

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE INSTITUTE OF TOURIST GUIDING

- 1 The Company's name is The Institute of Tourist Guiding.
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects ('the Objects') are to promote for the benefit of the public the discipline and practice of tourist guiding, to establish and monitor a code of professional conduct for tourist guides and others registered and/or certified by the Company, to institute uniform tourist guide and related qualifications and to set standards of competence for tourist guides and/or for persons engaged in heritage interpretation and/or related skills, to endorse and/or accredit the training of persons desirous of obtaining qualifications in tourist guiding, heritage interpretation or related skills and to provide and/or accredit for their examination and/or assessment, and to provide for the registration of holders of qualifications in tourist guiding, heritage interpretation and related skills.
- 4 In furtherance of the Objects, but not otherwise, the Company may exercise the following powers:

- (1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;
- (2) to raise funds and to invite and receive contributions; provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (3) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- (4) subject to Clause 5 below, to employ such staff, who shall not be directors of the Company (hereinafter referred to as 'the directors'), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- (5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (6) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (7) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (8) to do all such other lawful things as are necessary for the achievement of the Objects.

5 The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company; provided that nothing in this document shall prevent any payment in good faith by the Company:

- (1) of the usual charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of such person, when instructed by the Company to act in a professional capacity on its behalf, or to any director in his capacity of an examiner, lecturer or provider of specialist services to the Company; provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- (2) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a director;
- (3) of interest on money lent by any member of the Company or director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the directors;
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1/100th part of the issued capital of that company;
- (5) of reasonable and proper rent for premises demised or let by any member of the Company or a director;
- (6) to any director of reasonable out-of-pocket expenses.

6 The liability of the members is limited.

7 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she 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.

8 If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other company or charities having objects similar to the Objects which prohibits the distribution of its or their

income and property to an extent at least as great as is imposed on the Company by Clause 5 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

.....
Name:
Address:

.....
Name:
Address:

Dated:

Witness to the above signatures.....
Name:
Address:

Occupation: