funds of the Association without first obtaining the authority, in writing, of either the Board of Directors, or such directors who have been specifically appointed to authorise such charges.

Financial Examination

59. The accounts of the Association shall be examined and certified by an independent financial examiner appointed by the AGM.

The AGTO Constitution

60. The AGTO Constitution will contain all rules necessary to govern the day to day running of the Association. The Board of Directors and all members of the Association are bound by the terms of the AGTO Constitution.
61. The AGTO Constitution shall become operative on its adoption by the Association and each GTO and Associate member shall receive notification of the availability of a copy of the AGTO Constitution upon request. The AGTO Constitution will appear in the Handbook

Alteration of Articles of Association and Constitution

62. The articles shall not be amended, except at a General Meeting of the Association.
63. The rules as to the amendment of the AGTO Constitution shall

be contained in the AGTO Constitution.

64. Changes to the articles may be proposed by the Board of Directors, or any member.
65. A 75% majority of those entitled to vote is required to approve any change to the articles.
66. Where a change to the articles is proposed by a member, his or her resolution shall be in the hands of the Board of Directors at least four weeks before the Association's General Meeting. The resolution shall be in writing and shall be signed by the proposer and a seconder. Either the proposer or seconder shall be present at the General Meeting when the proposition is presented to members.

Dissolution of the Association

67. The Association shall be dissolved by the decision of a two-thirds majority of those present and voting at a General Meeting.
68. Remaining funds after the payment of any outstanding debts shall be donated to a registered charity proposed and agreed by a majority of those present and voting at the meeting where dissolution is agreed.

Matters not provided for in these Rules and Interpretation of the Rules

69. Subject to the provisions of the Companies Act, the Board of Directors shall have the power to decide any matter not specifically provided for in these rules or the AGTO Constitution and to give decisions as to the interpretation of any rule.

Exclusion of Model Articles

70. The relevant model articles for a company limited by guarantee are hereby expressly excluded.

Directors' Indemnity and Insurance

Indemnity

71. Subject to article 72, a relevant director of the Association may be indemnified out of the Association's assets against:
 - 71.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association;
 - 71.2 any other liability incurred by that director as an officer of the Association.
72. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
73. In this article a relevant director means any director or former director of the Association.

Insurance

74. The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.
75. In this article:
 - 75.1 a "relevant director" means any director or former director of the Association;
 - 75.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Association.