



Association of British Travel Organisers to Italy

ARTICLES AND MEMORANDUM OF ASSOCIATION

**AS APPROVED BY THE AGM AND EXECUTIVE COMMITTEE
MEETING HELD ON 25/04/2017**

1. The name of the Association will be “**Association of British Travel Organisers to Italy**”. It will also be known by its abbreviation “**ABTOI**”
2. **ABTOI** is a non-profit making organisation
3. **The Legal domicile**
The legal domicile of the Association will be 1, Princes Street, London, W1B 2AY.
4. **The Financial Year**
The Financial year of the Association will be 1st of January till 31st of December.
5. **The Annual General Meeting**
 - a) The Annual General Meeting of all the members will be convened at least once a year.
 - b) A notice in writing by post, fax or by e-mail of at least twenty-one days should be given to the members for convening such a meeting.
 - c) All resolutions should be proposed and seconded and approved by a majority vote.
 - d) In such a meeting The Treasurer shall present the final audited financial statements of the Association for the most recent fiscal year which have been approved and signed off by the Executive Council prior to the AGM. He should present his budget and recommendations for the ensuing year.
 - e) If there is a recommendation by the Treasurer and or the Executive Committee to increase the annual fee or subscription of the Association, it should be proposed, seconded and passed by a majority at such a meeting by a show of hands.
 - f) In such a meeting the outgoing executive committee will report on the achievements during their year and their recommendations to the Association for the ensuing year.
 - g) At such a meeting elections will be held for the executive committee. Proxy may also carry out the voting for members of the Executive Committee.
 - h) If less than twenty members stand for election they will all be declared as elected.
6. **The declared objectives of the Association are: -**
 - a) To represent the interest of its members in its broadest terms.
 - b) To represent its members at the Italian State Tourist Board.
 - c) To maintain regular collaboration either through The Italian Tourist Board (ENIT) or independently with the Italian tourist authorities both regional and local for the benefit of ABTOI and its members.
 - d) To seek funding when and where is possible either through the Italian Tourist Board (ENIT) or independent for the purpose of promoting Italy as a tourist destination in the United Kingdom.
 - e) To maximise the exposure of its members to products and suppliers in Italy.
 - f) To analyse the market and propose promotion strategies
 - g) To strengthen the relationship with the media

7. Membership & Subscription

- a) The membership of the Association shall consist of tour operators, travel agents and travel service organisers interested in Italian destinations and with legal entity that complies with U.K. law. Members must comply with UK and European legislation and consumer protection laws must be in place if required.
- b) Unsuccessful applicants will be refunded all the money received from them.
- c) Each member will have to complete and sign ABTOI's application form for membership.
- d) When a member is accepted, as a condition of membership, he or she shall pay in full the applicable annual fee or subscription in addition to the applicable joining/rejoining fee.
- e) When a member joins in the second quarter or subsequent quarters of a membership year, a pro rata subscription rate will apply of 25% discount per quarter.
- f) Members who wish to register with ABTOI more than one company or brand, will be charged an additional £100 per company or brand per membership year, with a maximum of two additional companies or brands permitted per member at this discounted rate.
- g) Each registered member / company shall nominate one representative in their office to whom all correspondence will be directed.
- h) Members who are not paid up at any time will not be entitled to any kind of benefits through the Association and will not be invited to participate in any promotional activities such as but not limited to workshops, educational trips or the services and information available to the Club Members.
- i) Members who are in arrears by March 31st will be subject to exclusion by a decision from the executive committee
- j) Members who are in arrears by 31st of December will cease membership automatically.
- k) A member (whether a paid up subscription member of the Association or not) who goes into liquidation or commences any other applicable insolvency procedure, voluntarily or otherwise, will automatically cease to be a member of the Association immediately upon commencement of the relevant procedure. Each member agrees to notify the Association immediately upon becoming aware of its insolvency (whether threatened or actual) and in any event before such insolvency procedure is commenced.
- l) If the information supplied on the Membership Application form is found to be incorrect the applicant and / or their membership will immediately be cancelled from the Association.
- m) If any member of the Association, including those of the elected Executive Committee or sub-committees and the Chairman, Deputy-Chairman, Treasurer and Secretary of such bodies, fall into the circumstances set out in and/or become in breach of the terms in articles 7 'g', 'h', 'i', 'j' and 'k', they will automatically lose their right to be present at the Executive Committee meetings or to sit in any committee or sub-committee they have been elected to.

8. Executive Committee

- a) The members of the Executive Committee shall be elected at the Annual General Meeting.
- b) The elected Executive Committee shall serve for a period of twelve months (one year) or until the next regular Annual General Meeting.
- c) The Executive Committee is responsible for all the affairs and business of the Association as deemed necessary by the Committee from time to time providing it does not contravene or flout the Association's Articles and Memorandum of Association as stated and declared in this document.
- d) Any member who wishes to stand for election for the Executive Committee should be a fully paid member of the Association and with no outstanding debts to the Association itself.
- e) The Executive Committee shall consist of a maximum of twenty members.
- f) The Executive Committee shall elect by a majority vote from its ranks, the Chairman, Deputy Chairman and the Treasurer.
- g) The term of the elected officers of the Executive Committee as in (8 'f') will expire at the same time as the expiry term of the Executive Committee itself.
- h) The Executive Committee shall meet at least four times per annum or whenever and wherever is deemed necessary.
- i) All the Executive Committee meetings shall be called upon by the elected Chairman or Deputy Chairman.
- j) A notice of at least twenty-one days should be given by post, fax, e-mail or telephone to the executive members for convening such an Executive Committee meeting.
- k) An agenda for the meetings should be published and distributed by the Association's office at least seven days before the meeting.
- l) The presence of five of the members shall constitute a quorum.
- m) All resolutions adopted and all business transacted by the Executive Committee shall require the affirmative vote of a majority of the members present at the meeting.
- n) When there is a tie in voting the Chairman will have a casting vote.
- o) No expenses of any kind will be paid to a member of the Executive Committee in the execution of his or her normal duty. Expenses incurred which are outwith the execution of normal duties will be considered by the Executive Committee before payment is made.
- p) Office bearers, meaning Chairman or Deputy Chairman and Treasurer, will be able to claim reasonable expenses to attend an Executive Meeting and an Annual General Meeting with a maximum pre authorised limit of £150 for any one claim for such travel expenses. All travel must be pre booked to obtain best possible fares.
- q) The Executive Committee can by a majority vote appoint a sub committee as deemed necessary to investigate and to advice on matters relating to the business of the Association. At least two thirds of the members of such a committee must also be elected members of the Executive Committee. Other members of any such committees who are not elected members of the Executive Committee should be paid up members of the Association and in good standing.
- r) The Executive Committee can bestow honorary membership to individuals, Institutions, other Associations or to companies who can benefit the Association and advance its cause. Such honorary members should be invited to the Executive Committee Meetings and can attend but without voting power.

9. The Chairman

- a) By virtue of his office is legible to preside over any committee or sub committee appointed by the Executive Committee.
- b) He or she or his or her appointed representative provided that such a representative is an elected member of the Executive Committee of the Association can officially represent the Association locally and or overseas, subject to the rules and regulations of these Articles and Memorandum of Association.

10. Amendments to Articles and Memorandum of Association

- a) Any and all amendments shall be first presented at an Executive Committee meeting in a form of a written Notice of Motion at one of its regular or emergency meetings. Such a notice of motion should be shown as an item on the Agenda of that meeting. If such a notice of motion is to proceed, it should be proposed, seconded and passed by a show of hands in the following regular or emergency Executive Committee meeting.
- b) Providing that such an amendment has been passed as described in (2) above it will then be proposed, seconded and put for a vote at the Annual General Meeting.
- c) Any member of the Association can place a notice of motion for an amendment to the Articles and Memorandum of Association through the ABTOI office.

11. Liability

- a) The Association will always operate and commit only with the funds available and directly under its control whether raised from membership or from funding through the Italian Tourist Board, Regional or local Tourist Boards.
- b) Funds under the direct control of the Association will always be held in a current bank account as permitted by the Executive Committee.
- c) It is totally and unequivocally forbidden for funds under the direct control of the Association with disregard to the source or sources from which it was obtained to be invested at any time, for any period and under any circumstances in stocks, shares, bonds securities including but not limited to currency, gold, petrol and or property speculation or any other form of investment or speculation, which is known now or may become available in the future.
- d) The Association is not permitted under any circumstances to borrow any funds for any period of time and from any source what so ever and under any terms.
- e) In addition and without prejudice to article 11 'f' below, no member or officer of the Association is allowed or permitted to commit the Association (whether contractually, financially or otherwise) to any third party, whether for project(s) pre-approved by the Association or otherwise.
- f) Each member hereby acknowledges and agrees as a condition of its membership that the Association shall not be liable to any member or third party, whether in contract, tort (including negligence), breach of statutory duty, or otherwise, for any liability of any nature whatsoever (including any loss of profit or any indirect or consequential loss) howsoever or whensoever arising out of or in connection with a member's insolvency or any commitment or project a member may have agreed to or contracted for.

12. **Treasurer**

- a) The Treasurer shall at all times maintain records auditing the assets and liabilities of the Club and its receipts and disbursements, and shall present a report of the same to the Annual General Meeting.
- b) The treasurer shall open, hold and operate bank accounts as have been approved by the Executive Committee.
- c) To appoint auditors (either two from the executive committee or a professional practice)
- d) The Treasurer can form a financial sub-committee from the members of the executive committee on which he will preside. The Chairman and Deputy Chairman pro officio will be permanent members of the finance sub committee.

Date 16/03/2015